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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

TIMOTHY AND MICHELE BARAKETT FOUNDATION  
C/O TRB ADVISORS, L.P.

A Employer identification number

26-6140904

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

767 FIFTH AVENUE

City or town, state, and ZIP code

NEW YORK, NY 10153

B Telephone number

(212) 256-8522

G Check all that apply

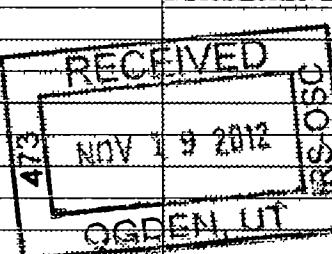
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,  
2. check here and attach computation ► 

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationE If private foundation status was terminated  
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► I Fair market value of all assets at end of year J Accounting method  Cash  Accrual  
(from Part II, col. (c), line 16)  Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		227,739.	227,739.		STATEMENT 1
4 Dividends and interest from securities		2.	2.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<2,786,997.00			
b Gross sales price for all assets on line 6a	26,349,781.				
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
10a Less Cost of goods sold					
b Gross profit or (loss)					
11 Other income		5,983.	5,983.		
12 Total. Add lines 1 through 11		<2,553,273.00	233,724.		STATEMENT 3
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	7,000.	3,500.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	156,713.	123,788.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		163,713.	127,288.		0.
25 Contributions, gifts, grants paid		1,987,683.			1,987,683.
26 Total expenses and disbursements. Add lines 24 and 25		2,151,396.	127,288.		1,987,683.
27 Subtract line 26 from line 12		<4,704,669.00			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			106,436.		
c Adjusted net income (if negative, enter -0-)				N/A	



618 22

**TIMOTHY AND MICHELE BARAKETT FOUNDATION**  
**C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 2

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	9,705,975.	17,595,420.	17,595,420.
	2 Savings and temporary cash investments			
	3 Accounts receivable ► 7,783,764.			
	Less allowance for doubtful accounts ►	732,745.	7,783,764.	7,783,764.
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 6	712,391.	199,945.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ► STATEMENT 7)	38,862,917.	19,744,080.	20,328,586.
	16 Total assets (to be completed by all filers)	50,014,028.	45,323,209.	45,906,360.
	17 Accounts payable and accrued expenses	4,500.	4,500.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ► TRADE PAYABLES)	0.	13,850.	
	23 Total liabilities (add lines 17 through 22)	4,500.	18,350.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	50,009,528.	45,304,859.	
	30 Total net assets or fund balances	50,009,528.	45,304,859.	
	31 Total liabilities and net assets/fund balances	50,014,028.	45,323,209.	

**Part III** **Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 50,009,528.
2 Enter amount from Part I, line 27a	2 <4,704,669.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 45,304,859.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 45,304,859.

**TIMOTHY AND MICHELE BARAKETT FOUNDATION**  
**C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b	<b>SEE ATTACHED STATEMENTS</b>				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	26,349,781.		29,136,778.	<2,786,997.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e				<2,786,997.>	
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<2,786,997.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,078,933.	42,712,930.	.048672
2009	4,179,764.	32,776,246.	.127524
2008	2,588,333.	45,706,870.	.056629
2007	0.	165,099.	.000000
2006			

2 Total of line 1, column (d)

2 .232825

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .058206

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 48,666,962.

5 Multiply line 4 by line 3

5 2,832,709.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,064.

7 Add lines 5 and 6

7 2,833,773.

8 Enter qualifying distributions from Part XII, line 4

8 1,987,683.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

**TIMOTHY AND MICHELE BARAKETT FOUNDATION**  
**C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 4

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		2,129.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0.
3 Add lines 1 and 2		2,129.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		2,129.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011		1,572.
b Exempt foreign organizations - tax withheld at source		
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld		
7 Total credits and payments Add lines 6a through 6d		1,572.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8 ►		557.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►		Refunded ► 11

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		1b X
c Did the foundation file Form 1120-POL for this year?		1c X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		2 X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		3 X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?		4a X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		4b X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		5 X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		6 X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>NY</b>		7 X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		8b X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		9 X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		10 X

Form 990-PF (2011)

**TIMOTHY AND MICHELE BARAKETT FOUNDATION**  
**C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 5

**Part VII-A Statements Regarding Activities (continued)**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>LENNY PARIS</u> Located at ► <u>767 FIFTH AVENUE, NEW YORK, NY</u>	Telephone no ► (212) 256-8500 ZIP+4 ► 10153	
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X
		4b

