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

2009

Department of the Treasury
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II <small>Number and street (or P O box number if mail is not delivered to street address) Room/suite</small> 9900 CORPORATE CAMPUS DRIVE, SUITE 2100 <small>City or town, state, and ZIP code</small> LOUISVILLE, KY 40223	A Employer identification number 61-1361347 B Telephone number 502.327.5662
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H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,320,916.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual Other (specify) _____

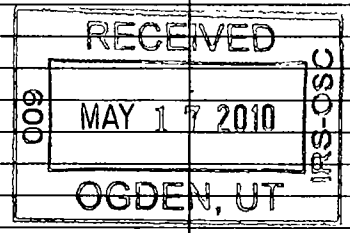
E If private foundation status was terminated under section 507(b)(1)(A), check here

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

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

C If exemption application is pending, check here

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	92,723.	92,723.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<166,550.>			
b Gross sales price for all assets on line 6a 410,959.				
7 Capital gain net income (from Part IV, line 2)		0.		
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				
12 Total Add lines 1 through 11	<73,827.>	92,723.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	2,000.	0.		2,000.
c Other professional fees STMT 3	17,216.	17,216.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	1,665.	0.		4.
24 Total operating and administrative expenses. Add lines 13 through 23	20,881.	17,216.		2,004.
25 Contributions, gifts, grants paid	158,000.			158,000.
26 Total expenses and disbursements. Add lines 24 and 25	178,881.	17,216.		160,004.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<252,708.>			
b Net investment income (if negative, enter -0-)		75,507.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED MAY 19 2010

BARR FOUNDATION, INC.

Form 990-PF (2009)

C/O J. MCFERRAN BARR II

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	366,664.	129,507.	129,507.
	3 Accounts receivable ▶ 22,000.			
	Less: allowance for doubtful accounts ▶		22,000.	22,000.
	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 STMT 6	303,924.	201,841.	216,860.
	b Investments - corporate stock STMT 7	1,752,236.	1,717,583.	2,052,964.
	c Investments - corporate bonds STMT 8	753,272.	857,630.	884,358.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	19,403.	14,662.	15,227.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,195,499.	2,943,223.	3,320,916.	
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			
	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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3,195,499.	2,943,223.		
30 Total net assets or fund balances	3,195,499.	2,943,223.		
31 Total liabilities and net assets/fund balances	3,195,499.	2,943,223.		

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	3,195,499.
2 Enter amount from Part I, line 27a	2	<252,708.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	432.
4 Add lines 1, 2, and 3	4	2,943,223.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,943,223.

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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 STOCK YARDS BANK & TRUST	P	VARIOUS	VARIOUS
b STOCK YARDS BANK & TRUST	P	VARIOUS	VARIOUS
c FREDDIE MAC - LITIGATION SETTLEMENT	P	VARIOUS	08/18/09
d WYETH - LITIGATION SETTLEMENT	P	VARIOUS	11/06/09
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 22,092.		20,695.	1,397.
b 388,700.		556,814.	<168,114.>
c 92.			92.
d 75.			75.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			1,397.
b			<168,114.>
c			92.
d			75.
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	<166,550.>
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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2008	151,954.	3,328,029.	.045659
2007	172,776.	3,371,547.	.051245
2006	150,643.	2,913,783.	.051700
2005	134,834.	2,455,658.	.054907
2004	122,250.	2,525,330.	.048410

2 Total of line 1, column (d)	2	.251921
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050384
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,086,756.
5 Multiply line 4 by line 3	5	155,523.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	755.
7 Add lines 5 and 6	7	156,278.
8 Enter qualifying distributions from Part XII, line 4	8	160,004.

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.

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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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	755.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	755.
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	755.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,640.
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	1,640.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	885.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 760. Refunded <input checked="" type="checkbox"/> 125.	11	125.

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on 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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> KY		
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		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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-15 regarding controlled entities, insurance contracts, public inspection requirements, books in care, and nonexempt trusts.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding disqualifying acts, disaster assistance, undistributed income, and business holdings.

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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

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

(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
MARY LOUISE BARR 16 RIVER HILL ROAD LOUISVILLE KY	DIRECTOR/TREASURER 1.00	0.	0.	0.
J. MCFERRAN BARR II 9900 CORPORATE CAMPUS DR, #2100 LOUISVILLE KY	DIRECTOR/CHAIRMAN 1.00	0.	0.	0.
DR. CHARLES C. BARR 301 E. MUHAMMAD ALI BLVD LOUISVILLE KY	DIRECTOR/SECRETARY 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

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,831,104.
b	Average of monthly cash balances	1b	302,658.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,133,762.
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	3,133,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,006.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,086,756.
6	Minimum investment return. Enter 5% of line 5	6	154,338.

