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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

X Address change

Name change

Name of foundation

A Employer identification number

THE BARRA FOUNDATION, INC.

23-6277885

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

200 W. LANCASTER AVENUE

202

(610) 964-7601

City or town, state, and ZIP code

WAYNE, PA 19087

H Check type of organization. X Section 501(c)(3) exempt private foundation

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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) \$ 84,020,966.

J Accounting method X Cash Accrual

Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(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 (attach schedule)	0			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,054,688	2,167,105		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	392,036			
b	Gross sales price for all assets on line 6a	12,337,961			
7	Capital gain net income (from Part IV, line 2)		1,422,003		
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)	29,360	2,206		ATCH 2
12	Total. Add lines 1 through 11	1,476,084	3,591,314		
13	Compensation of officers, directors, trustees, etc.	99,560	26,640		72,920
14	Other employee salaries and wages	150,679			150,679
15	Pension plans, employee benefits	109,099			109,099
16a	Legal fees (attach schedule) ATCH 3	5,690	0	0	5,690
b	Accounting fees (attach schedule) ATCH 4	22,425	0	0	22,425
c	Other professional fees (attach schedule) *	219,521	78,486		141,035
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	56,510	26,080		16,297
19	Depreciation (attach schedule) and depletion		178		
20	Occupancy				
21	Travel, conferences, and meetings	3,001			3,001
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	135,852	247,845		128,532
24	Total operating and administrative expenses. Add lines 13 through 23	802,337	379,229	0	649,678
25	Contributions, gifts, grants paid	3,001,189			3,001,189
26	Total expenses and disbursements. Add lines 24 and 25	3,803,526	379,229	0	3,650,867
27	Subtract line 26 from line 12	-2,327,442			
a	Excess of revenue over expenses and disbursements		3,212,085		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA ** ATCH 6

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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)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		38,887.	29,504.	29,504.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	ATCH 8	72,230,770.	70,370,793.	83,987,111.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)	ATCH 9	364,672.	5,351.	4,351.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		72,634,329.	70,405,648.	84,020,966.	
Liabilities	17	Accounts payable and accrued expenses		0.	0.	
	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)	ATCH 10	21,804.	120,565.	
	23	Total liabilities (add lines 17 through 22)		21,804.	120,565.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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 and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds		72,612,525.	70,285,083.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances (see page 17 of the instructions)		72,612,525.	70,285,083.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		72,634,329.	70,405,648.	

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	72,612,525.
2	Enter amount from Part I, line 27a	2	-2,327,442.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	70,285,083.
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	70,285,083.

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 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) 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	(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	1,422,003.	
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 pages 13 and 17 of the 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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	3,078,019.	70,423,310.	0.043707
2008	3,640,612.	71,111,662.	0.051196
2007	3,272,564.	71,581,013.	0.045718
2006	2,460,338.	60,355,340.	0.040764
2005	2,664,977.	55,083,116.	0.048381
2 Total of line 1, column (d)			2 0.229766
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.045953
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 76,975,196.
5 Multiply line 4 by line 3			5 3,537,241.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 32,121.
7 Add lines 5 and 6			7 3,569,362.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 3,650,867.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	32,121.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	32,121.
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	32,121.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 20,000.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	50,000.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	211.
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	17,668.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 17,668. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 page 19 of the instructions) ☒ DE, PA, _____		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WILLIAM HARRAL III Telephone no 610-964-7601 Located at 200 W LANCASTER AVENUE, SUITE 202 WAYNE, PA ZIP + 4 19087			
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No

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		
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
1c	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions)	2b	X
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 2010 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 2010)	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 2010?	4b	X

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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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☒ **5b** ☐ ☐ ☒ X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** ☐ ☐ ☒ X

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 page 22 of the 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
ATTACHMENT 11		99,560.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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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 page 23 of the instructions). 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		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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	76,772,042.
b	Average of monthly cash balances	1b	1,375,365.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	78,147,407.
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	0.
3	Subtract line 2 from line 1d	3	78,147,407.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,172,211.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,975,196.
6	Minimum investment return. Enter 5% of line 5	6	3,848,760.

Part XI Distributable Amount (see page 25 of the 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	3,848,760.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	32,121.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,816,639.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,816,639.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,816,639.

Part XII Qualifying Distributions (see page 25 of the 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	3,650,867.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,650,867.
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 page 26 of the instructions)	5	32,121.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,618,746.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,816,639.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 84,812.				
d From 2008 127,449.				
e From 2009				
f Total of lines 3a through e	212,261.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 3,650,867.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				3,650,867.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a).)	165,772.			165,772.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	46,489.			
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 page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	46,489.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 46,489.				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of 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))

ROBERT L. MCNEIL JR

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.

N/A

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 page 28 of the 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.

N/A

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

ATTACHMENT 12

c Any submission deadlines

NO FORMAL SUBMISSION DEADLINES

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

ATTACHMENT 13

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> ATTACHMENT 14				
Total			▶ 3a	3,001,189.
<i>b Approved for future payment</i> SEE ATTACHED SCHEDULE				532,429.
Total			▶ 3b	532,429.

Form 990-PF (2010)

Part XVII

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-------|-----|----|
| 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 | | | |

[illegible]

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

- b If "Yes," complete the following schedule**

[illegible]

**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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date

PTIN

Michael S Jackson

[Signature]

