



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2013**

Department of the Treasury  
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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

The Barrios Trust  
653 11th Street  
Oakland, CA 94607

**A** Employer identification number  
94-3323331

**B** Telephone number (see the instructions)  
510-465-6511

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

**C** If exemption application is pending, check here

**D 1** Foreign organizations, check here

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
▶ \$ **1,893,836.**

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)	2,075.			
	<b>2</b> CK ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	12.	12.	N/A	
	<b>4</b> Dividends and interest from securities	38,521.	38,521.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	56,684.			
	<b>b</b> Gross sales price for all assets on line 6a	517,047.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		56,684.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit (loss) (attach sch)					
<b>11</b> Other income (attach schedule)	See Statement 1	21,951.	-7,764.		
<b>12</b> Total. Add lines 1 through 11		119,243.	87,453.		
<b>ADMINISTRATIVE EXPENSES AND OPERATING AND</b>	<b>13</b> Compensation of officers, directors, trustees, etc	4,000.			4,000.
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St 2	3,265.			3,265.
	<b>c</b> Other prof fees (attach sch) See St 3	22,506.	22,506.		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instrs) See Stm 4	719.	719.		
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	725.			725.	
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule)	See Statement 5	1,318.	1,000.	318.	
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		32,533.	24,225.	8,308.	
<b>25</b> Contributions, gifts, grants paid Part XV		143,000.		143,000.	
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		175,533.	24,225.	151,308.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements		-56,290.			
<b>b</b> Net investment income (if negative, enter -0-)			63,228.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

SCANNED OCT 08 2014

914 4

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	97,252.	193,496.	193,496.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule) <b>Statement 6</b>	380,970.	245,079.	245,079.
	b	Investments – corporate stock (attach schedule) <b>Statement 7</b>	384,818.	475,896.	475,896.
	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) <b>Statement 8</b>	983,737.	978,733.	978,733.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe <b>See Statement 9</b> )	1,057.	632.	632.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,847,834.	1,893,836.	1,893,836.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	1,847,834.	1,893,836.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	1,847,834.	1,893,836.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,847,834.	1,893,836.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,847,834.
2	Enter amount from Part I, line 27a	2	-56,290.
3	Other increases not included in line 2 (itemize) <b>See Statement 10</b>	3	102,292.
4	Add lines 1, 2, and 3	4	1,893,836.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,893,836.

**Part V Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 495,744.		460,363.	35,381.
b 21,303.			21,303.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			35,381.
b			21,303.
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	56,684.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	— [ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]	3	0.

**Part VI 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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	129,516.	1,838,763.	0.070436
2011	128,266.	1,736,671.	0.073857
2010	99,945.	1,680,916.	0.059459
2009	84,585.	1,546,275.	0.054702
2008	294,236.	2,889,079.	0.101844

2 Total of line 1, column (d)	2	0.360298
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	0.072060
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,847,451.
5 Multiply line 4 by line 3	5	133,127.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	632.
7 Add lines 5 and 6	7	133,759.
8 Enter qualifying distributions from Part XII, line 4	8	151,308.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	632.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	632.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	632.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,086.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	1,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,086.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	2,454.	
11 Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> 2,454.   <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>Joanne Casey</u> Telephone no ▶ <u>510-465-6511</u> Located at ▶ <u>653 11th Street Oakland, CA</u> ZIP + 4 ▶ <u>94607</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <span style="float:right">▶ 15</span> <span style="float:right">N/A</span> <input type="checkbox"/>			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? Stmt 14 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Part VIII <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶</span> <input type="checkbox"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A  Yes  No

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

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

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

If 'Yes' to 6b, file Form 8870

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

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

N/A

5 b	N/A	
6 b		X
7 b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		4,000.	0.	0.

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

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

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

0

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	1,659,474.
b	Average of monthly cash balances	1 b	216,111.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	1,875,585.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,875,585.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,134.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,847,451.
6	<b>Minimum investment return.</b> Enter 5% of line 5.	6	92,373.

