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

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation  
**PETER K. BARKER FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**BCRS ASSOCIATES, LLC** **9TH FL**

**77 WATER STREET**

City or town, state, and ZIP code  
**NEW YORK, NY 10005**

**A Employer identification number**  
13-3198247

**B Telephone number (see instructions)**  
(212) 440-0800

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**G** Check all that apply:

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

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

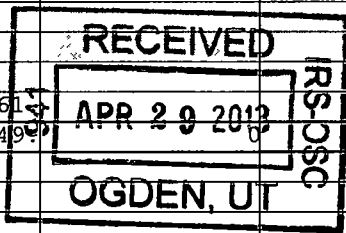
**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **3,207,416.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

**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 N/A	(d) Disbursements for charitable purposes (cash basis only)
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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .	134.	134.		ATCH 1
<b>4</b> Dividends and interest from securities . . . . .	58,156.	58,156.		ATCH 2
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) . . . . .				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	109,298.			
<b>b</b> Gross sales price for all assets on line 6a . . . . .	1,370,047.			
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		109,298.		
<b>8</b> Net short-term capital gain . . . . .				
<b>9</b> Income modifications . . . . .				
<b>10 a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .				
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> Other income (attach schedule) ATCH 3 . . . . .	1,161.	1,161.		
<b>12</b> Total. Add lines 1 through 11 . . . . .	168,749.	168,749.		
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	0			
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans, employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .				
<b>b</b> Accounting fees (attach schedule) ATCH 4 . . . . .	5,450.	2,725.		2,725.
<b>c</b> Other professional fees (attach schedule) . . . . .	22,105.	22,105.		
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions) ATCH 6 . . . . .	3,003.			
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .				
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) ATCH 7 . . . . .	519.	419.		100.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23 . . . . .	31,077.	25,249.		2,825.
<b>25</b> Contributions, gifts, grants paid . . . . .	95,540.			95,540.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25 . . . . .	126,617.	25,249.	0	98,365.
<b>27</b> Subtract line 26 from line 12 . . . . .				
<b>a</b> Excess of revenue over expenses and disbursements . . . . .	42,132.			
<b>b</b> Net investment income (if negative, enter -0-) . . . . .		143,500.		
<b>c</b> Adjusted net income (if negative, enter -0-) . . . . .			0	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,161.	1,161.
	2	Savings and temporary cash investments	86,262.	85,992.	85,992.
	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			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) <b>ATCH 8</b>	2,350,527.	2,391,768.	3,120,263.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	2,436,789.	2,478,921.	3,207,416.	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,436,789.	2,478,921.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	2,436,789.	2,478,921.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,436,789.	2,478,921.		

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 2,436,789.
2	Enter amount from Part I, line 27a	2 42,132.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 2,478,921.
5	Decreases not included in line 2 (itemize)	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 2,478,921.

**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.)
<b>1a</b> SEE PART IV SCHEDULE				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }	<b>2</b>	109,298.
<b>3</b> 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			<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	157,411.	2,993,831.	0.052578
2010	149,889.	2,817,680.	0.053196
2009	119,945.	2,508,736.	0.047811
2008	175,744.	3,181,150.	0.055245
2007	197,511.	4,047,556.	0.048798

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.257628
<b>3</b> 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	<b>3</b>	0.051526
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	3,043,117.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	156,800.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,435.
<b>7</b> Add lines 5 and 6	<b>7</b>	158,235.
<b>8</b> 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.	<b>8</b>	98,365.

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

1 a	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)		
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 . . . . .	1	2,870.
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	2,870.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	2,870.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	2,700.
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	2,700.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	170.
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> . . . . .	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of BCRS ASSOCIATES, LLC Telephone no 212-440-0800
Located at 77 WATER STREET, 9TH FL; NEW YORK, NY ZIP+4 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2012, 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? Yes No X

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

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

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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)? Yes No X
(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). Yes No X
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 N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c N/A
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
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? Yes No X
b If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012? 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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
ATCH 9		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		0	0	0

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL	NONE
2 REVENUE CODE SECTION 501(C)(3). N/A	
3 N/A	
4 N/A	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions	
3 N/A	

Total. Add lines 1 through 3 . . . . . ▶



**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	2,981,273.
b	Average of monthly cash balances	1b	108,186.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,089,459.
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	3,089,459.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,342.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,043,117.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	152,156.

**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	152,156.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,870.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,870.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	149,286.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	149,286.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	149,286.

**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	98,365.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	98,365.
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	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	98,365.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				149,286.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				3,578.
b From 2008				18,038.
c From 2009				NONE
d From 2010				10,343.
e From 2011				12,987.
f Total of lines 3a through e	44,946.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$				98,365.
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				98,365.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	44,946.			44,946.
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				5,975.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				NONE
b Excess from 2009				NONE
c Excess from 2010				NONE
d Excess from 2011				NONE
e Excess from 2012				NONE

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

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

ATTACHMENT 10

- 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 or e-mail of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT ATTACHED				95,540.
<b>Total</b> ..... ▶ <b>3a</b>				95,540.
b <i>Approved for future payment</i> N/A				0
<b>Total</b> ..... ▶ <b>3b</b>				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: 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). Row 1 contains 'N/A'.

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	<b>1a(1)</b>		X
	(2) Other assets	<b>1a(2)</b>		X
<b>b</b>	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
	(4) Reimbursement arrangements	<b>1b(4)</b>		X
	(5) Loans or loan guarantees	<b>1b(5)</b>		X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

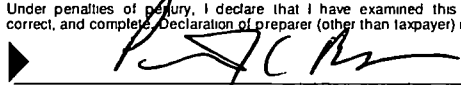
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b** If "Yes," complete the following schedule.

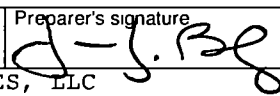
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


 Signature of officer or trustee     
 4-24-13     
 Date     
 TRUSTEE     
 Title

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**Paid Preparer Use Only**

Print/Type preparer's name <b>JOSEPH J. BULGER</b>	Preparer's signature 	Date 4/22/13	Check <input type="checkbox"/> if self-employed	PTIN P01366942
Firm's name ► <b>BCRS ASSOCIATES, LLC</b>	Firm's EIN ► <b>13-4078147</b>		Phone no <b>212-440-0800</b>	
Firm's address ► <b>77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005</b>				

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

Kind of Property		Description				P r o p e r t y	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)	
521.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 746.				P	02/28/2007	04/10/2012
							-225.	
19,133.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 15,777.				P	VAR	VAR
							3,356.	
269,126.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 212,091.				P	VAR	VAR
							57,035.	
752,015.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 717,993.				P	VAR	VAR
							34,022.	
329,252.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 314,142.				P	VAR	VAR
							15,110.	
TOTAL GAIN (LOSS) .....							<u>109,298.</u>	

PETER K. BARKER FOUNDATION

13-3198247

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS,  
OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3)  
OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANI-  
ZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES  
NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO  
INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICA-  
TIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES



PETER K. BARKER FOUNDATION

13-3198247

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>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CHECKING	5.	5.	
INTEREST ON BDA	129.	129.	
TOTAL	<u>134.</u>	<u>134.</u>	

PETER K. BARKER FOUNDATION

13-3198247

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	56,462.	56,462.	
STCG DIVIDENDS	1,694.	1,694.	
TOTAL	<u>58,156.</u>	<u>58,156.</u>	

PETER K. BARKER FOUNDATION

13-3198247

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
ENRON VICTIM TRUST PROCEEDS	1,161.	1,161.	
TOTALS	<u>1,161.</u>	<u>1,161.</u>	

PETER K. BARKER FOUNDATION

13-3198247

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	5,450.	2,725.		2,725.
TOTALS	<u>5,450.</u>	<u>2,725.</u>		<u>2,725.</u>

PETER K. BARKER FOUNDATION

13-3198247

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES- GS & CO	22,105.	22,105.		
TOTALS	<u>22,105.</u>	<u>22,105.</u>		

PETER K. BARKER FOUNDATION

13-3198247

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
1ST QTR ESTIMATE TAX PAYMENT - FYE 12/31/2012	2,700.			
EXCISE TAX BAL DUE - FYE 12/31/2011	303.			
TOTALS	<u>3,003.</u>			

PETER K. BARKER FOUNDATION

13-3198247

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES WITHHELD	419.	419.		
BANK CHARGES	15.			15.
ATTORNEY GENERAL OF CA	75.			75.
FRANCHISE TAX BOARD OF CA	10.			10.
TOTALS	<u>519.</u>	<u>419.</u>		<u>100.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION ATTACHED I	589,080.	591,880.	809,648.
SEE LONG POSITION ATTACHED II	839,908.	884,144.	1,312,701.
SEE LONG POSITION ATTACHED III	921,539.	915,744.	997,914.
TOTALS	<u>2,350,527.</u>	<u>2,391,768.</u>	<u>3,120,263.</u>



PETER K. BARKER FOUNDATION

13-3198247

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PETER K. BARKER C/O BCRS ASSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
ROBIN B. BARKER C/O BCRS ACSSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
	GRAND TOTALS	<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

9

PETER K. BARKER; C/O BCRS ASSOCIATES, LLC  
77 WATER STREET, 9TH FL., NEW YORK, NY 10005

PETER K. BARKER FOUNDATION

13-3198247

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ENRON VICTIM TRUST PROCEEDS			14	1,161.	
TOTALS				<u>1,161.</u>	

V 12-4.1F

14004001

ATTACHMENT 11  
PAGE 27

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust <b>PETER K. BARKER FOUNDATION</b>	Employer identification number <b>13-3198247</b>
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Note: Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	<b>37,378.</b>
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . .	<b>5</b>	<b>37,378.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	<b>71,920.</b>
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . .	<b>12</b>	<b>71,920.</b>

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		37,378.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		71,920.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		109,298.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
-----------	--	-----------	-----

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of 'Z' Co )	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE STATEMENT ATTACHED	02/28/2007	04/10/2012	521.	746.	-225.
SEE STATEMENT ATTACHED			269,126.	212,091.	57,035.
SEE STATEMENT ATTACHED			329,252.	314,142.	15,110.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 71,920.

