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

**2010**

Department of the Treasury  
Internal Revenue Service

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

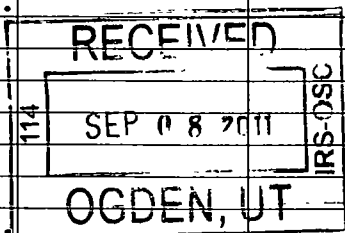
For calendar year 2010, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

Name of foundation <b>BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II</b>		A Employer identification number <b>61-1361347</b>
Number and street (or P O box number if mail is not delivered to street address) <b>9900 CORPORATE CAMPUS DRIVE, SUITE 2100</b>	Room/suite	B Telephone number <b>502.327.5662</b>
City or town, state, and ZIP code <b>LOUISVILLE, KY 40223</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>3,529,945.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	210,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	96,818.	96,818.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	51,623.			
b Gross sales price for all assets on line 6a <b>284,882.</b>				
7 Capital gain net income (from Part IV, line 2)		51,623.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	125.	0.		STATEMENT 2
12 Total. Add lines 1 through 11	358,566.	148,441.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 3</b>	2,025.	250.		1,775.
c Other professional fees <b>STMT 4</b>	18,454.	18,454.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 5</b>	4.	0.		4.
24 Total operating and administrative expenses. Add lines 13 through 23	20,483.	18,704.		1,779.
25 Contributions, gifts, grants paid	180,000.			180,000.
26 Total expenses and disbursements. Add lines 24 and 25	200,483.	18,704.		181,779.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	158,083.			
b Net investment income (if negative, enter -0-)		129,737.		
c Adjusted net income (if negative, enter -0-)			N/A	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	129,507.	464,933.	464,933.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	22,000.		
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 8</b>	201,841.	201,841.	215,771.
	b Investments - corporate stock <b>STMT 9</b>	1,717,583.	1,623,961.	2,014,611.
	c Investments - corporate bonds <b>STMT 10</b>	857,630.	778,763.	824,184.
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 11</b>	14,662.	9,966.	10,446.
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____ )				
<b>16 Total assets (to be completed by all filers)</b>	<b>2,943,223.</b>	<b>3,079,464.</b>	<b>3,529,945.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____ )			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,943,223.	3,079,464.	
<b>30 Total net assets or fund balances</b>	<b>2,943,223.</b>	<b>3,079,464.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>2,943,223.</b>	<b>3,079,464.</b>		

**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	2,943,223.
2 Enter amount from Part I, line 27a	2	158,083.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 6</b>	3	158.
4 Add lines 1, 2, and 3	4	3,101,464.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	5	22,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,079,464.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STOCK YARDS BANK & TRUST-SEE ATTACHED			
b SCHEDULE	P		
c WORLDCOM-LITIGATION SETTLEMENT PROCEEDS	P		
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 283,606.		233,259.	50,347.
c 1,276.			1,276.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			50,347.
c			1,276.
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	51,623.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	159,249.	3,086,756.	.051591
2008	151,954.	3,328,029.	.045659
2007	172,776.	3,371,547.	.051245
2006	150,643.	2,913,783.	.051700
2005	134,834.	2,455,658.	.054907

2 Total of line 1, column (d)	2	.255102
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	.051020
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,292,893.
5 Multiply line 4 by line 3	5	168,003.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,297.
7 Add lines 5 and 6	7	169,300.
8 Enter qualifying distributions from Part XII, line 4	8	181,779.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,297.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,297.
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	1,297.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	760.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,200.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,960.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	663.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 663. Refunded <input checked="" type="checkbox"/> 0.	11	0.