11/11/11

Check ☐ if self-employed

P00236684

Firm's name ▶ GRANT THORNTON LLP

Firm's EIN ▶ 36-6055558

Firm's address ► 2001 MARKET STREET, SUITE 3100
PHILADELPHIA, PA

19103

Phone no 215-561-4200

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)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,192,502.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					98,508.	
7,133,677.		WILMINGTON TRUST - STCG (SEE ATTACHED) 7,016,338.					VAR 117,339.	VAR
5,204,284.		WILMINGTON TRUST - LTCG (SEE ATTACHED) 5,190,630.					VAR 13,654.	VAR
TOTAL GAIN (LOSS)							<u>1,422,003.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WILMINGTON TRUST-DIVIDENDS 011113-000	1,054,688.	2,167,105.
TOTAL	<u>1,054,688.</u>	<u>2,167,105.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LUBERT ADLER CAPITAL R/E FUND V		-101,705.
STOCKSPUS, LIMITED PARTNERSHIP		42,680.
LUBERT ADLER CAPITAL R/E FUND IV		-21,066.
COLCHESTER		-37,193.
SANKATY SENIOR LOAN FUND		42,283.
MONDRIAN OTHER INCOME		1,800.
W.W. NORTON & COMPANY	8,401.	
OTHER INCOME	534.	
TAX REFUND	20,425.	
TIFF PRIVATE EQUITY		-5,206.
SIGULER GUFF		80,613.
TOTALS	<u>29,360.</u>	<u>2,206.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES :
MAND MARBLESTONE - LEGAL SERV	2,625.			2,625.
DRINKER BIDDLE - LEGAL SERV	3,065.			3,065.
TOTALS	<u>5,690.</u>	<u>0.</u>	<u>0.</u>	<u>5,690.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES :</u>
LECG - ACCOUNTING FEES	22,425.			22,425.
TOTALS	<u>22,425.</u>	<u>0.</u>	<u>0.</u>	<u>22,425.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES :</u>
COLONIAL CONSULTANTS - INVESTM	65,663.	65,663.	
RESEARCH & CONSULTING	141,035.	0.	141,035.
SERVICE CHARGE	700.	700.	
WILMINGTON TRUST CUSTODIAL FEE	12,123.	12,123.	
TOTALS	<u>219,521.</u>	<u>78,486.</u>	<u>141,035.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES :</u>
EXCISE TAXES	38,500.	24,367.	
FOREIGN TAX		1,713.	16,297.
PAYROLL TAXES	18,010.		
TOTALS	<u>56,510.</u>	<u>26,080.</u>	<u>16,297.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES :
DUES	6,995.		6,995.
SUPPLIES, MISC EXP	4,787.		4,787.
INSURANCE	4,127.		4,127.
UTILITIES- TELE & OTHER	6,853.		6,853.
PARTNERSHIPS -EXPENSES RELATED TO INVESTMENT/PORTFOLIO INC.		247,332.	
OFFICE RENT	4,964.		4,964.
IT CONSULTING AND RELATED COST	46,911.		46,911.
GIFTS	7,883.		7,883.
RECRUITMENT EXPENSES	3,145.		3,145.
OFFICE EQUIPMENT	20,264.	351.	17,224.
OFFICE FURNITURE	27,450.		23,332.
MOVING EXPENSE	770.		770.
PAYROLL FEES	1,703.	162.	1,541.
TOTALS	<u>135,852.</u>	<u>247,845.</u>	<u>128,532.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WILMINGTON TRUST COMPANY - BOOK VALUE @ COST	70,370,793.	83,987,111.
TOTALS	<u>70,370,793.</u>	<u>83,987,111.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DOCUMENTS & RESEARCH PAPERS	2,000.	2,000.
ANTIQUE PISTOL COLLECTION	3,351.	2,351.
ANTIQUE FURNISHINGS	0.	0.
INVESTMENT RECEIVABLE	0.	0.
TOTALS	<u>5,351.</u>	<u>4,351.</u>

THE BARRA FOUNDATION, INC.

23-6277885

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
INVESTMENT PURCHASE PAYABLE	120,565.
TOTALS	<u>120,565.</u>

THE BARRA FOUNDATION, INC.

23-6277885

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT L. MCNEIL, JR 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00	0.	0.	0.
WILLIAM HARRAL III 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	PRES, DIR, TRES. 25.00	92,560.	0.	0.
ROBERT P HAUPTFUHRER 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 2.00	7,000.	0.	0.
SEYMOUR S PRESTON III 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	CHM, DIR 5.00	0.	0.	0.
HARRY E. CERINO 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 2.00	0.	0.	0.
ROBERT L. MCNEIL III 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 2.00	0.	0.	0.

THE BARRA FOUNDATION, INC.

23-6277885

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
COLLIN F. MCNEIL 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00	0.	0.	0.
JOANNA M. LEWIS 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00	0.	0.	0.
VICTORIA M. LE VINE 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00			
LOWELL S. THOMAS, JR 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	SECRETARY, DIRECTOR 3.00	0.	0.	0.
HERMAN R. HUTCHINSON 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00	0.	0.	0.
A. LOUIS DENTON 200 W LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	VP, DIRECTOR 3.00	0.	0.	0.
GRAND TOTALS		99,560.	0.	0.

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

ALL LETTERS OF INQUIRY MUST BE SUBMITTED THROUGH AN ONLINE SYSTEM AT WWW.BARRAFOUNDATION.ORG. THE LOI MUST INCLUDE INFORMATION ABOUT THE SCOPE OF THE REQUEST, SUCH AS BUDGET, TIMEFRAME, TARGETED AUDIENCE, ETC.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MOST GRANTS ARE RESTRICTED TO THE GREATER PHILADELPHIA COMMUNITY. PRIMARY FIELDS OF INTEREST ARE: 1)HUMAN SERVICES 2)ARTS & CULTURE 3)HEALTH AND EDUCATION. IN GENERAL, THE FOUNDATION DOES NOT PROVIDE SUPPORT FOR ONGOING OPERATING EXPENSES, BUDGET DEFICITS, ENDOWMENT OR CAPITAL CAMPAIGNS (INCLUDING CONSTRUCTION, EQUIPMENT, RENOVATION OR REPAIRS), PUBLICATIONS, EXHIBITIONS OR CATALOGUES, INTERNATIONAL PROGRAMS AND INSTITUTIONS, OR INDIVIDUAL SCHOLARSHIPS OR FELLOWSHIPS.

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

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED SCHEDULE

2,947,997.

CHRIST CHURCH
20 N. AMERICAN STREET
PHILADELPHIA, PA 19106

DONATION OF PAINTING

2,283.

MT. VERNON LADIES' ASSOCIATION
PO BOX 110
MOUNT VERNON, VA 22121

DONATION OF DESK

10,750.

THE AMERICAN REVOLUTION CENTER
111 S. INDEPENDENCE MALL EAST
SUITE 835
PHILADELPHIA, PA 19106

DONATION OF VON STEUBEN OATH OF OFFICE

10,000.

THE AMERICAN REVOLUTION CENTER
111 S. INDEPENDENCE MALL EAST
SUITE 835
PHILADELPHIA, PA 19106

DONATION OF PISTOL COLLECTION

30,159.

TOTAL CONTRIBUTIONS PAID

3,001,189.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

THE BARRA FOUNDATION, INC.

Employer identification number

23-6277885

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	117,339.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	117,339.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	13,654.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	1,192,502.
9 Capital gain distributions	9	98,508.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,304,664.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		117,339.
14 Net long-term gain or (loss):			
a Total for year	14a		1,304,664.
b Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		1,422,003.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or		
b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box			
☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
☐ Yes. Skip lines 27 thru 30; go to line 31			
☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)		30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2010

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2010

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE BARRA FOUNDATION, INC.

Employer identification number

23-6277885

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	117,339.
---	----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	13,654.
---	---------

Depreciation and Amortization
(Including Information on Listed Property)**2010**Attachment
Sequence No **67**

Name(s) shown on return

THE BARRA FOUNDATION, INC.

Identifying number

23-6277885

Business or activity to which this form relates

GENERAL DEPRECIATION**Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V***Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	178.

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	178.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?				Yes	X	No	24b If "Yes," is the evidence written?				Yes	X	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost					
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25					
26 Property used more than 50% in a qualified business use													
		%											
		%											
		%											
27 Property used 50% or less in a qualified business use													
		%				S/L -							
		%				S/L -							
		%				S/L -							
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28					
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29					

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
43 Amortization of costs that began before your 2010 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

THE BARRA FOUNDATION, INC.

Financial Statements,
Independent Auditors' Report and
Supplemental Schedules

December 31, 2010 and 2009

THE BARRA FOUNDATION, INC.

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December 31, 2010 and 2009

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LECG PARTNERS

Independent Auditors' Report

To the Board of Directors of
The Barra Foundation, Inc.

