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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
PETER K. BARKER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
**BCRS ASSOCIATES, LLC
77 WATER STREET**

Room/suite
9TH FL

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10005

A Employer identification number
13-3198247

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

C If exemption application is pending, check here

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

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

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

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

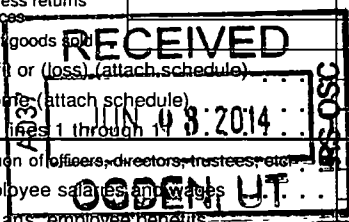
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 4,059,974.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
		N/A			
1 Contributions, gifts, grants, etc., received (attach schedule)		NONE			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		72.	72.		ATCH 1
4 Dividends and interest from securities		57,640.	57,640.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		385,180.			
b Gross sales price for all assets on line 6a 1,540,569.					
7 Capital gain net income (from Part IV, line 2)			385,180.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		442,892.	442,892.	0	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 3		5,000.	2,500.		2,500.
c Other professional fees (attach schedule) *		25,286.	25,286.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 5		3,070.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		882.	792.		90.
24 Total operating and administrative expenses. Add lines 13 through 23		34,238.	28,578.		2,590.
25 Contributions, gifts, grants paid		152,900.			152,900.
26 Total expenses and disbursements. Add lines 24 and 25		187,138.	28,578.	0	155,490.
27 Subtract line 26 from line 12		255,754.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			414,314.		
c Adjusted net income (if negative, enter -0-)				0	

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Operating and Administrative Expenses

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	1,161.	1,161.	1,161.	
	2	Savings and temporary cash investments	85,992.	150,517.	150,517.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	2,391,768.	2,582,997.	3,908,296.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,478,921.	2,734,675.	4,059,974.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	2,478,921.	2,734,675.		
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)	2,478,921.	2,734,675.			
31	Total liabilities and net assets/fund balances (see instructions)	2,478,921.	2,734,675.			

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 2,478,921.
2	Enter amount from Part I, line 27a	2 255,754.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,734,675.
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 2,734,675.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	385,180.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	98,365.	3,043,117.	0.032324
2011	157,411.	2,993,831.	0.052578
2010	149,889.	2,817,680.	0.053196
2009	119,945.	2,508,736.	0.047811
2008	175,744.	3,181,150.	0.055245
2 Total of line 1, column (d)			2 0.241154
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 0.048231
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,600,274.
5 Multiply line 4 by line 3			5 173,645.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,143.
7 Add lines 5 and 6			7 177,788.
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			8 155,490.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	8,286.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	8,286.
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	8,286.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,900.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,600.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	10,500.
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	2,214.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,214. Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA,		
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? <i>If "No," attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of BCRS ASSOCIATES, LLC Telephone no 212-440-0800
Located at 77 WATER STREET, 9TH FL; NEW YORK, NY ZIP+4 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-221 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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)? Yes X 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) Yes X 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 N/A
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 2013? 1c N/A
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X 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? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

	5b	N/A
	6b	X
	7b	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	NONE
2 N/A	
3 N/A	
4 N/A	

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

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

	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions	
3 N/A	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,528,136.
b	Average of monthly cash balances	1b	126,965.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	3,655,101.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,655,101.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,827.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,600,274.
6	Minimum investment return. Enter 5% of line 5	6	180,014.

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	180,014.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,286.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,286.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	171,728.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	171,728.
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	171,728.

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	155,490.
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	155,490.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	155,490.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				171,728.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			5,975.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008		NONE		
b From 2009		NONE		
c From 2010		NONE		
d From 2011		NONE		
e From 2012		NONE		
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 155,490.				
a Applied to 2012, but not more than line 2a			5,975.	
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 2013 distributable amount				149,515.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 . (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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				22,213.
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009		NONE		
b Excess from 2010		NONE		
c Excess from 2011		NONE		
d Excess from 2012		NONE		
e Excess from 2013		NONE		

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; 2b 85% of line 2a; 2c Qualifying distributions from Part XII...; 2d Amounts included in line 2c not used directly...; 2e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test...; 3a "Assets" alternative test...; 3b "Endowment" alternative test...; 3c "Support" alternative test...

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 9

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 [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT ATTACHED				152,900.
Total ► 3a				152,900.
b <i>Approved for future payment</i>				
Total ► 3b				

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... 2b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 5/28/14, Title TRUSTEE.

Paid Preparer Use Only Print/Type preparer's name JOSEPH J. BULGER, Preparer's signature, Date 5/27/14, Check self-employed if PTIN P01366942, Firm's name BCRS ASSOCIATES, LLC, Firm's address 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005, Firm's EIN 13-4078147, Phone no 212-440-0800.

**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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,600.	
101,213.		SEE REALIZED GAIN LOSS SCHEDULE I PROPERTY TYPE: SECURITIES 17,777.				P	VAR	VAR
71,233.		SEE REALIZED GAIN LOSS SCHEDULE II PROPERTY TYPE: SECURITIES 64,556.				P	VAR	VAR
342,642.		SEE REALIZED GAIN LOSS SCHEDULE II PROPERTY TYPE: SECURITIES 204,289.				P	VAR	VAR
670,645.		SEE REALIZED GAIN LOSS SCHEDULE III PROPERTY TYPE: SECURITIES 616,577.				P	VAR	VAR
352,236.		SEE REALIZED GAIN LOSS SCHEDULE III PROPERTY TYPE: SECURITIES 252,190.				P	VAR	VAR
TOTAL GAIN (LOSS)							<u>385,180.</u>	

PETER K. BARKER FOUNDATION

13-3198247

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

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

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CHECKING	6.	6.	
INTEREST ON BDA	66.	66.	
TOTAL	<u>72.</u>	<u>72.</u>	

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	56,974.	56,974.	
STCG DIVIDENDS	666.	666.	
TOTAL	<u>57,640.</u>	<u>57,640.</u>	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	5,000.	2,500.		2,500.
TOTALS	<u>5,000.</u>	<u>2,500.</u>		<u>2,500.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES- GS & CO	25,286.	25,286.		
TOTALS	<u>25,286.</u>	<u>25,286.</u>		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
1ST QTR ESTIMATE TAX PAYMENT - FYE 12/31/2013	2,900.			
FEDERAL TAX BAL DUE - FYE 12/31/2012	170.			
TOTALS	3,070.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	792.	792.		
BANK CHARGES	30.			30.
ATTORNEY GENERAL OF CA	50.			50.
FRANCHISE TAX BOARD OF CA	10.			10.
TOTALS	<u>882.</u>	<u>792.</u>		<u>90.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION ATTACHED I	591,880.	579,890.	933,208.
SEE LONG POSITION ATTACHED II	884,144.	904,021.	1,616,512.
SEE LONG POSITION ATTACHED III	915,744.	1,099,086.	1,358,576.
TOTALS	<u>2,391,768.</u>	<u>2,582,997.</u>	<u>3,908,296.</u>

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

ATTACHMENT 8

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

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

PETER K. BARKER FOUNDATION

Employer identification number

13-3198247

Note: Form 5227 filers need to complete only Parts I and II

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	741,878.	681,133.		60,745.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 60,745.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	796,091.	474,256.		321,835.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
LONG-TERM CAPITAL GAIN DIVIDENDS				2,600.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 324,435.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		60,745.
18	Net long-term gain or (loss):			
a	Total for year	18a		324,435.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a.	19		385,180.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	()
----	---	----	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23		
24	Add lines 22 and 23.	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-.	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28	Enter the smaller of the amount on line 21 or \$2,450.	28		
29	Enter the smaller of the amount on line 27 or line 28.	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%.	30		
31	Enter the smaller of line 21 or line 26.	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30.	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%.	37		
38	Enter the amount from line 31.	38		
39	Add lines 30 and 36.	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41	Multiply line 40 by 20%.	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43	Add lines 37, 41, and 42.	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	45		