**Part VII-A Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of J MCFERRAN BARR II Telephone no. 502.327.5662
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
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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **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? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY LOUISE BARR 16 RIVER HILL ROAD LOUISVILLE, KY 40207	DIRECTOR/TREASURER 1.00	0.	0.	0.
J. MCFERRAN BARR II 9900 CORPORATE CAMPUS DR, #2100 LOUISVILLE, KY 40223	DIRECTOR/CHAIRMAN 1.00	0.	0.	0.
DR. CHARLES C. BARR 301 E. MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	DIRECTOR/SECRETARY 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,073,954.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	269,085.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,343,039.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,343,039.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	50,146.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,292,893.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	164,645.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	164,645.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,297.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,297.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	163,348.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	163,348.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	163,348.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	181,779.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	181,779.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,297.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	180,482.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				163,348.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	15,991.			
<b>b</b> From 2006	7,736.			
<b>c</b> From 2007	5,796.			
<b>d</b> From 2008				
<b>e</b> From 2009	6,421.			
<b>f</b> Total of lines 3a through e	35,944.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 181,779.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				163,348.
<b>e</b> Remaining amount distributed out of corpus	18,431.			
<b>5</b> Excess distributions carryover applied to 2010 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	54,375.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	15,991.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	38,384.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	7,736.			
<b>b</b> Excess from 2007	5,796.			
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009	6,421.			
<b>e</b> Excess from 2010	18,431.			









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

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010**

Name of the organization

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

Employer identification number

61-1361347

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- 
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization <b>BARR FOUNDATION, INC.</b> <b>C/O J. MCFERRAN BARR II</b>	Employer identification number <b>61-1361347</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARY LOUISE BARR  16 RIVER HILL ROAD  LOUISVILLE, KY 40207	\$ 210,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <b>BARR FOUNDATION, INC.</b> <b>C/O J. MCFERRAN BARR II</b>	Employer identification number  <b>61-1361347</b>
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

<b>Name of organization</b> BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II	<b>Employer identification number</b> 61-1361347
---	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

# ACCOUNT STATEMENT

PAGE 2

ACCOUNT NUMBER. 1056000038

JANUARY 01, 2010 TO DECEMBER 31, 2010

## ASSET DETAIL

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>CASH AND EQUIVALENTS</b>				
<b>MONEY MARKET FUNDS</b>				
SYB MONEY MARKET FUND	371,223 39	1 00	39 35	0 01
	371,223 39	1 00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	371,223 39	39 35	0 01
	371,223 39			
TOTAL CASH AND EQUIVALENTS		371,223 39	39 35	0 01
		371,223 39		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>EQUITIES</b>						
<b>COMMON STOCK</b>						
<b>ENERGY</b>						
EXXON MOBIL CORP	XOM	2,490 000	182,068 80	73 12	4,382 40	2 41
			228,697 57	91 85		
TOTAL ENERGY		SUB-TOTAL	182,068 80		4,382 40	2 41
			228,697 57			
<b>INDUSTRIALS</b>						
DOVER CORPORATION	DOV	900 000	52,605 00	58 45	990 00	1 88
			29,724 46	33 03		
FASTENAL COMPANY	FAST	1,900 000	113,829 00	59 91	1,596 00	1 40
			53,773 26	28 30		
GENERAL ELECTRIC CO	GE	2,400 000	43,896 00	18 29	1,344 00	3 06
			73,078 00	30 45		
LANDSTAR SYSTEMS INC	LSTR	1,300 000	53,222 00	40 94	260 00	0 49
			53,073 80	40 83		
TOTAL INDUSTRIALS		SUB-TOTAL	263,552 00		4,190 00	1 59
			209,649 52			
<b>CONSUMER DISCRETIONARY</b>						
APOLLO GROUP INC	APOL	900 000	35,541 00	39.49		
			47,637 77	52 93		
H & R BLOCK INC	HRB	3,200 000	38,112 00	11 91	1,920 00	5 04
			58,017 85	18 13		
MCGRAW HILL COMPANIES INC	MHP	1,500 000	54,615 00	36 41	1,410 00	2 58
			59,565 96	39 71		
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	128,268 00		3,330 00	2 60
			165,221 58			
<b>CONSUMER STAPLES</b>						
CVS/CAREMARK CORP	CVS	2,000 000	69,540 00	34 77	700 00	1 01
			31,181 00	15 59		

