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Form

990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

| | | | |
|--|--|--|--|
| Name of foundation TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS LP | | A Employer identification number 26-6140904 | |
| Number and street (or P O box number if mail is not delivered to street address) 767 FIFTH AVENUE | | B Telephone number (see instructions) (212) 256-8522 | |
| City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10153 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div> | | 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) <input type="checkbox"/> \$ 45,783,336 | | 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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 464,939 | 464,939 | | |
| | 4 Dividends and interest from securities. | 185,161 | 185,161 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 2,301,830 | | | |
| | b Gross sales price for all assets on line 6a 176,389,334 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 2,301,830 | | |
| | 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) | 733,303 | 733,303 | | |
| | 12 Total. Add lines 1 through 11 | 3,685,233 | 3,685,233 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | 0 | | 0 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 7,160 | 0 | | 0 |
| | b Accounting fees (attach schedule) | 12,000 | 6,000 | | 0 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | | | | |
| | 19 Depreciation (attach schedule) and depletion . . . | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 499,193 | 463,492 | | 0 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 518,353 | 469,492 | | 0 |
| | 25 Contributions, gifts, grants paid | 3,605,905 | | | 3,605,905 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 4,124,258 | 469,492 | | 3,605,905 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -439,025 | | | |
| | b Net investment income (if negative, enter -0-) | | 3,215,741 | | |
| | 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 | 18,260,145 | 1,769,062 | 1,769,062 |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | 32,597 | | |
| | 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 | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | | | |
| | 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) | 5,832,623 | 17,621,580 | 18,987,200 |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| Liabilities | 15 | Other assets (describe ▶ _____) | 23,766,307 | 25,154,436 | 25,027,074 |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 47,891,672 | 44,545,078 | 45,783,336 |
| | 17 | Accounts payable and accrued expenses | 3,000 | 3,000 | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| Net Assets or Fund Balances | 22 | Other liabilities (describe ▶ _____) | 2,940,901 | 0 | |
| | 23 | Total liabilities (add lines 17 through 22) | 2,943,901 | 3,000 | |
| | | 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, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 | Capital stock, trust principal, or current funds | 0 | 0 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 44,947,771 | 44,542,078 | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 44,947,771 | 44,542,078 | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 47,891,672 | 44,545,078 | |

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 | 44,947,771 |
| 2 | Enter amount from Part I, line 27a | 2 | -439,025 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 33,332 |
| 4 | Add lines 1, 2, and 3 | 4 | 44,542,078 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 44,542,078 |

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 Additional Data Table | | | |
| 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 | See Additional Data Table | | |
| 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 | See Additional Data Table | | |
| 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 | 2,301,830 |
| 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 page 18 of 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 | 2,892,013 | 43,471,321 | 0 066527 |
| 2011 | 1,987,683 | 48,666,962 | 0 040843 |
| 2010 | 2,078,933 | 42,712,930 | 0 048672 |
| 2009 | 4,179,764 | 32,776,246 | 0 127524 |
| 2008 | 2,588,333 | 45,706,870 | 0 056629 |

| | | | |
|---|--|---|------------|
| 2 | Total of line 1, column (d). | 2 | 0 340195 |
| 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 068039 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 43,866,532 |
| 5 | Multiply line 4 by line 3. | 5 | 2,984,635 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 32,157 |
| 7 | Add lines 5 and 6. | 7 | 3,016,792 |
| 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 | 3,605,905 |

| | | | |
|---|-----------|-----------|---------|
| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 32,157 |
| 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 | 0 |
| 3 Add lines 1 and 2. | | 3 | 32,157 |
| 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 | 32,157 |
| 6 Credits/Payments | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 8,139 | |
| b Exempt foreign organizations—tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 100,000 | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d. | | 7 | 108,139 |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/> | | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/> | | 10 | 75,982 |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 75,982 Refunded <input type="checkbox"/> | | 11 | 0 |

| | | | |
|--|-----------|------------|-----------|
| Part VII-A Statements Regarding Activities | | | |
| 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? | | Yes | No |
| | 1a | | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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> | | | No |
| | 1b | | No |
| c Did the foundation file Form 1120-POL for this year?. | 1c | | No |
| 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> | 2 | | No |
| 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> | 3 | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. | 4a | | No |
| b If "Yes," has it filed a tax return on Form 990-T for this year?. | 4b | | |
| 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> | 5 | | No |
| 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? | 6 | | No |
| 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> | 7 | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input checked="" type="checkbox"/> NY _____ | | | |
| 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> | 8b | Yes | |
| 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> | 9 | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 10 | | No |