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	154,338.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	755.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	755.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,583.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	153,583.
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	153,583.

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	160,004.
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	160,004.
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	755.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	159,249.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				153,583.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	503.			
b From 2005	15,991.			
c From 2006	7,736.			
d From 2007	5,796.			
e From 2008				
f Total of lines 3a through e	30,026.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	160,004.			
a Applied to 2008, 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 2009 distributable amount				153,583.
e Remaining amount distributed out of corpus	6,421.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,447.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	503.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	35,944.			
10 Analysis of line 9:				
a Excess from 2005	15,991.			
b Excess from 2006	7,736.			
c Excess from 2007	5,796.			
d Excess from 2008				
e Excess from 2009	6,421.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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 the instructions.)

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

SEE STATEMENT 10

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 section containing: Signature of officer or trustee, Date (5/13/10), Title, Preparer's signature, Date (5/12/10), Firm's name (DEMING MALONE LIVESAY & OSTROFF PSC), address (9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187), Phone no. (502) 426-9660, Preparer's identifying number.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
INCOME TAXABLE ANOTHER YEAR COLLECTED IN CURRENT YEAR			432.
TOTAL TO FORM 990-PF, PART III, LINE 3			432.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		201,841.	216,860.
TOTAL U.S. GOVERNMENT OBLIGATIONS			201,841.	216,860.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			201,841.	216,860.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE			1,717,583.	2,052,964.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,717,583.	2,052,964.

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE			857,630.	884,358.
TOTAL TO FORM 990-PF, PART II, LINE 10C			857,630.	884,358.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	14,662.	15,227.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,662.	15,227.

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

NAME OF MANAGER

MARY LOUISE BARR
 J. MCFERRAN BARR II
 DR. CHARLES C. BARR

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. MCFERRAN BARR II
9900 CORPORATE CAMPUS DR, SUITE 2100
LOUISVILLE, KY

TELEPHONE NUMBER

502 326 5662

FORM AND CONTENT OF APPLICATIONS

APPLICANTS WILL BE REQUIRED TO SUBMIT WRITTEN GRANT PROPOSALS SETTING FORTH THE PURPOSE FOR WHICH THE ASSISTANCE IS SOUGHT AND HOW THE APPLICANT WILL USE THEM(WITH BUDGET) AND HOW PROGRAM EVALUATION WILL BE PERFORMED.

ANY SUBMISSION DEADLINES

DECEMBER 1 EACH YEAR FOR PAYMENT OF GRANTS BEFORE YEAR END.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATION DOES NOT LIMIT SUPPORT TO CERTAIN CHARITABLE, EDUCATIONAL, RELIGIOUS, OR SCIENTIFIC GROUPS (OTHER THAN THE UNDERLYING REQUIREMENT THAT THE GROUPS BE QUALIFIED 501(C)(3) EXEMPT ORGANIZATIONS.)

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOY SCOUTS OF AMERICA 824 PHILLIPS LANE LOUISVILLE, KY 40209	NONE SCHOLARSHIPS		30,000.
BUCKLEY WILDLIFE SANCTUARY 1305 GERMANY ROAD FRANKFORT, KY 40601	NONE EDUCATIONAL		2,500.
CREASEY MAHAN NATURE PRESERVE 12501 HARMONY LANDING RD GOSHEN, KY 40026	NONE GREENHOUSE		7,500.
HOME OF THE INNOCENTS 1100 EAST MARKET STREET LOUISVILLE, KY 40206	NONE CHILDRENS SHELTER AND MEDICAL SUPPORT		5,000.
KENTUCKY OPERA 101 SOUTH EIGHTH STREET LOUISVILLE, KY 40202	NONE ARTS		2,500.
LIBERTY HALL HISTORIC SITE 218 WILKINSON STREET FRANKFORT, KY 40601	NONE HISTORIC PRESERVATION		3,000.
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE, KY 40203	NONE EDUCATIONAL		2,500.
LOUISVILLE ORCHESTRA 323 WEST BROADWAY, SUITE 700 LOUISVILLE, KY 40202	NONE ARTS		2,500.

MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE, KY 40220	NONE EDUCATIONAL	5,000.
JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION 502 WOOD ROAD, SUITE 201 LOUISVILLE, KY 40222	NONE EVERYONE READ PROGRAM	1,250.
RIVER FIELDS INC, LOUISVILLE KY 643 WEST MAIN STREET LOUISVILLE, KY 40202	NONE ENVIRONMENTAL PROTECTION	5,000.
THE NATIVITY SCHOOL 5936 RIDGE AVENUE CINCINNATI, OH 45213	NONE EDUCATIONAL	10,000.
THE SPEED MUSEUM 2035 S. 3RD STREET LOUISVILLE, KY 40208	NONE EDUCATIONAL	30,000.
TRINITY HIGH SCHOOL 4011 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE EDUCATIONAL	20,000.
UNITED CRESCENT HILL MINISTRIES 150 S STATE ST LOUISVILLE, KY 40206	NONE SENIOR AND YOUTH PROGRAMS, EMERGENCY ASSISTANCE	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE EDUCATIONAL	5,000.
CAVE HILL HERITAGE FOUNDATION 701 BAXTER AVENUE LOUISVILLE, KY 40204	NONE CEMETERY PRESERVATION	5,000.
NATIONAL CENTER FOR FAMILY LITERACY 325 WEST MAIN STREET, SUITE 300 LOUISVILLE, KY 40202	NONE EDUCATIONAL	1,250.

BARR FOUNDATION, INC. C/O J. MCFERRAN BA

61-1361347

SECOND PRESBYTERIAN CHURCH
3701 OLD BROWNSBORO ROAD
LOUISVILLE, KY 40207

NONE
REDUCE INDEBTEDNESS

15,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

158,000.

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS				
MONEY MARKET FUNDS				
SYB MONEY MARKET FUND	121,521.45	1.00	12.88	0.01
	121,521.45	1.00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL		12.88	0.01
	121,521.45			
TOTAL CASH AND EQUIVALENTS	121,521.45		12.88	0.01
	121,521.45 ⁽¹⁾			

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
COMMON STOCK						
ENERGY						
EXXON MOBIL CORP	XOM	2,490,000	169,793.10 228,697.57	68.19 91.85	4,183.20	2.46
TOTAL ENERGY		SUB-TOTAL	169,793.10 228,697.57		4,183.20	2.46
INDUSTRIALS						
DOVER CORPORATION	DOV	1,200,000	49,932.00 41,778.71	41.61 34.82	1,248.00	2.50
FASTENAL COMPANY	FAST	1,900,000	79,116.00 53,773.26	41.64 28.30	1,406.00	1.78
GENERAL ELECTRIC CO	GE	2,400,000	36,312.00 73,078.00	15.13 30.45	960.00	2.64
LANDSTAR SYSTEMS INC	LSTR	1,300,000	50,401.00 53,073.80	38.77 40.83	234.00	0.46
TOTAL INDUSTRIALS		SUB-TOTAL	215,761.00 221,703.77		3,848.00	1.78
CONSUMER DISCRETIONARY						
H & R BLOCK INC	HRB	3,200,000	72,384.00 58,017.85	22.62 18.13	1,920.00	2.65
INTERNATIONAL SPEEDWAY CORP CLASS A	ISCA	400,000	11,380.00 14,844.00	28.45 37.11	56.00	0.49
MCGRAW HILL COMPANIES INC	MHP	2,000,000	67,020.00 80,997.76	33.51 40.50	1,800.00	2.69
SPEEDWAY MORTORSPTS	TRK	1,800,000	31,716.00 41,452.00	17.62 23.03	648.00	2.04
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	182,500.00 195,311.61		4,424.00	2.42

