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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 10/01, 2017, and ending 09/30, 2018

Name of foundation THE BARKER WELFARE FOUNDATION	A Employer identification number 36-6018526
Number and street (or P O box number if mail is not delivered to street address) 80 GLEN HEAD ROAD — Room/suite SUITE 4	B Telephone number (see instructions) (516) 759-5592
City or town, state or province, country, and ZIP or foreign postal code GLEN HEAD, NY 11545-1589	C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: [X] 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 ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 120,385,443.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	32,804.	32,804.		ATCH 1
4	Dividends and interest from securities	1,127,327.	1,127,327.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,681,926.			
b	Gross sales price for all assets on line 6a 22,783,409.				
7	Capital gain net income (from Part IV, line 2)		2,681,926.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	3,842,057.	3,842,057.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	263,893.	13,195.		250,698.
14	Other employee salaries and wages	69,543.	3,477.		66,066.
15	Pension plans, employee benefits	68,395.	3,420.		64,975.
16a	Legal fees (attach schedule) ATCH 3	9,888.			9,888.
b	Accounting fees (attach schedule) ATCH 4	54,382.	30,161.		24,221.
c	Other professional fees (attach schedule) [5]	236,196.	191,462.		44,734.
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	78,582.	6,126.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	22,857.	1,143.		21,714.
21	Travel, conferences, and meetings	64,082.	6,408.		57,674.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	59,011.	2,877.		56,134.
24	**Total operating and administrative expenses.** Add lines 13 through 23	926,829.	258,269.		596,104.
25	Contributions, gifts, grants paid	3,100,601.			3,100,601.
26	Total expenses and disbursements. Add lines 24 and 25	4,027,430.	258,269.		3,696,705.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-185,373.			
b	**Net investment income** (if negative, enter -0-)		3,583,788.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing		6,322.	6,046.	6,046.
	2	Savings and temporary cash investments		4,565,566.	1,869,092.	1,869,092.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less. allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		18,655.	1,199.	1,199.
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	ATCH 8	23,863,480.	25,503,918.	25,503,918.
	c	Investments - corporate bonds (attach schedule)	ATCH 9	9,777,683.	9,729,527.	9,729,527.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	ATCH 10	37,031,996.	41,249,096.	41,249,096.
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶ ATCH 11)		2,103,156.	2,066,525.	42,026,565.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		77,366,858.	80,425,403.	120,385,443.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted		77,366,858.	80,425,403.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		77,366,858.	80,425,403.	
	31	Total liabilities and net assets/fund balances (see instructions)		77,366,858.	80,425,403.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	77,366,858.
2	Enter amount from Part I, line 27a	2	-185,373.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	3,243,918.
4	Add lines 1, 2, and 3	4	80,425,403.
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	80,425,403.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,681,926.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation 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	3,642,727.	71,583,279.	0.050888
2015	3,565,601.	68,366,977.	0.052154
2014	3,638,652.	71,536,650.	0.050864
2013	3,129,560.	71,523,036.	0.043756
2012	3,302,070.	65,294,495.	0.050572

2	**Total** of line 1, column (d)	2	0.248234
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	0.049647
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	75,851,400.
5	Multiply line 4 by line 3	5	3,765,794.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	35,838.
7	Add lines 5 and 6	7	3,801,632.
8	Enter qualifying distributions from Part XII, line 4	8	3,696,705.

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)

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	1	71,676.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	
3	Add lines 1 and 2	3	71,676.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	71,676.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 73,742.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	73,742.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	0.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,066.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 2,066. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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	2		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? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		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?	6	X	
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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions ▶ ILLINOIS AND NEW YORK			
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	8b	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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?	13	X	

Website address ▶ WWW.BARKERWELFARE.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 516-759-5592

Located at ▶ 80 GLEN HEAD ROAD, GLEN HEAD, NY ZIP+4 ▶ 11545-1589

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)	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

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

				Yes	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))?	Yes [ ] No [X]			
	(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 [X]			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	Yes [ ] No [X]			
	(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 [X]			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ [ ]				
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?	Yes [ ] No [ ]			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		263,893.	72,914.	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
ATCH 14		66,375.	800.	0.

Total number of other employees paid over $50,000 ▶ NONE

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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
ATCH 15		158,878.
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NOT APPLICABLE	
Total. Add lines 1 through 3 ▶	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	1a	73,808,151.
b	Average of monthly cash balances	1b	3,194,821.
c	Fair market value of all other assets (see instructions)	1c	3,525.
d	**Total** (add lines 1a, b, and c)	1d	77,006,497.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	77,006,497.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,155,097.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,851,400.
6	**Minimum investment return.** Enter 5% of line 5	6	3,792,570.

