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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0042

2011

For calendar year 2011 or tax year beginning

10/01, 2011, and ending

09/30, 2012

Name of foundation

THE BARKER WELFARE FOUNDATION

A Employer identification number

36-6018526

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

Room/suite

B Telephone number (see instructions)

(516) 759-5592

1007 GLEN COVE AVENUE

City or town, state, and ZIP code

GLEN HEAD, NY 11545-1589

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

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, col. (c), line

16) \$ 104,476,069.

J Accounting method

☐ Cash☐ Accrual☒ Other (specify)

MODIFIED CASH

(Part I, column (d) must be on cash basis.)

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 ☐**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) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(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 (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,090.	1,090.		ATCH 1
4 Dividends and interest from securities	463,182.	463,182.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,320,372.			
b Gross sales price for all assets on line 6a	17,346,442.			
7 Capital gain net income (from Part IV, line 2)		1,320,372.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	561,058.	561,058.		ATCH 3
12 Total. Add lines 1 through 11	2,345,702.	2,345,702.		
13 Compensation of officers, directors, trustees, etc.	207,822.	10,391.		197,431.
14 Other employee salaries and wages	12,548.	627.		11,921.
15 Pension plans, employee benefits	58,530.	2,927.		55,603.
16a Legal fees (attach schedule) ATCH 4	2,384.			2,384.
b Accounting fees (attach schedule) ATCH 5	55,959.	21,879.		34,080.
c Other professional fees (attach schedule) *	295,441.	285,566.		9,875.
17 Interest				
18 Taxes (attach schedule) (see instructions) **	45,988.	5,748.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	18,000.	900.		17,100.
21 Travel, conferences, and meetings	38,508.	3,851.		34,657.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	27,412.	1,296.		26,116.
24 Total operating and administrative expenses. Add lines 13 through 23	762,592.	333,185.		389,167.
25 Contributions, gifts, grants paid	2,422,667.			2,422,667.
26 Total expenses and disbursements. Add lines 24 and 25	3,185,259.	333,185.		2,811,834.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-839,557.			
b Net investment income (if negative, enter -0-)		2,012,517.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 6 JSA ** ATCH 7

Form 990-PF (2011)

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	62,927.	44,672.	44,672.
	2 Savings and temporary cash investments	2,700,407.	3,219,580.	3,219,580.
	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 schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	8,570.	5,330.	5,330.
	10 a Investments - U S and state government obligations (attach schedule), b Investments - corporate stock (attach schedule) ATCH 9	26,801,601.	32,239,765.	32,239,765.
	c Investments - corporate bonds (attach schedule).			
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans ATCH 10	25,684,225.	27,828,427.	27,828,427.
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 11)	2,063,000.	2,063,000.	41,138,295.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	57,320,730.	65,400,774.	104,476,069.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	57,320,730.	65,400,774.	
	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, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	57,320,730.	65,400,774.	
31 Total liabilities and net assets/fund balances (see instructions)	57,320,730.	65,400,774.		

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	57,320,730.
2 Enter amount from Part I, line 27a	2	-839,557.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	8,919,601.
4 Add lines 1, 2, and 3	4	65,400,774.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,400,774.

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 SEE PART IV SCHEDULE					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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 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	1,320,372.	
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			3		

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 (col. (b) divided by col. (c))
2010	2,729,119.	58,957,092.	0.046290
2009	2,688,662.	55,049,437.	0.048841
2008	2,527,957.	47,852,146.	0.052828
2007	3,100,596.	59,995,544.	0.051680
2006	2,799,700.	61,887,896.	0.045238
2 Total of line 1, column (d)			2 0.244877
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 0.048975
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 60,020,979.
5 Multiply line 4 by line 3			5 2,939,527.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 20,125.
7 Add lines 5 and 6			7 2,959,652.
8 Enter qualifying distributions from Part XII, line 4. 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.			8 2,811,834.

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)	1	40,250.
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-)	2	
3	Add lines 1 and 2	3	40,250.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	40,250.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	45,571.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	45,571.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,321.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 5,321. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> ILLINOIS AND NEW YORK		
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? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	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?	13	X	
Website address WWW.BARKERWELFARE.ORG				
14	The books are in care of THE FOUNDATION	Telephone no	516-759-5592	
	Located at 1007 GLEN COVE AVENUE, GLEN HEAD, NY	ZIP + 4	11545-1589	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A	<input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year	15		
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			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 type="checkbox"/> Yes <input checked="" 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here	N/A	<input type="checkbox"/>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
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)	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		
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)?

N/A ☒

5b

N/A

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

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
SARANE H. ROSS C/O THE FOUNDATION	PRESIDENT/DIRECTOR	35 HRS/WK 76,000.	19,507.	0
SUSAN DEMAIO C/O THE FOUNDATION	ASSOC DIR/ASSOC SEC	40 HRS/WK 131,822.	22,138.	0
SEE ATTACHED SCHEDULE	1-3 HRS/WK	0	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
ATTACHMENT 13		207,390.
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.

1 NOT APPLICABLE

2

3

4

Expenses

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 NOT APPLICABLE

2

All other program-related investments. See instructions.

3 NOT APPLICABLE

Total. Add lines 1 through 3

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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	58,471,103.
b	Average of monthly cash balances	1b	2,463,901.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	60,935,004.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	60,935,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	914,025.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,020,979.
6	Minimum investment return. Enter 5% of line 5	6	3,001,049.

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	3,001,049.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	40,250.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,960,799.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,960,799.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,960,799.

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	2,811,834.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,811,834.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,811,834.

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

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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				2,960,799.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,295,641.	
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,811,834.				
a Applied to 2010, but not more than line 2a			1,295,641.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,516,193.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,444,606.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

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

NOT APPLICABLE

1a 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)

2a 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	Prior 3 years				(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)(ii)					
(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).)

NONE

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.

SEE ATTACHMENT 14

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

SEE ATTACHMENT 14

c Any submission deadlines:

FEBRUARY 1ST AND AUGUST 1ST OF CURRENT YEAR

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

SEE ATTACHMENT 14

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
Name and address (home or business)					
a <i>Paid during the year</i>					
ATTACHMENT 15			PUBLIC CHARITIES		2,422,667.
Total ▶ 3a					2,422,667.
b <i>Approved for future payment</i>					
ATTACHMENT 16			PUBLIC CHARITIES		719,600.
Total ▶ 3b					719,600.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
---------------	---

N/A

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
17,346,442.		SEE PART IV SCHEDULE 16,026,070.					1,320,372.	
TOTAL GAIN(LOSS)					<u>1,320,372.</u>	

THE BARKER WELFARE FOUNDATION
EIN. 38-0018528
September 30, 2012

	9/30/2011				9/30/2012	
	COST	MARKET	PURCHASES	PROCEEDS	COST	MARKET
MONEY MARKET FUNDS						
	2,700,407	2,700,407	3,252,295	2,734,481	2,733,122	3,219,580
COMMON STOCK						
	25,420,884	28,801,801	11,638,201	13,770,288	12,828,572	24,230,613
MUTUAL FUNDS						
	28,560,351	25,884,225	317,512	834,299	464,378	28,413,487
SECURITIES CLASS ACTION SETTLEMENTS						
				7,374	-	7,374
TOTAL	54,681,742	55,186,233	15,208,008	17,346,442	18,026,070	53,863,680
					1,320,372	83,287,772

The Barker Welfare Foundation
Schedule of Marketable Securities
For the Year Ended September 30, 2012

	October 1, 2011			Purchases			Sales			September 30, 2012		
	Shares / Principal	Book Basis		Shares / Principal	Book Basis		Shares / Principal	Proceeds	Book Basis	Shares / Principal	Book Basis	Unrealized Gain/(loss)
Money Market Funds												
BANA Money Market Svgs	2,662,840.47	2,662,840.47		2,142,824.08	2,142,824.08		2,349,012.12	2,349,012.12	2,349,012.12	2,456,652.43	2,456,652.43	
Federated US Treasury Cash	37,566.42	37,566.42		1,109,471.03	1,109,471.03		384,110.06	384,110.06	384,110.06	762,927.39	762,927.39	
Total Money Market Funds		2,700,406.89			3,252,295.11			2,733,122.18	2,733,122.18		3,219,579.82	
Stocks												
8X8 Inc	7,425	30,414.35		4,000	17,737.89		5,050	19,419.00	21,503.41	6,375	26,648.83	15,171.17
Abiomed Inc				1,075	21,595.84		1,075	24,797.31	21,595.84			
Acacia Resh Corp	1,025	43,592.81		225	8,295.48		1,250	35,152.39	51,888.29			
Acadia Healthcare Co Inc				1,800	30,524.83					1,800	30,524.83	42,894.00
Accenture PLC Cl A	8,225	303,945.07		2,400	16,842.43		2,400	14,788.14	18,642.43	7,650	304,901.01	535,729.50
Accury Inc				4,305	134,405.11		4,305	12,628.97	17,868.57			230,828.49
Adrian Inc	7,330	279,757.35		4,475	31,486.19		4,475	22,391.94	31,486.19	11,210	396,293.89	(202,585.09)
Aegean Marine Petroleum Network Inc				2,650	43,433.93		2,650	41,299.19	43,433.93			
Aeropostale				175	15,506.44		300	28,374.78	21,527.77	300	21,332.37	14,478.63
Air Methods Corp	425	27,353.70		3,250	29,175.57		3,250	29,475.63	29,175.57			
AK SII Holding Corp				125	1,380.53		7,600	91,169.81	52,149.00			
Akom Inc	7,475	50,568.47		1,000	24,759.70		1,000	22,551.36	24,759.70			
Align Technology Inc				1,350	26,036.75							
Alkermes PLC	725	24,383.06		500	27,476.54		975	55,126.44	37,615.17	1,350	26,036.75	28,012.50
Altsource Port Solutions				5,425	53,344.72					250	14,244.43	21,562.50
American Cap Ltd	7,125	213,226.79		2,590	90,614.00		350	19,482.31	13,116.04	5,425	53,344.72	61,573.75
American Express Co	4,153	131,318.41					420	13,079.30	16,746.24	6,775	200,110.75	385,226.50
American Pub Ed Inc	5,355	223,119.61					415	27,369.79	18,023.28	6,323	205,186.17	25,160.72
American Tower Corp							2,625	38,337.99	40,810.22	4,940	205,096.33	352,666.60
Amerigon Inc	2,625	40,810.22					500	18,522.08	14,053.35	10,225	291,581.84	395,809.75
Amersourcebergen Corp	10,725	305,635.19		1,075	25,030.99		1,075	28,068.52	25,030.99			
Aminut Financial Svcs Inc				325	10,576.34		325	9,996.36	10,576.34	13,510	554,039.70	991,634.00
Ancient Coin Inc	14,135	582,479.39		925	17,141.36		925	16,226.33	17,141.36	2,120	203,519.88	181,316.40
Ansys Inc				100	2,042.36		90	7,421.23	9,042.16			
AOL Inc	2,210	212,562.04		1,000	38,844.09		2,275	84,445.73	78,254.34			
Apache Corp	1,275	39,410.25		1,000	38,844.09		1,275	32,456.50	43,259.72	1,475	30,798.40	33,165.38
Arbita Inc	1,275	43,259.72		1,475	30,798.40							
Arthrocare Corp				125	2,402.53		1,075	19,718.78	21,920.06	1,475	29,615.96	31,638.75
Aruba Networks Inc	950	19,517.53		1,850	37,420.99		375	7,673.82	7,805.03	1,650	27,835.21	42,636.00
Asbury Automotive Group Inc				425	7,489.69		200	3,611.95	3,630.65	2,350	29,873.09	30,926.00
Ascena Retail Group Inc	1,425	23,976.17		2,675	34,212.66		325	4,144.59	4,339.57	550	27,797.10	28,396.50
Aspen Technology Inc				550	27,797.10					6,350	255,378.32	372,491.00
Associated Banc Corp							250	13,400.94	9,916.53			
Atlas Air Worldwide Holdings Inc				8,600	14,810.41		8,600	14,097.18	14,810.41	725	27,039.41	35,807.75
Automatic Data Processing				1,175	45,474.56		430	19,594.53	18,435.15	28,125	865,003.07	636,187.50
Axcelis Technologies Inc				7,025	158,944.50		575	11,721.10	19,320.73	1,000	21,140.00	28,480.50
Bally Technologies Inc	21,675	725,379.30		225	5,746.73		26,080	628,827.66	477,344.83			
Bank New York Mellon Corp	26,835	492,738.10					4,250	28,869.82	26,430.78			
Beacon Roofing Supply Inc	4,250	26,430.78		1,650	133,754.55		250	20,303.29	15,296.38	7,375	521,838.39	650,475.00
Bebe Stores Inc				750	28,129.17		750	28,264.42	28,129.17	2,100	33,573.23	37,401.00
Berkshire Hathaway Inc	5,975	403,380.22										
Big Lots Inc				2,100	33,573.23		1,425	52,027.03	49,161.43			
Bilcoora Inc				725	28,096.70		1,375	22,651.86	24,875.25			
Bob Evans Farms Inc	700	21,064.73		1,375	24,875.25		1,400	39,236.79	31,108.00	2,175	41,300.48	50,503.50
Bonanza Creek Energy Inc										1,500	38,434.38	39,105.00
Bottomline Tech Del Inc	1,400	31,108.00		2,175	41,300.48					2,650	32,474.36	42,479.50
Brookdale Senior Living Inc				1,500	38,434.38					400	12,674.04	21,872.00
Brown & Brown Inc				2,650	32,474.36							
Brown Shoe Inc				975	31,029.75		575	27,157.83	18,355.71			
Cabells Inc				3,425	15,203.46		3,425	16,972.65	15,203.46			
Cadence Pharmaceuticals Inc				4,075	30,543.51		2,793	87,394.08	199,041.79			
Callidus Software Inc												
Capella Ed Co	2,793	199,041.79										
Cardtronics Inc	2,050	44,886.29										
Caribou Coffee Inc	1,900	28,364.67		375	4,874.53		2,275	37,893.23	33,239.20	975	30,501.30	32,477.25
Cavium Inc				975	30,501.30							

The Barker Welfare Foundation
Schedule of Marketable Securities
For the Year Ended September 30, 2012

