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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE BARRA FOUNDATION, INC		A Employer identification number 23-6277885
Number and street (or P.O. box number if mail is not delivered to street address) 200 W. LANCASTER AVENUE		B Telephone number 610.964.7601
City or town, state, and ZIP code WAYNE, PA 19087		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 83,829,881. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	539,635.			
	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	1,554,400.	1,554,400.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	623,674.			
	b Gross sales price for all assets on line 6a	3,150,989.			
	7 Capital gain net income (from Part IV, line 2)		623,674.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less cost of goods sold					
c Gross profit or (loss)					
11 Other income	11,743.	4,828.	0.	STATEMENT 6	
12 Total. Add lines 1 through 11	2,729,452.	2,182,902.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	95,500.	25,785.	0.	69,715.
	14 Other employee salaries and wages	158,775.	0.	0.	158,775.
	15 Pension plans, employee benefits	5,506.	0.	0.	5,506.
	16a Legal fees STMT 2	25,911.	0.	0.	25,911.
	b Accounting fees				
	c Other professional fees STMT 3	245,003.	141,705.	0.	103,298.
	17 Interest				
	18 Taxes STMT 4	80,000.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy	27,607.	0.	0.	0.
	21 Travel, conferences, and meetings	6,175.	0.	0.	6,175.
	22 Printing and publications				
	23 Other expenses STMT 5	41,843.	0.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	686,320.	167,490.	0.	369,380.
	25 Contributions, gifts, grants paid	2,736,627.			2,736,627.
26 Total expenses and disbursements. Add lines 24 and 25	3,422,947.	167,490.	0.	3,106,007.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<693,495.>				
b Net investment income (if negative, enter -0-)		2,015,412.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			29,504.	234,510.	234,510.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other	STMT 7			70,370,793.	69,372,870.	83,595,371.
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ OTHER ASSETS)				4,351.	0.	0.
16 Total assets (to be completed by all filers)				70,404,648.	69,607,380.	83,829,881.
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶ STATEMENT 8)				120,565.	16,792.	
23 Total liabilities (add lines 17 through 22)				120,565.	16,792.	
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			70,284,083.	69,590,588.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30 Total net assets or fund balances			70,284,083.	69,590,588.		
31 Total liabilities and net assets/fund balances			70,404,648.	69,607,380.		

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	70,284,083.
2 Enter amount from Part I, line 27a	2	<693,495.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	69,590,588.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	69,590,588.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	3,150,989.	2,527,315.	623,674.

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			623,674.

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	623,674.
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	134,207.

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))
2010	3,618,746.	76,975,196.	.047012
2009	3,078,019.	70,423,310.	.043707
2008	3,640,612.	71,111,662.	.051196
2007	3,272,564.	71,581,013.	.045718
2006	2,460,338.	60,355,340.	.040764

2 Total of line 1, column (d)	2	.228397
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	.045679
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	86,300,471.
5 Multiply line 4 by line 3	5	3,942,119.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,154.
7 Add lines 5 and 6	7	3,962,273.
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.	8	3,106,007.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	40,308.
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	40,308.
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	40,308.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	67,668.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	104,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	172,168.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	131,860.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 0. Refunded ☒	11	131,860.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM HARRAL III Located at ► 200 W LANCASTER AVENUE, SUITE 202, WAYNE, PA Telephone no. ► 610-964-7601 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 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
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 2011? ☐ Yes ☒ No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ Yes ☒ No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) ☐ Yes ☒ No	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 2011?	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)?

☐ 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?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SEE STATEMENT 9		95,500.	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
WILLIAM HARRAL III - 200 W. LANCASTER AVENUE, WAYNE, PA 19087	PRESIDENT	95,500.	0.	0.
KRISTINA WAHL - 200 W. LANCASTER AVENUE, WAYNE, PA 19087	SENIOR PROGRAM OFFICER	88,600.	4,430.	0.

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

2

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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. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	87,614,691.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	87,614,691.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	87,614,691.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,314,220.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,300,471.
6	Minimum investment return. Enter 5% of line 5	6	4,315,024.