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	3,792,570.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	71,676.		
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	71,676.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,720,894.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,720,894.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,720,894.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,696,705.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,696,705.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,696,705.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,720,894.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			963,496.	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 3,696,705.				
a Applied to 2016, but not more than line 2a			963,496.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				2,733,209.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				987,685.
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

NONE

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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

ATCH 16

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

SEE ATTACHMENT 16A

c Any submission deadlines:

SEE ATTACHMENT 16A

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

SEE ATTACHMENT 16A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total . . . . ▶ **3a**				3,100,601.
b *Approved for future payment*				
ATCH 18				
Total . . . . ▶ **3b**				2,267,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32,804.	
4 Dividends and interest from securities			14	1,127,327.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	2,681,926.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,842,057.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 3,842,057.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B 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). (See instructions.)

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Sanaue H. Boss — Date: 3/5/19 — Title: President

3/5/19 — Treasurer

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J REILLY		FEB 27 2019		P00183769

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L — Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 — Phone no 212-661-7777

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE PART IV SCHEDULE PROPERTY TYPE: SECURITIES				P		
22783409.		20101483.					2,681,926.	
TOTAL GAIN(LOSS)							2,681,926.	

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30,2018

	September 30, 2017		Fiscal 2018	Fiscal 2018	Fiscal 2018	Fiscal 2018	September 30, 2018	
	COST	FAIR VALUE	PURCHASES	PROCEEDS	COST OF SALES	GAIN/(LOSS)	NEW COST	FAIR VALUE
COMMON STOCK	18,318,682	23,863,480	5,426,662	7,883,376	5,678,050	2,205,326	18,067,294	25,503,918
MUTUAL FUNDS	34,125,037	37,031,996	10,029,955	7,958,636	7,462,997	495,639	36,691,995	41,249,096
BONDS	9,829,024	9,777,683	2,233,256	1,964,323	1,983,362	(19,039)	10,078,918	9,729,527
MONEY MARKET FUNDS	4,565,566	4,565,566	2,280,600	4,977,074	4,977,074	-	1,869,092	1,869,092
TOTAL	66,838,309	75,238,725	19,970,473	22,783,409	20,101,483	2,681,926	66,707,299	78,351,633

PART IV SCHEDULE

The Barker Welfare Foundation
Schedule of Marketable Securities
For the Year Ended September 30, 2018