## ACCOUNT STATEMENT

PAGE 3

ACCOUNT NUMBER 1056000038

JANUARY 01, 2010 TO DECEMBER 31, 2010

## ASSET DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>CONSUMER STAPLES</b>						
KRAFT FOODS INC	KFT	2,500 000	78,775 00 57,456 08	31 51 26 98	2,900 00	3 68
PEPSICO INC	PEP	900 000	58,797 00 44,489 09	65 33 49 43	1 728 00	2 94
PROCTER & GAMBLE CO	PG	1,651 000	106,208 83 912 45	64 33 0 55	3,181 48	3 00
J M SMUCKER COMPANY	SJM	114 000	7,484 10 77 73	65 65 0 68	182 40	2 44
WAL-MART STORES	WMT	1,700 000	91,681 00 84,894 79	53 93 49 94	2,057 00	2 24
WALGREEN CO	WAG	1,400 000	54,544 00 2,671 02	38 96 1 91	980 00	1 80
TOTAL CONSUMER STAPLES		SUB- TOTAL	467,029 93 231,682 16		11,728 88	2 51
<b>FINANCIALS</b>						
BERKSHIRE HATHAWAY INC CL - B	BRK B	2,350 000	188,258 50 99,354 82	80 11 42 28		
TOTAL FINANCIALS		SUB- TOTAL	188,258 50 99,354 82		0 00	0 00
<b>TECHNOLOGY</b>						
CISCO SYSTEMS INC	CSCO	2,100 000	42,483 00 35,376 81	20 23 16 85	504 00	1 19
MICROSOFT CORP	MSFT	5,800 000	161,878 00 147,856 12	27 91 25 49	3,712 00	2 29
PAYCHEX INC	PAYX	4 000 000	123,640 00 103,307 41	30 91 25 83	4,960 00	4 01
WESTERN UNION CO	WU	4,600 000	85,422 00 80,945 34	18 57 17 60	1,288 00	1 51
TOTAL TECHNOLOGY		SUB- TOTAL	413,423 00 367,485 68		10,464 00	2 53
<b>HEALTHCARE</b>						
JOHNSON & JOHNSON	JNJ	1,500 000	92,775 00 78,281 00	61 85 52 19	3,240 00	3 49
MEDTRONIC INC	MDT	1,200 000	44,508 00 52,669 16	37 09 43 89	1,080 00	2 43
PFIZER INC	PFE	1,500 000	26,265 00 43,675 00	17 51 29 12	1,200 00	4 57
STRYKER CORP	SYK	1,000 000	53,700 00 37,362 45	53 70 37 36	720 00	1 34