We have audited the accompanying statements of assets, liabilities and fund balance – modified cash basis of The Barra Foundation, Inc. ("Foundation") as of December 31, 2010 and 2009 and the related statements of support, revenues and expenses and changes in fund balance – modified cash basis for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 1, the Foundation's policy is to prepare its financial statements using the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly in all material respects, the assets, liabilities and fund balance – modified cash basis of The Barra Foundation, Inc. as of December 31, 2010 and 2009 and its support, revenues and expenses and changes in fund balance – modified cash basis for the years then ended on the basis of accounting described in Note 1.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedules of operating expenses for the years ended December 31, 2010 and 2009 are presented for the purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

LECG Partners, LLP

February 28, 2011 -

LECG Partners, LLP
80 Lancaster Avenue, Devon, PA 19333
main 610.254 0700 fax 610.293.0405 www.lecgpartners.com

LECG Partners, LLP and LECG, LLC have an alternative practice structure. The companies are separate and legal entities

THE BARRA FOUNDATION, INC.

**Statements of Assets, Liabilities and Fund Balance – Modified Cash Basis
December 31, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
ASSETS		
Cash	\$ 29,504	\$ 38,887
Investments, at cost	70,370,793	72,230,770
Investment receivable	-	305,000
Other assets	<u>4,351</u>	<u>59,672</u>
Total assets	<u><u>\$70,404,648</u></u>	<u><u>\$72,634,329</u></u>
LIABILITIES		
Investment purchase payable	<u>\$ 120,565</u>	<u>\$ 21,804</u>
FUND BALANCE		
Fund balance, unrestricted	<u>70,284,083</u>	<u>72,612,525</u>
Total liabilities and fund balance	<u><u>\$70,404,648</u></u>	<u><u>\$72,634,329</u></u>

The accompanying notes are an integral part of these financial statements.

THE BARRA FOUNDATION, INC.

Statements of Support, Revenues and Expenses and Changes in Fund Balance – Modified Cash Basis
For the years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Support and revenues:		
Investment income:		
Dividends and interest, net of custodial fees of		
• \$12,123 and \$14,305 in 2010 and 2009, respectively	\$ 1,042,565	\$ 1,048,596
Net realized gain on sales of investments	<u>393,165</u>	<u>-</u>
Investment income	<u>1,435,730</u>	<u>1,048,596</u>
Other income:		
Publication reimbursements	8,401	8,057
Other	<u>29,287</u>	<u>8,898</u>
Other income	<u>37,688</u>	<u>16,955</u>
Total support and revenues	<u>1,473,418</u>	<u>1,065,551</u>
Expenses and losses:		
Operating expenses	790,214	478,166
Contributions, gifts and grants	3,011,646	2,709,822
Net realized loss on sales of investments	<u>-</u>	<u>1,384,307</u>
Total expenses and losses	<u>3,801,860</u>	<u>4,572,295</u>
Change in fund balance	(2,328,442)	(3,506,744)
Fund balance at beginning of year	<u>72,612,525</u>	<u>76,119,269</u>
Fund balance at end of year	<u><u>\$ 70,284,083</u></u>	<u><u>\$ 72,612,525</u></u>

The accompanying notes are an integral part of these financial statements.

THE BARRA FOUNDATION, INC.

Notes to Financial Statements

December 31, 2010 and 2009

1. Nature of Activities and Summary of Significant Accounting Policies:

This summary of significant accounting policies of The Barra Foundation, Inc. ("Foundation") is presented to assist in the understanding of the Foundation's financial statements. The financial statements and notes are representations of the Foundation's management who is responsible for their integrity and objectivity.

Nature of Activities:

The Foundation is operated exclusively for charitable, scientific, literary and educational purposes. The Foundation promotes the advancement and diffusement of knowledge and its effective application to human interest by making grants, loans, donations, gifts, contributions and other expenditures as are appropriate to carry out the programs of the Foundation in the areas of particular interest: education, human services, health, and arts and culture.

Basis of Accounting:

The Foundation's policy is to prepare its financial statements on a modified cash basis. Under this basis, support and revenues are recognized when received rather than when earned, and expenses are generally recognized when paid rather than when incurred. Consequently, accounts receivable, trade accounts payable, accrued expenses and changes in the fair value of investments are not included in the financial statements. The Foundation's modifications to the cash basis include recognizing the purchase and donations of investments and works of art as assets. Contributions of works of art by the Foundation are recognized as an expense in the period contributed. Accordingly, the accompanying financial statements are not intended to present the financial position and results of operations in conformity with accounting principles generally accepted in the United States of America.

Investments:

Investments are stated at cost. Cost is determined using the fair market value at the date purchased or received from the donor. Realized gains and losses from the sale of investments are recognized as of the trade date when the respective investments are sold.

Other Assets:

Included in other assets are works of art, historical documents and other collectibles that have been recorded at cost at the date of purchase.

Income Taxes:

The Foundation is organized as a private foundation under Section 501(c)(3) of the Internal Revenue Code ("IRC"). As a private foundation, the Foundation is subject to a Federal excise tax of up to 2% on investment income, net of investment expenses, and on net realized gains on sales and redemptions of securities, as defined in the IRC.

However, the Foundation pays a reduced federal excise tax rate of 1% in those years when its qualifying distributions exceed its assets for the year multiplied by the average percentage payout of the applicable base period plus 1% of net investment income. The Foundation has not applied for status as a private operating foundation pursuant to Section 4940(e) of the IRC.

THE BARRA FOUNDATION, INC.
Notes to Financial Statements, continued
December 31, 2010 and 2009

1. Nature of Activities and Summary of Significant Accounting Policies, continued:

Income Taxes, continued:

The Foundation receives a qualifying distribution expense on IRS Form 990 PF for the original cost basis of certain exempt-purpose assets acquired. If these exempt-purpose assets are subsequently donated to another exempt organization, the Foundation receives an additional qualifying distribution which is limited to the excess of the asset's fair value at the date of donation over the original cost basis of the asset. If these exempt-purpose assets are subsequently sold, then the Foundation's required distributable amounts are increased by the original cost basis of the asset sold.

Credit Risk:

Total cash balances are insured by the FDIC up to \$250,000 per bank. At times, the Foundation's cash balances may exceed the FDIC insured limits.

2. Investments:

Investments consisted of the following:

	December 31, 2010	
	Cost	Fair value
Cash and money market funds	\$ 1,708	\$ 1,708
Mutual equity funds	22,865,562	28,549,140
Mutual bond funds	10,127,322	11,513,318
Pooled fund accounts (a)	11,434,433	16,244,285
Limited partnerships (b)	25,941,768	27,678,660
	<u>\$ 70,370,793</u>	<u>\$ 83,987,111</u>
	December 31, 2009	
	Cost	Fair value
Cash and money market funds	\$ 9,982,796	\$ 9,982,796
Mutual equity funds	22,464,341	22,893,052
Mutual bond funds	10,541,961	11,844,311
Pooled fund account (a)	3,015,324	6,199,230
Limited partnerships (b)	26,226,348	25,593,004
	<u>\$ 72,230,770</u>	<u>\$ 76,512,393</u>

- (a) The pooled fund accounts invest in publicly traded securities.
(b) The limited partnership investments consist of six partnerships that invest in publicly traded securities and two partnerships that invest in real estate.

THE BARRA FOUNDATION, INC.
Notes to Financial Statements, continued
December 31, 2010 and 2009

2. Investments, continued:

The Foundation committed to invest \$1,500,000 in a real estate limited partnership. During 2010, the Foundation invested \$390,000, which fulfilled its investment commitment.

The Foundation committed to invest \$2,500,000 in a limited partnership. The Foundation invested \$300,000 in 2010 and \$1,550,000 through 2009.