	October 1, 2017		Purchases		Sales				September 30, 2018			
	Shares / Principal	Book Basis	Shares / Principal	Book Basis	Shares / Principal	Proceeds	Book Basis	Gain/(loss)	Shares / Principal	Book Basis	Market Value	Unrealized Gain/(loss)
Money Market Funds												
BANA Money Market Svgs	4,565,565 83	4,565,565 83	2,280,599 84	2,280,599 84	4,977,073 54	4,977,073 54	4,977,073 54		1,869,092 13	1,869,092 13	1,869,092 13	
Federated Tot Ret Ultra Sh Bd Fd			585,303 969	5,330,609 12	55,005 501	500,000 00	501,056 80	(1,056 80)	530,298 468	4,829,552 32	4,820,413 07	(9,139 25)
Total Money Market Funds		4,565,565 83		7,611,208.96		5,477,073 54	5,478,130 34	(1,056 80)		6,698,644 45	6,689,505 20	(9,139 25)
Stocks												
Accenture PLC Cl A	3,850	295,244 02			1,065	165,110 92	77,768 73	87,342 19	2,785	217,475 29	474,007 00	256,531 71
Adobe Systems Inc	1,951	186,875 41			370	81,773 61	35,353 68	46,419 93	1,581	151,521 73	426,790 95	275,269 22
Aetna Inc			1,460	248,569 25					1,460	248 569 25	296,161 00	47,591 75
Akamai Technologies Inc	4,949	274,829 76			850	60,339 59	47,054 13	13,285 46	4,099	227,775 63	299,841 85	72,066 22
Alexion Pharmaceuticals Inc	1,623	190,166 30	250	31,096 75	140	16,571 37	16,210 09	361 28	1,733	205,052 96	240,904 33	35,851 37
Alibaba Group Hldg Inc			830	141,904 37					830	141,904 37	136,750 80	(5,153 57)
Alphabet Inc Class A	284	198,371 73			137	162,101 73	95,693 40	66,408 33	147	102,678 33	177,440 76	74,762 43
Alphabet Inc Class C	410	261,653 37			42	45,169 95	24,864 84	20,305 11	368	236,788 53	439,196 96	202,408 43
Amazon Com Inc	605	434,187 91			145	228,287 50	103,888 69	124,398 81	460	330,299 22	921,380 00	591,080 78
American Express Co	2,324	139,353 48			260	24,685 33	15,563 41	9,121 92	2,064	123,790 07	219,795 36	96,005 29
Amerisourcebergen Corp	5,075	400,715 85			5,075	397,675 44	400,715 85	(3,040 41)				
Anheuser Busch Inbev Sa/Nv	1,854	238,879 39	1,190	127,457 32	240	25,751 96	25,751 96		2,804	340,584 75	245,546 28	(95,038 47)
Apple Inc	1,526	146,209 07	360	75,326 84	170	28,040 10	16,235 06	11,805 04	1,716	205,300 85	387,369 84	182,068 99
Bank New York Mellon Corp	7,900	175,769 69			650	35,713 43	12,647 56	23,065 87	7,250	163,122 13	369,677 50	206,555 37
Berkshire Hathaway Inc	3,525	233,741 56			375	73,494 80	17,834 14	55,660 66	3,150	215,907 42	674,446 50	458,539 08
Biogen Idec Inc	939	289,828 20			110	35,129 53	36,620 20	(1,490 67)	829	253,208 00	292,893 99	39,685 99
Biomarin Pharmaceuticals Inc			1,190	104,507 76					1,190	104,507 76	115,394 30	10,886 54
Blackrock Inc	648	219,518 81	10	5,340 55	120	66,526 89	40,651 63	25,875 26	538	184,207 73	253,575 54	69,367 81
Caterpillar Inc			1,310	198,894 81	50	7,945 06	7,599 82	345 24	1,260	191,294 99	192,137 40	842 41
Celgene Corp	3,127	252,598 11	390	38,092 28	400	38,714 94	11,854 28	26,860 66	3,117	278,836 11	278,940 33	104 22
Centurylink Inc	3,450	91,383 76	14,179	283,754 01	1,276	29,033 40	24,226 57	4,806 83	16,353	350,911 20	346,683 60	(4,227 60)
Cerner Corp	6,925	366,458 81			775	50,088 75	41,715 69	8,373 06	6,150	324,743 12	396,121 50	71,378 38
Chipotle Mexican Grill Inc	408	154,860 81			130	54,936 99	50,636 85	4,300 14	278	104,223 96	126,356 56	22,132 60
Chubb Ltd			2,455	331,587 82					2,455	331,587 82	328,086 20	(3,501 62)
Class Action Settlements						5,292 09		5,292 09				