	October 1, 2011			Purchases			Sales			September 30, 2012		
	Shares / Principal	Book Basis		Shares / Principal	Book Basis		Shares / Principal	Proceeds	Book Basis	Shares / Principal	Book Basis	Market Value
	Unrealized Gain/(Loss)			Unrealized Gain/(Loss)			Unrealized Gain/(Loss)			Unrealized Gain/(Loss)		
CEBO Holdings Inc	1,400	36,737.38		1,400	37,147.95		1,400	37,147.95	36,737.38	4,150	247,065.70	317,060.00
Celgene Corp	5,600	334,795.93		1,450	111,346.76		1,450	111,346.76	87,750.23			
Centene Corp	1,325	44,675.07		1,325	51,724.81		1,325	51,724.81	44,675.07			
Cepheid	1,225	45,083.72		1,225	41,687.61		1,225	41,687.61	45,083.72			
Cerus Corp	1,175	34,359.38		7,900	24,511.84		7,900	24,511.84	28,776.89			
Ceva Inc	900	39,968.46		1,325	37,357.00		1,325	37,357.00	38,861.86			
Charming Shoppes Inc				6,175	45,139.47		6,175	45,139.47	36,060.71			
Chart Industries Inc				570	33,729.04		570	33,729.04	25,336.50			
Chemtura Corp				2,000	35,505.67		2,000	35,505.67	34,440.00			
Childrens Place Retail Stores Inc				525	24,998.02		525	24,998.02	27,395.01			
Chipmunk Technologies Bermuda Ltd				2,000	28,530.17		2,000	28,530.17	29,431.18			
Ciena Corp	9,225	299,527.08		150	5,453.12		150	5,453.12	5,834.54			
Cincinnati Bell Inc				5,425	33,921.17		5,425	33,921.17	39,114.25			
Cintas Corp				1,550	24,503.32		1,550	24,503.32	25,251.21			
Class Action Settlement				1,775	47,951.78		1,775	47,951.78	53,075.93			
Clean Hbra Inc				625	34,687.20		625	34,687.20	42,025.89			
CNO Financial Group Inc	5,425	39,114.25		725	13,208.98		725	13,208.98	13,024.26			
Cogent Communications Group Inc	650	14,963.00		1,800	11,597.73		1,800	11,597.73	7,871.40			
Colfax Corp	9,075	310,246.30		1,075	119,831.30		1,075	119,831.30	60,562.98			
Comerica Inc				125	3,177.72		125	3,177.72	2,167.84			
Computer Associates				2,075	35,441.54		2,075	35,441.54	23,468.72			
Computer Programs & Sys Inc				500	23,468.72		500	23,468.72	26,815.00			
Comstock Res Inc				1,525	25,809.18		1,525	25,809.18	28,029.50			
Conceptus Inc				1,650	29,442.79		1,650	29,442.79	16,418.33			
Concho Res Inc	1,895	143,128.40		950	87,601.59		950	87,601.59	216,898.16			
Concur Technologies Inc	3,060	110,814.23		3,435	146,907.27		3,435	146,907.27	249,850.10			
Core Laboratories NV	3,700	196,009.90		2,075	35,441.54		2,075	35,441.54	23,468.72			
Corelogic Inc				500	23,468.72		500	23,468.72	26,815.00			
Corporate Executive Bldg Co				1,207	83,673.20		1,207	83,673.20	206,459.79			
Costar Group Inc	2,290	122,786.59		825	47,490.78		825	47,490.78	343,612.48			
Covidien Ltd	7,850	308,988.82		225	9,212.35		225	9,212.35	8,669.66			
Cubist Pharmaceuticals Inc	725	26,508.94		1,750	12,658.49		1,750	12,658.49	13,790.00			
Cutera Inc	1,750	13,790.00		830	10,388.40		830	10,388.40	10,499.71			
Cynosure Inc				830	10,499.71		830	10,499.71	11,131.31			
Dana Hldg Corp				2,850	22,143.89		2,850	22,143.89	20,155.56			
Datalink Corp	2,850	20,155.56		8,845	240,988.66		8,845	240,988.66	171,580.15			
Dealectek Holdings Inc	16,365	278,808.65		300	2,981.39		300	2,981.39	3,531.98			
Demand Media Inc				1,850	106,238.64		1,850	106,238.64	8,796.55			
Devon Energy Corp	7,050	458,558.63		2,175	39,470.07		2,175	39,470.07	47,077.54			
DFC Global Corp	2,175	47,077.54		4,350	429,176.16		4,350	429,176.16	320,993.76			
Diageo PLC	4,350	320,993.76		1,800	37,030.40		1,800	37,030.40	32,828.63			
Dycom Inds Inc	1,350	23,823.82		1,050	34,698.65		1,050	34,698.65	4,345.24			
Eagle Materials Inc				6,625	44,295.70		6,625	44,295.70	53,929.19			
Earthlink Inc	2,975	23,482.07		1,625	35,131.79		1,625	35,131.79	31,162.56			
EBIX Inc	8,835	439,623.14		1,950	123,071.85		1,950	123,071.85	101,538.65			
Ecolab Inc	900	28,324.91		900	31,783.16		900	31,783.16	28,324.91			
Elizabeth Arden Inc				775	36,094.48		775	36,094.48	36,611.00			
Elite Mae Inc				500	8,732.16		500	8,732.16	13,615.00			
Endologix Inc	1,750	16,311.62		2,975	36,254.74		2,975	36,254.74	30,597.96			
Energy XXI (Bermuda) Ltd	2,300	66,930.00		1,450	46,388.81		1,450	46,388.81	42,195.00			
Entropic Communications Inc				3,250	21,286.69		3,250	21,286.69	18,204.86			
Expeditors Intl Washington Inc	16,400	595,626.61		1,225	48,182.27		1,225	48,182.27	55,174.67			
Express Inc	2,350	48,128.00		2,350	46,516.28		2,350	46,516.28	48,128.00			
Extreme Networks Inc				3,275	14,064.11		3,275	14,064.11	14,064.11			
Fairchild Semiconductor Intl				2,025	28,715.17		2,025	28,715.17	26,568.00			
Fational Co	32,530	409,257.24		9,790	443,567.94		9,790	443,567.94	142,100.81			
FBI Co				425	21,175.24		425	21,175.24	22,737.50			
Felcor Lodging TR Inc				6,750	32,831.75		6,750	32,831.75	31,995.00			
Fifth & Pac Cos Inc				1,750	21,834.96		1,750	21,834.96	21,834.96			
Finisar Corp				1,675	35,207.66		1,675	35,207.66	35,207.66			
First Cash Financial Services Inc	1,050	41,738.66		550	8,759.91		550	8,759.91	8,759.91			
Firstmort Corp				650	20,572.64		650	20,572.64	20,572.64			
Flecor Technologies Inc				1,650	41,018.45		1,650	41,018.45	41,018.45			
Foster Wheeler AG												

The Barker-Welfare Foundation
Schedule of Marketable Securities
For the Year Ended September 30, 2012

	October 1, 2011			Purchases			Sales			September 30, 2012		
	Shares/ Principal	Book Basis	Shares/ Principal	Book Basis	Shares/ Principal	Proceeds	Book Basis	Gain/(loss)	Shares/ Principal	Book Basis	Market Value	Unrealized Gain/(loss)
Fresh Market Inc			650	33,364.38	125	7,629.90	6,620.84	1,009.06	525	26,743.54	31,462.78	4,719.24
FSI Ind Inc			5,450	24,537.89	5,450	18,687.88	24,537.89	(5,850.01)				
Gardner Denver Inc	375	29,321.25	8,825	605,118.53	3,400	207,148.70	256,061.08	(48,912.38)	5,800	378,378.70	350,378.00	(28,000.70)
Genesco Inc	600	29,167.42			600	36,043.51	29,167.42	6,876.09				
G-III Apparel Group Ltd			625	17,471.69	625	19,161.34	17,471.69	1,689.65				
GlaxoSmithKline PLC			1,250	55,408.36	400	17,829.60	17,723.12	106.48	9,025	387,465.78	417,316.00	29,850.22
Global Cash Access Hldgs Inc	8,175	349,780.54	5,300	24,949.16	2,050	15,208.14	12,224.01	2,984.13	3,250	12,725.15	26,162.50	13,437.35
Glu Mobile Inc			7,625	33,789.05					7,625	33,789.05	35,380.00	1,590.95
Goodrich Pete Corp			1,300	23,128.97	1,300	20,754.33	23,128.97	(2,374.64)				
Grand Canyon Ed Inc			100	1,656.16	1,325	23,024.54	20,773.14	2,251.40				
Granite Constr Inc	1,225	19,116.98	1,200	35,358.96	1,200	29,352.54	35,358.96	(6,006.42)	5,075	32,024.77	39,077.50	7,052.73
Great Lakes Dredge & Dock Corp			5,075	32,024.77								
Greenbrier Cos Inc			1,200	30,217.21	1,200	24,648.31	30,217.21	(5,568.90)				
Gulfport Energy Corp	1,275	35,044.59	2,000	54,142.37	1,775	51,467.91	49,544.59	1,923.32	1,500	39,642.37	46,890.00	7,247.63
Hancock Holding Co	1,100	35,963.21			1,100	36,020.68	35,963.21	57.47				
Healthcare Services Group Inc	16,583	230,690.06	1,000	19,683.46	575	11,419.76	8,696.58	2,723.18				
Healthstream Inc	1,275	14,949.57	1,350	28,726.04	1,875	38,160.47	27,923.81	10,236.66	17,008	241,676.94	388,802.88	147,125.94
Hickmann Corp	4,600	26,749.40	2,500	15,646.72	7,100	35,334.26	42,396.12	(7,061.86)	750	15,751.80	21,345.00	5,593.20
Helen of Troy Ltd			1,075	33,890.17	1,075	28,111.83	33,890.17	(5,778.34)				
Hercules Offshore Inc			12,000	54,021.57	12,000	44,090.53	54,021.57	(9,931.04)				
Hexcel Corp			1,200	28,203.51	1,200	29,525.18	28,203.51	1,321.67				
Higher Ones Holdings Inc			1,600	29,539.45	1,600	24,121.61	29,539.45	(5,417.84)				
HMS Holdings Corp			1,225	36,069.88	1,225	33,616.48	36,069.88	(2,453.40)				
Homeaway Inc	1,275	31,333.63			650	23,514.26	22,102.93	1,411.33	1,275	31,333.63	29,872.74	(1,460.89)
Homebeck Offshore Svcs Inc			1,035	34,505.91					385	12,402.98	14,110.25	1,707.27
Hot Topic Inc	4,975	35,718.40	1,050	9,917.58	6,025	51,344.97	45,655.98	5,688.99				
Huron Consulting Group Inc			475	16,176.21	475	17,623.25	16,176.21	1,447.04				
IAC / Interactivetv	2,425	84,617.06			1,525	63,109.76	51,261.06	9,848.70				
ICG Group Inc			2,750	26,856.38								
Icon Pub Ltd Co			1,625	37,319.42	4,525	364,203.78	167,082.14	197,121.64				
Idexx Laboratories Inc			1,525	25,019.40	1,525	25,248.87	25,019.40	229.47				
Il VI Inc	23,275	398,680.21	6,265	117,845.90	8,640	198,670.94	189,007.53	9,663.41				
Illinois Tool Works Inc			8,925	435,096.02	250	13,940.61	11,510.90	2,429.71	20,900	327,518.58	397,518.00	69,999.42
Imax Corp			1,475	35,414.17	1,475	28,551.82	35,414.17	(6,862.35)	8,675	423,585.12	515,902.25	92,317.13
Incontact Inc			4,050	21,009.80					4,050	21,009.80	26,325.00	5,315.20
Incyte Corp			1,300	29,535.81	1,300	24,040.23	29,535.81	(5,495.58)				
Ingersoll-Rand Co Ltd	7,650	345,694.86			175	7,130.21	10,870.93	(3,740.72)	7,475	334,823.93	335,029.50	205.57
Insulet Corp			1,050	21,960.15	1,050	20,574.65	21,960.15	(1,385.50)				
Intermap Network Svcs Corp			2,750	27,917.54	2,750	27,917.54	31,903.91	(3,986.37)	4,520	24,506.94	31,866.00	7,359.06
Interst Corp			1,070	33,568.08	1,070	101,639.48	97,117.04	4,522.44	1,700	33,568.08	38,624.00	5,055.92
Interzon Hldg NV			1,225	32,824.42								
Ishares Russell 2000 Growth Index Fund					550	19,904.05	32,323.50	(12,419.45)	1,225	32,824.42	34,434.75	1,610.33
Jack in the Box Inc			750	39,151.69	250	11,079.23	13,225.02	(2,145.79)	11,075	438,705.16	447,762.25	9,057.09
Jacobs Engineering Group			2,250	30,333.60	2,250	27,309.94	30,333.60	(3,023.66)	500	25,926.67	28,499.50	2,572.83
Jazz Pharmaceuticals PLC			1,750	21,188.47	1,750	18,192.97	21,188.47	(2,995.50)				
JDS Uniphase Corp												
Jones Group Inc												
K 12 Inc	9,385	196,989.80			850	38,954.09	26,164.03	12,790.06	9,385	196,989.80	189,377.00	(7,612.80)
Keystone Paper & Packaging Corp			1,250	24,871.96					1,250	24,871.96	27,987.50	3,115.54
Kenexa Corp			850	26,164.03								
Keyw Hldg Corp			1,375	16,360.01	275	22,317.36	14,023.70	8,293.66	1,375	16,360.01	17,187.50	827.49
Kimberly Clark Corp	6,025	369,845.94	3,500	25,268.50	3,500	25,268.50	34,605.46	(9,336.96)	5,750	355,822.24	493,235.00	137,412.76
Kiri Digital Inc	2,150	21,333.37	1,350	13,252.09	1,675	19,090.11	22,025.07	(2,934.96)				
Knight Cap Group Inc			6,225	314,786.54	750	19,443.32	20,938.91	(1,495.59)	6,225	314,786.54	318,844.50	4,057.96
Kohls Corp			750	20,938.91	1,175	12,426.70	13,533.22	(1,106.52)				
Kraton Performance Polymers Inc			1,175	13,533.22	4,950	29,365.25	32,328.76	(2,963.51)	1,175	33,978.36	34,345.25	366.89
Kulicke & Soffa Inds Inc			4,950	32,328.76								
Lamtec Semiconductor Corp			1,175	33,978.36								
Lazard Ltd			900	17,193.95	900	20,764.78	17,193.95	3,570.83				
Lennar Corp	900	38,775.53	900	35,993.50	900	35,993.50	38,775.53	(2,782.03)				
Lifeforce Fitness Inc	250	8,125.73	775	39,096.96	775	39,096.96	23,849.61	15,247.35				
Liquidity Svcs Inc			1,125	27,530.11					955	17,713.88	31,811.05	14,097.17
Lithia Mtrs Inc	1,950	38,940.93	130	2,105.19								

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	October 1, 2011			Purchases			Sales			September 30, 2012		
	Shares / Principal	Book Basis	Shares / Principal	Book Basis	Proceeds	Book Basis	Book Basis	Gain/(loss)	Shares / Principal	Book Basis	Market Value	Unrealized Gain/(loss)
LKQ Corp	21,563	331,851.23	10,725	20,409.31	366,108.70	273,997.12	92,111.58		21,470	257,854.11	396,658.25	138,804.14
Logmein Inc			495	19,457.96	19,457.96	20,409.31	(951.35)					
LSI Corp			2,625	17,558.63	21,746.33	17,558.63	4,187.70					
Luminex Corp	1,775	36,749.96			37,377.96	36,749.96	628.00		450	12,411.82	17,329.50	4,917.68
M D C Hldgs Inc			825	23,082.50	375	12,181.08	1,510.40					
M*Modal Inc			2,175	20,368.86	30,450.00	20,368.86	10,081.14					
Madden Steven Ltd	2,325	9,646.54	750	29,562.28	27,534.03	29,562.28	(2,028.25)					
Magnum Hunter Res Corp			6,525	31,112.06	36,270.25	36,270.25	(5,158.19)					
Manitowoc Inc	2,950	28,337.34	4,200	26,623.71	19,274.77	22,513.42	(3,238.65)		1,295	419,486.51	593,744.55	174,258.04
Marathon Inc	1,370	448,754.89	1,850	22,513.42	18,090.61	28,337.34	(10,246.73)		1,575	28,917.60	31,027.50	2,109.90
Market Corp			75	31,145.50	29,268.38	29,268.38	3,877.12					
Mastec Inc			1,575	28,917.60	11,359.09	14,344.85	(2,985.76)					
Matson Technology Inc			4,900	14,344.85	28,359.42	29,882.62	(1,537.77)					
Maxwell Technologies Inc	935	16,481.78	750	13,400.84	410,436.77	252,234.22	158,202.55		2,125	33,906.87	37,825.00	3,918.13
McGraw Hill Cos Inc	9,450	252,234.22			35,259.96	40,535.61	(5,275.65)		1,225	32,725.73	50,837.50	18,111.77
MedAssets Inc			2,125	33,906.87								
Medtronic Pharmaceutical Corp			1,050	40,535.61								
Medidata Solutions Inc			1,225	32,725.73								
Mediast Solutions Inc	1,475	13,062.10	(1,475)	(13,062.10)								
Mercadolibre Inc	6,750	34,358.86	350	29,309.47	31,590.83	29,309.47	4,281.36					
Merge Healthcare Inc			6,750	38,537.98	8,908.33	11,609.55	(2,701.22)					
Mentor Inc			1,325	11,609.55					1,525	32,415.65	30,606.75	(1,808.90)
Microsemi Corp	12,325	346,214.91	1,525	32,415.65	14,707.17	14,127.90	579.27		11,825	332,087.01	351,912.00	19,824.99
Microsoft Corp			250	23,378.14					250	23,378.14	28,910.00	5,531.86
Middleby Corp			25	325.00	637.26	325.00	312.26		5,620	357,996.01	511,532.40	153,536.39
Monsanto Co	6,925	464,618.21	150	10,954.16	124,292.48	117,576.36	6,716.12		3,325	29,438.46	28,661.50	(776.96)
Move Inc			3,325	29,438.46					4,425	46,338.18	69,605.25	23,267.07
Multimedia Games Hldg Co Inc			4,675	49,638.50	3,987.19	3,300.32	686.87		1,875	28,497.09	31,687.50	3,190.41
MYR Group Inc	1,075	22,987.34	2,825	43,993.62	20,041.59	22,987.34	(2,945.75)					
National Financial Partners Corp			2,750	12,517.20	15,496.53	15,496.53	(2,979.33)		5,925	263,603.55	373,855.65	110,252.10
NCR Corp	2,500	51,104.95	250	56,674.87	23,094.11	25,822.57	(2,728.46)		1,575	32,251.89	40,178.25	7,926.36
Neogen Corp			600	25,822.57	217,577.59	150,638.29	66,939.30					
Nestle SA	9,575	414,241.84	1,575	32,251.89	24,469.63	24,980.09	(510.46)		13,075	156,309.74	193,510.00	37,200.26
Neusour Sys Inc			2,750	24,980.09								
Neuspend Holdings Inc			600	21,112.81	18,145.90	18,145.90	2,966.91					
Neustar Inc			385	4,434.25	4,347.27	4,347.27	86.98					
NIC Inc			150	9,453.23	8,842.17	9,453.23	(611.06)					
Northern Corp			1,850	42,193.24	43,819.97	42,193.24	1,626.73					
Northern Oil & Gas Inc			750	38,631.49	31,456.41	31,456.41	7,175.08		1,550	30,243.26	35,510.50	5,267.24
Nu Skin Enterprises Inc	550	23,586.18	200	7,870.23	3,737.88	3,460.12	277.76		950	29,098.29	27,996.50	(1,101.79)
Nu Skin Enterprises Inc			1,725	33,703.38	40,611.95	38,999.33	1,612.62		575	15,191.48	15,760.75	569.27
Nuveve Inc			2,225	68,097.62								
Oasis Pete Inc			575	15,191.48	45,364.03	47,561.42	(2,197.39)		9,025	390,936.89	465,329.00	74,392.11
Ocewen Financial Corp	1,950	31,047.84	6,590	47,561.42	30,553.93	31,047.84	(493.91)		1,850	32,451.10	36,852.00	4,400.90
OCZ Technology Group												
Omnicell Inc												
Omnicom Group Inc			875	32,451.10	35,148.39	32,042.50	3,105.89		1,625	17,711.45	18,053.75	342.30
On Assignment Inc	875	32,042.50							885	55,768.91	68,888.40	13,119.49
Opnet Technologies Inc			700	27,844.34	31,590.54	27,844.34	3,746.20					
Orasure Technologies Inc			950	35,962.47	48,519.39	35,962.47	12,556.92		1,400	33,737.34	43,064.00	9,326.66
Oxford Inds Inc			225	29,631.64	29,631.06	29,631.06	0.58		1,000	32,353.68	31,630.00	(723.68)
P F Changs China Bistro Inc			950	11,745.84	9,366.15	11,745.84	(2,379.69)					
Panera Bread Co			1,000	32,353.68	62,621.98	69,282.89	(6,660.91)		1,000	32,353.68	31,630.00	(723.68)
Patriot Coal Corp			800	35,950.58	20,526.64	22,658.71	(2,132.07)		4,625	28,453.93	31,033.75	2,579.82
PDC Energy Inc			675	28,453.93								
Penn National Gaming Inc	900	33,332.31										
Petroleum Dev Corp			1,550	15,115.60	51,095.88	41,128.29	9,967.59		1,325	16,089.40	24,830.50	8,741.10
Petroquest Energy Inc			2,800	34,495.21	25,582.38	18,405.81	7,176.57					
Pharmaceutical Prod Dev Inc					37,548.74	32,288.75	5,259.99					
Photonics Inc												
Pier 1 Imports Inc												
Polaris Inds Inc	650	32,288.75										