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

1	Minimum investment return from Part X, line 6	1	4,315,024.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	40,308.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,308.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,274,716.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,274,716.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,274,716.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,106,007.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,106,007.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,106,007.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,274,716.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:				
2009, 2008, 2007		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	0.			
c From 2008	46,489.			
d From 2009				
e From 2010				
f Total of lines 3a through e	46,489.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 3,106,007.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,106,007.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	46,489.			46,489.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,122,220.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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)				
a Paid during the year				
THE LILY FOUNDATION 200 W. LANCASTER AVE., STE 202 WAYNE, PA 19087		PUBLIC CHARITY	DONATION OF PISTOL COLLECTION	3,351.
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	VARIOUS	2,735,627.
Total				2,738,978.
b Approved for future payment				
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	VARIOUS	1,220,167.
Total				1,220,167.

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	11/13/2012 Date	PRESIDENT Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name JOHN F. KOSTENBAUDER, CPA	Preparer's signature 	Date 12 Nov 12	Check ☐ if self-employed	PTIN P00085631
	Firm's name ▶ WEISERMAZARS LLP				Firm's EIN ▶ 13-1459550
	Firm's address ▶ 501 OFFICE CENTER DRIVE, SUITE 300 FORT WASHINGTON, PA 19034-9913				Phone no. (215) 259-1000

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

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

OMB No 1545-0047

2011

Name of the organization

THE BARRA FOUNDATION, INC

Employer identification number

23-6277885

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, total 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 total 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 Part I, 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) (2011)

Name of organization

Employer identification number

THE BARRA FOUNDATION, INC

23-6277885

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MCNEIL ESTATE 1100 NORTH MARKET STREET WILMINGTON, DE 19890	\$ 539,635.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE BARRA FOUNDATION, INC	23-6277885

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

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	WT PIMCO FUNDS LOW DURATION	P	12/31/10	01/06/11
b	WT PIMCO FUNDS LOW DURATION	P	02/08/10	02/23/11
c	WT PIMCO FUNDS LOW DURATION	P	12/08/10	06/13/11
d	WT ABERDEEN EMERGING MARKETS INSTL FUND	P	06/30/11	06/14/11
e	WT PIMCO FUNDS TOTAL RETURN FUND	P	12/21/07	12/15/11
f	STOCK PLUS	P	01/02/10	07/31/11
g	STOCK PLUS	P	01/02/10	09/30/11
h	STOCK PLUS	P	01/02/10	10/31/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 100,000.		100,104.	<104.>
b 450,000.		448,276.	1,724.
c 181,068.		179,431.	1,637.
d 426,000.		293,326.	132,674.
e 800,000.		798,213.	1,787.
f 425,000.		309,957.	115,043.
g 350,000.		278,240.	71,760.
h 155,000.		119,768.	35,232.
i 263,921.			263,921.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** <104.>
b			1,724.
c			** 1,637.
d			** 132,674.
e			1,787.
f			115,043.
g			71,760.
h			35,232.
i			263,921.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	623,674.
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	134,207.