**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	92,373.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	632.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	632.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,741.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	91,741.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	91,741.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	151,308.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	151,308.
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	632.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	150,676.

**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				91,741.
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	149,782.			
b From 2009	8,211.			
c From 2010	17,283.			
d From 2011	46,168.			
e From 2012	33,072.			
f Total of lines 3a through e	254,516.			
4 Qualifying distributions for 2013 from Part XII, line 4- ▶ \$ 151,308.				
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				91,741.
e Remaining amount distributed out of corpus	59,567.			
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	314,083.			
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)	149,782.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	164,301.			
10 Analysis of line 9:				
a Excess from 2009	8,211.			
b Excess from 2010	17,283.			
c Excess from 2011	46,168.			
d Excess from 2012	33,072.			
e Excess from 2013	59,567.			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities.					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)  
See Statement 12

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

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

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient	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> See Statement 13				
<b>Total</b>			▶ 3a	143,000.
b <i>Approved for future payment</i>				
<b>Total</b>			▶ 3b	





## The Barrios Trust

94-3323331

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest from Partnership	\$ 2.	\$ 2.	
Partnership Income	-7,766.	-7,766.	
Return of Capital	29,715.		
<b>Total</b>	<u>\$ 21,951.</u>	<u>\$ -7,764.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 3,265.			\$ 3,265.
<b>Total</b>	<u>\$ 3,265.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 3,265.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 22,506.	\$ 22,506.		
<b>Total</b>	<u>\$ 22,506.</u>	<u>\$ 22,506.</u>	<u></u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Withheld	\$ 719.	\$ 719.		
<b>Total</b>	<u>\$ 719.</u>	<u>\$ 719.</u>	<u></u>	<u>\$ 0.</u>

## The Barrios Trust

94-3323331

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	\$ 56.			\$ 56.
Investment Expenses from Partnership		\$ 1,000.		
Miscellaneous Expenses	262.			262.
<b>Total</b>	<u>\$ 1,318.</u>	<u>\$ 1,000.</u>		<u>\$ 318.</u>

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

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
FNMA 6.000%, 9/01/2038	Mkt Val	\$ 4,373.	\$ 4,373.
FNMA 6.000% 5/01/2038	Mkt Val	737.	737.
US Treasury 1.375%, 2/28/19	Mkt Val	22,667.	22,667.
FNMA 4.500%, 8/1/2040	Mkt Val	2,236.	2,236.
FNMA 4.500%, 2/1/2041	Mkt Val	11,579.	11,579.
US Treasury 0.75%, 10/31/2017	Mkt Val	38,293.	38,293.
US Treasury 0.125%, 7/15/2022	Mkt Val	49,618.	49,618.
FNMA 4.000%, 12/1/2041	Mkt Val	6,549.	6,549.
FNMA 3.500%, 1/1/2042	Mkt Val	19,746.	19,746.
FNMA 3.500%, 8/1/2042	Mkt Val	19,975.	19,975.
FNMA 3.000%, 11/1/2042	Mkt Val	12,626.	12,626.
US Treasury 2.00%, 11/15/2021	Mkt Val	18,135.	18,135.
US Treasury 2.00%, 2/15/2023	Mkt Val	15,770.	15,770.
US Treasury 2.375%, 1/15/2025	Mkt Val	8,546.	8,546.
FNMA 5.00%, 6/01/2036	Mkt Val	277.	277.
FNMA 5.00%, 2/01/2038	Mkt Val	3,796.	3,796.
FNMA 6.00%, 2/1/2039	Mkt Val	368.	368.
FNMA 3.500%, 2/1/2043	Mkt Val	1,901.	1,901.
FNMA 3.500%, 3/1/2043	Mkt Val	956.	956.
FNMA 3.00%, 4/1/2043	Mkt Val	1,828.	1,828.
FNMA 4.00%, 6/1/2043	Mkt Val	1,019.	1,019.
FNMA 4.00%, 8/1/2043	Mkt Val	1,027.	1,027.
FNMA 4.00%, 8/1/2043	Mkt Val	2,048.	2,048.
FNMA 4.00%, 9/1/2043	Mkt Val	1,009.	1,009.
		<u>\$ 245,079.</u>	<u>\$ 245,079.</u>
<b>Total</b>		<u>\$ 245,079.</u>	<u>\$ 245,079.</u>