Form **8949**

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2013

Department of the Treasury
Internal Revenue Service

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

PETER K. BARKER FOUNDATION

Social security number or taxpayer identification number

13-3198247

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE REALIZED GAIN LOS SCHEDULE II	VAR	VAR	71,233.	64,556.			6,677.
	SEE REALIZED GAIN LOS SCHEDULE III	VAR	VAR	670,645.	616,577.			54,068.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►			741,878.	681,133.			60,745.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

PETER K. BARKER FOUNDATION

13-3198247

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE REALIZED GAIN LOSS SCHEDULE I	VAR	VAR	101,213.	17,777.			83,436.
	SEE REALIZED GAIN LOSS SCHEDULE II	VAR	VAR	342,642.	204,289.			138,353.
	SEE REALIZED GAIN LOSS SCHEDULE III	VAR	VAR	352,236.	252,190.			100,046.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				796,091	474,256.			321,835.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

PETER K BARKER FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 12/31/2013
 EIN. 13-3198247

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
3/22/2013	PEBBLE BEACH FOUNDATION PEBBLE BEACH, CA	\$1,150 00
4/2/2013	OUR LADY OF MT CARMEL CHURCH MONTECITO, CA	\$10,000 00
4/19/2013	LA SALLE HIGH SCHOOL PASADENA, CA	\$5,000 00
4/22/2013	CLAREMONT MCKENNA COLLEGE CLAREMONT, CA	\$30,000 00
4/22/2013	PACIFIC COUNCIL ON INTERNATIONAL POLICY LOS ANGELES, CA	\$10,000 00
5/8/2013	CARMEL IDEAS FOUNDATION CARMEL, CA	\$1,250 00
6/28/2013	J PAUL GETTY TRUST LOS ANGELES, CA	\$20,000 00
7/23/2013	AMERICAN HEART ASSOCIATION DALLAS, TX	\$500 00
8/30/2013	OUR LADY OF MOUNT CARMEL PARSIH FAIRFIELD, CA	\$1,000 00
9/4/2013	NATIVITY SCHOOL MONTECITO, CA	\$500 00
9/25/2013	ADARRIO LUNG CANCER MEDICAL INSTITUTE SAN CARLOS, CA	\$25,000 00
10/7/2013	COLGATE UNIVERSITY HAMILTON, NY	\$2,500 00
10/8/2013	OUR LADY OF MOUNT CARMEL PARSIH FAIRFIELD, CA	\$20,000 00
10/9/2013	NC P&A FOUNDATION PEBBLE BEACH, CA	\$1,000 00
11/5/2013	MONTECITO ASSOCIATION MONTECITO, CA	\$5,000 00
11/8/2013	INSTITUTE FOR ETHNOMEDICINE JACKSON, WY	\$5,000 00
11/21/2013	PREMIERE COMISSION, INC NEW YORK, NY	\$5,000 00
12/16/2013	UNIVERSITY OF CHICAGO BOOTH SCHOOL CHICAGO, IL	\$10,000 00

TOTAL CONTRIBUTIONS PAID* \$152,900 00

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

Barker Foundation
 From 01-Jan-2013 To 31-Dec-2013

Base Currency :USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
GOLDMAN SACHS GROUP, INC.(THE) CMN	10-Jan-97	23-Sep-13	300	49,401.63	0.00	49,401.63	Long-Term
WALT DISNEY COMPANY (THE) CMN		23-Sep-13	800	51,811.09	17,777.08	34,034.01	Long-Term
TOTAL				101,212.72	17,777.08	83,435.64	

Barker Foundation - Delaware
 From 01-Jan-2013 To 31-Dec-2013
 Separate Account Strategy Delaware Large Cap Growth

Base Currency :USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
BMC SOFTWARE, INC. CMN	25-Apr-12	14-Feb-13	81	3,353.23	3,312.66	40.57	Short-Term
BMC SOFTWARE, INC. CMN	3-May-12	1-Mar-13	6	242.57	250.34	(7.77)	Short-Term
BMC SOFTWARE, INC. CMN	25-Apr-12	1-Mar-13	77	3,113.01	3,149.07	(36.06)	Short-Term
POLYCOM INC CMN	30-Jul-12	5-Mar-13	222	2,070.64	1,923.81	146.83	Short-Term
BMC SOFTWARE, INC. CMN	4-May-12	3-Apr-13	30	1,358.37	1,206.43	151.94	Short-Term
CELGENE CORPORATION CMN	29-Nov-12	3-Apr-13	62	7,149.67	4,930.03	2,219.64	Short-Term
BMC SOFTWARE, INC. CMN	3-May-12	3-Apr-13	120	5,433.47	5,006.75	426.72	Short-Term
BMC SOFTWARE, INC. CMN	9-May-12	6-May-13	120	5,459.02	4,774.19	684.83	Short-Term
BMC SOFTWARE, INC. CMN	15-Jun-12	7-May-13	185	8,386.88	8,050.67	336.21	Short-Term
BMC SOFTWARE, INC. CMN	9-May-12	7-May-13	36	1,632.05	1,432.26	199.79	Short-Term
BMC SOFTWARE, INC. CMN	16-May-12	7-May-13	157	7,117.51	6,872.89	244.62	Short-Term
BMC SOFTWARE, INC. CMN	29-May-12	7-May-13	82	3,717.43	3,595.52	121.91	Short-Term
BMC SOFTWARE, INC. CMN	4-Jun-12	7-May-13	65	2,946.74	2,698.93	247.81	Short-Term
BMC SOFTWARE, INC. CMN	15-Jun-12	6-Jun-13	47	2,125.66	2,045.30	80.36	Short-Term
BMC SOFTWARE, INC. CMN	13-Aug-12	6-Jun-13	76	3,437.24	3,113.83	323.41	Short-Term
BMC SOFTWARE, INC. CMN	21-Jun-12	6-Jun-13	49	2,216.11	2,073.83	142.28	Short-Term
BMC SOFTWARE, INC. CMN	7-Nov-12	6-Jun-13	129	5,834.26	5,310.62	523.64	Short-Term
SALLY BEAUTY HOLDINGS, INC. CMN	14-Nov-12	2-Jul-13	110	3,401.64	2,754.80	646.84	Short-Term
SALLY BEAUTY HOLDINGS, INC. CMN	14-Nov-12	5-Aug-13	82	2,237.20	2,053.58	183.62	Short-Term
TOTAL SHORT-TERM				71,232.70	64,555.51	6,677.19	
APPLE, INC. CMN	16-Jan-08	4-Jan-13	3	1,593.77	483.32	1,110.45	Long-Term
NIKE CLASS-B CMN CLASS B	9-Apr-09	14-Jan-13	58	3,083.47	1,525.26	1,558.21	Long-Term
VERISIGN INC CMN	19-Jan-10	14-Jan-13	73	2,787.34	1,573.08	1,214.26	Long-Term
SYNGENTA AG SPONSORED ADR CMN	27-Feb-09	14-Jan-13	49	4,051.64	2,024.90	2,026.74	Long-Term
SYNGENTA AG SPONSORED ADR CMN	3-Mar-09	14-Jan-13	10	826.87	388.96	437.91	Long-Term
VERISIGN INC CMN	11-May-11	14-Jan-13	45	1,718.23	1,595.80	122.43	Long-Term
ADOBE SYSTEMS INC CMN	1-May-09	15-Jan-13	223	8,506.47	6,125.12	2,381.35	Long-Term
APPLE, INC. CMN	5-Feb-08	22-Jan-13	7	3,499.45	932.40	2,567.05	Long-Term
APPLE, INC. CMN	16-Jan-08	22-Jan-13	3	1,499.77	483.32	1,016.45	Long-Term
APPLE, INC. CMN	25-Jan-08	22-Jan-13	25	12,498.05	3,293.36	9,204.69	Long-Term
STAPLES, INC. CMN	8-Feb-05	20-Feb-13	940	13,199.65	20,056.84	(6,857.19)	Long-Term
STAPLES, INC. CMN	18-Aug-11	21-Feb-13	14	186.49	188.54	(2.05)	Long-Term
STAPLES, INC. CMN	28-Apr-05	21-Feb-13	87	1,158.90	1,674.75	(515.85)	Long-Term