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER STAPLES						
CVS/CAREMARK CORP	CVS	2,000 000	64,420 00 31,181 00	32 21 15 59	610 00	0 95
KRAFT FOODS INC	KFT	2,200 000	59,796 00 59,019 84	27 18 26 83	2,552 00	4 27
PEPSICO INC	PEP	900 000	54,720 00 44,489 09	60 80 49 43	1,620 00	2 96
PROCTER & GAMBLE CO	PG	1,651.000	100,100.13 912.45	60 63 0 55	2,905 76	2 90
J M SMUCKER COMPANY	SJM	114 000	7,039 50 77 73	61 75 0 68	159 60	2 27
WAL-MART STORES	WMT	1,700 000	90,865 00 84,894 79	53 45 49 94	1,853 00	2 04
WALGREEN CO	WAG	1,400 000	51,408 00 2,671.02	36 72 1 91	770 00	1.50
TOTAL CONSUMER STAPLES		SUB-TOTAL	428,348.63 223,245.92		10,470.36	2.44
FINANCIALS						
BERKSHIRE HATHAWAY INC B	BRK.B	51 000	167,586 00 109,283 06	3,286 00 2,142 81		
TOTAL FINANCIALS		SUB-TOTAL	167,586.00 109,283.06		0.00	0.00
TECHNOLOGY						
CISCO SYSTEMS INC	CSCO	2,100 000	50,274 00 35,376 81	23 94 16 85		
MICROSOFT CORP	MSFT	5,800 000	176,784 00 147,856 12	30 48 25 49	3,016 00	1 71
PAYCHEX INC	PAYX	4,000 000	122,560 00 103,307 41	30 64 25 83	4,960 00	4 05
WESTERN UNION CO	WU	4,600 000	86,710 00 80,945 34	18 85 17 60	276 00	0 32
TOTAL TECHNOLOGY		SUB-TOTAL	436,328.00 367,485.68		8,252.00	1.89
HEALTHCARE						
IDEXX LABORATORIES INC	IDXX	1,700 000	90,865 00 49,985 78	53 45 29 40		
JOHNSON & JOHNSON	JNJ	1,500 000	96,615 00 78,281 00	64 41 52 19	2,940 00	3 04
MEDTRONIC INC	MDT	1,200 000	52,776 00 52,669 16	43 98 43 89	984 00	1 86

ACCOUNT STATEMENT

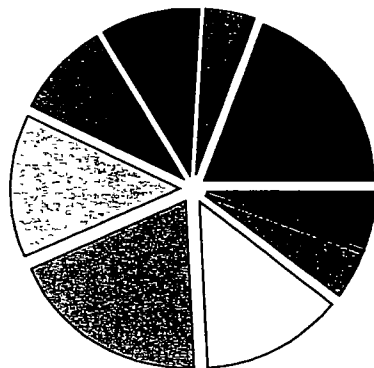
ACCOUNT NUMBER: 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTHCARE						
PFIZER INC	PFE	1,500 000	27,285 00 43,675 00	18 19 29 12	1,080 00	3 96
STRYKER CORP	SYK	1,000 000	50,370 00 37,362 45	50 37 37.36	600 00	1 19
TECHNE CORP	TECH	700 000	47,992 00 35,712 67	68 56 51 02	728 00	1 52
WATERS CORP	WAT	1,400 000	86,744 00 73,241 28	61 96 52.32		
TOTAL HEALTHCARE		SUB-TOTAL	452,647.00 370,927.34		6,332.00	1.40
TOTAL COMMON STOCK		SUB-TOTAL	2,052,963.73 1,716,654.95		37,509.56	1.83
TOTAL EQUITIES			2,052,963.73 1,716,654.95 (2)		37,509.56	1.83

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aaa	216,859 75	19 4%
Aa1	52,201 00	4 7%
Aa2	105,066 00	9 4%
Aa3	103,324 00	9 3%
A1	154,943 50	13 9%
A2	215,232 25	19 3%
A3	152,906 50	13 7%
Baa1	52,984 50	4 7%
Baa3	4,144 08	0 4%
All Others-Combined	58,783 55	5 2%
Total	1,116,445 13	100 0%

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL (CONTINUED)