THE BARRA FOUNDATION, INC
23-6277885
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PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
11th St Family Health Centers of Drexel U	N/A	Public	Project Grants	52,392
1812 Productions	N/A	Public	Arts & Culture	2,000
A Little Taste of Everything	N/A	Public	Education	2,000
Abington Art Center	N/A	Public	Arts & Culture	2,500
Academy of Music	N/A	Public	Arts & Culture	10,000
Academy of Music	N/A	Public	Directors/ Cons Grants	10,000
Academy of Natural Sciences	N/A	Public	Education	10,000
Academy of Natural Sciences	N/A	Public	Directors/ Cons Grants	6,500
Academy of Natural Sciences	N/A	Public	Planning Grants	32,200
Academy of Vocal Arts	N/A	Public	Arts & Culture	2,500
ACHIEVEability	N/A	Public	Human Services	2,000
ACPPA Community Art Center	N/A	Public	Arts & Culture	2,000
Acting Without Boundaries	N/A	Public	Arts & Culture	2,500
Adoption Center of Delaware Valley	N/A	Public	Human Services	3,000
Adoption Center of Delaware Valley	N/A	Public	Planning Grants	25,000
Adults with Developmental Disabilities	N/A	Public	Human Services	2,000
African American Museum in Philadelphia	N/A	Public	Arts & Culture	2,000
After School Activities Partnerships	N/A	Public	Education	2,500
Allens Lane Art Center	N/A	Public	Arts & Culture	2,000
Alpha Pregnancy Services	N/A	Public	Human Services	2,500
Alzheimer's Association	N/A	Public	Health	2,500
American Diabetes Association	N/A	Public	Health	2,500
American Philosophical Society	N/A	Public	Education	5,000
American Red Cross - SE PA Chapter	N/A	Public	Health	7,500
American Theater Arts for Youth	N/A	Public	Arts & Culture	5,000
Anti-Defamation League	N/A	Public	Education	2,000
Anti-Violence Partnership of Philadelphia	N/A	Public	Human Services	2,000
Arden Theatre Company	N/A	Public	Arts & Culture	2,500
Anse Academy Charter High School	N/A	Public	Project Grants	37,088
Anse Academy Charter High School	N/A	Public	Project Grants	37,087
Art Sanctuary	N/A	Public	Project Grants	43,000
Art-Reach	N/A	Public	Arts & Culture	2,500
Arts & Business Council of Greater Phila.	N/A	Public	Arts & Culture	2,000
ArtWell Collaborative	N/A	Public	Education	2,000
Associated Services for the Blind	N/A	Public	Human Services	2,500
Astral Artists	N/A	Public	Arts & Culture	3,500

THE BARRA FOUNDATION, INC
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PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Athenaeum of Philadelphia	N/A	Public	Arts & Culture	7,500
Augustinian Defenders of Rights of Poor	N/A	Public	Health	2,000
Baker Industries	N/A	Public	Human Services	7,500
BalletX	N/A	Public	Arts & Culture	2,000
Bartram's Garden	N/A	Public	Arts & Culture	3,000
BCS YES!	N/A	Public	Human Services	2,000
BEBASHI	N/A	Public	Health	2,000
Benchmark School	N/A	Public	Education	2,500
Bethesda Project	N/A	Public	Human Services	7,500
Black Pearl Chamber Orchestra	N/A	Public	Arts & Culture	2,000
Brandywine Conservancy	N/A	Public	Arts & Culture	3,000
Breakthrough of Greater Philadelphia	N/A	Public	Education	2,000
Breastfeeding Resource Center	N/A	Public	Health	2,000
Bridge of Hope National	N/A	Public	Human Services	2,000
Bristol Riverside Theatre	N/A	Public	Arts & Culture	2,000
Bryn Mawr Hospital Foundation	N/A	Public	Health	2,000
Bryn Mawr Rehab Hospital	N/A	Public	Health	2,000
Bucknell University	N/A	Public	Directors/ Cons Grants	2,000
CADEkids	N/A	Public	Health	2,000
Calcutta House	N/A	Public	Human Services	3,000
Camp Dreamcatcher	N/A	Public	Health	2,500
Canaan Baptist Church	N/A	Public	Education	2,000
Canine Partners for Life	N/A	Public	Human Services	2,500
CARIE	N/A	Public	Health	3,000
Carson Valley Children's Aid	N/A	Public	Education	2,500
Casa de Consejera y Salud Integral, Inc	N/A	Public	Human Services	2,000
CASA Youth Advocates, Inc	N/A	Public	Human Services	2,000
Center for Emerging Visual Artists	N/A	Public	Arts & Culture	2,500
Center in the Park	N/A	Public	Human Services	5,000
Centro Nueva Creacion	N/A	Public	Arts & Culture	2,000
Chamber Orchestra of Philadelphia	N/A	Public	Arts & Culture	5,000
Chester County Community Dental Center	N/A	Public	Health	2,000
Chester County Food Bank	N/A	Public	Human Services	2,000
Chester County Futures	N/A	Public	Education	3,000
Chestnut Hill Center for Enrichment	N/A	Public	Human Services	2,000
Chestnut Hill Community Fund	N/A	Public	Arts & Culture	2,500

