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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

10/01, 2012, and ending

09/30, 2013

Name of foundation THE BARKER WELFARE FOUNDATION		A Employer identification number 36-6018526
Number and street (or P O box number if mail is not delivered to street address) 1007 GLEN COVE AVENUE		B Telephone number (see instructions) (516) 759-5592
City or town, state, and ZIP code GLEN HEAD, NY 11545-1589		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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"/>
H Check type of organization <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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 114,149,298.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (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	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	683.	683.		ATCH 1
4	Dividends and interest from securities	1,074,138.	1,074,138.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,266,983.			
b	Gross sales price for all assets on line 6a	28,946,801.			
7	Capital gain net income (from Part IV, line 2)		5,266,983.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	399.	399.		
12	Total. Add lines 1 through 11	6,342,203.	6,342,203.		
13	Compensation of officers, directors, trustees, etc.	220,488.	11,024.		209,464.
14	Other employee salaries and wages	16,408.	820.		15,588.
15	Pension plans, employee benefits	55,801.	2,790.		53,011.
16a	Legal fees (attach schedule) ATCH 4	1,213.			1,213.
b	Accounting fees (attach schedule) ATCH 5	52,667.	20,529.		32,138.
c	Other professional fees (attach schedule) *	315,895.	314,993.		902.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 7	69,109.	9,358.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	16,500.	825.		15,675.
21	Travel, conferences, and meetings	48,737.	4,874.		43,863.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	40,181.	1,933.		38,248.
24	Total operating and administrative expenses. Add lines 13 through 23	836,999.	367,146.		410,102.
25	Contributions, gifts, grants paid	2,951,719.			2,951,719.
26	Total expenses and disbursements. Add lines 24 and 25	3,788,718.	367,146.	0	3,361,821.
27	Subtract line 26 from line 12	2,553,485.			
a	Excess of revenue over expenses and disbursements		5,975,057.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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		44,672.	62,454.	62,454.	
	2	Savings and temporary cash investments		3,219,580.	3,841,347.	3,841,347.	
	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		5,330.	3,570.	3,570.	
	10 a	Investments - U S and state government obligations (attach schedule)					
	b	Investments - corporate stock (attach schedule) ATCH 9		32,239,765.	34,374,891.	34,374,891.	
	c	Investments - corporate bonds (attach schedule)					
	Liabilities	11	Investments - land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule) ▶					
12		Investments - mortgage loans					
13		Investments - other (attach schedule) ATCH 10		27,828,427.	31,967,036.	31,967,036.	
14		Land, buildings, and equipment, basis					
		Less: accumulated depreciation (attach schedule) ▶					
15		Other assets (describe ▶ ATCH 11)		2,063,000.	2,063,000.	43,900,000.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		65,400,774.	72,312,298.	114,149,298.	
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)		0	0		
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted		65,400,774.	72,312,298.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>	27	Capital stock, trust principal, or current funds				
		28	Paid-in or capital surplus, or land, bldg, and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds				
		30	Total net assets or fund balances (see instructions)		65,400,774.	72,312,298.	
	31	Total liabilities and net assets/fund balances (see instructions)		65,400,774.	72,312,298.		

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	65,400,774.
2	Enter amount from Part I, line 27a	2	2,553,485.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	4,358,039.
4	Add lines 1, 2, and 3	4	72,312,298.
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	72,312,298.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	5,266,983.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,811,834.	60,020,979.	0.046848
2010	2,729,119.	58,957,092.	0.046290
2009	2,688,662.	55,049,437.	0.048841
2008	2,527,957.	47,852,146.	0.052828
2007	3,100,596.	59,995,544.	0.051680
2 Total of line 1, column (d)			2 0.246487
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 0.049297
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 65,294,495.
5 Multiply line 4 by line 3			5 3,218,823.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 59,751.
7 Add lines 5 and 6			7 3,278,574.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 3,361,821.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	59,751.
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			
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	59,751.
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	59,751.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	63,321.	
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	63,321.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,570.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,570. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> ILLINOIS AND NEW YORK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.BARKERWELFARE.ORG				
14	The books are in care of THE FOUNDATION Telephone no 516-759-5592			
Located at 1007 GLEN COVE AVENUE, GLEN HEAD, NY ZIP+4 11545-1589				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here _____		
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	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 _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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

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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)?Organizations relying on a current notice regarding disaster assistance check here. ☐ N/A ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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?

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?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARANE H. ROSS C/O THE FOUNDATION	PRESIDENT/DIRECTOR	35 HRS/WK 82,000.	19,774.	0
SUSAN DEMAIO C/O THE FOUNDATION	ASSOC DIR/ASSOC SEC	40 HRS/WK 138,488.	21,737.	0
SEE ATTACHED SCHEDULE	1-3 HRS/WK	0	0	0

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

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

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

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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
ATCH 13		227,023.
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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments. See instructions.	
3 NOT APPLICABLE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	62,633,890.
b	Average of monthly cash balances	1b	3,654,937.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	66,288,827.
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	66,288,827.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	994,332.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,294,495.
6	Minimum investment return. Enter 5% of line 5	6	3,264,725.

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

1	Minimum investment return from Part X, line 6	1	3,264,725.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	59,751.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	59,751.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,204,974.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,204,974.
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	3,204,974.

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	3,361,821.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,361,821.
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	59,751.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,302,070.

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				3,204,974.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,444,606.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>3,361,821.</u>				
a Applied to 2011, but not more than line 2a			1,444,606.	
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				1,917,215.
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))				
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				1,287,759.
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				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE ATTACHMENT 14

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

SEE ATTACHMENT 14

c Any submission deadlines.

FEBRUARY 1ST AND AUGUST 1ST OF CURRENT YEAR

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

SEE ATTACHMENT 14

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 15		PUBLIC CHARITIES		2,951,719.
Total			► 3a	2,951,719.
b Approved for future payment ATCH 16		PUBLIC CHARITIES		418,700.
Total			► 3b	418,700.

Enter gross amounts unless otherwise indicated

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

JSA

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

- | | | | |
|---|--------------|-----|----|
| 1 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d 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. | | | |

[illegible]

- 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

**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

Date _____

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
JAMES J. REILLY

Preparer's signature

REB Date 10 201

1 Check ☐ if self-employed

PTIN

P00183769

Firm's name ► CONDON O'MEARA MCGINTY & DONNELLY L

Firm's EIN ► 13-3628255

Firm's address ► ONE BATTERY PARK PLAZA
NEW YORK, NY

10004-1405

Phone no 212-661-7777

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
28946801.		SEE PART IV SCHEDULE 23679818.					5,266,983.	
TOTAL GAIN(LOSS)					<u>5,266,983.</u>	

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30, 2013

	9/30/2012		9/30/2013					
	COST	MARKET	PURCHASES	PROCEEDS	COST	GAIN/(LOSS)	COST	MARKET
<u>COMMON STOCK</u>	24,230,613	32,239,765	11,726,029	17,819,517	13,400,132	4,419,386	22,556,510	32,239,765
<u>MUTUAL FUNDS</u>	28,413,487	27,828,427	9,597,054	6,854,722	6,007,255	847,467	30,003,285	27,828,427
<u>MONEY MARKET FUNDS</u>	3,219,580	3,219,580	4,894,199	4,272,562	4,272,431	131	3,841,348	3,219,580
<u>TOTAL</u>	53,863,680	63,287,772	26,217,281	28,946,801	23,679,818	5,266,983	56,401,143	63,287,772

THE BARKER WELFARE FOUNDATION
Schedule of Marketable Securities
For the Year Ended September 30, 2013

	October 1, 2012			Purchases			Sales			September 30, 2013			
	Shares / Principal	Book Basis		Shares / Principal	Book Basis		Shares / Principal	Proceeds	Book Basis	Gain/(loss)	Shares / Principal	Market Value	Unrealized Gain/(loss)
Money Market Funds													
BANA Money Market Svgs	3,219,579.82	3,219,579.82		4,894,198.71	4,894,198.71		4,272,431.14	4,272,431.14	4,272,431.14	0.00	3,841,347.39	3,841,347.39	0.00
Total Money Market Funds		3,219,579.82		4,894,198.71	4,894,198.71		4,272,431.14	4,272,431.14	4,272,431.14	0.00	3,841,347.39	3,841,347.39	0.00
Stocks													
Abaxis Inc	0	0.00		725	27,338.37		725	31,817.65	27,338.37	4,479.28	0	0.00	0.00
Abercrombie & Fitch Co	0	0.00		600	27,823.41		600	28,395.82	27,823.41	572.41	0	0.00	0.00
Acacia Resh Corp	0	0.00		750	22,237.94		750	17,177.65	22,237.94	(5,060.29)	0	0.00	0.00
Acadia Healthcare Co Inc	1,800	30,524.83		75	1,672.73		650	18,447.57	11,460.46	6,987.11	1,225	20,737.10	48,301.75
Accenture PLC Cl A	7,650	304,901.01		1,575	116,921.99		0	0.00	0.00	0.00	9,225	421,823.00	679,329.00
Accion Corp	0	0.00		1,550	38,633.56		0	0.00	0.00	0.00	1,550	38,633.56	44,004.50
Adtran Inc	11,210	396,293.89		0	0.00		11,210	224,616.75	396,293.89	(171,677.14)	0	0.00	0.00
Aegerion Pharmaceuticals Inc	0	0.00		255	22,885.51		0	0.00	0.00	0.00	255	22,885.51	21,866.25
Air Methods Corp	300	21,332.37		0	0.00		300	32,096.40	21,332.37	10,764.03	0	0.00	0.00
Akon Inc	0	0.00		3,600	61,178.51		1,300	17,243.51	18,654.94	(1,411.43)	2,300	42,523.57	45,264.00
Alere Inc	0	0.00		1,040	30,967.79		0	0.00	0.00	0.00	1,040	30,967.79	31,792.80
Alkermes PLC	1,350	26,036.75		225	4,506.68		1,575	30,319.96	30,543.43	(223.47)	0	0.00	0.00
Aliscript-Misys Healthcare	0	0.00		1,175	17,103.28		1,175	17,607.19	17,103.28	503.91	0	0.00	0.00
Altsource Port Solutions	250	14,244.43		0	0.00		250	27,674.55	14,244.43	13,430.12	0	0.00	0.00
American Axle & Mfg Hldgs Inc	0	0.00		1,945	32,614.28		0	0.00	0.00	0.00	1,945	32,614.28	38,355.40
American Cap Ltd	5,425	53,544.72		175	2,072.61		5,600	72,744.69	55,617.33	17,127.36	0	0.00	0.00
American Express Co	6,775	200,110.75		0	0.00		0	0.00	0.00	0.00	6,775	200,110.75	511,648.00
American Pub Ed Inc	6,323	205,186.17		0	0.00		1,495	55,969.75	58,125.87	(2,156.12)	4,828	147,060.30	182,498.40
American Tower Corp	4,940	205,096.33		0	0.00		1,170	96,422.10	50,195.69	46,226.41	3,770	154,900.64	279,470.10
Amerisourcebergen Corp	10,225	291,581.84		0	0.00		1,900	96,684.21	53,223.93	43,460.28	8,325	238,357.91	508,657.50
Angus Lst Inc	0	0.00		1,350	24,297.39		1,350	32,157.63	24,297.39	7,860.24	0	0.00	0.00
Ansys Inc	13,510	554,039.70		0	0.00		3,230	241,657.21	134,856.11	106,801.10	10,280	419,183.59	889,425.60
Apache Corp	2,120	203,519.88		0	0.00		2,120	170,366.88	203,519.88	(33,153.00)	0	0.00	0.00
Apogee Enterprises Inc	0	0.00		1,325	26,452.29		675	18,838.40	23,188.07	5,650.33	650	13,264.22	19,260.80
Approach Res Inc	0	0.00		1,055	28,548.58		1,055	27,473.42	28,548.58	(1,075.16)	0	0.00	0.00
Arctic Cat Inc	0	0.00		688	37,022.38		0	0.00	0.00	0.00	688	37,022.38	39,250.40
Aruba Networks Inc	1,475	30,798.40		700	15,985.16		2,175	42,533.62	46,783.56	(4,249.94)	0	0.00	0.00
Ascena Retail Group Inc	1,475	29,615.96		0	0.00		1,475	28,600.25	29,615.96	(1,015.71)	0	0.00	0.00
Aspen Technology Inc	1,650	27,835.21		0	0.00		850	23,877.63	14,754.53	9,123.10	800	13,080.68	27,640.00
Associated Banc Corp	2,350	29,873.09		0	0.00		2,350	29,037.59	29,873.09	(835.50)	0	0.00	0.00
Atlas Air Worldwide Hldgs Inc	550	27,797.10		0	0.00		550	25,875.26	27,797.10	(1,921.84)	0	0.00	0.00
Automatic Data Processing	6,350	255,378.32		0	0.00		6,350	440,692.07	255,378.32	185,313.75	0	0.00	0.00
AVG Technologies NV	0	0.00		1,450	22,385.81		1,450	17,906.75	22,385.81	(4,479.06)	0	0.00	0.00
Avia Budget Group Inc	0	0.00		1,275	30,059.00		1,275	39,194.77	30,059.00	9,135.77	0	0.00	0.00
Bally Technologies Inc	725	27,039.41		0	0.00		725	33,286.53	27,039.41	6,247.12	0	0.00	0.00
Bank New York Mellon Corp	28,125	865,003.07		0	0.00		4,875	138,161.00	171,322.08	(33,161.08)	23,250	693,680.99	701,917.50
Bankrate Inc	0	0.00		1,825	28,099.22		0	0.00	0.00	0.00	1,825	28,099.22	37,540.25
Barnes Group Inc	0	0.00		880	29,221.49		0	0.00	0.00	0.00	880	29,221.49	30,729.60
Barrett Bill Corp	0	0.00		1,650	35,324.41		0	0.00	0.00	0.00	1,650	35,324.41	41,431.50
Beacon Roofing Supply Inc	1,000	21,140.00		150	4,687.10		1,150	42,594.41	25,827.10	16,767.31	0	0.00	0.00
Beiden Inc	0	0.00		375	16,338.12		375	19,630.93	16,338.12	3,292.81	0	0.00	0.00
Berkshire Hathaway Inc	7,375	521,838.39		0	0.00		825	97,625.88	50,478.04	47,147.84	6,550	471,360.35	743,490.50
Bioscrip Inc	0	0.00		3,050	30,302.06		3,050	34,932.41	30,302.06	4,630.35	0	0.00	0.00
Blackbaud Inc	0	0.00		1,000	37,726.68		0	0.00	0.00	0.00	1,000	37,726.68	39,040.00
Blucora Inc	2,100	33,573.23		250	4,443.95		2,350	35,203.11	38,017.18	(2,814.07)	0	0.00	0.00
Body Cent Acquisition Corp	0	0.00		1,325	16,125.65		1,325	10,790.48	16,125.65	(5,335.17)	0	0.00	0.00
Bonanza Creek Energy Inc	0	0.00		960	29,550.55		0	0.00	0.00	0.00	960	29,550.55	46,329.60
Bon-Ton Stores Inc	0	0.00		1,000	16,217.44		1,000	14,138.60	16,217.44	(2,078.84)	0	0.00	0.00
Bottomline Tech	0	0.00		1,200	28,904.68		1,200	31,517.73	28,904.68	2,613.05	0	0.00	0.00
Bravo Brio Restaurant Group LLC	0	0.00		1,100	20,285.10		1,100	18,049.18	20,285.10	(2,235.92)	0	0.00	0.00
Brightcove Inc	0	0.00		3,325	34,409.16		0	0.00	0.00	0.00	3,325	34,409.16	37,406.25
Bristow Group Inc	0	0.00		295	18,613.42		295	18,471.86	18,613.42	(141.56)	0	0.00	0.00
Brookdale Senior Living Inc	2,175	41,300.48		0	0.00		2,175	59,992.89	41,300.48	18,692.41	0	0.00	0.00