## The Barrios Trust

94-3323331

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
BG Group PLC, 118 Sh	Mkt Val	\$ 2,559.	\$ 2,559.
BP PLC, 88 Sh	Mkt Val	4,278.	4,278.
Banco Santander, 407 Sh	Mkt Val	3,691.	3,691.
Canon Inc, 118 Sh	Mkt Val	3,776.	3,776.
GlaxoSmithKline PLC, 88 Sh	Mkt Val	4,698.	4,698.
KAO Corp. - JPY, 132 Sh	Mkt Val	4,178.	4,178.
National Grid PLC, 69 Sh	Mkt Val	4,507.	4,507.
Reed Elsevier NV, 93 Sh	Mkt Val	3,968.	3,968.
Royal Dutch Shell PLC, 48 Sh	Mkt Val	3,421.	3,421.
Total SA, 81 Sh	Mkt Val	4,963.	4,963.
Toyota Motor, 11 Sh	Mkt Val	1,341.	1,341.
Unilever PLC, 128 Sh	Mkt Val	5,274.	5,274.
Accenture Ltd, 67 Sh	Mkt Val	5,509.	5,509.
Debenhams PLC, 780 Sh	Mkt Val	3,705.	3,705.
Hachijuni Bank Ltd, 55 Sh	Mkt Val	3,264.	3,264.
Old Republic International, 130 Sh	Mkt Val	2,245.	2,245.
Flextronics Intl LTD, 518 Sh	Mkt Val	4,025.	4,025.
Briggs & Stratton Corp, 315 Sh	Mkt Val	6,854.	6,854.
Ciments Francais Spon ADR, 175 Sh	Mkt Val	3,224.	3,224.
First Pacific Ltd Spon ADR, 365 Sh	Mkt Val	2,088.	2,088.
Magyar Telekom Telecomm Ltd, 360 Sh	Mkt Val	2,603.	2,603.
Masco Corp DE, 215 Sh	Mkt Val	4,896.	4,896.
Tim Participacoes S A-Brl, 128 Sh	Mkt Val	3,359.	3,359.
Singapore Telecomm, 98 Sh	Mkt Val	2,852.	2,852.
Taiwan Semiconductor, 183 Sh	Mkt Val	3,192.	3,192.
Takeda Pharmaceutical, 144 Sh	Mkt Val	3,315.	3,315.
Toki Marine Hlds Inc, 136 Sh	Mkt Val	4,549.	4,549.
Telefonica SA Spon ADR, 242 Sh	Mkt Val	3,954.	3,954.
Allergan Inc, 39 Sh	Mkt Val	4,332.	4,332.
Gilead Sciences Inc, 57 Sh	Mkt Val	4,281.	4,281.
Intuit Inc, 48 Sh	Mkt Val	3,663.	3,663.
Monsanto Co New, 40 Sh	Mkt Val	4,662.	4,662.
Nike Inc Cl B, 42 Sh	Mkt Val	3,303.	3,303.
Schlumberger Ltd, 58 Sh	Mkt Val	5,226.	5,226.
Teva Pharmaceutical Inds, 111 Sh	Mkt Val	4,449.	4,449.
United Technologies Corp, 40 Sh	Mkt Val	4,552.	4,552.
EMC Corp-Mass, 190 Sh	Mkt Val	4,779.	4,779.
Express Scripts Inc, 60 Sh	Mkt Val	4,214.	4,214.
Google Inc, 8 Sh	Mkt Val	8,966.	8,966.
Ross Stores Inc, 54 Sh	Mkt Val	4,046.	4,046.
Wells Fargo & Co, 95 Sh	Mkt Val	4,313.	4,313.
Waters Corp, 31 Sh	Mkt Val	3,100.	3,100.
Carrefour, 381 Sh	Mkt Val	3,002.	3,002.
Novartis, 84 Sh	Mkt Val	6,752.	6,752.
Seven & I Hlds Co, 50 Sh	Mkt Val	4,001.	4,001.
Vodafone Group, 109 Sh	Mkt Val	4,285.	4,285.
Zurich Fincl Svcs, 114 Sh	Mkt Val	3,325.	3,325.
Willis Group Holdings, 40 Sh	Mkt Val	1,792.	1,792.
Embraer, 165 Sh	Mkt Val	5,310.	5,310.
H Lundbeck, 220 Sh	Mkt Val	5,597.	5,597.
Premier Foods PLC, 66 Sh	Mkt Val	679.	679.
Suntrust Banks Inc, 40 Sh	Mkt Val	1,472.	1,472.
Everest Reinsurance GP Ltd, 10 Sh	Mkt Val	1,559.	1,559.
Alexander & Baldwin Inc, 30 Sh	Mkt Val	1,252.	1,252.
Capitol Federal Financial Inc, 106 Sh	Mkt Val	1,284.	1,284.