**PETER K BARKER FOUNDATION**  
**CHARITABLE CONTRIBUTIONS**  
**FYE 12/31/2012**  
**EIN 13-3198247**

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
2/21/2012	OUR LADY OF MT CARMEL CHURCH SANTA BARBARA, CA	\$10,000 00
3/14/2012	THE LAND TRUST FOR SANTA BARBARA COUNTY SANTA BARBARA, CA	\$5,000 00
4/18/2012	BISHOP DIEGO GARCIA HIGH SCOOOL SANTA BARBARA, CA	\$15,000 00
4/27/2012	LIBRARY FOUNDATION OF LOS ANGELES LOS ANGELES, CA	\$2,500 00
4/27/2012	AMERICAN CANCER SOCIETY ATLANTA, GA	\$500 00
5/3/2012	PEBBLE BEACH COMPANY PEBBLE BEACH, CA	\$1,100 00
5/30/2012	CARMEL IDEAS FOUNDATION CARMEL, CA	\$5,000 00
7/9/2012	OUR LADY OF MT CARMEL CHURCH SANTA BARBARA, CA	\$1,000 00
8/2/2012	J PAUL GETTY TRUST LOS ANGELES, CA	\$20,000 00
8/13/2012	LELAND STANFORD JUNIOR UNIVERSITY STANFORD, CA	\$1,000 00
9/25/2012	WESTERN LOS ANGELES COUNCIL - BOY SCOUTS OF AMERICA VAN NUYS, CA	\$1,000 00
10/22/2012	OUR LADY OF MT CARMEL CHURCH SANTA BARBARA, CA	\$10,000 00
10/31/2012	LOS ANGELES WORLD AFFAIRS COUNCIL LONS ANGELES, CA	\$3,440 00
11/26/2012	CLAREMONT KCKENNA COLLEGE CLAREMONT, CA	\$20,000 00

**TOTAL CONTRIBUTIONS PAID\***      \$95,540.00

*\*ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE  
 FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE  
 CLASSIFIED UNDER SECTION 501 C (3) OF THE INTERNAL REVENUE  
 CODE*





Statement Detail

**BARKER FOUNDATION**  
Holdings

Period Ended December 31, 2012

**CASH, DEPOSITS & MONEY MARKET FUNDS**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>CASH</b>								
U.S. DOLLAR	526 90	1 0000	526 90		526 90			
<b>DEPOSITS &amp; MONEY MARKET FUNDS</b>								
<b>DEPOSITS</b>								
GOLDMAN SACHS BANK DEPOSIT (BDA)*	21,694 33	1 0000	21 694 33	1 0000	21,694 33	0 00	0 1659	36 00
<b>TOTAL CASH, DEPOSITS &amp; MONEY MARKET FUNDS</b>			<b>22,221 23</b>		<b>22,221 23</b>			<b>36 00</b>

**FIXED INCOME**

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
<b>OTHER FIXED INCOME</b>								
<b>GS HIGH YIELD FUND</b>								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	12,749 136	7 3100	93,196 18	6 7300	85,801 69	7,394 50 99,365 74		6 119 59

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
<b>US STOCKS</b>								
GOLDMAN SACHS GROUP, INC (THE) CMN (GS)	1,350 00	127 5600	172 206 00		No Cost		1 5679	2 700 00
WALT DISNEY COMPANY (THE) CMN (DIS)	3,000 00	49 7900	149,370 00	22 2213	66 664 04	82,705 96	1 5063	2 250 00
<b>TOTAL US STOCKS</b>			<b>321 576 00</b>		<b>66,664 04</b>	<b>82,705 96</b>	<b>1 5393</b>	<b>4 950 00</b>
<b>NON-US EQUITY</b>								
<b>GS INTERNATIONAL SMALL CAP FUND</b>								
GS INTERNATIONAL SMALL CAP FUND INSTITUTIONAL SHARES (GISIX)	15,035 554	16 0900	241,922 06	15 8745	238,681 44	3,240 62 99,336 88	1 4854	3 593 50



Statement Detail

**BARKER FOUNDATION**  
Holdings (Continued)

Period Ended December 31, 2012

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>NON-US EQUITY</b>								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	2,690.00	56.8600	152,953.40	74.6219	200,732.91	(47,779.51)	3.0929	4,730.67
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>TOTAL NON-US EQUITY</b>			<b>394,875.46</b>		<b>439,414.35</b>	<b>(44,538.89)</b>	<b>2.1080</b>	<b>8,324.17</b>
<b>TOTAL PUBLIC EQUITY</b>			<b>716,451.46</b>		<b>506,078.39</b>	<b>38,167.07</b>	<b>1.8528</b>	<b>13,274.17</b>
			Market Value		Adjusted Cost / Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
<b>TOTAL PORTFOLIO</b>			<b>831,868.87</b>		<b>614,101.31</b>	<b>45,561.57</b>		<b>19,429.75</b>



Statement Detail

**BARKER FOUNDATION - DELAWARE**  
Holdings

Period Ended December 31 2012

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>US EQUITY</b>								
<b>DELAWARE LARGE CAP GROWTH</b>								
U S DOLLAR	2 269 22	1 0000	2 269 22		2 269 22			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) <sup>14</sup>	5 861 25	1 0000	5 861 25	1 0000	5,861 25		0 1635	9 59
			<b>Market Value /</b>	<b>Unit Cost</b>	<b>Cost Basis</b>	<b>Unrealized</b>	<b>Dividend</b>	<b>Estimated</b>
	<b>Quantity</b>	<b>Market Price</b>	<b>Accrued Income</b>			<b>Gain (Loss)</b>	<b>Yield</b>	<b>Annual Income</b>
ADOBE SYSTEMS INC CMN (ADBE)	1 400 00	37 6800	52 752 00	28 8484	40,387 79	12,364 21		
ALLERGAN INC CMN (AGN)	655 00	91 7300	60 083 15	42 3179	27,718 22	32,364 93	0 2180	131 00
APPLE, INC CMN (AAPL)	175 00	532 1729	93,130 26	127 8361	22,371 32	70,758 94	1 9918	1,855 00
BMC SOFTWARE INC CMN (BMC)	1,267 00	39 6200	50,198 54	41 9690	53 174 78	(2,976 24)		
CATERPILLAR INC (DELAWARE) CMN (CAT)	197 00	89 6085	17,652 87	83 2661	16,403 42	1 249 45	2 3212	409 76
CELGENE CORPORATION CMN (CELG)	330 00	78 4700	25 895 10	79 1147	26,107 85	(212 75)		
CME GROUP INC CMN CLASS A (CME)	487 00	50 6700	24,676 29	54 7809	26,678 28	(2,001 99)	3 5524	876 60
CROWN CASTLE INTL CORP COMMON STOCK (CCI)	961 00	72 1600	69,345 76	26 9985	25,945 59	43,400 17		
EOG RESOURCES INC CMN (EOG)	556 00	120 7900	67,159 24	103 7839	57,703 85	9 455 39	0 5630	378 08
GOOGLE, INC CMN CLASS A (GOOG)	67 00	707 3800	47,394 46	485 8054	32,548 96	14,845 50		
INTERCONTINENTALEXCHANGE INC CMN (ICE)	283 00	123 8100	35,038 23	94 3054	26,688 42	8,349 81		
INTUIT INC CMN (INTU)	877 00	59 4754	52,159 93	23 9144	20,972 93	31,187 00	1 1433	596 36
KINDER MORGAN INC CMN CLASS P (KMI)	1 722 00	35 3300	60,838 26	34 1214	58,757 11	2 081 15	4 0759	2 479 68
LIBERTY INTERACTIVE CORP INTERACTIVE CMN CLASS A (LINTA)	2,446 00	19 6800	48,137 28	17 8718	43,714 47	4,422 81		
MASTERCARD INCORPORATED CMN CLASS A (MA)	133 00	491 2800	65 340 24	197 1288	26 218 13	39 122 11	0 2443	159 60
NIKE CLASS-B CMN CLASS B (NKE)	580 00	51 6000	29,928 00	28 2863	16 406 03	13,521 97	1 6279	487 20
PERRIGO COMPANY CMN (PRGO)	246 00	104 0300	25,591 38	62 4300	15 357 78	10,233 60	0 3461	88 56
POLYCOM INC CMN (PLCM)	1,266 00	10 4600	13,242 36	13 3531	16,905 05	(3,662 69)		
PRICELINE COM INC CMN (PCLN)	74 00	620 3900	45,908 86	206 3059	15,266 64	30,642 22		