THE BARKER WELFARE FOUNDATION
Schedule of Marketable Securities
For the Year Ended September 30, 2013

Brown & Brown Inc	1,500	38,434.38	125	3,660.65	1,625	49,723.60	42,095.03	7,628.57	0	0.00	0.00	0.00
Brown Shoe Inc	2,650	32,474.36	0	0.00	2,650	42,738.56	32,474.36	10,264.20	0	0.00	0.00	0.00
Brinker Corp	0	0.00	1,675	29,931.75	1,675	29,054.21	29,931.75	(877.54)	0	0.00	0.00	0.00
Brinswick Corp	0	0.00	1,150	29,500.89	1,150	37,333.79	29,500.89	7,832.90	0	0.00	0.00	0.00
Builders Firstsource Inc	0	0.00	3,550	19,099.07	3,550	21,323.19	19,099.07	2,224.12	0	0.00	0.00	0.00
Cabelas Inc	400	12,674.04	0	0.00	400	20,026.86	12,674.04	7,352.82	0	0.00	0.00	0.00
CAI International Inc	0	0.00	1,150	27,492.38	1,150	29,711.21	27,492.38	2,218.83	0	0.00	0.00	0.00
Callidus Software Inc	0	0.00	2,250	18,816.00	0	0.00	0.00	0.00	2,250	18,816.00	20,632.50	1,816.50
Capella Education Co	0	0.00	750	33,159.48	0	0.00	0.00	0.00	750	33,159.48	42,420.00	9,260.52
Capital Sr Living Corp	0	0.00	1,100	28,910.94	1,100	23,934.41	28,910.94	(4,976.53)	0	0.00	0.00	0.00
Cardiovascular Sys Inc	0	0.00	1,325	22,451.99	1,325	26,384.50	22,451.99	3,932.51	0	0.00	0.00	0.00
Cavium Inc	975	30,501.30	0	0.00	975	29,571.02	30,501.30	(930.28)	0	0.00	0.00	0.00
Celadon Group Inc	0	0.00	1,475	25,013.58	1,475	26,684.03	25,013.58	1,670.45	0	0.00	0.00	0.00
Celgene Corp	4,150	247,065.70	0	0.00	1,735	182,816.43	103,891.80	78,924.63	2,415	143,173.90	372,240.86	229,066.96
Centene Corp	0	0.00	475	22,335.28	475	23,323.43	22,335.28	988.15	0	0.00	0.00	0.00
Chart Industries Inc	380	18,326.41	315	28,567.14	380	24,235.05	18,326.41	5,908.64	315	28,567.14	38,757.60	10,190.46
Chemtura Corp	2,000	35,505.67	0	0.00	2,000	39,113.41	35,505.67	3,607.74	0	0.00	0.00	0.00
Chiphos Technologies Bermuda Ltd	925	14,189.79	0	0.00	925	9,350.79	14,189.79	(4,839.00)	0	0.00	0.00	0.00
Cincinnati Bell Inc	9,526	34,520.44	0	0.00	9,526	47,350.43	34,520.44	12,829.99	0	0.00	0.00	0.00
Cintas Corp	9,075	293,692.54	0	0.00	0	0.00	0.00	0.00	9,075	293,692.54	464,640.00	170,947.46
Class Action Settlement	0	0.00	0	0.00	0	982.03	0.00	982.03	0	0.00	0.00	0.00
Clean Hbrs Inc	3,840	187,914.24	4,320	246,362.81	1,925	112,331.50	109,150.09	3,181.41	6,235	325,126.96	365,745.10	40,618.14
Cogent Communications Group Inc	0	0.00	1,550	34,494.34	1,75	5,041.07	3,712.40	1,328.67	1,375	30,781.94	44,343.75	13,561.81
Conterica Inc	14,075	434,169.02	0	0.00	0	0.00	0.00	0.00	14,075	434,169.02	553,288.25	119,119.23
Computer Associates	0	0.00	0	0.00	0	0.00	0.00	0.00	0	0.00	0.00	0.00
Constock Res Inc	1,525	25,809.18	125	2,590.31	1,650	26,462.69	28,399.49	(1,936.80)	0	0.00	0.00	0.00
Conceptus Inc	925	16,418.53	475	10,707.53	1,400	42,085.52	27,126.06	14,959.46	0	0.00	0.00	0.00
Concho Res Inc	2,695	216,898.16	1,680	141,191.90	880	74,280.94	73,944.01	336.93	3,495	284,146.05	380,290.95	96,144.90
Concur Technologies Inc	6,315	249,850.10	1,585	107,084.34	1,770	138,990.37	112,530.01	26,460.36	6,130	244,404.43	677,365.00	432,960.57
Core Laboratories NV	2,625	132,446.92	0	0.00	605	83,576.13	31,798.74	51,777.39	2,020	103,648.18	341,804.20	238,156.02
Corelogic Inc	1,950	33,273.70	0	0.00	1,950	51,080.04	33,273.70	17,806.34	0	0.00	0.00	0.00
Corporate Executive Bhd Co	500	23,468.72	0	0.00	500	20,748.57	23,468.72	(2,720.15)	0	0.00	0.00	0.00
Costar Group Inc	3,497	206,459.79	265	40,627.79	865	91,496.29	58,359.84	33,136.45	2,897	188,727.74	486,441.06	297,713.32
Covdlen Ltd	8,300	343,612.48	2,275	112,099.61	0	0.00	0.00	0.00	10,575	455,712.09	644,440.50	188,728.41
Cree Inc	0	0.00	650	22,516.69	650	20,927.36	22,516.69	(1,589.33)	0	0.00	0.00	0.00
Cubist Pharmaceuticals Inc	725	27,075.40	0	0.00	725	31,378.18	27,075.40	4,302.78	0	0.00	0.00	0.00
Cynosure Inc	930	22,760.05	350	9,032.76	1,280	30,266.82	31,792.81	(1,525.99)	0	0.00	0.00	0.00
Dana Hldg Corp	0	0.00	1,375	19,653.88	1,375	24,119.14	19,653.88	4,465.26	0	0.00	0.00	0.00
Danone Sponsored ADR	0	0.00	3,565	94,643.26	7,755	258,922.38	163,822.27	95,100.11	35,800	499,250.40	539,291.20	40,040.80
Dealertrack Technologies Inc	11,740	188,847.94	585	34,871.80	0	0.00	0.00	0.00	7,550	119,668.93	323,442.00	203,773.07
Deckers Outdoor Corp	0	0.00	0	0.00	0	0.00	0.00	0.00	585	34,871.80	38,563.20	3,691.40
Demand Media Inc	1,775	18,176.34	2,550	137,936.37	0	0.00	0.00	(2,702.14)	0	0.00	0.00	0.00
Devon Energy Corp	8,750	556,000.72	2,575	33,740.31	275	7,204.62	3,449.85	3,754.77	11,300	693,937.09	652,688.00	(41,249.09)
Dexcom Inc	0	0.00	1,210	32,926.49	0	0.00	0.00	0.00	2,300	30,290.46	64,906.00	34,615.54
Digitalglobe Inc	0	0.00	1,500	31,485.04	1,500	25,003.90	31,485.04	(6,481.14)	1,210	32,926.49	38,260.20	5,333.71
Dreamworks Animation Inc	0	0.00	1,025	22,094.75	1,025	18,491.77	22,094.75	(3,602.98)	0	0.00	0.00	0.00
Echo Global Logistics Inc	6,885	338,084.49	1,245	91,270.95	1,860	157,697.28	121,470.22	36,227.06	6,270	307,885.22	619,225.20	311,339.98
Ecolab Inc	6,375	26,648.83	3,591	33,478.77	6,375	45,434.05	26,648.83	18,785.22	3,591	33,478.77	36,161.37	2,682.60
8X8 Inc	775	36,094.48	0	0.00	775	29,437.16	36,094.48	(6,657.32)	0	0.00	0.00	0.00
Elizabeth Arden Inc	500	8,732.16	0	0.00	500	12,061.73	8,732.16	3,329.57	0	0.00	0.00	0.00
Ellie Mae Inc	0	0.00	700	23,465.87	700	29,198.08	23,465.87	5,732.21	0	0.00	0.00	0.00
Emcor Group Inc	0	0.00	1,350	31,181.67	1,350	33,887.14	31,181.67	2,705.47	0	0.00	0.00	0.00
Emmetus Corp	0	0.00	0	0.00	0	0.00	0.00	0.00	0	0.00	0.00	0.00
Energy XXI (Bermuda) Ltd	1,025	30,848.57	675	9,403.77	675	7,572.24	9,403.77	(1,831.53)	0	0.00	0.00	0.00
Enerco Inc	0	0.00	1,075	31,292.92	1,075	26,265.31	31,292.92	(5,027.61)	0	0.00	0.00	0.00
Ethan Allen Interiors Inc	0	0.00	5,195	131,282.51	0	0.00	0.00	0.00	5,195	131,282.51	135,018.05	3,735.54
Examworks Group Inc	0	0.00	1,825	67,365.94	4,230	159,928.48	172,993.15	(13,064.67)	25,260	919,900.21	1,112,955.60	193,055.39
Expeditors Intl Washington Inc	27,665	1,025,527.42	4,585	233,636.23	0	0.00	0.00	0.00	4,440	226,129.26	318,969.60	92,840.34
Exponent Inc	2,025	28,715.17	0	0.00	2,025	24,716.75	28,715.17	(3,998.42)	0	0.00	0.00	0.00
Fairchild Semiconductor Intl	22,740	267,156.43	0	0.00	5,450	269,860.34	59,767.44	210,092.90	17,290	207,388.99	869,168.30	661,779.31
Fastenal Co	425	21,175.24	375	20,220.67	800	46,506.57	41,395.91	5,110.66	0	0.00	0.00	0.00
FEI Co	6,750	32,831.75	0	0.00	6,750	27,260.71	32,831.75	(5,571.04)	0	0.00	0.00	0.00
Felcor Lodging TR Inc	0	0.00	3,325	25,525.29	0	0.00	0.00	0.00	3,325	25,525.29	30,290.75	4,765.46
Ferro Corp	0	0.00	0	0.00	0	0.00	0.00	0.00	0	0.00	0.00	0.00

