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

2012

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

The Barrios Trust 653 11th Street Oakland, CA 94607	A Employer identification number 94-3323331						
	B Telephone number (see the instructions) 510-465-6511						
	C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>	<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	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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: <table style="width:100%; border: none;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,847,834.	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u></td> </tr> </table> (Part I, column (d) must be on cash basis.)	<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u>				
<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual						
<input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u>							

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)
1 Contributions, gifts, grants, etc. received (att sch)	2,330.			
2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	16.	16.	N/A	
4 Dividends and interest from securities	45,649.	45,649.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	11,313.			
b Gross sales price for all assets on line 6a	268,497.			
7 Capital gain net income (from Part IV, line 2)		11,313.		
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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	-1,091.	-6,301.		
12 Total. Add lines 1 through 11	58,217.	50,677.		
13 Compensation of officers, directors, trustees, etc	5,000.			5,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	3,135.			3,135.
c Other prof fees (attach sch) See St 3	24,773.	24,773.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	3,552.	552.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	695.			695.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	1,123.	690.		433.
24 Total operating and administrative expenses. Add lines 13 through 23	38,278.	26,015.		9,263.
25 Contributions, gifts, grants paid Part XV	120,500.			120,500.
26 Total expenses and disbursements. Add lines 24 and 25	158,778.	26,015.		129,763.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-100,561.			
b Net investment income (if negative, enter -0.)		24,662.		
c Adjusted net income (if negative, enter -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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		328,690.	97,252.	97,252.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule) Statement 6		339,807.	380,970.	380,970.
	b	Investments – corporate stock (attach schedule) Statement 7		345,479.	384,818.	384,818.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 8		807,765.	983,737.	983,737.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe See Statement 9)		3,127.	1,057.	1,057.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,824,868.	1,847,834.	1,847,834.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		1,824,868.	1,847,834.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,824,868.	1,847,834.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,824,868.	1,847,834.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,824,868.
2	Enter amount from Part I, line 27a	2	-100,561.
3	Other increases not included in line 2 (itemize) See Statement 10	3	123,527.
4	Add lines 1, 2, and 3	4	1,847,834.
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	1,847,834.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Sales of Publicly Traded Securities	P	Various	Various
b Capital Gain Distribution	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 267,100.		257,184.	9,916.
b 1,397.			1,397.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			9,916.
b			1,397.
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	11,313.
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	0.

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	128,266.	1,736,671.	0.073857
2010	99,945.	1,680,916.	0.059459
2009	84,585.	1,546,275.	0.054702
2008	294,236.	2,889,079.	0.101844
2007	197,592.	3,173,484.	0.062263

2 Total of line 1, column (d)	2	0.352125
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	0.070425
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,838,763.
5 Multiply line 4 by line 3	5	129,495.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	247.
7 Add lines 5 and 6	7	129,742.
8 Enter qualifying distributions from Part XII, line 4	8	129,763.

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

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

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	247.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	247.
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	247.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,333.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	2,333.	
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		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		2,086.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,086. Refunded	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		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 ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>CA</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>Joanne Casey</u> Telephone no. ▶ <u>510-465-6511</u> Located at ▶ <u>653 11th Street Oakland, CA</u> ZIP + 4 ▶ <u>94607</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16		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
1 a	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? Stmt 14 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Part VIII <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
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.)	2 b	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. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	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 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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a 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)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A Yes No

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

6 a 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?

If 'Yes' to 6b, file Form 8870

7 a 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?

N/A

5 b		X
6 b		X
7 b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		5,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1 a	1,593,748.
b	Average of monthly cash balances	1 b	225,418.
c	Fair market value of all other assets (see instructions)	1 c	47,598.
d	Total (add lines 1a, b, and c)	1 d	1,866,764.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,866,764.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,001.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,838,763.
6	Minimum investment return. Enter 5% of line 5	6	91,938.

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	91,938.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	247.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	247.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	91,691.
4	Recoveries of amounts treated as qualifying distributions	4	5,000.
5	Add lines 3 and 4	5	96,691.
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	96,691.

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	1 a	129,763.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	129,763.
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	247.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	129,516.