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 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Website address ▶N/A | | | | |
| 14 | The books are in care of ▶LENNY PARIS Telephone no ▶(212) 256-8500 Located at ▶767 FIFTH AVENUE NEW YORK NY ZIP +4 ▶10153 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | | |
| 16 | At any time during calendar year 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 |
| See 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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 1b | | |
| 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 | | No |
| 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | |
| 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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>). | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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 | | No |

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))? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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). | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)? | | 5b | | |
| Organizations relying on a current notice regarding disaster assistance check here. | | <input checked="" type="checkbox"/> | | |
| 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? | | <input type="checkbox"/> Yes | <input type="checkbox"/> 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b | | |

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 |
| TIMOTHY BARAKETT | TRUSTEE | 0 | 0 | 0 |
| C/O TRB ADVISORS LP 767 FIFTH AVENUE NEW YORK, NY 10153 | 1 00 | | | |
| MICHELE BARAKETT | TRUSTEE | 0 | 0 | 0 |
| C/O TRB ADVISORS LP 767 FIFTH AVENUE NEW YORK, NY 10153 | 1 00 | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. | | | | 0 |

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 0 |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 | |
| 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 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | 0 |

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 | 12,392,600 |
| b | Average of monthly cash balances. | 1b | 10,580,293 |
| c | Fair market value of all other assets (see instructions). | 1c | 21,561,657 |
| d | Total (add lines 1a, b, and c). | 1d | 44,534,550 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 44,534,550 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 668,018 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 43,866,532 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 2,193,327 |

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 | 2,193,327 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 32,157 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 32,157 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 2,161,170 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 2,161,170 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 2,161,170 |

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 | 3,605,905 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 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 | 3,605,905 |
| 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 | 32,157 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 3,573,748 |
| 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 | | | | 2,161,170 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 0 | |
| b Total for prior years 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | | | | |
| b From 2009. | 2,336,964 | | | |
| c From 2010. | | | | |
| d From 2011. | | | | |
| e From 2012. | 728,121 | | | |
| f Total of lines 3a through e. | 3,065,085 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,605,905 | | | | |
| a Applied to 2012, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2013 distributable amount. | | | | 2,161,170 |
| e Remaining amount distributed out of corpus | 1,444,735 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 4,509,820 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . | 0 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 4,509,820 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. . . . | 2,336,964 | | | |
| b Excess from 2010. . . . | | | | |
| c Excess from 2011. . . . | | | | |
| d Excess from 2012. . . . | 728,121 | | | |
| e Excess from 2013. . . . | 1,444,735 | | | |

Part XIV

| | |
|--|--|
| | |
|--|--|

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

85% of line 2a

Qualifying distributions from Part XII, line 4 for each year listed

Amounts included in line 2c not used directly for active conduct of exempt activities

Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

Complete 3a, b, or c for the alternative test relied upon

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

"Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

1

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

See Additional Data Table

• 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

2

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

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

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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | 3a | 3,605,905 |
| b Approved for future payment | | | | |
| Total | | | 3b | 0 |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| | | | |
| | | | |
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| | | | |