STAPLES, INC. CMN	27-Apr-10	21-Feb-13	50	666.03	1,211.53	(545.50)	Long-Term
STAPLES, INC. CMN	8-Feb-05	21-Feb-13	262	3,490.02	5,590.31	(2,100.29)	Long-Term
STAPLES, INC. CMN	9-Aug-06	21-Feb-13	36	479.54	830.66	(351.12)	Long-Term
STAPLES, INC. CMN	18-Aug-11	25-Feb-13	520	6,976.68	7,003.00	(26.32)	Long-Term
POLYCOM INC CMN	7-Sep-10	5-Mar-13	296	2,760.85	4,054.58	(1,293.73)	Long-Term
POLYCOM INC CMN	27-Sep-10	5-Mar-13	388	3,618.95	5,462.11	(1,843.16)	Long-Term
POLYCOM INC CMN	6-Oct-10	5-Mar-13	130	1,212.53	1,765.51	(552.98)	Long-Term
POLYCOM INC CMN	25-Oct-11	5-Mar-13	230	2,145.25	3,699.04	(1,553.79)	Long-Term
NOVO-NORDISK A/S ADR ADR CMN	5-Mar-09	8-Mar-13	35	6,110.65	1,600.08	4,510.57	Long-Term
NOVO-NORDISK A/S ADR ADR CMN	4-Mar-09	8-Mar-13	9	1,571.31	419.51	1,151.80	Long-Term
EOG RESOURCES INC CMN	11-Mar-08	3-Apr-13	17	2,159.46	2,002.77	156.69	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	17-Mar-08	3-Apr-13	7	3,731.76	1,426.37	2,305.39	Long-Term
WALGREEN CO. CMN	8-Feb-05	3-Apr-13	77	3,566.56	3,364.13	202.43	Long-Term
INTUIT INC CMN	8-Feb-05	3-Apr-13	55	3,561.17	1,045.00	2,516.17	Long-Term
ALLERGAN INC CMN	8-Feb-05	3-Apr-13	99	11,278.02	3,654.09	7,623.93	Long-Term
VISA INC. CMN CLASS A	24-Apr-08	3-Apr-13	41	6,759.51	2,923.07	3,836.44	Long-Term
APPLE, INC. CMN	15-Sep-08	3-Apr-13	1	432.10	142.60	289.50	Long-Term
ADOBE SYSTEMS INC CMN	1-May-09	3-Apr-13	153	6,676.77	4,202.44	2,474.33	Long-Term
INTERCONTINENTAL EXCHANGE INC CMN	7-Nov-06	3-Apr-13	30	4,711.09	2,652.64	2,058.45	Long-Term
PROGRESSIVE CORPORATION (THE) CMN	21-Feb-12	3-Apr-13	201	5,097.25	4,324.26	772.99	Long-Term
WTS/KINDER MORGAN, INC. EXP 05/25/2017	18-Oct-11	3-Apr-13	271	1,368.51	516.10	852.41	Long-Term
NIKE CLASS-B CMN CLASS B	9-Apr-09	3-Apr-13	42	2,474.17	1,104.50	1,369.67	Long-Term
EOG RESOURCES INC CMN	6-Mar-09	3-Apr-13	15	1,905.40	1,794.32	111.08	Long-Term
NIKE CLASS-B CMN CLASS B	23-Apr-09	3-Apr-13	30	1,767.26	807.66	959.60	Long-Term
APPLE, INC. CMN	5-Feb-08	3-Apr-13	13	5,617.30	1,731.61	3,885.69	Long-Term
QUALCOMM INC CMN	8-Feb-05	3-Apr-13	76	5,016.64	2,746.64	2,270.00	Long-Term
GOOGLE, INC. CMN CLASS A	13-Jun-06	3-Apr-13	5	4,022.25	1,919.50	2,102.75	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	11-Mar-08	3-Apr-13	8	4,264.86	1,555.02	2,709.84	Long-Term
VISA INC. CMN CLASS A	23-Apr-08	3-Apr-13	12	1,978.40	848.36	1,130.04	Long-Term
KINDER MORGAN INC CMN CLASS P	18-Oct-11	3-Apr-13	144	5,450.28	4,626.50	823.78	Long-Term
APPLE, INC. CMN	7-Oct-08	6-May-13	3	1,381.73	276.94	1,104.79	Long-Term
APPLE, INC. CMN	15-Sep-08	6-May-13	16	7,369.23	2,281.66	5,087.57	Long-Term
BMC SOFTWARE, INC CMN	4-May-12	6-May-13	7	318.44	281.50	36.94	Long-Term
ALLERGAN INC CMN	8-Feb-05	20-May-13	42	4,174.94	1,550.22	2,624.72	Long-Term
CATERPILLAR INC (DELAWARE) CMN	18-Aug-11	6-Jun-13	37	3,096.74	3,071.41	25.33	Long-Term
CATERPILLAR INC (DELAWARE) CMN	8-Aug-11	6-Jun-13	160	13,391.28	13,332.01	59.27	Long-Term
PRICELINE COM INC CMN	20-Nov-09	27-Jun-13	5	4,106.18	1,046.27	3,059.91	Long-Term
PRICELINE COM INC CMN	21-Oct-09	27-Jun-13	7	5,748.65	1,234.60	4,514.05	Long-Term
CME GROUP INC. CMN CLASS A	15-Jul-08	27-Jun-13	37	2,836.74	2,282.76	553.98	Long-Term
CME GROUP INC. CMN CLASS A	16-Jul-08	27-Jun-13	45	3,450.09	2,808.76	641.33	Long-Term
CME GROUP INC. CMN CLASS A	28-Jul-08	27-Jun-13	52	3,986.77	3,715.07	271.70	Long-Term
APPLE, INC CMN	28-Oct-08	16-Jul-13	10	4,267.70	937.60	3,330.10	Long-Term
APPLE, INC CMN	7-Oct-08	16-Jul-13	10	4,267.70	923.12	3,344.58	Long-Term
PROGRESSIVE CORPORATION (THE) CMN	21-Feb-12	18-Jul-13	179	4,629.42	3,850.95	778.47	Long-Term
ADOBE SYSTEMS INC CMN	6-May-09	19-Jul-13	42	2,020.08	1,102.58	917.50	Long-Term
ADOBE SYSTEMS INC CMN	1-May-09	19-Jul-13	76	3,655.37	2,087.49	1,567.88	Long-Term
INTUIT INC CMN	8-Feb-05	5-Aug-13	44	2,815.81	836.00	1,979.81	Long-Term