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Fiesta Restaurant Group Inc	0	0.00	1,295	32,053.27	200	7,125.49	4,872.42	2,253.07	1,095	27,180.85	41,204.85	14,024.00
Fifth & Pacific Cos Inc	0	0.00	2,075	39,838.55	325	7,574.83	6,093.00	1,481.83	1,750	33,745.55	43,977.50	10,231.95
First Midwest Bancorp	0	0.00	2,875	38,092.36	2,875	35,821.58	38,092.36	(2,270.78)	0	0.00	0.00	0.00
First Niagara Financial Group Inc	0	0.00	3,675	34,163.51	0	0.00	0.00	0.00	3,675	34,163.51	38,109.75	3,946.24
Freescall Semiconductor Ltd	0	0.00	2,125	31,530.72	2,125	30,074.55	31,530.72	(1,456.17)	0	0.00	0.00	0.00
Fresh Market Inc	525	26,743.54	0	0.00	525	28,026.94	26,743.54	1,283.40	2,425	39,847.72	47,893.75	8,046.03
FXCM Inc	0	0.00	2,425	39,847.72	0	0.00	0.00	0.00	0	0.00	0.00	0.00
Gardner Denver Inc	5,800	378,378.70	0	0.00	5,800	436,163.21	378,378.70	57,784.51	0	0.00	0.00	0.00
Genherm Inc	0	0.00	2,600	43,264.11	0	0.00	0.00	0.00	2,600	43,264.11	49,634.00	6,369.89
G-III Apparel Group Ltd	0	0.00	835	41,547.26	0	0.00	0.00	0.00	835	41,547.26	45,582.65	4,035.39
Glaxosmithkline PLC	9,025	387,465.78	0	0.00	3,025	156,076.30	132,784.41	23,291.89	6,000	254,681.37	301,020.00	46,338.63
Global Cash Access Hldgs Inc	3,250	12,725.15	0	0.00	3,250	23,455.63	12,725.15	10,730.48	0	0.00	0.00	0.00
Glu Mobile Inc	7,625	33,789.05	0	0.00	7,625	27,196.15	33,789.05	(6,592.90)	0	0.00	0.00	0.00
Granite Construction Inc	0	0.00	700	22,314.56	700	22,070.23	22,314.56	(244.33)	0	0.00	0.00	0.00
Great Lakes Dredge & Dock Corp	5,075	32,024.77	0	0.00	5,075	35,598.50	32,024.77	7,573.73	0	0.00	0.00	0.00
Gulport Energy Corp	1,500	39,642.77	455	22,207.28	1,325	58,873.18	35,135.42	23,737.16	630	26,714.23	40,534.20	13,819.97
Healthcare Services Group Inc	17,008	241,676.94	2,165	51,256.19	2,560	60,718.93	56,949.76	3,769.17	16,613	235,983.37	427,950.88	191,967.51
Healthstream Inc	750	15,751.80	1,163	35,620.66	750	17,801.83	15,751.80	2,050.03	1,163	35,620.66	44,054.44	8,433.78
Healthways Inc	0	0.00	1,500	26,509.31	0	0.00	0.00	0.00	1,500	26,509.31	27,765.00	1,255.69
Hexcel Corp	0	0.00	1,275	40,189.07	0	0.00	0.00	0.00	1,275	40,189.07	49,470.00	9,280.93
Homeaway Inc	1,275	31,333.63	525	14,804.24	1,800	41,543.06	46,137.87	(4,594.81)	0	0.00	0.00	0.00
Hornbeck Offshore Svcs Inc	385	12,402.98	0	0.00	385	13,607.02	12,402.98	1,204.04	0	0.00	0.00	0.00
IAC / Interactivecorp	900	31,356.00	0	0.00	900	39,498.91	31,356.00	8,142.91	0	0.00	0.00	0.00
ICF International Inc	0	0.00	500	11,532.98	500	12,214.50	11,532.98	681.52	0	0.00	0.00	0.00
ICG Group Inc	2,750	26,856.38	475	5,189.67	0	0.00	0.00	0.00	3,225	32,046.05	45,762.75	13,716.70
Icon Plc	1,625	37,319.42	50	1,275.69	700	22,998.44	16,090.83	6,907.61	975	22,504.28	39,906.75	17,402.47
Iconix Brand Group Inc	0	0.00	1,225	26,019.52	0	0.00	0.00	0.00	1,225	26,019.52	40,706.75	14,687.23
Idexx Laboratories Inc	7,705	285,825.76	0	0.00	7,705	696,912.22	285,825.76	411,086.46	0	0.00	0.00	0.00
II VI Inc	20,900	327,518.58	0	0.00	20,900	363,777.10	327,518.58	36,258.52	0	0.00	0.00	0.00
Illinois Tool Works Inc	8,675	423,585.12	1,225	78,481.09	0	0.00	0.00	0.00	9,900	502,066.21	755,073.00	253,006.79
Imperva Inc	0	0.00	500	19,289.95	500	19,667.75	19,289.95	377.80	0	0.00	0.00	0.00
Incontact Inc	4,050	21,009.80	4,300	34,900.55	4,750	26,920.95	26,716.29	204.66	3,600	29,194.06	29,700.00	503.94
Infinera Corp	0	0.00	3,050	27,782.39	0	0.00	0.00	0.00	3,050	27,782.39	34,526.00	6,743.61
Infoblox Inc	1,700	31,420.42	1,700	31,420.42	550	14,328.83	10,206.90	4,121.93	1,150	21,213.52	48,093.00	26,879.48
Informatica Corp	0	0.00	975	35,938.05	975	30,120.08	35,938.05	(5,817.97)	0	0.00	0.00	0.00
Ingersoll-Rand Co Ltd	7,475	334,823.93	0	0.00	7,475	419,453.82	334,823.93	84,629.89	0	0.00	0.00	0.00
Interworks Inc	0	0.00	22,417	274,038.95	4,390	49,602.33	48,920.89	681.44	18,027	225,118.06	177,025.14	(48,092.92)
Integrated Device Technology	0	0.00	3,350	28,449.75	0	0.00	0.00	0.00	3,350	28,449.75	31,557.00	3,107.25
Internap Network Svcs Corp	4,520	24,506.94	2,850	24,806.99	0	0.00	0.00	0.00	4,100	43,301.97	46,043.00	2,741.03
Intersil Corp	1,700	33,568.08	100	2,198.85	1,800	43,029.06	35,766.93	7,262.13	0	0.00	0.00	0.00
Intervon Hldg NV	0	0.00	2,225	21,101.11	0	0.00	0.00	0.00	2,225	21,101.11	19,580.00	(1,521.11)
Intralinks Holdings Inc	0	0.00	1,500	22,067.13	1,500	17,256.26	22,067.13	(4,810.87)	0	0.00	0.00	0.00
Invensense Inc	0	0.00	525	14,946.98	525	17,312.43	14,946.98	2,365.45	0	0.00	0.00	0.00
Irobot Corp	0	0.00	775	13,662.27	775	12,068.96	13,662.27	(1,593.31)	0	0.00	0.00	0.00
Ironwood Pharmaceuticals Inc	0	0.00	2,080	218,781.07	2,080	226,895.66	218,781.07	8,114.59	0	0.00	0.00	0.00
Ishares Russell 2000 Growth Index Fund	0	0.00	1,325	30,259.05	0	0.00	0.00	0.00	1,325	30,259.05	47,633.75	17,374.70
ITT Corp	0	0.00	1,200	23,240.80	1,200	19,016.71	23,240.80	(4,224.09)	0	0.00	0.00	0.00
Ixia	1,225	32,824.42	425	14,521.32	650	16,317.36	17,484.87	(1,167.51)	1,000	29,860.87	39,990.00	10,129.13
Jack in the Box Inc	11,075	438,705.16	0	0.00	4,070	223,006.74	189,837.99	33,168.75	7,005	248,867.17	407,550.90	158,683.73
Jacobs Engineering Group	0	0.00	485	33,476.49	500	26,100.80	25,926.67	174.13	485	33,476.49	44,605.45	11,128.96
Jazz Pharmaceuticals PLC	0	0.00	1,400	23,957.94	1,400	19,144.66	23,957.94	(4,813.28)	0	0.00	0.00	0.00
Jive Software Inc	0	0.00	0	0.00	9,385	230,439.29	196,989.80	33,449.49	0	0.00	0.00	0.00
K 12 Inc	9,385	196,989.80	0	0.00	1,250	52,726.42	24,871.96	27,854.46	0	0.00	0.00	0.00
Kapstone Paper & Packaging Corp	1,250	24,871.96	1,845	41,352.80	0	0.00	0.00	0.00	1,845	41,352.80	52,047.45	10,694.65
Kar Auction Services Inc	0	0.00	400	5,076.69	1,775	23,052.88	21,436.70	1,616.18	0	0.00	0.00	0.00
Keyw Hldg Corp	1,375	16,360.01	0	0.00	5,750	578,098.54	355,822.24	222,276.30	0	0.00	0.00	0.00
Kumblers Clark Corp	5,750	355,822.24	1,725	16,116.69	1,725	15,086.69	16,116.69	(1,030.00)	0	0.00	0.00	0.00
Kodiak Oil & Gas Corp	0	0.00	6,225	314,786.54	6,225	320,257.21	314,786.54	5,470.67	0	0.00	0.00	0.00
Kohls Corp	0	0.00	1,800	31,432.03	1,800	35,059.86	31,432.03	3,627.83	0	0.00	0.00	0.00
Korn Ferry International	0	0.00	400	6,652.39	0	0.00	0.00	0.00	400	6,652.39	8,728.00	2,075.61
Lannett Inc	0	0.00	2,300	55,165.52	1,175	5,138.58	4,378.82	759.76	2,125	50,786.70	63,070.00	12,283.30
Laredo Petroleum Holdings Inc	1,175	33,978.36	0	0.00	1,175	34,498.70	33,978.36	520.34	0	0.00	0.00	0.00
Lazard Ltd	0	0.00	2,625	32,521.37	0	0.00	0.00	0.00	2,625	32,521.37	38,928.75	6,407.38
Lifelock Inc	0	0.00	0	0.00	0	0.00	0.00	0.00	0	0.00	0.00	0.00

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Ligand Pharmaceuticals Inc	0	0.00	1,635	46,473.58	0	0.00	0.00	0.00	1,635	46,473.58	70,762.80	24,289.22
Lions Gate Entertainment Corp	0	0.00	1,925	30,723.68	1,125	38,786.79	18,108.38	20,678.41	800	12,615.30	28,040.00	15,424.70
Lutha Mtrs Inc	955	17,713.88	0	0.00	390	17,031.88	7,495.86	9,536.02	565	10,218.02	41,222.40	31,004.38
LQ Corp	21,470	257,854.11	9,335	194,398.57	7,015	170,713.56	129,707.84	4,005.72	23,790	322,544.84	758,187.30	435,642.46
M D C Hlds Inc	450	12,411.82	0	0.00	450	16,436.28	12,411.82	4,024.46	0	0.00	0.00	0.00
Mako Surgical Corp	0	0.00	1,500	22,975.18	0	0.00	0.00	0.00	1,500	22,975.18	44,265.00	21,289.82
Mallinckrodt Plc	0	0.00	1,038	30,040.67	1,038	44,033.13	30,040.67	13,992.46	0	0.00	0.00	0.00
Mamotowec Inc	0	0.00	1,725	34,972.21	1,725	32,803.15	34,972.21	(2,167.06)	0	0.00	0.00	0.00
Market Corp	1,295	419,486.51	159	83,259.90	295	155,795.40	101,553.45	54,241.95	1,159	401,192.96	600,095.43	198,902.47
Mastelec Inc	1,575	28,917.60	125	3,811.22	1,700	49,601.83	32,728.82	16,879.78	0	0.00	0.00	0.00
McDermott International Inc	0	0.00	1,375	16,879.78	1,375	14,410.77	16,879.78	(2,469.01)	0	0.00	0.00	0.00
Medadsets Inc	2,125	33,906.87	0	0.00	2,125	39,408.79	33,906.87	5,501.92	0	0.00	0.00	0.00
Meddusa Solutions Inc	1,225	32,725.73	0	0.00	940	59,061.76	24,760.97	34,300.79	285	7,964.76	28,195.05	20,230.29
MEMC Electr Mails Inc	0	0.00	3,750	12,907.86	3,750	16,651.04	12,907.86	3,743.18	0	0.00	0.00	0.00
Mentor Inc	0	0.00	1,925	10,020.68	1,925	8,939.49	10,020.68	(1,081.19)	0	0.00	0.00	0.00
Microsemi Corp	1,525	32,415.65	0	0.00	1,525	29,041.17	32,415.65	(3,374.48)	0	0.00	0.00	0.00
Microsoft Corp	11,825	332,087.01	0	0.00	0	0.00	0.00	0.00	11,825	332,087.01	393,536.00	61,448.99
Middleby Corp	250	23,378.14	0	0.00	40	5,956.66	3,662.58	2,294.08	210	19,715.56	43,871.10	24,155.54
Mobile Mini Inc	0	0.00	1,425	32,908.52	0	0.00	0.00	0.00	1,425	32,908.52	48,535.50	15,626.98
Monanto Co	5,620	357,996.01	0	0.00	3,910	410,247.47	227,936.30	182,311.17	1,710	130,039.71	178,472.70	48,412.99
Move Inc	3,325	29,438.46	0	0.00	3,325	23,826.70	29,438.46	(5,611.76)	0	0.00	0.00	0.00
Mueller Wtr Prods Inc	0	0.00	4,225	23,522.78	1,050	7,698.54	5,421.78	2,276.76	3,175	18,101.00	25,368.25	7,267.25
Multimedia Games Hldg Co Inc	4,425	46,338.18	500	9,307.14	3,295	47,415.55	34,322.52	13,093.03	1,630	21,322.80	56,316.50	34,993.70
Myriad Genetics Inc	0	0.00	750	22,370.58	750	21,506.96	22,370.58	(863.62)	0	0.00	0.00	0.00
National Financial Partners Corp	1,875	28,497.09	0	0.00	1,875	43,499.76	28,497.09	15,002.67	0	0.00	0.00	0.00
NCI Building Systems Inc	0	0.00	1,225	17,023.30	1,225	17,262.82	17,023.30	239.52	0	0.00	0.00	0.00
Nestle SA	5,925	263,603.55	0	0.00	0	0.00	0.00	0.00	5,925	263,603.55	414,441.90	150,838.35
Netscout Sys Inc	1,575	32,251.89	0	0.00	1,575	37,720.50	32,251.89	5,468.61	0	0.00	0.00	0.00
Nexstar Broadcasting Group Inc	0	0.00	875	18,215.45	410	12,836.30	8,702.55	4,133.75	465	9,512.90	20,694.83	11,181.93
NIC Inc	13,075	156,309.74	3,435	66,709.10	9,107	177,316.12	124,923.57	52,392.55	7,403	98,095.27	171,083.33	72,988.06
Nuvasive Inc	1,550	30,243.26	0	0.00	1,550	23,282.49	30,243.26	(6,960.77)	0	0.00	0.00	0.00
Nxstage Med Inc	0	0.00	2,500	34,665.35	0	0.00	0.00	0.00	2,500	34,665.35	32,900.00	(1,765.35)
Oasis Pete Inc	950	29,098.29	0	0.00	950	33,291.70	29,098.29	4,193.41	0	0.00	0.00	0.00
Owen Financial Corp	575	15,191.48	175	5,659.50	750	26,318.51	20,850.98	5,467.53	0	0.00	0.00	0.00
OFG Bancorp	0	0.00	1,960	32,703.04	1,960	32,616.10	32,703.04	(86.94)	0	0.00	0.00	0.00
Omnicom Group Inc	9,025	390,936.89	650	37,048.53	9,675	625,061.20	427,985.42	197,075.78	0	0.00	0.00	0.00
On Assignment Inc	1,850	32,451.10	275	5,338.65	450	10,578.81	8,065.72	2,513.09	1,675	29,724.03	55,275.00	25,550.97
Orasure Technologies Inc	1,625	17,711.45	3,250	20,253.63	1,625	13,487.17	17,711.45	(4,224.28)	3,250	20,253.63	19,532.50	(721.13)
OSI Systems Inc	885	55,768.91	375	27,194.38	885	54,865.66	55,768.91	(903.25)	375	27,194.38	27,892.50	698.12
Oxford Industries Inc	0	0.00	250	14,173.97	250	16,533.18	14,173.97	2,359.21	0	0.00	0.00	0.00
Paccar Inc	0	0.00	7,700	325,378.38	0	0.00	0.00	0.00	7,700	325,378.38	428,582.00	103,203.62
Pacira Pharmaceuticals Inc	0	0.00	1,110	30,903.58	0	0.00	0.00	0.00	1,110	30,903.58	53,363.25	22,459.67
Pacwest Bancorp	0	0.00	1,600	47,092.76	0	0.00	0.00	0.00	1,600	47,092.76	54,864.00	7,771.24
Parexel Intl Corp	1,400	33,737.34	0	0.00	1,400	44,406.89	33,737.34	10,669.55	0	0.00	0.00	0.00
PDC Energy Inc	1,000	32,353.68	175	5,771.79	1,175	56,959.05	38,125.47	18,833.58	0	0.00	0.00	0.00
PDF Solutions Inc	0	0.00	1,750	25,175.90	75	1,018.11	1,018.11	0.00	0	0.00	0.00	0.00
Penn VA Corp	0	0.00	4,600	26,851.62	0	0.00	0.00	0.00	1,675	24,157.79	35,560.25	11,402.46
Petroquest Energy Inc	4,625	28,453.93	375	2,569.16	5,000	25,764.00	31,023.09	(5,259.09)	4,600	26,851.62	30,590.00	3,738.38
PJT Inc	0	0.00	1,925	20,223.19	0	0.00	0.00	0.00	1,925	20,223.19	19,067.13	(1,156.06)
PHH Corp	0	0.00	500	11,017.00	500	10,109.77	11,017.00	(907.23)	0	0.00	0.00	0.00
Pier 1 Imports Inc	1,325	16,089.40	0	0.00	1,325	28,377.49	16,089.40	12,288.09	0	0.00	0.00	0.00
Pinnacle Entertainment Inc	0	0.00	1,125	17,955.24	1,125	15,761.84	17,955.24	(2,193.40)	0	0.00	0.00	0.00
Polyport Intl Inc	4,575	180,312.65	425	19,277.74	5,000	215,535.12	199,590.39	15,944.73	0	0.00	0.00	0.00
Post Properties Inc	620	30,188.85	0	0.00	620	29,763.32	30,188.85	(425.53)	0	0.00	0.00	0.00
Potash Corp Sask Inc	9,730	404,341.57	2,750	988,968.66	2,320	97,322.14	109,354.46	(12,032.32)	33,160	1,283,955.77	1,037,244.80	(246,710.97)
Power Solutions Intl Inc	0	0.00	170	5,950.00	0	0.00	0.00	0.00	170	5,950.00	10,050.40	4,100.40
Powersecure Intl Inc	0	0.00	2,100	32,740.60	0	0.00	0.00	0.00	2,100	32,740.60	33,705.00	964.40
Price T Rowe Group Inc	9,280	228,525.51	0	0.00	3,905	293,585.67	61,993.63	231,592.04	5,375	166,531.88	386,623.75	220,091.87
Primoris Services Corp	0	0.00	395	8,808.23	395	8,686.92	8,808.23	(121.31)	0	0.00	0.00	0.00
Proofpoint Inc	0	0.00	2,300	34,564.03	0	0.00	0.00	0.00	2,300	34,564.03	73,876.00	39,311.97
Qlik Technologies Inc	0	0.00	825	20,730.67	825	20,399.31	20,730.67	(331.36)	0	0.00	0.00	0.00
Qualcomm Inc	13,350	302,146.58	0	0.00	4,250	277,370.38	121,836.98	155,533.40	9,100	180,309.60	612,612.00	432,302.40
Quidel Corp	1,575	27,419.70	0	0.00	0	0.00	0.00	0.00	1,575	27,419.70	44,730.00	17,310.30
Quiksilver Inc	0	0.00	2,900	20,135.36	2,900	19,544.20	20,135.36	(591.16)	0	0.00	0.00	0.00