Form 990-PF (2011)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?   Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A</p>	<p>5b   ► <input type="checkbox"/></p>
<p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?   If "Yes," attach the statement required by Regulations section 53.4945-5(d) <input type="checkbox"/> Yes <input type="checkbox"/> No   N/A</p>		
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?   b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?   If "Yes" to 6b, file Form 8870. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   6b <input type="checkbox"/> X</p>		
<p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?   <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   N/A   7b <input type="checkbox"/></p>		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.
MICHELE BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

Form 990-PF (2011)

**Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total number of others receiving over \$50,000 for professional services**

►

0

**Part IX-A | Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	N/A	
2		
3		
4		

**Part IX-B | Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3		
<b>Total. Add lines 1 through 3</b>	►	0.

Form 990-PF (2011)

**TIMOTHY AND MICHELE BARAKETT FOUNDATION**  
**C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 8

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	502,197.
b	Average of monthly cash balances	1b	7,598,510.
c	Fair market value of all other assets	1c	41,307,376.
d	Total (add lines 1a, b, and c)	1d	49,408,083.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	49,408,083.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	741,121.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,666,962.
6	Minimum investment return. Enter 5% of line 5	6	2,433,348.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part )

1	Minimum investment return from Part X, line 6	1	2,433,348.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,129.
b	Income tax for 2011 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	2,129.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,431,219.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,431,219.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,431,219.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	1,987,683.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	1,987,683.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,987,683.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Form 990-PF (2011)

**TIMOTHY AND MICHELE BARAKETT FOUNDATION**  
**C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 9

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,431,219.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	239,282.			
d From 2009	2,541,218.			
e From 2010				
f Total of lines 3a through e	2,780,500.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$	1,987,683.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)			0.	
d Applied to 2011 distributable amount				1,987,683.
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	443,536.			443,536.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,336,964.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,336,964.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	2,336,964.			
d Excess from 2010				
e Excess from 2011				

**TIMOTHY AND MICHELE BARAKETT FOUNDATION  
C/O TRB ADVISORS, L.P.**

Form 990-PF (2011)

26-6140904

Page 10

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling



4942(j)(3) or  4942(j)(5)

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities				
Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

**SEE STATEMENT 11**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
<b>a Paid during the year</b>				
ALVIN AILEY DANCE FOUNDATION, INC. 405 WEST 55TH STREET NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO THE GENERAL FUND	9,532.
BOTTOMLESS CLOSET 15 PENN PLAZA NEW YORK, NY 10001	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO SUPPORT ORGANIZATION PROMOTING WOMEN IN PROFESSIONAL WORK ENVIRONMENTS	10,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 WEST 57TH STREET NEW YORK, NY 10107	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL BENEFIT	9,250.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	EXEMPT ORGANIZATION	GENERAL DONATION	10,000.
HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	PLEDGE TO ATHLETIC DIRECTOR'S FUND	250,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 1,987,683.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

**TIMOTHY AND MICHELE BARAKETT FOUNDATION  
C/O TRB ADVISORS, L.P.**

26-6140904

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARISSA LOREA FUND 37 WILBUR ROAD LINCOLN, RI 02865	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION PROVIDING SCHOLARSHIP FUNDS TO ATHLETIC GIRLS IN NORTH PROVIDENCE, RI	5,000.
NEW YORK ACADEMY OF ART 111 FRANKLIN STREET NEW YORK, NY 10013	NONE	EXEMPT ORGANIZATION	DONATION TO BENEFIT AUCTION HOSTED AT SOTHEBY'S	23,200.
NEW YORK PRESBYTERIAN HOSPITAL 161 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE	EXEMPT ORGANIZATION	DR. TED SCHWARTZ'S BRAIN TUMOR & EPILEPSY FUND	25,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	PAUL LECLERC ENDOWMENT FUND FOR RESEARCH COLLECTIONS	25,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	CENTENNIAL GALA	50,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	SPRING BOOK FUND APPEAL	50,000.
ST. LUKE'S ROOSEVELT HOSPITAL 1000 TENTH AVENUE NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TOWARD HOSPITAL'S GENERAL CAMPAIGN, EARMARKED FOR DR. GEORGE TODD'S	100,000.
SUN VALLEY WRITER'S CONFERENCE P.O. BOX 957 KETCHUM, ID 83340	NONE	EXEMPT ORGANIZATION	DONATION TO THE ANNUAL SCHOLARSHIP PROGRAM FOR WRITERS AND READERS	17,617.
THE COUNCIL OF URBAN PROFESSIONALS 55 EXCHANGE PLACE NEW YORK, NY 10005	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL BENEFIT	5,000.
THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	EXEMPT ORGANIZATION	DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN	10,000.
<b>Total from continuation sheets</b>				<b>1,698,901.</b>