BOND MATURITY SUMMARY



YEARS TO MATURITY PAR VALUE PERCENT

LESS THAN 5 YEARS	629,000.00	58.9%
5-10 YEARS	439,625.87	41.1%
Total	1,068,625.87	100.0%

AVERAGE TIME TO MATURITY: 4.2 YEARS

CURRENT YIELD: 5.07%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL FARM CREDIT BANK DTD 02/08/2002 5.75% 02/08/2012	Aaa	75,000.00	81,750.00 74,667.00	109.00 99.56	4,312.50	5.28 1.39
FEDERAL HOME LOAN MORTGAGE CORP DTD 09/25/2001 5.5% 09/15/2011	Aaa	50,000.00	53,687.50 51,697.50	107.38 103.40	2,750.00	5.12 1.12
FEDERAL NATIONAL MORTGAGE ASSN DTD 01/12/07 5% 02/13/2017	Aaa	75,000.00	81,422.25 75,476.03	108.56 100.63	3,750.00	4.61 3.62
TOTAL GOVERNMENT BONDS		SUB-TOTAL	216,859.75 201,840.53		10,812.50	4.99
CORPORATE BONDS						
AMERICAN EXPRESS COLLATERAL TYPE SR UNSECURED DD 07/24/2003 4.875% 07/15/2013	A3	50,000.00	52,169.00 49,452.00	104.34 98.90	2,437.50	4.67 3.56
AVON PRODUCTS INC DTD 03/03/2008 5.75% 03/01/2018	A2	50,000.00	53,658.00 52,234.76	107.32 104.47	2,875.00	5.36 4.66
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 5.55% 01/22/2017	A1	50,000.00	50,014.50 49,629.00	100.03 99.26	2,775.00	5.55 5.54
CHEVRON CORP DTD 03/03/2009 3.95% 03/03/2014	Aa1	50,000.00	52,201.00 51,538.50	104.40 103.08	1,975.00	3.78 2.82
DISNEY (WALT) COLLATERAL TYPE SENIOR NOTES DTD 02/28/2002 6.375% 03/01/2012	A2	25,000.00	27,307.75 24,504.75	109.23 98.02	1,593.75	5.84 2.00
FIRST UNION NATIONAL BANK OF NC MEDIUM SUBORDINATE NOTES DTD 8/18/00 7.8% 08/18/2010	Aa3	50,000.00	52,173.50 49,910.00	104.35 99.82	3,900.00	7.48 0.87

ACCOUNT STATEMENT

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ACCOUNT NUMBER · 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
GENERAL ELECTRIC CAPITAL CORP COLLATERAL NOTES DTD 12/6/02 5.45% 01/15/2013	Aa2	50,000 000	53,154 50 51,286 50	106 31 102 57	2,725 00	5 13 3 25
HEWLETT PACKARD COMPANY DTD 03/03/08 4.5% 03/01/2013	A2	25,000 000	26,504 00 24,686 25	106 02 98 75	1,125 00	4 24 2 51
J P MORGAN CHASE & CO DTD 3/9/04 4.875% 03/15/2014	A1	25,000 000	25,970 00 24,809 25	103 88 99 24	1,218 75	4 69 3.87
MERRILL LYNCH COLLATERAL SUBORDINATED NOTES DTD 05/16/2006 6.05% 05/16/2016	A3	50,000 000	50,450 00 49,933 00	100 90 99 87	3,025 00	6 00 5 88
MORGAN STANLEY GLOBAL SENIOR NOTES DTD 3/30/04 4.75% 04/01/2014	A3	50,000 000	50,287 50 48,243 50	100 58 96 49	2,375 00	4.72 4 60
MOTOROLA INC NOTES DTD 11/13/00 7.625% 11/15/2010	Baa3	4,000 000	4,144 08 4,136 80	103 60 103 42	305 00	7 36 3 39
NATIONAL RURAL UTILITIES NATL RURAL UTILS COOP FIN CORP COLLATERAL TRUST BONDS DTD 9/30/03 4.375% 10/01/2010	A1	25,000 000	25,667 00 24,820 00	102 67 99 28	1,093.75	4 26 0 80
PEPSICO INC DTD 05/28/08 5% 06/01/2018	Aa2	50,000 000	51,911 50 49,708 50	103 82 99 42	2,500 00	4 82 4 45
PROCTER & GAMBLE CO DTD 02/06/2009 3.5% 02/15/2015	Aa3	50,000 000	51,150 50 50,000 00	102 30 100 00	1,750.00	3 42 3 01
SBC COMMUNICATIONS COLL TYPE NTS DTD 02/01/2002 5.875% 02/01/2012	A2	50,000 000	54,070 00 50,657 00	108 14 101 31	2,937 50	5 43 1 87
SLM CORP TRM NOTES DTD 4/15/03 5% 04/15/2015	Ba1	50,000 000	43,556 50 49,724 00	87 11 99 45	2,500 00	5 74 8 04
VERIZON PENNSYLVANIA INC DEBENTURES SERIES A DTD 11/13/01 5.65% 11/15/2011	Baa1	50,000 000	52,984 50 50,241 00	105 97 100 48	2,825 00	5 33 2 37
WALGREEN CO DTD 07/17/2008 4.875% 08/01/2013	A2	50,000 000	53,692 50 49,475 00	107 39 98 95	2,437 50	4 54 2 70
WYETH DTD 03/27/2007 5.45% 04/01/2017	A1	50,000 000	53,292 00 52,640 00	106 58 105 28	2,725 00	5 11 4 38
TOTAL CORPORATE BONDS		SUB- TOTAL	884,358.33 857,629.81		45,098.75	5.10
COLLATERALIZED MTGE OBLIGATIONS						
FREDDIE MAC SERIES 2635 4.5% 01/15/2018		14,625 874	15,227 05 14,662 46	104 11 100 25	658 16	4 32 2.28
TOTAL COLLATERALIZED MTGE OBLIGATIONS		SUB- TOTAL	15,227.05 14,662.46		658.16	4.32
TOTAL FIXED INCOME			1,116,445.13 1,074,132.80		56,569.41	5.07