Statement Detail

**BARKER FOUNDATION - DELAWARE**  
Holdings (Continued)

Period Ended December 31 2012

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
DELAWARE LARGE CAP GROWTH								
PROGRESSIVE CORPORATION (THE) CMN (PGR)	2 045 00	21 1000	43,149 50	21 8678	44,719 60	(1,570 10)	1 9299	832 72
QUALCOMM INC CMN (QCOM)	1,086 00	61 8596	67,179 53	37 5506	40,779 92	26,399 61	1 6166	1 086 00
SALLY BEAUTY HOLDINGS INC CMN (SBH)	552 00	23 5700	13 010 64	24 8373	13 710 18	(699 54)		
STAPLES, INC CMN (SPLS)	1,909 00	11 4000	21,762 60	19 1491	36,555 63	(14,793 03)	3 8596	839 96
TERADATA CORPORATION CMN (TDC)	560 00	61 8900	34 658 40	31 3934	17,580 32	17,078 08		
VERIFONE SYSTEMS INC CMN (PAY)	543 00	29 6800	16,116 24	29 6625	16,106 72	9 52		
VERISIGN INC CMN (VRSN)	811 00	38 8200	31,483 02	32 1760	26,094 72	5,388 30		
VISA INC CMN CLASS A (V)	476 00	151 5800	72,152 08	67 5721	32,164 30	39,987 78	0 8708	628 32
WALGREEN CO CMN (WAG)	1 198 00	37 0100	44 337 98	40 0348	47,961 68	(3,623 70)	2 9722	1,317 80
WTS/KINDER MORGAN INC EXP 05/25/2017 (KMIWS)	662 00	3 7800	2 502 36	1 9020	1 259 10	1,243 26		
NOVO-NORDISK A/S ADR ADR CMN (NVO)	267 00	163 2100	43,577 07	62 3069	16,635 94	26,941 13	1 1224	489 12
SYNGENTA AG SPONSORED ADR CMN (SYT)	474 00	80 8000	38,299 20	44 8305	21,249 66	17 049 54	1 7883	684 91
TOTAL DELAWARE LARGE CAP GROWTH			1,320 831 30		892,274 86	428,556 44	1 6029	13,350 26
<b>TOTAL PORTFOLIO</b>			<b>1,320,831 30</b>		<b>892,274 86</b>	<b>428,556 44</b>		<b>13,350 26</b>



Statement Detail

**BARKER FOUNDATION - LCV CONC.**  
Holdings

Period Ended December 31, 2012

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>US EQUITY</b>								
GSAM - LARGE CAP VALUE (CONCENTRATED)								
U S DOLLAR	450 28	1 0000	450 28		450 28			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOWI)**	37,200 21	1 0000	37 200 21	1 0000	37,200 21		0 1625	60 47
			<b>Market Value /</b>	<b>Unit Cost</b>	<b>Cost Basis</b>	<b>Unrealized</b>	<b>Dividend</b>	<b>Estimated</b>
	<b>Quantity</b>	<b>Market Price</b>	<b>Accrued Income</b>			<b>Gain (Loss)</b>	<b>Yield</b>	<b>Annual Income</b>
ADOBE SYSTEMS INC CMN (ADBE)	472 00	37 6800	17,784 96	30 9476	14,607 29	3,177 67		
ALTERA CORP CMN (ALTR)	524 00	34 3900	18,020 36	34 3905	18,020 62	(0 26)	1 1631	209 60
AMERICAN INTL GROUP, INC. CMN (AIG)	501 00	35 3000	17 685 30	34 5854	17,327 30	358 00		
AT&T INC CMN (T)	534 00	33 7100	18 001 14	31 6010	16 874 95	1,126 19	5 3397	961 20
BANK OF AMERICA CORP CMN (BAC)	3,661 00	11 6100	42 504 21	7 5643	27,692 82	14 811 39	0 3445	146 44
BED BATH & BEYOND INC CMN (BBBY)	313 00	55 9100	17,499 83	61 5209	19,256 04	(1,756 21)		
BOEING COMPANY CMN (BA)	421 00	75 3600	31 726 56	66 5411	28,013 78	3,712 78	2 5743	816 74
CELGENE CORPORATION CMN (CELG)	248 00	78 4700	19,460 56	58 4497	14 495 52	4,965 04		
CITIGROUP INC CMN (C)	439 00	39 5600	17,366 84	36 4426	15,998 31	1,368 53		
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	574 00	52 0400	29 870 96	71 0634	40,790 40	(10,919 44)	1 5373	459 20
DIRECTV CMN (DTV)	299 00	50 1600	14 997 84	49 5787	14,824 02	173 82		
DUKE ENERGY CORPORATION CMN (DUK)	381 00	63 8000	24,307 80	64 7190	24 657 92	(350 12)	4 7962	1,165 86
EASTMAN CHEM CO CMN (EMN)	252 00	68 0500	17,148 60	47 3354	11,928 52	5,220 08	1 7634	302 40
ELI LILLY & CO CMN (LLY)	446 00	49 3200	21,996 72	49 4278	22,044 79	(48 07)	3 9740	874 16
EMC CORPORATION MASS CMN (EMC)	888 00	25 3000	22 466 40	22 5046	19,984 11	2,482 29		
EVEREST RE GROUP LTD CMN (RE)	209 00	109 9500	22,979 55	85 0069	17 766 44	5 213 11	1 7462	401 28
EXXON MOBIL CORPORATION CMN (XOM)	629 00	86 5500	54 439 95	78 2768	49,236 13	5,203 82	2 6343	1,434 12
GENERAL ELECTRIC CO CMN (GE)	2,484 00	20 9900	52,139 16	17 2796	42 922 58	9 216 58	3 6208	1,887 84
			471 96					
GENERAL MOTORS COMPANY CMN (GM)	638 00	28 8300	18 393 54	23 3151	14,875 03	3,518 51		
GOOGLE, INC CMN CLASS A (GOOG)	22 00	707 3800	15,562 36	689 7955	15 175 50	386 86		
HALLIBURTON COMPANY CMN (HAL)	981 00	34 6900	34,030 89	32 6138	31,994 09	2,036 80	1 0378	353 16
J M SMUCKER CO CMN (SJM)	193 00	86 2400	16,644 32	78 0849	15 070 39	1 573 93	2 4119	401 44
LAM RESEARCH CORP CMN (LRCX)	601 00	36 1300	21,714 13	38 5163	23 148 29	(1 434 16)		



Statement Detail

**BARKER FOUNDATION - LCV CONC.**  
Holdings (Continued)

Period Ended December 31, 2012

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
GSAM LARGE CAP VALUE (CONCENTRATED)								
LOWES COMPANIES INC CMN (LOW)	732 00	35 5200	26,000 64	26 4039	19,327 62	6 673 02	1 8018	468 48
MASCO CORPORATION CMN (MAS)	892 00	16 6600	14,860 72	12 7650	11,386 39	3,474 33	1 8007	267 60
MERCK & CO , INC CMN (MRK)	769 00	40 9400	31,482 86	42 6002	32 759 53	(1,276 67)	4 2013	1 322 68
			283 37					
MGM RESORTS INTERNATIONAL CMN (MGM)	967 00	11 6400	11 255 88	11 5144	11 134 42	121 46		
MORGAN STANLEY CMN (MS)	920 00	19 1200	17,590 40	16 6529	15,320 71	2,269 69	1 0460	184 00
OCCIDENTAL PETROLEUM CORP CMN (OXY)	214 00	76 6100	16,394 54	76 2600	16 319 64	74 90	2 8195	462 24
PFIZER INC CMN (PFE)	1 443 00	25 0793	36,189 43	19 3211	27,880 36	8,309 07	3 8279	1,385 28
PHILIP MORRIS INTL INC CMN (PM)	188 00	83 6400	15 724 32	85 8195	16,134 07	(409 75)	4 0650	639 20
			159 80					
PPL CORPORATION CMN (PPL)	951 00	28 6300	27,227 13	27 5166	26,168 26	1,058 87	5 0297	1,369 44
			342 36					
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	369 00	67 8900	25,051 41	65 9354	24 330 18	721 23	3 3112	829 51
PRUDENTIAL FINANCIAL INC CMN (PRU)	683 00	53 3300	36,424 39	51 5375	35,200 10	1,224 29	3 0002	1,092 80
SUNTRUST BANKS INC \$1 00 PAR CMN (STI)	1,125 00	28 3500	31,893 75	25 8479	29,078 85	2,814 90	0 7055	225 00
THE TRAVELERS COMPANIES, INC CMN (TRV)	294 00	71 8200	21,115 08	57 8118	16,996 67	4,118 41	2 5620	540 96
TRANSOCEAN LTD CMN (RIG)	477 00	44 6600	21 302 82	45 1650	21 543 70	(240 88)		
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	422 00	54 2400	22,889 28	51 8443	21,878 31	1,010 97	1 5671	358 70
URBAN OUTFITTERS INC CMN (URBN)	418 00	39 3600	16 452 48	30 5377	12,764 77	3,687 71		
VERTEX PHARMACEUTICALS INC CMN (VRTX)	303 00	41 9000	12 695 70	43 4514	13,165 76	(470 06)		
VIACOM INC CMN CLASS B (VIAB)	296 00	52 7400	15 611 04	55 2574	16,356 19	(745 15)	2 0857	325 60

