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Form 990-PF

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.

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		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 45,783,336	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) ►				
	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	
Liabilities	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)				
	22 Other liabilities (describe ►)	2,940,901	0	0	
	23 Total liabilities (add lines 17 through 22)	2,943,901	3,000		
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, 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)
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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)
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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

(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
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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
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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	
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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
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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
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4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	43,866,532
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5 Multiply line 4 by line 3.	5	2,984,635
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	32,157
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7 Add lines 5 and 6.	7	3,016,792
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8 Enter qualifying distributions from Part XII, line 4.	8	3,605,905
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	32,157
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	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	32,157
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
3	Add lines 1 and 2.	5	32,157
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
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	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	75,982
11	Enter the amount of line 10 to be Credited to 2014 estimated tax	11	75,982 Refunded

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<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>			
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 checked="" type="checkbox"/> \$ _____ 0 (2) On foundation managers <input checked="" 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 checked="" 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 ► 15 and enter the amount of tax-exempt interest received or accrued during the year

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?

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?	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	□ Yes	✓ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	□ Yes	✓ 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	✓ 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	✓ 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)?	1b	
	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	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?	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____	□ Yes	✓ No
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?	3a	
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	
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	
c	Organizations relying on a current notice regarding disaster assistance check here. ►			
	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
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		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

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

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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

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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	3,605,905
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	32,157
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).	6	3,573,748
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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			0	
a Enter amount for 2012 only.				
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			0	
a Applied to 2012, but not more than line 2a				
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:	4,509,820			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

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

See Additional Data Table

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

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

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

a The name, address, and telephone number 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)				
<i>a Paid during the year</i> See Additional Data Table				
Total			► 3a	3,605,905
<i>b Approved for future payment</i>				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	464,939	
5 Net rental income or (loss) from real estate			14	185,161	
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.			14	733,303	
8 Gain or (loss) from sales of assets other than inventory			18	2,301,830	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		0		3,685,233	
13 Total Add line 12, columns (b), (d), and (e). . .			13	3,685,233	

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(2) Other assets. 1a(2)

b Other transactions

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.

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 _____
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 _____

* * * * *

2014-11-13

* * * * *

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

Paid Preparer Use Only	GERALD D DESROCHES		employed <input checked="" type="checkbox"/>	PO1270263
	Firm's name ►	WTAS LLC	Firm's EIN ► 33-1197384	
	Firm's address ►	1177 AVENUE OF THE AMERICAS 18THFLOORNEW YORK, NY 10036	Phone no (646) 213-5100	

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 - I

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	
			-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
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	DONATION 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
a Paid during the year				
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
DEVELOPMENTS 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 Paid during the year				
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 NEW YORK, NY 10128	NONE	EXEMPT ORGANIZATION	DONATION TO SCHOOL'S SPRING BENEFIT 2014	19,580
BOTTOMLESS CLOSET 15 PENN PLAZA NEW YORK, NY 10001	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION PROMOTING WOMEN IN PROFESSIONAL WORK ENVIRONMENTS	10,000
A BETTER BALANCE 80 MAIDEN LANE NEW YORK, 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 NEW YORK, 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 NEW YORK, 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