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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning , 2011, and ending**

The Barrios Trust  
653 11th Street  
Oakland, CA 94607

- A** Employer identification number  
94-3323331
- B** Telephone number (see the instructions)  
510-465-6511
- C** If exemption application is pending, check here
- D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation
- E** 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

- 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                               |

- H** Check type of organization.  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

- I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 1,824,868.
- J** Accounting method.  Cash  Accrual  
 Other (specify) Modified Cash  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc, received (att sch)	100.			
<b>2</b>	Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments	35.	35.	N/A	
<b>4</b>	Dividends and interest from securities	47,876.	47,876.		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	20,983.			
<b>b</b>	Gross sales price for all assets on line 6a	484,612.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		20,983.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule) See Statement 1	195,552.	195,552.		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	264,546.	264,446.		
<b>13</b>	Compensation of officers, directors, trustees, etc	3,000.			3,000.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach sch) See St 2	3,095.			3,095.
<b>c</b>	Other prof fees (attach sch) See St 3	20,938.	20,938.		
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instrs) See Stm 4	684.	684.		
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings	695.			695.
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) See Statement 5	6,346.	6,002.		344.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	34,758.	27,624.		7,134.
<b>25</b>	Contributions, gifts, grants paid Part XV	123,500.			123,500.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	158,258.	27,624.		130,634.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	106,288.			
<b>b</b>	<b>Net investment income</b> (if negative, enter 0)		236,822.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter 0)				

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ADMINISTRATIVE OPERATING AND EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		145,329.	328,690.	328,690.
	3	Accounts receivable				
		Less. allowance for doubtful accounts				
	4	Pledges receivable				
		Less. allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule) Statement 6		365,693.	339,807.	339,807.
	b	Investments – corporate stock (attach schedule) Statement 7		399,675.	345,479.	345,479.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 8		876,932.	807,765.	807,765.	
14	Land, buildings, and equipment, basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe See Statement 9)		3,023.	3,127.	3,127.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		1,790,652.	1,824,868.	1,824,868.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		1,790,652.	1,824,868.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)		1,790,652.	1,824,868.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		1,790,652.	1,824,868.		

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	1,790,652.
2	Enter amount from Part I, line 27a	2	106,288.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,896,940.
5	Decreases not included in line 2 (itemize) See Statement 10	5	72,072.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,824,868.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sales of Publicly Traded Securities	P	Various	Various
b Capital Gain Distribution	P	Various	Various
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 483,934.		463,629.	20,305.
b 678.			678.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			20,305.
b			678.
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	20,983.
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) (see instructions). If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>	3	0.

**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 the 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 (column (b) divided by column (c))
2010	99,945.	1,680,916.	0.059459
2009	84,585.	1,546,275.	0.054702
2008	294,236.	2,889,079.	0.101844
2007	197,592.	3,173,484.	0.062263
2006	175,888.	4,184,542.	0.042033

2 Total of line 1, column (d)	2	0.320301
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	0.064060
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,736,671.
5 Multiply line 4 by line 3	5	111,251.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,368.
7 Add lines 5 and 6	7	113,619.
8 Enter qualifying distributions from Part XII, line 4	8	130,634.

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.

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

<b>1 a</b> 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 instrs)	1	2,368.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	2,368.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	2,368.
<b>6 Credits/Payments</b>		
<b>a</b> 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,701.
<b>b</b> Exempt foreign organizations – tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	3,000.
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d	7	4,701.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,333.
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <b>2,333.</b>   <b>Refunded</b>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>1 b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<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>		
<b>1 c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <b>\$ 0.</b> (2) On foundation managers <b>\$ 0.</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$ 0.</b>		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4 b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
<b>6</b> 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?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>CA</b>		
<b>b</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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>Joanne Casey</u> Telephone no <u>510-465-6511</u> Located at <u>653 11th Street Oakland, CA</u> ZIP + 4 <u>94607</u>			
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	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 <u>        </u>		Yes	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"/> 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"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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"/> 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"/> 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 <input type="checkbox"/>	1b	X
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?	1c	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 <u>20__ , 20__ , 20__ , 20__ .</u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	2b	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. <u>20__ , 20__ , 20__ , 20__</u>		
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"/> 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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (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)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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)?