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	October 1, 2011			Purchases			Sales			September 30, 2012				
	Shares / Principal	Book Basis		Shares / Principal	Book Basis		Shares / Principal	Proceeds	Book Basis	Gain/(loss)	Shares / Principal	Book Basis	Market Value	Unrealized Gain/(loss)
Polyone Corp				1,100	15,090.03		1,100	15,647.17	15,090.03	557.14	4,575	180,312.65	161,726.25	(18,586.40)
Polyprop Int Inc				4,775	188,195.17		200	7,071.84	7,882.52	(810.68)	620	30,188.85	29,735.20	(453.65)
Post Property Inc				745	36,551.61		125	6,306.53	6,362.76	(56.23)	9,730	404,341.57	422,476.60	18,135.03
Potash Corp	8,765	358,892.27		1,250	61,095.63		285	10,973.11	15,646.33	(4,673.22)				
Prestige Brands Hldgs Inc	1,910	23,626.70					1,910	19,361.05	23,626.70	(4,265.65)	9,280	228,525.51	587,424.00	358,898.49
Price T Rowe Group Inc	9,570	243,573.72					290	16,932.72	15,048.21	1,884.51				
Pulte Group Inc				3,150	20,683.90		3,150	37,948.05	20,683.90	17,262.15	13,350	302,146.58	833,974.50	531,827.92
Qualcomm Inc							600	35,106.23	26,580.00	8,526.23				
Quanta Svc Inc							9,830	226,993.20	225,614.23	1,378.97				
Questor Pharmaceuticals Inc							800	29,278.46	18,816.00	10,462.46				
Quidel Corp				2,050	36,523.17		475	7,358.58	9,103.47	(1,744.89)	1,575	27,419.70	29,814.75	2,395.05
Radian Group Inc				3,500	15,735.42		3,500	10,072.42	15,735.42	(5,663.00)				
Radware Ltd				1,250	41,752.54		1,250	37,135.18	41,752.54	(4,617.36)				
Red Robin Gourmet Burgers Inc				875	32,413.22		875	25,721.83	32,413.22	(6,691.39)				
Regal Beloit Corp				425	29,181.17		425	27,087.34	29,181.17	(2,093.83)				
Renaissance Holdings Ltd							3,790	240,915.06	270,117.47	(29,202.41)				
Renewable Energy Group Inc				400	4,000.00		400	4,068.62	4,000.00	68.62				
Resmed Inc				3,550	88,020.48		5,060	159,449.40	115,287.94	44,161.46	16,240	361,727.43	657,232.80	295,505.37
Rex Energy Corp				225	2,679.86		2,875	40,435.55	35,968.20	4,467.35				
RF Microdevices Inc				625	4,059.88		1,975	8,897.20	12,295.41	(3,398.21)				
Rhino Technologies				1,000	32,554.40		1,000	43,063.58	32,554.40	10,509.18				
Rite Aid Corp	31,475	35,020.22					1,000	48,084.09	43,727.71	4,356.36				
Rockwell Automation Inc	1,600	83,370.73		6,400	8,707.51		37,875	48,084.09	43,727.71	4,356.36				
Roper Inds Inc New	6,220	319,321.24		1,100	60,243.14		2,700	203,397.34	143,613.87	59,783.47	6,125	313,964.57	673,076.25	359,111.68
Ryder Sys Inc	325	19,339.74					95	9,515.94	5,356.67	4,159.27				
Saia Pharmaceuticals Ltd				160	6,505.38		485	25,482.14	25,845.12	(362.98)				
Sannine-Sa Corp				475	21,132.28		475	22,057.17	21,132.28	924.89				
Schlumberger Ltd				2,650	27,951.92		2,650	22,838.02	27,951.92	(5,113.90)				
Scientific Games Corp				7,655	488,321.75		1,745	125,301.98	102,362.38	22,939.60	13,312	719,248.70	962,856.96	243,608.26
Sequest Inc				1,500	15,930.84		1,550	17,375.63	15,930.84	1,444.81				
SEI Investments Co				1,000	17,461.99		1,000	16,833.21	17,461.99	(628.78)				
Semtech Corp				17,955	337,946.70		640	11,653.76	11,653.76	(5,485.55)	17,315	326,292.94	371,233.60	44,940.66
Sequonum Inc				1,225	34,150.11		1,225	28,664.56	34,150.11	(5,485.55)				
Service Corp International				3,075	16,507.70		700	13,316.60	16,507.70	(3,191.10)				
Shuffle Master Inc	700	7,381.00					700	6,104.02	7,581.00	(1,476.98)				
Shutterstock Inc				1,830	30,395.52		1,830	24,239.78	30,395.52	(6,155.74)				
Silicon Image Inc	700	34,142.27					700	28,944.06	34,142.27	(5,198.21)				
Silicon Laboratories Inc				4,325	25,842.36		4,325	17,330.84	25,842.36	(8,511.52)				
Silicon Motion Technology Corp				675	28,870.31		675	29,905.33	28,870.31	1,035.02				
Sirona Dental Sys Inc	2,750	29,105.15					2,750	56,762.21	29,105.35	27,656.86				
Smith & Wesson Hldg Corp	825	41,428.21					825	36,021.19	41,428.21	(5,407.02)				
Smith A O				3,475	18,610.88		3,475	25,925.04	18,610.88	7,314.16				
Sonic Corp				725	31,167.15						725	31,167.15	41,716.50	10,549.35
Sonus Networks Inc				2,650	23,515.97		3,600	9,519.08	11,084.11	(1,565.03)	2,650	23,515.97	27,215.50	3,699.53
Sourcefire Inc				1,600	11,084.11		1,185	58,190.70	36,087.13	22,103.57				
Southwestern Energy Co				1,185	36,087.13									
Spectranetics Corp				8,440	287,090.82		1,425	33,095.90	34,729.90	(1,634.00)	8,440	287,090.82	293,543.20	6,452.38
Sprint Aerosystems Hldgs Inc				2,950	30,877.38		925	17,393.76	14,161.12	3,232.64	2,950	30,877.38	43,512.50	12,635.12
Spirit Airlines Inc				1,425	34,729.90		925	17,393.76	14,161.12	3,232.64				
Splunk Inc				925	14,161.12		10	331.33	170.00	161.33				
SPS Comm Inc				10	170.00									
Star Surgical Co				525	17,899.05		2,100	12,582.83	17,245.81	(4,662.98)	525	17,899.05	20,196.75	2,297.70
Stearns Surgical Co				875	7,604.28		1,175	3,829.26	3,014.25	815.01	1,950	31,866.42	41,067.00	9,200.58
Stego Stores Inc				2,125	34,880.67						1,950	31,866.42	41,067.00	9,200.58
Standard Pac Corp				3,450	23,425.99						1,950	31,866.42	41,067.00	9,200.58
Staples Inc							32,175	392,146.27	653,106.23	(260,959.96)	1,950	31,866.42	41,067.00	9,200.58
Stenicycle Inc	32,175	653,106.23		3,471	308,949.17		210	18,332.59	18,205.91	126.68	1,950	31,866.42	41,067.00	9,200.58
Stifel Finl Corp	2,590	127,941.60		900	35,081.15		900	31,210.16	35,081.15	(3,870.99)	1,950	31,866.42	41,067.00	9,200.58
Swift Transition Co				2,750	32,103.72		2,750	28,463.70	32,103.72	(3,640.02)	1,950	31,866.42	41,067.00	9,200.58
SXC Health Solutions Corp							750	32,781.72	41,502.63	(8,720.91)	1,950	31,866.42	41,067.00	9,200.58
Synergetics USA Inc				750	41,502.63									
Synovus Finl Corp	4,575	25,126.18					4,575	19,780.84	25,126.18	(5,345.34)				
Sysco Corp				10,300	23,699.77		800	23,091.48	23,591.51	(500.03)	10,300	23,699.77	24,411.00	711.23
Taleo Corp	19,025	534,428.31		425	16,705.72		425	19,456.14	16,705.72	2,750.42	18,225	510,816.80	569,895.75	59,058.95
Tango Inc				1,525	28,161.48		1,525	22,341.40	28,161.48	(5,820.08)				

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For the Year Ended September 30, 2012

	October 1, 2011			Purchases			Sales			September 30, 2012		
	Shares / Principal	Book Basis		Shares / Principal	Book Basis		Shares / Principal	Proceeds	Book Basis	Shares / Principal	Book Basis	Unrealized Gain/(loss)
Taser Int'l Inc	12,575	345,797.94		500	2,635.70		500	2,337.75	2,635.70	12,925	358,172.93	81,406.32
TE Connectivity Ltd				900	30,416.47		550	17,767.35	18,041.48	4,350	15,912.63	834.87
Teclab Corp	2,385	144,791.77		4,350	15,912.63							
Techne Corp				1,375	20,394.11		2,385	163,925.02	144,791.77	9,170	400,631.49	(20,901.79)
Teradyne Inc	9,385	411,885.92					1,375	19,486.61	20,394.11			
Teva Pharmaceuticals Inds Ltd				3,725	33,693.38		215	8,434.75	11,254.43			
Thompson Creek Metals Co	10,225	186,615.16		3,725	33,693.38		3,725	28,088.60	33,693.38	7,765	141,387.32	113,692.93
ThredID Sys Corp	6,350	448,604.60		1,175	99,165.96		2,460	84,146.81	45,227.84	7,425	529,772.87	156,445.63
ThreemM Corp	11,500	380,780.92					300	25,718.93	17,997.69	8,350	261,898.86	116,648.39
Time Warner Inc New Com	700	19,992.00		3,150	117,892.28		3,150	117,892.28	118,882.06			
Titan Machy Inc				700	13,308.25		700	13,308.25	19,992.00			
Triangle Petre Corp	14,035	381,636.69		4,375	31,361.34		4,375	31,001.06	31,361.34			
Trimble NAV Ltd				360	17,055.80				12,976.56			
Trinam Semiconductor Inc	600	29,187.53		600	36,953.00		600	36,953.00	29,187.53	13,675	368,660.13	283,090.37
Triumph Group Inc				350	8,813.40		350	8,813.40	8,263.32	3,050	18,140.95	(2,768.95)
TW Telecom Inc	925	24,074.05		925	38,796.62		925	38,796.62	24,074.05	1,575	36,617.44	4,474.31
Tyco Int'l Ltd				2,695	105,851.15					2,695	105,851.15	12,782.75
Tyler Technologies Inc				3,875	31,163.96		3,875	28,891.08	31,163.96	1,500	21,202.40	11,722.60
U.S. Airways Group Inc				250	5,681.62		250	5,681.62	3,604.98	275	21,324.39	6,753.11
U.S. G Corp				50	5,077.02		50	5,077.02	3,929.61			
Ultimate Software Group	12,840	605,755.62		12,840	287,895.92		12,840	287,895.92	605,755.62			
Ultra Petre Corp				600	15,177.30		600	12,604.24	15,177.30			
Unsys Corp	3,948	140,865.82		3,948	159,334.69		3,948	159,334.69	140,865.82			
Unit Corp	6,850	481,646.66		6,850	511,354.09		6,850	511,354.09	481,646.66			
United Parcel Svc Inc Cl B				1,175	34,919.02		1,175	40,230.22	34,919.02			
United Rentals Inc	2,300	38,157.00		2,225	44,437.73		4,525	71,667.08	82,594.73			
ValueClick Inc				2,600	31,609.92		2,600	20,895.06	31,609.92			
Vela PLC	4,960	340,078.26		225	26,108.37		225	26,108.37	15,619.37	4,735	324,458.89	311,356.91
VISA Inc				2,000	34,898.45					2,000	34,898.45	5,221.55
Vocus Inc				825	24,524.75		825	22,461.10	24,524.75			
Volcano Corp				4,025	30,347.91		4,025	30,196.10	30,347.91			
Webash National Corp	9,275	450,925.83		4,025	30,347.91		4,025	30,196.10	30,347.91			
Wal-Mart Stores Inc	800	19,638.12		2,500	181,758.29		2,500	181,758.29	120,498.68	6,775	330,427.15	169,567.85
Waller Inv't Mgmt Corp	1,500	46,148.33		901	17,671.86		901	17,671.86	21,880.32			
Waste Connections Inc				1,500	48,032.30		1,500	48,032.30	46,148.33	1,625	24,781.69	4,387.06
Web Com Group Inc				950	16,237.61		950	16,237.61	15,052.79			
Westport Innovations Inc				894	36,941.76		894	36,941.76	25,386.10			
Wet Seal Inc	9,575	40,325.01		9,575	36,235.67		9,575	36,235.67	40,325.01			
Willis Group Holdings PLC	7,675	290,689.57		300	10,627.26		300	10,627.26	10,371.32	7,375	280,318.25	(8,033.25)
Winn-Dixie Stores Inc	3,025	28,661.37		3,025	16,300.96		3,025	16,300.96	28,661.37			
World Fuel Services Corp				968	41,218.38		968	41,218.38	39,933.49			
Total Stocks		25,420,983.79			11,638,201.28			13,771,647.21	12,828,571.73		24,330,613.34	8,009,151.09
Mutual Funds												
Artisan Small Cap Value Fund	192,232.528	2,932,031.60		17,983.300	260,398.19		8,813.559	389,225.57	100,414.99	201,402.269	3,092,014.80	(18,616.18)
Baring Focused Int'l Fd	12,422.114	1,891,752.89								12,422.114	1,891,752.89	(250,891.89)
MWAM - Total Return Bond Fd	541,093.270	5,289,658.24		4,363.318	45,073.07		22,535.211	285,073.07	221,521.13	522,921.377	5,113,210.18	665,071.04
Pearl Treas Polaris Foreign Value	118,623.555	2,199,723.61		1,035.279	12,040.29					119,658.834	2,221,763.90	(518,591.40)
PMCO Total Return Fund II	1,050,190.527	10,710,214.74								1,050,190.527	10,710,214.74	978,405.83
Ivy Asset Strategy Fund	161,090.079	3,336,970.00					6,754	160,000.00	142,439.86	154,336.174	3,394,530.14	559,562.64
Total Mutual Funds		26,560,351.08			317,511.55			834,298.64	464,375.98		26,413,486.65	1,414,940.04
Securities Class Action Settlements												
Total Marketable Securities		54,681,741.76			15,208,007.94			17,346,442.03	16,036,069.89		53,863,679.81	9,424,092.13

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - MONEY MARKET FUNDS	1,090.	1,090.
TOTAL	<u>1,090.</u>	<u>1,090.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME - COMMON STOCKS	463,182.	463,182.
TOTAL	<u>463,182.</u>	<u>463,182.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME - MUTUAL FUNDS	561,058.	561,058.
TOTALS	561,058.	561,058.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER LLP - LEGAL FEES	2,384.	2,384.
TOTALS	<u>2,384.</u>	<u>2,384.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONDON O'MEARA MCGINTY & DONNELLY LLP - AUDIT & TAX PREPARATION	31,768.	12,707.	19,061.
DEMASCO, SENA & JAHIELKA - BOOKKEEPING SERVICES	22,750.	9,100.	13,650.
PAYCHEX - PAYROLL SERVICE	1,441.	72.	1,369.
TOTALS	<u>55,959.</u>	<u>21,879.</u>	<u>34,080.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL & MANAGEMENT FEES -			
- D.F. DENT & COMPANY, INC.	119,155.	119,155.	
- FIDUCIARY MANAGEMENT, INC.	88,235.	88,235.	
- CASTLEARK MANAGEMENT, LLC	21,679.	21,679.	
- BARING ASSET MANAGEMENT, INC.	24,997.	24,997.	
CONSULTING FEES			
- LOWERY ASSET CONSULTING, LLC	31,500.	31,500.	
APPRAISAL FEES			
- ALASKO COMPANY	9,875.		9,875.
TOTALS	<u>295,441.</u>	<u>285,566.</u>	<u>9,875.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	40,240.	5,748.
FOREIGN TAXES	5,748.	
TOTALS	<u>45,988.</u>	<u>5,748.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TELEPHONE	2,762.	138.	2,624.
STATIONERY & SUPPLIES	670.	34.	636.
POSTAGE	1,473.	74.	1,399.
DUES & SUBSCRIPTIONS	2,351.	118.	2,233.
STATE FILING FEES	1,515.		1,515.
REPAIRS & MAINTENANCE	10,374.	519.	9,855.
INSURANCE	8,267.	413.	7,854.
TOTALS	<u>27,412.</u>	<u>1,296.</u>	<u>26,116.</u>

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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COMMON STOCKS -(SEE PART IV SCHEDULE)	32,239,765.	32,239,765.
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TOTALS

	<u>32,239,765.</u>	<u>32,239,765.</u>
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ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
27,828,427.	27,828,427.
<u>27,828,427.</u>	<u>27,828,427.</u>

MUTUAL FUNDS
-(SEE PART IV SCHEDULE)

TOTALS

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART WORKS, AT APPRAISED VALUE AT DATE OF RECEIPT - ON LOAN ASSETS, LOCATED AT BARKER CIVIC CENTER AT APPRAISED VALUE AT DATE OF RECEIPT	1,560,000. 503,000.	39,250,000. 1,888,295.
TOTALS	<u>2,063,000.</u>	<u>41,138,295.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

8,919,601.

