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Form 990-PF

Department of the Treasury
Internal Revenue ServiceEXTENDED TO NOVEMBER 15, 2018
Return of Private Foundation

OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

Name of foundation TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.		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		Room/suite		
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10153		B Telephone number (212) 256-8522		
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"/> b		
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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 42,552,081. (Part I, column (d) must be on cash basis.)		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"/>		
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))		(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	8,124,000.	N/A	
	2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	1,046,363.	STATEMENT 1	
	4 Dividends and interest from securities	55,738.	STATEMENT 2	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	2,640,543.		
	b Gross sales price for all assets on line 6a	2,645,048.		
	7 Capital gain net income (from Part IV, line 2)	2,640,543.		
	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)				
11 Other income	143,446.	STATEMENT 3		
12 Total. Add lines 1 through 11	12,010,090.	3,886,090.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees	STMT 4	391.	196.
	b Accounting fees	STMT 5	33,155.	16,578.
	c Other professional fees	STMT 6	20,000.	10,000.
	17 Interest			
	18 Taxes			
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	STMT 7	1,567,167.	1,103,661.
	24 Total operating and administrative expenses. Add lines 13 through 23		1,620,713.	0.
	25 Contributions, gifts, grants paid		11,921,448.	11,921,448.
26 Total expenses and disbursements. Add lines 24 and 25		13,542,161.	11,921,448.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		<1,532,071. >		
b Net investment income (if negative, enter -0-)		2,755,655.		
c Adjusted net income (if negative, enter -0-)		N/A		

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

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TIMOTHY AND MICHELE BARAKETT FOUNDATION
 Form 990-PF (2017) **C/O TRB ADVISORS, L.P.**

26-6140904 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		237,871.	169,787.	169,787.
	2 Savings and temporary cash investments				
	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				
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► STATEMENT 9)		41,987,093.	38,423,096.	42,382,294.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		42,224,964.	38,592,883.	42,552,081.
	17 Accounts payable and accrued expenses		1,500.	1,500.	
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► STATEMENT 9)				
	23 Total liabilities (add lines 17 through 22)		1,500.	1,500.	
	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				
Net Assets or Fund Balances	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		42,223,464.	38,591,383.	
	30 Total net assets or fund balances		42,223,464.	38,591,383.	
	31 Total liabilities and net assets/fund balances		42,224,964.	38,592,883.	

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 42,223,464.
2 Enter amount from Part I, line 27a	2 <1,532,071.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 40,691,393.
5 Decreases not included in line 2 (itemize) ►	5 2,100,010.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 38,591,383.

Form 990-PF (2017)

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TIMOTHY AND MICHELE BARAKETT FOUNDATION
 Form 990-PF (2017) **C/O TRB ADVISORS, L.P.**

26-6140904 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g))		
a					
b					
c					
d					
e	2,645,048.	4,505.	2,640,543.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			2,640,543.		
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	2,640,543.	
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). If (loss), enter -0- in Part I, line 8			3	N/A	

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	9,940,379.	50,248,263.	.197825
2015	6,348,467.	51,624,491.	.122974
2014	2,246,053.	49,681,386.	.045209
2013	3,573,748.	43,866,532.	.081469
2012	2,892,013.	43,471,321.	.066527

2 Total of line 1, column (d)	2	.514004
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.102801
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	45,130,646.
5 Multiply line 4 by line 3	5	4,639,476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,557.
7 Add lines 5 and 6	7	4,667,033.
8 Enter qualifying distributions from Part XII, line 4	8	11,921,448.

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.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2017)

C/O TRB ADVISORS, L.P.

26-6140904

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

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 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	87,557.
6b	0.
6c	125,000.
6d	0.

1 27,557.

2 0.

3 27,557.

4 0.

5 27,557.

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ►

185,000. | Refunded ►

7 212,557.

8 0.

9

10 185,000.

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by *General Instruction T*

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►

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*? If "No," attach explanation

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3		X
4a	X	
4b	X	
5	X	
6		X
7	X	
8b	X	
9	X	
10	X	

Form 990-PF (2017)

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2017)

C/O TRB ADVISORS, L.P.