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-11-13

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

GERALD D DESROCHES

Preparer's Signature

Date

Check if self-employed

PTIN

P01270263

Firm's name

WTAS LLC

Firm's EIN

33-1197384

Firm's address

1177 AVENUE OF THE AMERICAS 18TH FLOOR NEW YORK, NY 10036

Phone no

(646) 213-5100

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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) |
|---|--|--------------------------------------|----------------------------------|
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND III LP | P | | |
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND III LP | P | | |
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND III LP | P | | |
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND III LP | P | | |
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND IV LP | P | | |
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND IV LP | P | | |
| FORM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND V SERIES A LP | P | | |
| FROM K-1 OAKTREE CAPITAL GROUP, LLC | P | | |
| FROM K-1 OAKTREE CAPITAL GROUP, LLC | P | | |
| FROM K-1 THE BLACKSTONE GROUP LP | P | | |
| FROM K-1 THE BLACKSTONE GROUP LP | P | | |
| FROM K-1 ENERGY TRANSFER PARTNERS | P | | |
| FROM K-1 STABILIS FUND III, LP | P | | |
| CREDIT SUISSE # 6339 - SEE STMT ATTACHED | P | | |
| CREDIT SUISSE # 2210 - SEE STMT ATTACHED | P | | |
| FUND REDEMPTION - REDWOOD | P | | |
| FUND REDEMPTION - TREMBLANT | P | | |
| FUND REDEMPTION - INTERNATIONAL FINANCE CORP | P | | |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| | | 2,166 | -2,166 |
| | | 10,830 | -10,830 |
| 16,477 | | | 16,477 |
| 82,386 | | | 82,386 |
| 24,309 | | | 24,309 |
| 221,021 | | | 221,021 |
| 485 | | | 485 |
| 348 | | | 348 |
| 3,583 | | | 3,583 |
| 20 | | | 20 |
| 1,196 | | | 1,196 |
| | | 609 | -609 |
| 61,506 | | | 61,506 |
| 39,274,963 | | 39,090,486 | 184,477 |
| 126,954,533 | | 126,786,155 | 168,378 |
| 4,780,520 | | 3,997,313 | 783,207 |
| 4,782,454 | | 4,000,000 | 782,454 |
| 185,533 | | 199,945 | -14,412 |


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) 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 | |
| | | | -2,166 |
| | | | -10,830 |
| | | | 16,477 |
| | | | 82,386 |
| | | | 24,309 |
| | | | 221,021 |
| | | | 485 |
| | | | 348 |
| | | | 3,583 |
| | | | 20 |
| | | | 1,196 |
| | | | -609 |
| | | | 61,506 |
| | | | 184,477 |
| | | | 168,378 |
| | | | 783,207 |
| | | | 782,454 |
| | | | -14,412 |


Form 990PF Part XV Line 1a - 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).