LONG POSITION III 2 OF 3



Statement Detail

**BARKER FOUNDATION - LCV CONC.**  
Holdings (Continued)

Period Ended December 31 2012

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
GSAM LARGE CAP VALUE (CONCENTRATED)								
XCEL ENERGY INC CMN (XEL)	1,161 00	26 7100	31 010 31 313 47	26 9540	31,293 56	(283 25)	4 0434	1 253 88
TOTAL GSAM LARGE CAP VALUE (CONCENTRATED)			1,035,564 65 1,570 96		953,394 42	82,170 23	2 5553	20,199 28
			<b>Market Value</b>		<b>Adjusted Cost / Original Cost</b>	<b>Unrealized Gain (Loss)</b>		<b>Estimated Annual Income</b>
<b>TOTAL PORTFOLIO</b>			<b>1,037,135 61</b>		<b>953,394 42</b>	<b>82,170 23</b>		<b>20,199 28</b>

Barker Foundation  
From 01-Jan-2012 To 31-Dec-2012

Base Currency USD

Realized Gains/Losses  
Description

	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
ISHARES MSCI EAFE INDEX FUND ETF	28-Feb-07	10-Apr-12	10	<u>521.68</u>	<u>746.22</u>	<u>(224.54)</u>	Long-Term
<b>TOTAL LONG-TERM</b>				<b>521.68</b>	<b>746.22</b>	<b>(224.54)</b>	

REALIZED GAIN LOSS I

PAGE 1 OF 1



Barker Foundation - Delaware  
 From 01-Jan-2012 To 31-Dec-2012  
 Separate Account Strategy Delaware Large Cap Growth

Base Currency USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
CATERPILLAR INC (DELAWARE) CMN	8-Aug-11	10-Apr-12	27	2,709 38	2,249 78	459 60	Short-Term
EL PASO CORP CMN	26-Oct-11	31-May-12	146	2,121 86	1,559 04	562 82	Short-Term
EL PASO CORP CMN	18-Oct-11	31-May-12	457	6,641 72	4,488 66	2,153 06	Short-Term
EL PASO CORP CMN	20-Oct-11	31-May-12	432	6,278 39	4,295 76	1,982 63	Short-Term
APOLLO GROUP CLASS A COMMON STOCK	20-Oct-11	19-Oct-12	68	1,382 10	3,184 00	(1,801 90)	Short-Term
<b>TOTAL SHORT-TERM</b>				<b>19,133.45</b>	<b>15,777.24</b>	<b>3,356.21</b>	
MASTERCARD INCORPORATED CMN CLASS A	5-Feb-08	7-Feb-12	10	3,920 58	2,116 96	1,803 62	Long-Term
VISA INC CMN CLASS A	2-Apr-08	8-Feb-12	10	1,075 10	614 62	460 48	Long-Term
VISA INC CMN CLASS A	1-Apr-08	8-Feb-12	23	2,472 75	1,415 56	1,057 19	Long-Term
LOWES COMPANIES INC CMN	14-Dec-09	15-Feb-12	88	2,413 15	2,128 85	284 30	Long-Term
LOWES COMPANIES INC CMN	28-Sep-10	15-Feb-12	265	7,266 88	5,880 01	1,386 87	Long-Term
LOWES COMPANIES INC CMN	6-Nov-09	15-Feb-12	105	2,879 33	2,157 09	722 24	Long-Term
LOWES COMPANIES INC CMN	28-Oct-09	15-Feb-12	341	9,350 97	6,711 02	2,639 95	Long-Term
LOWES COMPANIES INC CMN	16-Nov-09	15-Feb-12	228	6,252 26	4,973 30	1,278 96	Long-Term
LOWES COMPANIES INC CMN	19-Jan-10	15-Feb-12	114	3,126 13	2,642 77	483 36	Long-Term
LOWES COMPANIES INC CMN	29-Oct-09	15-Feb-12	82	2,248 62	1,627 37	621 25	Long-Term
APPLE, INC CMN	31-Dec-07	28-Mar-12	8	4,922 24	1,596 82	3,325 42	Long-Term
APPLE, INC CMN	16-Jan-08	28-Mar-12	16	9,844 47	2,577 70	7,266 77	Long-Term
VERISIGN INC CMN	15-Sep-08	30-Mar-12	166	6,384 18	3,736 08	2,648 10	Long-Term
VERISIGN INC CMN	12-Aug-08	30-Mar-12	36	1,384 52	1,084 02	300 50	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	10-Sep-10	9-Apr-12	111	4,016 05	5,271 80	(1,255 75)	Long-Term
PRICELINE COM INC CMN	20-Oct-09	10-Apr-12	11	8,254 21	1,933 29	6,320 92	Long-Term
SYNGENTA AG SPONSORED ADR CMN	27-Feb-09	17-Apr-12	27	1,909 12	1,115 76	793 36	Long-Term
VERISIGN INC CMN	28-Oct-08	17-Apr-12	84	3,499 36	1,413 66	2,085 70	Long-Term
VERISIGN INC CMN	15-Sep-08	17-Apr-12	32	1,333 09	720 21	612 88	Long-Term
NOVO-NORDISK A/S ADR ADR CMN	4-Mar-09	17-Apr-12	42	6,337 65	1,957 72	4,379 93	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	16-Sep-10	25-Apr-12	32	1,100 77	1,552 66	(451 89)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	10-Sep-10	25-Apr-12	87	2,992 73	4,131 95	(1,139 22)	Long-Term
GOOGLE, INC CMN CLASS A	22-Mar-06	30-Apr-12	7	4,229 38	2,400 89	1,828 49	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	16-Sep-10	4-May-12	55	1,869 59	2,668 64	(799 05)	Long-Term
VISA INC CMN CLASS A	3-Apr-08	7-May-12	22	2,609 07	1,415 13	1,193 94	Long-Term
GOOGLE, INC CMN CLASS A	22-Mar-06	7-May-12	6	3,616 79	2,057 91	1,558 88	Long-Term
VISA INC CMN CLASS A	2-Apr-08	7-May-12	26	3,083 45	1,598 02	1,485 43	Long-Term