APPLE, INC CMN	28-Oct-08	26-Aug-13	16	8,077.64	1,500.17	6,577.47	Long-Term
INTUIT INC CMN	8-Feb-05	27-Aug-13	116	7,360.50	2,204.00	5,156.50	Long-Term
WTS/KINDER MORGAN, INC. EXP 05/25/2017	20-Oct-11	27-Aug-13	277	1,400.57	524.50	876.07	Long-Term
WTS/KINDER MORGAN, INC. EXP 05/25/2017	18-Oct-11	27-Aug-13	21	106.18	39.99	66.19	Long-Term
WTS/KINDER MORGAN, INC. EXP 05/25/2017	26-Oct-11	27-Aug-13	93	470.22	178.51	291.71	Long-Term
WALGREEN CO. CMN	8-Feb-05	29-Aug-13	123	5,860.27	5,373.87	486.40	Long-Term
ADOBE SYSTEMS INC CMN	24-Jul-09	2-Oct-13	36	1,850.60	1,160.63	689.97	Long-Term
ADOBE SYSTEMS INC CMN	6-May-09	2-Oct-13	81	4,163.84	2,126.40	2,037.44	Long-Term
APPLE, INC. CMN	24-Nov-08	28-Oct-13	7	3,715.16	643.06	3,072.10	Long-Term
APPLE, INC. CMN	28-Oct-08	28-Oct-13	2	1,061.47	187.52	873.95	Long-Term
ADOBE SYSTEMS INC CMN	12-Feb-10	29-Oct-13	58	3,140.43	1,858.28	1,282.15	Long-Term
ADOBE SYSTEMS INC CMN	24-Jul-09	29-Oct-13	12	649.75	386.88	262.87	Long-Term
INTERCONTINENTAL EXCHANGE INC CMN	7-Nov-06	30-Oct-13	11	2,101.41	972.63	1,128.78	Long-Term
PRICELINE COM INC CMN	20-Nov-09	30-Oct-13	4	4,247.41	837.01	3,410.40	Long-Term
VISA INC CMN CLASS A	24-Apr-08	30-Oct-13	27	5,467.03	1,924.95	3,542.08	Long-Term
ADOBE SYSTEMS INC CMN	1-Jul-10	31-Oct-13	16	867.84	424.97	442.87	Long-Term
ADOBE SYSTEMS INC CMN	12-Feb-10	31-Oct-13	9	488.16	288.35	199.81	Long-Term
ADOBE SYSTEMS INC CMN	28-Sep-10	31-Oct-13	49	2,657.77	1,292.22	1,365.55	Long-Term
ADOBE SYSTEMS INC CMN	11-Mar-08	1-Nov-13	10	1,784.53	1,178.10	606.43	Long-Term
EOG RESOURCES INC CMN	11-Apr-08	1-Nov-13	33	5,888.94	4,194.75	1,694.19	Long-Term
EOG RESOURCES INC CMN	29-Apr-08	1-Nov-13	2	356.91	259.16	97.75	Long-Term
EOG RESOURCES INC CMN	21-Apr-08	1-Nov-13	32	5,710.49	4,387.02	1,323.47	Long-Term
PERRIGO COMPANY CMN	27-Sep-10	19-Dec-13	93	14,447.51	6,123.84	8,323.67	Long-Term
PERRIGO COMPANY CMN	7-Sep-10	19-Dec-13	91	14,136.82	5,267.87	8,868.95	Long-Term
PERRIGO COMPANY CMN	28-Sep-10	19-Dec-13	46	7,146.08	3,028.80	4,117.28	Long-Term
PERRIGO COMPANY CMN	8-Sep-10	19-Dec-13	16	2,485.59	937.27	1,548.32	Long-Term
WTS/KINDER MORGAN, INC EXP 05/25/2017		10-Jan-13	0	1.46	0.00	1.46	Long-Term
TOTAL LONG-TERM				342,642.12	204,289.25	138,352.87	

Barker Foundation - LCV Conc
 From 01-Jan-2013 To 31-Dec-2013
 Separate Account Strategy : GSAM Large Cap Value (Concentrated)

Base Currency :USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
TRANSOCEAN LTD. CMN	3-Oct-12	14-Jan-13	56	3,086.09	2,529.24	556.85	Short-Term
J M SMUCKER CO. CMN	23-Apr-12	15-Jan-13	193	17,060.36	15,070.39	1,989.97	Short-Term
TRANSOCEAN LTD. CMN	3-Oct-12	16-Jan-13	21	1,157.36	948.47	208.89	Short-Term
TRANSOCEAN LTD. CMN	3-Oct-12	17-Jan-13	95	5,238.40	4,290.67	947.73	Short-Term
CELGENE CORPORATION CMN	25-Jun-12	1-Feb-13	67	6,802.43	4,107.97	2,694.46	Short-Term
URBAN OUTFITTERS INC CMN	17-Jul-12	5-Feb-13	418	17,912.78	12,764.77	5,148.01	Short-Term
PHILIP MORRIS INTL INC CMN	13-Mar-12	5-Feb-13	125	10,987.78	10,616.06	371.72	Short-Term
UNITEDHEALTH GROUP INCORPORATE CMN	19-Dec-12	5-Feb-13	72	4,150.52	3,938.73	211.79	Short-Term
PHILIP MORRIS INTL INC CMN	27-Mar-12	5-Feb-13	63	5,537.84	5,518.01	19.83	Short-Term
MASCO CORPORATION CMN	8-Jun-12	6-Feb-13	251	4,570.96	3,324.31	1,246.65	Short-Term
EASTMAN CHEM CO CMN	7-Jun-12	6-Feb-13	252	18,265.16	11,928.52	6,336.64	Short-Term
DIRECTV CMN	7-Nov-12	20-Feb-13	299	14,490.16	14,824.02	(333.86)	Short-Term
ELI LILLY & CO CMN	18-Dec-12	27-Feb-13	31	1,695.97	1,532.26	163.71	Short-Term
LAM RESEARCH CORP CMN	7-Mar-12	27-Feb-13	47	1,986.17	1,888.07	98.10	Short-Term
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN	1-Feb-13	27-Feb-13	28	2,597.78	2,552.64	45.14	Short-Term
WALGREEN CO CMN	15-Jan-13	27-Feb-13	40	1,637.56	1,572.07	65.49	Short-Term
AT&T INC CMN	5-Mar-12	27-Feb-13	89	3,180.78	2,753.90	426.88	Short-Term
XCEL ENERGY INC CMN	11-Apr-12	27-Feb-13	91	2,579.79	2,370.42	209.37	Short-Term
AETNA INC CMN	8-Feb-13	27-Feb-13	41	1,931.05	2,082.54	(151.49)	Short-Term
DUKE ENERGY CORPORATION CMN	24-Sep-12	27-Feb-13	33	2,309.28	2,132.55	176.73	Short-Term
AMERICAN INTL GROUP, INC CMN	11-Dec-12	27-Feb-13	47	1,769.52	1,625.52	144.00	Short-Term
MERCK & CO., INC. CMN	25-Jun-12	27-Feb-13	68	2,904.90	2,705.57	199.33	Short-Term
TRANSOCEAN LTD. CMN	3-Oct-12	5-Mar-13	92	4,839.11	4,155.18	683.93	Short-Term
XCEL ENERGY INC CMN	11-Apr-12	12-Mar-13	488	14,117.23	12,711.68	1,405.55	Short-Term
XCEL ENERGY INC CMN	25-Jun-12	12-Mar-13	377	10,906.14	10,503.77	402.37	Short-Term
TRANSOCEAN LTD. CMN	25-Oct-12	12-Mar-13	205	5,930.40	5,707.69	222.71	Short-Term
ELI LILLY & CO CMN	3-Oct-12	14-Mar-13	213	11,412.01	9,620.14	1,791.87	Short-Term
GOOGLE, INC CMN CLASS A	18-Dec-12	14-Mar-13	415	22,846.41	20,512.53	2,333.88	Short-Term
OCCIDENTAL PETROLEUM CORP CMN	1-Nov-12	14-Mar-13	22	18,077.65	15,175.50	2,902.15	Short-Term
OCCIDENTAL PETROLEUM CORP CMN	12-Dec-12	26-Mar-13	214	16,598.71	16,319.64	279.07	Short-Term
OCCIDENTAL PETROLEUM CORP CMN	14-Mar-13	26-Mar-13	52	4,033.33	4,380.52	(347.19)	Short-Term
OCCIDENTAL PETROLEUM CORP CMN	25-Jan-13	26-Mar-13	63	4,886.53	5,284.55	(398.02)	Short-Term
GENERAL MOTORS COMPANY CMN	10-Sep-12	11-Apr-13	456	13,340.77	10,480.75	2,860.02	Short-Term
GENERAL MOTORS COMPANY CMN	3-Oct-12	11-Apr-13	182	5,324.61	4,394.28	930.33	Short-Term
DUKE ENERGY CORPORATION CMN	6-Feb-13	12-Apr-13	89	6,492.58	6,108.59	383.99	Short-Term
DUKE ENERGY CORPORATION CMN	24-Sep-12	12-Apr-13	304	22,176.90	19,645.30	2,531.60	Short-Term
DUKE ENERGY CORPORATION CMN	18-Oct-12	12-Apr-13	44	3,209.81	2,880.07	329.74	Short-Term
CF INDUSTRIES HOLDINGS, INC. CMN	20-Feb-13	15-Apr-13	71	12,579.71	14,814.68	(2,234.97)	Short-Term
CF INDUSTRIES HOLDINGS, INC. CMN	4-Mar-13	15-Apr-13	17	3,012.04	3,410.33	(398.29)	Short-Term