TOTAL

8,919,601.

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30, 2012

990-PF

Name	Title	Contributions to Employee Benefit Plans	Expense Allowance	Compensation	Hours per Week
Katrina H. Becker	Vice President and Director	None	None	None	1-3
Thomas P. McCormick	Treasurer and Director	None	None	None	1-3
Danielle H. Moore	Secretary and Director	None	None	None	1-3
Diane Curtis	Director	None	None	None	1-3
Frances B. Hickox	Director	None	None	None	1-3
Mary Lou Linnen	Director	None	None	None	1-3
Sarane R. O'Connor	Director	None	None	None	1-3
Alexander B. Ross	Director	None	None	None	1-3
Stephen B. Ross	Director	None	None	None	1-3

Address: c/o The Barker Welfare Foundation

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
D.F. DENT & COMPANY, INC. 2 EAST READ STREET, SIXTH FLOOR BALTIMORE, MD 21202	INVESTMENT MGMT	119,155.
FIDUCIARY MANAGEMENT, INC. 100 EAST WISCONSIN AVENUE, SUITE 2200 MILWAUKEE, WI 53202	INVESTMENT MGMT	88,235.
TOTAL COMPENSATION		<u>207,390.</u>

THE BARKER WELFARE FOUNDATION

GENERAL POLICY

The mission of the Barker Welfare Foundation is to make grants to qualified charitable organizations whose initiatives improve the quality of life, with an emphasis on strengthening youth and families and reflect the philosophy of Catherine Barker Hickox, the Founder.

In advance of submitting a request, a 2-3 page letter, copy of the first page of your most recent 990 filed with the IRS and a current budget (including income and expense) for the whole organization. A telephone call is suggested to determine if the organization seeking to apply for a grant falls within the current General Policy of the Foundation. Inquiries should be made through the "Online Inquiry" Tab on this web site or in writing to Sarane H. Ross, President, The Barker Welfare Foundation, P.O. Box 2, Glen Head, NY 11545 or (516) 759-5592.

If a request for a grant appears suitable, a Grant Process sheet, a Grant Application Form and a Checklist of required information will be sent.

1. Grants are made to tax-exempt organizations which have received a ruling by the Internal Revenue Service that they are organizations described in Section 501 (c) (3) and classified in Section 509 (a) (1), (2), or (3) of the Internal Revenue Code (publicly supported organizations and their affiliates).
2. Consideration will be given to applications from institutions and agencies operating in the field of health, welfare, education, cultural activities and civic affairs, primarily serving the metropolitan areas of Chicago (see #3), New York (five boroughs of NYC only) and Michigan City, Indiana.
3. The funding policy for metropolitan Chicago has changed. Requests for funding will no longer be accepted unless invited (initiated) by the Foundation.
4. In general, as a matter of present policy, appeals for the following will be declined:
 - A. Organizations not located in nor directly serving the areas defined in #2.
 - B. National health, welfare, or education agencies, institutions or funds.
 - C. Scholarships, fellowships, loans, student aid and appeals from individuals.
 - D. Medical and scientific research.
 - E. Private elementary and secondary schools, colleges, universities, professional schools and trade organizations.
 - F. Films, program advertising, conferences, seminars, benefits and fundraising costs.
 - G. Start-up organizations, start-up programs, emergency funds, and deficit financing.
 - H. Lobbying-related or legislative activities.
 - I. Endowment funds and intermediary organizations.

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30, 2012

PART XV- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>APPROVED FOR FISCAL YEAR ENDING 9/30/2012</u>		
CHICAGO GRANTS	\$	354,500
OTHER GRANTS		413,607
MICHIGAN CITY GRANTS		198,560
NEW YORK GRANTS		<u>1,456,000</u>
TOTAL GRANTS PAID	\$	<u>2,422,667</u>

The Barker Welfare Foundation

Chicago Approved Grants for October 2011 for Fiscal Year Ending 9/30/12

1	Adler Planetarium	1300 South Lake Shore Drive, Chicago, IL 60605	<i>for final payment on pledge of \$50,000 payable over 2 yrs for the Planet Explorers Exhibit</i>	\$ 25,000.00
2	Art Institute of Chicago	111 S. Michigan Avenue, Chicago, IL 60603	<i>for first payment on a pledge of \$30,000 payable over 2 years for Museum Education Student and Teacher Programs</i>	\$ 15,000.00
3	Big Brothers-Big Sisters of Metropolitan Chicago	560 West Lake Street, 5th Floor, Chicago, IL 60661	<i>for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.</i>	\$ 5,000.00
4	Chicago Child Care Society	111 S. Michigan Avenue Chicago, IL 60603	<i>for first payment on a pledge of \$40,000 payable over 2 years for the Next Step Program.</i>	\$ 20,000.00
5	Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road Chicago, IL 60608	<i>for final payment on a pledge of \$25,000 payable over 2 years for the Call Center Employment Project. (Renovation & equipment)</i>	\$ 12,500.00
6	Chicago Public Library Foundation	20 North Michigan Avenue, Suite 102, Chicago, IL 60602	<i>for final payment on a pledge of \$30,000 payable over 2 years for the Teacher in the Library Program.</i>	\$ 15,000.00
7	Chicago Symphony Orchestra	220 South Michigan, Avenue, Chicago, IL 60604	<i>for final payment on a pledge of \$30,000 payable over 2 years for Institute for Learning, Access and Training</i>	\$ 15,000.00
8	Chicago Youth Centers	218 South Wabash Avenue, Suite 600, Chicago, IL 60604	<i>for first payment on a pledge of \$30,000 payable over 2 years for the Teen Leadership Development</i>	\$ 15,000.00
9	Children's Memorial Hospital Foundation	2300 Children's Plaza Box 4 Chicago, IL 60614	<i>for second payment on a pledge of \$100,000 payable over 3 years for construction of the Ann & Robert H. Lurie Children's Hospital of Chicago.</i>	\$ 35,000.00
10	Classroom, Inc. - Chicago	245 Fifth Avenue Room 280 New York, NY 10016	<i>for Classroom, Inc. - Chicago - for the "Reading in the Real World: The Sports Network-2 (TSN2)"</i>	\$ 10,000.00
11	Court Appointed Special Advocates of Cook County	910 West Van Buren #339 Chicago, IL 60607	<i>for first payment on a pledge of \$25,000 payable over 2 years for Volunteer Recruitment, Training, Supervision and Retention Program (Child Advocacy Program)</i>	\$ 12,500.00
12	Field Museum of Natural History	1400 South Lake Shore Drive Chicago, IL 60605	<i>for final payment on a pledge of \$50,000 payable over 2 yrs for Field Museum.org: Expanding the Museum's Digital Education Resources</i>	\$ 25,000.00
	Girl Scouts of Greater Chicago and Northwest Indiana, Inc.	222 South Riverside Plaza Suite 2120 Chicago, IL 60606	<i>for final payment on a pledge of \$25,000 payable over 2 years for the Journey World.</i>	\$ 12,500.00

Chicago Approved Grants for October 2011 for Fiscal Year Ending 9/30/12

ATTACHMENT 15

The Barker Welfare Foundation

Designated Approved Grants for Fiscal Year Ending 9/30/12

1	Aiken S.P.C.A.	401 Wiře Roāđ Aiken, SC 29801	<i>toward building a new shelter.</i>	\$ 5,172.00
2	American College of the Building Arts	21 Magazine Street Charleston, SC 29401	<i>for the General Fund.</i>	\$ 1,051.00
3	American Society of the Order of St. John	1875 K. Street, NW 6th Floor Washington, DC 20006	<i>for the General Fund.</i>	\$ 1,000.00
4	Art Institute of Chicago	111 S. Michigan Avenue Chicago, IL 60603	<i>for the 19th Century American Art Collection</i>	\$ 3,000.00
5	Audubon South Carolina - Silver Bluff Audubon Center & Sanctuary	Silver Bluff Audubon Center & Sanctuary 4542 Silver Bluff Road Jackson, SC 29831	<i>for the General Fund for the Silver Bluff Sanctuary.</i>	\$ 2,069.00
6	Big Brothers Big Sisters of Northern New Mexico*	1229 S. St. Francis Drive Suite C Santa Fe, NM 87505	<i>for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,000.00
7	Boys & Girls Club of Palm Beach County	800 Northpoint Parkway, Suite 204, West Palm Beach, FL 33407	<i>for the General Fund.</i>	\$ 5,000.00
8	Boys and Girls Club of Michigan City, Inc.	301 East Eighth Street, Michigan City, IN 46360	<i>for the General Fund.</i>	\$ 5,000.00
9	Boys' Club of New York	287 East 10th Street New York, NY 10009	<i>for General Operating Support.</i>	\$ 975.00
10	Brandywine Conservancy	P.O. Box 141 Chadds Ford, PA 19317	<i>for the General Fund.</i>	\$ 500.00
11	Brooklyn Academy of Music	30 Lafayette Avenue Brooklyn, NY 11217	<i>for the Education Programs</i>	\$ 2,500.00
12	Central Park Conservancy	14 East 60th Street 8th Floor New York, NY 10022	<i>for General Operating Support.</i>	\$ 2,500.00

The Barker Welfare Foundation

Designated Approved Grants for Fiscal Year Ending 9/30/12

13	Chapin School	100 East End Avenue New York, NY 10028	<i>for the General Fund.</i>	\$ 500.00
14	Chapin School	100 East End Avenue New York, NY 10028	<i>for the General Fund.</i>	\$ 500.00
15	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street Michigan City, IN 46360	<i>for the General Fund</i>	\$ 1,000.00
16	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street Michigan City, IN 46360	<i>for the Repairs Fund.</i>	\$ 5,000.00
17	Civil War Preservation Trust	11 Public Square Suite 200 Hagerstown, MD 21740	<i>for the General Fund.</i>	\$ 4,164.00
18	Coalition for the Homeless	129 Fulton Street New York, NY 10038	<i>for General Operating Support.</i>	\$ 2,500.00
19	Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402	<i>for the General Fund.</i>	\$ 600.00
20	Colonial Williamsburg Foundation	P.O. Box 1776, Williamsburg, VA 23187	<i>for the General Fund.</i>	\$ 1,027.00
21	Cornerstones Community Partnerships	P.O. Box 2341, Santa Fe, NM 87504	<i>for the Preservation/Restoration of San Miguel Chapel.</i>	\$ 5,000.00
22	DOMÉ Project	486 Amsterdam Avenue New York, NY 10024	<i>for the Juvenile Justice Program.</i>	\$ 2,000.00
23	Duke University	614 Chapel Drive Annex, Durham, NC 27708	<i>for the Annual Fund.</i>	\$ 6,000.00
24	Esperanza Project for Battered Families	P.O. Box 5701, Santa Fe, NM 87502	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
25	Everglades Foundation	18001 Old Cutler Road, Suite 625, Palmetto Bay, FL 33157	<i>for the General Fund.</i>	\$ 7,400.00

The Barker Welfare Foundation

Designated Approved Grants for Fiscal Year Ending 9/30/12

26	Food Depot	- - 1222 Siler Road, Santa Fe, NM 87507	<i>for final payment on a pledge of \$10,000 payable over 2 years toward the construction of a new warehouse and facilities to serve additional clients.</i>	\$ 5,000.00
27	Founders Hall Foundation, Inc.	193 Danbury Road Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years for the Fitness Program.</i>	\$ 2,500.00
28	Foxcroft School	P.O. Box 5555 Middleburg, VA 20118	<i>for the General Fund.</i>	\$ 500.00
29	Friends of Green Chimneys	400 Doansburg Road Box 719 Brewster, NY 10509	<i>for the Dual Campus Science Education program at Clearpool Education Center.</i>	\$ 2,000.00
30	Friends of Raynham Hall, Inc.	20 West Main Street Oyster Bay, NY 11771	<i>toward the museum window repairs.</i>	\$ 5,550.00
31	Friends of Raynham Hall, Inc.	20 West Main Street Oyster Bay, NY 11771	<i>for the restoration of the exterior of the museum only</i>	\$ 2,000.00
32	Girls Educational and Mentoring Services, Inc.	298 B West 149th Street, New York, NY 10039	<i>for General Operating Support.</i>	\$ 5,550.00
33	Harbor Springs Area Historical Society, Inc.	P.O. Box 812 349 East Main Street Harbor Springs, MI 49740	<i>for Collections Management</i>	\$ 2,000.00
34	Harbor Springs Area Historical Society, Inc.	P.O. Box 812 349 East Main Street Harbor Springs, MI 49740	<i>for the General Fund.</i>	\$ 3,000.00
35	Harbor Springs Area Historical Society, Inc.	P.O. Box 812, Harbor Springs, MI 49740	<i>for first payment on a pledge of \$10,000 payable over 2 years for Collections Management</i>	\$5,000.00
36	Hillside School	404 Robin Hill Road, Marlborough, MA 01752	<i>for the Annual Fund.</i>	\$ 1,000.00
37	Hitchcock Woods Foundation	P.O. Box 1702 Aiken, SC 29802	<i>for the General Fund.</i>	\$ 1,027.00
38	Hospital Albert Schweitzer Deschapelles, Haiti	P.O. Box 81046 Pittsburgh, PA 15217	<i>for the General Fund.</i>	\$ 2,109.00
39	Jack & Shirley Lubeznik Center for the Arts, Inc.	101 West Second Street Michigan City, IN 46360	<i>for the General Fund</i>	\$ 2,500.00

The Barker Welfare Foundation

Designated Approved Grants for Fiscal Year Ending 9/30/12

40	Jack & Shirley Lubeznik Center for the Arts, Inc.	101 West Second Street Michigan City, IN 46360	<i>for General Operating Support.</i>	\$ 1,900.00
41	Kids In Crisis	1 Salem Street Cos Cob, CT 06807	<i>for final payment on a pledge of \$5,000 payable over 2 years for Safe Haven for Kids.</i>	\$ 2,500.00
42	King Manor Association of Long Island, Inc.	90-04 161 Street #704 Jamaica, NY 11432	<i>for General Operating Support.</i>	\$ 5,000.00
43	La Familia Medical Center	P.O. Box 5395, Santa Fe , NM 87502	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
44	Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	<i>for General Operating Support.</i>	\$ 2,500.00
45	Long Island Crisis Center	2740 Martin Avenue Bellmore , NY 11710	<i>for General Operating Support.</i>	\$ 2,500.00
46	Mayo Foundation	200 First Street SW Rochester, MN 55905	<i>for the Alzheimer's disease research at Mayo Clinic in Florida.</i>	\$ 1,027.00
47	Mercatus Center at George Mason University	4400 University Drive, MS 1A3 Fairfax, VA 22030	<i>for the General Fund.</i>	\$ 2,055.00
48	Metropolitan Opera Association	Lincoln Center New York, NY 10023	<i>for the Lindemann Young Artists Development Program.</i>	\$ 2,500.00
49	Metropolitan Opera Association	Lincoln Center New York, NY 10023	<i>for the General Fund for the "Save the Met Broadcasts"</i>	\$ 500.00
50	Metropolitan Opera Association	Lincoln Center New York, NY 10023	<i>for the General Fund.</i>	\$ 5,172.00
51	Metropolitan Opera Association, Inc.	Lincoln Center New York, NY 10023	<i>for the Lindemann Young Artists Development Program.</i>	\$ 4,000.00
52	Millbrook School	131 Millbrook School Road Millbrook, NY 12545	<i>for the Capital Campaign.</i>	\$ 900.00
53	Miss Porter's School, Inc.	60 Main Street Farmington, CT 06032	<i>for the Capital Campaign.</i>	\$ 3,000.00