REALIZED GAIN LOSS II

APOLLO GROUP CLASS A COMMON STOCK	21-Sep-10	10-May-12	59	1,925 08	2,957 50	(1,032 42)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	16-Sep-10	10-May-12	29	946 23	1,407 10	(460 87)	Long-Term
VISA INC CMN CLASS A	4-Apr-08	14-May-12	10	1,177 90	647 99	529 91	Long-Term
VISA INC CMN CLASS A	3-Apr-08	14-May-12	14	1,649 05	900 54	748 51	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	8-Feb-08	15-May-12	9	3,762 55	1,826 06	1,936 49	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	5-Feb-08	15-May-12	1	418 06	211 70	206 36	Long-Term
CTRIP COM INTERNATIONAL, LTD ADR CMN	27-Jan-11	29-May-12	179	3,424 66	7,850 65	(4 425 99)	Long-Term
CTRIP COM INTERNATIONAL, LTD ADR CMN	23-Feb-11	4-Jun-12	195	3,449 70	7,278 02	(3,828 32)	Long-Term
CTRIP COM INTERNATIONAL, LTD ADR CMN	16-Feb-11	4-Jun-12	85	1,503 72	3,334 65	(1,830 93)	Long-Term
CTRIP COM INTERNATIONAL, LTD ADR CMN	27-Jan-11	4-Jun-12	206	3,644 30	9,034 83	(5,390 53)	Long-Term
VERISIGN INC CMN	28-Oct-08	27-Jun-12	50	2,174 18	841 46	1,332 72	Long-Term
VISA INC CMN CLASS A	4-Apr-08	16-Jul-12	10	1,270 67	647 99	622 68	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	8-Feb-08	16-Jul-12	1	436 37	202 90	233 47	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	11-Mar-08	16-Jul-12	6	2,618 20	1,166 27	1,451 93	Long-Term
VISA INC CMN CLASS A	23-Apr-08	16-Jul-12	12	1,524 80	848 36	676 44	Long-Term
VERISIGN INC CMN	10-Aug-09	25-Jul-12	102	4,282 53	1,656 52	2,626 01	Long-Term
VERISIGN INC CMN	28-Oct-08	25-Jul-12	4	167 95	67 32	100 63	Long-Term
CROWN CASTLE INTL CORP COMMON STOCK	2-Jul-07	26-Jul-12	54	3,261 12	1,977 22	1,283 90	Long-Term
CROWN CASTLE INTL CORP COMMON STOCK	29-Jun-07	26-Jul-12	19	1,147 43	686 00	461 43	Long-Term
CME GROUP INC CMN CLASS A	15-Jul-08	2-Aug-12	13	645 28	802 05	(156 77)	Long-Term
CME GROUP INC CMN CLASS A	16-Oct-06	2-Aug-12	75	3,722 77	7,542 00	(3,819 23)	Long-Term
CME GROUP INC CMN CLASS A	8-Feb-08	2-Aug-12	50	2,481 85	5,169 93	(2,688 08)	Long-Term
CME GROUP INC CMN CLASS A	5-Apr-05	2-Aug-12	5	248 19	188 08	60 11	Long-Term
CME GROUP INC CMN CLASS A	29-Apr-08	2-Aug-12	30	1,489 11	2,867 91	(1,378 80)	Long-Term
CME GROUP INC CMN CLASS A	12-Jun-07	2-Aug-12	40	1,985 48	4,413 00	(2 427 52)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	27-Sep-10	3-Aug-12	63	1,670 37	3,115 19	(1,444 82)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	23-Sep-10	3-Aug-12	47	1,246 15	2,410 65	(1,164 50)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	21-Sep-10	3-Aug-12	13	344 68	651 65	(306 97)	Long-Term
EXPEDITORS INTL WASH INC CMN	29-Apr-05	9-Aug-12	120	4,372 33	2,975 66	1,396 67	Long-Term
EXPEDITORS INTL WASH INC CMN	8-Feb-05	9-Aug-12	490	17,853 68	13,646 50	4,207 18	Long-Term
PRICELINE COM INC CMN	21-Oct-09	13-Aug-12	2	1,120 37	352 74	767 63	Long-Term
VERISIGN INC CMN	19-Jan-10	13-Aug-12	45	2,138 93	969 71	1,169 22	Long-Term
VERISIGN INC CMN	10-Aug-09	13-Aug-12	27	1,283 36	438 49	844 87	Long-Term
VERISIGN INC CMN	18-Dec-09	13-Aug-12	74	3,517 35	1,570 24	1,947 11	Long-Term
PRICELINE COM INC CMN	20-Oct-09	13-Aug-12	2	1,120 38	351 51	768 87	Long-Term
GOOGLE, INC CMN CLASS A	13-Jun-06	1-Oct-12	1	758 54	383 90	374 64	Long-Term
GOOGLE, INC CMN CLASS A	22-Mar-06	1-Oct-12	5	3,792 70	1,714 92	2,077 78	Long-Term
GOOGLE, INC CMN CLASS A	2-May-06	1-Oct-12	9	6,826 87	3,526 67	3,300 20	Long-Term
CROWN CASTLE INTL CORP COMMON STOCK	5-Jul-07	11-Oct-12	14	902 19	515 21	386 98	Long-Term
CROWN CASTLE INTL CORP COMMON STOCK	2-Jul-07	11-Oct-12	114	7,346 39	4,174 12	3,172 27	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	11-Mar-08	15-Oct-12	10	4,741 69	1,943 78	2,797 91	Long-Term
VISA INC CMN CLASS A	23-Apr-08	15-Oct-12	37	5,168 24	2,615 77	2,552 47	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	27-Sep-10	19-Oct-12	7	142 27	346 13	(203 86)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	15-Oct-10	19-Oct-12	295	5,995 89	10,761 22	(4 765 33)	Long-Term
APOLLO GROUP CLASS A COMMON STOCK	14-Jan-11	19-Oct-12	84	1,707 30	3,567 63	(1,860 33)	Long-Term
APPLE, INC CMN	16-Jan-08	6-Nov-12	12	6,985 70	1,933 27	5,052 43	Long-Term

REALIZED GAIN LOSS II

CROWN CASTLE INTL CORP COMMON STOCK	5-Jul-07	8-Nov-12	19	1,279 90	699 21	580 69	Long-Term
NOVO-NORDISK A/S ADR ADR CMN	4-Mar-09	12-Nov-12	17	2,626 14	792 41	1,833 73	Long-Term
SYNGENTA AG SPONSORED ADR CMN	27-Feb-09	20-Nov-12	41	3,117 74	1,694 30	1,423 44	Long-Term
GOOGLE, INC CMN CLASS A	13-Jun-06	20-Nov-12	2	1,343 52	767 80	575 72	Long-Term
NIKE CLASS-B CMN CLASS B	9-Apr-09	23-Nov-12	79	7,618 45	4,155 01	3,463 44	Long-Term
EOG RESOURCES INC CMN	6-Mar-08	30-Nov-12	55	6,490 88	6,579 17	(88 29)	Long-Term
EOG RESOURCES INC CMN	5-Mar-08	30-Nov-12	17	2,006 27	2,039 89	(33 62)	Long-Term
INTERCONTINENTALEXCHANGE INC CMN	26-Oct-06	27-Dec-12	61	7,580 99	5,195 56	2,385 43	Long-Term
INTERCONTINENTALEXCHANGE INC CMN	7-Nov-06	27-Dec-12	2	248 56	176 84	71 72	Long-Term
KINDER MORGAN INC CMN CLASS P		27-Jun-12	0	28 59	0 00	28 59	
<b>TOTAL LONG-TERM</b>				<b>269,126.04</b>	<b>212,091.01</b>	<b>57,035.03</b>	

REALIZED GAIN LOSS II

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Barker Foundation - LCV Conc  
 From 01-Jan-2012 To 31-Dec-2012  
 Separate Account Strategy GSAM Large Cap Value (Concentrated)

Base Currency USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
GOOGLE, INC CMN CLASS A	27-Apr-11	6-Jan-12	10	6,514 17	5,367 31	1,146 86	Short-Term
GOOGLE, INC CMN CLASS A	16-May-11	6-Jan-12	2	1,302 83	1,052 64	250 19	Short-Term
GOOGLE, INC CMN CLASS A	6-Jul-11	6-Jan-12	10	6,514 16	5,359 90	1,154 26	Short-Term
UNILEVER N V NY SHS (NEW) ADR CMN	16-May-11	18-Jan-12	46	1,502 81	1,489 02	13 79	Short-Term
UNILEVER N V NY SHS (NEW) ADR CMN	2-Feb-11	18-Jan-12	188	6,141 92	5,713 93	427 99	Short-Term
PPL CORPORATION CMN	12-Apr-11	19-Jan-12	183	5,120 67	4,777 78	342 89	Short-Term
WALT DISNEY COMPANY (THE) CMN	18-Jul-11	19-Jan-12	233	9,105 07	8,996 54	108 53	Short-Term
TEXAS INSTRUMENTS INC CMN	22-Dec-11	23-Jan-12	73	2,419 95	2,141 26	278 69	Short-Term
BAKER HUGHES INC CMN	22-Dec-11	23-Jan-12	50	2,392 62	2,476 90	(84 28)	Short-Term
BAKER HUGHES INC CMN	22-Dec-11	24-Jan-12	242	11,157 87	11,988 22	(830 35)	Short-Term
BAKER HUGHES INC CMN	9-Jan-12	24-Jan-12	40	1,844 28	2,063 08	(218 80)	Short-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	16-May-11	24-Jan-12	57	1,055 92	1,594 29	(538 37)	Short-Term
BAKER HUGHES INC CMN	22-Dec-11	24-Jan-12	50	2,305 35	2,663 13	(357 78)	Short-Term
TEXAS INSTRUMENTS INC CMN	22-Dec-11	25-Jan-12	416	13,494 35	12,202 24	1,292 11	Short-Term
OCCIDENTAL PETROLEUM CORP CMN	13-Dec-11	27-Jan-12	107	10,717 14	9,939 84	777 30	Short-Term
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	9-Aug-11	31-Jan-12	224	9,598 80	7,317 50	2,281 30	Short-Term
TEVA PHARMACEUTICAL IND LTD ADS	16-May-11	8-Feb-12	31	1,380 98	1,558 68	(177 70)	Short-Term
LIBERTY GLOBAL INC CMN CLASS A	12-Oct-11	9-Feb-12	240	11,739 91	9,233 80	2,506 11	Short-Term
LIBERTY GLOBAL INC CMN CLASS A	11-Oct-11	9-Feb-12	172	8,413 60	6,554 60	1,859 00	Short-Term
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	9-Aug-11	14-Feb-12	118	5,253 35	4,587 29	666 06	Short-Term
NVIDIA CORP CMN	22-Nov-11	15-Feb-12	303	4,894 57	4,517 35	377 22	Short-Term
PEPSICO INC CMN	16-May-11	21-Feb-12	21	1,326 45	1,487 22	(160 77)	Short-Term
THE HOME DEPOT, INC CMN	20-Dec-11	24-Feb-12	507	23,794 30	21,096 23	2,698 07	Short-Term
AFLAC INCORPORATED CMN	31-Jan-12	24-Feb-12	81	3,793 77	3,951 99	(158 22)	Short-Term
AFLAC INCORPORATED CMN	31-Jan-12	27-Feb-12	231	10,774 52	11,270 50	(495 98)	Short-Term
SLM CORPORATION CMN	16-May-11	29-Feb-12	90	1,430 48	1,458 00	(27 52)	Short-Term
NVIDIA CORP CMN	22-Nov-11	1-Mar-12	738	11,274 05	11,002 66	271 39	Short-Term
NVIDIA CORP CMN	19-Jan-12	1-Mar-12	211	3,223 34	3,021 87	201 47	Short-Term
AMERIPRISE FINANCIAL, INC CMN	6-May-11	13-Mar-12	260	14,611 33	15,935 44	(1,324 11)	Short-Term
AMERIPRISE FINANCIAL, INC CMN	16-Aug-11	13-Mar-12	104	5,844 53	4,667 90	1,176 63	Short-Term
AMERIPRISE FINANCIAL, INC CMN	7-Jul-11	13-Mar-12	110	6,181 72	6,514 62	(332 90)	Short-Term
STARWOOD HOTELS & RESORTS CMN	14-Dec-11	13-Mar-12	48	2,692 65	2,164 79	527 86	Short-Term
STARWOOD HOTELS & RESORTS CMN	15-Dec-11	13-Mar-12	253	14,192 50	11,510 16	2,682 34	Short-Term
MERCK & CO, INC CMN	16-May-11	14-Mar-12	60	2,288 12	2,249 40	38 72	Short-Term
CELGENE CORPORATION CMN	1-Apr-11	27-Mar-12	48	3,743 13	2,765 77	977 36	Short-Term