AT&T INC CMN	23-Apr-12	19-Apr-13	59	2,255.70	1,810.61	445.09	Short-Term
VERTEX PHARMACEUTICALS INC CMN	4-Jun-12	19-Apr-13	45	3,697.66	2,596.84	1,100.82	Short-Term
VIACOM INC CMN CLASS B	25-Sep-12	19-Apr-13	118	7,765.31	6,520.37	1,244.94	Short-Term
AT&T INC CMN	23-Apr-12	19-Apr-13	157	6,002.46	4,824.87	1,177.59	Short-Term
BED BATH & BEYOND INC CMN	17-Oct-12	9-May-13	270	18,765.54	16,674.83	2,090.71	Short-Term
BED BATH & BEYOND INC. CMN	23-Nov-12	9-May-13	43	2,988.59	2,581.21	407.38	Short-Term
MASCO CORPORATION CMN	1-Aug-12	10-May-13	241	5,121.92	2,890.06	2,231.86	Short-Term
MASCO CORPORATION CMN	8-Jun-12	10-May-13	299	6,354.58	3,960.03	2,394.55	Short-Term
MASCO CORPORATION CMN	31-Jul-12	10-May-13	101	2,146.53	1,211.99	934.54	Short-Term
PPL CORPORATION CMN	25-Oct-12	22-May-13	188	5,978.26	5,520.50	457.76	Short-Term
LAM RESEARCH CORP CMN	19-Nov-12	29-May-13	102	4,767.87	3,537.47	1,230.40	Short-Term
LAM RESEARCH CORP CMN	29-Nov-12	29-May-13	117	5,469.02	4,151.89	1,317.13	Short-Term
P G & E CORPORATION CMN	17-Apr-13	5-Jun-13	617	27,200.56	28,939.05	(1,738.49)	Short-Term
WALGREEN CO CMN	5-Feb-13	7-Jun-13	134	6,583.79	5,559.34	1,024.45	Short-Term
WALGREEN CO CMN	15-Jan-13	7-Jun-13	394	19,358.32	15,484.93	3,873.39	Short-Term
WALGREEN CO. CMN	5-Mar-13	7-Jun-13	207	10,170.49	8,383.18	1,787.31	Short-Term
SLM CORPORATION CMN	17-Apr-13	17-Jun-13	970	22,272.24	19,909.49	2,362.75	Short-Term
AETNA INC CMN	8-Feb-13	11-Jul-13	548	35,401.87	27,834.97	7,566.90	Short-Term
AT&T INC CMN	14-Nov-12	24-Jul-13	127	4,478.75	4,341.11	137.64	Short-Term
AT&T INC CMN	6-Feb-13	24-Jul-13	546	19,255.11	19,272.43	(17.32)	Short-Term
AT&T INC CMN	25-Feb-13	24-Jul-13	221	7,793.74	7,897.05	(103.31)	Short-Term
ORACLE CORPORATION CMN	5-Jun-13	26-Sep-13	701	23,725.44	24,005.60	(280.16)	Short-Term
JUNIPER NETWORKS, INC CMN	15-Apr-13	26-Sep-13	781	15,815.49	14,512.64	1,302.85	Short-Term
EXELON CORPORATION CMN	5-Jun-13	26-Sep-13	169	5,063.32	5,309.27	(245.95)	Short-Term
AVALONBAY COMMUNITIES INC CMN	11-Feb-13	26-Sep-13	158	20,435.70	20,551.16	(115.46)	Short-Term
EXELON CORPORATION CMN	12-Mar-13	26-Sep-13	882	26,425.16	28,426.83	(2,001.67)	Short-Term
ARIAD PHARMACEUTICALS INC CMN	26-Sep-13	18-Oct-13	1,003	2,805.95	19,200.67	(16,394.72)	Short-Term
COMERICA INCORPORATED CMN	22-Mar-13	16-Dec-13	443	20,098.60	16,015.88	4,082.72	Short-Term
VIACOM INC CMN CLASS B	14-Mar-13	16-Dec-13	67	5,455.47	4,245.65	1,209.82	Short-Term
VIACOM INC CMN CLASS B	13-Jun-13	16-Dec-13	83	6,758.27	5,468.77	1,289.50	Short-Term
QUALCOMM INC CMN	22-May-13	16-Dec-13	118	8,597.02	7,756.91	840.11	Short-Term
TOTAL SHORT-TERM				670,645.31	616,577.50	54,067.81	