THE BARRA FOUNDATION, INC
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PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Chestnut Hill Historical Society	N/A	Public	Arts & Culture	2,000
Chestnut Hill Meals on Wheels	N/A	Public	Human Services	2,000
Child Abuse Prevention Effort	N/A	Public	Human Services	2,000
Children's Crisis Treatment Center	N/A	Public	Health	2,500
Children's Hospital of Phila. Foundation	N/A	Public	Health	2,000
Children's Hospital of Phila. Foundation	N/A	Public	Health	1,500
Children's Hospital of Philadelphia	N/A	Public	Directors/ Cons Grants	5,000
Children's Scholarship Fund of Phila.	N/A	Public	Education	2,500
Children's Village	N/A	Public	Education	2,000
Childspace Cooperative Development, Inc	N/A	Public	Human Services	2,000
Cliveden of the National Trust	N/A	Public	Arts & Culture	2,000
College of Physicians	N/A	Public	Education	2,000
College Settlement of Philadelphia	N/A	Public	Human Services	3,000
Communities In Schools of Philadelphia	N/A	Public	Education	2,000
Community Action Agency of Del Cnty	N/A	Public	Human Services	2,000
Community Education Center	N/A	Public	Education	2,500
Community Housing Services, Inc.	N/A	Public	Human Services	2,000
Community Outreach Partnership	N/A	Public	Human Services	2,000
Community Partnership School	N/A	Public	Education	15,000
Community Partnership School	N/A	Public	Directors/ Cons Grants	7,000
Community Partnership School	N/A	Public	Special Grants	150,000
Community Womens Education Project	N/A	Public	Education	2,000
Conservation Center for Art & Artifacts	N/A	Public	Arts & Culture	5,000
Contact Greater Phila	N/A	Public	Human Services	2,000
Council of Spanish Speaking Organizations	N/A	Public	Human Services	4,000
Council on Foundations	N/A	Public	Education	8,440
Crime Victims' Center of Chester County	N/A	Public	Human Services	2,000
Cuno Theatre Company	N/A	Public	Arts & Culture	2,000
Curtis Institute of Music	N/A	Public	Arts & Culture	2,500
Dance/USA Philadelphia	N/A	Public	Arts & Culture	2,000
Darlington Arts Center	N/A	Public	Arts & Culture	2,000
Delaware Valley Science Fairs, Inc.	N/A	Public	Education	2,000
Dignity Housing	N/A	Public	Human Services	2,000
Diversified Community Services	N/A	Public	Education	2,000
Domestic Abuse Project-Delaware County	N/A	Public	Human Services	3,500
Easter Seals of Southeastern PA	N/A	Public	Health	2,000

THE BARRA FOUNDATION, INC
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Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Eastern State Penitentiary Historic Site	N/A	Public	Arts & Culture	2,000
Ebenezer Maxwell Mansion	N/A	Public	Arts & Culture	2,000
Educating Communities for Parenting	N/A	Public	Education	2,000
Enchantment Theatre Company	N/A	Public	Arts & Culture	2,500
Episcopal Academy	N/A	Public	Directors/ Cons Grants	5,000
Episcopal Community Services	N/A	Public	Human Services	6,000
Episcopal Community Services	N/A	Public	Project Grants	25,000
ESF Dream Camp Foundation, Inc	N/A	Public	Education	2,000
Esperanza Health Center	N/A	Public	Health	2,000
Fabric Workshop	N/A	Public	Arts & Culture	2,500
Face to Face Germantown	N/A	Public	Human Services	2,000
Fairmount Park Art Association	N/A	Public	Arts & Culture	2,000
Federation Housing, Inc	N/A	Public	Human Services	2,000
First Person Arts	N/A	Public	Arts & Culture	2,000
Fleisher Art Memorial	N/A	Public	Education	3,000
Fort Mifflin on the Delaware	N/A	Public	Arts & Culture	2,500
Foundation Center	N/A	Public	Education	2,000
Foundation of the St Andrew's Society	N/A	Public	Education	3,500
Fox Chase Cancer Center	N/A	Public	Health	3,500
Franklin Inst Science Leadership Acad	N/A	Public	Project Grants	30,000
Franklin Inst Science Leadership Acad	N/A	Public	Project Grants	30,000
Free Library of Philadelphia Foundation	N/A	Public	Education	5,000
Friends Assoc./Care & Protection of Child	N/A	Public	Human Services	2,000
Friends of Laurel Hill Cemetery	N/A	Public	Arts & Culture	2,000
Friends of St. Martin de Porres School	N/A	Public	Directors/ Cons Grants	5,000
Gateway Employment Resources	N/A	Public	Human Services	3,000
Geographical Society of Philadelphia	N/A	Public	Education	2,000
Germantown Friends School	N/A	Public	Directors/ Cons Grants	4,000
Germantown Monthly Meeting of Friends	N/A	Public	Human Services	2,000
Gesu School	N/A	Public	Education	2,000
Gilda's Club of Delaware Valley	N/A	Public	Health	2,000
Good Samantan Shelter	N/A	Public	Human Services	2,000
Grants Managers Network	N/A	Public	Education	1,000
Greater Phila. Coalition Against Hunger	N/A	Public	Planning Grants	24,000
Greater Phila. Cultural Alliance	N/A	Public	Arts & Culture	5,000
Greater Phila. Cultural Alliance	N/A	Public	Planning Grants	30,000