| |
|------------------|
| TIMOTHY BARAKETT |
| MICHELE BARAKETT |


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| THE DALTON SCHOOL 108 E 89TH ST NEW YORK, NY 10128 | NONE | EXEMPT ORGANIZATION | DONATION TO THE SCHOOL'S SPRING BENEFIT 2013 | 24,580 |
| ALVIN AILEY DANCE FOUNDATION INC 405 W 55TH ST NEW YORK, NY 10019 | NONE | EXEMPT ORGANIZATION | DONATION TO THE AILEY AT THE APOLLO GALA | 24,400 |
| FREEDOM TO MARRY INC 155 W 19TH ST 2ND FLOOR NEW YORK, NY 10011 | NONE | EXEMPT ORGANIZATION | DONATION TO ORGANIZATION FIGHTING FOR MARRIAGE EQUALITY | 1,000,000 |
| AMANI GLOBAL WORKS 1501 BROADWAY NEW YORK, NY 10036 | NONE | EXEMPT ORGANIZATION | DONATION TOWARD PROVIDING HEALTHCARE TO THE MOST IMPOVERISHED AREAS OF AFRICA | 10,000 |
| NEW YORK CITY BALLET 20 LINCOLN CENTER NEW YORK, NY 10023 | NONE | EXEMPT ORGANIZATION | DONATION TO THE SPRING GALA BENEFIT | 47,000 |
| WILDLIFE RESCUE CENTER OF THE HAMPTONS 228 WEST MONTAUK HWY HAMPTONS BAY, NY 11946 | NONE | EXEMPT ORGANIZATION | GENERAL DONATION TO PRESERVE AND PROTECT REGION'S NATURAL WILDLIFE | 500 |
| CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022 | NONE | EXEMPT ORGANIZATION | MEMBERSHIP LEVEL DONATION TOWARD UPKEEP AND PRESERVATION OF CENTRAL PARK | 25,000 |
| HARRY FISCH RESEARCH FUND INC 944 PARK AVE NEW YORK, NY 10028 | NONE | EXEMPT ORGANIZATION | DONATION TO THE FUND RESEARCH IN UROLOGY | 250,000 |
| THE PUBLIC THEATER 425 LAFAYETTE ST NEW YORK, NY 10003 | NONE | EXEMPT ORGANIZATION | DONATION TO THE SHAKESPEARE COUNCIL, MEMBERSHIP | 100,000 |
| THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023 | NONE | EXEMPT ORGANIZATION | DONATION TO THE WORKSHOP PERFORMANCE BENEFIT | 22,500 |
| HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138 | NONE | EXEMPT ORGANIZATION | PLEDGE TO TMB UNDERGRADUATE FUND | 800,000 |
| HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138 | NONE | EXEMPT ORGANIZATION | PLEDGE TO ATHLETIC DIRECTOR'S FUND | 250,000 |
| ALVIN AILEY DANCE FOUNDATION INC 405 W 55TH ST NEW YORK, NY 10019 | NONE | EXEMPT ORGANIZATION | DONATION TO THE PARENTS ANNUAL FUND | 760 |
| NEW YORK ACADEMY OF ART 111 FRANKLIN ST NEW YORK, NY 10013 | NONE | EXEMPT ORGANIZATION | DONTATION TO BENEFIT AUCTION HOSTED AT SOTHEBY'S | 23,500 |
| NEW YORK UNIVERSITY 25 WEST 4TH ST NEW YORK, NY 10012 | NONE | EXEMPT ORGANIZATION | BARAKETT ASSOCIATE PROFESSOR OF CHILD AND ADOLESCENT PSYCHIATRY, PLEDGE #1001085136 | 400,000 |
| Total  3a | | | | 3,605,905 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| NEW YORK UNIVERSITY 25 WEST 4TH ST NEW YORK, NY 10012 | NONE | EXEMPT ORGANIZATION | RESEARCH FOR THE CENTER FOR STRESS, TRAUMA AND RESILIENCE, PLEDGE #1001085137 | 100,000 |
| LA PALESTRA KIDS FOUNDATION 11 W 67TH ST NEW YORK, NY 10023 | NONE | EXEMPT ORGANIZATION | DONATION TO ORGANIZATION OF PREVENTATIVE MEDICINE AND MIND BODY BALANCE | 1,000 |
| THE BREAST CANCER RESEARCH FOUNDATION 60 E 56TH ST 8TH FLOOR NEW YORK, NY 10022 | NONE | EXEMPT ORGANIZATION | DONATION TOWARD BREAST CANCER RESEARCH | 10,000 |
| CHILD MIND INSTITUTE 445 PARK AVE NEW YORK, NY 10022 | NONE | EXEMPT ORGANIZATION | DONATION TO TRANSFORMING CHILDREN'S MENTAL HEALTHCARE, IN CELEBRATION OF RULA AND ARTHUR ALTSCHUL'S WEDDING | 10,000 |