## The Barrios Trust

94-3323331

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Cemex SAB DE CV Spons, 111 Sh	Mkt Val	\$ 1,313.	\$ 1,313.
El Financial Corp, 6 Sh	Mkt Val	4,008.	4,008.
Ingram Micro Inc, Class A, 195 Sh	Mkt Val	4,575.	4,575.
Italcementi Fabrich Riunte, 310 Sh	Mkt Val	2,647.	2,647.
Kuoni Reisen Holding, 275 Sh	Mkt Val	2,464.	2,464.
Nortel Inversora, 30 Sh	Mkt Val	597.	597.
St. Joe Company, 85 Sh	Mkt Val	1,631.	1,631.
Toyo Suisan Kaisha Ltd, 5 Sh	Mkt Val	1,435.	1,435.
Eni Spa, 73 Sh	Mkt Val	3,540.	3,540.
Koninklijke Ahold NV, 263 Sh	Mkt Val	4,737.	4,737.
Sanofi-Aventis, 94 Sh	Mkt Val	5,041.	5,041.
Tesco Plc, 298 Sh	Mkt Val	5,018.	5,018.
Vinci SA, 258 Sh	Mkt Val	4,247.	4,247.
Check Point Software Tech, 60 Sh	Mkt Val	3,870.	3,870.
Costco Wholesale Corp, 42 Sh	Mkt Val	4,999.	4,999.
EcoLab Inc, 39 Sh	Mkt Val	4,067.	4,067.
Visa Inc, 27 Sh	Mkt Val	6,012.	6,012.
Peoples United Fincl, 120 Sh	Mkt Val	1,814.	1,814.
Western Digital Corp, 60 Sh	Mkt Val	5,034.	5,034.
Wolters Kluwer, 134 Sh	Mkt Val	3,823.	3,823.
QBE Insurance Group, 94 Sh	Mkt Val	965.	965.
Covidien PLC, 55 Sh	Mkt Val	3,746.	3,746.
American Tower Corp, 70 Sh	Mkt Val	5,587.	5,587.
Amphenol Corp, 65 Sh	Mkt Val	5,797.	5,797.
Discovery Communications Inc, 50 Sh	Mkt Val	4,521.	4,521.
Nu Skin Enterprises Inc, 24 Sh	Mkt Val	3,317.	3,317.
Apple Inc, 12 Sh	Mkt Val	6,732.	6,732.
CVS Caremark Corp, 71 Sh	Mkt Val	5,081.	5,081.
Kansas CY South Ind, 21 Sh	Mkt Val	2,600.	2,600.
Petsmart Inc, 40 Sh	Mkt Val	2,910.	2,910.
Precision Castparts Corp, 15 Sh	Mkt Val	4,040.	4,040.
Starbucks Corp, 68 Sh	Mkt Val	5,331.	5,331.
Tractor Supply Co, 40 Sh	Mkt Val	3,103.	3,103.
WW Grainger Inc, 8 Sh	Mkt Val	2,043.	2,043.
ABB Ltd, 151 Sh	Mkt Val	4,011.	4,011.
Deutsche Telekom, 346 Sh	Mkt Val	5,972.	5,972.
Tokyo Electron Ltd, 141 Sh	Mkt Val	1,950.	1,950.
UTD Overseas, 90 Sh	Mkt Val	3,026.	3,026.
Aegon, 194 Sh	Mkt Val	1,839.	1,839.
Chesapeake Energy Corp, 120 Sh	Mkt Val	3,257.	3,257.
Lear Corp, 20 Sh	Mkt Val	1,619.	1,619.
Mis&Ad Ins Group, 143 Sh	Mkt Val	1,916.	1,916.
OI SA, 416 Sh	Mkt Val	661.	661.
Staples Inc, 90 Sh	Mkt Val	1,430.	1,430.
Suez Environment, 305 Sh	Mkt Val	2,754.	2,754.
TE Connectivity Ltd, 50 Sh	Mkt Val	2,756.	2,756.
Visteon Corp, 30 Sh	Mkt Val	2,457.	2,457.
Adobe Systems, 41 Sh	Mkt Val	2,455.	2,455.
Alliance Data Systems, 15 Sh	Mkt Val	3,944.	3,944.
Ansys Inc, 36 Sh	Mkt Val	3,139.	3,139.
Celgene Corp, 29 Sh	Mkt Val	4,900.	4,900.
Danaher Corporation, 59 Sh	Mkt Val	4,555.	4,555.
DirectTV Com, 80 Sh	Mkt Val	5,525.	5,525.
Gap Inc, 65 Sh	Mkt Val	2,540.	2,540.
Gartner Inc, 64 Sh	Mkt Val	4,547.	4,547.