26-6140904

Page 5

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 ► N/A	13	X
14 The books are in care of ► LENNY PARIS Located at ► 767 FIFTH AVENUE, NEW YORK, NY	Telephone no. ► (212) 256-8500	ZIP+4 ► 10153
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2017, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A ►	
Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A 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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A 3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a X	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b X	

Form 990-PF (2017)

TIMOTHY AND MICHELE BARAKETT FOUNDATION
Form 990-PF (2017) **C/O TRB ADVISORS, L.P.**

26-6140904

Page 6

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

	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 4945(d)(4)(A)? 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	N/A ► <input type="checkbox"/>						
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 If "Yes," attach the statement required by Regulations section 53.4945-5(d).						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.
MICHELE BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2017)

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2017)

C/O TRB ADVISORS, L.P.

26-6140904 Page 7

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 0.

Form 990-PF (2017)

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2017)

C/O TRB ADVISORS, L.P.

26-6140904

Page 8

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 45,599,447.
b	Average of monthly cash balances	1b 218,366.
c	Fair market value of all other assets	1c 102.
d	Total (add lines 1a, b, and c)	1d 45,817,915.
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 45,817,915.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 687,269.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 45,130,646.
6	Minimum investment return. Enter 5% of line 5	6 2,256,532.

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 2,256,532.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 27,557.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 27,557.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 2,228,975.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 2,228,975.
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 2,228,975.

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 11,921,448.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4 11,921,448.
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	5 27,557.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 11,893,891.

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.

Form 990-PF (2017)

TIMOTHY AND MICHELE BARAKETT FOUNDATION
 Form 990-PF (2017) **C/O TRB ADVISORS, L.P.**

26-6140904 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,228,975.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2017:				
a From 2012	728,121.			
b From 2013	1,444,735.			
c From 2014				
d From 2015	3,805,452.			
e From 2016	7,902,936.			
f Total of lines 3a through e	13,881,244.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ <u>11,921,448.</u>			0.	
a Applied to 2016, 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 2017 distributable amount				2,228,975.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))			0.	
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,573,717.			
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 2016. Subtract line 4a from line 2a Taxable amount - see instr.				0.
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)			0.	
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	728,121.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	22,845,596.			
10 Analysis of line 9:				
a Excess from 2013	1,444,735.			
b Excess from 2014				
c Excess from 2015	3,805,452.			
d Excess from 2016	7,902,936.			
e Excess from 2017	9,692,473.			

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Form 990-PF (2017)

26-6140904 Page 11

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
<i>a Paid during the year</i>				
A BETTER BALANCE 80 MAIDEN LANE NEW YORK, NY 10038	NONE	EXEMPT ORGANIZATION	DONATION TO ADVANCE THE RIGHTS OF WORKING FAMILIES	25,000.
ALVIN AILEY DANCE FOUNDATION, INC. 405 W 55TH ST NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO JOIN THE ARTISTIC DIRECTOR'S CIRCLE MEMBERSHIP	49,335.
ALVIN AILEY DANCE FOUNDATION, INC. 405 W 55TH ST NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO JOIN THE BENEFIT COMMITTEE OF THE AILEY SPIRIT GALA	23,250.
ALVIN AILEY DANCE FOUNDATION, INC. 405 W 55TH ST, NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO JOIN THE BENEFIT COMMITTEE OF THE AILEY SPIRIT GALA	1,650.
AMAZON WATCH 221 PINE ST SAN FRANCISCO, CA 94104	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO SUPPORT INDIGENOUS PEOPLES PROTECTING THE AMAZON RAINFOREST	25,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 11,921,448.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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** SEE PURPOSE OF GRANT CONTINUATIONS

11

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Form 990-PF (2017)