HALLIBURTON COMPANY CMN	24-Jan-12	25-Jan-13	162	6,419.96	5,681.45	738.51	Long-Term
PROCTER & GAMBLE COMPANY (THE) CMN	17-Jan-12	1-Feb-13	276	20,849.15	18,310.08	2,539.07	Long-Term
PROCTER & GAMBLE COMPANY (THE) CMN	25-Jan-12	1-Feb-13	93	7,025.26	6,020.10	1,005.16	Long-Term
CELGENE CORPORATION CMN	4-Apr-11	1-Feb-13	109	11,066.63	6,238.90	4,827.73	Long-Term
CELGENE CORPORATION CMN	1-Apr-11	1-Feb-13	72	7,310.07	4,148.65	3,161.42	Long-Term
UNITEDHEALTH GROUP INCORPORATE CMN	22-Dec-11	5-Feb-13	259	14,930.34	13,152.18	1,778.16	Long-Term
UNITEDHEALTH GROUP INCORPORATE CMN	19-Jan-12	5-Feb-13	91	5,245.79	4,787.40	458.39	Long-Term
MORGAN STANLEY CMN	1-Nov-11	25-Feb-13	416	9,480.04	6,747.06	2,732.98	Long-Term
HALLIBURTON COMPANY CMN	24-Jan-12	27-Feb-13	57	2,323.26	1,999.03	324.23	Long-Term
BOEING COMPANY CMN	13-Oct-08	27-Feb-13	33	2,539.62	1,488.78	1,050.84	Long-Term
PFIZER INC CMN	7-Oct-11	27-Feb-13	89	2,428.75	1,653.06	775.69	Long-Term
DEVON ENERGY CORPORATION (NEW) CMN	25-Jan-11	27-Feb-13	31	1,667.45	2,634.32	(966.87)	Long-Term
PRUDENTIAL FINANCIAL INC CMN	27-Oct-10	27-Feb-13	17	939.91	898.96	40.95	Long-Term
DEVON ENERGY CORPORATION (NEW) CMN	21-Jan-11	27-Feb-13	15	806.83	1,248.51	(441.68)	Long-Term
EVEREST RE GROUP LTD CMN	27-Jan-11	27-Feb-13	23	2,865.50	1,982.16	883.34	Long-Term
PPL CORPORATION CMN	12-Apr-11	27-Feb-13	76	2,321.75	1,984.22	337.53	Long-Term

LOWES COMPANIES INC CMN	22-Dec-11	27-Feb-13	57	2,120.35	1,454.90	665.45	Long-Term
BANK OF AMERICA CORP CMN	23-Jan-12	27-Feb-13	293	3,277.13	2,131.93	1,145.20	Long-Term
EXXON MOBIL CORPORATION CMN	30-Sep-11	27-Feb-13	50	4,423.90	3,699.73	724.17	Long-Term
SUNTRUST BANKS INC \$1.00 PAR CMN	21-Dec-10	27-Feb-13	53	1,455.88	1,475.33	(19.45)	Long-Term
EMC CORPORATION MASS CMN	6-May-10	27-Feb-13	84	1,957.99	1,554.29	403.70	Long-Term
GENERAL ELECTRIC CO CMN	23-Dec-09	27-Feb-13	193	4,475.56	2,971.85	1,503.71	Long-Term
SUNTRUST BANKS INC \$1.00 PAR CMN	22-Dec-10	27-Feb-13	36	988.89	1,037.84	(48.95)	Long-Term
PRUDENTIAL FINANCIAL INC CMN	9-Oct-09	27-Feb-13	37	2,045.69	1,886.12	159.57	Long-Term
LOWES COMPANIES INC CMN	22-Dec-11	1-Mar-13	99	3,793.39	2,526.94	1,266.45	Long-Term
BANK OF AMERICA CORP CMN	23-Jan-12	1-Mar-13	445	5,039.51	3,237.91	1,801.60	Long-Term
MORGAN STANLEY CMN	22-Dec-11	14-Mar-13	252	5,722.71	3,981.51	1,741.20	Long-Term
MORGAN STANLEY CMN	1-Nov-11	14-Mar-13	26	590.44	421.69	168.75	Long-Term
MORGAN STANLEY CMN	13-Mar-12	14-Mar-13	226	5,132.27	4,170.45	961.82	Long-Term
ADOBE SYSTEMS INC CMN	1-Nov-10	22-Mar-13	54	2,294.11	1,522.48	771.63	Long-Term
ADOBE SYSTEMS INC CMN	3-Nov-10	22-Mar-13	35	1,486.92	1,006.12	480.80	Long-Term
ADOBE SYSTEMS INC CMN	2-Nov-10	22-Mar-13	20	849.67	564.90	284.77	Long-Term
ADOBE SYSTEMS INC CMN	30-Mar-11	22-Mar-13	142	6,032.64	4,658.58	1,374.06	Long-Term
ADOBE SYSTEMS INC CMN	22-Jul-11	22-Mar-13	169	7,179.69	5,025.85	2,153.84	Long-Term
ADOBE SYSTEMS INC CMN	16-May-11	22-Mar-13	52	2,209.14	1,829.36	379.78	Long-Term
EVEREST RE GROUP LTD CMN	27-Jan-11	15-Apr-13	7	868.14	603.27	264.87	Long-Term
EVEREST RE GROUP LTD CMN	27-Jan-11	17-Apr-13	8	991.45	689.45	302.00	Long-Term
EVEREST RE GROUP LTD CMN	28-Jan-11	17-Apr-13	96	11,897.41	8,177.81	3,719.60	Long-Term
EVEREST RE GROUP LTD CMN	16-May-11	17-Apr-13	16	1,982.90	1,444.00	538.90	Long-Term
EVEREST RE GROUP LTD CMN	1-Aug-11	17-Apr-13	28	3,470.08	2,296.30	1,173.78	Long-Term
EVEREST RE GROUP LTD CMN	2-Aug-11	17-Apr-13	31	3,841.87	2,573.45	1,268.42	Long-Term
VERTEX PHARMACEUTICALS INC CMN	8-Feb-12	19-Apr-13	117	9,613.92	4,291.17	5,322.75	Long-Term
AT&T INC CMN	5-Mar-12	19-Apr-13	56	2,141.01	1,732.79	408.22	Long-Term
LAM RESEARCH CORP CMN	8-Mar-12	3-May-13	45	2,078.74	1,835.14	243.60	Long-Term
LAM RESEARCH CORP CMN	7-Mar-12	3-May-13	149	6,882.95	5,985.60	897.35	Long-Term
PPL CORPORATION CMN	12-Apr-11	22-May-13	308	9,794.16	8,041.29	1,752.87	Long-Term
PPL CORPORATION CMN	16-May-11	22-May-13	54	1,717.16	1,507.68	209.48	Long-Term
PPL CORPORATION CMN	14-Sep-11	22-May-13	144	4,579.09	4,034.24	544.85	Long-Term
PPL CORPORATION CMN	3-Apr-12	22-May-13	181	5,755.66	5,080.33	675.33	Long-Term
LAM RESEARCH CORP CMN	8-Mar-12	29-May-13	141	6,590.88	5,750.12	840.76	Long-Term
BOEING COMPANY CMN	14-Oct-08	7-Jun-13	30	3,059.98	1,441.43	1,618.55	Long-Term
BOEING COMPANY CMN	29-Apr-10	7-Jun-13	19	1,937.98	1,403.66	534.32	Long-Term
BOEING COMPANY CMN	13-Oct-08	7-Jun-13	13	1,325.99	586.49	739.50	Long-Term
THE TRAVELERS COMPANIES, INC CMN	16-Dec-11	13-Jun-13	84	6,850.07	4,817.15	2,032.92	Long-Term
THE TRAVELERS COMPANIES, INC CMN	31-Jan-12	13-Jun-13	102	8,317.94	5,955.39	2,362.55	Long-Term
THE TRAVELERS COMPANIES, INC CMN	13-Mar-12	13-Jun-13	108	8,807.23	6,224.13	2,583.10	Long-Term
AT&T INC CMN	23-Apr-12	24-Jul-13	46	1,622.23	1,411.67	210.56	Long-Term
BANK OF AMERICA CORP CMN	23-Jan-12	30-Jul-13	176	2,557.96	1,280.61	1,277.35	Long-Term
PRUDENTIAL FINANCIAL INC CMN	27-Oct-10	26-Aug-13	49	3,831.12	2,591.13	1,239.99	Long-Term
HALLIBURTON COMPANY CMN	24-Jan-12	8-Nov-13	177	9,742.31	6,207.51	3,534.80	Long-Term
LOWES COMPANIES INC CMN	22-Dec-11	14-Nov-13	38	1,965.59	969.94	995.65	Long-Term
LOWES COMPANIES INC CMN	8-Feb-12	14-Nov-13	301	15,569.50	8,103.09	7,466.41	Long-Term
LOWES COMPANIES INC CMN	22-May-12	14-Nov-13	158	8,172.69	4,105.55	4,067.14	Long-Term
LOWES COMPANIES INC CMN	6-Jun-12	14-Nov-13	79	4,086.35	2,167.21	1,919.14	Long-Term
PFIZER INC. CMN	14-Dec-11	10-Dec-13	13	406.08	272.07	134.01	Long-Term
PFIZER INC. CMN	7-Oct-11	10-Dec-13	896	27,988.19	16,642.04	11,346.15	Long-Term