**TIMOTHY AND MICHELE BARAKETT FOUNDATION  
C/O TRB ADVISORS, L.P.**

26-6140904

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	EXEMPT ORGANIZATION	DONATION TO THE SCHOOL'S SPRING BENEFIT	24,630.
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE ANNUAL SUPPORT CAMPAIGN	9,750.
EXPLORE SCHOOLS 20 JAY ST, SUITE 504 NEW YORK, NY 11201	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION THAT SUPPORTS A NETWORK OF K-8 PUBLIC SCHOOLS IN UNDER-SERVED	25,000.
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE	EXEMPT ORGANIZATION	MEMBERSHIP LEVEL DONATION TOWARD UPKEEP AND PRESERVATION OF CENTRAL PARK	5,000.
WILDLIFE RESCUE CENTER OF THE HAMPTONS 228 W MONTAUK HWY HAMPTON BAYS, NY 11946	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO PRESERVE AND PROTECT REGION'S NATURAL WILDLIFE	1,000.
NEW YORK CITY BALLET 20 LINCOLN CENTER NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE SPRING BENEFIT	10,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE SUMMER CONCERT BENEFIT	49,200.
MIRACLE HOUSE 80 8TH AVE, #315 NEW YORK, NY 10011	NONE	EXEMPT ORGANIZATION	DONATION TO SUMMER BENEFIT	10,000.
MOUNT SINAI MEDICAL CENTER ONE GUSTAVE L. LEVY PLACE NEW YORK, NY 10029	NONE	EXEMPT ORGANIZATION	DONATION EARMARKED FOR THE DUBIN BREAST CENTER	50,000.
THE PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	EXEMPT ORGANIZATION	MEMBERSHIP LEVEL DONATION TO ORGANIZATION DEVELOPING AN ACCESSIBLE AND	8,029.
<b>Total from continuation sheets</b>				

**TIMOTHY AND MICHELE BARAKETT FOUNDATION  
C/O TRB ADVISORS, L.P.**

26-6140904

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NYU CHILD STUDY CENTER 577 FIRST AVE NEW YORK, NY 10016	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION PROVIDING TREATMENT OF CHILD PSYCHIATRIC DISORDERS	50,000.
LANCE ARMSTRONG FOUNDATION EVENTS 2201 E. SIXTH ST AUSTIN, TX 78702	NONE	EXEMPT ORGANIZATION	DONATION SUPPORTING EMPLOYEE IN BICYCLE RACE FOR THE LIVESTRONG FOUNDATION, WHICH AIMS TO EMPOWER	1,000.
NEW YORK PUBLIC LIBRARY FIFTH AVE & 42ND ST NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	LIBRARY LIONS BENEFIT	72,850.
THE CHILDREN'S AID SOCIETY 105 E 22ND ST NEW YORK, NY 10010	NONE	EXEMPT ORGANIZATION	DONATION MADE IN MEMORY OF DAVID F. STEIN	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT RD, SUITE 300 JACKSONVILLE, FL 32256	NONE	EXEMPT ORGANIZATION	DONATION TO ORGANIZATION THAT AIMS TO HONOR AND EMPOWER WOUNDED WARRIORS	500.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN ST BOSTON, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE HBS DEAN'S FUND	5,000.
CHILDREN'S MUSEUM OF THE EAST END ON LONG ISLAND P.O. BOX 316 BRIDGEHAMPTON, NY 11932	NONE	EXEMPT ORGANIZATION	GENERAL DONATION	1,000.
HAMPTON LIBRARY P.O. BOX 3025 BRIDGEHAMPTON, NY 11932	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ANNUAL APPEAL FUND	5,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	HOSTED REUNION DINNER, CREDIT TO 2011-2012 GIVING	4,125.
CITY HARVEST, INC. 575 8TH AVE, 4TH FLOOR NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	DONATION TO THE GENERAL FUND	25,000.
<b>Total from continuation sheets</b>				