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN CANCER SOCIETY 132 W 32ND ST NEW YORK, NY 10001	NONE	EXEMPT ORGANIZATION	DONATION TO A PERFORMANCE BENEFIT, DANCE AGAINST CANCER	9,550.
BOTTOMLESS CLOSET 16 EAST 52ND ST, 15TH FLOOR NEW YORK, NY 10022	NONE	EXEMPT ORGANIZATION	DONATION TO 18TH ANNIVERSARY SPRING LUNCHEON	13,920.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 W 57TH ST, NEW YORK, NY 10107	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL SPRING BENEFIT	9,250.
CENTER FOR HEARING AND COMMUNICATIONS 50 BROADWAY, 6TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT ORGANIZATION	DONATION TO 24TH ANNUAL FEAST FUNDRAISER	5,000.
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE	EXEMPT ORGANIZATION	MEMBERSHIP LEVEL DONATION TOWARD UPKEEP AND PRESERVATION OF CENTRAL PARK	50,000.
DREAMYARD PROJECT INC 1085 WASHINGTON AVE BRONX, NY 10456	NONE	EXEMPT ORGANIZATION	DONATION TO A FREE ARTS AND SOCIAL JUSTICE PROGRAM	10,000.
EDUCATION SUPER HIGHWAY 433 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94104	NONE	EXEMPT ORGANIZATION	DONATION TO SUPPORT ORGANIZATION TO UPGRADE THE INTERNET ACCESS IN PUBLIC SCHOOLS IN AMERICA	100,000.
EXCELLENCE COMMUNITY SCHOOLS 2090 7TH AVE, SUITE 605 NEW YORK, NY 10027	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL GALA IN HONOR OF ANDRA EHRENKRANZ	5,000.
HAMPTON LIBRARY P.O. BOX 3025 BINGHAMPTON, NY 11932	NONE	EXEMPT ORGANIZATION	ANNUAL APPEAL 2016 TO SUPPORT THE HAMPTON LIBRARY	5,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE BILLY CLEARY '56 HARVARD ICE HOCKEY FUND	100,000.
Total from continuation sheets				11,797,213.

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**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO FRIENDS OF HARVARD HOCKEY	35,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE TIMOTHY & MICHELE BARAKETT UNDERGRADUATE SCHOLARSHIP FUND	400,000.
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE L. LEVY PLACE, BOX 1049 NEW YORK, NY 10029	NONE	EXEMPT ORGANIZATION	DONATION TO DUBIN BREAST CENTER'S ANNUAL BENEFIT GALA	100,000.
KAREN HORNEY CLINIC INC 329 EAST 62ND ST NEW YORK, NY 10065	NONE	EXEMPT ORGANIZATION	DONATION TO SUPPORT A LOW-COST MENTAL HEALTH PROGRAM TO TROUBLED NEW YORKERS	5,000.
LOYOLA HIGH SCHOOL FOUNDATION 7272 SHERBROOKE ST. W MONTREAL, CANADA H4B1R2	NONE	EXEMPT ORGANIZATION	DONATION TO HIGH SCHOOL IN MONTREAL	729,288.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S 400 HAMILTON AVENUE, SUITE 340 PALO ALTO, CA 94301	NONE	EXEMPT ORGANIZATION	DONATION TO THE MICHELE AND TIMOTHY BARAKETT FUND FOR ALLERGY AND ASTHMA RESEARCH	100,000.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S 400 HAMILTON AVENUE, SUITE 340 PALO ALTO, CA 94301	NONE	EXEMPT ORGANIZATION	DONATION TO THE COMMUNITY OUTREACH FUND	100,000.
MARISSA LOREA FUND 37 WILBUR ROAD LINCOLN, RI 02865	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION PROVIDING SCHOLARSHIP FUNDS TO ATHLETIC GIRLS IN NORTH PROVIDENCE, RI	5,000.
NEW YORK ACADEMY OF ART 111 FRANKLIN ST NEW YORK, NY 10013	NONE	EXEMPT ORGANIZATION	DONATION TO THE TAKE HOME A NUDE BENEFIT	23,740.
NEW YORK ACADEMY OF ART 111 FRANKLIN ST NEW YORK, NY 10013	NONE	EXEMPT ORGANIZATION	SCHOLARSHIP ENDOWMENT HONORING DAVID KRATZ	60,000.
Total from continuation sheets				

**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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	DONATION TO ORGANIZATION FIGHTING POVERTY IN NY	500,000.
THE DALTON SCHOOL 108 E. 89TH ST NEW YORK, NY 10128	NONE	EXEMPT ORGANIZATION	DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN	10,000.
THE EPISCOPAL SCHOOL 65 NORTH HARVARD ST BOSTON, MA 02613	NONE	EXEMPT ORGANIZATION	DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN	1,000.
THE MARSHALL PROJECT 156 WEST 56TH ST, SUITE 701 NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO NON-PROFIT NEWSROOM DEVOTED TO COVERAGE OF THE AMERICAN CRIMINAL JUSTICE SYSTEM	200,000.
THE MUSEUM OF MODERN ART 11 W 53RD ST NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO JOIN THE DIRECTOR'S COUNCIL MEMBERSHIP	25,000.
THE PUBLIC THEATER 425 LAFAYETTE ST NEW YORK, NY 10003	NONE	EXEMPT ORGANIZATION	CONTRIBUTION TO THE PUBLIC THEATRE ANNUAL GALA	24,050.
THE PUBLIC THEATER 425 LAFAYETTE ST NEW YORK, NY 10003	NONE	EXEMPT ORGANIZATION	DONATION TO THE SHAKESPEARE COUNCIL	100,000.
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE WORKSHOP PERFORMANCE BENEFIT	20,000.
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE SAB DIVERSITY INITIATIVE CAMPAIGN	200,000.
Total from continuation sheets				