## The Barrios Trust

94-3323331

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Linkedin Corp-A, 17 Sh	Mkt Val	\$ 3,686.	\$ 3,686.
LPL Finl Holdings, 76 Sh	Mkt Val	3,576.	3,576.
Mckesson Corp, 32 Sh	Mkt Val	5,165.	5,165.
Oceaneering Intl, 38 Sh	Mkt Val	2,997.	2,997.
Oracle, 149 Sh	Mkt Val	5,701.	5,701.
Polaris Industries Inc, 36 Sh	Mkt Val	5,243.	5,243.
Priceline.com Inc, 3 Sh	Mkt Val	3,487.	3,487.
Resmed Inc, 59 Sh	Mkt Val	2,778.	2,778.
Roper Ind Inc, 21 Sh	Mkt Val	2,912.	2,912.
Stryker Corp, 54 Sh	Mkt Val	4,058.	4,058.
Amdocs Limited ORD, 40 Sh	Mkt Val	1,650.	1,650.
Itron Inc, 95 Sh	Mkt Val	3,936.	3,936.
Mitsubishi Tanbe, 330 Sh	Mkt Val	4,597.	4,597.
Molson Coors Brewing Co, 45 Sh	Mkt Val	2,527.	2,527.
Sykes Enterprises Inc, 85 Sh	Mkt Val	1,854.	1,854.
WM Morrison Supermarkets, 265 Sh	Mkt Val	5,796.	5,796.
China Mobile LTD, 42 Sh	Mkt Val	2,196.	2,196.
Daimler AG, 38 Sh	Mkt Val	3,319.	3,319.
Nestle Spon ADR, 21 Sh	Mkt Val	1,545.	1,545.
NTT Docomo Inc, 48 Sh	Mkt Val	792.	792.
Orange New, 257 Sh	Mkt Val	3,173.	3,173.
SAP AG, 29 Sh	Mkt Val	2,526.	2,526.
	Total	\$ 475,896.	\$ 475,896.