## **Part XV      Supplementary Information**

### 3 Grants and Contributions Paid During the Year (Continuation)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	227,739.	
4 Dividends and interest from securities			14	2.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,983.	
8 Gain or (loss) from sales of assets other than inventory			18	<2,786,997.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<2,553,273.>	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	<2,553,273.>
(See worksheet in line 13 instructions to verify calculations )					

## Relationship of Activities to the Accomplishment of Exempt Purposes



NARRAGANSETT STRATEGIC OFFSHORE			
FUND, LTD	2,000,000.	0.	0.
PERMIAN FUND, LTD	1,000,000.	0.	0.
REDWOOD OFFSHORE FUND	4,000,000.	4,000,000.	4,392,204.
RDG CAPITAL MANAGEMENT	4,000,000.	4,000,000.	4,173,731.
SERENDIV OFFSHORE FUND, LTD	4,000,000.	0.	0.
SOUNDPOST CAPITAL OFFSHORE, LTD	1,000,000.	0.	0.
TREMBLANT PARTNERS LTD SUBCLASS E	4,000,000.	4,000,000.	4,114,861.
ATALAYA SPECIAL OPPORTUNITIES			
FUND IV, LP	0.	1,586,369.	1,583,674.
DIKER VALUE-TECH QP FUND, LP	0.	882,021.	750,253.
DUMA ALPHA FUND LTD CLASS A	0.	0.	0.
DUMA LIQUID OPPORTUNITIES			
OFFSHORE FUND	0.	0.	0.
CENTAR LTD	0.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	<u>38,862,917.</u>	<u>19,744,080.</u>	<u>20,328,586.</u>

**Part XV Supplementary Information**

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - ST. LUKE'S ROOSEVELT HOSPITAL

GENERAL DONATION TOWARD HOSPITAL'S GENERAL CAMPAIGN, EARMARKED FOR DR.

GEORGE TODD'S DISCRETIONARY USE

NAME OF RECIPIENT - EXPLORE SCHOOLS

GENERAL DONATION TO ORGANIZATION THAT SUPPORTS A NETWORK OF K-8 PUBLIC  
SCHOOLS IN UNDER-SERVED COMMUNITIES

NAME OF RECIPIENT - THE PUBLIC THEATER

MEMBERSHIP LEVEL DONATION TO ORGANIZATION DEVELOPING AN ACCESSIBLE AND  
RELEVANT AMERICAN THEATER TO ALL VIA SHAKESPEARE AND NEW WORK

NAME OF RECIPIENT - LANCE ARMSTRONG FOUNDATION EVENTS

DONATION SUPPORTING EMPLOYEE IN BICYCLE RACE FOR THE LIVESTRONG  
FOUNDATION, WHICH AIMS TO EMPOWER THE CANCER COMMUNITY TO ADDRESS THE  
UNMET NEEDS OF CANCER SURVIVORS

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	500,000 SHARES BARC 98% PPN BRIC BASKET	7/8/11	P	07/02/09 07/08/11
b	FROM K-1: DIKER VALUE-TECH QP FUND LP		P	VARIOUS VARIOUS
c	FROM K-1: DIKER VALUE-TECH QP FUND LP		P	VARIOUS VARIOUS
d	FUND REDEMPTION, BEACON LIGHT OFFSHORE FUND LTD		P	VARIOUS VARIOUS
e	FUND REDEMPTION, NARRAGANSETT STRATEGIC OFFSHORE		P	VARIOUS VARIOUS
f	FUND REDEMPTION, PERMIAN FUND LTD		P	VARIOUS VARIOUS
g	FUND REDEMPTION, DUMA ALPHA FUND LTD CLASS A		P	VARIOUS VARIOUS
h	FUND REDEMPTION, DUMA LIQUID OPPORTUNITIES OFFSHO		P	VARIOUS VARIOUS
i	FUND REDEMPTION, SOUNDPOST CAPITAL OFFSHORE LTD		P	VARIOUS VARIOUS
j	FUND REDEMPTION, ATWATER CAPITAL OFFSHORE LTD		P	VARIOUS VARIOUS
k	FROM K-1: ATALAYA SPECIAL OPPORTUNITIES FUND III		P	VARIOUS VARIOUS
l	FROM K-1: ATALAYA SPECIAL OPPORTUNITIES FUND III		P	VARIOUS VARIOUS
m	FUND REDEMPTION, CALEDONIAN/FORCE CAPITAL		P	VARIOUS VARIOUS
n	FUND REDEMPTION, INDIAN CREEK		P	VARIOUS VARIOUS
o	FUND REDEMPTION, SERENDIV		P	VARIOUS VARIOUS
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	592,952.		525,785.	67,167.
b	68,677.			68,677.
c			175,514.	<175,514. >
d	3,544,532.		3,634,954.	<90,422. >
e	2,056,808.		2,000,000.	56,808.
f	1,226,763.		1,000,000.	226,763.
g	4,138,094.		5,000,000.	<861,906. >
h	871,778.		1,000,000.	<128,222. >
i	745,523.		1,000,000.	<254,477. >
j	3,810,201.		3,800,525.	9,676.
k	143,494.			143,494.
l	10,304.			10,304.
m	3,687,699.		4,000,000.	<312,301. >
n	1,859,458.		3,000,000.	<1,140,542. >
o	3,593,498.		4,000,000.	<406,502. >
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(l) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a				67,167.
b				68,677.
c				<175,514. >
d				<90,422. >
e				56,808.
f				226,763.
g				<861,906. >
h				<128,222. >
i				<254,477. >
j				9,676.
k				143,494.
l				10,304.
m				<312,301. >
n				<1,140,542. >
o				<406,502. >
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2 <2,786,997. >
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }		3 N/A