THE BARRA FOUNDATION, INC
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Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Green Tree Community Health Foundation	N/A	Public	Health	2,500
GreenLight Fund	N/A	Public	Project Grants	40,000
Habitat for Humanity- Philadelphia	N/A	Public	Human Services	2,000
Handi-Crafters, Inc.	N/A	Public	Human Services	2,500
Healthy NewsWorks	N/A	Public	Health	2,000
Hearing Loss Assoc of PA	N/A	Public	Health	2,000
Hedwig House, Inc	N/A	Public	Human Services	2,000
Hepatitis B Foundation	N/A	Public	Project Grants	47,617
Hepatitis B Foundation	N/A	Public	Project Grants	47,616
Highlands Historical Society	N/A	Public	Arts & Culture	2,500
Historic Germantown Preserved	N/A	Public	Project Grants	90,000
Historic RittenhouseTown	N/A	Public	Arts & Culture	2,500
Historical Society of PA	N/A	Public	Education	15,000
Historical Society of PA	N/A	Public	Project Grants	37,750
HMS School for Children with CP	N/A	Public	Health	2,000
Hope Partnership for Education	N/A	Public	Education	5,000
Inglis House Foundation	N/A	Public	Health	2,000
InLiquid	N/A	Public	Arts & Culture	2,000
Inn Dwelling	N/A	Public	Human Services	3,500
Institute for Safe Families	N/A	Public	Human Services	2,000
Institute for Safe Families	N/A	Public	Project Grants	41,900
Institute of Contemporary Art	N/A	Public	Arts & Culture	2,500
InterAct Theatre Company	N/A	Public	Arts & Culture	2,000
Interim House, Inc	N/A	Public	Health	2,000
JUNTOS	N/A	Public	Human Services	2,000
Kardon Institute for Arts Therapy	N/A	Public	Arts & Culture	2,000
Kelly Anne Dolan Memorial Fund	N/A	Public	Health	3,000
Keystone Hospice	N/A	Public	Health	3,000
Kids Smiles, Inc	N/A	Public	Health	2,000
Lankenau Hospital Foundation	N/A	Public	Directors/ Cons Grants	5,000
Lankenau Institute for Medical Research	N/A	Public	Health	2,500
Lantern Theater Company	N/A	Public	Arts & Culture	2,000
Lehigh University	N/A	Public	Directors/ Cons Grants	2,000
Library Co of Philadelphia	N/A	Public	Education	5,000
LIFT, Inc.	N/A	Public	Human Services	2,000
Living Beyond Breast Cancer	N/A	Public	Health	2,500