3. Contributions:

In 2010, contributions, gifts, and grants include the contribution of historical assets with a cost basis and approximate fair value of \$55,321. There were no contributions of historical assets in 2009.

4. Excise Taxes:

During 2010 and 2009, the Foundation made estimated payments of excise taxes totaling \$10,500 and \$17,610, respectively. Additionally, in 2010, the Foundation made a payment of \$28,000 related to the 2009 tax return.

5. Employee Retirement Plan:

In 2004, the Foundation established a defined benefit plan for its employees and has fulfilled its commitment to fund \$300,000 to the plan. In 2009, the defined benefit plan was terminated. In conjunction with the termination of the Plan, \$104,978 and \$19,603 was required to be contributed by the Foundation in 2010 and 2009, respectively.

In 2010, the Foundation established a defined contribution plan for its employees and made contributions of approximately \$4,000.

6. Lease Commitments:

The Foundation leases its office facility under an operating lease. The Foundation is obligated to pay annual minimum rental payments for its office facility for seven years and has the option to continue the lease for up to eight additional years. The following is a schedule of future minimum rental payments under the operating lease:

For the year ending December 31,

2011	\$ 27,566
2012	28,058
2013	28,551
2014	29,043
2015	29,535
Thereafter	<u>60,547</u>
	<u>\$ 203,300</u>

THE BARRA FOUNDATION, INC.
Notes to Financial Statements, continued
December 31, 2010 and 2009

7. Commitments and Contingencies:

The Foundation has committed to fund grants approximating \$532,000 to various organizations in the future.

8. Subsequent Events:

The Foundation has evaluated events and transactions subsequent to the balance sheet date through the time that these financial statements were available to be issued on February 28, 2011. Based on this evaluation, the Foundation is not aware of any events or transactions that occurred subsequent to the balance sheet date but prior to February 28, 2011 that would require recognition or disclosure in its financial statements.

SUPPLEMENTAL SCHEDULES

THE BARRA FOUNDATION, INC.
Schedules of Operating Expenses
For the years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Personnel costs	\$ 262,952	\$ 163,290
Research and consulting	141,035	151,093
Retirement plans	109,099	19,603
Investment fees	65,663	62,356
Moving expenses and equipment	48,484	-
IT consulting and related costs	46,911	-
Excise taxes	38,500	17,610
Professional fees	31,260	33,823
Gifts	7,883	-
Director fees	7,000	7,000
Dues	6,995	6,995
Telephone	5,176	2,943
Office rent	4,964	-
Office supplies	4,787	3,909
Insurance	4,127	3,513
Conference, travel and meetings	3,001	3,988
Utilities	1,677	1,406
Other fees and expenses	<u>700</u>	<u>637</u>
	<u><u>\$ 790,214</u></u>	<u><u>\$ 478,166</u></u>

THE BARRA FOUNDATION

23-6277885

990-PF 2010
Part XV, 3b**Grants approved for future payment**

<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Amount</u>
11th Street Family Health Services	Phila , PA	\$52,392
Episcopal Community Services	Phila., PA	\$25,000
Historic Germantown Preserved	Phila., PA	\$90,000
Philadelphia Zoo	Phila., PA	\$75,000
Puentes de Salud	Phila., PA	\$95,000
Starfinder Foundation	Phila., PA	\$108,987
Supportive Older Women's Network	Phila., PA	\$40,000
Tyler School of Art	Phila., PA	\$46,050
Total:		\$532,429

Grants & contributions paid during year

<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Relation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Abington Art Center	Abington, PA	N/A	Public	General	2,500
Abraham Lincoln Fndn- Union League of Phila	Phila , PA	N/A	Public	Heritage Center	75,000
Academy of Community Music	Fort Washington, PA	N/A	Public	General	2,500
Academy of Music	Phila , PA	N/A	Public	General	15,000
Academy of Natural Sciences	Phila , PA	N/A	Public	General	17,000
Academy of Natural Sciences	Phila , PA	N/A	Public	Head Start in Science	46,497
Academy of Natural Sciences	Phila , PA	N/A	Public	Planning Grant	33,500
Academy of Vocal Arts	Phila , PA	N/A	Public	General	2,500
Academy of Vocal Arts/Opera Co of Phila	Phila , PA	N/A	Public	Planning Grant	39,730
ACPPA Artists Cooperative	Normstown, PA	N/A	Public	General	2,000
Acting Without Boundaries	Bryn Mawr, PA	N/A	Public	General	2,500
Adoption Center of DE Valley	Phila , PA	N/A	Public	General	3,000
After School Activities Partners	Phila , PA	N/A	Public	General	2,500
Allegheny College	Meadville, PA	N/A	Public	Fahrner Fund	25,000
Alpha Pregnancy Services	Phila , PA	N/A	Public	General	2,500
Alzheimer's Association	Phila , PA	N/A	Public	General	2,500
Ambler Area YMCA	Ambler, PA	N/A	Public	General	2,000
American Diabetes Assoc	Phila , PA	N/A	Public	General	2,500
American Philosophical Society	Phila , PA	N/A	Public	General	5,000
American Red Cross	Phila , PA	N/A	Public	Red Cross House	15,000
American Red Cross	Phila , PA	N/A	Public	Haiti	25,000
American Red Cross	Phila , PA	N/A	Public	General	7,500
American Revolution Center	Washington, DC	N/A	Public	Planning Grant	80,000
American Theater Arts for Youth	Phila PA	N/A	Public	General	5,000
Angel Flight	Blue Bell, PA	N/A	Public	General	2,000
Anti-Violence Partnership	Phila , PA	N/A	Public	General	2,000
The Arc of Chester County	West Chester, PA	N/A	Public	General	2,000
Arden Theatre Company	Phila PA	N/A	Public	General	2,500
Art-Reach	Phila , PA	N/A	Public	General	2,500
Arts & Business Council of Phila	Phila , PA	N/A	Public	General	2,000
Arts & Spirituality Center	Phila , PA	N/A	Public	Planning Grant	25,000
Associated Services for Blind	Phila , PA	N/A	Public	General	2,500
Astral Artistic Services	Phila , PA	N/A	Public	General	3,500
Athenaeum of Philadelphia	Phila , PA	N/A	Public	General	7,500
Atwater Kent Museum	Phila , PA	N/A	Public	General	7,500
Augustinian Defenders of Rights of the Poor	Phila , PA	N/A	Public	General	2,000
Baker Industnes	Paoli, PA	N/A	Public	General	7,500
John Bartram Association	Phila , PA	N/A	Public	General	3,000
BC Yes	King of Prussia, PA	N/A	Public	General	2,000
BEBASHI	Phila , PA	N/A	Public	General	2,000
Benchmark School	Media, PA	N/A	Public	General	2,500
Bethesda Project	Phila , PA	N/A	Public	General	10,000
Boys & Girls Clubs of Martin County	Stuart, FL	N/A	Public	General	2,500
Boys & Girls Clubs of Philadelphia	Phila , PA	N/A	Public	General	2,500
Brandywine Conservancy	Chadds Ford, PA	N/A	Public	General	3,000
Brandywine Workshop	Phila , PA	N/A	Public	General	2,000
Breakthrough of Greater Phila	Phila , PA	N/A	Public	General	2,000
Breastfeeding Resource Center	Glenside, PA	N/A	Public	General	2,000
Bridge of Hope National	Phila , PA	N/A	Public	General	2,000
Bristol Riverside Theatre	Bristol, PA	N/A	Public	General	2,000
Bryn Mawr Hospital	Bryn Mawr, PA	N/A	Public	General	2,000
Bryn Mawr Rehab Hospital Foundation	Paoli, PA	N/A	Public	General	2,000
CADE (Corp Alliance for Drug Education)	Bala Cynwyd, PA	N/A	Public	General	2,000