**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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)				
WOMEN FOR AFGHAN WOMEN 158-24 73RD AVENUE FRESH MEADOWS, NY 11366	NONE	EXEMPT ORGANIZATION	DONATION TO SUPPORT THE ANNUAL GALA	50,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE MICHELE & TIMOTHY BARAKETT UNDERGRADUATE FUND	2,100,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO HARVARD COLLEGE REUNION SUBSIDY FUND	5,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	TIMOTHY & MICHELE BARAKETT UNDERGRADUATE FUND	300,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	MICHELE & TIMOTHY BARAKETT UNDERGRADUATE SCHOLARSHIP FUND	1,000,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE BILLY CLEARY '56 HARVARD ICE HOCKEY FUND	300,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	MICHELE & TIMOTHY BARAKETT START-UP GRANT PROGRAM	1,500,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	MICHELE & TIMOTHY BARAKETT UNDERGRADUATE SCHOLARSHIP FUND	2,900,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE HARVARD HOCKEY COACHES DEVELOPMENT FUND	100,000.
CULTURE FOR ONE 747 THIRD AVE, 20TH FLOOR NEW YORK, NY 10017	NONE	EXEMPT ORGANIZATION	DONATION TO ORGANIZATION PROVIDING CULTURAL EXPERIENCES TO CHILDREN IN FOSTER CARE	1,000.
Total from continuation sheets				

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL DANCE INSTITUTE 217 W 147TH STREET NEW YORK, NY 10039	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL GALA	2,315.
MANHATTAN YOUTH BALLET 248 W 60TH STREET NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL GALA	10,000.
MASSACHUSETTS GENERAL HOSPITAL 125 NASHUA STREET, SUITE 540 BOSTON, MA 02114	NONE	EXEMPT ORGANIZATION	ARTHUR BOLAND, MD, ENDOWED FUND FOR SPORTS MEDICINE	10,000.
BCRF 60 E 56TH STREET, 8TH FL NEW YORK, NY 10022	NONE	EXEMPT ORGANIZATION	CONTRIBUTION TO THE HAMPTONS PADDLE & PARTY FOR PINK BENEFIT	5,000.
PROFESSIONAL CHILDREN'S SCHOOL 132 W 60TH STREET NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE ANNUAL FUND	10,000.
KICKED IT IN HEELS 23 W 116TH STREET APT 7G NEW YORK, NY 10026	NONE	EXEMPT ORGANIZATION	DONATION TO ORGANIZATION HOPING TO ERADICATE HEALTH CARE DISPARITIES IN BREAST CANCER AND TO PROMOTE	2,200.
HOUSTON HABITAT FOR HUMANITY 3750 N. MCCARTY HOUSTON, TX 77029	NONE	EXEMPT ORGANIZATION	DONATION TO AID FLOOD RELIEF FUND	25,000.
HABITAT FOR HUMANITY COLLIER COUNTY 11145 TAMIAMI TRAIL EAST NAPLES, FL 34113	NONE	EXEMPT ORGANIZATION	DONATION TO AID IN HURRICANE RELIEF	25,000.
HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT STREET AMERICUS, GA 31709	NONE	EXEMPT ORGANIZATION	DONATION TO AID IN HURRICANE RELIEF IN PUERTO RICO	25,000.
CATHERINE VIOLET HUBBARD FOUNDATION INC PO BOX 3571 NEWTON, CT 06470	NONE	EXEMPT ORGANIZATION	DONATION TO AN ANIMAL SANCTUARY	3,400.
Total from continuation sheets				