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				96,691.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	43,854.			
b From 2008	149,782.			
c From 2009	8,211.			
d From 2010	17,283.			
e From 2011	46,168.			
f Total of lines 3a through e	265,298.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 129,763.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				96,691.
e Remaining amount distributed out of corpus	33,072.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	298,370.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions.		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	43,854.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	254,516.			
10 Analysis of line 9				
a Excess from 2008	149,782.			
b Excess from 2009	8,211.			
c Excess from 2010	17,283.			
d Excess from 2011	46,168.			
e Excess from 2012	33,072.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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))
See Statement 12

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 13				
Total				▶ 3 a 120,500.
b <i>Approved for future payment</i>				
Total				▶ 3 b

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No ▶ 510-465-6511 ----- FAX No ▶ -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above
The extension is for the organization's return for:

- ▶ calendar year 20 12 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$	2,333.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$	2,333.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Barrios Trust	94-3323331
File by the extended due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	San Francisco, CA 94104	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ▶ Joanne Casey
Telephone No. ▶ 510-465-6511 FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 20 13
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period
- State in detail why you need the extension... The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a \$	247.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8 b \$	2,333.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8 c \$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [Handwritten Signature] Title ▶ CPA Date ▶ 8/19/13
BAA FIFZ0502L 01/21/13 Form 8868 (Rev 1-2013)

The Barrios Trust

94-3323331

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 24.	\$ 24.	
Partnership Income	-6,325.	-6,325.	
Return of Capital	210.		
Return of Grant	5,000.		
Total	\$ -1,091.	\$ -6,301.	0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 3,135.			\$ 3,135.
Total	\$ 3,135.	\$ 0.		\$ 3,135.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 24,773.	\$ 24,773.		
Total	\$ 24,773.	\$ 24,773.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 3,000.			
Foreign Taxes Withheld	552.	\$ 552.		
Total	\$ 3,552.	\$ 552.		\$ 0.

The Barrios Trust

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	\$ 85.			\$ 85.
Investment Expense	690.	\$ 690.		
Postage & Delivery	34.			34.
Web Hosting	314.			314.
Total	\$ 1,123.	\$ 690.		\$ 433.

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

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
FNMA 5.000%, 11/1/2035	Mkt Val	\$ 9,569.	\$ 9,569.
FNMA 6.000%, 10/01/2038	Mkt Val	2,701.	2,701.
FNMA 6.000%, 9/01/2038	Mkt Val	6,302.	6,302.
FNMA 6.000% 5/01/2038	Mkt Val	4,032.	4,032.
US Treasury 1.375%, 2/28/19	Mkt Val	23,570.	23,570.
US Treasury 2.500%, 1/15/2029	Mkt Val	26,123.	26,123.
FNMA 4.500%, 8/1/2040	Mkt Val	12,337.	12,337.
FNMA 4.500%, 2/1/2041	Mkt Val	16,316.	16,316.
FNMA 4.500%, 2/1/2041	Mkt Val	5,601.	5,601.
US Treasury 0.75%, 10/31/2017	Mkt Val	85,279.	85,279.
US Treasury 0.125%, 7/15/2022	Mkt Val	48,046.	48,046.
FNMA 4.000%, 12/1/2041	Mkt Val	25,079.	25,079.
FNMA 3.500%, 1/1/2042	Mkt Val	17,816.	17,816.
FNMA 4.000%, 1/1/2042	Mkt Val	24,169.	24,169.
FNMA 3.500%, 6/1/2042	Mkt Val	18,376.	18,376.
FNMA 3.500%, 7/1/2042	Mkt Val	10,352.	10,352.
FNMA 3.500%, 8/1/2042	Mkt Val	23,325.	23,325.
FNMA 3.000%, 11/1/2042	Mkt Val	21,977.	21,977.
		\$ 380,970.	\$ 380,970.
Total		\$ 380,970.	\$ 380,970.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Amcor Ltd, 48 Sh	Mkt Val	\$ 1,622.	\$ 1,622.
BG Group PLC, 141 Sh	Mkt Val	2,356.	2,356.
BP PLC, 87 Sh	Mkt Val	3,623.	3,623.
Banco Santander, 207 Sh	Mkt Val	1,691.	1,691.
Canon Inc, 118 Sh	Mkt Val	4,627.	4,627.
GlaxoSmithKline PLC, 94 Sh	Mkt Val	4,086.	4,086.
KAO Corp. - JPY, 132 Sh	Mkt Val	3,428.	3,428.