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

Other Investments	Valuation Method	Book Value	Fair Market Value
M.O.T. Family Investors	Mkt Val	\$ 24,767.	\$ 24,767.
	Total Other Investments	\$ 24,767.	\$ 24,767.
<u>Other Publicly Traded Securities</u>			
Invesco Energy Fund Cl. A, 468.122	Mkt Val	21,234.	21,234.
Fundamental Investors Fd, 3,926.681 Sh	Mkt Val	204,070.	204,070.
Growth Fd of America Cl A, 4,229.687 Sh	Mkt Val	181,877.	181,877.
Ivy Global Natural Res. Fd, 781.105 Sh	Mkt Val	14,310.	14,310.
Jennison Natural Resources, 397.797 Sh	Mkt Val	19,687.	19,687.
Pimco Comm RR Strategy 1,907.518 Sh	Mkt Val	10,320.	10,320.
Fundamental Investors Fd, 41.554 Sh	Mkt Val	2,323.	2,323.
JP Morgan Income Builder Fd, 6,287.56 Sh	Mkt Val	64,699.	64,699.
New World Fund Class, 1,035.035 Sh	Mkt Val	60,736.	60,736.
Virtus Emerg Mrkts Fd, 5,765.164 Sh	Mkt Val	55,057.	55,057.
Wisdomtree Japan S/C DVD Fd, 125 Sh	Mkt Val	6,376.	6,376.
Western Asset Core, 8,833.922 Sh	Mkt Val	98,852.	98,852.
Allianz Fix Inc Sh Series M, 9,955 Sh	Mkt Val	105,324.	105,324.
Allianz Fix Inc Sh Series C, 8950 Sh	Mkt Val	109,101.	109,101.
	Total Other Publicly Traded Securities	\$ 953,966.	\$ 953,966.
	Total	\$ 978,733.	\$ 978,733.

## The Barrios Trust

94-3323331

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Purchased Interest	\$ 632.	\$ 632.
Total	<u>\$ 632.</u>	<u>\$ 632.</u>

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

Net Unrealized Gains or Losses on Investments	\$ 102,292.
Total	<u>\$ 102,292.</u>

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP &amp; DC</u>	<u>Expense Account/Other</u>
Warren Wilson 653 11th Street Oakland, CA 94607	President 5.00	\$ 0.	\$ 0.	\$ 0.
Joanne Casey 653 11th Street Oakland, CA 94607	Vice President 5.00	500.	0.	0.
Natalie Delagnes Talbott 653 11th Street Oakland, CA 94607	Director 0.25	1,000.	0.	0.
Margot Maurer 653 11th Street Oakland, CA 94607	Director 0.25	0.	0.	0.
Laurel Nathanson 653 11th Street Oakland, CA 94607	Director 0.25	1,000.	0.	0.
John Fanning 653 11th Street Oakland, CA 94607	Director 0.25	500.	0.	0.
Lori Perenon 653 11th Street Oakland, CA 94607	Director 0.25	0.	0.	0.

## The Barrios Trust

94-3323331

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Donald Carter 653 11th Street Oakland, CA 94607	Director 0.25	\$ 1,000.	\$ 0.	\$ 0.
		Total \$ 4,000.	\$ 0.	\$ 0.

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

Warren Wilson  
 Joanne Casey

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Oakland College Prep School 6100 Broadway Oakland, CA 94618	N/A	PC	Scholarships for high school students who demonstrated academic ability and financial need.	\$ 10,000.
Wee Poets 2012 Grant Street, Suite 2 Berkeley, CA 94703	N/A	PC	Fund for production of student programs on educational cable channel	3,000.
Northern Light School 3710 Dorisa Avenue Oakland, CA 94605	N/A	PC	Scholarship fund for elementary school children	10,000.
Girl Ventures 3543 18th Street #18 San Francisco, CA 94110	N/A	PC	East Bay outdoor climbing program for middle school girls	7,500.