VIACOM INC CMN CLASS B
TOTAL LONG-TERM

25-Sep-12	16-Dec-13	178	14,493.64	9,835.82	4,657.82	Long-Term
			<u>352,236.46</u>	<u>252,190.17</u>	<u>100,046.29</u>	



Statement Detail

BARKER FOUNDATION
Holdings

Period Ended December 31, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	15,218.69	1.0000	15,218.69	1.0000	15,218.69	0.00	0.0810	12.33
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			15,218.69		15,218.69			12.33

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	12,749.136	7.1400	91,028.83	6.7300	85,801.69	5,227.15 106,451.40		6,017.59

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
GOLDMAN SACHS GROUP, INC (THE CMN) (GS)	1,050.00	177.2600	186,123.00		No Cost		1.2411	2,310.00
WALT DISNEY COMPANY (THE CMN) (DIS)	2,200.00	76.4000	168,080.00	22.2213	48,886.96	119,193.04	1.1257	1,892.00
			1,892.00					
TOTAL US STOCKS			354,203.00 1,892.00		48,886.96	119,193.04	1.1863	4,202.00

NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS INTERNATIONAL SMALL CAP FUND								
GS INTERNATIONAL SMALL CAP FUND INSTITUTIONAL SHARES (GISIX)	15,336.187	20.0500	307,490.55	15.9406	244,468.62	63,021.93 164,905.36	1.9202	5,904.43



Statement Detail
BARKER FOUNDATION
 Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES MSCI EAFE ETF (EFA)	2,690.00	67.0950	180,485.55	74.6219	200,732.91	(20,247.36)	2.5385	4,581.61
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			487,976.10		445,201.53	42,774.57	2.1489	10,486.04
TOTAL PUBLIC EQUITY			842,179.10		494,088.49	161,967.61	1.7441	14,688.04
			1,892.00					
TOTAL PORTFOLIO								
			Market Value	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Estimated Annual Income		
			933,207.93	579,890.18	353,317.75	20,717.97		



Statement Detail
BARKER FOUNDATION - DELAWARE
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

US EQUITY

DELAWARE LARGE CAP GROWTH

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
ADOBE SYSTEMS INC CMN (ADBE)	1,070.00	59.8790	64,070.53	34.1000	36,487.01	27,583.52		
ALLERGAN INC CMN (AGN)	596.00	111.0800	66,203.68	49.5743	29,546.27	36,657.41	0.1801	119.20
APPLE, INC CMN (AAPL)	59.00	561.0200	33,100.18	144.9939	8,554.64	24,545.54	2.1746	719.80
CELGENE CORPORATION CMN (CELG)	482.00	168.9680	78,063.22	87.5501	40,448.13	37,615.09		
CME GROUP INC CMN CLASS A (CME)	353.00	78.4600	27,696.38	50.6280	17,871.69	9,824.69	2.2942	635.40
			917.80					
CROWN CASTLE INTL CORP COMMON STOCK (CCI)	1,031.00	73.4300	75,706.33	29.9139	30,841.24	44,865.09		
EBAY INC CMN (EBAY)	878.00	54.8650	48,171.47	56.0978	49,253.84	(1,082.37)		
EOG RESOURCES INC CMN (EOG)	473.00	167.8400	79,388.32	99.6716	47,144.65	32,243.67	0.4469	354.75
GOOGLE, INC CMN CLASS A (GOOG)	68.00	1,120.7100	76,208.28	541.4319	36,817.37	39,390.91		
INTRCONTINENTALEXCHANGE GP INC CMN (ICE)	242.00	224.9200	54,430.64	95.3023	23,063.15	31,367.49		
INTUIT INC CMN (INTU)	682.00	76.3200	50,523.84	25.5105	16,887.93	33,635.91	0.9958	503.12
KINDER MORGAN INC CMN CLASS P (KMI)	1,740.00	36.0000	62,640.00	34.6296	60,255.53	2,384.47	4.5556	2,853.60
L BRANDS, INC CMN (LB)	888.00	61.8500	54,922.80	52.9207	46,993.58	7,929.22	1.9402	1,065.60
LIBERTY INTERACTIVE CORP INTERACTIVE CMN CLASS A (LINTA)	2,659.00	29.3500	78,041.65	18.1249	48,194.24	29,847.41		
MASTERCARD INCORPORATED CMN CLASS A (MA)	118.00	835.4600	98,584.28	196.9216	23,236.75	75,347.54	0.5267	519.20
MICROSOFT CORPORATION CMN (MSFT)	1,632.00	37.4100	61,053.12	34.5879	56,447.46	4,605.66	2.9939	1,827.84
NIKE CLASS-B CMN CLASS B (NIKE)	450.00	78.6400	35,388.00	28.8192	12,968.62	22,419.38	1.2208	432.00
			108.00					
PRICELINE COM INC CMN (PCLN)	58.00	1,162.4000	67,419.20	209.4613	12,148.76	55,270.44		