Coca Cola Co	5,499	245,927 75			1,840	82,349 94	83,201 67	(851 73)	3,659	162,726 08	169,009 21	6,283 13
Comcast Corp	24,680	728,240 50			17,705	611,558 58	501,298 77	110,259 81	6,975	226,941 73	246,984 75	20,043 02
Computer Associates												
Costco Wholesale Corp			1,170	187,171 52	342	72,836 95	56,555 47	16,281 48	828	130,616 05	194,480 64	63,864 59
CVS Health Corp	2,838	270,368 54			2,838	184,557 51	270,368 54	(85,811 03)				
Dentsply Sirona Inc	3,350	201,295 60	270	16,455 17	3,620	146,835 98	217,750 77	(70,914 79)				
Devon Energy Corp	4,325	220,202 62			4,325	173,601 56	220,202 62	(46,601 06)				
Disney Walt Co	2,492	241,302 09	170	18,863 05	280	29,733 11	27,347 68	2,385 43	2,382	232,817 46	278,551 08	45,733 62
Dollar General Corp	6,650	487,045 65			675	61,643 92	50,196 97	11,446 95	5,975	436,848 68	653,067 50	216,218 82
Dollar Tree Inc			3,310	292,656 53					3,310	292,656 53	269,930 50	(22,726 03)
Dropbox Inc			270	5,670 00	270	8,319 74	5,670 00	2,649 74				
Ebay Inc	16,511	416,772 68	950	36,506 13	4,361	167,947 55	96,794 10	71,153 45	13,100	356,484 71	432,562 00	76,077 29
Ecolab Inc	1,792	143,791 70			190	25,386 37	9,329 85	16,056 52	1,602	134,461 85	251,161 56	116,699 71
Equinix Inc			510	211,509 16					510	211,509 16	220,773 90	9,264 74
Expeditors Intl Washington Inc	7,175	276,184 87			2,250	135,798 24	86,137 49	49,660 75	4,925	190,047 38	362,135 25	172,087 87
Facebook Inc	2,005	229,243 40	890	153,269 07	220	40,289 17	25,113 96	15,175 21	2,675	357,398 51	439,930 50	82,531 99
Franklin Resources Inc			4,250	136,519 47					4,250	136,519 47	129,242 50	(7,276 97)
Grainger W W Inc	967	211,332 92			190	58,054 38	42,714 39	15,339 99	777	168,618 53	277,707 57	109,089 04
Home Depot Inc	2 013	256,853 95			420	77,856 19	53,539 03	24,317 16	1,593	203,314 92	329,989 95	126,675 03
Honeywell Intl Inc	5,915	659,473 68	150	22,967 61	550	83,411 06	59,320 67	24,090 39	5,515	623,120 62	917,696 00	294,575 38
Johnson & Johnson	1,552	187,456 92			210	27,641 84	25,364 66	2,277 18	1,342	162,092 26	185,424 14	23,331 88
JP Morgan Chase & Co	5,200	338,711 17			525	56,101 82	33,663 94	22,437 88	4,675	305,047 23	527,527 00	222,479 77
Level 3 Communications Inc	6,425	332,741 16			6,425	344,567 03	332,741 16	11,825 87				
Masco Corp			6,800	258,166 53					6,800	258,166 53	248,880 00	(9,286 53)
McCormick& Co Inc	1,081	97,830 50	350	35,008 12	120	12,495 61	10,860 00	1,635 61	1,311	121,978 62	172,724 25	50,745 63
Microsoft Corp	9,665	429,696 03			4,425	394,753 96	161,386 45	233,367 51	5,240	268,309 58	599,298 80	330,989 22
Monsanto Co	2,093	215,390 96			2,093	248,900 20	215,390 96	33,509 24				
Nasdaq Inc	2,581	168,469 07			2,581	191,023 22	168,469 07	22,554 15				
Nestle SA	4,700	321,860 71	500	39,786 12	425	36,293 02	18,930 77	17,362 25	4,775	342,716 06	397,280 00	54,563 94
Nutrien Ltd			7,960	598,840 80	100	4,694 52	10,414 75	(5,720 23)	7,860	588,426 05	453,522 00	(134,904 05)
Omnicom Group Inc	4,450	322,700 66	650	44,222 49	450	32,688 66	31,122 30	1,566 36	4,650	335,800 85	316,293 00	(19,507 85)
Oracle Corp	5,525	217,395 32	8,220	397,788 96	1,170	57,464 50	48,952 31	8,512 19	12,575	566,231 97	648,367 00	82,135 03
Paccar Inc	6,100	327,811 05			1,750	127,609 54	71,042 22	56,567 32	4,350	256,768 83	296,626 50	39,857 67
Palo Alto Networks Inc	1,419	175,917 69			350	66,468 83	42,835 38	23,633 45	1,069	133,082 31	240,802 94	107,720 63