REALIZED GAIN LOSS III

COCA-COLA COMPANY (THE) CMN	21-Feb-12	27-Mar-12	305	21,912 21	21,036 85	875 36	Short-Term
WALGREEN CO CMN	27-Mar-12	2-Apr-12	220	7,475 80	7,649 62	(173 82)	Short-Term
WALGREEN CO CMN	27-Mar-12	2-Apr-12	189	6,496 11	6,649 34	(153 23)	Short-Term
WALGREEN CO CMN	27-Mar-12	2-Apr-12	215	7,389 75	7,475 76	(86 01)	Short-Term
MORGAN STANLEY CMN	1-Nov-11	3-Apr-12	369	7,110 38	5,984 77	1,125 61	Short-Term
HALLIBURTON COMPANY CMN	24-Jan-12	10-Apr-12	36	1,144 41	1,262 54	(118 13)	Short-Term
JOHNSON & JOHNSON CMN	14-Mar-12	10-Apr-12	30	1,929 55	1,952 67	(23 12)	Short-Term
LOWES COMPANIES INC CMN	22-Dec-11	10-Apr-12	52	1,588 56	1,327 28	261 28	Short-Term
PROCTER & GAMBLE COMPANY (THE) CMN	17-Jan-12	10-Apr-12	23	1,527 16	1,525 84	1 32	Short-Term
WALT DISNEY COMPANY (THE) CMN	18-Jul-11	10-Apr-12	37	1,519 19	1,428 64	90 55	Short-Term
PHILIP MORRIS INTL INC CMN	13-Mar-12	10-Apr-12	14	1,217 13	1,189 00	28 13	Short-Term
UNITEDHEALTH GROUP INCORPORATE CMN	22-Dec-11	10-Apr-12	24	1,376 84	1,218 73	158 11	Short-Term
CITIGROUP INC CMN	29-Feb-12	10-Apr-12	35	1,157 60	1,172 16	(14 56)	Short-Term
PFIZER INC CMN	7-Oct-11	10-Apr-12	84	1,856 77	1,560 19	296 58	Short-Term
BANK OF AMERICA CORP CMN	23-Jan-12	10-Apr-12	180	1,547 06	1,309 72	237 34	Short-Term
EXXON MOBIL CORPORATION CMN	30-Sep-11	10-Apr-12	25	2,055 20	1,849 86	205 34	Short-Term
PPL CORPORATION CMN	12-Apr-11	10-Apr-12	46	1,244 73	1,200 97	43 76	Short-Term
MYLAN INC CMN	23-Dec-11	10-Apr-12	65	1,401 36	1,407 64	(6 28)	Short-Term
AT&T INC CMN	22-Dec-11	10-Apr-12	62	1,864 91	1,839 17	25 74	Short-Term
THE TRAVELERS COMPANIES, INC CMN	15-Dec-11	10-Apr-12	25	1,448 22	1,416 62	31 60	Short-Term
AMERICAN ELECTRIC POWER INC CMN	23-Feb-12	11-Apr-12	122	4,547 73	4,655 96	(108 23)	Short-Term
CITIGROUP INC CMN	29-Feb-12	20-Apr-12	123	4,165 89	4,119 29	46 60	Short-Term
XILINX INCORPORATED CMN	16-Feb-12	24-Apr-12	138	4,682 57	5,116 81	(434 24)	Short-Term
GENERAL MOTORS COMPANY CMN	9-Feb-12	24-Apr-12	245	5,613 99	6,294 48	(680 49)	Short-Term
XILINX INCORPORATED CMN	20-Jan-12	24-Apr-12	426	14,454 89	15,123 79	(668 90)	Short-Term
GENERAL MOTORS COMPANY CMN	9-Feb-12	25-Apr-12	139	3,204 78	3,571 15	(366 37)	Short-Term
GENERAL MOTORS COMPANY CMN	9-Feb-12	4-May-12	141	3,123 38	3,622 54	(499 16)	Short-Term
GENERAL MOTORS COMPANY CMN	13-Mar-12	4-May-12	296	6,556 87	7,544 62	(987 75)	Short-Term
VERTEX PHARMACEUTICALS INC CMN	8-Feb-12	7-May-12	109	5,878 33	3,997 75	1,880 58	Short-Term
VERTEX PHARMACEUTICALS INC CMN	8-Feb-12	14-May-12	54	3,511 79	1,980 54	1,531 25	Short-Term
WALT DISNEY COMPANY (THE) CMN	18-Jul-11	15-May-12	112	5,076 42	4,324 52	751 90	Short-Term
AT&T INC CMN	22-Dec-11	6-Jun-12	414	14,118 34	12,280 93	1,837 41	Short-Term
CITIGROUP INC CMN	29-Feb-12	6-Jun-12	462	12,112 95	15,472 45	(3,359 50)	Short-Term
CITIGROUP INC CMN	1-May-12	6-Jun-12	114	2,988 91	3,854 17	(865 26)	Short-Term
WALT DISNEY COMPANY (THE) CMN	18-Jul-11	6-Jun-12	185	8,366 53	7,143 18	1,223 35	Short-Term
CITIGROUP INC CMN	21-Mar-12	6-Jun-12	35	917 64	1,197 85	(280 21)	Short-Term
WALT DISNEY COMPANY (THE) CMN	28-Oct-11	6-Jun-12	124	5,607 83	4,461 03	1,146 80	Short-Term
WALT DISNEY COMPANY (THE) CMN	16-Aug-11	6-Jun-12	124	5,607 83	4,155 45	1,452 38	Short-Term
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	9-Aug-11	12-Jun-12	90	3,402 03	2,302 73	1,099 30	Short-Term
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	19-Oct-11	12-Jun-12	143	5,405 45	4,820 82	584 63	Short-Term
AT&T INC CMN	5-Mar-12	15-Jun-12	193	6,894 84	5,971 93	922 91	Short-Term
AT&T INC CMN	22-Dec-11	15-Jun-12	88	3,143 76	2,610 44	533 32	Short-Term
MGM RESORTS INTERNATIONAL CMN	6-Jun-12	19-Jun-12	381	4,245 08	4,362 24	(117 16)	Short-Term
MGM RESORTS INTERNATIONAL CMN	6-Jun-12	20-Jun-12	184	2,063 66	2,106 70	(43 04)	Short-Term
TEXAS INSTRUMENTS INC CMN	7-Jun-12	25-Jun-12	506	13,679 49	14,436 78	(757 29)	Short-Term
NEWFIELD EXPLORATION CO CMN	27-Jan-12	27-Jun-12	255	6,640 31	10,104 08	(3,463 77)	Short-Term