| CENTER FOR HEARING AND COMMUNICATIONS 50 BROADWAY 6TH FLOOR NEW YORK, NY 10004 | NONE | EXEMPT ORGANIZATION | DONATION TO THE ANNUAL FEAST BENEFIT | 5,000 |
| DEVOPMENTS IN LITERACY 17320 RED HILL AVE SUITE 160 IRVINE, CA 92614 | NONE | EXEMPT ORGANIZATION | DONATION TO THE ANNUAL FUNDRAISER GALA | 13,500 |
| THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023 | NONE | EXEMPT ORGANIZATION | DONATION MADE TO THE NUTCRACKER BENEFIT | 23,000 |
| THE DALTON SCHOOL 108 E 89TH ST NEW YORK, NY 10128 | NONE | EXEMPT ORGANIZATION | DONATION TO EMERGENCY AID FUND FOR FAMILIES AT DALTON SCHOOL | 100,000 |
| THE DALTON SCHOOL 108 E 89TH ST NEW YORK, NY 10128 | NONE | EXEMPT ORGANIZATION | FOUNDERS SOCIETY DONATION - ANNUAL FUND | 10,000 |
| NEW YORK-PRESBYTERIAN FUND INC 161 FORT WASHINGTON AVE NEW YORK, NY 10032 | NONE | EXEMPT ORGANIZATION | BRAIN TUMOR & EPILEPSY RESEARCH & CLINICAL DEVELOPMENT FUND DONATION | 25,000 |
| ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FLOOR NEW YORK, NY 10003 | NONE | EXEMPT ORGANIZATION | HOLIDAY CARDS + GENERAL DONATION | 25,000 |
| MOUNT SINAI MEDICAL CENTER ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029 | NONE | EXEMPT ORGANIZATION | DONATION TO DUBIN BREAST CENTER THIRD ANNUAL BENEFIT GALA | 47,250 |
| ALVIN AILEY DANCE FOUNDATION INC 405 W 55TH ST NEW YORK, NY 10019 | NONE | EXEMPT ORGANIZATION | ARTISTIC DIRECTOR'S CIRCLE MEMBERSHIP | 24,335 |
| THE EPISCOPAL SCHOOL 35 E 69TH ST NEW YORK, NY 10021 | NONE | EXEMPT ORGANIZATION | DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN | 5,000 |
| HAMPTON LIBRARY PO BOX 3025 NEW YORK, NY 11932 | NONE | EXEMPT ORGANIZATION | ANNUAL APPEAL 2013 TO SUPPORT THE HAMPTON LIBRARY | 1,000 |
| Total  3a | | | | 3,605,905 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| HARVARD VARSITY CLUB 65 NORTH HARVARD ST BOSTON,MA 02163 | NONE | EXEMPT ORGANIZATION | DONATION TO CREATING THE THIRD H BOOK OF HARZARD ATHLETICS | 25,000 |
| THE DALTON SCHOOL 108 E 89TH ST NEWYORK,NY 10128 | NONE | EXEMPT ORGANIZATION | DONATION TO SCHOOL'S SPRING BENEFIT 2014 | 19,580 |
| BOTTOMLESS CLOSET 15 PENN PLAZA NEWYORK,NY 10001 | NONE | EXEMPT ORGANIZATION | GENERAL DONATION TO ORGANIZATION PROMOTING WOMEN IN PROFESSIONAL WORK ENVIRONMENTS | 10,000 |
| A BETTER BALANCE 80 MAIDEN LANE NEWYORK,NY 10038 | NONE | EXEMPT ORGANIZATION | DONATION TO ADVANCE THE RIGHTS OF WORKING FAMILIES | 10,000 |
| MARISSA LOREA FUND 37 WILBUR ROAD NORTH EASTON,MA 02365 | NONE | EXEMPT ORGANIZATION | GENERAL DONATION TO ORGANIZATION PROVIDING SCHOLARSHIP FUNDS TO ATHLETIC GIRLS IN NORTH PROVIDENCE, RI | 5,000 |
| ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FLOOR NEWYORK,NY 10003 | NONE | EXEMPT ORGANIZATION | DONATION TO ORGANIZATION FIGHTING POVERTY IN NY | 100,000 |
| AMAZON WATCH 221 PINE ST SAN FRANCISCO,CA 94104 | NONE | EXEMPT ORGANIZATION | GENERAL DONATION TO SUPPORT INDIGENOUS PEOPLES PROTECTING THE AMAZON RAINFOREST | 50,000 |
| CREATIVE ARTS WORKSHOPS FOR KIDS 520 8TH AVE NEWYORK,NY 10018 | NONE | EXEMPT ORGANIZATION | DONATION TO IMPROVE THE LIVES OF NORTHERN MANHATTAN YOUTH THROUGH THE USE OF VISUAL, PERFORMING AND TECHNOLOGY ARTS | 1,000 |
| LOYOLA HIGH SCHOOL FOUNDATION 369 FRANKLIN ST BUFFALO,NY 14202 | NONE | EXEMPT ORGANIZATION | ADOPT-A-STUDENT PROGRAM DONATION | 7,000 |
| Total  3a | | | | 3,605,905 |