The Barker Welfare Foundation
Schedule of Marketable Securities
For the Year Ended September 30, 2018

			October 1, 2017		Purchases		Sales				September 30, 2018			
			Shares / Principal	Book Basis	Shares / Principal	Book Basis	Shares / Principal	Proceeds	Book Basis	Gain/(loss)	Shares / Principal	Book Basis	Market Value	Unrealized Gain/(loss)
Paypal Holdings Inc			3,938	143,428 10	10	777 25	800	59,527 19	29,069 60	30,457 59	3,148	115,135 75	276,520 32	161,384 57
Pepsico Inc					3,175	321,539 87					3,175	321,539 87	354,965 00	33,425 13
Pioneer Natural Resources Co			1,242	225,720 82			340	65,012 56	67,725 72	(2,713 16)	902	157,995 10	157,119 38	(875 72)
Potash Corp Sask Inc			20,850	638,210 18	(19,900)	(598,840 80)	950	18,409 43	39,369 38	(20,959 95)				
Praxair Inc					1,270	188,758 33	110	16,920 35	16,451 01	469 34	1,160	172,307 32	186,446 80	14,139 48
Progressive Corp			9 750	253,805 48			9,750	574,470 61	253,805 48	320,665 13				
Qualcomm Inc					3,780	211,104 04					3,780	211,104 04	272,273 40	61,169 36
Quest Diagnostics Inc					4,315	439,963 94	200	20,244 95	19,669 08	575 87	4,115	420,294 86	444,049 65	23,754 79
Red Hat Inc			2,546	146,493 98			590	83,341 29	31,519 64	51,821 65	1,956	114,974 34	266,563 68	151,589 34
Regeneron Pharmaceuticals			435	155,250 73	30	12,113 78	50	16,827 46	17,435 79	(608 33)	415	149,928 72	167,676 60	17,747 88
Rockwell Collins			2,200	185,569 61			2,200	291,524 24	185,569 61	105,954 63				
Schlumberger Ltd			9,743	726,712 97	970	65,738 72	785	52,133 41	55,506 86	(3,373 45)	9,928	736,944 83	604,813 76	(132,131 07)
Schwab Charles Corp			5,020	128,232 77	200	10,039 45	550	28,877 08	13,961 09	14,915 99	4,670	124,311 13	229,530 50	105,219 37
Smith & Nephew PLC Sp ADR					8,750	326,121 04					8,750	326,121 04	324,537 50	(1,583 54)
Splunk Inc			2,475	149,215 54			380	36,331 86	25,016 77	11,315 09	2,095	124,198 77	253,306 45	129,107 68
Stanley Black & Decker Inc			3,075	306,386 65			325	52,945 22	32,456 39	20,488 83	2,750	273,930 26	402,710 00	128,779 74
TE Connectivity Ltd			4,850	209,471 20			2,180	204,194 29	70,723 58	133,470 71	2,670	138,747 62	234,773 10	96,025 48
Texas Instruments Inc			2,342	146,024 72			260	27,028 07	16,194 98	10,833 09	2,082	129,829 74	223,377 78	93,548 04
Thermo Fisher Scientific Corp			1,357	198,181 88			190	39,929 02	27,845 60	12,083 42	1,167	170,336 28	284,841 36	114,505 08
TJX Cos Inc			5,125	381,544 45	2,625	184,178 40	2,650	241 979 67	202,911 74	39,067 93	5,100	362,811 11	571,302 00	208,490 89
Twenty-First Century Fox Cl A			5,845	156,693 67			5,845	200,523 90	156,693 67	43,830 23				
Twenty-First Centy Fox Inc Cl B			12,050	334,466 36	1,425	64,063 68	1,425	45,101 53	40,272 09	4,829 44	12,050	358,257 95	552,131 00	193,873 05
Unilever Plc			4,475	181,597 68	2,500	137,642 59	275	15,042 37	10,857 95	4,184 42	6,700	308,382 32	368,299 00	59,916 68
United Parcel Service Inc			2,067	222,122 60			220	24,371 74	23,613 39	758 35	1,847	198,509 21	215,637 25	17,128 04
Unitedhealth Group Inc			4,940	483,462 27			1,085	253,181 01	98,005 38	155,175 63	3,855	385,456 89	1,025,584 20	640,127 31
VISA Inc			3,865	151,527 19			420	51,180 31	7,289 03	43,891 28	3,445	144,238 16	517,060 05	372,821 89
Vmware Inc			1,854	105,713 65			760	103,238 55	43,211 61	60,026 94	1,094	62,502 04	170,729 64	108,227 60