5b X

Organizations relying on a current notice regarding disaster assistance check here

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?

N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

7b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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 (see instructions).

(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
See Statement 11		3,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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** (see instructions)

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		
-----		
All other program-related investments See instructions.		
3		
-----		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

BAA

**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	1,556,125.
b Average of monthly cash balances	1b	131,411.
c Fair market value of all other assets (see instructions)	1c	75,582.
d <b>Total</b> (add lines 1a, b, and c)	1d	1,763,118.
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	1,763,118.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,447.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,736,671.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	86,834.

**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	86,834.
2a Tax on investment income for 2011 from Part VI, line 5	2a	2,368.	
b Income tax for 2011. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	2,368.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	84,466.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	84,466.
6 Deduction from distributable amount (see instructions)		6	
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	84,466.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	130,634.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	130,634.
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 (see instructions)	5	2,368.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	128,266.

**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

**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				84,466.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007		43,854.		
c From 2008		149,782.		
d From 2009		8,211.		
e From 2010		17,283.		
f Total of lines 3a through e	219,130.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 130,634.				
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				84,466.
e Remaining amount distributed out of corpus	46,168.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	265,298.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	265,298.			
10 Analysis of line 9:				
a Excess from 2007	43,854.			
b Excess from 2008	149,782.			
c Excess from 2009	8,211.			
d Excess from 2010	17,283.			
e Excess from 2011	46,168.			

**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 ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization 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 12

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 Name and address (home or business)	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
a Paid during the year See Statement 13				
<b>Total</b>				▶ <b>3a</b> 123,500.
b Approved for future payment				
<b>Total</b>				▶ <b>3b</b>





## The Barrios Trust

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 247.	247.	
Partnership Income	195,305.	195,305.	
<b>Total</b>	<u>\$ 195,552.</u>	<u>195,552.</u>	<u>0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 3,095.			\$ 3,095.
<b>Total</b>	<u>\$ 3,095.</u>	<u>\$ 0.</u>		<u>\$ 3,095.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 20,938.	\$ 20,938.		
<b>Total</b>	<u>\$ 20,938.</u>	<u>\$ 20,938.</u>		<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Withheld	\$ 684.	\$ 684.		
<b>Total</b>	<u>\$ 684.</u>	<u>\$ 684.</u>		<u>\$ 0.</u>

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**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	\$ 80.			\$ 80.
Investment Expense	961.	\$ 961.		
Investment Partnership Expenses	5,041.	5,041.		
Misc Operational Expense	264.			264.
Total	<u>\$ 6,346.</u>	<u>\$ 6,002.</u>		<u>\$ 344.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
US Treasury 3.000%, 7/15/2012	Mkt Val	\$ 21,871.	\$ 21,871.
FNMA 5.000%, 6/01/2035	Mkt Val	18,372.	18,372.
FHLMC 5.500%, 11/01/2037	Mkt Val	16,992.	16,992.
FNMA 6.000%, 5/01/2038	Mkt Val	6,649.	6,649.
FNMA 6.000%, 9/01/2038	Mkt Val	8,004.	8,004.
FNMA 6.000% 10/01/2038	Mkt Val	4,965.	4,965.
US Treasury 0.875%, 2/29/2012	Mkt Val	31,041.	31,041.
US Treasury 1.375%, 3/15/2013	Mkt Val	6,086.	6,086.
US Treasury 2.500%, 1/15/2029	Mkt Val	32,365.	32,365.
FNMA 5.000%, 12/1/2035	Mkt Val	10,770.	10,770.
FNMA 5.500%, 4/1/2036	Mkt Val	2,049.	2,049.
FNMA 5.500%, 2/1/2038	Mkt Val	1,705.	1,705.
FHLMC 5.500%, 9/1/2038	Mkt Val	3,251.	3,251.
FNMA 5.000%, 1/1/2039	Mkt Val	15,755.	15,755.
FNMA 4.500%, 5/1/2039	Mkt Val	1,579.	1,579.
FNMA 5.500%, 9/1/2039	Mkt Val	1,903.	1,903.
FHLMC 5.500%, 3/1/2040	Mkt Val	18,169.	18,169.
FNMA 4.500%, 8/1/2040	Mkt Val	19,864.	19,864.
FHLMC 4.500%, 2/1/2041	Mkt Val	18,085.	18,085.
FNMA 4.500%, 2/1/2041	Mkt Val	21,430.	21,430.
FNMA 4.500%, 2/1/2041	Mkt Val	12,555.	12,555.
FHLMC 4.500%, 3/1/2041	Mkt Val	3,842.	3,842.
Fed Natl Mtg Assoc .750%, 12/18/2013	Mkt Val	16,061.	16,061.
US Treasury 1.500%, 7/31/2016	Mkt Val	13,440.	13,440.
US Treasury 2.125%, 8/15/2021	Mkt Val	20,513.	20,513.
US Treasury 3.625%, 4/15/2028	Mkt Val	12,491.	12,491.
		<u>\$ 339,807.</u>	<u>\$ 339,807.</u>
Total		<u>\$ 339,807.</u>	<u>\$ 339,807.</u>