Statement Detail
BARKER FOUNDATION - DELAWARE
 Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
DELAWARE- LARGE CAP GROWTH								
PROGRESSIVE CORPORATION (THE) CMN (PGR)	1,665.00	27.2700	45,404.55	21.9486	36,544.39	8,860.16	1.0433	473.69
QUALCOMM INC CMN (QCOM)	1,010.00	74.2500	74,992.50	37.6567	38,033.28	36,959.22	1.8855	1,414.00
SALLY BEAUTY HOLDINGS, INC CMN (SBH)	711.00	30.2300	21,493.53	25.8912	18,408.64	3,084.89		
TERRADATA CORPORATION CMN (TDC)	669.00	45.4900	30,432.81	36.3440	24,314.14	6,118.67		
VERIFONE SYSTEMS INC CMN (PAY)	543.00	26.8200	14,563.26	29.6625	16,106.72	(1,543.46)		
VERISIGN INC CMN (VRSN)	693.00	59.7800	41,427.54	33.0820	22,925.84	18,501.70		
VISA INC CMN CLASS A (V)	437.00	222.6800	97,311.16	76.0556	33,236.31	64,074.85	0.7185	699.20
WALGREEN CO CMN (WAG)	1,169.00	57.4400	67,147.36	39.6888	46,396.16	20,751.20	2.1936	1,472.94
NOVO-NORDISK A/S ADR CMN (NVO)	223.00	184.7600	41,201.48	65.5442	14,616.35	26,585.13	1.2255	504.94
PERRIGO CO PLC CMN (PRGO)	246.00	153.4600	37,751.16	152.2050	37,442.44	308.72		
SYNGENTA AG SPONSORED ADR CMN (SYT)	415.00	79.9400	33,175.10	45.3875	18,835.81	14,339.29	2.1237	704.54
TOTAL DELAWARE- LARGE CAP GROWTH			1,616,512.37		904,020.94	712,491.43	1.4980	14,322.26
			1,025.80					

TOTAL PORTFOLIO

Market Value	Adjusted Cost / ^a Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
1,616,512.37	904,020.94	712,491.43	14,322.26



Statement Detail
BARKER FOUNDATION - LCV CONC.
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
GSAM: LARGE CAP VALUE (CONCENTRATED)								
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ALTERA CORP CMN (ALTR)	1,108 00	32 5110	36,022 19	33 2717	36,864 99	(842 80)	1 8455	664 80
AMERICAN INTL GROUP, INC CMN (AIG)	843 00	51 0500	43,035 15	38 4962	32,452 28	10,582 87	0 7835	337 20
BANK OF AMERICA CORP CMN (BAC)	3,482 00	15 5700	54,214 74	8 8045	30,657 15	23,557 59	0 2569	139 28
BOEING COMPANY CMN (BA)	406 00	136 4900	55,414 94	72 0771	29,263 32	26,151 62	2 1394	1,185 52
CITIGROUP INC CMN (C)	913 00	52 1100	47,576 43	42 1191	38,454 78	9,121 65		
COMERICA INCORPORATED CMN (CMA)	0 00	47 5400	0 00				1 4304	
			75 31					
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	970 00	61 8700	60,013 90	66 1815	64,196 05	(4,182 15)	1 4223	853 60
EASTMAN CHEM CO CMN (EMN)	259 00	80 7000	20,901 30	70 3258	18,214 38	2,686 92	1 7348	362 60
			90 65					
EBAY INC CMN (EBAY)	378 00	54 8650	20,738 97	52 9228	20,004 82	734 15		
ELI LILLY & CO CMN (LLY)	528 00	51 0000	26,928 00	50 5589	26,695 08	232 92	3 8431	1,034 88
EMC CORPORATION MASS CMN (EMC)	1,635 00	25 1500	41,120 25	23 6014	38,588 23	2,532 02	1 5905	654 00
EXPEDIA, INC CMN (EXPE)	302 00	69 8600	21,037 32	66 8501	20,188 74	848 58		
EXXON MOBIL CORPORATION CMN (XOM)	808 00	101 2000	81,769 60	81 5017	65,853 38	15,916 22	2 4901	2,036 16
GENERAL ELECTRIC CO CMN (GE)	2,818 00	28 0300	78,988 54	18 3517	51,715 06	27,273 48	3 1395	2,479 84
			619 96					
HALLIBURTON COMPANY CMN (HAL)	710 00	50 7500	36,032 50	33 1420	23,530 85	12,501 65	1 1823	426 00
HARTFORD FINANCIAL SVCS GROUP CMN (HIG)	924 00	36 2300	33,476 52	29 7290	27,469 64	6,006 88	1 6561	554 40
			138 60					



BARKER FOUNDATION - LCV CONC.
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
US EQUITY									
GSAM LARGE CAP VALUE (CONCENTRATED)									
JPMORGAN CHASE & CO CMN (JPM)	1,064.00	58.4800	62,222.72	48.7395	51,858.86	10,363.86	2.5992	1,617.28	
L BRANDS, INC CMN (LB)	474.00	61.8500	29,316.90	51.1423	24,241.44	5,075.46	1.9402	568.80	
LIBERTY GLOBAL PLC CMN CLASS A (LBTYA)	317.00	89.0000	28,213.00	73.2469	23,219.27	4,993.73			
MERCK & CO., INC CMN (MRK)	1,223.00	50.0500	61,211.15	43.1764	52,804.77	8,406.38	3.5165	2,152.48	
			538.12						
MGM RESORTS INTERNATIONAL CMN (MGM)	967.00	23.5200	22,743.84	11.5144	11,134.42	11,609.42			
MICROSOFT CORPORATION CMN (MSFT)	1,365.00	37.4100	51,064.65	32.1826	43,929.24	7,135.41	2.9939	1,528.80	
MORGAN STANLEY CMN (MS)	954.00	31.3600	29,917.44	30.5934	29,186.10	731.34	0.6378	190.80	
PFIZER INC CMN (PFE)	941.00	30.6300	28,822.83	24.6548	23,200.16	5,622.67	3.3954	978.64	
PRUDENTIAL FINANCIAL INC CMN (PRU)	580.00	92.2200	53,487.60	51.4205	29,823.89	23,663.71	2.2989	1,229.60	
QUALCOMM INC CMN (QCOM)	364.00	74.2500	27,027.00	66.0116	24,028.24	2,998.76	1.8955	509.60	
SUNTRUST BANKS INC \$1.00 PAR CMN (STI)	1,036.00	36.8100	38,135.16	25.6425	26,565.88	11,569.48	1.0867	414.40	
TEXTRON INC DEL CMN (TXT)	917.00	36.7600	33,708.92	27.8354	25,525.10	8,183.82	0.2176	73.36	
			18.34						
TOLL BROTHERS, INC CMN (TOL)	1,045.00	37.0000	38,665.00	35.7880	37,398.51	1,266.49			
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	623.00	75.3000	46,911.90	68.0374	42,387.30	4,524.60	1.4874	697.76	
VERTEX PHARMACEUTICALS INC CMN (VRTX)	308.00	74.3000	22,884.40	51.1594	15,757.11	7,127.29			
WAL MART STORES INC CMN (WMT)	637.00	78.6900	50,125.53	75.6538	48,191.49	1,934.04	2.3891	1,197.56	
			299.39						
ANHEUSER-BUSCH INBEV S A SPONSORED ADR CMN (BUD)	373.00	106.4600	39,709.58	90.0181	33,576.75	6,132.83	2.3520	933.99	
BP PLC SPONSORED ADR CMN (BP)	764.00	48.6100	37,138.04	42.0271	32,108.72	5,029.32	4.6904	1,741.92	
TOTAL GSAM LARGE CAP VALUE (CONCENTRATED)			1,358,576.01	1,099,085.80	259,490.21	208.55		24,580.87	
			1,780.37						
TOTAL PORTFOLIO			1,358,576.01	1,099,085.80	259,490.21	208.55		24,580.87	

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE PETER K. BARKER FOUNDATION	Employer identification number (EIN) or 13-3198247
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
File by the due date for filing your return See instructions	C/O BCRS ASSOCIATES, LLC; 77 WATER ST - 9TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

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

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

• The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 Fax No. ▶ N/A

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 13 or

▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,500.00
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,900.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,600.00

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