Yum China Holdings Inc			5,970	167,181 21	630	21,529 26	680	29,598 49	18,045 27	11,553 22	5,920	170,665 20	207,851 20	37,186 00
Zoetis Inc			3,903	185,462 02			710	54,695 08	33,682 67	21,012 41	3,193	151,779 35	292,351 08	140,571 73
Total Stocks				18,257,138.96		5,426,662 04		7,799,896 06	5,616,505 91	2,183,390 15		18,067,295 09	25,503,917.79	7,436,622 70
Other Equities														
MFS Intl Growth Fund Cl I			141,417 876	4,275,172 89	2,931 168	108,013 54	13,365 410	567,844 76	393,611 33	174,233 43	130,983 634	3,989,575 10	5,078,235 49	1,088,660 39
Pear Tree Polaris Foreign Value Fund			174,336 424	3,044,484 16	1,670 289	36,261 99					176,006 713	3,080,746 15	3,923,189 63	842,443 48
PNC Multi-Factor Small Cap Core Fund			296,566 282	7,203,595 00	3,947 564	105,242 05	47,818 336	1,338,812 99	1,161,507 38	177,305 61	252,695 510	6,147,329 67	7,191,714 21	1,044,384 54
Vanguard Instl Index Fund			32,132 849	6,527,094 21	523 135	132 852 71	4,240 343	1,000,000 00	826,188 42	173,811 58	28,415 641	5,833,758 50	7,543,500 22	1,709,741 72
Vanguard Small Cap Index Fund			20,046 611	1,282,879 15	215 004	15,545 50					20,261 615	1,298,424 65	1,577,569 34	279,144 69
Vulcan Value Partners Small Cap Fund			5,279 654	88,193 60	341 104	6,624 72		6,437 53		6,437 53	5,620 758	94,818 32	112,358 95	17,540 63
Total Other Equities				22,421,419.01		404,540 51		2,913,095 28	2,381,307 13	531,788 15		20,444,652 39	25,426,567 84	4,981,915.45
Fixed Income														
Carillon Reams Core Plus Bd Fd			225,518 786	7,200,288 66	39,974 416	1,250,000 00			1,745 63	(1,745 63)	265,493 202	8,448,543 03	8,161,261 03	(287,282 00)
Metro West T/R Bond Fund			417,983 974	4,503,330 04			142 440 403	1,500,000 00	1,534,083 14	(34,083 14)	275,543 571	2,969,246 90	2,840,854 22	(128,392 68)
Total Fixed Income				11,703,618 70		1,250,000 00		1,500,000 00	1,535,828.77	(35,828 77)		11,417,789.93	11,002,115 25	(415,674 68)
Domestic Bonds														
American Express Cr Corp	2 200%	03/03/20	195,000	196,501 50							195,000	196,501 50	192,816 00	(3,685 50)
Anheuser-Busch Inbev Fin Inc	3 650%	02/01/26	120,000	124,155 60							120,000	124,155 60	116,604 00	(7,551 60)
Apple Inc	2 850%	02/23/23	185,000	189,588 00							185,000	189,588 00	182,117 70	(7,470 30)
AT&T Inc	4 125%	02/17/26	120,000	123,657 60							120,000	123,657 60	118,570 80	(5,086 80)
Bank America Corp	4 000%	04/01/24	115,000	121,875 85	50,000	50,801 00					165,000	172,676 85	166,650 00	(6,026 85)
California St Var Purp	2 250%	05/01/19	235,000	237,345 30			235,000	234,419 55	237,345 30	(2,925 75)				
Citigroup Inc	2 900%	12/08/21	120,000	121,930 80							120,000	121,930 80	117,511 20	(4,419 60)
Comcast Corp	3 150%	03/01/26	200,000	201,998 00							200,000	201,998 00	188,818 00	(13,180 00)
CVS Caremark Corp	3 875%	07/20/25	115,000	120,376 25							115,000	120,376 25	113,325 60	(7,050 65)
Ecolab Inc	2 000%	01/14/19	120,000	120,598 80							120,000	120,598 80	119,785 20	(813 60)
Exxon Mobil Corp	1 912%	03/06/20	190,000	190,942 40							190,000	190,942 40	187,721 90	(3,220 50)
General Mills Inc	2 600%	10/12/22			110,000	108,627 20					110,000	108,627 20	105,465 80	(3,161 40)
Goldman Sachs Group Inc	2 750%	09/15/20	120,000	122,086 80							120,000	122,086 80	118,771 20	(3,315 60)
Greater Orlando Aviation Auth	3 483%	10/01/19	240,000	248,100 00							240,000	248,100 00	241,017 60	(7,082 40)