The Barrios Trust

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
National Grid PLC, 45 Sh	Mkt Val	\$ 2,585.	\$ 2,585.
Reed Elsevier NV, 93 Sh	Mkt Val	2,751.	2,751.
Royal Dutch Shell PLC, 40 Sh	Mkt Val	2,758.	2,758.
Societe Generale, 180 Sh	Mkt Val	1,408.	1,408.
Total SA, 81 Sh	Mkt Val	4,213.	4,213.
Toyota Motor, 32 Sh	Mkt Val	2,984.	2,984.
Unilever PLC, 128 Sh	Mkt Val	4,956.	4,956.
Accenture Ltd, 65 Sh	Mkt Val	3,990.	3,990.
Argo Group Intl Holdings, 84 Sh	Mkt Val	2,822.	2,822.
Debenhams PLC, 335 Sh	Mkt Val	2,496.	2,496.
Hachijuni Bank Ltd, 55 Sh	Mkt Val	2,782.	2,782.
Old Republic International, 225 Sh	Mkt Val	2,396.	2,396.
Flextronics Intl LTD, 363 Sh	Mkt Val	2,254.	2,254.
Briggs & Stratton Corp, 120 Sh	Mkt Val	2,530.	2,530.
Ciments Francais Spon ADR, 155 Sh	Mkt Val	2,263.	2,263.
First Pacific Ltd Spon ADR, 365 Sh	Mkt Val	2,018.	2,018.
Home Retail Grp-Gbp, 195 Sh	Mkt Val	1,601.	1,601.
Keycorp New, 45 Sh	Mkt Val	379.	379.
Magna Intl Cl A, 30 Sh	Mkt Val	1,501.	1,501.
Magyar Telekom Telecomm Ltd, 180 Sh	Mkt Val	1,492.	1,492.
Masco Corp DE, 255 Sh	Mkt Val	4,248.	4,248.
Supervalu Inc, 250 Sh	Mkt Val	618.	618.
Tim Participacoes S A-Brl, 98 Sh	Mkt Val	1,942.	1,942.
Bank of America Corp, 19 Sh	Mkt Val	221.	221.
Singapore Telecomm, 98 Sh	Mkt Val	2,670.	2,670.
Taiwan Semiconductor, 183 Sh	Mkt Val	3,140.	3,140.
Takeda Pharmaceutical, 177 Sh	Mkt Val	3,929.	3,929.
Tokio Marine Hldgs Inc, 136 Sh	Mkt Val	3,786.	3,786.
Telefonica SA Spon ADR, 282 Sh	Mkt Val	3,804.	3,804.
Allergan Inc, 39 Sh	Mkt Val	3,577.	3,577.
Gilead Sciences Inc, 65 Sh	Mkt Val	4,774.	4,774.
Intuit Inc, 48 Sh	Mkt Val	2,855.	2,855.
Monsanto Co New, 30 Sh	Mkt Val	2,840.	2,840.
Nike Inc Cl B, 80 Sh	Mkt Val	4,128.	4,128.
Praxair Inc, 31 Sh	Mkt Val	3,393.	3,393.
Schlumberger Ltd, 58 Sh	Mkt Val	4,019.	4,019.
Teva Pharmaceutical Inds, 61 Sh	Mkt Val	2,278.	2,278.
United Technologies Corp, 40 Sh	Mkt Val	3,280.	3,280.
Xerox Corp, 70 Sh	Mkt Val	477.	477.
Akamai Technologies Inc, 65 Sh	Mkt Val	2,659.	2,659.
EMC Corp-Mass, 190 Sh	Mkt Val	4,807.	4,807.
Express Scripts Inc, 60 Sh	Mkt Val	3,240.	3,240.
Google Inc, 8 Sh	Mkt Val	5,659.	5,659.
Qualcomm Inc, 85 Sh	Mkt Val	5,258.	5,258.
Ross Stores Inc, 70 Sh	Mkt Val	3,786.	3,786.
Wells Fargo & Co, 95 Sh	Mkt Val	3,247.	3,247.
Waters Corp, 25 Sh	Mkt Val	2,178.	2,178.
Carrefour, 757 Sh	Mkt Val	3,899.	3,899.
Novartis, 91 Sh	Mkt Val	5,760.	5,760.
Seven & I Hldgs Co, 64 Sh	Mkt Val	3,606.	3,606.
Vodafone Group, 109 Sh	Mkt Val	2,746.	2,746.
Zurich Fincl Svcs, 114 Sh	Mkt Val	3,055.	3,055.
Willis Group Holdings, 40 Sh	Mkt Val	1,341.	1,341.
Stanley Black & Decker Inc, 23 Sh	Mkt Val	1,701.	1,701.
Embraer, 75 Sh	Mkt Val	2,138.	2,138.