THE BARKER WELFARE FOUNDATION
Schedule of Marketable Securities
For the Year Ended September 30, 2013

Radian Group Inc	0	0.00	2,500	22,347.97	0	0.00	0.00	0.00	2,500	22,347.97	34,825.00	12,477.03
Red Hat Inc	0	0.00	10,335	514,938.02	815	41,914.33	40,965.00	949.33	9,520	473,973.02	439,252.80	(34,720.22)
Regal Beloit Corp	0	0.00	325	22,325.04	325	24,746.57	22,325.04	2,421.53	0	0.00	0.00	0.00
Resmed Inc	16,240	361,727.43	0	0.00	12,940	611,895.09	281,720.27	330,174.82	3,300	80,007.16	174,306.00	94,298.84
Responsys Inc	0	0.00	3,251	45,537.69	0	0.00	0.00	0.00	3,251	45,537.69	53,706.52	8,168.83
RF Microdevices Inc	0	0.00	4,300	20,117.43	4,300	19,955.09	20,117.43	(162.34)	0	0.00	0.00	0.00
Robert Half Intl Inc	0	0.00	900	26,911.22	900	30,997.77	26,911.22	4,086.55	0	0.00	0.00	0.00
Rofin Smar Technologies Inc	0	0.00	225	5,076.95	225	5,899.29	5,076.95	822.34	0	0.00	0.00	0.00
Roper Inds Inc New	6,125	313,964.57	0	0.00	2,675	308,121.80	151,157.45	156,964.35	3,450	162,807.12	458,401.50	295,594.38
Rosetta Res Inc	0	0.00	525	27,524.93	525	24,330.80	27,524.93	(3,194.13)	0	0.00	0.00	0.00
Rovi Corp	0	0.00	1,775	36,663.95	1,775	40,000.27	36,663.95	3,336.32	0	0.00	0.00	0.00
RPX Corp	0	0.00	2,150	29,293.12	0	0.00	0.00	0.00	2,150	29,293.12	37,711.00	8,417.88
RTI Intl Metals Inc	0	0.00	825	20,226.57	0	0.00	0.00	0.00	825	20,226.57	26,433.00	3,067.93
Ruby Tuesday Inc	0	0.00	2,250	20,226.57	2,250	17,572.64	20,226.57	(2,653.93)	0	0.00	0.00	0.00
Ruckus Wireless Inc	0	0.00	1,775	26,343.78	0	0.00	0.00	0.00	1,775	26,343.78	29,873.25	3,529.47
Sanchez Energy Corp	0	0.00	750	15,420.89	750	13,842.98	15,420.89	(1,577.91)	0	0.00	0.00	0.00
Santarus Inc	0	0.00	1,625	22,335.42	1,625	37,513.03	22,335.42	15,177.61	0	0.00	0.00	0.00
Schlumberger Ltd	13,312	719,248.70	2,950	215,163.55	2,900	223,679.06	124,118.83	99,560.23	13,362	810,293.42	1,180,666.32	370,372.90
Seachange International Inc	0	0.00	1,700	18,772.13	1,700	18,626.17	18,772.13	(145.96)	0	0.00	0.00	0.00
SEI Investments Co	17,315	328,292.94	3,740	78,614.80	4,995	143,232.56	100,512.53	42,720.03	16,060	304,395.21	496,414.60	192,019.39
Servicesource Intl LLC	0	0.00	3,650	32,007.35	0	0.00	0.00	0.00	3,650	32,007.35	44,092.00	12,084.65
Silicon Graphics Intl Corp	0	0.00	1,675	22,077.99	1,675	20,452.33	22,077.99	(1,625.66)	0	0.00	0.00	0.00
Sinclair Broadcast Group Inc	0	0.00	1,800	32,087.83	1,800	49,921.13	32,087.83	17,833.30	0	0.00	0.00	0.00
Smith A O	725	31,167.15	0	0.00	725	47,678.61	31,167.15	16,511.46	0	0.00	0.00	0.00
Sonic Corp	2,650	23,515.97	0	0.00	2,650	25,520.88	23,515.97	2,004.91	0	0.00	0.00	0.00
Sonus Networks Inc	0	0.00	10,900	27,551.91	0	0.00	0.00	0.00	10,900	27,551.91	36,733.00	9,181.09
Southwestern Energy Co	8,440	287,090.82	0	0.00	2,030	77,840.02	69,051.47	8,788.55	6,410	218,039.35	233,195.80	15,156.45
Spectranetics Corp	2,950	30,877.38	0	0.00	2,950	49,980.54	30,877.38	19,103.16	0	0.00	0.00	0.00
SPS Comm Inc	525	17,899.05	175	6,470.40	700	26,430.60	24,369.45	2,061.15	0	0.00	0.00	0.00
Stage Stores Inc	1,950	31,866.42	150	3,867.26	2,100	52,183.11	35,733.68	16,451.43	0	0.00	0.00	0.00
Standard Pac Corp	3,450	23,425.99	0	0.00	3,450	23,347.73	23,425.99	1,921.74	0	0.00	0.00	0.00
Stercycle Inc	5,851	418,684.86	2,230	213,098.35	1,855	200,794.85	153,721.06	47,073.79	6,226	478,062.15	718,480.40	240,418.25
Summit Hotel Properties Inc	0	0.00	2,350	23,578.72	2,350	22,745.73	23,578.72	(832.99)	0	0.00	0.00	0.00
Sun Communities Inc	0	0.00	475	22,359.77	475	22,359.77	24,037.90	(1,678.13)	0	0.00	0.00	0.00
Swift Transportation Co	0	0.00	2,175	29,229.53	925	16,021.80	11,751.48	4,270.32	1,250	17,478.05	25,237.50	7,759.45
Synchronoss Technologies Inc	0	0.00	1,355	44,045.96	425	12,758.95	12,243.30	515.65	930	31,802.66	35,395.80	3,593.14
Synovus Finl Corp	10,300	23,699.77	2,700	6,722.70	2,475	7,429.33	5,525.97	1,903.36	10,525	24,896.50	34,732.50	9,836.00
Synco Corp	18,225	510,836.80	0	0.00	6,200	216,927.13	183,968.12	32,959.01	12,025	326,868.68	382,755.75	55,887.07
Take-Two Interactive Software	0	0.00	2,300	34,235.94	2,300	35,869.19	34,235.94	1,633.25	0	0.00	0.00	0.00
Tango Inc	0	0.00	1,025	20,665.57	0	0.00	0.00	0.00	1,025	20,665.57	24,425.75	3,760.18
TE Connectivity Ltd	12,925	358,172.93	1,975	66,737.26	1,550	69,993.13	50,844.19	19,148.94	13,350	374,066.00	691,263.00	317,197.00
Teclab Corp	4,350	15,912.63	750	4,513.43	750	8,690.87	2,700.00	5,990.87	4,350	17,726.06	48,111.00	30,384.94
Terex Corp	0	0.00	1,250	30,532.53	1,250	38,182.65	30,532.53	7,650.12	0	0.00	0.00	0.00
Teva Pharmaceuticals Inds Ltd	9,170	400,631.49	0	0.00	9,170	347,708.04	400,631.49	(52,923.45)	0	0.00	0.00	0.00
Texas Inds	0	0.00	600	28,087.11	600	38,627.67	28,087.11	10,540.56	0	0.00	0.00	0.00
Textura Corp	0	0.00	600	23,562.76	0	0.00	0.00	0.00	600	23,562.76	25,848.00	2,285.24
3D Sys Corp	7,765	141,387.32	4,268	24,093.27	4,995	234,819.05	80,547.88	154,271.17	7,038	84,932.71	379,981.62	295,048.91
3M Co	7,425	529,772.87	1,575	165,076.38	2,425	279,350.82	146,342.50	133,008.32	6,575	548,506.75	785,120.75	236,614.00
Time Warner Inc New Com	8,350	261,898.86	0	0.00	2,300	143,773.93	80,039.98	63,733.95	6,050	181,858.88	398,150.50	216,291.62
Trimble NAV Ltd	13,675	368,660.13	18,665	154,112.88	6,005	187,017.43	96,904.15	90,113.28	26,335	425,868.86	782,412.85	356,543.99
Triquint Semiconductor Inc	3,050	18,140.95	0	0.00	3,050	14,467.74	18,140.95	(3,673.21)	0	0.00	0.00	0.00
TW Telecom Inc	1,575	36,617.44	0	0.00	1,575	40,478.34	36,617.44	3,860.90	0	0.00	0.00	0.00
Tyler Technologies Inc	2,695	105,851.15	2,985	144,136.92	1,240	80,524.47	62,313.55	18,210.92	4,440	187,674.52	388,366.80	200,697.28
U S G Corp	1,500	21,202.40	0	0.00	1,500	38,409.44	21,202.40	17,207.04	0	0.00	0.00	0.00
U S Silica Hldgs Inc	0	0.00	2,040	46,498.62	2,040	41,388.24	46,498.62	(5,110.38)	0	0.00	0.00	0.00
Ultimate Software Group	275	21,324.39	0	0.00	275	26,712.41	21,324.39	5,388.02	0	0.00	0.00	0.00
Unit Corp	0	0.00	600	27,416.49	600	27,120.46	27,416.49	(296.03)	0	0.00	0.00	0.00
United Rentals Inc	0	0.00	600	26,253.27	600	29,640.18	26,253.27	3,386.91	0	0.00	0.00	0.00
Unitedhealth Group Inc	0	0.00	1,000	71,747.33	0	0.00	0.00	0.00	1,000	71,747.33	71,610.00	(137.33)
Verisk Analytics Inc	0	0.00	5,425	338,348.57	0	0.00	0.00	0.00	5,425	338,348.57	352,408.00	14,059.43
VISA Inc	4,735	324,458.89	0	0.00	1,110	192,946.49	75,661.20	117,285.29	3,625	248,797.69	692,737.50	443,939.81
Vocus Inc	2,000	34,898.45	0	0.00	2,000	31,596.04	34,898.45	(3,302.41)	0	0.00	0.00	0.00
Volcano Corp	0	0.00	1,650	36,631.40	0	0.00	0.00	0.00	1,650	36,631.40	39,517.50	2,886.10
Wabash Natl Corp	0	0.00	2,650	22,990.81	2,650	25,077.15	22,990.81	2,086.34	0	0.00	0.00	0.00

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - MONEY MARKET FUNDS	683.	683.
TOTAL	<u>683.</u>	<u>683.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME - COMMON STOCKS	607,760.	607,760.
DIVIDEND INCOME - MUTUAL FUNDS	466,378.	466,378.
TOTAL	<u>1,074,138.</u>	<u>1,074,138.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u> OTHER	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>
	399.	399.
TOTALS	<u>399.</u>	<u>399.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PATTERSON, BELKNAP, WEBB & TYLER LLP - LEGAL FEES	1,213.			1,213.
TOTALS	<u>1,213.</u>			<u>1,213.</u>

ATTACHMENT 5FORM 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>
CONDON O'MEARA MCGINTY & DONNELLY LLP - AUDIT & TAX PREPARATION	31,881.	12,752.		19,129.
DEMASCO, SENA & JAHIELKA - BOOKKEEPING SERVICES	19,250.	7,700.		11,550.
PAYCHEX - PAYROLL SERVICE	1,536.	77.		1,459.
TOTALS	<u>52,667.</u>	<u>20,529.</u>		<u>32,138.</u>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL & MANAGEMENT FEES -			
- D.F. DENT & COMPANY, INC.	124,415.	124,415.	
- FIDUCIARY MANAGEMENT, INC.	102,608.	102,608.	
- CASTLEARK MANAGEMENT, LLC	30,863.	30,863.	
- BARING ASSET MANAGEMENT, INC.	22,934.	22,934.	
CONSULTING FEES			
- LOWERY ASSET CONSULTING, LLC	34,125.	34,125.	
PENSION PLAN ADMIN. FEES			
- ALLIANT INSURANCE SERVICES, INC.	950.	48.	902.
TOTALS	<u>315,895.</u>	<u>314,993.</u>	<u>902.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	59,751.	
FOREIGN TAXES	9,358.	9,358.
TOTALS	<u>69,109.</u>	<u>9,358.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TELEPHONE	2,712.	136.	2,576.
STATIONERY & SUPPLIES	1,008.	50.	958.
POSTAGE	1,315.	66.	1,249.
DUES & SUBSCRIPTIONS	2,228.	111.	2,117.
STATE FILING FEES	1,515.		1,515.
REPAIRS & MAINTENANCE	19,883.	994.	18,889.
INSURANCE	10,992.	550.	10,442.
OFFICE EXPENSES	528.	26.	502.
TOTALS	40,181.	1,933.	38,248.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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COMMON STOCKS

- (SEE PART IV SCHEDULE)

	34,374,891.	34,374,891.
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TOTALS

	<u>34,374,891.</u>	<u>34,374,891.</u>
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FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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MUTUAL FUNDS -(SEE PART IV SCHEDULE)	31,967,036.	31,967,036.
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TOTALS

	<u>31,967,036.</u>	<u>31,967,036.</u>
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FORM 990PF, PART II - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART WORKS, AT APPRAISED VALUE AT DATE OF RECEIPT - ON LOAN	1,560,000.	33,400,000.
ASSETS, LOCATED AT BARKER CIVIC CENTER AT APPRAISED VALUE AT DATE OF RECEIPT	503,000.	10,500,000.
TOTALS	<u>2,063,000.</u>	<u>43,900,000.</u>

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

UNREALIZED GAIN ON INVESTMENTS

4,358,039.

TOTAL

4,358,039.

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30, 2013

990-PF

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

Address: c/o The Barker Welfare Foundation

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
D.F. DENT & COMPANY, INC. 2 EAST READ STREET, SIXTH FLOOR BALTIMORE, MD 21202	INVESTMENT MGMT	124,415.
FIDUCIARY MANAGEMENT, INC. 100 EAST WISCONSIN AVENUE, SUITE 2200 MILWAUKEE, WI 53202	INVESTMENT MGMT	102,608.
TOTAL COMPENSATION		<u>227,023.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MS. SARANE H. ROSS, PRESIDENT
THE BARKER WELFARE FOUNDATION
P.O. BOX 2, GLEN HEAD, NY 11545
516-759-5592

THE BARKER WELFARE FOUNDATION

GENERAL POLICY

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

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

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

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT 15	NO RELATIONSHIP PUBLIC CHARITIES		2,951,719.
TOTAL CONTRIBUTIONS PAID			2,951,719.