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRETION FROM BONDS PURCHASED AT A DISCOUNT INTEREST INCOME	6,821. 220,918.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	227,739.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	2.	0.	2.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN EXCHANGE GAIN	216.	216.	
ATALAYA SPECIAL OPPORTUNITIES FUND III LP - OTHER PORTFOLIO INCOME	3.	3.	
ATALAYA SPECIAL OPPORTUNITIES FUND III LP - OTHER PORTFOLIO INCOME	5,764.	5,764.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,983.	5,983.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,000.	3,500.		0.
TO FORM 990-PF, PG 1, LN 16B	7,000.	3,500.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY STATE FILING FEE	1,500.	0.		0.
FEDERAL TAXES PAID WITH 2010 EXTENSION IN 2011	2,500.	0.		0.
BANK FEES	15.	15.		0.
NON-DEDUCTIBLE TICKETS	8,159.	0.		0.
INVESTMENT INTEREST EXPENSE	4,735.	4,735.		0.
LEGAL FEES	945.	0.		0.
FORS FEES	18,000.	9,000.		0.
PROFESSIONAL FEES	110,038.	110,038.		0.
NON-DEDUCTIBLE CHARITABLE DISBURSEMENTS	8,559.	0.		0.
NON-DEDUCTIBLE EXPENSES	2,262.	0.		0.
TO FORM 990-PF, PG 1, LN 23	156,713.	123,788.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	COST	199,945.	198,590.
STRUCTURED INVESTMENTS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		199,945.	198,590.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ATALAYA SPECIAL OPPORTUNITIES FUND III, LP	1,650,000.	2,493,422.	2,711,177.
ATWATER CAPITAL OFFSHORE, LTD	3,800,525.	0.	0.
BEACON LIGHT OFFSHORE FUND, LTD	3,634,954.	0.	0.
CALEDONIAN/FORCE CAPITAL LTD	4,000,000.	0.	0.
CRISPIN CAPITAL PARTNERS OFFSHORE, LTD	2,000,000.	2,000,000.	2,005,605.
DRYDEN CAPITAL, LTD	777,438.	532,268.	347,081.
INDIAN CREEK INVESTMENTS LTD. - CLASS A	3,000,000.	0.	0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

TIMOTHY BARAKETT  
MICHELE BARAKETT

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ..... ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ..... ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. <b>TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.</b>	Employer identification number (EIN) or <b><input checked="" type="checkbox"/> 26-6140904</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>767 FIFTH AVENUE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10153</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) ..... **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

### LENNY PARIS

- The books are in the care of ► **767 FIFTH AVENUE - NEW YORK, NY 10153**  
Telephone No. ► **(212) 256-8500** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ..... ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ..... If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year **2011** or

►  tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions.	3a	\$	<b>462.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>1,572.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	3c	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See Instructions	Name of exempt organization or other filer, see instructions <b>TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.</b>	Employer identification number (EIN) or <b>X 26-6140904</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>767 FIFTH AVENUE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10153</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LENNY PARIS**

- The books are in the care of ► **767 FIFTH AVENUE - NEW YORK, NY 10153**

Telephone No. ► **(212) 256-8500** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.

5 For calendar year **2011**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO COMPILE ALL NECESSARY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>1,572.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>1,572.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ► **TRUSTEE**

Date ►