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54	Morris-Jumel Mansion, Inc.	65 Jumel Terrace New York, NY 10032	<i>for Education Programming.</i>	\$ 5,000.00
55	Mother of Good Counsel Catholic Community Church	329 Popluar at Cedar Sts Hazard, KY 41701	<i>for the General Fund.</i>	\$ 500.00
56	National Dance Institute of New Mexico	1140 Alto Street, Santa Fe, NM 87501	<i>for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500 00
57	National Parks Conservation Association	1300 19th Street, NW suite 300 Washington, DC 20036	<i>for the General Fund.</i>	\$ 500.00
58	National Sporting Library, Inc.	P.O. Box 1335 Middleburg, VA 20118	<i>for the General Fund.</i>	\$ 2,689.00
59	Nature Conservancy, Inc.	4245 North Fairfax Drive Suite 100 Arlington, VA 22203	<i>for the General Fund.</i>	\$ 500.00
60	Nature Conservancy, Inc. - Arizona	7600 15th Street, Suite 100, Phoenix, AZ 85020	<i>for the General Fund.</i>	\$ 500.00
61	Nature Conservancy, Inc. - South Carolina	2231 Devine Street, Suite 100 P.O. Box 5475 Columbia , SC 29250	<i>for the General Fund.</i>	\$ 500.00
62	Nazareth Housing, Inc.	519 East 11th Street New York, NY 10009	<i>for General Operating Support</i>	\$ 2,000.00
63	Neighbors Together Corp.	2094 Fulton Street Brooklyn, NY 11233	<i>for General Operating Support</i>	\$ 2,000.00
64	New York Botanical Garden	200th Street and Southern Blvd., Bronx, NY 10458	<i>for a bench in honor of SHR.</i>	\$ 15,000.00
65	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 Street New York, NY 10018	<i>for the Summer Reading Program</i>	\$ 2,500.00
66	New York Public Radio	160 Varick Street New York, NY 10013	<i>for General Operating Support.</i>	\$ 5,000.00

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67	Northern Michigan Hospital/Burns Clinic Foundation	416 Connable Avenue Petoskey, MI 49770	<i>for the Community Free Clinic.</i>	\$ 2,000.00
68	Northern Michigan Hospital/Burns Clinic Foundation	416 Connable Avenue Petoskey, MI 49770	<i>for final payment on a pledge of \$30,000 payable over 2 years for the Community Free Clinic.</i>	\$ 15,000.00
69	Northern Michigan Hospital/Burns Clinic Foundation - Free Clinic	416 Connable Avenue Petoskey, MI 49770	<i>for the Community Free Clinic.</i>	\$ 5,000.00
70	Old Westbury Gardens, Inc.	P.O. Box 430 Old Westbury , NY 11568	<i>for the Orchard Hill Discovery Center</i>	\$ 2,648.00
71	Open Hands	2976 Rodeo Park Drive East, Santa Fe, NM 87505	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
72	Opus 118 Harlem School of Music	103 East 125th Street New York, NY 10035	<i>for General Operating Support.</i>	\$ 1,500.00
73	Peer Health Exchange, Inc.	1460 Broadway, Suite 5-24D, New York, NY 10036	<i>for General Operating Support in NYC.</i>	\$ 5,550.00
74	Pegasus Therapeutic Riding, Inc.	310 Peach Lake Road Brewster, NY 10509	<i>for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
75	Philanthropy New York	79 Fifth Avenue, New York, NY 10003	<i>for General Operating Support.</i>	\$ 4,850.00
76	Pioneer Memorial Church	400 University Blvd. Berrien Springs, MI 49103	<i>for the Pastor Knott Fund.</i>	\$ 2,600.00
77	Planned Parenthood - Nassau County	540 Fulton Avenue Hempstead, NY 11550	<i>GOS of the Education Program</i>	\$ 2,500.00
78	Planned Parenthood - Nassau County	540 Fulton Avenue Hempstead, NY 11550	<i>GOS of the Education Program</i>	\$ 5,550.00
79	Portledge School	355 Duck Pond Road Locust Valley, NY 11560	<i>for the Daisy Hughes Fund \$300 and for the Bovell Fund \$300.</i>	\$ 600.00
80	Ridgefield Academy, Inc.	223A West Mountain Road Ridgefield, CT 06877	<i>\$5,000 for the Annual Fund and \$5,000 for the Capital Campaign.</i>	\$ 10,000.00

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81	Ridgefield Academy, Inc.	223A West - Mountain Road Ridgefield, CT 06877	<i>for the Capital Campaign.</i>	\$ 500.00
82	Ridgefield Boys Club	41 Governor Street Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years for After School programming during the school year and Summer Camp from June - August.</i>	\$ 2,500.00
83	Ridgefield Chorale	P.O. Box 686 Ridgefield, CT 06877	<i>for the General Fund.</i>	\$ 600.00
84	Ridgefield Playhouse for Movies and The Performing Arts, Inc.	80 East Ridge Ridgefield, CT 06877	<i>for first payment on a pledge of \$5,000 payable over 2 years Arts for Everyone Community Outreach Program.</i>	\$ 1,900.00
85	Ridgefield Sunrise Cottage, Inc.	6 Sunset Lane Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
86	Ridgefield Symphony Orchestra	90 East Ridge Road Suite C Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
87	Ridgefield Veterans Memorial Community Association, Inc.	316 Main Street Ridgefield, CT 06877	<i>for first payment on a pledge of \$5,000 payable over 2 years toward the completion of the phase II portion of the parking lot Paver Project.</i>	\$ 2,500.00
88	Ridgefield Veterans Memorial Community Association, Inc.	316 Main Street, Ridgefield, CT 06877	<i>for the "Purchase a Paver Project."</i>	\$ 3,500.00
89	Rosarian Academy	807 North Flagler Drive West Palm Beach, FL 33401	<i>for the General Fund.</i>	\$ 17,900.00
90	Rose Hill Art Center Inc. (Aiken Center for the Arts)	122 Laurens Street SW, Aiken, SC 29801	<i>for the General Fund.</i>	\$ 1,027.00
91	ROW New York	10-27 46th Avenue Suite 101 Long Island City, NY 11101	<i>for General Operating Support.</i>	\$ 1,500.00
92	Saint Chrysostom's Church	1424 North Dearborn Parkway, Chicago, IL 60610	<i>for the General Fund.</i>	\$ 525.00

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93	Saint Edward Church, FL	144 North Country Road Palm Beach, FL 33480	<i>for the General Fund.</i>	\$ 1,700.00
94	Saint Elizabeth Shelter Corporation	804 Alarid Street, Santa Fe, NM 87501	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,500.00
95	Saint John's Episcopal Church (MI)	P.O. Box 52 Harbor Springs , MI 49740	<i>for the General Fund.</i>	\$ 800.00
96	Saint John's Episcopal Church (MI)	P.O. Box 52 Harbor Springs , MI 49740	<i>for the Community Fund \$700 and for General Operating Support \$400.</i>	\$ 1,100.00
97	Salvation Army Michigan City	P.O. Box 14 1201 South Franklin Street Michigan City, IN 46361	<i>for the General Fund</i>	\$ 2,500.00
98	Salvation Army Michigan City	P.O. Box 14 1201 South Franklin Street Michigan City, IN 46361	<i>for the Energy Assistance Program</i>	\$ 4,000.00
99	Samaritan Counseling Centers, Inc.	340 Commerce Square, Michigan City, IN 46360	<i>for the General Fund.</i>	\$ 2,500.00
100	Santa Fe Botanical Gardens*	1213 Mercantile Street Suite A Santa Fe, NM 87507	<i>for first payment on a pledge of \$10,000 payable over 2 years for the Santa Fe Botanical Garden at Museum Hill Capital Project.</i>	\$ 2,500.00
101	Society for the Preservation of Long Island Antiquities, Inc.	161 Main Street P.O. Box 148 Cold Spring Harbor, NY 11733	<i>for the Gallery Conversion.</i>	\$ 1,000.00
102	Solace Crisis Treatment Center, Inc.	6601 Valentine Way, Santa Fe , NM 87505	<i>for first payment on pledge of \$5,000 payable over 2 years for General Operating Support</i>	\$ 2,500.00
103	Solomon R. Guggenheim Foundation	1071 Fifth Avenue New York, NY 10128	<i>for On-Site School Programs.</i>	\$ 3,000.00
104	Spanish Colonial Art Society, Inc.	P.O. Box 1611 750 Camino Lejo Santa Fe, NM 87504	<i>for first payment on a pledge of \$5,000 payable over 2 years for Youth Education and Outreach.</i>	\$ 2,000.00
105	Sphere, Inc.	P.O. Box 1136 Ridgefield, CT 06877	<i>for final payment on pledge of \$5,000 payable over 2 years for General Operating Support</i>	\$ 2,500.00

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Designated Approved Grants for Fiscal Year Ending 9/30/12

106	St. Philip's in the Hills Episcopal Church	P.O. Box 65840, Tucson, AZ 85728	<i>for the General Fund.</i>	\$ 500.00
107	St. Vincent Hospital Foundation	455 St. Michael's Drive, Santa Fe, NM 87505	<i>for first payment on a pledge of \$10,000 payable over 2 years toward the Trauma Challenge Grants.</i>	\$ 5,000.00
108	Trinity Episcopal Church	1579 Northern Boulevard Roslyn, NY 11576	<i>toward the costs to design, purchase and install fire alarm system for the Parish Hall.</i>	\$ 14,652.00
109	United States Equestrian Foundation	4047 Iron Works Parkway Lexington, KY 40511	<i>for Team Support.</i>	\$ 5,338.00
110	United Way - Aiken	235 Barnwell Avenue, NW P.O. Box 699 Aiken, SC 29802	<i>for the General Fund.</i>	\$ 500.00
111	Visiting Nurse Association of Ridgefield, Inc.	90 East Ridge, Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years for the Well Child Clinics.</i>	\$ 2,500.00
112	Woodstock Day School	P.O. Box 1 Woodstock, NY 12498	<i>for the Annual Fund.</i>	\$ 600.00
113	Woodstock Day School	P.O. Box 1 Woodstock, NY 12498	<i>for the Annual Fund.</i>	\$ 15,205.00
114	Yale University Art Gallery	155 Whitney Avenue, Room 214 P.O. Box 208271 New Haven, CT 06520	<i>for General Operating Support.</i>	\$ 2,025.00
115	Yale University Art Gallery	155 Whitney Avenue, Room 214 P.O. Box 208271 New Haven, CT 06520	<i>for final payment on a pledge of \$150,000 payable over 3 years for European Gallery Reinstallation.</i>	\$ 50,000.00
116	Yorkville Common Pantry	8 East 109th Street New York, NY 10029	<i>for General Operating Support.</i>	\$ 2,500.00
117	Youth Shelters and Family Services, Inc.	P.O. Box 28279 Santa Fe, NM 87592	<i>for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support.</i>	\$ 2,000.00
				\$ 413,607.00

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Michigan City Approved Grants for Fiscal Year Ending 9/30/12

1	Boys and Girls Club of Michigan City, Inc.	301 East Eighth Street, Michigan City, IN 46360	for General Operating Support of the club house	\$ 5,000.00
2	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street, Michigan City, IN 46360	for first payment on a pledge of \$10,000 payable over 2 years for the Grace Learning Center	\$ 5,000.00
3	Citizens Concerned for the Homeless, Inc.	1005 W 8th Street, Michigan City, IN 46360	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
4	Friends of Barker Civic Center, Inc.	631 Washington Street Michigan City, IN 46360	for General Operating Support	\$ 10,380.00
5	Friends of Barker Civic Center, Inc.	631 Washington Street Michigan City, IN 46360	for first payment on pledge of \$150,000 for the Exterior Facade Restoration. Paid - 3/14/12	\$ 50,000.00
6	Harmony House/CASA Program of LaPorte County, Inc.	1005 Michigan Avenue, LaPorte, IN 46350	for first payment on a pledge of \$17,000 payable over 2 years for General Operating Support	\$ 8,500.00
7	Healthy Communities of LaPorte County, Inc.	800 Lincoln way, Suite 200, LaPorte, IN 46350	for final payment on a pledge of \$12,000 payable over 2 years for Literacy Council	\$ 6,000.00
8	Jack & Shirley Lubeznik Center for the Arts, Inc.	101 West Second Street Michigan City, IN 46360	for first payment of \$17,500 on a pledge of \$35,000 payable over 2 years for the Academic Achievement Through Art Initiative	\$ 17,500.00
9	Junior Achievement, Inc.- Michigan City	1339 North Jonathan Ct., LaPorte, IN 46350	for final payment on a pledge of \$12,360 payable over 2 years for Michigan City Elementary Education Programs.	\$ 6,180.00
10	LaPorte County Child Abuse Prevention Council, Inc.	7451 West Johnson Road, Michigan City, IN 46360	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
11	Open Door Health Center, Inc.	710 Franklin Street, Suite 105, Michigan City, IN 46360	for final payment on a pledge of \$20,000 payable over 2 years for the Adolescent Health Center.	\$ 10,000.00
12	Salvation Army Michigan City	P.O. Box 14 1201 South Franklin Street Michigan City, IN 46361	for final payment on a 2 yr pledge of \$20,000 for the Emergency Services & Basic Needs.	\$ 10,000.00
13	Salvation Army Michigan City	P.O. Box 14 1201 South Franklin Street Michigan City, IN 46361	a \$1 for \$2 match of \$20,000 when \$40,000 is raised in association with the building expansion and renovations costs Funds must be raised on or before November 1, 2011 with proper documentation(no BWF Monies can be used toward the match) paid 11/10/11	\$ 20,000.00
14	Social and Learning Institute for the Disadvantaged, Inc.	201 East Garfield Street Michigan City, IN 46360	for final payment on a pledge of \$10,000 payable over 2 yrs for General Operating Support	\$ 5,000.00

Michigan City Approved Grants for Fiscal Year Ending 9/30/12

ATTACHMENT 15

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New York Approved Grants for Fiscal Year Ending 9/30/12

1	Adaptive Design Association, Inc.	313 West 36th Street, New York, NY 10024	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500.00
2	Alcoholism Council of New York	2 Washington Street, 7th Floor, New York, NY 10004	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
3	American Museum of Natural History	Central Park West at 79th Street, New York, NY 10024	for first payment on a pledge of \$30,000 payable over 2 year for the Education Programs at the American Museum of Natural History	\$ 15,000.00
4	Art League of Long Island	107 East Deer Park Road, Dix Hills, NY 11746	for a \$1 for \$1 match of \$10,000 for the Computer Classroom upgrade. Funds must be from new or increased sources and must be raised by May 1, 2012 (any monies from BWF or a BWF Director will not be eligible)	\$ 10,000 00
5	Arts Connection	520 Eighth Avenue, Suite 321, New York, NY 10018	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
6	Asphalt Green, Inc.	555 East 90th Street, New York, NY 10128	for first payment on a pledge of \$20,000 payable over 2 years for the Recess Enhancement Program (REP)	\$ 10,000 00
7	Big Apple Circus, Ltd.	One MetroTech Center, 3rd Floor, Brooklyn, NY 10012	for the Clown Care Program - New York City.	\$ 8,000.00
8	Big Brothers and Big Sisters of New York City, Inc	223 East 30th Street, New York, NY 10016	for final payment on a pledge of \$35,000 payable over 2 years for General Operating Support	\$ 17,500 00
9	Big Brothers-Big Sisters of Long Island, Inc.	70 Acorn Lane, Levittown, NY 11756	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
10	Brooklyn Academy of Music, Inc.	30 Lafayette Avenue Brooklyn, NY 11217	for final payment on a pledge of \$25,000 payable over 2 years for BAM Education Programs	\$ 12,500.00
11	Brooklyn Botanic Garden Corporation	1000 Washington Avenue Brooklyn, NY 11225	for final payment on a pledge of \$16,000 payable over 2 years for the Children's Education Programs	\$ 8,000 00
12	Brooklyn Children's Museum Corp.	145 Brooklyn Avenue, Brooklyn, NY 11213	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
13	Brooklyn Youth Chorus Academy, Inc.	179 Pacific Street Brooklyn, NY 11201	for first payment on a pledge of \$25,000 payable over 2 years for the Choral Music Education and Performance Program	\$ 12,500.00
14	Carnegie Hall Corporation	881 Seventh Avenue, New York, NY 10019	for final payment on a pledge of \$25,000 payable over 2 years for "Link up"	\$ 12,500 00
15	Center for Alternative Sentencing and Employment Services, Inc.	346 Broadway, 3rd Floor West, New York, NY 10013	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
16	Central Park Conservancy	14 East 60th Street 8th Floor New York, NY 10022	for first payment on a pledge of \$30,000 payable over 2 years for Youth Education & Service Programs	\$ 15,000.00
17	Child Center of New York	60-02 Queens Blvd., Lower Level, Woodside, NY 11377	toward purchasing 15 computers for the EINSTINE project (Electronic Integrated Storage Information Network), a new centralized database system	\$ 15,000 00
18	Children's Museum of the Arts, Inc.	103 Charlton Street, New York, NY 10014	for a \$20,000 \$1 for \$1 match of new money on or before May 1, 2012, for the Capital Campaign for the new Museum. Completed 2-10-12	\$ 20,000 00
19	Church of the Holy Apostles	296 Ninth Avenue, New York, NY 10001	to purchase and install a new 6-burner convection oven and four holding and transport food cabinets.	\$ 16,000.00

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New York Approved Grants for Fiscal Year Ending 9/30/12