ATTACHMENT 15

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30,2013

PART XV- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

APPROVED FOR FISCAL YEAR ENDING 9/30/2013

CHICAGO GRANTS	\$	437,500
OTHER GRANTS		649,519
MICHIGAN CITY GRANTS		264,200
NEW YORK GRANTS		<u>1,600,500</u>
TOTAL GRANTS PAID \$		<u>2,951,719</u>

Chicago Approved Grants for fiscal year ending 9/30/13

1	Academy For Urban School Leadership	3400 N Austin Avenue, Chicago, IL 60634	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00
2	Adler Planetarium	1300 South Lake Shore Drive, Chicago, IL 60605	for first payment on a pledge of \$25,000 payable over 2 years for ACCESS (Adler Classroom Connections in Earth and Space Science)	\$ 12,500 00
3	Art Institute of Chicago	111 S Michigan Avenue, Chicago, IL 60603	for final payment on a pledge of \$30,000 payable over 2 years for Museum Education Student and Teacher Programs	\$ 15,000 00
4	Big Brothers-Big Sisters of Metropolitan Chicago	560 West Lake Street, 5th Floor Chicago, IL 60661	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
5	Chicago Child Care Society	5467 South University Avenue, Chicago, IL 60615	for final payment on a pledge of \$40,000 payable over 2 years for the Next Step Program	\$ 20,000 00
6	Chicago Commons Association	515 East 50th Street, Suite 200, Chicago, IL 60615	for the Parent University Program	\$ 15,000 00
7	Chicago Historical Society	1601 North Clark Street, Chicago, IL 60614	for first payment on a pledge of \$36,000 payable over two years for General Operating Support	\$ 18,000 00
8	Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road, Chicago, IL 60608	for first payment on a pledge of \$75,000 payable over 3 years for Call Center Expansion Program	\$ 25,000 00
9	Chicago Public Library Foundation	20 North Michigan Avenue, Suite 102 Chicago, IL 60602	for first payment on a pledge of \$35,000 payable over 2 years for "Teacher in the Library "	\$ 17,500 00
10	Chicago Symphony Orchestra	220 South Michigan Avenue, Chicago, IL 60604	for first payment on a pledge of \$40,000 payable over 2 years for the Institute for Learning, Access and Training	\$ 20,000 00
11	Chicago Youth Centers	218 South Wabash Avenue, Suite 600, Chicago, IL 60604	for final payment on a pledge of \$30,000 payable over 2 years for the Teen Leadership Development	\$ 15,000 00
12	Children's Memorial Hospital Foundation	2300 Children's Plaza, Box 4 Chicago, IL 60614	for final payment on a pledge of \$100,000 payable over 3 years for construction of the Ann & Robert H Lurie Children's Hospital of Chicago	\$ 35,000 00
13	Classroom Inc - Chicago	245 Fifth Avenue, 20th Fl, New York, NY 10016	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support of the Chicago Schools Program	\$ 10,000 00
14	Court Appointed Special Advocates of Cook County	910 West Van Buren, #339 Chicago, IL 60607	for final payment on a pledge of \$25,000 payable over 2 years for Volunteer Recruitment, Training, Supervision and Retention Program (Child Advocacy Program)	\$ 12,500 00
15	Girl Scouts of Greater Chicago and Northwest Indiana	222 South Riverside Plaza, Suite 2120, Chicago, IL 60606	for first payment on a pledge of \$25,000 payable over 2 years for Journey World.	\$ 12,500 00
16	Greater Chicago Food Depository	4100 W Ann Lurie Place, Chicago, IL 60632	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
17	Learning Ally, Inc. - Illinois	180 N Michigan Avenue, Suite 620, Chicago, IL 60601	for final payment on a pledge of \$24,000 payable over 2 years for Chicago and Orland Park Studio Support	\$ 12,000 00
18	Lyrice Opera of Chicago	20 North Wacker Drive, Chicago, IL 60606	for first payment on a pledge of \$40,000 payable over 2 years for Lyric Opera's Education and Community Engagement Programs.	\$ 20,000 00
19	Noble Network of Charter Schools	1 North State Street, Chicago, IL 60602	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00

Chicago Approved Grants for fiscal year ending 9/30/13

20	Planned Parenthood Illinois	18 S Michigan Avenue, 6th Floor, Chicago, IL 60603	<i>for first payment on a pledge of \$40,000 payable over 2 years for the Chicago Community Education Program</i>	\$ 20,000 00
21	Rehabilitation Institute of Chicago Foundation	345 East Superior Street, Room 1640, Chicago, IL 60611	<i>for first payment on a pledge of \$150,000 payable over 3 years for campaign project RIC's new Research Hospital</i>	\$ 50,000 00
22	Shedd Aquarium Society	1200 South Lake Shore Drive, Chicago, IL 60605	<i>for first payment on a pledge of \$50,000 payable over 2 years for the Capital Campaign</i>	\$ 25,000 00
23	Thresholds	4101 North Ravenswood, Chicago, IL 60613	<i>for final payment on a pledge of \$25,000 payable over 2 years for the Homeless Families Program</i>	\$ 12,500 00
24	Trust for Public Land - Chicago	120 S LaSalle Street, Suite 2000, Chicago, IL 60603	<i>for final payment on a pledge of \$15,000 payable over 2 years for Chicago Parks for People Bloomingdale Trail Project</i>	\$ 7,500 00
25	Window to the World Communications, Inc. (WTTW/Channel 11)	5400 North St Louis Avenue, Chicago, IL 60625	<i>for first payment on a pledge of \$30,000 payable over 2 year for WTTW Children's Programming</i>	\$ 15,000 00
				\$ 437,500.00

Other Approved Grants for fiscal year ending 9/30/13

1	Aiken Center for the Arts	122 Laurens Street SW, Aiken, SC 29801	<i>for the General Fund</i>	\$ 1,070.00
2	Aiken S.P.C.A.	401 Wire Road, Aiken, SC 29801	<i>for the Horse Ambulance</i>	\$ 3,000.00
3	American College of the Building Arts	21 Magazine Street, Charleston, SC 29401	<i>for the General Fund.</i>	\$ 1,000.00
4	American Red Cross	195 Willis Avenue, Mineola, NY 11501	<i>Hurricane Sandy Relief.</i>	\$ 25,000.00
5	American Red Cross	195 Willis Avenue, Mineola, NY 11501	<i>Hurricane Sandy Relief</i>	\$ 500.00
6	American Society of the Order of St. John	1070, Washington, DC 20036	<i>for the General Fund</i>	\$ 1,000.00
7	Arts Connection	520 Eighth Avenue, Suite 321, New York, NY 10018	<i>for General Operating Support</i>	\$ 2,500.00
8	Audubon South Carolina	& Sanctuary, 4542 Silver Bluff Road, Jackson, SC 28831	<i>for the General Fund for the Silver Bluff Sanctuary</i>	\$ 2,089.00
9	Augusta Preparatory Day School	285 Flowing Wells Road, Martinez, GA 30907	<i>for the General Fund</i>	\$ 2,057.00
10	Big Brothers Big Sisters of Northern New Mexico	1229 S. Street Francis Drive, Suite C, Santa Fe, NM 87505	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support</i>	\$ 3,000.00
11	Big Brothers-Big Sisters of Long Island, Inc.	70 Acorn Lane, Levittown, NY 11756	<i>for the Capital Campaign to rebuild the warehouse after Hurricane Sandy</i>	\$ 1,900.00
12	Boys and Girls Club of Michigan City	301 East Eighth Street, Michigan City, IN 46360	<i>for the General Fund</i>	\$ 1,000.00
13	Boys and Girls Club of Michigan City, Inc.	301 East Eighth Street, Michigan City, IN 46360	<i>for General Operating Support</i>	\$ 2,500.00
14	Boys' Club of New York, Inc.	287 East 10th Street, New York, NY 10009	<i>for General Operating Support</i>	\$ 3,073.00
15	Brandywine Conservancy	P.O. Box 141, Chadds Ford, PA 19317	<i>for the General Fund</i>	\$ 500.00
16	Brooklyn Academy of Music, Inc.	30 Lafayette Avenue, Brooklyn, NY 11217	<i>for BAM Education Programs</i>	\$ 2,500.00
17	Carriage Association of America	3915 Jay Trump Road, Lexington, KY 40511	<i>for the Capital Campaign.</i>	\$ 4,997.00
18	Catholic Charities Family Services	321 West 11th Street, Michigan City, IN 46360	<i>for General Operating Support</i>	\$ 1,000.00
19	Catholic Charities Family Services	321 West 11th Street, Michigan City, IN 46360	<i>for the General Fund</i>	\$ 1,000.00
20	Chapin School	100 East End Avenue, New York, NY 10028	<i>for the General Fund.</i>	\$ 500.00
21	Chapin School	100 East End Avenue, New York, NY 10028	<i>for the Annual Fund</i>	\$ 500.00
22	Chicago Historical Society	1601 North Clark Street, Chicago, IN 60614	<i>for General Operating Support</i>	\$ 1,275.00
23	Citizens Concerned for the Homeless	1005 West 8th Street, Michigan City, IN 46360	<i>for the Repair Fund</i>	\$ 1,000.00
24	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street, Michigan City, IN 46360	<i>for GOS. \$3,000 and for Grace Learning Center. \$2,500 for the new database</i>	\$ 5,500.00

Other Approved Grants for fiscal year ending 9/30/13

25	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street, Michigan City, IN 46360	for the new database for the Grace Learning Center	\$ 6,250.00
26	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street, Michigan City, IN 46360	for the new database for the Grace Learning Center	\$ 6,250.00
27	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street, Michigan City, IN 46360	for the new database for the Grace Learning Center	\$ 5,000.00
28	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street, Michigan City, IN 46360	for General Operating Support	\$ 2,000.00
29	City Harvest	6 East 32nd Street, New York, NY 10016	to help defray the costs incurred helping those who were affected by the super storm, SANDY	\$ 15,000.00
30	City Harvest, Inc.	6 East 32nd Street, New York, NY 10016	for General Operating Support	\$ 2,925.00
31	City Harvest, Inc.	6 East 32nd Street New York, NY 10016	for General Operating Support.	\$ 5,000.00
32	Civil War Trust	11 Public Square, Hagerstown, MD 21740	for the Brandy Station	\$ 2,014.00
33	Coalition for the Homeless	129 Fulton Street, New York, NY 10038	for General Operating Support	\$ 2,500.00
34	Coastal Conservation League	P.O. Box 1765, Charleston, SC 29402	for the General Fund	\$ 500.00
35	Colonial Williamsburg Foundation	P.O. Box 1776, Williamsburg, VA 23187	for the General Fund	\$ 1,048.00
36	Cornell University	P.O. Box 223623, Pittsburgh, PA 15251	Feline Health Center, College of Veterinary Medicine	\$ 500.00
37	Deerfield Academy	P.O. Box 306, Deerfield, MA 01342	for the Annual Fund	\$ 1,797.00
38	Dome Project, Inc.	486 Amsterdam Avenue, New York, NY 10024	for Bridge to Success	\$ 2,500.00
39	Duke University	614 Chapel Drive Annex, Durham, NC 27708	for the Iron Dukes	\$ 5,000.00
40	Episcopal School in the City of NY	35 East 69th Street, New York, NY 10021	for the Annual Fund	\$ 500.00
41	Esperanza Project for Battered Families	P.O. Box 5701, Santa Fe, NM 87502	for first payment on a pledge of \$4,500 payable over 2 years for General Operating Support	\$ 2,000.00
42	Ethel Walker School	230 Bushy Hill Road, Simsbury, CT 06070	for the Annual Fund	\$ 500.00
43	First Presbyterian Church	Ninth at Washington, Michigan City, IN 46360	for the Men's Overnight Shelter.	\$ 1,000.00
44	First Serve - NM, Inc.	P.O. Box 31904, Santa Fe, NM 87594	for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support	\$ 2,500.00
45	Food Bank of Northern Indiana	702 South Chapin Street, South Bend, IN 46601	for the General Fund	\$ 1,000.00
46	Food Bank of Northern Indiana	702 South Chapin Street, South Bend, IN 46601	for General Operating Support	\$ 1,000.00

Other Approved Grants for fiscal year ending 9/30/13

47	Food Depot	1222 Siler Road, Santa Fe, NM 87507	for first payment on a pledge of \$10,000 payable over 2 years toward the Building Hope Project (construction of a new Food Distribution and Education Center)	\$ 5,000.00
48	Founders Hall Foundation, Inc.	193 Danbury Road, Ridgefield, CT 06877	for the Fitness Program	\$ 5,000.00
49	Foxcroft School	P.O. Box 5555, Middleburg, VA 20118	for the Annual Fund.	\$ 500.00
50	Fresh Air Fund	1040 Avenue of the Americas, New York, NY 10018	for General Operating Support	\$ 630.00
51	Friends of Barker Civic Center	631 Washington Street, Michigan City, IN 46360	for second payment on a pledge of \$150,000 (approved 5/13) for the Exterior Façade restoration.	\$ 50,000.00
52	Friends of Barker Civic Center	631 Washington Street, Michigan City, IN 46360	for final payment of \$25,000 on a \$150,000 pledge (approved 5/12) and first payment of \$25,000 on a \$150,000 pledge (approved 5/13) for the Exterior Façade restoration	\$ 50,000.00
53	Friends of Raynham Hall, Inc.	20 West Main Street, Oyster Bay, NY 11771	for the restoration of the exterior of the museum only	\$ 2,000.00
54	Grand Street Settlement	80 Pitt Street, New York, NY 10002	to help defray the costs incurred helping those who were affected by the super storm, SANDY	\$ 10,000.00
55	Greater Chicago Food Depository	4100 W. Ann Lurie Place, Chicago, IL 60632	for General Operating Support	\$ 5,000.00
56	Hanley Hazelden Foundation	933 45th Street, West Palm Beach, FL 33407	for the General Fund	\$ 5,000.00
57	Harbor Springs Area Historical Society, Inc.	P.O. Box 812, 349 East Main Street, Harbor Springs, MI 49740	for final payment on a pledge of \$10,000 payable over 2 years for Collections Management	\$ 5,000.00
58	Harbor Springs Area Historical Society, Inc.	P.O. Box 812 349 East Main Street, Harbor Springs, MI 49740	for Collections Management	\$ 2,000.00
59	Harbor Springs Area Historical Society, Inc.	P.O. Box 812 349 East Main Street, Harbor Springs, MI 49740	for the General Fund	\$ 3,000.00
60	Henry Street Settlement	265 Henry Street, New York, NY 10002	to help defray the costs incurred helping those who were affected by the super storm, SANDY.	\$ 10,000.00
61	Hillside School	404 Robin Hill Road, Marlborough, MA 01752	for the Annual Fund.	\$ 5,032.00
62	Hillside School	404 Robin Hill Road, Marlborough, MA 01752	for the General Fund	\$ 520.00
63	Hitchcock Woods Foundation	P.O. Box 1702, Aiken, SC 29802	for the General Fund	\$ 1,070.00
64	Hospital Albert Schweitzer Haiti	P.O. Box 81046, Pittsburgh, PA 15217	for the General Fund	\$ 2,056.00
65	Humane Society of Michigan City	722 Hwy 212, Michigan City, IN 46360	for the General Fund	\$ 1,500.00