Calcutta House	Phila , PA	N/A	Public	General	3,000
Camp Dreamcatcher	Kennett Square, PA	N/A	Public	General	2,500
Canine Partners for Life	Cochranville, PA	N/A	Public	General	2,500
Career Wardrobe	Phila , PA	N/A	Public	General	3,000
CARIE	Phila , PA	N/A	Public	General	3,000
Carson Valley Children's Aid	Flourtown, PA	N/A	Public	General	2,500
CASA/Youth Advocates	Phila, PA	N/A	Public	General	2,000
Center for Emerging Visual Artists	Phila , PA	N/A	Public	General	2,500
Center for Literacy	Phila, PA	N/A	Public	General	2,000
Center in the Park	Phila , PA	N/A	Public	General	5,000
Center School	Abington, PA	N/A	Public	General	2,000
Chamber Orchestra of Phila	Phila , PA	N/A	Public	General	5,000
Chester County Futures	West Chester, PA	N/A	Public	College Access Evaluation	28,000
Chester County Historical Soc	West Chester, PA	N/A	Public	General	2,000
Chestnut Hill Center for Enrichment	Phila , PA	N/A	Public	General	2,000
Chestnut Hill Community Fund	Phila , PA	N/A	Public	General	2,500
Chestnut Hill Historical Soc	Phila , PA	N/A	Public	General	2,000
Child Abuse Prevention Effort (CAPE)	Phila , PA	N/A	Public	General	2,000
Chestnut Hill Meals on Wheels	Phila , PA	N/A	Public	General	2,000
Children's Hospital Foundation	Phila , PA	N/A	Public	General	3,500
Children's Crisis Treatment Center	Phila , PA	N/A	Public	General	2,500
Children's Literacy Initiative	Phila , PA	N/A	Public	General	5,000
Children's Scholarship Fund	Phila , PA	N/A	Public	General	2,500
Children's Village	Phila , PA	N/A	Public	General	2,000
Childspace Cooperative Development	Phila , PA	N/A	Public	General	2,000
CHOICE	Phila , PA	N/A	Public	General	2,500
Clay Studio	Phila , PA	N/A	Public	General	3,000
The Clinic	Phoenixville, PA	N/A	Public	General	2,500
Cliveden of the National Trust	Phila , PA	N/A	Public	General	2,000
College of Physicians	Phila , PA	N/A	Public	General	2,000
College Settlement Camps	Horsham, PA	N/A	Public	General	3,000
Communities in Schools	Phila , PA	N/A	Public	General	2,000
Community Action Agency, DE County	Media, PA	N/A	Public	General	2,000
Community Education Center	Phila , PA	N/A	Public	General	2,500
Community Interactions	Swarthmore, PA	N/A	Public	General	2,000
Community Learning Center	Phila , PA	N/A	Public	General	2,500
Community Outreach Partnership	Phila , PA	N/A	Public	General	2,000
Community Partnership School	Phila , PA	N/A	Public	General	51,500
Community Partnership School	Phila, PA	N/A	Public	McNeil Tribute	250,000
Community Volunteers in Medicine	West Chester, PA	N/A	Public	General	3,000
Community Women's Education Project	Phila , PA	N/A	Public	General	2,000
Conservation Center for Art & Historic Artifacts	Phila , PA	N/A	Public	General	5,000
Contact Greater Phila	Richboro, PA	N/A	Public	General	2,000
Council of Foundations	Washington, DC	N/A	Public	General	8,060
Cradles to Crayons	Horsham, PA	N/A	Public	General	4,000
Crime Victims Center of Chester County	West Chester, PA	N/A	Public	General	2,000
Cuno Theatre Company	Phila, PA	N/A	Public	General	2,000
Curtis Institute of Music	Phila , PA	N/A	Public	General	2,500
Dance Phila - USA	Phila , PA	N/A	Public	General	2,000
Dance Phila - USA	Phila , PA	N/A	Public	Public Spaces	55,000
Darlington Arts Center	Garnet Valley, PA	N/A	Public	General	2,000
Delaware Valley Science Fairs	Phila , PA	N/A	Public	General	2,000
Dignity Housing	Phila , PA	N/A	Public	General	2,000
Diversified Community Services	Phila , PA	N/A	Public	General	2,000
The Doe Fund	Phila, PA	N/A	Public	Ready, Willing & Able	2,000
Domestic Abuse Project	Media, PA	N/A	Public	General	3,500
Dream Camp Foundation	Haverford, PA	N/A	Public	General	2,000
Drexel University	Phila, PA	N/A	Public	Families with Cancer	103,140
Dunbar Child Care Center	Hobe Sound, FL	N/A	Public	General	2,500