# ACCOUNT STATEMENT

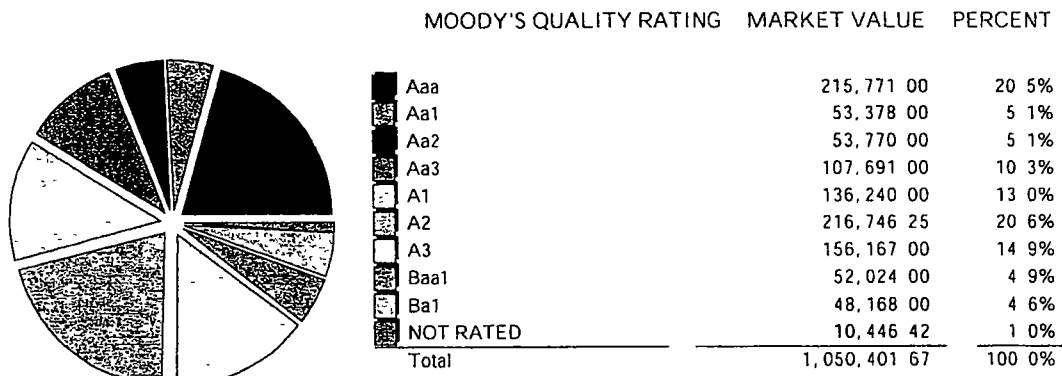
ACCOUNT NUMBER 1056000038

JANUARY 01, 2010 TO DECEMBER 31 2010

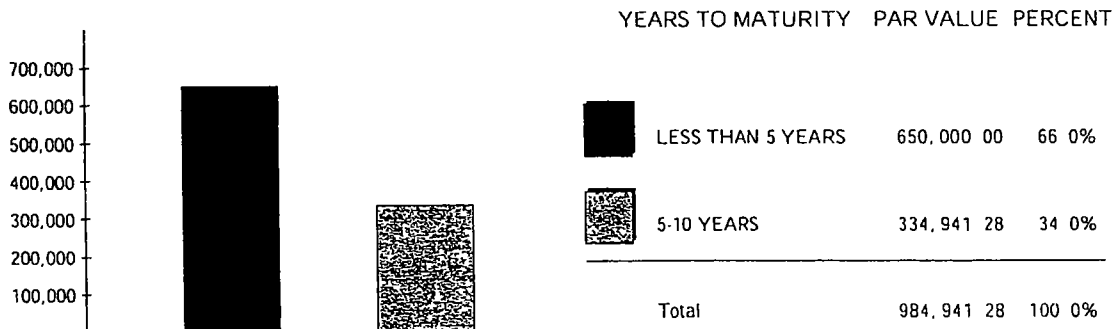
## ASSET DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>HEALTHCARE</b>						
TECHNE CORP	TECH	700 000	45,969 00 35,712 67	65 67 51 02	756 00	1 64
WATERS CORP	WAT	1,400 000	108 794 00 73,241 28	77 71 52 32		
TOTAL HEALTHCARE		SUB-TOTAL	372,011 00 320,941 56		6,996 00	1 88
TOTAL COMMON STOCK		SUB-TOTAL	2,014 611 23 1,623,032 89		41,091 28	2 04
TOTAL EQUITIES			2,014,611 23 1,623,032 89		41,091 28	2 04

## BOND QUALITY SUMMARY



## BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY 3 7 YEARS

CURRENT YIELD 4 86%

## ACCOUNT STATEMENT

PAGE 5

ACCOUNT NUMBER 1056000038

JANUARY 01, 2010 TO DECEMBER 31 2010

## ASSET DETAIL ( CONTINUED )

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
<b>GOVERNMENT BONDS</b>						
FEDERAL FARM CREDIT BANK DTD 02/08/2002 5 75% 02/08/2012	Aaa	75,000 000	79,353 75 74,667 00	105 81 99 56	4,312 50	5 43 0 25
FEDERAL HOME LOAN MORTGAGE CORP DTD 09/25/2001 5 5% 09/15/2011	Aaa	50,000 000	51,789 50 51,697 50	103 58 103 40	2,750 00	5 31 0 11
FEDERAL NATIONAL MORTGAGE ASSN DTD 01/12/07 5% 02/13/2017	Aaa	75,000 000	84,627 75 75,476 03	112 84 100 63	3,750 00	4 43 2 34
TOTAL GOVERNMENT BONDS		SUB- TOTAL	215,771 00 201,840 53		10,812 50	5 01
<b>CORPORATE BONDS</b>						
AMERICAN EXPRESS COLLATERAL TYPE SR UNSECURED DD 07/24/2003 4 875% 07/15/2013	A3	50,000 000	53,450 00 49,452 00	106 90 98 90	2,437 50	4 56 1 56
AVON PRODUCTS INC DTD 03/03/2008 5 75% 03/01/2018	A2	50,000 000	56,112 50 52,234 76	112 23 104 47	2,875 00	5 12 3 93
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 5 55% 01/22/2017	A1	50,000 000	53,142 00 49,629 00	106 28 99 26	2,775 00	5 22 3 79
CHEVRON CORP DTD 03/03/2009 3 95% 03/03/2014	Aa1	50,000 000	53,378 00 51,538 50	106 76 103 08	1,975 00	3 70 1 16
DISNEY (WALT) COLLATERAL TYPE SENIOR NOTES DTD 02/28/2002 6 375% 03/01/2012	A2	25,000 000	26,624 75 24,504 75	106 50 98 02	1,593 75	5 99 0 53
GENERAL ELECTRIC CAPITAL CORP COLLATERAL NOTES DTD 12/6/02 5 45% 01/15/2013	Aa2	50,000 000	53,770 00 51,286 50	107 54 102 57	2,725 00	5 07 1 21
HEWLETT PACKARD COMPANY DTD 03/03/08 4 5% 03/01/2013	A2	25,000 000	26,759 00 24,686 25	107 04 98 75	1,125 00	4 20 0 84
J P MORGAN CHASE & CO DTD 3/9/04 4 875% 03/15/2014	A1	25,000 000	26,606 00 24,809 25	106 42 99 24	1,218 75	4 58 2 29
MERRILL LYNCH COLLATERAL SUBORDINATED NOTES DTD 05/16/2006 6 05% 05/16/2016	A3	50,000 000	51,515 50 49,933 00	103 03 99 87	3,025 00	5 87 4 27
MORGAN STANLEY GLOBAL SENIOR NOTES DTD 3/30/04 4 75% 04/01/2014	A3	50,000 000	51,201 50 48,243 50	102 40 96 49	2,375 00	4 64 2 81
PEPSICO INC DTD 05/28/08 5% 06/01/2018	Aa3	50,000 000	55,195 00 49,708 50	110 39 99 42	2,500 00	4 53 3 21
PROCTER & GAMBLE CO DTD 02/06/2009 3 5% 02/15/2015	Aa3	50 000 000	52,496 00 50,000 00	104 99 100 00	1,750 00	3 33 1 62
SBC COMMUNICATIONS COLL TYPE NTS DTD 02/01/2002 5 875% 02/01/2012	A2	50,000 000	52,638 00 50,657 00	105 28 101 31	2,937 50	5 58 0 65