Other Approved Grants for fiscal year ending 9/30/13

66	Island Harvest	199 Second Street, Mineola, NY 11501	to help defray the costs incurred helping those who were affected by Hurricane Sandy	\$ 15,000.00
67	Island Harvest LTD.	199 Second Street, Mineola, NY 11501	to help defray the costs incurred helping those who were affected by Hurricane Sandy.	\$ 2,925.00
68	Island Harvest, LTD.	199 Second Street, Mineola, NY 11501	to help defray the costs incurred helping those who were affected by Hurricane Sandy.	\$ 5,000.00
69	Jack & Shirley Lubeznik Center for the Arts, Inc.	101 West Second Street, Michigan City, IN 46360	for General Operating Support	\$ 500.00
70	Kids In Crisis, Inc.	One Salem Street, Cos Con, CT 06807	for Safe Haven for Kids Program.	\$ 5,000.00
71	King Manor Association of Long Island, Inc.	90-04 161 Street #704, Jamaica NY 11432	for General Operating Support	\$ 2,000.00
72	La Familia Medical Center	P.O. Box 5395, Santa Fe, NM 87502	for first payment on a pledge of \$4,500 payable over 2 years for General Operating Support	\$ 2,000.00
73	Laporte County Child Abuse Prevention Council, Inc.	7451 West Johnson Road, Michigan City, IN 46360	for General Operating Support	\$ 2,000.00
74	Lenox Hill Neighborhood House, Inc.	331 East 70th Street, New York, NY 10021	for General Operating Support	\$ 2,500.00
75	Long Island Crisis Center, Inc.	2740 Martin Avenue, Bellmore NY 11710	for General Operating Support.	\$ 3,109.00
76	Long Island Crisis Center, Inc.	2740 Martin Avenue, Bellmore NY 11710	for General Operating Support	\$ 2,500.00
77	Lord's Place	P.O. Box 3265, West Palm Beach, FL 33402	for the General Fund	\$ 5,000.00
78	Mayo Foundation	200 First Street S.W., Rochester, MN 55005	for the Alzheimer's disease research at Mayo Clinic in Florida	\$ 1,070.00
79	Mayor's Fund to Advance NYC	253 Broadway, 8th Floor, New York, NY 10007	Hurricane Sandy Relief	\$ 500.00
80	Mercatus Center (at George Mason University)	4400 University Drive, MS 1A3, Fairfax, VA 22030	for the General Fund	\$ 2,015.00
81	Metropolitan Opera Association	Lincoln Center, New York, NY 10023	for the "Support the Met Broadcasts Campaign "	\$ 500.00
82	Metropolitan Opera Association	Lincoln Center, New York, NY 10023	for the General Fund.	\$ 2,056.00
83	Metropolitan Opera Association, Inc.	Lincoln Center, New York, NY 100023	for the Lindemann Young Artists Development Program	\$ 4,000.00
84	Miss Porter's School, Inc.	60 Main Street, Farmington, CT 06032	for the Annual Fund	\$ 2,000.00
85	Momma's, Inc.	1857 Wantagh Avenue, Wantagh, NY 11793	for General Operating Support.	\$ 5,000.00
86	Mother of Good Counsel Catholic Community Church	329 Popular at Cedar St, Hazard, KY 41701	for the General Fund	\$ 500.00
87	Nassau County Museum of Art	One Museum Drive, Roslyn, NY 11576	in memory of Ann Franklin and Carissa Watson	\$ 2,000.00
88	National Dance Institute of New Mexico	1140 Alto Street, Santa Fe, NM 87501	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support	\$ 2,500.00

Other Approved Grants for fiscal year ending 9/30/13

89	National Parks Conservation Association	777 6th Street NW, Suite 700, Washington, DC 20001	<i>for the General Fund</i>	\$ 500.00
90	National Sporting Library	P.O. Box 1335, Middleburg, VA 20118	<i>for the General Fund</i>	\$ 2,557 00
91	Nature Conservancy, Inc.	4245 North Fairfax Drive, Suite 100, Arlington, VA 22203	<i>for the General Fund</i>	\$ 500.00
92	Nature Conservancy, Inc. - South Carolina	2231 Devine Street, Suite 100, P.O. Box 5475, Columbia, SC 29250	<i>for the General Fund.</i>	\$ 500.00
93	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 street, New York, NY 10018	<i>for the Summer Reading Program</i>	\$ 5,000.00
94	New York Public Radio	120 Varick Street, New York, NY 10013	<i>for the General Fund</i>	\$ 1,400 00
95	North Shore Child & Family Guidance Center	480 Old Westbury Road, Roslyn Heights, NY 11577	<i>for General Operating of Project Hope - Hurricane Sandy</i>	\$ 10,000 00
96	North Shore Child & Family Guidance Center	480 Old Westbury Road, Roslyn Heights, NY 11577	<i>for General Operating of Project Hope - Hurricane Sandy</i>	\$ 3,109.00
97	Northern Michigan Regional Health System Foundation	416 Connable Avenue, Petoskey, MI 49770	<i>for the Community Free Clinic</i>	\$ 2,000.00
98	Northern Michigan Regional Health System Foundation	416 Connable Avenue, Petoskey, MI 49770	<i>for the Community Free Clinic</i>	\$ 5,000 00
99	Northern Michigan Regional Health System Foundation	416 Connable Avenue CFC 360 Connable Avenue - ADC Petoskey, MI 49770	<i>for first payment of \$15,000 on a pledge of \$30,000 payable over 2 years for the Community Free Clinic and first payment of \$5,000 on an additional pledge of \$10,000 payable over 2 years for the Adult Day Center</i>	\$ 20,000.00
100	Notre Dame Elementary School Foundation	2911 Lothair Way, Long Beach, IN 46360	<i>for General Operating Support</i>	\$ 1,000.00
101	Notre Dame Elementary School Foundation	2911 Lothair Way, Long Beach, IN 46360	<i>for the General Fund</i>	\$ 1,000.00
102	Old Westbury Gardens, Inc.	P.O. Box 430, Old Westbury, NY 11568	<i>for the Orchard Hill Discovery Center</i>	\$ 2,260.00
103	Pegasus Therapeutic Riding, Inc.	310 Peach Lake Road, Brewster, NY 10509	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support</i>	\$ 2,500.00
104	Peggy Adams Animal Rescue League	3200 North Military Trail, West Palm Beach, FL 33409	<i>for the General Fund</i>	\$ 4,800 00
105	Philanthropy New York	79 Fifth Avenue, 4th Floor, New York, NY 10003	<i>for General Operating Support</i>	\$ 4,850.00
106	Pioneer Memorial Chruch	400 University Blvd, Berrien Springs, MI 49103	<i>for Neighbor to Neighbor</i>	\$ 1,000.00
107	Pioneer Memorial Church	400 University Blvd, Berrien Springs, MI 49103	<i>for Pastor Knott Fund</i>	\$ 500.00
108	Pioneer Memorial Church	400 University Blvd, Berrien Springs, MI 49103	<i>for Neighbor to Neighbor \$4,000 and \$2,500 for Pastor Knott Fund.</i>	\$ 6,500.00

Other Approved Grants for fiscal year ending 9/30/13

109	Portledge School	355 Duck Pond Road, Locust Valley, NY 11560	<i>\$400 for the Bovell Fund/\$400 for the Daisy Hughes Fund/\$575 for the Mary F Jonathan Fund.</i>	\$ 1,375 00
110	Publicolor, Inc.	149 Madison Avenue Suite 1201, New York, NY 10016	<i>for General Operating Support</i>	\$ 2,500.00
111	Ridgefield Academy	223A West Moutain Road, Ridgefield, CT 06877	<i>for the Annual Fund</i>	\$ 500.00
112	Ridgefield Academy	223A West Moutain Road, Ridgefield, CT 06877	<i>for the Annual Fund</i>	\$ 5,000 00
113	Ridgefield Playhouse for Movies and The Performing Arts, Inc.	80 East Ridge, Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years for Arts for Everyone Community Outreach Program</i>	\$ 3,100.00
114	Ridgefield Sunrise Cottage, Inc.	293 Main Street, Ridgefield, CT 06877	<i>for first payment of a pledge of \$5,000 payable over two years for general operating support</i>	\$ 2,500.00
115	Ridgefield Symphony Orchestra	90 East Ridge Road Suite C, Ridgefield, CT 06877	<i>for General Operating Support</i>	\$ 5,000.00
116	Ridgefield Veterans Memorial Community Association, Inc.	316 Main Street, Ridgefield, CT 06877	<i>for final payment on a pledge of \$5,000 payable over 2 years toward the completion of the phase II portion of the parking lot Paver Project</i>	\$ 2,500 00
117	Saint Elizabeth Shelter Corporation	804 Alarid Street, Santa Fe, NM 87501	<i>for first payment on a pledge of \$4 500 payable over 2 years for General Operating Support</i>	\$ 2,000.00
118	Saint John's Episcopal Church (MI)	P.O. Box 52, Harbor Springs, MI 49740	<i>for the Operating Fund \$525 and for the Community Fund \$200</i>	\$ 725.00
119	Saint John's Episcopal Church (MI)	P.O. Box 52, Harbor Springs, MI 49740	<i>\$500 for the General Fund/\$500 for the Community Fund</i>	\$ 1,000.00
120	Salvation Army Michigan City	P.O. Box 14, Michigan City, IN 46361	<i>for the Men's Homeless Shelter</i>	\$ 1,000.00
121	Salvation Army Michigan City	P.O. Box 14 1201 South Franklin Street, Michigan City, IN 46361	<i>for the Energy Assistance Fund.</i>	\$ 1,000.00
122	Salvation Army Michigan City	P.O. Box 14 1201 South Franklin Street, Michigan City, IN 46361	<i>for General Operating Support</i>	\$ 2,500.00
123	Salvation Army of Greater New York	120 West 14th Street, New York, NY 10011	<i>to help defray the costs incurred helping those who were affected by the super storm, SANDY.</i>	\$ 20,000.00
124	Samaritan Center	340 Commerce Square, Michigan City, IN 46360	<i>for the General Fund</i>	\$ 1,000.00
125	Samaritan Counseling Centers, Inc.	340 Commerce Square, Michigan City, IN 46360	<i>for General Operating Support</i>	\$ 2,500.00
126	Santa Fe Botanical Gardens	P.O. Box 23343, Santa Fe, NM 87502	<i>for final payment on a pledge of \$10,000 payable over 2 years for the Santa Fe Botanical Garden at Museum Hill Capital Project</i>	\$ 7,500 00
127	Social and Learning Institute for the Disadvantaged, Inc.	201 East Garfield Street, Michigan City, IN 46360	<i>for Tuition Assistance</i>	\$ 1,000.00

Other Approved Grants for fiscal year ending 9/30/13

128	Society of the Third Street Music School Settlement, Inc.	235 East 11th Street, New York, NY 10003	<i>for the School & Community Partnership</i>	\$	2,500.00
129	Solace Crisis Treatment Center, Inc.	6601 Valentine Way, Santa Fe, NM 87507	<i>for final payment on pledge of \$5,000 payable over 2 years for General Operating Support</i>	\$	2,500.00
130	Solomon R. Guggenheim Foundation	1071 Fifth Avenue, New York, NY 10128	<i>for On-Site School Programs</i>	\$	2,500.00
131	Spanish Colonial Art Society, Inc.	P.O. Box 1611 750 Camino Lejo, Santa Fe, NM 87504	<i>for final payment on a pledge of \$5,000 payable over 2 years for Youth Education and Outreach</i>	\$	3,000.00
132	Sphere, Inc.	P.O. Box 1136, Ridgefield, CT 06877	<i>for first payment on a pledge of \$5,000 payable over 2 years for general operating support.</i>	\$	2,500.00
133	St. John's Bread and Life Program, Inc.	795 Lexington Avenue, Brooklyn, NY 11221	<i>to help defray the costs incurred helping those who were affected by the super storm, SANDY.</i>	\$	10,000.00
134	St. Vincent Hospital Foundation	455 St. Michael's Drive, Santa Fe, NM 87505	<i>for final payment on a pledge of \$10,000 payable over 2 years toward the Trauma Challenge Grants.</i>	\$	5,000.00
135	Town of Palm Beach United Way, Inc.	44 Cocoanut Road, P.O. Box 1141, Palm Beach, FL 33480	<i>for the Glades Food Program</i>	\$	19,700.00
136	Trinity Episcopal Church	1579 Northern Blvd, Roslyn, NY 11576	<i>for the Capital Campaign.</i>	\$	16,345.00
137	United States Equestrian Team Foundation	4047 Iron Works Parkway, Lexington, KY 40511	<i>for the General Fund</i>	\$	5,070.00
138	United Way of Aiken County, Inc.	235 Barnwell Avenue, NW, Aike, SC 29802	<i>for the General Fund.</i>	\$	500.00
139	University Settlement Society of New York	184 Eldridge Street, New York, NY 10002	<i>to help defray the costs incurred helping those who were affected by the super storm, SANDY</i>	\$	10,000.00
140	Urban Pathway, Inc.	575 Eighth Avenue, New York, NY 10018	<i>to help defray the costs incurred helping those who were affected by the super storm, SANDY.</i>	\$	10,000.00
141	Visiting Nurse Association of Ridgefield, Inc.	90 East Ridge, Ridgefield, CT 06877	<i>for RVNA Well Child Clinics.</i>	\$	5,000.00
142	West Side Center for Community Life	263 West 86th Street, New York, NY 10024	<i>West Side Campaign Against Hunger</i>	\$	500.00
143	Yale University	P.O. Box 2038, New Haven, CT 06521	<i>for the Annual Fund.</i>	\$	500.00
144	Yale University - Art Gallery	155 Whitney Avenue, Room 214 P.O. Box 208271 New Haven, CT 06520	<i>for first payment on a pledge of \$100,000 payable over 3 years for general operating support for the Conservation Department.</i>	\$	35,000.00
145	You Gotta Believe the Older Child Adoption & Permanency Movement*	1728 Mermaid Ave, Brooklyn, NY 11224	<i>for the Capital Campaign Establishing a Permanent Home</i>	\$	5,000.00

Other Approved Grants for fiscal year ending 9/30/13

146	You Gotta Believe the Older Child Adoption & Permanency Movement*	1728 Mermaid Ave, Brooklyn, NY 11224	<i>for the Capital Campaign. Establishing a Permanent Home</i>	\$ 5,000.00
147	Youth Shelters and Family Services, Inc.	P.O. Box 28279, Santa Fe, NM 87592	<i>for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support</i>	\$ 3,000.00
				\$ 649,519.00

Michigan City Approved Grants for fiscal year ending 9/30/13

[illegible]