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Statement 7  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Amcort Ltd, 48 Sh	Mkt Val	\$ 1,416.	\$ 1,416.
BG Group PLC, 25 Sh	Mkt Val	2,675.	2,675.
BP PLC, 95 Sh	Mkt Val	4,060.	4,060.
Banco Santander, 117 Sh	Mkt Val	880.	880.
Canon Inc., 109 Sh	Mkt Val	4,800.	4,800.
GlaxoSmithKline PLC, 104 Sh	Mkt Val	4,746.	4,746.
ING Groep NV, 235 Sh	Mkt Val	1,685.	1,685.
KAO Corp. - JPY, 166 Sh	Mkt Val	4,515.	4,515.
National Grid PLC, 22 Sh	Mkt Val	1,067.	1,067.
Reed Elsevier NV, 99 Sh	Mkt Val	2,298.	2,298.
Royal Dutch Shell PLC, 58 Sh	Mkt Val	4,239.	4,239.
Societe Generale, 180 Sh	Mkt Val	785.	785.
Telstra Ltd, 159 Sh	Mkt Val	2,711.	2,711.
Total SA, 93 Sh	Mkt Val	4,753.	4,753.
Toyota Motor, 34 Sh	Mkt Val	2,248.	2,248.
Unilever PLC, 145 Sh	Mkt Val	4,860.	4,860.
Accenture Ltd, 70 Sh	Mkt Val	3,726.	3,726.
Argo Group Intl Holdings, 84 Sh	Mkt Val	2,433.	2,433.
DR Horton Inc, 130 Sh	Mkt Val	1,639.	1,639.
Debenhams PLC, 585 Sh	Mkt Val	2,018.	2,018.
Hachijuni Bank Ltd, 55 Sh	Mkt Val	3,124.	3,124.
KB Home, 120 Sh	Mkt Val	806.	806.
Lennar Corp, 75 Sh	Mkt Val	1,474.	1,474.
Old Republic International, 160 Sh	Mkt Val	1,483.	1,483.
Pultegroup Inc, 228 Sh	Mkt Val	1,439.	1,439.
Flextronics Intl LTD, 363 Sh	Mkt Val	2,055.	2,055.
Brasil Telecom Participaco, 37 Sh	Mkt Val	658.	658.
Briggs & Stratton Corp, 120 Sh	Mkt Val	1,859.	1,859.
Ciments Francais Spon Adr, 30 Sh	Mkt Val	1,152.	1,152.
First Pacific Ltd Spon Adr, 450 Sh	Mkt Val	2,308.	2,308.
Home Retail Grp-Gbp, 195 Sh	Mkt Val	1,006.	1,006.
Keycorp New, 45 Sh	Mkt Val	346.	346.
Magna Intl Cl A, 30 Sh	Mkt Val	999.	999.
Magyar Telekom Telecomm Ltd, 180 Sh	Mkt Val	1,908.	1,908.
Masco Corp DE, 255 Sh	Mkt Val	2,672.	2,672.
Supervalu Inc, 250 Sh	Mkt Val	2,030.	2,030.
Tim Participacoes S A-Brl, 58 Sh	Mkt Val	1,496.	1,496.
Wolseley PLC Spon, 310 Sh	Mkt Val	1,007.	1,007.
Bank of America Corp, 19 Sh	Mkt Val	106.	106.
Singapore Telecomm, 98 Sh	Mkt Val	2,341.	2,341.
Taiwan Semiconductor, 257 Sh	Mkt Val	3,318.	3,318.
Takeda Pharmaceutical, 194 Sh	Mkt Val	4,278.	4,278.
Tokio Marine Hldgs Inc, 151 Sh	Mkt Val	3,322.	3,322.
United Overseas Bank Ltd, 71 Sh	Mkt Val	1,673.	1,673.
Telefonica SA Spon Adr, 221 Sh	Mkt Val	3,799.	3,799.
Bunge Ltd, 45 Sh	Mkt Val	2,574.	2,574.
Allergan Inc, 50 Sh	Mkt Val	4,387.	4,387.
Emerson Electric Co, 55 Sh	Mkt Val	2,562.	2,562.
Gilead Sciences Inc, 75 Sh	Mkt Val	3,070.	3,070.
Intuit Inc, 48 Sh	Mkt Val	2,524.	2,524.
McDonalds Corp, 40 Sh	Mkt Val	4,013.	4,013.
Monsanto Co New, 30 Sh	Mkt Val	2,102.	2,102.
Nike Inc Cl B, 40 Sh	Mkt Val	3,855.	3,855.
Norfolk Southern Corp, 50 Sh	Mkt Val	3,643.	3,643.
Praxair Inc, 45 Sh	Mkt Val	4,810.	4,810.