The Barker Welfare Foundation
Schedule of Marketable Securities
For the Year Ended September 30, 2018

			October 1, 2017		Purchases		Sales				September 30, 2018			
			Shares / Principal	Book Basis	Shares / Principal	Book Basis	Shares / Principal	Proceeds	Book Basis	Gain/(loss)	Shares / Principal	Book Basis	Market Value	Unrealized Gain/(loss)
Houston Tex Util Sys	3 228%	05/15/22	150,000	155,100 00							150,000	155,100 00	149,682 00	(5,418 00)
Intel Corp	3 300%	10/01/21	180,000	189,279 00							180,000	189,279 00	180,950 40	(8,328 60)
International Fin Corp	2 250%	01/25/21			250,000	249,265 00					250,000	249,265 00	246,037 50	(3,227 50)
JPMorgan Chase & Co	3 300%	04/01/26	190,000	190,718 20							190,000	190,718 20	182,065 60	(8,652 60)
Kenosha Wis Gov Tax Rev	2 000%	09/01/21	235,000	235,000 00							235,000	235,000 00	228,154 45	(6,845 55)
Lowes Cos Inc	3 100%	05/03/27	175,000	175,999 25							175,000	175,999 25	167,009 50	(8,989 75)
Medtronic Inc	3 150%	03/15/22	180,000	187,340 40			180,000	179,550 00	187,340 40	(7,790 40)				
Miami Dade Cty Fl Aviation	2 124%	10/01/21	200,000	199,538 00							200,000	199,538 00	192,708 00	(6,830 00)
Minneapolis-St Paul Mn Met	1 720%	01/01/19	250,000	250,030 00			250,000	248,755 00	250,030 00	(1,275 00)				
Morgan Stanley	2 625%	11/17/21	125,000	125,612 50							125,000	125,612 50	121,538 75	(4,073 75)
New York St Envir Fncs Rev Bd	2 320%	07/15/26	225,000	216,632 25							225,000	216,632 25	206,847 00	(9,785 25)
Oracle Corp	2 500%	05/15/22	190,000	192,699 90							190,000	192,699 90	184,927 00	(7,772 90)
Passaic Valley NJ Water Comm	2 839%	12/15/26	225,000	225,000 00							225,000	225,000 00	209,281 50	(15,718 50)
Port Auth NY & NJ Cons Bds	5 309%	12/01/19	215,000	231,754 95							215,000	231,754 95	220,596 45	(11,158 50)
Santa Rosa Calif Regl Auth	2 200%	08/01/21	180,000	181,184 40							180,000	181,184 40	174,924 00	(6,260 40)
St Paul Minn Sales Tax Rev Bd	2 150%	11/01/18	200,000	201,158 00							200,000	201,158 00	199,910 00	(1,248 00)
Tennessee St Sch High Ed Bd	2 401%	11/01/23	225,000	225,000 00							225,000	225,000 00	214,724 25	(10,275 75)
Texas Tech Univ Rev Fing	2 620%	02/15/22	200,000	204,636 00							200,000	204,636 00	195,858 00	(8,778 00)
U S Treasury Note	0 625%	04/30/18	250,000	249,052 73			250,000	249,443 36	249,052 73	390 63				
U S Treasury Note	1 375%	06/30/18	250,000	250,185 55			250,000	249,804 69	250,185 55	(380 86)				
U S Treasury Note	1 375%	09/30/18	250,000	250,214 84			250,000	249,345 70	250,214 84	(869 14)				
U S Treasury Note	1 250%	04/30/19	200,000	199,882 81			200,000	198,531 25	199,882 81	(1,351 56)				
U S Treasury Note	1 375%	01/31/20	250,000	249,941 41							250,000	249,941 41	245,595 00	(4,346 41)
U S Treasury Note	1 375%	05/31/20	250,000	249,707 03							250,000	249,707 03	244,247 50	(5,459 53)
U S Treasury Note	1 750%	10/31/20			250,000	247,412 11					250,000	247,412 11	244,522 50	(2,889 61)
U S Treasury Note	2 000%	02/28/21			190,000	186,689 84					190,000	186,689 84	186,192 40	(497 44)
U S Treasury Note	2 000%	05/31/21	240,000	242,943 75							240,000	242,943 75	234,638 40	(8,305 35)
U S Treasury Note	2 000%	11/15/21	200,000	202,796 87							200 000	202,796 87	194,696 00	(8,100 87)
U S Treasury Note	1 750%	05/15/22			250,000	243,896 48					250,000	243,896 48	240,020 00	(3,876 48)
U S Treasury Note	1 750%	05/15/23			210,000	200,312 11					210,000	200,312 11	199,180 80	(1,131 31)
U S Treasury Note	2 500%	05/15/24			240,000	237,234 37					240,000	237,234 37	234,064 80	(3,169 57)
U S Treasury Note	2 375%	08/15/24	245,000	250,455 08							245,000	250,455 08	236,912 55	(13 542 53)
U S Treasury Note	2 250%	11/15/24	225,000	229,236 33							225,000	229,236 33	215,622 00	(13,614 33)
U S Treasury Note	2 125%	05/15/25			235,000	231,640 24					235,000	231,640 24	222,507 40	(9,132 84)
U S Treasury Note	2 250%	11/15/25	250,000	251,689 45							250,000	251,689 45	237,627 50	(14,061 95)
U S Treasury Note	1 625%	05/15/26			200,000	183,320 31					200,000	183,320 31	180,922 00	(2,398 31)
U S Treasury Note	2 375%	05/15/27	250,000	252,333 98							250,000	252,333 98	237,352 50	(14,981 48)
U S Treasury Note	2 250%	11/15/27			100,000	94,843 75					100,000	94,843 75	93,602 00	(1,241 75)
U S Treasury Note	2 875%	05/15/28			200,000	199,213 28					200,000	199,213 28	196,984 00	(2,229 28)
Unitedhealth Group Inc	2 700%	07/15/20	195,000	199,800 90							195,000	199,800 90	193,773 44	(6,027 46)
Verizon Communications Inc	5 150%	09/15/23	110,000	122,733 60							110,000	122,733 60	117,749 50	(4,984 10)
Virginia Port Auth Comm Rev	2 446%	07/01/19	170,000	172,266 10			170,000	169,473 00	172,266 10	(2,793 10)				
Wells Fargo & Co	2 625%	07/22/22	200,000	200,632 00							200,000	200,632 00	193,170 00	(7,462 00)
Wells Fargo & Co	3 000%	02/19/25	190 000	190,138 70							190,000	190,138 70	179,852 10	(10,286 60)
Total Domestic Bonds				9,269,850 88		2,233,255.69		1,779,322 55	1,796,317 73	(16,995 18)		9,706,788 84	9,373,621 79	(333,167 05)
International Developed Bonds														
Sanofi-Aventis	4 000%	03/29/21	180,000	191,952 00							180,000	191,952 00	183,529 80	(8,422 20)
Statoil ASA	2 650%	01/15/24	180,000	180,176 40							180,000	180,176 40	172,375 20	(7,801 20)
Toronto Dominion Bank	2 625%	09/10/18	185,000	187,044 25			185,000	185,000 00	187,044 25	(2,044 25)				
Total International Developed Bonds				559,172 65				185,000 00	187,044 25	(2,044 25)		372,128 40	355,905 00	(16,223.40)
Total Marketable Securities				66,776,766 03		16,925,667 20		19,654,387 43	16,995,134 13	2,659,253 30		66,707,299 10	78,351,632 87	11,644,333 77