TY 2013 Accounting Fees Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS LP

EIN: 26-6140904

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| ACCOUNTING FEES | 12,000 | 6,000 | | 0 |

TY 2013 Investments - Other Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS LP

EIN: 26-6140904

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-----------------|-----------------------|------------|-------------------------------|
| SECURITIES | AT COST | 17,621,580 | 18,987,200 |

TY 2013 Legal Fees Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS LP

EIN: 26-6140904

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------|--------|--------------------------|------------------------|---|
| LEGAL FEES | 7,160 | 0 | | 0 |

TY 2013 Other Assets Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION

C/O TRB ADVISORS LP

EIN: 26-6140904

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|--|-----------------------------------|-----------------------------|------------------------------------|
| ATALAYA SPECIAL OPPORTUNITIES FUND III, LP | 1,513,882 | 225,749 | 265,716 |
| DRYDEN CAPITAL, LTD | 532,268 | 532,268 | 605,956 |
| TREMBLANT PARTNERS LTD SUBCLASS E | 4,000,000 | 0 | 0 |
| ATALAYA SPECIAL OPPORTUNITIES FUND IV, LP | 3,528,874 | 3,247,690 | 3,542,923 |
| CENTAR LTD | 250,000 | 250,000 | 250,000 |
| REDWOOD OFFSHORE FUND | 3,997,313 | 0 | 0 |
| REDWOOD OFFSHORE FUND - SIDEPOCKET | 2,687 | 25,959 | 40,127 |
| ENERGY TRADING INNOVATIONS HOLDINGS LLC | 4,000,000 | 6,579,707 | 5,442,885 |
| CARDIS ENTERPRISES INTERNATIONAL | 96,000 | 96,000 | 96,000 |
| STABILIS FUND II - OFFSHORE, LTD | 5,845,283 | 5,901,402 | 6,425,200 |
| ATALAYA SPECIAL OPPORTUNITIES FUND V, LP | 0 | 850,765 | 854,671 |
| STABILIS FUND III LTD | 0 | 5,527,886 | 5,529,167 |
| THAYER STREET CU-C LLC | 0 | 405,073 | 409,389 |
| THAYER STREET CU ASSET CO I, LLC | 0 | 54,012 | 55,396 |
| STANTON CREDIT SOLUTIONS OFFSHORE | 0 | 1,457,925 | 1,509,644 |

TY 2013 Other Expenses Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION

C/O TRB ADVISORS LP

EIN: 26-6140904

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|-----------------------------------|--------------------------|---------------------|--|
| NY STATE FILING FEE | 750 | 0 | | 0 |
| BANK FEES | 369 | 369 | | 0 |
| INVESTMENT INTEREST EXPENSE | 2,176 | 2,176 | | 0 |
| MARGIN INTEREST | 663 | 663 | | 0 |
| FORS FEES | 20,000 | 10,000 | | 0 |
| PROFESSIONAL FEES | 420,596 | 420,596 | | 0 |
| NON-DEDUCTIBLE CHARITABLE DISBURSEMENTS | 14,461 | 0 | | 0 |
| 2012 ESTIMATED TAX PAYMENT | 10,000 | 0 | | 0 |
| LLC FILING FEE | 490 | 0 | | 0 |
| FOREIGN TAX PAID | 773 | 773 | | 0 |
| FOREIGN TAX PAID - BLACKSTONE GROUP | 2 | 2 | | 0 |
| OTHER DEDUCTIONS - BLACKSTONE GROUP | 24 | 24 | | 0 |
| OTHER DEDUCTIONS - ENERGY TRANSFER EQUITY | 197 | 197 | | 0 |
| OTHER DEDUCTIONS - ENERGY TRADING INNOVATIONS | 28,687 | 28,687 | | 0 |
| OTHER DEDUCTIONS - OAKTREE CAPITAL GROUP | 5 | 5 | | 0 |

TY 2013 Other Income Schedule**Name:** TIMOTHY AND MICHELE BARAKETT FOUNDATION

C/O TRB ADVISORS LP

EIN: 26-6140904

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|-----------------------------------|--------------------------|---------------------|
| FOREIGN EXCHANGE GAIN | 19,698 | 19,698 | 19,698 |
| FROM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND III, LP - OTHER PORTFOLIO INCOME | 5,275 | 5,275 | 5,275 |
| FROM K-1 ATALAYA SPECIAL OPPORTUNITIES FUND IV, LP - OTHER PORTFOLIO INCOME | 7,582 | 7,582 | 7,582 |
| FROM K-1 ENERGY TRANSFER EQUITY LP | -900 | -900 | -900 |
| FROM K-1 THE BLACKSTONE GROUP LP | 364 | 364 | 364 |
| FROM K-1 ETI HOLDINGS LLC | 700,396 | 700,396 | 700,396 |
| FROM K-1 OAKTREE CAPITAL GROUP LLC | 77 | 77 | 77 |
| FROM K-1 STABILIS FUND III LP | 811 | 811 | 811 |

TY 2013 Other Increases Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS LP

EIN: 26-6140904

| Description | Amount |
|--------------------------|--------|
| OTHER TIMING DIFFERENCES | 33,332 |

TY 2013 Other Liabilities Schedule

Name: TIMOTHY AND MICHELE BARAKETT FOUNDATION

C/O TRB ADVISORS LP

EIN: 26-6140904

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|----------------|-----------------------------------|-----------------------------|
| TRADE PAYABLES | 2,940,901 | 0 |