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Statement 7 (continued)  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Schlumberger Ltd, 58 Sh	Mkt Val	\$ 3,962.	\$ 3,962.
Teva Pharmaceutical Inds, 60 Sh	Mkt Val	2,422.	2,422.
United Technologies Corp, 40 Sh	Mkt Val	2,924.	2,924.
Varian Medical Sys Inc, 50 Sh	Mkt Val	3,357.	3,357.
Xerox Corp, 70 Sh	Mkt Val	557.	557.
Akamai Technologies Inc, 65 Sh	Mkt Val	2,098.	2,098.
EMC Corp-Mass, 190 Sh	Mkt Val	4,093.	4,093.
Express Scripts Inc, 60 Sh	Mkt Val	2,681.	2,681.
Google Inc, 11 Sh	Mkt Val	7,105.	7,105.
Qualcomm Inc, 59 Sh	Mkt Val	3,227.	3,227.
Ross Stores Inc, 80 Sh	Mkt Val	3,802.	3,802.
Stryker Corp, 30 Sh	Mkt Val	1,491.	1,491.
Wells Fargo & Co, 95 Sh	Mkt Val	2,618.	2,618.
Waters Corp, 25 Sh	Mkt Val	1,851.	1,851.
Carrefour, 481 Sh	Mkt Val	2,155.	2,155.
Novartis, 103 Sh	Mkt Val	5,889.	5,889.
Seven & I Hldgs Co, 74 Sh	Mkt Val	4,088.	4,088.
Vodafone Group, 116 Sh	Mkt Val	3,251.	3,251.
Zurich Fincl Svcs, 114 Sh	Mkt Val	2,586.	2,586.
Willis Group Holdings, 40 Sh	Mkt Val	1,552.	1,552.
Stanley Black & Decker Inc, 33 Sh	Mkt Val	2,231.	2,231.
Brasil Telecom SA, 81 Sh	Mkt Val	499.	499.
Embraer-Empresa, 60 Sh	Mkt Val	1,513.	1,513.
H Lundbeck, 110 Sh	Mkt Val	2,065.	2,065.
Premier Foods PLC, 330 Sh	Mkt Val	277.	277.
Regions Financial Corp, 125 Sh	Mkt Val	538.	538.
Seiko Epson Corp, 225 Sh	Mkt Val	1,467.	1,467.
Suntrust Banks Inc, 40 Sh	Mkt Val	708.	708.
USG Corp, 195 Sh	Mkt Val	1,981.	1,981.
Everest Reinsurance GP Ltd, 30 Sh	Mkt Val	2,523.	2,523.
Alexander & Baldwin Inc, 30 Sh	Mkt Val	1,225.	1,225.
Capitol Federal Financial Inc, 106 Sh	Mkt Val	1,223.	1,223.
Cemex SAB DE CV Spons, 151 Sh	Mkt Val	814.	814.
Cincinnati Financial Corp, 35 Sh	Mkt Val	1,066.	1,066.
El Financial Corp, 6 Sh	Mkt Val	1,997.	1,997.
Fidelity National Finan Inc Cl A, 60 Sh	Mkt Val	956.	956.
Hellenic Telecommunication, 460 Sh	Mkt Val	796.	796.
ITV Plc-GBP, 100 Sh	Mkt Val	1,005.	1,005.
Ingram Micro Inc, Class A, 120 Sh	Mkt Val	2,183.	2,183.
Italcementi Fabrich Riunte, 205 Sh	Mkt Val	1,171.	1,171.
The Jones Group Inc, 140 Sh	Mkt Val	1,477.	1,477.
Kingfisher Plc, 50 Sh	Mkt Val	385.	385.
Kuoni Reisen Holding, 275 Sh	Mkt Val	1,279.	1,279.
MS&AD Insurance, 143 Sh	Mkt Val	1,300.	1,300.
Nortel Inversora, 30 Sh	Mkt Val	695.	695.
Oshkosh Truck Corp, 85 Sh	Mkt Val	1,817.	1,817.
St. Joe Company, 55 Sh	Mkt Val	806.	806.
Thomas Cook Group, 390 Sh	Mkt Val	160.	160.
Toyo Suisan Kaisha Ltd, 5 Sh	Mkt Val	1,193.	1,193.
Astellas Pharma Inc, 84 Sh	Mkt Val	3,391.	3,391.
Eni Spa, 75 Sh	Mkt Val	3,095.	3,095.
Koninklijke Ahold NV, 263 Sh	Mkt Val	3,537.	3,537.
Sanofi-Aventis, 110 Sh	Mkt Val	4,019.	4,019.
Tesco Plc, 225 Sh	Mkt Val	4,239.	4,239.
Vinci SA, 140 Sh	Mkt Val	1,520.	1,520.