20	City Parks Foundation, Inc.	830 Fifth Avenue Room-280 New York, NY 10021	for first payment on a pledge of \$16,000 payable over 2 years for the Education Programs	\$ 8,000.00
21	Classroom, Inc.	245 Fifth Avenue, New York, NY 10016	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500.00
22	Coalition for the Homeless	129 Fulton Street New York, NY 10038	for first payment of \$5,000 on a pledge of \$12,500 payable over 2 years for the First Step Job Training Program	\$ 5,000.00
23	Court Appointed Special Advocates, Inc.	50 Broadway, 31st Floor, New York, NY 10004	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000.00
24	Dome Project, Inc.	486 Amsterdam Avenue New York, NY 10024	for final payment on a pledge of \$15,000 payable over 2 years for the Juvenile Justice Program.	\$ 7,500.00
25	Door, Inc.- A Center for Alternatives, Inc.	121 Avenue of the America New York, NY 10013	for first payment on a pledge of \$18,000 payable over 2 years for General Operating Support	\$ 9,000.00
26	Dorot, Inc.	171 West 85th Street, New York, NY 10024	for first payment on a pledge of \$20,000 payable over 2 years for the Homelessness Prevention Program (HPP)	\$ 10,000.00
27	DreamYard Drama Project, Inc.	1085 Washington Avenue Ground Floor Bronx, NY 10456	for first payment on a pledge of \$25,000 payable over 2 years for the Bronx Arts Learning Community (BALC).	\$ 12,500.00
28	East Harlem Employment Services, Inc.	240 East 123rd Street 3rd Floor New York, NY 10035	for first payment on a pledge of \$40,000 payable over 2 years for General Operating Support	\$ 20,000.00
29	ENACT, Inc.	630 Ninth Avenue Suite 301 New York, NY 10011	for first payment on a pledge of \$12,000 payable over 2 years for the Dropout Prevention Program at Middle School 363 - Academy for Personal Leadership and Excellence.	\$ 6,000.00
30	Fresh Youth Initiatives, Inc.	505 West 171 Street, New York, NY 10032	for final payment on a pledge of \$15,000 payable over 2 years for the Community Youth In Action.	\$ 7,500.00
31	Friends of Green Chimneys	400 Doansburg Road Box 719 Brewster, NY 10509	for final payment on a pledge of \$15,000 payable over 2 years for the Dual Campus Science Education program at Clearpool Education Center.	\$ 7,500.00
32	Girls Educational and Mentoring Services, Inc.	298 B West 149th Street New York, NY 10039	for first payment on a pledge of \$10,000 payable over 2 years for General Operating Support	\$ 5,000.00
33	Goddard-Riverside Community Center	593 Columbus Avenue New York, NY 10024	for final payment on a pledge of \$50,000 payable over 2 years for General Operating Support and for final payment on a pledge of \$20,000 for the Star Learning Center.	\$ 35,000.00
34	Good Shepherd Services	305 Seventh Avenue, 9th floor, New York, NY 10001	for first payment on a pledge of \$30,000 payable over 2 years for the After School KidzLit Literacy Program at PS 676 in Brooklyn	\$ 15,000.00
35	Green Guerillas, Inc.	307 7th Avenue, Room 1601, New York, NY 10001	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.	\$ 5,000.00
36	Hamilton Madison House, Inc.	50 Madison Street, New York, NY 10038	for final payment on a pledge of \$16,000 payable over 2 years for the HMH After School Program	\$ 8,000.00
37	Hartley House	413 West 46th Street, New York, NY 10036	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
38	Henry Street Settlement	265 Henry Street, New York, NY 10002	for final payment on pledge of \$30,000 payable over 2 years for general operating support of the Abrons Art Center	\$ 15,000.00
39	Highbridge Community Life Center, Inc.	979 Ogden Avenue, Bronx, NY 10452	for first payment on a pledge of \$30,000 payable over 2 years for the Health Careers Training Program	\$ 15,000.00
40	Hope Program, Inc.	One Smith Street Brooklyn, NY 11201	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000.00

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41	Hudson Guild	441 West 26th Street New York, NY 10001	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000.00
42	ICD International Center for the Disabled, Inc.	340 East 24th Street New York, NY 10010	for first payment on a pledge of \$30,000 payable over 2 years for The Center for Traumatic Brain Injury (TBI) Rehabilitation.	\$ 15,000.00
43	iMentor	30 Broad Street, 9th Floor, New York, NY 10004	for final payment on a pledge of \$10,000 payable over 2 years for New York City Program	\$ 5,000.00
44	Inwood House	320 East 82nd Street, New York, NY 10028	for first payment on a pledge of \$25,000 payable over 2 years for Teen Choice, school and community based asset building model for teen pregnancy and HIV/STD prevention.	\$ 12,500 00
45	Island Harvest LTD.	199 Second Street, Mineola, NY 11501	for final payment on a pledge of \$27,000 payable over 2 years for General Operating Support	\$ 13,500 00
46	Jacob A. Riis Neighborhood Settlement	10-25 41st Avenue Long Island City, NY 11101	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000.00
47	King Manor Association of Long Island, Inc.	90-04 161 Street, #704, Jamaica, NY 11432	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
48	Kingsbridge Heights Community Center	3101 Kingsbridge Terrace Bronx, NY 10463	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
49	Learning Ally, Inc. - New York	20 Roszel Road Suite 1005 Princeton, NJ 08540	for first payment on a pledge of \$20,000 payable over 2 years to support studio operations in New York City	\$ 10,000.00
50	Learning Leaders, Inc.	80 Maiden Lane Suite 1100 New York, NY 10038	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
51	Learning Through an Extended Arts Program, Inc.	441 West End Avenue, 2G, New York, NY 10024	for final payment on a pledge of \$25,000 payable over 2 years for Active Learning Leads to Literacy Program.	\$ 12,500 00
52	Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	for final payment on a 2 year pledge of \$40,000 payable over 2 years for Older Adult Services.	\$ 20,000 00
53	Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	for first payment on a pledge of \$40,000 payable over 2 years toward "Completing the Transformation of Our Headquarters Building Renovating the Fifth Floor "	\$ 20,000 00
54	Lighthouse International	111 East 59th Street New York, NY 10022	for first payment on a pledge of \$40,000 payable over 2 years for the Early Intervention Program	\$ 20,000 00
55	Lincoln Center for the Performing Arts, Inc.	70 Lincoln Center Plaza, 9th Floor, New York, NY 10023	for final payment on a pledge of \$25,000 payable over 2 years for the Focus Schools Program.	\$ 12,500 00
56	Literacy Partners, Inc.	30 East 33rd Street 6th Floor New York, NY 10016	for final payment on a pledge of \$10,000 payable over 2 years for the Employment Training Program	\$ 5,000 00
57	Long Island Crisis Center, Inc.	2740 Martin Avenue Bellmore, NY 11710	for first payment on a pledge of \$16,000 payable over 2 years for General Operating Support	\$ 8,000.00
58	Long Island Museum of American Art, History & Carriages	1200 Route 25A, Stony Brook, NY 11790	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
59	Mercy Center, Inc.	377 East 145th Street Bronx, NY 10454	for final payment on a 2 yr pledge of \$22,000 payable over 2 years for General Operating Support	\$ 11,000.00
60	Metropolitan Opera Association, Inc.	Lincoln Center New York, NY 10023	for final payment on a pledge of \$150,000 payable over 3 years for The Met HD Live in Schools (NYC only)	\$ 50,000 00
61	Momma's, Inc.	1857 Wantagh Avenue, Wantagh, NY 11793	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000.00

The Barker Welfare Foundation

New York Approved Grants for Fiscal Year Ending 9/30/12

62	Morris-Jumel Mansion, Inc.	65 Jumel Terrace New York, NY 10032	for final payment on a pledge of \$20,000 payable over 2 years for Education Programming	\$ 10,000.00
63	Museum of the City of New York	1220 Fifth Avenue New York, NY 10029	for first payment on a pledge of \$50,000 payable over 2 years for the Expansion and Modernization Project, Phase III	\$ 25,000.00
64	Nassau County Museum of Fine Art	One Museum Drive, Roslyn, NY 11576	\$1 for \$1 matching grant of \$10,000 to be completed by May 1, 2012 toward the Grounds Restoration Project (which will include the purchase of a Brush Cutter)	
65	National Dance Institute, Inc.	594 Broadway, Room 805, New York, NY 10012	for the National Dance Institute Center for Learning and the Arts	\$ 25,000.00
66	National Dance Institute, Inc.	217 West 147th Street New York, NY 10039	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
67	Nazareth Housing, Inc.	519 East 11th Street New York, NY 10009	for first payment on a pledge of \$15,000 payable over 2 years for the Housing Stability Support Project	\$ 7,500.00
68	Neighborhood Coalition for Shelter, Inc.	157 East 86th Street, 2nd Floor, New York, NY 10028	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000.00
69	Neighbors Together Corp.	2094 Fulton Street Brooklyn, NY 11233	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500.00
70	New Destiny Housing Corporation	12 West 37th Street 7th Floor New York, NY 10018	for final payment on a pledge of \$15,000 payable over 2 years for HousingLink.	\$ 7,500.00
71	New York Botanical Garden	200th Street and Southern Blvd. Bronx, NY 10458	for final payment on a pledge of \$40,000 payable over 2 years for the Children's Education Program.	\$ 20,000.00
72	New York Hall of Science	47-01 111th Street, Flushing Meadows Corona Park, NY 11368	for final payment on a pledge of \$20,000 payable over 2 years for the Science Career Ladder	\$ 10,000.00
73	New York Historical Society	170 Central Park West New York, NY 10024	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support of the Education Programs	\$ 10,000.00
74	New York Landmarks Conservancy, Inc.	One Whitehall Street, New York, NY 10004	for final payment on a pledge of \$30,000 payable over 2 years for the Sacred Sites Program	\$ 15,000.00
75	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 Street, New York, NY 10018	for first payment on a pledge of \$30,000 payable over 2 years for the Summer Reading Program.	\$ 15,000.00
76	Old Westbury Gardens, Inc.	P.O. Box 430, Old Westbury, NY 11568	for final payment on a pledge of \$6,000 payable over 2 yrs for the Environmental Education Program in Partnership with the Westbury School District	\$ 3,000.00
77	One Stop Senior Services, Inc.	747 Amsterdam Avenue, 3rd Floor, New York, NY 10025	for final payment on a pledge of \$15,000 payable over 2 years for the Care Management Program.	\$ 7,500.00
78	Operation Exodus Inner City, Inc.	21 Wadsworth Avenue, New York, NY 10033	for final payment on a pledge of \$20,000 payable over 2 years for the After School Program.	\$ 10,000.00
79	Opus 118 Harlem School of Music	103 East 125th Street New York, NY 10035	for General Operating Support.	\$ 5,000.00
80	Orpheon, Inc.	330 West 42nd Street 12th Floor New York, NY 10036	for first payment on a pledge of \$15,000 payable over 2 years for Musical Connections The School Partnership Program.	\$ 7,500.00
81	Partnership for After School Education, Inc.	120 Broadway, Suite 3048, New York, NY 10271	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000.00

The Barker Welfare Foundation

New York Approved Grants for Fiscal Year Ending 9/30/12

82	Partnership for the Homeless, Inc.	305 Seventh Avenue 13th Floor New York, NY 10001	for first payment on a pledge of \$15,000 payable over 2 years for Furnish a Future	\$ 7,500.00
83	Partnership with Children, Inc.	299 Broadway Suite 1300 New York, NY 10007	for first payment on a pledge of \$30,000 payable over 2 years for Open Heart-Open Mind Program	\$ 15,000.00
84	Peer Health Exchange, Inc.	1460 Broadway Suite 5-24D New York, NY 10036	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000.00
85	Planned Parenthood of Nassau County, Inc.	540 Fulton Avenue Hempstead, NY 11550	for the Department of Training & Education	\$ 10,000.00
86	Planned Parenthood of New York City, Inc.	26 Bleecker Street, New York, NY 10012	for final payment on a pledge of \$30,000 payable over 2 years for the Promoting Positive Futures: Providing NYC's Youth with Comprehensive Sexual and Reproductive Health Education.	\$ 15,000.00
87	Point Community Development Corporation	940 Garrison Avenue, Bronx, NY 10474	for first payment on a pledge of \$15,000 payable over 2 years for the Arts and Advocacy Youth Development Program	\$ 7,500.00
88	Prep for Prep	328 West 71st Street New York, NY 10023	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000.00
89	Project Renewal, Inc.	200 Varick Street 9th Floor New York, NY 10014	for first payment on a pledge of \$25,000 payable over 2 years for the Mobile Health Care for Homeless New Yorkers	\$ 12,500.00
90	Publicolor, Inc.	149 Madison Avenue, Suite 1201, New York, NY 10016	for first payment on a pledge of \$12,000 payable over 2 years for Color Club. A community of leaders organizing revitalization	\$ 6,000.00
91	Queens Botanical Garden Society, Inc.	43-50 Main Street Flushing, NY 11355	for first payment on a pledge of \$10,000 payable over 2 years for the Environmental Education Workshops for School Groups.	\$ 5,000.00
92	Queens Community House, Inc.	108-25 62nd Drive Forest Hills, NY 11375	for a \$1 for \$1 match of \$10,000 for General Operating Support. Funds must be from new sources and must be raised by September 30, 2012 (any monies from BWF, a BWF Director or a gala will not be eligible) with proper documentation.	\$ 10,000.00
93	Queens Museum of Art	New York City Building, Flushing Meadows Corona Park, Flushing, NY 11368	for first payment on a pledge of \$20,000 payable over 2 years for the ArtAccess Program	\$ 10,000.00
94	Reading Team, Inc.	2090 Seventh Avenue, Suite 600, New York, NY 10027	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500.00
95	Rocking the Boat, Inc.	812 Edgewater Road, Bronx, NY 10474	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.	\$ 5,000.00
96	Rocking the Boat, Inc.	812 Edgewater Road, Bronx, NY 10474	for the Rocking the Boat New Home Campaign	\$ 20,000.00
97	ROW New York	10-27 46th Avenue Suite 101 Long Island City, NY 11101	for first payment on a pledge of \$14,000 payable over 2 years for General Operating Support.	\$ 7,000.00
98	Sadie Nash Leadership Project, Inc.	157 Montague Street, Brooklyn, NY 11201	for first payment on a pledge of \$15,000 payable over 2 years for the Summer Institute.	\$ 7,500.00
99	Safe Horizon, Inc.	2 Lafayette Street, 3rd Floor, New York, NY 10007	for a \$1 for \$1 match of \$15,000 for the Queens Child Advocacy Center (QCAC) Funds must be from new sources and must be raised by May 1, 2012 (any monies from BWF or a BWF Director will not be eligible) Paid 9-17-12	\$ 15,000.00
100	Sanctuary for Families, Inc.	P.O. Box 1406, Wall Street Station, New York, NY 10268	for first payment on a pledge of \$40,000 payable over 2 years for General Operating Support	\$ 20,000.00

The Barker Welfare Foundation

New York Approved Grants for Fiscal Year Ending 9/30/12

101	SCAN New York Volunteer Parent Aides Association, Inc.	345 East 102nd Street New York, NY 10029	for first payment on a pledge of \$10,000 payable over 2 years for the Violence Prevention Program	\$ 5,000 00
102	SCO Family of Services (Center for Family Life)	345 43rd Street Brooklyn, NY 11232	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
103	Search and Care, Inc.	1844 Second Avenue, New York, NY 10128	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.	\$ 5,000 00
104	Service Program for Older People, Inc.	302 West 91 Street, 2nd floor, New York, NY 10024	for final payment on a pledge of \$24,000 payable over 2 years for General Operating Support	\$ 12,000 00
105	Shakespeare Society	118 Baxter Street Suite 705 New York, NY 10013	for first payment on a pledge of \$10,000 payable over 2 years for the Hunts Point Children's Shakespeare Ensemble.	\$ 5,000 00
106	Society of the Third Street Music School Settlement, Inc.	235 East 11th Street New York, NY 10003	for final payment on a pledge of \$14,000 payable over 2 years for the School & Community Partnerships (known as MILES Music Instruction on the Lower East Side).	\$ 7,000.00
107	Solomon R. Guggenheim Foundation	1071 Fifth Avenue New York, NY 10128	for final payment on a pledge of \$25,000 payable over 2 years for On-Site School Programs	\$ 12,500 00
108	Southampton Fresh Air Home	36 Barkers Island Road, Southampton, NY 11968	for a pledge of \$20,000 00 when \$25,000 is raised on or before March 1, 2012 for the Awning Project (with proper documentation) Paid 2/10/12	\$ 20,000 00
109	St. John's Bread and Life Program, Inc.	795 Lexington Avenue, Brooklyn, NY 11221	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000 00
110	St. Luke's Chamber Ensemble, Inc.	330 West 42nd Street 9th Floor New York, NY 10036	for final payment on a pledge of \$20,000 payable over 2 years for Orchestra of St. Luke's Arts Education program.	\$ 10,000.00
111	Stanley M. Isaacs Neighborhood Center	415 East 93rd Street, New York, NY 10128	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000.00
112	Staten Island Institute of Arts and Sciences	75 Stuyvesant Place, Staten Island, NY 10301	for first payment on a pledge of \$25,000 payable over 2 years for Title I Education Program.	\$ 12,500.00
113	StreetWise Partners, Inc.	594 Broadway Suite 510 New York, NY 10012	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
114	Sunnyside Community Services	43-31 39th Street, Sunnyside, NY 11104	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
115	TADA Theater and Dance Alliance, Inc.	15 West 28th Street, 3rd floor, New York, NY 10001	for General Operating Support.	\$ 10,000 00
116	Trust for Public Land (NYC)	666 Broadway 9th Floor New York, NY 10012	for first payment on a pledge of \$25,000 payable over 2 years for Parks for People - New York City	\$ 12,500 00
117	Union Settlement Association	237 East 104th Street New York, NY 10029	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
118	United Neighborhood Houses of New York, Inc.	70 West 36th Street, 5th Floor, New York, NY 10018	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
119	University Settlement Society of New York	184 Eldridge Street New York, NY 10002	for final payment on a pledge of \$20,000 payable over 2 years for Senior HeART Program	\$ 10,000 00