REALIZED GAIN LOSS III

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NEWFIELD EXPLORATION CO CMN	15-Feb-12	27-Jun-12	136	3,541 50	5,372 51	(1,831 01) Short-Term
BANK OF AMERICA CORP CMN	23-Jan-12	28-Jun-12	314	2,389 94	2,284 73	105 21 Short-Term
METLIFE, INC CMN	24-Feb-12	28-Jun-12	36	1,043 61	1,358 68	(315 07) Short-Term
METLIFE, INC CMN	27-Feb-12	28-Jun-12	80	2,319 15	3,025 64	(706 49) Short-Term
THE TRAVELERS COMPANIES, INC CMN	15-Dec-11	28-Jun-12	39	2,414 83	2,209 92	204 91 Short-Term
MACY'S INC CMN	4-May-12	12-Jul-12	364	11,928 36	14,892 33	(2,963 97) Short-Term
MACY'S INC CMN	10-May-12	12-Jul-12	95	3,113 17	3,618 12	(504 95) Short-Term
METLIFE, INC CMN	27-Feb-12	16-Jul-12	228	6,911 08	8,623 07	(1,711 99) Short-Term
METLIFE, INC CMN	28-Feb-12	16-Jul-12	69	2,091 51	2,626 99	(535 48) Short-Term
CVS CAREMARK CORPORATION CMN	2-Apr-12	19-Jul-12	303	13,925 40	13,662 80	262 60 Short-Term
AT&T INC CMN	5-Mar-12	31-Jul-12	278	10,410 93	8,602 06	1,808 87 Short-Term
PHILIP MORRIS INTL INC CMN	13-Mar-12	1-Aug-12	46	4,185 46	3,906 71	278 75 Short-Term
MYLAN INC CMN	23-Dec-11	1-Aug-12	218	5,042 95	4,721 00	321 95 Short-Term
WILLIAMS-SONOMA, INC CMN	27-Feb-12	4-Sep-12	67	2,761 86	2,661 90	99 96 Short-Term
WILLIAMS-SONOMA, INC CMN	27-Feb-12	5-Sep-12	85	3,554 64	3,377 04	177 60 Short-Term
WILLIAMS-SONOMA, INC CMN	27-Feb-12	14-Sep-12	250	11,225 00	9,932 46	1,292 54 Short-Term
WALGREEN CO CMN	19-Jul-12	24-Sep-12	511	18,237 44	17,474 97	762 47 Short-Term
WALGREEN CO CMN	1-Aug-12	24-Sep-12	129	4,603 97	4,679 64	(75 67) Short-Term
CBS CORPORATION CMN CLASS B	10-Nov-11	25-Sep-12	369	13,714 31	9,251 90	4,462 41 Short-Term
CBS CORPORATION CMN CLASS B	11-Nov-11	25-Sep-12	196	7,284 56	5,104 25	2,180 31 Short-Term
MASCO CORPORATION CMN	8-Jun-12	27-Sep-12	371	5,552 92	4,913 62	639 30 Short-Term
OCCIDENTAL PETROLEUM CORP CMN	22-Dec-11	3-Oct-12	58	4,872 04	5,429 52	(557 48) Short-Term
OCCIDENTAL PETROLEUM CORP CMN	16-Jul-12	3-Oct-12	89	7,476 06	7,601 57	(125 51) Short-Term
OCCIDENTAL PETROLEUM CORP CMN	20-Jun-12	3-Oct-12	50	4,200 03	4,234 59	(34 56) Short-Term
OCCIDENTAL PETROLEUM CORP CMN	13-Dec-11	3-Oct-12	93	7,812 07	8,639 30	(827 23) Short-Term
JUNIPER NETWORKS, INC CMN	22-Dec-11	25-Oct-12	693	11,115 29	14,383 05	(3,267 76) Short-Term
ORACLE CORPORATION CMN	16-Aug-12	1-Nov-12	486	15,256 69	15,586 93	(330 24) Short-Term
SLM CORPORATION CMN	27-Jun-12	7-Nov-12	335	5,693 36	5,081 38	611 98 Short-Term
SLM CORPORATION CMN	28-Jun-12	7-Nov-12	625	10,621 94	9,476 76	1,145 18 Short-Term
LOWES COMPANIES INC CMN	22-Dec-11	21-Nov-12	316	10,821 31	8,065 78	2,755 53 Short-Term
THE TRAVELERS COMPANIES, INC CMN	16-Dec-11	11-Dec-12	3	220 07	172 04	48 03 Short-Term
THE TRAVELERS COMPANIES, INC CMN	15-Dec-11	11-Dec-12	91	6,675 60	5,156 48	1,519 12 Short-Term
MYLAN INC CMN	23-Dec-11	12-Dec-12	160	4,455 49	3,464 96	990 53 Short-Term
JOHNSON & JOHNSON CMN	14-Mar-12	12-Dec-12	249	17,747 40	16,207 16	1,540 24 Short-Term
MYLAN INC CMN	8-Feb-12	12-Dec-12	244	6,794 61	5,521 84	1,272 77 Short-Term
MYLAN INC CMN	3-Apr-12	12-Dec-12	237	6,599 68	5,554 78	1,044 90 Short-Term
MYLAN INC CMN	13-Mar-12	12-Dec-12	163	4,539 02	3,743 80	795 22 Short-Term
U S BANCORP CMN	31-Jan-12	12-Dec-12	149	4,780 80	4,213 99	566 81 Short-Term
MYLAN INC CMN	23-Dec-11	12-Dec-12	65	1,810 04	1,499 21	310 83 Short-Term
JOHNSON & JOHNSON CMN	14-Mar-12	18-Dec-12	292	20,658 72	19,005 99	1,652 73 Short-Term
JOHNSON & JOHNSON CMN	15-Jun-12	18-Dec-12	89	6,296 66	5,871 98	424 68 Short-Term
<b>TOTAL SHORT-TERM</b>				<b>752,014.91</b>	<b>717,992.90</b>	<b>34,022.01</b>
UNILEVER N V NY SHS (NEW) ADR CMN	6-Jan-11	9-Jan-12	135	4,550 06	4,113 11	436 95 Long-Term
BOEING COMPANY CMN	4-Sep-08	10-Jan-12	36	2,700 52	2,329 98	370 54 Long-Term

REALIZED GAIN LOSS III

BOEING COMPANY CMN	3-Sep-08	10-Jan-12	59	4,425 85	3,888 40	537 45	Long-Term
SPRINT NEXTEL CORPORATION CMN	12-Jun-08	18-Jan-12	111	255 38	908 30	(652 92)	Long-Term
SPRINT NEXTEL CORPORATION CMN	10-Jan-08	18-Jan-12	178	409 53	2,288 44	(1,878 91)	Long-Term
SPRINT NEXTEL CORPORATION CMN	24-Apr-08	18-Jan-12	720	1,656 54	5,681 38	(4,024 84)	Long-Term
SPRINT NEXTEL CORPORATION CMN	6-May-08	18-Jan-12	710	1,633 53	6,153 64	(4,520 11)	Long-Term
UNILEVER N V NY SHS (NEW) ADR CMN	6-Jan-11	18-Jan-12	350	11,434 42	10,663 62	770 80	Long-Term
SPRINT NEXTEL CORPORATION CMN	3-Jun-08	18-Jan-12	100	230 07	971 29	(741 22)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	28-Sep-10	23-Jan-12	129	2,420 53	3,023 44	(602 91)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	28-Sep-10	24-Jan-12	196	3,630 90	4,593 75	(962 85)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	19-Nov-10	24-Jan-12	55	1,018 87	1,285 81	(266 94)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	30-Sep-10	24-Jan-12	109	2,019 22	2,565 14	(545 92)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	29-Sep-10	24-Jan-12	39	722 47	911 12	(188 65)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	1-Oct-10	24-Jan-12	191	3,538 27	4,447 71	(909 44)	Long-Term
HARTFORD FINANCIAL SRVCS GROUP CMN	22-Nov-10	24-Jan-12	143	2,649 07	3,327 47	(678 40)	Long-Term
AMERICAN ELECTRIC POWER INC CMN	10-Jun-10	25-Jan-12	149	6,009 41	4,829 22	1,180 19	Long-Term
TEVA PHARMACEUTICAL IND LTD ADS	12-Nov-10	8-Feb-12	156	6,949 43	7,867 86	(918 43)	Long-Term
TEVA PHARMACEUTICAL IND LTD ADS	11-Nov-10	8-Feb-12	102	4,543 86	5,174 22	(630 36)	Long-Term
TEVA PHARMACEUTICAL IND LTD ADS	13-Jan-11	8-Feb-12	104	4,632 95	5,662 70	(1,029 75)	Long-Term
TEVA PHARMACEUTICAL IND LTD ADS	15-Nov-10	8-Feb-12	105	4,677 50	5,332 82	(655 32)	Long-Term
PRUDENTIAL FINANCIAL INC CMN	23-Sep-09	13-Feb-12	158	9,503 62	8,076 12	1,427 50	Long-Term
PEPSICO INC CMN	6-Aug-10	21-Feb-12	64	4,042 51	4,212 04	(169 53)	Long-Term
PEPSICO INC CMN	1-Jul-10	21-Feb-12	115	7,263 90	7,032 11	231 79	Long-Term
PEPSICO INC CMN	12-Jul-10	21-Feb-12	70	4,421 50	4,444 56	(23 06)	Long-Term
DEVON ENERGY CORPORATION (NEW) CMN	21-Jan-11	21-Feb-12	75	5,633 86	6,242 53	(608 67)	Long-Term
SLM CORPORATION CMN	27-May-08	29-Feb-12	65	1,033 12	1,528 26	(495 14)	Long-Term
SLM CORPORATION CMN	25-Aug-08	29-Feb-12	245	3,894 07	3,499 69	394 38	Long-Term
SLM CORPORATION CMN	22-Aug-08	29-Feb-12	155	2,463 60	2,196 44	267 16	Long-Term
SLM CORPORATION CMN	12-Jan-10	29-Feb-12	441	7,009 33	5,081 10	1,928 23	Long-Term
SLM CORPORATION CMN	9-Feb-10	29-Feb-12	422	6,707 34	4,515 95	2,191 39	Long-Term
DEVON ENERGY CORPORATION (NEW) CMN	21-Jan-11	5-Mar-12	73	5,268 40	6,076 06	(807 66)	Long-Term
EMC CORPORATION MASS CMN	28-Apr-10	13-Mar-12	276	8,057 40	5,370 36	2,687 04	Long-Term
SUNTRUST BANKS INC \$1 00 PAR CMN	20-Dec-10	13-Mar-12	251	5,488 27	6,797 99	(1,309 72)	Long-Term
MERCK & CO , INC CMN	23-Feb-10	14-Mar-12	254	9,686 36	9,271 31	415 05	Long-Term
MERCK & CO , INC CMN	17-Dec-09	14-Mar-12	34	1,296 60	1,281 48	15 12	Long-Term
MERCK & CO , INC CMN	16-Mar-10	14-Mar-12	139	5,300 80	5,257 18	43 62	Long-Term
MERCK & CO , INC CMN	28-Sep-10	14-Mar-12	119	4,538 10	4,422 99	115 11	Long-Term
MERCK & CO , INC CMN	8-Apr-10	14-Mar-12	164	6,254 18	6,031 54	222 64	Long-Term
ADOBE SYSTEMS INC CMN	29-Oct-10	3-Apr-12	60	2,045 54	1,689 52	356 02	Long-Term
ADOBE SYSTEMS INC CMN	1-Nov-10	3-Apr-12	120	4,091 08	3,383 28	707 80	Long-Term
EMC CORPORATION MASS CMN	28-Apr-10	10-Apr-12	49	1,393 52	953 43	440 09	Long-Term
SUNTRUST BANKS INC \$1 00 PAR CMN	20-Dec-10	10-Apr-12	51	1,158 69	1,381 27	(222 58)	Long-Term
SUNTRUST BANKS INC \$1 00 PAR CMN	21-Dec-10	10-Apr-12	2	45 44	55 67	(10 23)	Long-Term
BOEING COMPANY CMN	4-Sep-08	10-Apr-12	4	284 64	258 89	25 75	Long-Term
BOEING COMPANY CMN	13-Oct-08	10-Apr-12	17	1,209 69	766 95	442 74	Long-Term
U S BANCORP CMN	21-Jun-10	10-Apr-12	54	1,649 66	1,284 10	365 56	Long-Term
GENERAL ELECTRIC CO CMN	23-Dec-09	10-Apr-12	159	2,977 21	2,448 31	528 90	Long-Term