The Barrios Trust

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
H Lundbeck, 165 Sh	Mkt Val	\$ 2,401.	\$ 2,401.
Premier Foods PLC, 66 Sh	Mkt Val	597.	597.
Seiko Epson Corp, 375 Sh	Mkt Val	1,489.	1,489.
Suntrust Banks Inc, 40 Sh	Mkt Val	1,134.	1,134.
Everest Reinsurance GP Ltd, 10 Sh	Mkt Val	1,099.	1,099.
Alexander & Baldwin Inc, 30 Sh	Mkt Val	881.	881.
Capitol Federal Financial Inc, 106 Sh	Mkt Val	1,239.	1,239.
Cemex SAB DE CV Spons, 157 Sh	Mkt Val	1,550.	1,550.
El Financial Corp, 6 Sh	Mkt Val	2,560.	2,560.
ITV Plc-GBP, 100 Sh	Mkt Val	1,709.	1,709.
Ingram Micro Inc, Class A, 195 Sh	Mkt Val	3,299.	3,299.
Italcementi Fabrich Riunte, 310 Sh	Mkt Val	1,717.	1,717.
The Jones Group Inc, 140 Sh	Mkt Val	1,548.	1,548.
Kingfisher Plc, 50 Sh	Mkt Val	462.	462.
Kuoni Reisen Holding, 275 Sh	Mkt Val	1,587.	1,587.
Nortel Inversora, 30 Sh	Mkt Val	411.	411.
Oshkosh Truck Corp, 70 Sh	Mkt Val	2,075.	2,075.
St. Joe Company, 55 Sh	Mkt Val	1,269.	1,269.
Thomas Cook Group, 390 Sh	Mkt Val	569.	569.
Toyo Suisan Kaisha Ltd, 5 Sh	Mkt Val	1,085.	1,085.
Astellas Pharma Inc, 74 Sh	Mkt Val	3,319.	3,319.
Eni Spa, 61 Sh	Mkt Val	2,998.	2,998.
Koninklijke Ahold NV, 263 Sh	Mkt Val	3,577.	3,577.
Sanofi-Aventis, 104 Sh	Mkt Val	4,928.	4,928.
Tesco Plc, 250 Sh	Mkt Val	4,145.	4,145.
Vinci SA, 258 Sh	Mkt Val	3,096.	3,096.
Herbalife Ltd, 35 Sh	Mkt Val	1,153.	1,153.
Check Point Software Tech, 60 Sh	Mkt Val	2,858.	2,858.
Costco Wholesale Corp, 35 Sh	Mkt Val	3,456.	3,456.
Donaldson Co Inc, 110 Sh	Mkt Val	3,612.	3,612.
EcoLab Inc, 53 Sh	Mkt Val	3,811.	3,811.
Visa Inc, 35 Sh	Mkt Val	5,305.	5,305.
Boston Scientific Corp, 485 Sh	Mkt Val	2,779.	2,779.
Lonza Group, 3620 Sh	Mkt Val	3,354.	3,354.
Peoples United Fincl, 120 Sh	Mkt Val	1,451.	1,451.
Safeway Inc, 120 Sh	Mkt Val	2,171.	2,171.
STMicroelectronics, 125 Sh	Mkt Val	905.	905.
Turkiye Vakiflar, 60 Sh	Mkt Val	1,540.	1,540.
Western Digital Corp, 80 Sh	Mkt Val	3,399.	3,399.
Wolters Kluwer, 184 Sh	Mkt Val	3,803.	3,803.
QBE Insurance Group, 94 Sh	Mkt Val	1,074.	1,074.
Covidien PLC, 55 Sh	Mkt Val	3,176.	3,176.
Altera Corp, 80 Sh	Mkt Val	2,751.	2,751.
American Tower Corp, 70 Sh	Mkt Val	5,409.	5,409.
Amphenol Corp, 65 Sh	Mkt Val	4,206.	4,206.
BMC Software Inc, 75 Sh	Mkt Val	2,972.	2,972.
Broadcom Corp, 105 Sh	Mkt Val	3,487.	3,487.
Chicago Bridge & Iron, 76 Sh	Mkt Val	3,523.	3,523.
Discovery Communications Inc, 70 Sh	Mkt Val	4,444.	4,444.
Juniper Networks Inc, 140 Sh	Mkt Val	2,754.	2,754.
National Oilwell Varco Inc, 40 Sh	Mkt Val	2,734.	2,734.
Nu Skin Enterprises Inc, 35 Sh	Mkt Val	1,297.	1,297.
T Rowe Price Group Inc, 50 Sh	Mkt Val	3,256.	3,256.
Apple Inc, 10 Sh	Mkt Val	5,322.	5,322.
CVS Caremark Corp, 71 Sh	Mkt Val	3,433.	3,433.