# ACCOUNT STATEMENT

PAGE 6

ACCOUNT NUMBER 1056000038

JANUARY 01, 2010 TO DECEMBER 31, 2010

## ASSET DETAIL ( CONTINUED )

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>CORPORATE BONDS</b>						
SLM CORP TRM NOTES DTD 4/15/03 5% 04/15/2015	Ba1	50 000 000	48,168 00 49,724 00	96 34 99 45	2 500 00	5 19 4 09
VERIZON PENNSYLVANIA INC DEBENTURES SERIES A DTD 11/13/01 5 65% 11/15/2011	Baa1	50,000 000	52,024 00 50,241 00	104 05 100 48	2,825 00	5 43 0 60
WALGREEN CO DTD 07/17/2008 4 875% 08/01/2013	A2	50,000 000	54,612 00 49,475 00	109 22 98 95	2,437 50	4 46 0.98
WYETH DTD 03/27/2007 5 45% 04/01/2017	A1	50,000 000	56,492 00 52,640 00	112 98 105 28	2,725 00	4 82 2 88
TOTAL CORPORATE BONDS		SUB- TOTAL	824,184 25 778,763 01		39,800 00	4 83
<b>COLLATERALIZED MTGE OBLIGATIONS</b>						
FREDDIE MAC SERIES 2635 4 5% 01/15/2018		9,941 275	10 446 42 9,966 14	105 08 100 25	447 36	4 28 1 36
TOTAL COLLATERALIZED MTGE OBLIGATIONSSUB- TOTAL			10,446 42 9,966 14		447 36	4 28
TOTAL FIXED INCOME			1 050 401 67 990,569 68		51 059 86	4 86
TOTAL PRINCIPAL ASSETS			3 436,236 29 2,984,825 96		92 190 49	2 68

# ACCOUNT STATEMENT

PAGE 7

ACCOUNT NUMBER 1056000038

JANUARY 01, 2010 TO DECEMBER 31, 2010

## ASSET DETAIL - INCOME ASSETS

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY-MARKET FUNDS					
SYB MONEY MARKET FUND		93,709 92	1 00	9 93	0 01
		93,709 92	1 00		
TOTAL MONEY MARKET FUNDS	SUB-	93,709 92		9 93	0 01
	TOTAL	93,709 92			
TOTAL CASH AND EQUIVALENTS		93,709 92		9 93	0 01
		93,709 92			
TOTAL INCOME ASSETS		93,709 92		9 93	0 01
		93,709 92			