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
TOTAL PRINCIPAL ASSETS			3,290,930.31 2,912,309.20		94,091.85	2.86

ACCOUNT STATEMENT

ACCOUNT NUMBER 1056000038

DECEMBER 01, 2009 TO DECEMBER 31, 2009

ASSET DETAIL - INCOME ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS				
MONEY MARKET FUNDS				
SYB MONEY MARKET FUND	7,985.67	1.00	0.85	0.01
	7,985.67	1.00		
TOTAL MONEY MARKET FUNDS	SUB- 7,985.67		0.85	0.01
	TOTAL 7,985.67			
TOTAL CASH AND EQUIVALENTS	7,985.67		0.85	0.01
	7,985.67 ^①			
TOTAL INCOME ASSETS	7,985.67		0.85	0.01
	7,985.67			

Cost @ 12.31.09 :

Cash $\rightarrow \Sigma \textcircled{1} : 129507.12$
 securities $\rightarrow \Sigma \textcircled{2} \rightarrow 2790787.75$
 928.29

2791716.04

gifted P+G shares (2008)

THE BARR FOUNDATION INC CUSTODIAN 1056000038
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1000. AMERICAN EXPRESS CO	01/11/2008	01/23/2009	15,669.11	39,246.20	-23,577.09
50000. CITIGROUP INC GLOBAL NOTES DTD 2/9/04 3.					
50000. FEDERAL FARM CREDIT BANK DTD	02/02/2004	02/09/2009	50,000.00	49,880.00	120.00
50000. FEDERAL HOME LOAN BANK FEDERAL	07/13/2005	07/17/2009	50,000.00	49,931.00	69.00
HOME LOAN BANK DTD 5/28/02 5.375					
454.47 FREDDIE MAC SERIES 2635 4.5%	06/29/2004	05/15/2009	50,000.00	52,153.00	-2,153.00
480.49 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	03/16/2009	454.47	455.61	-1.14
485.81 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	04/15/2009	480.49	481.69	-1.20
417.23 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	05/15/2009	485.81	487.02	-1.21
433.63 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	06/15/2009	417.23	418.27	-1.04
360.32 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	07/15/2009	433.63	434.71	-1.08
392.01 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	08/17/2009	360.32	361.22	-0.90
359.08 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	09/15/2009	392.01	392.99	-0.98
364.12 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	10/15/2009	359.08	359.98	-0.90
361.97 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	11/16/2009	364.12	365.03	-0.91
1500. GRACO INC	02/20/2008	12/15/2009	361.97	362.88	-0.91
2200. IMS HEALTH INC COM	05/07/2007	01/26/2009	33,325.92	59,690.25	-26,364.33
800. INTERNATIONAL GAME TECHNOLOGY	10/18/2007	10/20/2009	37,386.71	42,151.45	-4,764.74
1200. INTERNATIONAL GAME TECHNOLOGY	08/06/2007	03/25/2009	8,040.99	26,791.97	-18,750.98
1100. MOHAWK INDUSTRIES INC	06/03/2005	07/21/2009	21,471.77	34,594.92	-13,123.15
50000. WAL-MART STORES COLL SENIOR NOTES DTD 08/10/99 6.875% DUE 08/10	11/15/2006	02/24/2009	27,452.43	90,664.57	-63,212.14
700. COVIDIEN LTD	05/08/2006	08/10/2009	50,000.00	52,175.00	-2,175.00
700. TYCO INTL LTD W/I	03/21/2006	01/06/2009	25,864.64	24,861.54	1,003.10
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			388,700.00	556,814.00	-168,114.00
Totals			388,700.00	556,814.00	-168,114.00

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