Easter Seal Society	Conshohocken, PA	N/A	Public	General	2,000
Eastern State Penitentiary-Historic Trust	Phila, PA	N/A	Public	General	2,000
Ebenezer Maxwell Historic Mansion	Phila, PA	N/A	Public	General	2,000
Economy League of Greater Phila	Phila, PA	N/A	Public	General	2,000
Educating Communities for Parenting	Phila, PA	N/A	Public	General	2,000
1812 Productions	Phila, PA	N/A	Public	General	2,000
11th Street Family Health Services	Phila, PA	N/A	Public	Integrative/Cognitive Therapies	51,414
Enchantment Theatre	Glenside, PA	N/A	Public	General	2,500
Encore Series, Inc	Phila, PA	N/A	Public	Philly Pops	2,500
Enterprise Center CDC	Phila, PA	N/A	Public	General	2,000
Episcopal Academy	Newtown Square PA	N/A	Public	General	11,500
Episcopal Community Services	Phila, PA	N/A	Public	General	6,000
Episcopal Community Services	Phila, PA	N/A	Public	At Risk Youth	25,000
Esperanza Health Center	Phila, PA	N/A	Public	General	2,000
Fabric Workshop	Phila, PA	N/A	Public	General	2,500
Fairmount Park Art Association	Phila, PA	N/A	Public	General	2,000
Federation of Neighborhoods	Phila, PA	N/A	Public	General	1,250
First Person Arts	Phila, PA	N/A	Public	General	2,000
Fleisher Art Memorial	Phila, PA	N/A	Public	General	3,000
Foundation Center	New York, NY	N/A	Public	General	2,000
Foundation for Self-Taught Artists	Phila, PA	N/A	Public	General	2,000
Foundation of St Andrew's Soc of Phila	Phila, PA	N/A	Public	General	3,500
Franklin Institute	Phila, PA	N/A	Public	General	7,500
Free Library of Phila Foundation	Phila, PA	N/A	Public	General	5,000
Friends Assoc Care & Protect Children	West Chester, PA	N/A	Public	General	2,000
Friends of Chestnut Hill Library	Phila, PA	N/A	Public	General	2,000
Friends of Laurel Hill Cemetery	Phila, PA	N/A	Public	General	2,000
Friends of Rodin Museum	Phila, PA	N/A	Public	General	2,000
Gateway Employment Resources	Phila, PA	N/A	Public	General	3,000
Germantown Academy	Fort Washington, PA	N/A	Public	Hutchinson Fund	20,000
Gesu School	Phila, PA	N/A	Public	General	10,000
Good Samaritan Shelter	Phoenixville, PA	N/A	Public	General	2,000
Greater Philadelphia Cares	Phila, PA	N/A	Public	General	2,000
Greater Phila Cultural Alliance	Phila, PA	N/A	Public	General	5,000
Green Tree Community Foundation	Phila, PA	N/A	Public	General	2,500
Habitat for Humanity	Phila, PA	N/A	Public	General	2,000
Handi-Crafters, Inc	Thorndale, PA	N/A	Public	General	2,500
HealthLink Community Center	Southampton, PA	N/A	Public	General	2,000
Hearing Loss Assoc of PA	Phila, PA	N/A	Public	General	2,000
Highlands Historical Society	Fort Washington, PA	N/A	Public	General	2,500
Historic Germantown Preserved	Phila, PA	N/A	Public	Administration Implementation	85,000
Historic New England	Boston, MA	N/A	Public	General	2,500
Historic Rittenhouse Town	Phila, PA	N/A	Public	General	2,500
Historical Society of PA	Phila, PA	N/A	Public	General	5,000
Historical Society of PA	Phila, PA	N/A	Public	Digitization-Civil War collection	65,933
Historical Society of PA	Phila, PA	N/A	Public	Planning Grant - Affiliates	42,280
HMS School	Phila, PA	N/A	Public	General	2,000
Hobe Sound Child Care Center	Hobe Sound, FL	N/A	Public	General	2,000
Hobe Sound Community Chest	Hobe Sound, FL	N/A	Public	General	5,000
Hobe Sound Public Library	Hobe Sound, FL	N/A	Public	General	2,000
Hosts for Hospitals	Phila, PA	N/A	Public	General	2,000
Independence Seaport Museum	Phila, PA	N/A	Public	General	3,000
Inglis House Foundation	Phila, PA	N/A	Public	General	2,000
Institute for Safe Families	Phila, PA	N/A	Public	General	2,000
Institute for Safe Families	Phila, PA	N/A	Public	Parent Transformations	46,666
Institute for Safe Families	Phila, PA	N/A	Public	Parent Partners	25,000
Inn Dwelling	Phila, PA	N/A	Public	General	3,500
Institute of Contemporary Art	Phila, PA	N/A	Public	General	2,500
Inter-Act Theatre Company	Phila, PA	N/A	Public	General	2,000

Interim House	Phila , PA	N/A	Public	General	2,000
Juntos/Casde los Soles	Phila , PA	N/A	Public	General	2,000
Kardon Institute Arts Therapy	Phila , PA	N/A	Public	General	2,000
Kelly Anne Dolan Fund	Ambler, PA	N/A	Public	General	3,000
Keystone Hospice	Phila , PA	N/A	Public	General	3,000
Kids Smiles, Inc	Phila , PA	N/A	Public	General	2,000
Kimmel Center	Phila, PA	N/A	Public	General	5,000
Lantern Theater Company	Phila, PA	N/A	Public	General	2,000
Library Co of Phila	Phila , PA	N/A	Public	General	5,000
LIFT-Philadelphia	Phila , PA	N/A	Public	General	2,000
Living Beyond Breast Cancer	Phila , PA	N/A	Public	General	2,500
Living Beyond Breast Cancer	Phila , PA	N/A	Public	Planning Grant	40,000
MacGuffin Theatre	Phila , PA	N/A	Public	General	2,500
Main Line Art Center	Haverford, PA	N/A	Public	General	2,500
Maine Community Foundation	Ellsworth, ME	N/A	Public	Pen Bryn Fund	34,500
Make-A-Wish Foundation	Plymouth Meeting, PA	N/A	Public	General	3,000
Mann Center for Performing Arts	Phila , PA	N/A	Public	General	3,500
MANNA	Phila , PA	N/A	Public	General	5,000
Manna on Main Street	Lansdale, PA	N/A	Public	General	2,500
Maternal & Child Health Consortium	West Chester, PA	N/A	Public	General	2,000
Mazzoni Center	Phila , PA	N/A	Public	General	2,000
Media Theatre	Media, PA	N/A	Public	General	2,000
Mendelssohn Club	Phila , PA	N/A	Public	General	2,000
Metropolitan Ballet Company	Abington, PA	N/A	Public	General	2,000
Metropolitan Career Center	Phila , PA	N/A	Public	General	5,000
Mid-Atlantic Arts Foundation	Phila , PA	N/A	Public	Philadelphia Artists	2,500
Mid-Atlantic Blind Golf Association	Phila , PA	N/A	Public	General	2,500
Mill at Anselma Education Trust	Chester Springs, PA	N/A	Public	General	2,000
Mill Creek Farm/Taste of Everything	Phila, PA	N/A	Public	General	2,000
Mommy's Light Lives On Fund	Lionville, PA	N/A	Public	General	2,000
Monell Center	Phila , PA	N/A	Public	General	2,000
Montco Emergency Service	Norristown, PA	N/A	Public	General	2,000
Montgomery Theater	Souderton, PA	N/A	Public	General	2,000
Moore College of Art	Phila , PA	N/A	Public	Galleries	3,000
Morris Arboretum	Phila , PA	N/A	Public	General	11,000
Moss Rehab Hospital	Phila , PA	N/A	Public	General	2,000
Narberth Community Theater	Narberth, PA	N/A	Public	General	2,000
National Cleannghouse for Defense of Battered Wom	Phila , PA	N/A	Public	General	2,000
National Constitution Center	Phila , PA	N/A	Public	General	5,000
National Foundation for Celiac Awareness	Ambler, PA	N/A	Public	General	2,500
National Liberty Museum	Phila , PA	N/A	Public	General	2,000
National Multiple Sclerosis Society	Phila , PA	N/A	Public	General	2,000
National Museum of American Jewish History	Phila PA	N/A	Public	General	2,000
National Philanthropic Trust	Phila , PA	N/A	Public	Cenno Fund	11,000
National Nursing Centers Consortium	Phila , PA	N/A	Public	Students Run Philly Style	2,000
National Transplant Association	Radnor, PA	N/A	Public	General	2,500
Nationalities Service Center	Phila , PA	N/A	Public	Refugee Health Education	44,414
Need In Deed	Phila , PA	N/A	Public	General	2,500
Neighborhood Interfaith Movement	Phila , PA	N/A	Public	General	2,000
Neighbor to Neighbor	Sharon Hill, PA	N/A	Public	General	2,000
NetworkArts	Phila , PA	N/A	Public	General	2,000
New Directions for Women	Phila , PA	N/A	Public	General	2,000
New Horizons Senior Center	Narberth, PA	N/A	Public	General	2,000
Norris Square Neighborhood Project	Phila , PA	N/A	Public	General	5,000
North Light Community Center	Phila , PA	N/A	Public	General	5,000
NSCDA/PA	Phila , PA	N/A	Public	Stenton Historic House	2,500
NW Philadelphia Interfaith Network	Phila , PA	N/A	Public	General	2,500
Opera Company of Phila	Phila , PA	N/A	Public	General	7,500
Overington House	Phila , PA	N/A	Public	General	3,000