New York Approved Grants for fiscal year ending 9/30/13

1	Abraham House, Inc.	P O Box 305, Mott Haven Station Bronx, NY 10454	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
2	Adaptive Design Association, Inc.	313 West 36th Street, New York, NY 10024	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
3	American Museum of Natural History	Central Park West at 79th Street, New York, NY 10024	for final payment on a pledge of \$30,000 payable over 2 year for the Education Programs at the American Museum of Natural History	\$ 15,000 00
4	Andrew Glover Youth Program, Inc.	Manhattan Criminal Court 100 Centre Street, Rm 1541 New York, NY 10013	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
5	Arts Connection	520 Eighth Avenue, Suite 321, New York, NY 10018	for first payment on a pledge of \$30,000 payable over 2 years for general operating support.	\$ 15,000 00
6	Asphalt Green, Inc.	555 East 90th Street, New York, NY 10128	for final payment on a pledge of \$20,000 payable over 2 years for the Recess Enhancement Program (REP)	\$ 10,000 00
7	Big Brothers and Big Sisters of New York City, Inc.	223 East 30th Street, New York, NY 10016	for general operating support	\$ 17,500 00
8	Big Brothers-Big Sisters of Long Island, Inc.	70 Acorn Lane, Levittown, NY 11756	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
9	Boys' Club of New York, Inc.	287 East 10th Street, New York, NY 10009	for first payment on a pledge of \$20,000 payable over 2 years for Project Read	\$ 10,000 00
10	Bridge, Inc.		for a \$1 for \$1 match of \$10,000 for General Operating Support Funds must be from new sources and must be raised by September 30, 2012 (any monies from BWF, a BWF Director or a gala will not be eligible). Completed - Paid.	\$ 10,000 00
11	Brooklyn Academy of Music, Inc.	30 Lafayette Avenue, Brooklyn, NY 11217	for first payment on a pledge of \$25,000 payable over 2 years for BAM Education Programs.	\$ 12,500 00
12	Brooklyn Botanic Garden Corporation	1000 Washington Avenue, Brooklyn, NY 11225	for first payment on a pledge of \$100,000 payable over 3 years for the Capital Campaign - the New Discovery Garden	\$ 30,000 00
13	Brooklyn Children's Museum Corp.	145 Brooklyn Avenue, Brooklyn, NY 11213	for General Operating Support	\$ 12,500 00
14	Brooklyn Youth Chorus Academy, Inc.	179 Pacific Street, Brooklyn, NY 11201	for final payment on a pledge of \$25,000 payable over 2 years for the Choral Music Education and Performance Program	\$ 12,500 00
15	Carnegie Hall Corporation	881 Seventh Avenue, New York, NY 10019	for first payment on a pledge of \$25,000 payable over 2 years for the Link Up program.	\$ 12,500 00
16	Center for Alternative Sentencing and Employment Services, Inc.	346 Broadway, 3rd Floor West, New York, NY 10013	for first payment on a pledge of \$24,000 payable over 2 years for General Operating Support	\$ 12,000 00
17	Center for Arts Education, Inc.	266 West 37th Street 9th FL , 9th FL , New York, NY 10018	for a \$1 for \$2 match of \$20,000 for General Operating Support Funds must be from new sources and must be raised by December 31, 2012 (any monies from BWF, a BWF Director or a gala will not be eligible) with proper documentation. Complete 12/31/12	\$ 10,000 00
18	Central Park Conservancy	14 East 60th Street, 8th Floor, New York, NY 10022	for final payment on a pledge of \$30,000 payable over 2 years for Youth Education & Service Programs	\$ 15,000 00
19	Children's Aid Society	105 East 22nd Street, Suite 504, New York, NY 10010	for first payment on a pledge of \$30,000 payable over 2 years for the Next Generation Center	\$ 15,000 00
20	City Harvest, Inc.	575 Eighth Avenue, 4th Floor, New York, NY 10018	for first payment on a pledge of \$40,000 payable over 2 years for General Operating Support	\$ 20,000 00

New York Approved Grants for fiscal year ending 9/30/13

21	City Parks Foundation, Inc.	830 Fifth Avenue, Room 280, New York, NY 10021	for final payment on a pledge of \$16,000 payable over 2 years for the Education Programs	\$ 8,000 00
22	Classroom, Inc.	245 Fifth Avenue, New York, NY 10016	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
23	Coalition for the Homeless	129 Fulton Street, New York, NY 10038	for final payment on a pledge of \$12,500 payable over 2 years for the First Step Job Training Program	\$ 7,500 00
24	Court Appointed Special Advocates, Inc.	50 Broadway 31st Floor, New York, NY 10004	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
25	Dome Project, Inc.	486 Amsterdam Avenue, New York, NY 10024	for first payment of a pledge of \$20,000 payable over 2 years for Bridge to Success (formally The Juvenile Justice Program)	\$ 10,000 00
26	Door, Inc.- A Center for Alternatives, Inc.	121 Avenue of the America, New York, NY 10013	for final payment on a pledge of \$18,000 payable over 2 years for General Operating Support	\$ 9,000 00
27	Dorot, Inc.	171 West 85th Street, New York, NY 10024	for final payment on a pledge of \$20,000 payable over 2 years for the Homelessness Prevention Program (HPP)	\$ 10,000 00
28	DreamYard Drama Project, Inc.	1085 Washington Avenue, Ground Floor Bronx, NY 10456	for final payment on a pledge of \$25,000 payable over 2 years for the Bronx Arts Learning Community (BALC)	\$ 12,500 00
29	East Harlem Employment Services, Inc.	240 East 123rd Street 3rd Floor New York, NY 10035	for final payment on a pledge of \$40,000 payable over 2 years for General Operating Support	\$ 20,000 00
30	Friends of Raynham Hall, Inc.	20 West Main Street, Oyster Bay, NY 11771	for a matching grant of \$25,000 when \$50,000 is raised (\$1 for \$2) for the restoration of the exterior of the museum only by June 30, 2013 Completed 8-12-13	\$ 25,000 00
31	ENACT, Inc.	630 Ninth Avenue, Suite 301, New York, NY 10011	for final payment on a pledge of \$12,000 payable over 2 years for the Dropout Prevention Program at Middle School 363 - Academy for Personal Leadership and Excellence	\$ 6,000 00
32	Exalt Youth	175 Remsen Street, Suite 1000 Brooklyn, NY 11201	for first payment on a pledge of \$15,000 payable over 2 years for the Internship Program.	\$ 7,500 00
33	Fresh Youth Initiatives, Inc.	505 West 171 Street, New York, NY 10032	for first payment on a pledge of \$15,000 payable over 2 years for Community Youth in Action program.	\$ 7,500 00
34	Getting Out and Staying Out, Inc.*	91 East 116th Street, New York, NY 10029	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
35	Girls Educational and Mentoring Services, Inc.	298 B West 149th Street, New York, NY 10039	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support	\$ 5,000 00
36	Glen Cove Boys & Girls Club at Lincoln House, Inc.	113 Glen Cove Avenue, P O Box 175 Glen Cove, NY 11542	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
37	GOAL-Giving Open Access to Learning*	19 East 103rd Street, New York, NY 10029	for first payment on a pledge of \$6,000 payable over 2 years for general operating support	\$ 3,000 00
38	Goddard-Riverside Community Center	593 Columbus Avenue, New York, NY 10024	for first payment on a pledge of \$70,000 payable over 2 years for general operating support (includes Star Learning Center)	\$ 35,000 00
39	Good Shepherd Services	305 Seventh Avenue, 9th Floor, New York, NY 10001	for final payment on a pledge of \$30,000 payable over 2 years for the After School KidzLit Literacy Program at PS 676 in Brooklyn.	\$ 15,000 00
40	Grand Street Settlement, Inc.	80 Pitt Street, New York, NY 10002	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000 00
41	Green Guerillas, Inc.	232 East 11th Street, New York, NY 10003	for first payment on a pledge of \$12,000 payable over 2 years for General Operating Support	\$ 6,000 00

New York Approved Grants for fiscal year ending 9/30/13

42	Hartley House	413 West 46th Street, New York, NY 10036	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
43	Henry Street Settlement	265 Henry Street, New York, NY 10002	for first payment on a pledge of \$30,000 payable over 2 years for general operating support for the Abrons Arts Center	\$ 15,000 00
44	Highbridge Community Life Center, Inc.	979 Ogden Avenue, Bronx, NY 10452	for final payment on a pledge of \$30,000 payable over 2 years for the Health Careers Training Program	\$ 15,000 00
45	Hope Program, Inc.	One Smith Street, Brooklyn, NY 11201	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
46	Hudson Guild	441 West 26th Street, New York, NY 10001	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
47	ICD International Center for the Disabled, Inc.	340 East 24th Street, New York, NY 10010	for final payment on a pledge of \$30,000 payable over 2 years for the Vocational Evaluation and Career Planning Services Department.	\$ 15,000 00
48	Inwood House	320 East 82nd Street, New York, NY 10028	for final payment on a pledge of \$25,000 payable over 2 years for Teen Choice, school and community based asset building model for teen pregnancy and HIV/STD prevention.	\$ 12,500 00
49	Island Harvest LTD.	199 Second Street, Mineola, NY 11501	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
50	Jacob A. Riis Neighborhood Settlement	10-25 41st Avenue, Long Island City, NY 11101	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
51	King Manor Association of Long Island, Inc.	90-04 161 Street, #704 Jamaica, NY 11432	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
52	Kingsbridge Heights Community Center	3101 Kingsbridge Terrace, Bronx, NY 10463	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
53	Learning Ally, Inc. - New York	20 Roszel Road, Suite 1005, Princeton, NJ 08540	for final payment on a pledge of \$20,000 payable over 2 years to support studio operations in New York City	\$ 10,000 00
54	Learning Leaders, Inc.	80 Maiden Lane, Suite 1100, New York, NY 10038	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
55	Learning Through an Extended Arts Program, Inc.	441 West End Avenue, 2G New York, NY 10024	for Active Learning Leads to Literacy (ALLL)	\$ 12,500 00
56	Lenox Hill Neighborhood House, Inc.	331 East 70th Street, New York, NY 10021	for first payment on a pledge of \$40,000 payable over 2 years for Older Adult Services program.	\$ 20,000 00
57	Lenox Hill Neighborhood House, Inc.	331 East 70th Street, New York, NY 10021	for final payment on a pledge of \$40,000 payable over 2 years toward "Completing the Transformation of Our Headquarters Building Renovating the Fifth Floor "	\$ 20,000 00
58	Lighthouse International	111 East 59th Street, New York, NY 10022	for final payment on a pledge of \$40,000 payable over 2 years for the Early Intervention Program	\$ 20,000 00
59	Lincoln Center for the Performing Arts, Inc.	70 Lincoln Center Plaza 9th Floor, New York, NY 10023	for first payment on a pledge of \$25,000 payable over 2 years for the Lincoln Center Institute Focus Schools Program.	\$ 12,500 00
60	Long Island Crisis Center, Inc.	2740 Martin Avenue, Bellmore, NY 11710	for final payment on a pledge of \$16,000 payable over 2 years for General Operating Support	\$ 8,000 00
61	Mercy Center, Inc.	377 East 145th Street, Bronx, NY 10454	for first payment on a pledge of \$25,000 payable over 2 years for general operating support	\$ 12,500 00

New York Approved Grants for fiscal year ending 9/30/13

62	Metropolitan Opera Association, Inc.	Lincoln Center, New York, NY 10023	for first payment on a pledge of \$150,000 payable over 3 years for The Met HD Live in NYC Schools only	\$ 50,000 00
63	Momma's, Inc.	1857 Wantagh Avenue, Wantagh, NY 11793	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
64	Museum of the City of New York	1220 Fifth Avenue, New York, NY 10029	for final payment on a pledge of \$50,000 payable over 2 years for the Expansion and Modernization Project, Phase III	\$ 25,000 00
65	National Dance Institute, Inc.	217 West 147th Street, New York, NY 10039	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
66	Nazareth Housing, Inc.	519 East 11th Street, New York, NY 10009	for final payment on a pledge of \$15,000 payable over 2 years for the Housing Stability Support Project	\$ 7,500 00
67	Neighborhood Coalition for Shelter, Inc.	157 East 86th Street, 2nd Floor, New York, NY 10028	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
68	Neighbors Together Corp.	2094 Fulton Street Brooklyn, NY 11233	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00
69	New Destiny Housing Corporation	12 West 37th Street, 7th Floor New York, NY 10018	for first payment on a pledge of \$20,000 payable over 2 years for general operating support	\$ 10,000 00
70	New York Botanical Garden	200th Street and Southern Blvd , Bronx, NY 10458	for first payment on a pledge of \$45,000 payable over 2 years for the Children's Education Program.	\$ 20,000 00
71	New York Common Pantry	8 East 109th Street, New York, NY 10029	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00
72	New York Council on Adoptable Children, Inc.	589 Eighth Avenue, 15th Floor, New York, NY 10018	for a \$1 for \$1 match of \$15,000 for General Operating Support Funds must be from new sources and must be raised by September 1, 2012 (no board \$s or BWF \$s eligible) Completed - 10-12	\$ 15,000 00
73	New York Hall of Science	47-01 111th Street, Flushing Meadows Corona Park, NY 11368	for first payment on a pledge of \$20,000 payable over 2 years for the Science Career Ladder (SCL)	\$ 10,000 00
74	New York Historical Society	170 Central Park West, New York, NY 10024	for first payment on a pledge of \$20,000 payable over 2 years for New York Historical Society Education Programs	\$ 10,000 00
75	New York Landmarks Conservancy, Inc.	One Whitehall Street, New York, NY 10004	for first payment on a pledge of \$30,000 payable over 2 years for the Sacred Sites Program.	\$ 15,000 00
76	New York Opportunity Network	55 Exchange Place, Suite 503, New York, NY 10005	for first payment on a pledge of \$15,000 payable over 2 years for general operating support	\$ 7,500 00
77	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 Street, New York, NY 10018	for final payment on a pledge of \$30,000 payable over 2 years for the Summer Reading Program.	\$ 15,000 00
78	Old Westbury Gardens, Inc.	P O Box 430 Old Westbury , NY 11568	for first payment on a pledge of \$6,000 payable over 2 years for the Environmental Education Program with the Westbury School District	\$ 3,000 00
79	Old Westbury Gardens, Inc.	Notified that Match was met Awaiting final paperwork	for a \$1 for \$1 match of \$10,000 for the Orchard Hill Discovery Center Funds must be from new sources and must be raised by September 30, 2012 (any monies from BWF, a BWF Director or gala are not eligible) with proper documentation. Completed 11/26/11	\$ 10,000 00
80	Operation Exodus Inner City, Inc.	21 Wadsworth Avenue, New York, NY 10033	for first payment on a pledge of \$20,000 payable over 2 years for the After School Program.	\$ 10,000 00