P+G shares cost. 928.29

THE BARR FOUNDATION INC CUSTODIAN 10560000038  
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
200. BERKSHIRE HATHAWAY INC CL - B	01/15/2002	02/12/2010	15,145.80	9,928.24	5,217.56
300. DOVER CORPORATION	02/21/2001	09/08/2010	14,783.72	12,054.25	2,729.47
423.87 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	01/15/2010	423.87	424.93	-1.06
368.08 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	02/16/2010	368.08	369.00	-0.92
383.88 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	03/15/2010	383.88	384.84	-0.96
398.14 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	04/15/2010	398.14	399.14	-1.00
294.32 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	05/17/2010	294.32	295.06	-0.74
381.6 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	06/15/2010	381.60	382.55	-0.95
331.08 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	07/15/2010	331.08	331.91	-0.83
304.59 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	08/16/2010	304.59	305.35	-0.76
434.9 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	09/15/2010	434.90	435.99	-1.09
483.07 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	10/15/2010	483.07	484.28	-1.21
443.59 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	11/15/2010	443.59	444.70	-1.11
437.48 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	12/15/2010	437.48	438.57	-1.09
50000. FIRST UNION NATIONAL BANK SUB	08/29/2000	08/18/2010	50,000.00	49,910.00	90.00
1700. IDEXX LABORATORIES INC	12/03/2008	04/23/2010	112,717.61	49,985.78	62,731.83
400. INTERNATIONAL SPEEDWAY CORP CL A	02/07/2003	03/10/2010	11,256.93	14,844.00	-3,587.07
500. MCGRAW HILL COMPANIES INC	01/24/2008	10/29/2010	19,089.22	21,431.80	-2,342.58
4000. MOTOROLA INC COLL NOTES DTD 11/13/00 7.625% DUE 11/15/10	02/07/2001	11/15/2010	4,000.00	4,136.80	-136.80
25000. NATIONAL RURAL UTILITIES NATL	09/24/2003	10/01/2010	25,000.00	24,820.00	180.00
600. SPEEDWAY MORTORSPTS	01/15/2002	04/29/2010	9,921.37	14,730.00	-4,808.63
600. SPEEDWAY MORTORSPTS	01/10/2001	07/09/2010	7,944.70	13,898.50	-5,953.80
600. SPEEDWAY MORTORSPTS	06/15/2000	11/01/2010	9,062.12	12,823.50	-3,761.38
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			283,606.00	233,259.00	50,347.00
Totals			283,606.00	233,259.00	50,347.00

PF-3

PF-3

JSA 0F0970 2.000



QR5576 954G 03/11/2011 10560000038

STATEMENT 4

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**FORM 990-PF** **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT 1**


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<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
STOCKYARDS BANK & TRUST CO	96,818.	0.	96,818.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>96,818.</b>	<b>0.</b>	<b>96,818.</b>

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**FORM 990-PF** **OTHER INCOME** **STATEMENT 2**


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<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
2009 INCOME TAX REFUND	125.	0.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>125.</b>	<b>0.</b>	

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**FORM 990-PF** **ACCOUNTING FEES** **STATEMENT 3**


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<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
DEMING, MALONE, LIVESAY, OSTROFF-TAX RETURN PREP. TAX LETTER FEE	1,775. 250.	0. 250.		1,775. 0.
<b>TO FORM 990-PF, PG 1, LN 16B</b>	<b>2,025.</b>	<b>250.</b>		<b>1,775.</b>

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**FORM 990-PF** **OTHER PROFESSIONAL FEES** **STATEMENT 4**


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<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	18,454.	18,454.		0.
<b>TO FORM 990-PF, PG 1, LN 16C</b>	<b>18,454.</b>	<b>18,454.</b>		<b>0.</b>

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
KENTUCKY STATE FILING FEE	4.	0.		4.	
TO FORM 990-PF, PG 1, LN 23	4.	0.		4.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
INCOME TAXABLE ANOTHER YEAR COLLECTED IN CURRENT YEAR		158.	
TOTAL TO FORM 990-PF, PART III, LINE 3		158.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
ADJUSTMENT FOR REVERSAL OF ACCOUNTS RECEIVABLE IN PRIOR YEAR		22,000.	
TOTAL TO FORM 990-PF, PART III, LINE 5		22,000.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		201,841.	215,771.
TOTAL U.S. GOVERNMENT OBLIGATIONS			201,841.	215,771.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			201,841.	215,771.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,623,961.	2,014,611.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,623,961.	2,014,611.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	778,763.	824,184.
TOTAL TO FORM 990-PF, PART II, LINE 10C	778,763.	824,184.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	9,966.	10,446.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,966.	10,446.