PA School for the Deaf	Phila , PA	N/A	Public	General	2,500
Painted Bride Art Center	Phila , PA	N/A	Public	General	3,000
Partners for Sacred Places	Phila , PA	N/A	Public	Planning Grant - spaces	50,000
Pasion Y Arte	Phila , PA	N/A	Public	General	2,000
Pegasus Riding Academy	Phila , PA	N/A	Public	General	2,000
PA Hospital- Hall Mercer Center	Phila , PA	N/A	Public	General	2,000
Pennington School	Pennington, NJ	N/A	Public	General	12,500
Pennsylvania Academy of Fine Arts	Phila , PA	N/A	Public	General	7,500
Pennsylvania Ballet	Phila , PA	N/A	Public	General	7,500
People's Emergency Center	Phila , PA	N/A	Public	General	5,000
People's Light & Theatre Company	Malvern, PA	N/A	Public	General	2,000
Peter's Place	Radnor, PA	N/A	Public	General	2,000
Philabundance	Phila , PA	N/A	Public	General	2,000
Phila Boys Choir & Chorale	Phila , PA	N/A	Public	General	2,500
Phila Chamber Music Society	Phila , PA	N/A	Public	General	5,000
Phila Dance Projects	Phila , PA	N/A	Public	General	2,500
Philadelphia Education Fund	Phila , PA	N/A	Public	General	5,000
Phila Futures	Phila , PA	N/A	Public	General	2,500
Phila Live Arts Festival	Phila , PA	N/A	Public	General	2,000
Phila Mural Arts Advocates	Phila , PA	N/A	Public	General	3,500
Phila Outward Bound	Phila , PA	N/A	Public	General	2,000
Phila Ronald McDonald House	Phila , PA	N/A	Public	General	2,000
Phila Senior Center	Phila , PA	N/A	Public	General	2,500
Philadelphia Singers	Phila , PA	N/A	Public	General	2,000
Phila Society for Preservation of Landmarks	Phila PA	N/A	Public	General	2,500
Phila Theatre Co	Phila , PA	N/A	Public	General	2,500
Philadelphia FIGHT	Phila , PA	N/A	Public	General	2,000
Philadelphia Museum of Art	Phila PA	N/A	Public	General	15,000
Philadélphia Orchestra Association	Phila , PA	N/A	Public	General	10,000
Philadelphia Parks Alliance	Phila , PA	N/A	Public	General	2,000
Philadelphia Reads	Phila , PA	N/A	Public	General	2,000
Philadelphia University	Phila , PA	N/A	Public	General	2,500
Philadelphia VIP Inc	Phila , PA	N/A	Public	General	2,000
Philadelphia Wooden Boat Factory	Phila , PA	N/A	Public	General	2,000
Philadelphia Young Playwrights	Phila , PA	N/A	Public	General	2,000
Philadelphia Youth Network	Phila , PA	N/A	Public	Work Ready Program	50,000
Philadelphia Youth Orchestra	Phila , PA	N/A	Public	General	2,000
Philly Fellows	Phila , PA	N/A	Public	General	2,500
Pig Iron Theatre Company	Phila , PA	N/A	Public	General	2,000
Planned Parenthood of SE PA	Phila , PA	N/A	Public	General	5,000
Please Touch Museum	Phila , PA	N/A	Public	General	8,500
Police Athletic League	Phila , PA	N/A	Public	Education programs	2,000
Polish American Social Services	Phila , PA	N/A	Public	General	2,000
Potter's House Mission	Phila , PA	N/A	Public	General	2,500
Presby's Inspired Life	Lafayette Hill, PA	N/A	Public	58th & Greenway	2,000
Presbyterian Children's Village	Rosemont, PA	N/A	Public	General	2,000
Print Center	Phila , PA	N/A	Public	General	2,500
Project Forward Leap	Phila , PA	N/A	Public	General	2,000
Project H O M E	Phila PA	N/A	Public	General	8,750
Project Rainbow	Phila , PA	N/A	Public	General	3,500
Providence Center	Phila , PA	N/A	Public	General	2,000
Public Citizens for Children & Youth	Phila , PA	N/A	Public	General	3,000
Puentes de Salud	Phila , PA	N/A	Public	Nurse Practitioner Training Project	30,000
Quest Therapeutics	West Chester, PA	N/A	Public	General	2,000
Radnor Conservancy	Radnor, PA	N/A	Public	General	2,000
Resources for Human Development	Phila , PA	N/A	Public	Phila Public School Notebook	2,000
Resources for Human Development	Phila , PA	N/A	Public	Yes! And	2,000
Resources for Human Development	Phila , PA	N/A	Public	Oasis	2,000
Retired and Senior Volunteer Program	Plymouth Meeting, PA	N/A	Public	General	2,500

Rock School for Dance Education	Phila , PA	N/A	Public	General	2,000
Rosenbach Museum & Library	Phila , PA	N/A	Public	General	3,500
Royer-Greaves School for Blind	Paoli, PA	N/A	Public	General	2,500
Salvation Army	Phila , PA	N/A	Public	General	10,000
Saunders House	Phila , PA	N/A	Public	General	2,000
Schweitzer Philadelphia Fellows	Phila , PA	N/A	Public	General	2,000
Scnbe Video Center	Phila , PA	N/A	Public	General	2,000
Sebastian Riding Academy	Collegeville, PA	N/A	Public	General	2,000
Security on Campus	Chalfont, PA	N/A	Public	General	2,000
Senior Law Center	Phila , PA	N/A	Public	General	2,000
Senior Lifestyles	Phila , PA	N/A	Public	Brighten Place	2,000
Settlement Music School	Phila PA	N/A	Public	General	7,500
Shrners Hospitals	Phila , PA	N/A	Public	General	2,000
Singing City	Phila , PA	N/A	Public	General	2,500
Sisters of St Joseph Welcome Center	Phila , PA	N/A	Public	General	2,000
Smith Memorial Playground	Phila , PA	N/A	Public	General	3,000
Society Hill Playhouse	Phila , PA	N/A	Public	School Programs	2,500
Special Equestrians	Warrington, PA	N/A	Public	General	2,000
Spiral Q Puppet Theater	Phila , PA	N/A	Public	General	2,000
St Catherine Laboure Medical Clinic	Phila , PA	N/A	Public	General	7,500
St Christopher's Foundation for Children	Phila , PA	N/A	Public	General	2,000
Starfinder Foundation	Phila , PA	N/A	Public	General	2,500
Starfinder Foundation	Phila , PA	N/A	Public	Soccer Girls Rule	28,501
Steppingstone Foundation	Phila , PA	N/A	Public	General	5,000
Storybook Musical Theatre	Abington, PA	N/A	Public	General	2,000
Summer Search	Phila , PA	N/A	Public	General	3,000
Sunday Breakfast Rescue Mission	Phila , PA	N/A	Public	General	5,000
Supportive Older Women's Network	Phila , PA	N/A	Public	Wellness w/o Walls	20,000
Taller Puertorqueno	Phila , PA	N/A	Public	General	3,000
Teenagers, Inc	Phila , PA	N/A	Public	General	2,000
Temple University	Phila PA	N/A	Public	Kids Wnte & Create	28,235
Temple University	Phila , PA	N/A	Public	Time Out Program	2,500
Temple University	Phila , PA	N/A	Public	Volunteer Training	130,000
Temple University	Phila , PA	N/A	Public	Youth Violence Prevention	36,352
Theatre Alliance of Philadelphia	Phila , PA	N/A	Public	General	2,000
Theatre Honzon	Phila , PA	N/A	Public	General	2,000
Thorncroft Therapeutic Horseback Riding	Malvern, PA	N/A	Public	General	2,500
Tree House Books	Philadelphia, PA	N/A	Public	General	2,000
Trustees of University of PA	Philadelphia, PA	N/A	Public	Brdging the Gap - Summer Internships	10,000
Trustees of University of PA	Philadelphia, PA	N/A	Public	Brdging the Gap/Covenant House	25,000
Twilight Wish Foundation	Fountainville, PA	N/A	Public	General	2,000
Tyler School of Art	Philadelphia, PA	N/A	Public	In Loving Memory project	23,025
United Negro College Fund	Phila , PA	N/A	Public	General	5,000
United Way of Martin County	Stuart, FL	N/A	Public	General	2,000
United Way of SE PA	Phila , PA	N/A	Public	11th Street Clinic	10,000
University City Arts League	Phila , PA	N/A	Public	General	2,000
University of PA Museum	Phila , PA	N/A	Public	General	2,000
University of Pennsylvania -WXPB	Phila , PA	N/A	Public	Musicians on Call	2,000
University of the Arts	Phila , PA	N/A	Public	General	2,500
University of the Sciences	Phila , PA	N/A	Public	General	7,500
Urban Blazers	Phila , PA	N/A	Public	General	2,000
Urban League of Phila	Phila , PA	N/A	Public	General	2,000
Valley Youth House	Phila, PA	N/A	Public	General	2,000
Victim Services Center	Norstown, PA	N/A	Public	General	2,500
Village of Arts & Humanities	Phila , PA	N/A	Public	General	5,000
VNA of Greater Phila	Phila , PA	N/A	Public	General	2,000
Vox Populi	Phila , PA	N/A	Public	General	2,000
Wagner Free Institute of Science	Phila , PA	N/A	Public	General	5,000
Walnut Street Theater	Phila , PA	N/A	Public	General	3,000