New York Approved Grants for Fiscal Year Ending 9/30/12

ATTACHMENT 15

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30,2012

PART XV- GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

APPROVED FOR FISCAL YEAR ENDING 9/30/2013

CHICAGO	\$	97,500
MICHIGAN CITY		131,000
OTHER		37,100
NEW YORK		<u>454,000</u>
TOTAL	\$	<u>719,600</u>

Approved payments in FYE 2012 to be paid in FYE 2013

	Organization	Address	Purpose	Amount
	<u><i>Chicago</i></u>			
1	Art Institute of Chicago	111 S. Michigan Avenue Chicago, IL 60603	for final payment on a pledge of \$30,000 payable over 2 years for Museum Education. Student and Teacher Programs	\$ 15,000.00
2	Chicago Child Care Society	5467 South University Avenue Chicago, IL 60615	for final payment on a pledge of \$40,000 payable over 2 years for the Next Step Program.	\$ 20,000.00
3	Chicago Youth Centers	218 South Wabash Avenue Suite 600 Chicago, IL 60604	for final payment on a pledge of \$30,000 payable over 2 years for the Teen Leadership Development	\$ 15,000.00
4	Children's Memorial Hospital Foundation	2300 Children's Plaza Box 4 Chicago, IL 60614	for final payment on a pledge of \$100,000 payable over 3 years for construction of the Ann & Robert H Lurie Children's Hospital of Chicago.	\$ 35,000.00
5	Court Appointed Special Advocates of Cook County	910 West Van Buren #339 Chicago, IL 60607	for final payment on a pledge of \$25,000 payable over 2 years for Volunteer Recruitment, Training, Supervision and Retention Program (Child Advocacy Program).	\$ 12,500.00
				\$ 97,500.00
	<u><i>Michigan City</i></u>			
1	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street Michigan City, IN 46360	for final payment on a pledge of \$10,000 payable over 2 years for the Grace Learning Center	\$ 5,000.00
2	Friends of Barker Civic Center, Inc.	631 Washington Street Michigan City, IN 46360	for the Exterior Facade Restoration.	\$ 75,000.00
3	Harmony House/CASA Program of LaPorte County, Inc	1005 Michigan Avenue LaPorte, IN 46350	for final payment on a pledge of \$17,000 payable over 2 years for General Operating Support	\$ 8,500.00
4	Jack & Shirley Lubeznik Center for the Arts, Inc.	101 West Second Street Michigan City, IN 46360	for final payment on a pledge of \$35,000 payable over 2 years for the Academic Achievement Through Art Initiative.	\$ 17,500.00
5	LaPorte County Child Abuse Prevention Council, Inc	7451 West Johnson Road Michigan City, IN 46360	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
6	Stepping Stone Shelter for Women, Inc	P.O. Box 1045 Michigan City, IN 46360	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
				\$ 131,000.00
	<u><i>New York</i></u>			
1	Adaptive Design Association, Inc	313 West 36th Street New York, NY 10024	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500.00
2	American Museum of Natural History	Central Park West at 79th Street New York, NY 10024	for final payment on a pledge of \$30,000 payable over 2 year for the Education Programs at the American Museum of Natural History.	\$ 15,000.00

Approved payments in FYE 2012 to be paid in FYE 2013

3	Asphalt Green, Inc.	555 East 90th Street New York, NY 10128	<i>for final payment on a pledge of \$20,000 payable over 2 years for the Recess Enhancement Program (REP)</i>	\$ 10,000 00
4	Big Brothers-Big Sisters of Long Island, Inc.	70 Acorn Lane Levittown, NY 11756	<i>for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support</i>	\$ 10,000 00
5	Brooklyn Youth Chorus Academy, Inc.	179 Pacific Street Brooklyn, NY 11201	<i>for final payment on a pledge of \$25,000 payable over 2 years for the Choral Music Education and Performance Program.</i>	\$ 12,500 00
6	Central Park Conservancy	14 East 60th Street 8th Floor New York, NY 10022	<i>for final payment on a pledge of \$30,000 payable over 2 years for Youth Education & Service Programs.</i>	\$ 15,000 00
7	City Parks Foundation, Inc.	830 Fifth Avenue Room 280 New York, NY 10021	<i>for final payment on a pledge of \$16,000 payable over 2 years for the Education Programs.</i>	\$ 8,000 00
8	Classroom, Inc.	245 Fifth Avenue New York, NY 10016	<i>for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.</i>	\$ 7,500 00
9	Dorot, Inc	171 West 85th Street New York, NY 10024	<i>for final payment on a pledge of \$20,000 payable over 2 years for the Homelessness Prevention Program (HPP)</i>	\$ 10,000.00
10	DreamYard Drama Project, Inc.	1085 Washington Avenue Ground Floor Bronx, NY 10456	<i>for final payment on a pledge of \$25,000 payable over 2 years for the Bronx Arts Learning Community (BALC).</i>	\$ 12,500.00
11	East Harlem Employment Services, Inc.	240 East 123rd Street 3rd Floor New York, NY 10035	<i>for final payment on a pledge of \$40,000 payable over 2 years for General Operating Support.</i>	\$ 20,000 00
12	ENACT, Inc.	630 Ninth Avenue Suite 301 New York, NY 10011	<i>for final payment on a pledge of \$12,000 payable over 2 years for the Dropout Prevention Program at Middle School 363 - Academy for Personal Leadership and Excellence.</i>	\$ 6,000 00
13	Friends of Raynham Hall, Inc.	20 West Main Street, Oyster Bay, NY 11771	<i>for a matching grant of \$25,000 when \$50,000 is raised (\$1 for \$2) for the restoration of the exterior of the museum only by June 30, 2013.</i>	\$ 25,000.00
14	Girls Educational and Mentoring Services, Inc	298 B West 149th Street New York, NY 10039	<i>for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.</i>	\$ 5,000.00
15	Good Shepherd Services	305 Seventh Avenue 9th floor New York, NY 10001	<i>for final payment on a pledge of \$30,000 payable over 2 years for the After School KidzLit Literacy Program at PS 676 in Brooklyn.</i>	\$ 15,000.00
16	Hartley House	413 West 46th Street New York, NY 10036	<i>for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support</i>	\$ 10,000 00
17	Highbridge Community Life Center, Inc	979 Ogden Avenue Bronx, NY 10452	<i>for final payment on a pledge of \$30,000 payable over 2 years for the Health Careers Training Program</i>	\$ 15,000 00
18	Hope Program, Inc	One Smith Street Brooklyn, NY 11201	<i>for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support</i>	\$ 15,000 00
19	Hudson Guild	441 West 26th Street New York, NY 10001	<i>for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support</i>	\$ 10,000 00

Approved payments in FYE 2012 to be paid in FYE 2013

20	ICD International Center for the Disabled, Inc	340 East 24th Street New York, NY 10010	<i>for final payment on a pledge of \$30,000 payable over 2 years for The Center for Traumatic Brain Injury (TBI) Rehabilitation</i>	\$ 15,000.00
21	Inwood House	320 East 82nd Street New York, NY 10028	<i>for final payment on a pledge of \$25,000 payable over 2 years for Teen Choice, school and community based asset building model for teen pregnancy and HIV/STD prevention.</i>	\$ 12,500.00
22	New York Council on Adoptable Children, Inc.	589 Eighth Avenue, 15th Floor, New York, NY 10018	<i>for a \$1 for \$1 match of \$15,000 for General Operating Support Funds must be from new sources and must be raised by December 31, 2012 (no board \$s or BWF \$s eligible). Completed 10-23-12.</i>	\$ 15,000.00
23	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 Street New York, NY 10018	<i>for final payment on a pledge of \$30,000 payable over 2 years for the Summer Reading Program.</i>	\$ 15,000.00
24	Orpheon, Inc.	330 West 42nd Street 12th Floor New York, NY 10036	<i>for final payment on a pledge of \$15,000 payable over 2 years for Musical Connections The School Partnership Program.</i>	\$ 7,500.00
25	Partnership for the Homeless, Inc	305 Seventh Avenue 13th Floor New York, NY 10001	<i>for final payment on a pledge of \$15,000 payable over 2 years for Furnish a Future</i>	\$ 7,500.00
26	Partnership with Children, Inc	299 Broadway Suite 1300 New York, NY 10007	<i>for final payment on a pledge of \$30,000 payable over 2 years for Open Heart-Open Mind Program</i>	\$ 15,000.00

Approved payments in FYE 2012 to be paid in FYE 2013

			<i>for a \$1 for \$2 match of \$10,000 when \$20,000 is raised for Dept. of Training & Education Funds must be from new sources and must be raised by December 31, 2012 (any monies from BWF, a BWF Director or a gala will not be eligible) Extended deadline from 9/30/12 to 12/31/12.</i>	
27	Planned Parenthood of Nassau County, Inc	540 Fulton Avenue Hempstead, NY 11550		\$ 10,000.00
28	Peer Health Exchange, Inc	1460 Broadway Suite 5-24D New York, NY 10036	<i>for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support in NYC</i>	\$ 10,000.00
29	Queens Botanical Garden Society, Inc.	43-50 Main Street Flushing, NY 11355	<i>for final payment on a pledge of \$10,000 payable over 2 years for the Environmental Education Workshops for School Groups.</i>	\$ 5,000.00
30	Queens Museum of Art	New York City Building, Flushing Meadows Corona Park, Flushing, NY 11368	<i>or a \$1 for \$2 (raised) match of \$25,000 when \$50,000 is raised for the Capital Expansion Project. Funds must be from new sources and completed by 12/31/12 (any monies from BWF or a BWF Director will not be eligible). Extended deadline from 9/30/12 to 12/31/12.</i>	\$ 25,000.00
31	ROW New York	10-27 46th Avenue Suite 101 Long Island City, NY 11101	<i>for final payment on a pledge of \$14,000 payable over 2 years for General Operating Support</i>	\$ 7,000.00
32	Sadie Nash Leadership Project, Inc.	157 Montague Street Brooklyn, NY 11201	<i>for final payment on a pledge of \$15,000 payable over 2 years for the Summer Institute</i>	\$ 7,500.00
33	Sanctuary for Families, Inc.	P.O. Box 1406 Wall Street Station New York, NY 10268	<i>for final payment on a pledge of \$40,000 payable over 2 years for General Operating Support.</i>	\$ 20,000.00
34	Shakespeare Society	118 Baxter Street Suite 705 New York, NY 10013	<i>for final payment on a pledge of \$10,000 payable over 2 years for the Hunts Point Children's Shakespeare Ensemble.</i>	\$ 5,000.00
35	Staten Island Institute of Arts and Sciences	75 Stuyvesant Place Staten Island, NY 10301	<i>for final payment on a pledge of \$25,000 payable over 2 years for Title I Education Program.</i>	\$ 12,500.00
36	Sunnyside Community Services	43-31 39th Street Sunnyside, NY 11104	<i>for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.</i>	\$ 10,000.00
37	Year Up, Inc	55 Exchange Place New York, NY 10005	<i>for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.</i>	\$ 5,000.00
38	Yorkville Common Pantry	8 East 109th Street New York, NY 10029	<i>for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support</i>	\$ 12,500.00
39	Young Peoples Chorus of New York City, Inc	1995 Broadway Suite 305 New York, NY 10023	<i>for final payment on a pledge of \$16,000 payable over 2 years for the Satellite Schools Program.</i>	\$ 8,000.00
				\$ 454,000.00

Approved payments in FYE 2012 to be paid in FYE 2013

	<u>Other</u>			
1	Big Brothers Big Sisters of Northern New Mexico	1229 S St. Francis Drive Suite C Santa Fe, NM 87505	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support	\$ 3,000 00
2	Harbor Springs Area Historical Society, Inc.	P.O. Box 812 349 East Main Street Harbor Springs, MI 49740	for final payment on a pledge of \$10,000 payable over 2 years for Collections Management	\$ 5,000 00
3	National Dance Institute of New Mexico	1140 Alto Street Santa Fe, NM 87501	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500 00
4	Pegasus Therapeutic Riding, Inc.	310 Peach Lake Road Brewster, NY 10509	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500 00
5	Ridgefield Playhouse for Movies and The Performing Arts, Inc.	80 East Ridge Ridgefield, CT 06877	for final payment on a pledge of \$5,000 payable over 2 years Arts for Everyone Community Outreach Program.	\$ 3,100 00
6	Santa Fe Botanical Gardens	PO Box 23343 Santa Fe, NM 87502	for final payment on a pledge of \$10,000 payable over 2 years for the Santa Fe Botanical Garden at Museum Hill Capital Project.	\$ 7,500 00
7	Solace Crisis Treatment Center, Inc.	6601 Valentine Way Santa Fe, NM 87507	for final payment on pledge of \$5,000 payable over 2 years for General Operating Support	\$ 2,500 00
8	Spanish Colonial Art Society, Inc	P O Box 1611 750 Camino Lejo Santa Fe, NM 87504	for final payment on a pledge of \$5,000 payable over 2 years for Youth Education and Outreach	\$ 3,000 00
9	St. Vincent Hospital Foundation	455 St. Michael's Drive Santa Fe, NM 87505	for final payment on a pledge of \$10,000 payable over 2 years toward the Trauma Challenge Grants	\$ 5,000 00
10	Youth Shelters and Family Services, Inc.	P O. Box 28279 Santa Fe, NM 87592	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 3,000 00
				\$ 37,100.00
			Total approved grants to be paid in the future:	\$ 719,600.00

THE BARKER WELFARE FOUNDATION

EIN: 36-6018526

CONFORMITY STATEMENT

I CERTIFY THAT THE ATTACHED IS AN ACCURATE COPY OF THE REVISED BY-LAWS.

Sarane H Ross 2/6/13
SIGNATURE OF OFFICER DATE

SARANE H ROSS President
TYPE OR PRINT NAME AND TITLE

BY-LAWS
OF
THE BARKER WELFARE FOUNDATION

AS AMENDED THROUGH MAY 18, 2012

ARTICLE I
NAME, SEAL AND OFFICES

Section 1. Name. The name of the corporation is The Barker Welfare Foundation (hereinafter the "Foundation").

Section 2. Seal. The Board of Directors of the Foundation (hereinafter the "Board") shall obtain a seal for the Foundation which bears the name of the corporation and the words "Corporate Seal" and "Illinois".

Section 3. Offices. The Foundation may have offices at such places as the Board may from time to time designate, or the purposes of the Foundation may require.

ARTICLE II
MEMBERSHIP

Section 1. Number, Election, Qualifications, Term of Office, Removal and Resignation.

A. Number and Election. The Foundation shall have at least six (6) but no more than sixteen (16) members (the "Members"). The number of Members within that range may be increased or decreased by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting at which a quorum exists and for which notice of a proposed increase or decrease in the number of Members has been given. Members may be elected to fill

vacancies by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting at which a quorum exists.

B. Qualifications. To be eligible for appointment as a Member, a candidate for Membership (i) must be a lineal descendent by blood of Catherine Barker Hickox (the "Donor"), an adopted child of any such descendent who was no more than ten-years old at the time of adoption, or a lineal descendent by blood of any such adopted child (each such descendent or adopted child, a "Family Member") and (ii) must have served as a director of the Foundation for a continuous period of at least three (3) years immediately prior to appointment as a Member and must have served on a Grants Advisory Committee for the same period. To the extent possible, the Members should consist of an equal number of representatives of each of the four branches of the Donor's family (the "Family Branches"); each of the Donor's four children (Katrina H. Becker, Sarane H. Ross, J. Barker Hickox and Charles C. Hickox (each, an "Elder")) together with his or her respective Family Members constitute a Family Branch.

C. Term of Office. Each Member shall continue to be a Member until his or her death, resignation or removal. However, absences from any two consecutive meetings of the Members that are not excused by the President shall be considered a resignation. A Member represented at a meeting by proxy shall be deemed absent for purposes of this subsection (C).

D. Removal. Any Member may be removed, with or without cause, by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting at which a quorum exists and for which written notice of the proposed action to remove has been given, pursuant to Sections 2, 3, or 4, of this Article II.

E. Resignation. Any Member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Foundation.

Section 2. Annual Meeting; Notice. The annual meeting of the Membership shall be held in May at a place within or without the State of Illinois as determined by the Board. Written notice stating the place, day and hour of the meeting shall be delivered not less than thirty (30) days before the date of the annual meeting.

Section 3. Regular Meetings; Notice. Regular meetings shall be held at such intervals and at such times as the Board or the Members may determine. Written notice stating the place, day and hour of the meeting shall be delivered not less than thirty (30) days before the date of the regular meeting.

Section 4. Special Meetings; Notice. Special meetings of the Members may be called at any time and at any place by the President, or by the President at the request of a majority of the Members or a majority of the directors. Written notice stating the place, day, hour and the purpose or purposes for which the meeting is called shall be delivered not less than thirty (30) days before the date of the special meeting.

Section 5. Waiver of Notice. Notice of any meeting need not be given to any Member who submits a signed waiver of notice in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting lack of notice, prior to the conclusion of the meeting, shall constitute a waiver of notice.