The Barrios Trust

94-3323331

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Dollar Gen Corp, 63 Sh	Mkt Val	\$ 2,778.	\$ 2,778.
EBay Inc, 47 Sh	Mkt Val	2,397.	2,397.
IHS Inc, 30 Sh	Mkt Val	2,880.	2,880.
Kansas CY South Ind, 21 Sh	Mkt Val	1,753.	1,753.
LKQ Corp, 108 Sh	Mkt Val	2,279.	2,279.
Mead Johnson Nutrition Co, 25 Sh	Mkt Val	1,647.	1,647.
Petsmart Inc, 23 Sh	Mkt Val	1,572.	1,572.
Precision Castparts Corp, 15 Sh	Mkt Val	2,841.	2,841.
Red Hat Inc, 61 Sh	Mkt Val	3,231.	3,231.
Starbucks Corp, 68 Sh	Mkt Val	3,647.	3,647.
Tractor Supply Co, 20 Sh	Mkt Val	1,767.	1,767.
WW Grainger Inc, 16 Sh	Mkt Val	3,238.	3,238.
ABB Ltd, 151 Sh	Mkt Val	3,139.	3,139.
Deutsche Telekom, 266 Sh	Mkt Val	3,022.	3,022.
France Telecom, 257 Sh	Mkt Val	2,840.	2,840.
Tokyo Electron Ltd, 168 Sh	Mkt Val	1,914.	1,914.
UTD Overseas, 69 Sh	Mkt Val	2,267.	2,267.
Aegon, 302 Sh	Mkt Val	1,945.	1,945.
Chesapeake Energy Corp, 120 Sh	Mkt Val	1,994.	1,994.
Goodyear Tire & Rubber, 90 Sh	Mkt Val	1,243.	1,243.
Lear Corp, 50 Sh	Mkt Val	2,342.	2,342.
Mis&Ad Ins Group, 143 Sh	Mkt Val	1,416.	1,416.
OI SA, 111 Sh	Mkt Val	445.	445.
Pulte Group Inc, 113 Sh	Mkt Val	2,052.	2,052.
Staples Inc, 90 Sh	Mkt Val	1,026.	1,026.
Suez Environment, 255 Sh	Mkt Val	1,543.	1,543.
TDK CP, 35 Sh	Mkt Val	1,279.	1,279.
TE Connectivity Ltd, 50 Sh	Mkt Val	1,856.	1,856.
Visteon Corp, 30 Sh	Mkt Val	1,615.	1,615.
Total		\$ 384,818.	\$ 384,818.

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
M.O.T. Family Investors	Mkt Val	\$ 33,531.	\$ 33,531.
Total Other Investments		\$ 33,531.	\$ 33,531.
<u>Other Publicly Traded Securities</u>			
Invesco Energy Fund Cl. A, 463.757 Sh	Mkt Val	17,363.	17,363.
Fundamental Investors Fd, 3,805.539 Sh	Mkt Val	155,190.	155,190.
Growth Fd of America Cl A, 3,957.535 Sh	Mkt Val	135,941.	135,941.
Ivy Global Natural Res. Fd, 781.105 Sh	Mkt Val	13,255.	13,255.
Jennison Natural Resources, 397.797 Sh	Mkt Val	17,937.	17,937.
Pimco Comm RR Strategy 1,862.50 Sh	Mkt Val	12,144.	12,144.
Fundamental Investors Fd, 43.238 Sh	Mkt Val	1,763.	1,763.
JP Morgan Income Builder Fd, 6,005.11 Sh	Mkt Val	59,150.	59,150.
New World Fund Class, 1,011.266 Sh	Mkt Val	55,043.	55,043.