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**Statement 7 (continued)**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Herbalife Ltd, 50 Sh	Mkt Val	\$ 2,584.	\$ 2,584.
Check Point Software Tech, 60 Sh	Mkt Val	3,152.	3,152.
Costco Wholesale Corp, 45 Sh	Mkt Val	3,749.	3,749.
Donaldson Co Inc, 60 Sh	Mkt Val	4,085.	4,085.
EcoLab Inc, 71 Sh	Mkt Val	4,105.	4,105.
Johnson Controls Inc, 90 Sh	Mkt Val	2,813.	2,813.
Occidental Petroleum Corp, 50 Sh	Mkt Val	4,685.	4,685.
Pepsico Inc, 55 Sh	Mkt Val	3,649.	3,649.
Visa Inc, 40 Sh	Mkt Val	4,061.	4,061.
Boston Scientific Corp, 350 Sh	Mkt Val	1,869.	1,869.
Computer Sciences Corp, 20 Sh	Mkt Val	474.	474.
Lonza Group, 395 Sh	Mkt Val	2,323.	2,323.
Peoples United Fincl, 120 Sh	Mkt Val	1,542.	1,542.
Safeway Inc, 75 Sh	Mkt Val	1,578.	1,578.
STMicroelectronics, 125 Sh	Mkt Val	741.	741.
Turkiye Vakiflar, 60 Sh	Mkt Val	761.	761.
Western Digital Corp, 80 Sh	Mkt Val	2,476.	2,476.
Wolters Kluwer, 175 Sh	Mkt Val	2,996.	2,996.
QBE Insurance Group, 50 Sh	Mkt Val	663.	663.
Covidien PLC, 55 Sh	Mkt Val	2,476.	2,476.
Altera Corp, 80 Sh	Mkt Val	2,968.	2,968.
American Tower Corp, 70 Sh	Mkt Val	4,201.	4,201.
Amphenol Corp, 65 Sh	Mkt Val	2,950.	2,950.
BMC Software Inc, 75 Sh	Mkt Val	2,459.	2,459.
Broadcom Corp, 105 Sh	Mkt Val	3,083.	3,083.
Chicago Bridge & Iron, 45 Sh	Mkt Val	1,701.	1,701.
Continental Resources Inc, 30 Sh	Mkt Val	2,001.	2,001.
Deckers Outdoor Corp, 35 Sh	Mkt Val	2,645.	2,645.
Discovery Communications Inc, 85 Sh	Mkt Val	3,483.	3,483.
Juniper Networks Inc, 140 Sh	Mkt Val	2,857.	2,857.
National Oilwell Varco Inc, 20 Sh	Mkt Val	1,360.	1,360.
Nu Skin Enterprises Inc, 75 Sh	Mkt Val	3,643.	3,643.
T Rowe Price Group Inc, 50 Sh	Mkt Val	2,848.	2,848.
Robert Half Intl Inc, 50 Sh	Mkt Val	1,423.	1,423.
Teva Pharmaceutical Ltd, 61 Sh	Mkt Val	2,462.	2,462.
<b>Total</b>		<b>\$ 345,479.</b>	<b>\$ 345,479.</b>