723631
04-01-17

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

723631
04-01-17

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - KICKED IT IN HEELS

DONATION TO ORGANIZATION HOPING TO ERADICATE HEALTH CARE DISPARITIES IN BREAST CANCER AND TO PROMOTE HEALTH IN SURVIVORSHIP

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	1,046,363.	
4 Dividends and interest from securities			14	55,738.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<11,084.>	
8 Gain or (loss) from sales of assets other than inventory			18	2,640,543.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>SECTION 965 (A) INCOME</u>					
b <u>INCLUSION</u>					154,530.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		3,731,560.	154,530.
13 Total Add line 12, columns (b), (d), and (e)				13	3,886,090.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11	SECTION 965(A) INCOME INCLUSION

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	P		
b	TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	P		
c	GAIN ON DISPOSITION OF ATALAYA SPECIAL OPPORTUNIT	P		
d	LOSS ON DISPOSITION OF SF IV BRIDGE III LP	P		
e	DISPOSITION OF SF IV HSP LP	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
	(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	1,736,080.			1,736,080.
b	880,712.			880,712.
c	28,256.			28,256.
d			4,505.	<4,505.>
e				0.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,736,080.
b				880,712.
c				28,256.
d				<4,505.>
e				0.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
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 }		2,640,543.
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). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017**Name of the organization**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**Employer identification number**

26-6140904

Organization type (check one):**Filers of:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Employer identification number

26-6140904

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TIMOTHY R. BARAKETT C/O TRB ADVISORS LP, 767 5TH AVE NEW YORK, NY 10153	\$ 8,124,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)

Name of organization

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Employer identification number

26-6140904

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	25,000 SHARES OF MASTERCARD ORDINARY SHARES CLASS A STOCK	\$ 3,812,500.	12/31/17
1	25,000 SHARES OF VISA ORDINARY SHARES CLASS A STOCK	\$ 2,811,500.	12/31/17
	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
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	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

723453 11-01-17

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Employer identification number

26-6140904

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee <hr/> <hr/> <hr/>		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee <hr/> <hr/> <hr/>		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee <hr/> <hr/> <hr/>		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee <hr/> <hr/> <hr/>		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee <hr/> <hr/> <hr/>		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee <hr/> <hr/> <hr/>		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	1,022,748.	1,022,748.	
TRB EQUITY FOUNDATION LLC	23,517.	23,517.	
WELLS FARGO *88730	98.	98.	
TOTAL TO PART I, LINE 3	1,046,363.	1,046,363.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN #3972	11,192.	0.	11,192.	11,192.	
TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	43,429.	0.	43,429.	43,429.	
TRB EQUITY FOUNDATION LLC	1,117.	0.	1,117.	1,117.	
TO PART I, LINE 4	55,738.	0.	55,738.	55,738.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TRB EQUITY FOUNDATION LLC	<649,826.>	<649,826.>	
TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	638,742.	638,742.	
SECTION 965(A) INCOME INCLUSION	154,530.	154,530.	
TOTAL TO FORM 990-PF, PART I, LINE 11	143,446.	143,446.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	391.	196.		0.
TO FM 990-PF, PG 1, LN 16A	391.	196.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,155.	16,578.		0.
TO FORM 990-PF, PG 1, LN 16B	33,155.	16,578.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	20,000.	10,000.		0.
TO FORM 990-PF, PG 1, LN 16C	20,000.	10,000.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY STATE FILING FEE	750.	0.		0.
NON-DEDUCTIBLE CHARITABLE DISBURSEMENTS	11,840.	0.		0.
LLC FILING FEE	916.	0.		0.
OTHER EXPENSES - TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	760,963.	760,963.		0.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

26-6140904

OTHER EXPENSES - TRB EQUITY FOUNDATION LLC	342,698.	342,698.	0.
2016 ESTIMATED TAX PAYMENT	450,000.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,567,167.	1,103,661.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	1,731,572.
DISTRIBUTION ADJUSTMENT FOR OFFSHORE INVESTMENT	368,438.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,100,010.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TRB EQUITY FOUNDATION LLC	14,160,127.	11,878,871.	12,621,388.
TIMOTHY AND MICHELE BARAKETT FOUNDATION LLC	27,826,966.	26,544,225.	29,760,906.
TO FORM 990-PF, PART II, LINE 15	41,987,093.	38,423,096.	42,382,294.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

TIMOTHY BARAKETT
MICHELE BARAKETT