Wayne Art Center	Wayne, PA	N/A	Public	General	3,000
West Phila Cultural Alliance	Phila , PA	N/A	Public	General	2,000
Whosoever Gospel Mission	Phila , PA	N/A	Public	General	3,000
Why Not Prosper	Nornstown, PA	N/A	Public	General	2,000
Widener University Law School	Chester, PA	N/A	Public	Medical/Legal Clinic	26,250
Wills Eye Hospital	Phila , PA	N/A	Public	General	2,500
Wilma Theater	Phila PA	N/A	Public	General	3,000
Winterthur Museum	Winterthur, DE	N/A	Public	General	5,000
Wistar Institute	Phila , PA	N/A	Public	General	12,500
Women in Transition	Phila , PA	N/A	Public	General	2,000
Women's Committee-Phila Museum of Art	Phila , PA	N/A	Public	Craft Show	5,000
Women's Community Revitalization Project	Phila PA	N/A	Public	General	4,500
Women's Resource Center	Wayne, PA	N/A	Public	General	2,000
Women's Therapy Center	Phila , PA	N/A	Public	New Beginnings	40,000
Women's Way	Phila , PA	N/A	Public	General	2,000
Won Community Center	Glenside, PA	N/A	Public	General	2,000
Woodlynde School	Strafford, PA	N/A	Public	General	13,000
Woodmere Art Museum	Phila , PA	N/A	Public	General	3,000
Woods Services Foundation	Langhorne, PA	N/A	Public	General	2,000
Wyck Association	Phila , PA	N/A	Public	General	2,000
YMCA of Upper Main Line	Berwyn, PA	N/A	Public	General	2,000
Young Audiences of E PA	Nornstown, PA	N/A	Public	General	2,000
Youth Service, Inc	Phila , PA	N/A	Public	Safe Place	2,500
Zoological Soc of Phila	Phila , PA	N/A	Public	General	15,000
Zoological Soc of Phila	Phila , PA	N/A	Public	Hamilton Education Center	50,000
Total					2,947,997

CUST FOR THE BARRA FOUNDATION MK-011113-000
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1826.484 PIMCO FUNDS TOTAL					
RETURN FUND INSTITUTIONAL	12/31/2009	01/26/2010	20,000.00	19,726.03	273.97
7218.479 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	02/23/2010	75,000.00	74,855.63	144.37
9606.148 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	03/02/2010	100,000.00	99,638.13	361.87
8165.226 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	03/11/2010	85,000.00	84,673.39	326.61
28708.134 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	04/08/2010	300,000.00	297,785.77	2,214.23
28873.917 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	05/25/2010	300,000.00	299,555.03	444.97
7088.033 PIMCO FUNDS TOTAL					
RETURN FUND INSTITUTIONAL	12/31/2009	06/15/2010	78,677.17	78,238.18	438.99
21428.571 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	07/12/2010	225,000.00	222,360.17	2,639.83
17927.873 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	08/19/2010	189,676.89	185,912.04	3,764.85
975.719 PIMCO FUNDS LOW					
DURATION FUND	07/30/2010	08/19/2010	10,323.11	10,293.84	29.27
31995.389 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	09/07/2010	338,511.22	331,792.18	6,719.04
1085.896 PIMCO FUNDS LOW					
DURATION FUND	08/31/2010	09/07/2010	11,488.78	11,477.92	10.86
23540.49 PIMCO FUNDS LOW DURATION FUND					
	02/08/2010	09/29/2010	250,000.00	244,114.88	5,885.12
5465.898 PIMCO FUNDS LOW					
DURATION FUND	02/08/2010	10/18/2010	58,539.77	56,681.36	1,858.41
1070.05 PIMCO FUNDS LOW DURATION FUND					
	09/30/2010	10/18/2010	11,460.23	11,374.63	85.60
36154.67 PIMCO FUNDS LOW DURATION FUND					
	02/08/2010	11/02/2010	387,939.61	374,923.93	13,015.68
1123.988 PIMCO FUNDS LOW					
DURATION FUND	10/29/2010	11/02/2010	12,060.39	12,037.91	22.48
Totals					

JSA
0F0971 2 000

G-b

G-7

JSA
OFC971 2.030

A-8

JSA
0F0970 2 000

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

OMB No 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization THE BARRA FOUNDATION, INC.	Employer identification number 23-6277885
	Number, street, and room or suite no. If a P.O. box, see instructions 200 W. LANCASTER AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WAYNE, PA 19087	

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

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

- The books are in the care of ► **WILLIAM HARRAL III**

Telephone No. ► **610 964-7601**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 **10** or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	50,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	50,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization THE BARRA FOUNDATION, INC.	Employer identification number 23-6277885
	Number, street, and room or suite no. If a P.O. box, see instructions 200 W. LANCASTER AVENUE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WAYNE, PA 19087	

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

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

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

- The books are in the care of **WILLIAM HARRAL III**
Telephone No **610 964-7601** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2011
- For calendar year 2010, or other tax year beginning 20, and ending 20
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	50,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	50,000.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c \$	

Signature and Verification

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

Signature Title Date