REALIZED GAIN LOSS III

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DEVON ENERGY CORPORATION (NEW) CMN	21-Jan-11	10-Apr-12	21	1,450 01	1,747 91	(297 90) Long-Term
PRUDENTIAL FINANCIAL INC CMN	23-Sep-09	10-Apr-12	23	1,372 14	1,175 64	196 50 Long-Term
P G & E CORPORATION CMN	19-Aug-10	10-Apr-12	43	1,802 94	1,932 60	(129 66) Long-Term
ADOBE SYSTEMS INC CMN	1-Nov-10	10-Apr-12	36	1,177 18	1,014 99	162 19 Long-Term
AMERICAN ELECTRIC POWER INC CMN	15-Jun-10	11-Apr-12	42	1,565 61	1,397 82	167 79 Long-Term
AMERICAN ELECTRIC POWER INC CMN	10-Jun-10	11-Apr-12	25	931 91	810 27	121 64 Long-Term
AMERICAN ELECTRIC POWER INC CMN	16-Jun-10	11-Apr-12	163	6,076 07	5,484 63	591 44 Long-Term
AMERICAN ELECTRIC POWER INC CMN	30-Jun-10	11-Apr-12	143	5,330 54	4,707 00	623 54 Long-Term
PRUDENTIAL FINANCIAL INC CMN	9-Oct-09	23-Apr-12	46	2,701 29	2,344 90	356 39 Long-Term
PRUDENTIAL FINANCIAL INC CMN	23-Sep-09	23-Apr-12	64	3,758 32	3,271 34	486 98 Long-Term
U S BANCORP CMN	21-Jun-10	1-May-12	257	8,346 74	6,111 35	2,235 39 Long-Term
U S BANCORP CMN	28-Sep-10	1-May-12	26	844 42	563 80	280 62 Long-Term
GENERAL MILLS INC CMN	16-Mar-10	7-Jun-12	144	5,476 56	5,278 00	198 56 Long-Term
GENERAL MILLS INC CMN	29-Apr-10	7-Jun-12	96	3,651 04	3,411 24	239 80 Long-Term
GENERAL MILLS INC CMN	16-May-11	7-Jun-12	38	1,445 20	1,502 14	(56 94) Long-Term
GENERAL MILLS INC CMN	28-Apr-10	7-Jun-12	64	2,434 03	2,247 94	186 09 Long-Term
GENERAL MILLS INC CMN	9-Feb-10	7-Jun-12	129	4,906 08	4,481 62	424 46 Long-Term
HONEYWELL INTL INC CMN	14-Oct-09	14-Jun-12	50	2,743 58	1,864 55	879 03 Long-Term
HONEYWELL INTL INC CMN	8-Jul-09	14-Jun-12	124	6,804 08	3,650 09	3,153 99 Long-Term
EMC CORPORATION MASS CMN	28-Apr-10	15-Jun-12	58	1,445 10	1,128 55	316 55 Long-Term
EMC CORPORATION MASS CMN	6-May-10	15-Jun-12	125	3,114 46	2,312 93	801 53 Long-Term
HONEYWELL INTL INC CMN	27-Oct-09	26-Jun-12	114	6,077 75	4,303 71	1,774 04 Long-Term
HONEYWELL INTL INC CMN	15-Oct-09	26-Jun-12	60	3,198 82	2,239 34	959 48 Long-Term
HONEYWELL INTL INC CMN	14-Oct-09	26-Jun-12	2	106 63	74 58	32 05 Long-Term
U S BANCORP CMN	28-Sep-10	28-Jun-12	92	2,848 29	1,994 99	853 30 Long-Term
GENERAL ELECTRIC CO CMN	23-Dec-09	10-Jul-12	185	3,624 61	2,848 67	775 94 Long-Term
CELGENE CORPORATION CMN	1-Apr-11	1-Aug-12	62	4,268 61	3,572 45	696 16 Long-Term
SPRINT NEXTEL CORPORATION CMN	12-Jun-08	9-Aug-12	234	1,119 43	1,914 80	(795 37) Long-Term
SPRINT NEXTEL CORPORATION CMN	21-Apr-10	9-Aug-12	138	660 18	569 72	90 46 Long-Term
SPRINT NEXTEL CORPORATION CMN	28-Jul-09	9-Aug-12	871	4,166 77	3,988 92	177 85 Long-Term
SPRINT NEXTEL CORPORATION CMN	19-Nov-10	11-Oct-12	323	1,860 21	1,288 93	571 28 Long-Term
SPRINT NEXTEL CORPORATION CMN	21-Apr-10	11-Oct-12	1,026	5,908 89	4,235 71	1,673 18 Long-Term
SPRINT NEXTEL CORPORATION CMN	19-Nov-10	15-Oct-12	476	2,738 77	1,899 47	839 30 Long-Term
SPRINT NEXTEL CORPORATION CMN	19-Nov-10	25-Oct-12	1,045	5,807 23	4,170 06	1,637 17 Long-Term
SPRINT NEXTEL CORPORATION CMN	16-May-11	25-Oct-12	368	2,045 03	1,906 24	138 79 Long-Term
P G & E CORPORATION CMN	20-Aug-10	1-Nov-12	27	1,138 85	1,213 90	(75 05) Long-Term
P G & E CORPORATION CMN	3-Dec-10	1-Nov-12	103	4,344 50	4,927 32	(582 82) Long-Term
P G & E CORPORATION CMN	19-Aug-10	1-Nov-12	212	8,942 07	9,528 15	(586 08) Long-Term
P G & E CORPORATION CMN	28-Sep-10	1-Nov-12	107	4,513 22	4,852 10	(338 88) Long-Term
P G & E CORPORATION CMN	16-May-11	1-Nov-12	33	1,391 93	1,514 04	(122 11) Long-Term
ADOBE SYSTEMS INC CMN	1-Nov-10	29-Nov-12	123	4,178 90	3,467 87	711 03 Long-Term
U S BANCORP CMN	28-Sep-10	12-Dec-12	88	2,823 56	1,908 25	915 31 Long-Term
U S BANCORP CMN	16-May-11	12-Dec-12	70	2,246 01	1,773 10	472 91 Long-Term
U S BANCORP CMN	16-May-11	12-Dec-12	157	5,037 48	3,932 16	1,105 32 Long-Term
<b>TOTAL LONG-TERM</b>				<b>329,251.85</b>	<b>314,142.34</b>	<b>15,109.51</b>

REALIZED GAIN LOSS III

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