Section 6. Proxies and Quorum. Every Member entitled to vote at a meeting of Members may vote by proxy which proxy must be signed by the Member. A Member's proxy may not be a blanket authorization for another person to act on behalf of the Member, but rather the proxy must state the Member's specific vote for or against a proposal. At all meetings of the Members,

a majority of the Members entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business.

Section 7. Action of the Members. The action of the majority of the Members present and voting, either in person or by proxy, at a meeting of the Members at which a quorum exists shall be the act of the Members, except as otherwise provided by these By-Laws. Members may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation shall constitute attendance in person. Any action which may be taken at a meeting of the Members may be taken without a meeting and without a vote, if a consent in writing, setting forth the action, shall be signed by all of the Members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall manage and control the affairs and property of the Foundation. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these By-Laws, or the laws of the State of Illinois, shall be and hereby are vested in and shall be exercised by the Board. The Board shall have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the State of Illinois, and shall have full authority with respect to the distribution and payment of monies received by the Foundation from time to time; provided, however, that the fundamental and basic purposes and powers of the Foundation, and the limitations thereon, as

expressed in the Certificate of Incorporation, as it may be amended from time to time, shall not thereby be amended or changed.

Section 2. Number, Election, Qualifications, Term of Office, Removal and Resignation.

A. Number and Election. The Board shall consist of at least ten (10) but no more than fifteen (15) directors. The number of directors within that range may be changed by majority vote of the Members present and voting either in person or by proxy at any meeting of the Membership at which a quorum exists. No decrease in the number of directors shall serve to diminish the term of any director then in office. The directors shall be elected by a majority vote of the Members present and voting either in person or by proxy at the annual meeting of the Members at which a quorum exists. A vacancy on the Board arising at any time and from any cause may be filled for the unexpired term by majority vote of the directors present and voting at any meeting of the Board at which a quorum exists.

B. Qualifications. The Board shall include “family directors” and at least one “non-family director,” provided that at all times at least a majority of the directors are family directors. To be eligible for election as a family director, an individual must be a Family Member who has served on a Grants Advisory Committee for a continuous period of at least three (3) years immediately prior to election as a director. At such time as when all of the Elders have ceased serving as directors, each director will be expected to serve on a Grants Advisory Committee. To the extent possible, the family directors should consist of an equal number of representatives of each Family Branch. A person who does not meet the eligibility requirements for a family director may serve as a non-family director; provided, however, that a spouse of a Family Member is not eligible to serve as a family or non-family director. The director in each Family Branch who has served on the Board for the longest period of time (whether consecutive

or nonconsecutive periods) is referred to as the "Senior Director" in that Family Branch. The terms "Family Member", "Family Branch" and "Elder" are defined in Article II, Section 1.B of these By-Laws.

C. Term of Office. The terms of office of all directors shall expire at the next annual Members' meeting following their election and, in any event, each director shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. All directors are eligible for unlimited reelection.

D. Removal. Any director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting of the Membership at which a quorum exists, and for which written notice of the proposed removal action has been given, pursuant to Sections 2, 3, or 4, of Article II.

E. Resignation. Any director may resign at any time by giving written notice of such resignation to the President or the Secretary of the Foundation.

Section 3. Annual Meeting; Notice. The annual meeting of the Board shall be held at a time and place fixed by the Board, and shall, when possible, be on the same date and at the same place as the annual meeting of the Members and immediately following the Members' meeting. Notice of the date, time and place of such annual meeting shall be delivered at least thirty (30) days in advance of the meeting date.

Section 4. Regular and Special Meetings; Notice. Regular meetings shall be held at such intervals and at such times and places as the Board may determine. Written notice of any such meeting shall be delivered to all directors at least thirty (30) days prior to its scheduled date. A special meeting of the Board may be called at any time and place by the President of the Foundation, or by any other individual so authorized by the Board, or upon written demand to

the President of a majority of the directors then in office. Notice of the date, time and place of any special meeting shall be delivered to all directors at least thirty (30) days prior to its scheduled date. Except as otherwise provided in these By-Laws, any business may be transacted at any duly-called Board meeting.

Section 5. Waiver of Notice. Notice of any meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 6. Quorum. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business.

Section 7. Action of the Board. The action of a majority of the directors present at a meeting of the Board at which a quorum exists shall be the act of the Board, except as otherwise provided by these By-Laws. Any director may participate in a meeting of the Board by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. Any Board action may be taken without a meeting if all directors consent in writing.

Section 8. Adjournment. At any meeting of the Board, whether or not there is a quorum present, a majority of the directors present may adjourn the meeting to another time and place without further notice to any absent director. At any such adjourned meeting at which a quorum (as provided in Article III, Section 6) is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Organization. At all meetings of the Board, the President of the Foundation, or, in his or her absence, a temporary chairperson chosen by the directors from among their number, shall preside. The Secretary of the Foundation or the Assistant Secretary, if any, shall act as secretary at all meetings of the Board. In the absence of the Secretary and the Assistant Secretary, if any, the presiding officer shall appoint any individual present to act as secretary of the meeting.

Section 10. Compensation. Directors shall serve without fixed salary for their services as such. Directors shall be allowed reimbursement for reasonable expenses, on resolution of the Board, for: (i) attendance at each meeting of the Board; (ii) attendance at meetings of the Foundation's committees; and (iii) other activities directly related to the Foundation's grant-making activities. Such reimbursement shall be consistent with the Foundation's operating guidelines. The Board shall have the power, at its sole discretion, to contract with any director for services rendered to the Foundation (not including services rendered in his or her capacity as director) and to pay said director compensation appropriate to the value of such services.

ARTICLE IV

OFFICERS

Section 1. Family Officers.

A. Family Officer Positions. At any time when all four Family Branches are represented on the Board and a representative of each of the four Family Branches is qualified to serve as a Family Officer under Subsection B, below, the Family Officers shall be the President, the First Vice President, the Second Vice President and the Secretary. At any time when only three Family Branches are represented on the Board and a representative of each of the three

Family Branches is qualified to serve as a Family Officer under Subsection B, below, the Family Officers shall be the President, the Vice President and the Secretary.

B. Qualifications. Each Family Officer position shall be held only by a Family Member who is then serving as a director of the Foundation and who has served as a director for at least five years, provided that, following evaluation of the special circumstances with respect to a particular Family Member, the Members may, by a vote of two-thirds (2/3) of the entire Membership at any meeting of the Members at which a quorum exists, either (i) waive the five-year requirement entirely or (ii) set the requirement at less than five years. A Family Officer's term shall end if he or she ceases to be a director. A Family Member may not hold more than one Family Officer position, and at no time may Family Members from the same Family Branch hold more than one Family Officer position.

C. Rotation of Family Branches through Family Officer Positions. Subject to the following principles and to the qualifications stated in Subsection B, above, the Family Branches will rotate through the Family Officer positions from Secretary to Vice President (or, if applicable, to Second Vice President to First Vice President) to President. When a Family Officer position becomes vacant, the Family Branch holding the immediately lower position will move up into the vacant position, and the Family Branch of the individual who held the vacant Family Officer position will move into the Secretary position. The rotation of Family Branches through the Family Officer positions will be governed by the following principles.

(i) Except as provided in Section 3 of Article IV, for so long as SHR is a Member and a director of the Foundation, she will be entitled to serve, at her discretion, as the President of the Foundation and the President position will not be subject to rotation.

(ii) Except as provided in Section 3 of Article IV, for so long as KHB is a Member and a director of the Foundation, she will be entitled to serve, at her discretion, in whichever Family Officer position (i.e., Vice President or President) she holds from time to time and that Family Officer position will not be subject to rotation.

(iii) When a vacancy occurs in a Family Officer position that will not be filled by KHB, the Senior Director in the appropriate Family Branch will fill the vacancy in that Family Officer position.

(iv) When two or more Family Members, other than SHR and KHB, are serving as Family Officers, such Family Members will serve as Family Officers for a two-year term and such Family Officer positions will rotate, as described above, every two years effective with the date of the annual meeting of the Board held at the end of the second year of the term. If a Family Member becomes a Family Officer at any time other than at an annual meeting of the Board at which the rotation of Family Officers occurs, that Family Member will serve a partial term as a Family Officer until the next annual meeting of the Board at which the rotation of Family Officers occurs and then a full two-year term.

(v) If a member of the Family Branch of Charles H. Hickox is elected to the Board, and the positions of First Vice President and Second Vice President are thus created, the individual then serving as Vice President will become the First Vice President, the individual then serving as Secretary will become the Second Vice President, and the Family Member in the Family Branch of Charles H. Hickox elected to the Board will become the Secretary.

(vi) If a vacancy occurs in the office of Secretary, due to a reason other than rotation, the member of the same Family Branch that held the office of Secretary who is the

next longest serving director in that Family Branch will fill the vacancy for the unexpired term and then will serve a full two-year term as Secretary.

Section 2. Non-Family Officers.

A. Non-Family Officer Positions. The Non-Family Officers of the Foundation, which will be held only by individuals who are not Family Members, shall be the Treasurer and such other officers with powers and duties not inconsistent with these By-Laws as the Board may from time to time determine.

B. Election and Term of Office. The Non-Family Officers shall be elected by a vote of the majority of the directors present and voting at the annual meeting of the Board at which a quorum exists. The Treasurer shall be elected from among the non-family directors; the other Non-Family Officers, if any, may be elected from among the non-family directors or from such other persons as the directors see fit. Each Non-Family Officer shall serve for a term fixed by the Board, and each shall serve until a successor shall have been elected and qualified, or until the officer's earlier death, resignation or removal. The Treasurer's term shall end if he or she ceases to be a director. Any two or more Non-Family Officer positions may be held by the same individual, but no instrument to be signed by more than one officer may be signed by one person in more than one capacity.

C. Vacancy. A vacancy in a Non-Family Officer position arising at any time may be filled for the unexpired term of that office by a majority vote of the directors present and voting at any meeting of the Board at which a quorum exists.

Section 3. Removal. Any officer of the Foundation may be removed, with or without cause, by a vote of two-thirds (2/3) of the directors then in office at any meeting of the Board at which a

quorum exists, and for which written notice of the proposed removal action has been given pursuant to Sections 3 or 4 of Article III.

Section 4. Resignation. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Foundation.

Section 5. President: Powers and Duties. The President shall preside at all meetings of the Board, shall have and exercise general charge and supervision of the affairs of the Foundation, subject to the control of the Board, and shall do and perform such other duties as may be assigned by the Board. The President shall be an ex officio, voting member of every committee. The President may sign or countersign all contracts, agreements, instruments and checks authorized by the Board.

Section 6. Vice-President: Powers and Duties. At the request of the President or in the event of the President's absence or disability, the Vice-President (or the First Vice President or the Second Vice President, as appropriate) shall perform the duties and exercise the powers of the President. The Vice-President (or the First Vice President and Second Vice President, as appropriate) shall have such other powers and perform such other duties as the Board may determine.

Section 7. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall have custody of the corporate seal, if any then exists. The Secretary shall attend and keep the minutes of all the meetings of the Board. The Secretary, shall have authority to certify bylaws, resolutions and other documents of the Foundation as true and correct copies thereof. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the Board, and shall perform such other duties

as may be assigned by the Board. If the Board elects an Assistant Secretary, the Board or the Secretary may assign any of the duties of the Secretary to the Assistant Secretary.

Section 8. Treasurer: Powers and Duties. The Treasurer shall deposit or cause to be deposited all monies and other valuable effects of the Foundation in the name and to the credit of the Foundation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the accounts of the Foundation. He or she shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned by the Board. The Treasurer may sign or countersign all contracts, agreements, instruments and checks authorized by the Board. If the Board elects an Assistant Treasurer, the Board or the Treasurer may assign any of the duties of the Treasurer to the Assistant Treasurer.

Section 9. Compensation. The President may receive compensation as determined by the Board, in connection with fulfillment of his or her duties as set forth in Section 5 of this Article IV. The compensation, if any, of any other officers shall be fixed by the Board and shall be reasonable in amount, and the fact that any officer is also a director of the Foundation shall not preclude his or her receiving a salary for services rendered in his or her capacity as an officer.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. Appointment. For so long as Sarane H. Ross is a Member and a director of the Foundation, she will be entitled to serve as the Executive Director of the Foundation. When Sarane H. Ross ceases to be the Executive Director, the Board shall appoint an Executive

Director, who shall not be a Family Member or related to a Family Member. The Executive Director shall not be eligible to serve as a non-family director.

Section 2. Duties and Compensation. The Executive Director shall be the chief operating officer of the Foundation. The Executive Director shall be responsible for the actual administrative and day-to-day operations of the Foundation, subject to the supervision of the President. The Executive Director shall be an employee of the Foundation and receive compensation as determined by the Board, in connection with fulfillment of his or her duties.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee. The Board may designate an Executive Committee to consist of the Family Officers and the Treasurer. Each member of the Executive Committee shall serve at the pleasure of the Board. The Executive Committee shall have and may exercise all of the powers and authority of the Board, to the extent allowed by applicable Illinois law, but shall be required to notify the full Board of any actions it takes or decisions made, other than those in the ordinary course of operations, within a reasonable time thereafter.

Section 2. Other Committees. The Board may, from time to time and by a majority vote of the directors then in office, appoint committees for any purpose and may delegate to each such committee such powers as the Board may deem appropriate and which are not inconsistent with Illinois law. In appointing a committee, the Board shall appoint the chair of the committee, shall specify the term of the committee's existence, and shall define the committee's powers and duties. Each committee shall consist of at least one director and shall have the power to further delegate such powers if the Board so provides in appointing the committee. In addition, the

President of the Foundation shall be a member ex officio of every committee and shall have the right to vote.

Section 3. Quorum. A majority of all of the members of the Executive Committee shall constitute a quorum at any meeting thereof. A majority of all of the members of any other committee established by the Board shall constitute a quorum at any meeting thereof. Procedures of the Executive Committee and any other committee shall be governed by rules fixed by the Board.

ARTICLE VII

AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Foundation, and empower them to perform such acts or duties on behalf of the Foundation, as the Board may see fit, so far as may be consistent with these By-Laws and to the extent authorized or permitted by law.

ARTICLE VIII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Contracts. The Board, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount.

Section 2. Loans. The Foundation shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the funds of the Foundation. The Board shall determine who shall be authorized from time to time on the Foundation's behalf to sign checks, drafts or other orders for the payment of money.

Section 4. Investments. The funds of the Foundation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE IX

INDEMNIFICATION

Section 1. Indemnification. The Foundation shall indemnify each director, as described in Article III hereof, each of its officers, as described in Article IV hereof, each of its employees and agents designated for indemnification by the Board within its discretion, and each person serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "directors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether by or in the right of the Foundation or not, in a manner and to the fullest extent now or hereafter permitted by the Corporations Law of the State of Illinois. Persons serving at the request of the Foundation as a director, officer, employee or

agent of another corporation, partnership, joint venture, trust or other enterprise (the "enterprise") shall be indemnified only to the extent not indemnified by that enterprise.

Section 2. Applicability and Non-Exclusivity. Every reference in this Article IX to directors and officers of the Foundation shall include every director and officer thereof or former director and officer thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any director, officer, employee or agent of the Foundation otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE X

FISCAL YEAR

The fiscal year of the Foundation shall be as determined by the Board.

ARTICLE XI

AMENDMENTS

Section 1. Amendments to the By-Laws. The Members shall have the power to make, alter, amend and repeal the Foundation's By-Laws by a vote of two-thirds (2/3) of the entire Membership at any meeting of the Members at which a quorum exists. Written notice setting forth the proposed amendment shall be given to each Member with the notice of the Members' meeting. The Board may propose amendments to the By-Laws for submission to the vote of the Members by a majority vote of the directors present and voting at any meeting of the Board at which a quorum exists.

Section 2. Amendments to the Certificate of Incorporation. The certificate of incorporation shall be amended as follows. The Board shall adopt a resolution setting forth the proposed

amendment and directing that it be submitted to a vote at an annual or special meeting of the Members. Written notice setting forth the proposed amendment shall be given to each Member with the notice of the Members' meeting. At such a meeting of the Members at which a quorum exists the proposed amendment shall be adopted if it receives the affirmative vote of at least two-thirds (2/3) of the votes of the Members present and voting either in person or by proxy.

Section 3. Meeting Notice and Limitation on Amendments. Notice of the proposed amendment or amendments shall be included in the meeting notices that are delivered to the directors or Members within the time provided by these By-Laws for notices of meetings. No action shall be taken to alter or amend the By-Laws or the Certificate of Incorporation that would adversely affect the qualification of the Foundation as an organization (i) exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Code Section 501(c)(3), and (ii) contributions to which are deductible under Code Section 170(c)(2).

ARTICLE XII

LIMITATIONS

Section 1. Exempt Activities. Notwithstanding any other provision of these By-Laws, no Member, director, officer, employee or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization (i) exempt from Federal income taxation under Code Section 501(a), as an organization described in Code Section 501(c)(3), and (ii) contributions to which are deductible under Code Section 170(c)(2).

Section 2. Prohibition Against Sharing in Corporate Earnings. No Member, director, officer or employee of, or other person connected with, the Foundation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Foundation or the reimbursement of expenses incurred by any such person on behalf of the Foundation, in connection with effecting any of the purposes of the Foundation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent Jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended), and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).