## The Barrios Trust

94-3323331

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Mosaic Project 580 Grand Ave, Ste 303 Oakland, CA 94619	N/A	PC	Grant for participation of RISE Community School in outdoor school sessions	\$ 5,000.
Kala Art Institute c/o Advita Society 1060 Heinz Avenue Berkeley, CA 94710	N/A	PC	Mural at Martin Luther King Jr. Elementary School in Oakland	5,000.
Lincoln Child Center 4368 Lincoln Avenue Oakland, CA 94602	N/A	PC	Counseling Program at Barack Obama Academy	5,000.
Claremont Middle School 5750 College Avenue Oakland, CA 94618	N/A	PC	Project Seven Media Lab	5,000.
Bay Area Outreach & Recreation Program 3075 Adeline St, Suite 155 Berkeley, CA 94703	N/A	PC	Youth Ice Hockey Program	5,000.
Super Stars Literacy Inc. 675 Hegenberger Road, Suite 250 Oakland, CA 94621	N/A	PC	After school reading academic enrichment program	5,000.
St. Vincent's Day Home 1086 Eighth Street Oakland, CA 94607	N/A	PC	Support for Continued School Programs	15,000.
Harbor House Ministries 1811 11th Avenue Oakland, CA 94606	N/A	PC	Summer Youth Program	10,000.
Attitudinal Healing Connection 3278 West Street Oakland, CA 94608	N/A	PC	Oakland Super Heroes Mural Project	7,500.
Oakland Technical High School 4500 Broadway Oakland, CA 94607	N/A	PC	Media and Technology Program	5,000.

## The Barrios Trust

94-3323331

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Girls on the Run Bay Area 3543 18th Street #31 San Francisco, CA 94110	N/A	PC	After school program for girls in Oakland elementary schools	\$ 10,000.
Partners in Oakland Education 1911 Union Street Oakland, CA 94607	N/A	PC	Vincent Academy	10,000.
Bay Area Urban Debate Commission 287 17th Street Oakland, CA 94612	N/A	PC	Oakland Unified School District high school debate programs	5,000.
Vida Verde Nature Education 3540 La Honda San Gregorio, CA 94074	N/A	PC	Program for 5th & 6th graders at two Oakland schools	7,500.
Beats Rhymes and Life 450 Santa Clara Avenue Oakland, CA 94610	N/A	PC	Rap Therapy Program for young men of color	10,000.
Oakland Youth Lacrosse 30 Selborne Dr Piedmont, CA 94611	N/A	PC	Development of their youth programs	2,500.
Total				\$ <u>143,000.</u>

Statement 14  
Part VII-B, Question 1(a) (3)  
Statements Regarding Activities For Which Form 4720 May Be Required

Warren Wilson and Joanne Casey provide space rent free to the Trust. The leasing of property by a disqualified person to a private foundation without charge is not an act of self dealing under Reg. Section 53.4941(d)-2(b)(2).

## Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

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

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

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

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

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

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

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

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

**Enter filer's identifying number, see instructions**

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

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

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

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

Telephone No ▶ 510-465-6511 ----- Fax No ▶ -----

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 2013 or
- ▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	3,086.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	3,086.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print  File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Barrios Trust	94-3323331
	Number, street and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 1305	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94104	

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

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

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

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

- 4 I request an additional 3-month extension of time until 11/15, 2014
- 5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_ 20\_\_\_\_
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8 a	\$	720.
8 b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b	\$	3,086.
8 c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8 c	\$	0.

**Signature and Verification must be completed for Part II only.**

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

Signature ▶ [Signature] Title ▶ EA Date ▶ 8/12/14