New York Approved Grants for fiscal year ending 9/30/13

81	Orpheon, Inc.	330 West 42nd Street, 12th Floor New York, NY 10036	for final payment on a pledge of \$15,000 payable over 2 years for Musical Connections The School Partnership Program.	\$ 7,500 00
82	Partnership for After School Education, Inc.	120 Broadway Suite 3048 New York, NY 10271	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
83	Partnership for the Homeless, Inc.	305 Seventh Avenue, 13th Floor, New York, NY 10001	for final payment on a pledge of \$15,000 payable over 2 years for Furnish a Future	\$ 7,500 00
84	Partnership with Children, Inc.	299 Broadway, Suite 1300, New York, NY 10007	for final payment on a pledge of \$30,000 payable over 2 years for Open Heart-Open Mind Program.	\$ 15,000 00
85	Peer Health Exchange, Inc.	1460 Broadway, Suite 5-24D, New York, NY 10036	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support in NYC	\$ 10,000 00
86	Planned Parenthood Nassau	540 Fulton Avenue, Hempstead, NY 11550	for a \$1 for \$2 match of \$10,000 when \$20,000 is raised for Dept of Training & Education. Funds must be from new sources and must be raised by September 30, 2012 (any monies from BWF, a BWF Director or a gala will not be eligible) - completed 12/31/12	\$ 10,000 00
87	Planned Parenthood of New York City, Inc.	26 Bleecker Street, New York, NY 10012	for first payment on a pledge of \$30,000 payable over 2 years for Healthy Futures for NYC Youth Comprehensive Sexual and Reproductive Health Education	\$ 15,000 00
88	Point Community Development Corporation	940 Garrison Avenue, Bronx, NY 10474	for final payment on a pledge of \$15,000 payable over 2 years for the Arts and Advocacy Youth Development Program	\$ 7,500 00
89	Prep for Prep	328 West 71st Street, New York, NY 10023	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
90	Project Renewal, Inc.	200 Varick Street, 9th Floor, New York, NY 10014	for final payment on a pledge of \$25,000 payable over 2 years for the Mobile Health Care for Homeless New Yorkers	\$ 12,500 00
91	Publicolor, Inc.	149 Madison Avenue, Suite 1201 New York, NY 10016	for final payment on a pledge of \$12,000 payable over 2 years for Color Club A community of leaders organizing revitalization.	\$ 6,000 00
92	Queens Botanical Garden Society, Inc.	43-50 Main Street, Flushing, NY 11355	for final payment on a pledge of \$10,000 payable over 2 years for the Environmental Education Workshops for School Groups	\$ 5,000 00
93	Queens Community House, Inc.	108-25 62nd Drive, Forest Hills, NY 11375	for a \$1 for \$1 match of \$10,000 for General Operating Support Funds must be from new sources and must be raised by September 30, 2012 (any monies from BWF, a BWF Director or a gala will not be eligible) with proper documentation Completed - Paid 11/26/12	\$ 10,000 00
94	Queens Library Foundation, Inc.	89-11 Merrick Blvd Jamaica, NY 11432	for first payment on a pledge of \$10,000 payable over 2 years for English for Speakers of Other Languages Program.	\$ 5,000 00
95	Queens Museum of Art	New York City Building Flushing Meadows Corona Park Flushing, NY 11368	for final payment on a pledge of \$20,000 payable over 2 years for the ArtAccess Program.	\$ 10,000 00
96	Queens Museum of Art (B)	New York City Building, Flushing Meadows Corona Park, Flushing, NY 11368	for a \$1 for \$2 (raised) match of \$25,000 when \$50,000 is raised for the Capital Expansion Project - Completed 5-13	\$ 25,000 00
97	Reading Excellence and Discovery Foundation, Inc.	80 Maiden Lane, 11th Floor, New York, NY 10038	for first payment on a pledge of \$20,000 payable over 2 years for Reading Alliance 2012-2013 School Year and Summer Reading Programs	\$ 10,000 00
98	Reading Team, Inc.	2090 Seventh Avenue, Suite 600 New York, NY 10027	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
99	Resources for Children with Special Needs, Inc.	116 East 16th Street, 5th Floor, New York, NY 10003	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
100	Rocking the Boat, Inc.	812 Edgewater Road Bronx, NY 10474	for first payment on a pledge of \$15,000 payable over two years for General Operating Support	\$ 7,500 00
101	ROW New York	10-27 46th Avenue, Suite 101, Long Island City, NY 11101	for final payment on a pledge of \$14,000 payable over 2 years for General Operating Support	\$ 7,000 00

New York Approved Grants for fiscal year ending 9/30/13

102	Sadie Nash Leadership Project, Inc.	157 Montague Street, Brooklyn, NY 11201	for final payment on a pledge of \$15,000 payable over 2 years for the Summer Institute	\$ 7,500 00
103	Sanctuary for Families, Inc.	P O Box 1406 Wall Street, Station New York, NY 10268	for final payment on a pledge of \$40,000 payable over 2 years for General Operating Support	\$ 20,000 00
104	SCAN New York Volunteer Parent Aides Association, Inc.	345 East 102nd Street, New York, NY 10029	for final payment on a pledge of \$10,000 payable over 2 years for the Violence Prevention Program	\$ 5,000 00
105	Search and Care, Inc.	1844 Second Avenue, New York, NY 10128	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
106	Service Program for Older People, Inc.	302 West 91 Street, 2nd Floor, New York, NY 10024	for first payment on a pledge of \$24,000 payable over 2 years for General Operating Support	\$ 12,000 00
107	Shakespeare Society	118 Baxter Street, Suite 705, New York, NY 10013	for final payment on a pledge of \$10,000 payable over 2 years for the Hunts Point Children's Shakespeare Ensemble	\$ 5,000 00
108	Society of the Third Street Music School Settlement, Inc.	235 East 11th Street, New York, NY 10003	for first payment on a pledge of \$15,000 payable over 2 years for the School & Community Partnership	\$ 7,500 00
109	Solomon R. Guggenheim Foundation	1071 Fifth Avenue, New York, NY 10128	for first payment on a pledge of \$25,000 payable over 2 years for On-Site School Programs	\$ 12,500 00
110	St. John's Bread and Life Program, Inc.	795 Lexington Avenue, Brooklyn, NY 11221	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
111	St. Luke's Chamber Ensemble, Inc.	450 West 37th Street, Suite 502, New York, NY 10018	for first payment on a pledge of \$20,000 payable over 2 years for Orchestra of St. Luke's Arts Education program.	\$ 10,000 00
112	Stanley M. Isaacs Neighborhood Center	415 East 93rd Street, New York, NY 10128	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support	\$ 15,000 00
113	Staten Island Institute of Arts and Sciences	75 Stuyvesant Place, Staten Island, NY 10301	for final payment on a pledge of \$25,000 payable over 2 years for Title 1 Education Program.	\$ 12,500 00
114	StreetWise Partners, Inc.	594 Broadway, Suite 510, New York, NY 10012	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
115	Sunnyside Community Services	43-31 39th Street, Sunnyside, NY 11104	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
116	Trust for Public Land (NYC)	666 Broadway, 9th Floor, New York, NY 10012	for final payment on a pledge of \$25,000 payable over 2 years for Parks for People - New York City	\$ 12,500 00
117	Union Settlement Association	237 East 104th Street, New York, NY 10029	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support	\$ 7,500 00
118	United Neighborhood Houses of New York, Inc.	70 West 36th Street, 5th Floor, New York, NY 10018	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000 00
119	University Settlement Society of New York	184 Eldridge Street, New York, NY 10002	for first payment on a pledge of \$20,000 payable over 2 years for the Senior HeART Program.	\$ 10,000 00
120	Urban Dove, Inc.	Church Street Station, P O Box 305, New York, NY 10008	for first payment on a pledge of \$20,000 payable over 2 years for general operating support	\$ 10,000 00
121	Urban Pathways, Inc.	575 Eighth Avenue, 9th Floor, New York, NY 10018	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00
122	Wave Hill, Inc.	675 West 252 Street, Bronx, NY 10471	for first payment on a pledge of \$25,000 payable over 2 years for the Forest Project.	\$ 12,500 00
123	Whitney Museum of American Art	945 Madison Avenue, New York, NY 10021	for first payment on a pledge of \$20,000 payable over 2 years for the Education Department.	\$ 10,000 00
124	Wildlife Conservation Society	2300 Southern Blvd, Bronx, NY 10460	for final payment on a pledge of \$30,000 payable over 2 years for Sustaining Conservation Education in New York and Beyond.	\$ 15,000 00
125	Wildlife Conservation Society (B)	2300 Southern Blvd Bronx, NY 10460	for first payment on a pledge of \$150,000 payable over 3 years for "A Sea Change" at the New York Aquarium - Capital Campaign.	\$ 50,000 00
126	Year Up, Inc.	55 Exchange Place, New York, NY 10005	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support	\$ 5,000 00

New York Approved Grants for fiscal year ending 9/30/13

127	You Gotta Believe! The Older Child Adoption & Permanency Movement*	3114 Mermaid Avenue, Brooklyn, NY 11224	<i>for the Capital Campaign Establishing a Permanent Home for You Gotta Believe (Challenge must raise \$100,000 (10%) to receive \$900,000 from a NYC's Capital Funding Program by June 30 2013)</i>	\$ 15,000 00
128	Young Peoples Chorus of New York City, Inc.	1995 Broadway Suite 305 New York, NY 10023	<i>for final payment on a pledge of \$16,000 payable over 2 years for the Satellite Schools Program.</i>	\$ 8,000 00
129	Young Women's Leadership Network*	322 8th Avenue, 14th Floor, New York, NY 10001	<i>for first payment on a \$20,000 pledge payable over 2 years for General Operating of the Young Women's Leadership School program and the College Bound Initiative</i>	\$ 10,000 00
				\$ 1,600,500.00

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED STATEMENT 16

NO RELATIONSHIP
PUBLIC CHARITIES

418,700.

TOTAL CONTRIBUTIONS APPROVED

418,700.

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30,2013

PART XV- GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

APPROVED FOR FISCAL YEAR ENDING 9/30/2013

CHICAGO	\$	255,000
OTHER		60,000
MICHIGAN CITY		68,700
NEW YORK		35,000
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TOTAL	\$	418,700
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The Barker Welfare Foundation

Approved Grants for Future Payment

	Organization	Address	Purpose	Payment		
Pledges Approved May 2013 payable June 2014						
1	Academy for Urban School Leadership	3400 N Austin Avenue Chicago, NY 60634	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00		
2	Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road, Chicago, IL 60608	for second payment on a pledge of \$75,000 payable over 3 years for Call Center Expansion Program	\$ 25,000 00		
3	Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road, , Chicago, IL 60608	for final payment on a pledge of \$75,000 payable over 3 years for Call Center Expansion Program	\$ 25,000 00		
4	Lyric Opera of Chicago	20 North Wacker Drive, Chicago, IL 60606	for final payment on a pledge of \$40,000 payable over 2 years for Lyric Opera's Education and Community Engagement Programs	\$ 20,000 00		
5	Noble Network of Charter Schools	1 North State Street, Chicago, IL 60602	for final payment on a pledge of \$25,000 payable over 2 years for General Operating support.	\$ 12,500 00		
6	Planned Parenthood Illinois	18 S Michigan Avenue, 6th Floor, Chicago, IL 60603	for final payment on a pledge of \$40,000 payable over 2 years for the Chicago Community Education Program	\$ 20,000 00		
7	Rehabilitation Institute of Chicago Foundation	345 East Superior Street, Room 1640, Chicago, IL 60611	for second payment on a pledge of \$150,000 payable over 3 years for campaign project RIC's new Research Hospital	\$ 50,000 00		
8	Shedd Aquarium Society	1200 South Lake Shore Drive, Chicago, IL 60605	for final payment on a pledge of \$50,000 payable over 2 years for the Capital Campaign	\$ 25,000 00		
9	Window to the World Communications, Inc (WTTW/Channel 11)	5400 North St Louis Avenue, Chicago, IL 60625	for final payment on a pledge of \$30,000 payable over 2 years for WTTW Children's Programming	\$ 15,000 00		
			Total:	\$ 205,000.00		

The Barker Welfare Foundation

Approved Grants for Future Payment

	Organization	Address	Purpose	Payment			
	<u>Pledges Approved May 2014 payable June 2015</u>						
1	Rehabilitation Institute of Chicago Foundation	345 East Superior Street, Room 1640, Chicago, IL 60611	for final payment on a pledge of \$150,000 payable over 3 years for campaign project RIC's new Research Hospital	\$50,000.00			
			Total:	\$50,000.00			

The Barker Welfare Foundation

Approved Grants for Future Payment

Organization	Address	Purpose	Amount
<u>Pledges Approved May 2013 payable June 2014</u>			
Yale University - Art Gallery	P O Box 208271, New Haven, CT 065208271	for second payment on a pledge of \$100,000 payable over 3 years for General Operating Support for the Conservation Department	\$ 30,000.00
		Total:	\$ 30,000.00

The Barker Welfare Foundation

Approved Grants for Future Payment

Organization	Address	Purpose	Amount
<u>Pledges Approved May 2013 payable June 2015</u>			
Yale University - Art Gallery	P O Box 208271, New Haven, CT 065208271	for final payment on a pledge of \$100,000 payable over 3 years for General Operating Support for the Conservation Department	\$ 30,000 00
		Total:	\$ 30,000.00

The Barker Welfare Foundation

Approved Grants for Future Payment

	Organization	Address	Purpose	Payment
<u>Pledges Approved May 2013 Payable June 2014</u>				
1	Boys and Girls Club of Michigan City, Inc	301 East Eighth Street, Michigan City, IN 46360	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support	\$ 5,000 00
2	Citizens Concerned for the Homeless, Inc	1005 W 8th Street, Michigan City, IN 46360	for final payment on a pledge of \$25,000 payable over 2 years for the Sand Castle Shelter Program	\$ 12,500 00
3	Citizens Concerned for the Homeless, Inc	1005 W 8th Street, Michigan City, IN 46360	for General Operating Support for the Grace Learning Center	\$ 10,000 00
4	Friends of Barker Civic Center, Inc	631 Washington Street, Michigan City, IN 46360	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support	\$ 12,500 00
5	HealthLinc, Inc	454 S College Avenue IN , Valparaiso, IN 46383	for final payment on a pledge of \$30,000 payable over 2 years for uninsured copays	\$ 15,000 00
6	Healthy Communities of LaPorte County, Inc	115 East 4th Street, Michigan City, IN 46360	for final payment on a pledge of \$6,000 payable over 2 years for the Special Reading Needs (SRN) for the Michigan City Area Schools	\$ 3,000 00
7	LaPorte County Meals on Wheels, Inc	301 East 8th Street, Suite 110, Michigan City, IN 46360	for final payment on a pledge of \$21,400 payable over 2 years for the Helping Hands Program	\$ 10,700 00
			Total:	\$ 68,700.00

The Barker Welfare Foundation

Approved Grants for Future Payment

Organization	Address	Purpose	Payment	TransactionDate
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Pledges Approved May 2013 payable June 2015

1	Brooklyn Botanic Garden Corporation	1000 Washington Avenue, Brooklyn, NY 11225	for final payment on a pledge of \$100,000 payable over 3 years for the Capital Campaign - the New Discovery Garden	\$35,000 00	12-Jun-15
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