**Statement 8**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
M.O.T. Family Investors	Mkt Val	\$ 61,666.	\$ 61,666.
<b>Total Other Investments</b>		<b>\$ 61,666.</b>	<b>\$ 61,666.</b>
<u>Other Publicly Traded Securities</u>			
Fixed Income Shares Ser C 11,756 Sh	Mkt Val	146,597.	146,597.
Fixed Income Shares Ser M 13,627 Sh	Mkt Val	141,721.	141,721.
Invesco Energy Fund Cl. A, 463.76 Sh	Mkt Val	17,613.	17,613.

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**Statement 8 (continued)**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

Other Publicly Traded Securities

Fundamental Investors Fd, 3,743.64 Sh	Mkt Val	\$	132,487.	\$	132,487.
Growth Fd of America Cl A, 3,925.34 Sh	Mkt Val		112,775.		112,775.
Ivy Global Natural Res. Fd, 779.66 Sh	Mkt Val		13,223.		13,223.
Jennison Natural Resources, 397.80 Sh	Mkt Val		18,438.		18,438.
Pimco Comm RR Strategy 1,807.47 Sh	Mkt Val		11,586.		11,586.
Fundamental Investors Fd, Cl F1 42.54 Sh	Mkt Val		1,505.		1,505.
JP Morgan Income Builder Fd, 5,699.06 Sh	Mkt Val		50,608.		50,608.
New World Fund Class F1, 1,003.29 Sh	Mkt Val		45,941.		45,941.
Virtus Emerg Mrkts Fd, 5,634.89 Sh	Mkt Val		49,024.		49,024.
Wisdomtree Japan S/C DVD Fd, 110 Sh	Mkt Val		4,581.		4,581.
Total Other Publicly Traded Securities		\$	<u>746,099.</u>	\$	<u>746,099.</u>
Total		\$	<u>807,765.</u>	\$	<u>807,765.</u>

**Statement 9**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	<u>Book Value</u>	<u>Fair Market Value</u>
Purchased Interest	\$ 3,127.	\$ 3,127.
Total	<u>\$ 3,127.</u>	<u>\$ 3,127.</u>

**Statement 10**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

FMV Adjustment of Investments	Total	\$	<u>72,072.</u>
		\$	<u>72,072.</u>

**Statement 11**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Warren Wilson 653 11th Street Oakland, CA 94607	President 5.00	\$ 0.	\$ 0.	0.
Joanne Casey 653 11th Street Oakland, CA 94607	Vice President 5.00	0.	0.	0.

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Statement 11 (continued)  
Form 990-PF, Part VIII, Line 1  
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Natalie Delagnes Talbott 653 11th Street Oakland, CA 94607	Director 0.25	\$ 750.	\$ 0.	\$ 0.
Margot Maurer 653 11th Street Oakland, CA 94607	Director 0.25	750.	0.	0.
Laurel Nathanson 653 11th Street Oakland, CA 94607	Director 0.25	750.	0.	0.
John Fanning 653 11th Street Oakland, CA 94607	Director 0.25	0.	0.	0.
Donald Carter 653 11th Street Oakland, CA 94607	Director 0.25	750.	0.	0.
		Total \$ 3,000.	\$ 0.	\$ 0.