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - MONEY MARKET FUNDS	32,804.	32,804.
TOTAL	32,804.	32,804.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME - COMMON STOCKS	381,874.	381,874.
DIVIDEND INCOME - MUTUAL FUNDS	545,466.	545,466.
INTEREST INCOME - BONDS	199,987.	199,987.
TOTAL	1,127,327.	1,127,327.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PATTERSON BELKNAP WEBB & TYLER LLP	9,888.			9,888.
TOTALS	9,888.			9,888.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDON O'MEARA MCGINTY & DONNELLY LLP - AUDIT & TAX PREPARATION	33,362.	13,345.		20,017.
DEMASCO SENA & JAHELKA LLP - BOOKKEEPING SERVICES	21,020.	16,816.		4,204.
TOTALS	54,382.	30,161.		24,221.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL & MANAGEMENT FEES			
- FIDUCIARY MANAGEMENT, INC.	83,257.	83,257.	
- CLEARBRIDGE INVESTMENTS, LLC	75,621.	75,621.	
- U.S. TRUST, INC.	32,584.	32,584.	
CONSULTING FEES			
- TAIBER KOSMALA & ASSOCIATES, LLC	44,734.		44,734.
TOTALS	236,196.	191,462.	44,734.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	72,456.	
FOREIGN TAXES	6,126.	6,126.
TOTALS	78,582.	6,126.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TELEPHONE	2,734.	137.	2,597.
STATIONERY & SUPPLIES	349.	17.	332.
POSTAGE	934.	47.	887.
DUES & SUBSCRIPTIONS	3,673.	184.	3,489.
STATE FILING FEES	1,500.		1,500.
REPAIRS & MAINTENANCE	26,342.	1,317.	25,025.
INSURANCE	13,631.	682.	12,949.
OFFICE EXPENSES	7,655.	383.	7,272.
MISCELLANEOUS	280.	14.	266.
PAYCHEX - PAYROLL SERVICE	1,913.	96.	1,817.
TOTALS	59,011.	2,877.	56,134.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK -(SEE PART IV SCHEDULE)	25,503,918.	25,503,918.
TOTALS	25,503,918.	25,503,918.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BONDS - (SEE PART VI SCHEDULE)	9,729,527.	9,729,527.
TOTALS	9,729,527.	9,729,527.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER EQUITIES, FIXED INCOME, & MUTUAL FUNDS - (SEE PART IV SCHEDULE)	41,249,096.	41,249,096.
TOTALS	41,249,096.	41,249,096.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ART WORKS, AT APPRAISED VALUE AT DATE OF RECEIPT - ON LOAN AT THE YALE UNIVERSITY ART GALLERY AND THE ART INSTITUTE OF CHICAGO	1,560,000.	39,250,000.
ASSETS, LOCATED AT BARKER CIVIC CENTER AT APPRAISED VALUE AT DATE OF RECEIPT	503,000.	2,773,040.
PURCHASED INTEREST	3,525.	3,525.
TOTALS	2,066,525.	42,026,565.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		3,243,918.
	TOTAL	3,243,918.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SARANE H. ROSS 80 GLEN HEAD ROAD GLEN HEAD, NY 11545-1589	PRESIDENT/DIRECTOR 35 HRS/WK	91,520.	35,185.	0.
SUSAN M. DE MAIO 80 GLEN HEAD ROAD GLEN HEAD, NY 11545-1589	ASSOC DIR/ASST SEC 40 HRS/WK	172,373.	37,729.	0.
SEE ATTACHED SCHEDULE	1-3 HRS/WK	0.	0.	0.
	GRAND TOTALS	263,893.	72,914.	0.

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30, 2018

990-PF

Name	Title	Hours per Week	Compensation	Contributions to Employee Benefit Plans	Expense Allowance
Katrina H. Becker	Vice President and Director	1-3	None	None	None
Thomas P. McCormick	Treasurer and Director	1-3	None	None	None
Danielle H. Moore	Secretary and Director	1-3	None	None	None
Diane Curtis	Director	1-3	None	None	None
Alline Matheson	Director	1-3	None	None	None
Sarane R. O'Connor	Director	1-3	None	None	None
Alexander B. Ross	Director	1-3	None	None	None
Stephen B. Ross	Director	1-3	None	None	None
Walter L. Ross III	Director	1-3	None	None	None

Address: c/o The Barker Welfare Foundation

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MALLORY DE MAIO-SORISE 80 GLEN HEAD ROAD GLEN HEAD, NY 11545-1589	PROGRAM OFFICER 40.00	66,375.	800.	0.
	TOTAL COMPENSATION	66,375.	800.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FIDUCIARY MANAGEMENT, INC. 100 EAST WISCONSIN AVENUE, STE 2200 MILWAUKEE, WI 53202	INVESTMENT MGMT	83,257.
CLEARBRIDGE INVESTMENTS, LLC 620 8TH AVENUE, #48 NEW YORK, NY 10018	INVESTMENT MGMT	75,621.
TOTAL COMPENSATION		158,878.

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MS. SARANE H. ROSS, PRESIDENT
THE BARKER WELFARE FOUNDATION
P.O. BOX 2, GLEN HEAD, NY 11545
516-759-5592

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT 17A	NO RELATIONSHIP PC		3,100,601.
		TOTAL CONTRIBUTIONS PAID	3,100,601.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT 18A	NO RELATIONSHIP PC		2,267,500.
		TOTAL CONTRIBUTIONS APPROVED	2,267,500.