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FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	12
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## NAME OF MANAGER

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

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. MCFERRAN BARR II  
9900 CORPORATE CAMPUS DR, SUITE 2100  
LOUISVILLE, KY 40223

TELEPHONE NUMBER

502 326 5662

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
21ST CENTURY PARKS 471 W. MAIN STREET, SUITE 202 LOUISVILLE, KY 40202	NONE PARK PRESERVATION		10,000.
BOY SCOUTS OF AMERICA 824 PHILLIPS LANE LOUISVILLE, KY 40209	NONE SCHOLARSHIPS		30,000.
BUCKLEY WILDLIFE SANCTUARY 1305 GERMANY ROAD FRANKFORT, KY 40601	NONE EDUCATIONAL		2,500.
CREASEY MAHAN NATURE PRESERVE 12501 HARMONY LANDING RD GOSHEN, KY 40026	NONE GREENHOUSE		10,500.
HOME OF THE INNOCENTS 1100 EAST MARKET STREET LOUISVILLE, KY 40206	NONE CHILDRENS SHELTER AND MEDICAL SUPPORT		5,000.
INDIANA UNIVERSITY SOUTHEAST 4201 GRANT LINE ROAD NEW ALBANY, IN 47150	NONE EDUCATIONAL		10,000.
JACKIE ROBINSON FOUNDATION 75 VARICK STREET, 2ND FLOOR NEW YORK, NY 10013	NONE EDUCATIONAL		2,500.
KENTUCKY OPERA 101 SOUTH EIGHTH STREET LOUISVILLE, KY 40202	NONE ARTS		5,000.

LIBERTY HALL HISTORIC SITE 218 WILKINSON STREET FRANKFORT, KY 40601	NONE HISTORIC PRESERVATION	3,000.
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE, KY 40203	NONE EDUCATIONAL	2,500.
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE, KY 40220	NONE EDUCATIONAL	5,000.
RIVER FIELDS INC, LOUISVILLE KY 643 WEST MAIN STREET LOUISVILLE, KY 40202	NONE ENVIRONMENTAL PROTECTION	5,000.
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	NONE REDUCE INDEBTEDNESS	10,000.
THE NATIVITY SCHOOL 5936 RIDGE AVENUE CINCINNATI, OH 45213	NONE EDUCATIONAL	10,000.
THE SPEED MUSEUM 2035 S. 3RD STREET LOUISVILLE, KY 40208	NONE EDUCATIONAL	29,000.
TRINITY HIGH SCHOOL 4011 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE EDUCATIONAL	10,000.
UNITED CRESCENT HILL MINISTRIES 150 S STATE ST LOUISVILLE, KY 40206	NONE SENIOR AND YOUTH PROGRAMS, EMERGENCY ASSISTANCE	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE EDUCATIONAL	5,000.

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

61-1361347

YEW DELL GARDENS  
6220 OLD LAGRANGE ROAD  
CRESTWOOD, KY 40014

NONE  
GARDEN EDUCATION,  
EXQUISITE DISPLAY, AND  
RESEARCH

20,000.

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

180,000.

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

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

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

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

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

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

<b>Type or print</b>	Name of exempt organization <b>BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II</b>	Employer identification number <b>61-1361347</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>9900 CORPORATE CAMPUS DRIVE, SUITE 2100</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>LOUISVILLE, KY 40223</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	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

**J MCFERRAN BARR II - 9900 CORPORATE CAMPUS DR, SUITE**

- The books are in the care of ▶ **2100 - LOUISVILLE, KY 40223**  
 Telephone No ▶ **502.327.5662** 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 **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year **2010** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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	\$ <b>1,960.</b>
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	\$ <b>760.</b>
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ <b>1,200.</b>

**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

LHA For Paperwork Reduction Act Notice, see Instructions.

• 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)

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> 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	Employer identification number	
	BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II		61-1361347
	Number, street, and room or suite no. If a P O box, see instructions		
9900 CORPORATE CAMPUS DRIVE, SUITE 2100			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
LOUISVILLE, KY 40223			

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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.**

J MCFERRAN BARR II - 9900 CORPORATE CAMPUS DR, SUITE

• The books are in the care of  2100 - LOUISVILLE, KY 40223

Telephone No.  502.327.5662 FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension \_\_\_\_\_

**TAYPAYER REQUESTS ADDITIONAL TIME TO FILE A COMPLETE AND ACCURATE 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	\$	1,960.
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	\$	1,960.
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	\$	0.

**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  Dawning Malone Livesay Title  PRESIDENT CRA Date  8/15/11

Dawning Malone Livesay & Ostroff 9300 Shelbyville Rd, Suite 1100

Form 8868 (Rev. 1-2011)

I.D. #61-1064249 Louisville, Ky. 40222-5187