Statement 12  
Form 990-PF, Part XV, Line 1a  
Foundation Managers - 2% or More Contributors

Warren Wilson  
Joanne Casey

## The Barrios Trust

94-3323331

Statement 13  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Berkeley-Albany YMCA 2001 Allston Way Berkeley CA 94704,	N/A	509(a)(1)	To support the YMCA Youth Scholars Program - an after school tutoring program and college preparatory program for students from Berkeley High School	\$ 7,500.
Wee Poets 2012 Grant Street, Suite 2 Berkeley, CA 94703	N/A	509(a)(1)	Fund for production of student programs on educational cable channel	3,000.
Northern Light School 3710 Dorisa Avenue Oakland, CA 94605	N/A	School	Scholarship fund for elementary school children	10,000.
Tides Center PO Box 29907 San Francisco, CA 94129	N/A	509(a)(1)	Grant for Boost! West Oakland after school academic enrichment program	5,000.
The Crucible 1260 7th Street Oakland, CA 94607	N/A	509(a)(1)	Summer Youth Program	10,000.
California Dictionary Project 41 Sutter Street, Ste 1753 San Francisco, CA 94104	N/A	509(a)(1)	Grant to supply dictionaries for students in the Oakland Unified School District	5,000.
Oakland Asian Students Ed Svcs 196 10th Street Oakland, CA 94607	N/A	509(a)(1)	After School Enrichment Project	10,000.
Girl Ventures 3543 18th Street #18 San Francisco, CA 94110	N/A	509(a)(1)	East Bay outdoor climbing program for middle school girls	10,000.

## The Barrios Trust

94-3323331

Statement 13 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Scholarship Recipient 1 653 11th Street Oakland, CA 94607	None	N/A	Tuition for college freshman	\$ 7,000.
Prescott Circus Theatre 3864 Brown Avenue Oakland, CA 94619	N/A	509(a)(1)	General Support	1,000.
Destiny Arts Center 1000 42nd Street Oakland, CA 94608	N/A	509(a)(1)	General Support	10,000.
Brothers on the Rise c/o SF Study Center 1095 Market Street, Suite 602 San Francisco, CA 94103	N/A	509(a)(1)	General Support	15,000.
Claremont Middle School 5750 College Avenue Oakland, CA 94618	N/A	School	Project Seven Media Lab	5,000.
Bay Area Outreach & Recreation Program 3075 Adeline St, Suite 155 Berkeley, CA 94703	N/A	509(a)(1)	Youth Ice Hockey Program	5,000.
Aim High for High School P.O. Box 410715 San Francisco, CA 94141	N/A	School	Summer academic enrichment program	10,000.
Super Stars Literacy Inc. 675 Hegenberger Road, Suite 250 Oakland, CA 94621	N/A	509(a)(1)	After school reading academic enrichment program	5,000.
Spanish Speaking Citizens Foundation 1470 Fruitvale Avenue Oakland, CA 94601	N/A	509(a)(1)	General Support	5,000.
Total				\$ <u>123,500.</u>

Statement 14

Part VII-B, Question 1(a)(3)

Statements Regarding Activities For Which Form 4720 May Be Required

Warren Wilson and Joanne Casey provide space rent free to the Trust. The leasing of property by a disqualified person to a private foundation without charge is not an act of self dealing under Reg. Section 53.4941(d)-2(b)(2).

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

Department of the Treasury  
Internal Revenue Service

▶ **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.*

Enter filer's identifying number, see instructions

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Barrios Trust	<input checked="" type="checkbox"/> 94-3323331
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
653 11th Street	<input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
Oakland, CA 94607		

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

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Joanne Casey -----

Telephone No. ▶ 510-465-6511 ----- 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 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 20 11 or
- ▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

**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

<b>3a</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>3a</b>	\$	4,701.
<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.	<b>3b</b>	\$	1,701.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	3,000.

**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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- 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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Barrios Trust	<input checked="" type="checkbox"/> 94-3323331
File by the extended due date for filing the return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	San Francisco, CA 94104	

Enter the Return code for the return that this application is for (file a separate application for each return)...  04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	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 (section 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.**

- The books are in care of.  Joanne Casey
- Telephone No.  510-465-6511 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 11/15, 20 12
- 5 For calendar year 2011, or other tax year beginning     , 20     , and ending     , 20
- 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 The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a 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	8a \$	1,752.
8b 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.	8b \$	4,701.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

**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  Carol Duffield CPA Title CPA Date 8/10/12  
 BAA FIF20502L 07/29/11 Form 8868 (Rev 1-2012)