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

Other Publicly Traded Securities

Virtus Emerg Mrkts Fd, 5,700.175 Sh	Mkt Val	\$	58,769.	\$	58,769.
Wisdomtree Japan S/C DVD Fd, 110 Sh	Mkt Val		4,807.		4,807.
Western Asset Core, 8,833.922 Sh	Mkt Val		103,092.		103,092.
Allianz Fix Inc Sh Series M, 13,997 Sh	Mkt Val		157,046.		157,046.
Allianz Fix Inc Sh Series C, 11,756 Sh	Mkt Val		158,706.		158,706.
Total Other Publicly Traded Securities		\$	<u>950,206.</u>	\$	<u>950,206.</u>
Total		\$	<u>983,737.</u>	\$	<u>983,737.</u>

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Purchased Interest	\$ 1,057.	\$ 1,057.
Total	<u>\$ 1,057.</u>	<u>\$ 1,057.</u>

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	Total	\$	<u>123,527.</u>
		\$	<u>123,527.</u>

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/Other</u>
Warren Wilson 653 11th Street Oakland, CA 94607	President 5.00	\$ 0.	\$ 0.	\$ 0.
Joanne Casey 653 11th Street Oakland, CA 94607	Vice President 5.00	0.	0.	0.
Natalie Delagnes Talbott 653 11th Street Oakland, CA 94607	Director 0.25	1,000.	0.	0.

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Margot Maurer 653 11th Street Oakland, CA 94607	Director 0.25	\$ 1,000.	\$ 0.	\$ 0.
Laurel Nathanson 653 11th Street Oakland, CA 94607	Director 0.25	1,000.	0.	0.
John Fanning 653 11th Street Oakland, CA 94607	Director 0.25	1,000.	0.	0.
Donald Carter 653 11th Street Oakland, CA 94607	Director 0.25	1,000.	0.	0.
		Total \$ 5,000.	\$ 0.	\$ 0.

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

Warren Wilson
 Joanne Casey

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Oakland College Prep School 6100 Broadway Oakland, CA 94618	N/A	School	Scholarships for high school students who demonstrated academic ability and financial need.	\$ 10,000.

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Girls Inc. of Alameda Co 13666 East 14th Street San Leandro, CA 94578,	N/A	509(a) (1)	To support the Eureka Program which is an academic mentoring program for high school girls	\$ 10,000.
Wee Poets 2012 Grant Street, Suite 2 Berkeley, CA 94703	N/A	509(a) (1)	Fund for production of student programs on educational cable channel	3,000.
Northern Light School 3710 Dorisa Avenue Oakland, CA 94605	N/A	School	Scholarship fund for elementary school children	15,000.
The Crucible 1260 7th Street Oakland, CA 94607	N/A	509(a) (1)	Summer Youth Program	10,000.
Scholarship Recipient 1 653 11th Street Oakland, CA 94607	None	N/A	Tuition for college freshman	10,000.
Destiny Arts Center 1000 42nd Street Oakland, CA 94608	N/A	509(a) (1)	General Support	7,500.
Brothers on the Rise c/o SF Study Center 1095 Market Street, Suite 602 San Francisco, CA 94103	N/A	509(a) (1)	General Support	15,000.
Oakland Technical High School 4500 Broadway Oakland, CA 94607	N/A	School	Scholarships for Students to Attend the Edinburgh Fringe Drama Festival	5,000.
Bay Area Outreach & Recreation Program 3075 Adeline St, Suite 155 Berkeley, CA 94703	N/A	509(a) (1)	Youth Ice Hockey Program	5,000.
Super Stars Literacy Inc. 675 Hegenberger Road, Suite 250 Oakland, CA 94621	N/A	509(a) (1)	After school reading academic enrichment program	5,000.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St. Vincent's Day Home 1086 Eighth Street Oakland, CA 94607	N/A	509(a)(1)	Support for Continued School Programs	\$ 20,000.
Museum of Children's Art 538 Ninth Street, Suite 210 Oakland, CA 94607	N/A	509(a)(1)	Support of School and Art Projects	2,500.
Pro-Arts 2100 23rd Avenue Oakland, CA 94607	N/A	509(a)(1)	Support for Oak Tree Art Center Programs	2,500.
			Total	\$ <u>120,500.</u>