THE BARRA FOUNDATION, INC
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Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Main Line Animal Rescue	N/A	Public	Directors/ Cons Grants	3,000
Main Line Art Center	N/A	Public	Arts & Culture	2,500
Make-A-Wish Foundation	N/A	Public	Health	3,000
Make-A-Wish Foundation	N/A	Public	Directors/ Cons Grants	5,000
Mann Center for Performing Arts	N/A	Public	Arts & Culture	3,500
MANNA	N/A	Public	Human Services	5,000
Manna on Main Street	N/A	Public	Human Services	2,500
Maternal & Child Health Consortium	N/A	Public	Health	2,000
Mazzoni Center	N/A	Public	Health	2,000
McNeil Center for Early American Studies	N/A	Public	Project Grants	10,000
Media Theatre	N/A	Public	Arts & Culture	2,000
Mendelssohn Club of Philadelphia	N/A	Public	Arts & Culture	2,000
Metropolitan Ballet Company	N/A	Public	Arts & Culture	2,000
Metropolitan Career Center	N/A	Public	Human Services	5,000
Mid-Atlantic Arts Foundation	N/A	Public	Arts & Culture	2,500
Middle Atlantic Blind Golf Assoc	N/A	Public	Education	2,500
Mill at Anselma Education Trust	N/A	Public	Arts & Culture	2,000
Mommy's Light Lives on Fund	N/A	Public	Human Services	2,000
Monell Chemical Senses Center	N/A	Public	Education	2,000
Montco Opp.Industrialization Ctr.	N/A	Public	Education	2,000
Montco SAAC	N/A	Public	Human Services	2,000
Montgomery County Emergency Service, Inc	N/A	Public	Health	2,000
Montgomery Theater	N/A	Public	Arts & Culture	2,000
Moore College of Art & Design	N/A	Public	Arts & Culture	3,000
Morris Arboretum	N/A	Public	Education	6,000
Morris Arboretum	N/A	Public	Directors/ Cons Grants	5,000
Moss Rehab Hospital	N/A	Public	Health	2,000
Narberth Community Theater	N/A	Public	Arts & Culture	2,000
National Constitution Center	N/A	Public	Education	5,000
National Foundation for Celiac Awareness	N/A	Public	Health	2,500
National Museum American Jewish History	N/A	Public	Arts & Culture	2,000
National Nursing Center Consortium	N/A	Public	Health	2,000
National Philanthropic Trust	N/A	Public	Directors/ Cons Grants	13,000
National Transplant Assistance Fund	N/A	Public	Health	2,500
Nationalities Service Center	N/A	Public	Project Grants	48,750
Nationalities Service Center	N/A	Public	Project Grants	48,750

THE BARRA FOUNDATION, INC
23-6277885
990-PF 2011
PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Natl Clearinghouse/Defense Batt.Women	N/A	Public	Human Services	2,000
Need in Deed	N/A	Public	Education	2,500
Neighbor to Neighbor Community Dev. Corp	N/A	Public	Education	2,000
Neighborhood Bike Works	N/A	Public	Education	2,000
Neighborhood Interfaith Movement	N/A	Public	Human Services	2,000
New Directions for Women	N/A	Public	Human Services	2,000
New Directions for Women	N/A	Public	Project Grants	42,050
New Horizons Senior Center	N/A	Public	Human Services	2,000
Norms Square Neighborhood Project	N/A	Public	Human Services	5,000
North Light Community Center	N/A	Public	Human Services	5,000
NSCDA/PA	N/A	Public	Arts & Culture	2,500
NW Phila Interfaith Hospitality Network	N/A	Public	Human Services	2,500
Opera Company of Philadelphia	N/A	Public	Arts & Culture	7,500
Overington House, Inc	N/A	Public	Human Services	3,000
Painted Bride Art Center	N/A	Public	Arts & Culture	3,000
Partners for Sacred Places	N/A	Public	Project Grants	50,000
Partners in Health	N/A	Public	Directors/ Cons Grants	1,000
Pasion Y Arte, Inc	N/A	Public	Arts & Culture	2,000
Pegasus Riding Academy	N/A	Public	Health	2,000
Penn Museum	N/A	Public	Arts & Culture	2,000
Pennington School	N/A	Public	Directors/ Cons Grants	12,500
Pennsylvania Academy of Fine Arts	N/A	Public	Arts & Culture	7,500
Pennsylvania Ballet	N/A	Public	Arts & Culture	7,500
Pennsylvania Economy League	N/A	Public	Education	2,000
Pennsylvania Horticultural Society	N/A	Public	Arts & Culture	3,000
Pennsylvania Hospital	N/A	Public	Health	2,000
Pennsylvania School for the Deaf	N/A	Public	Education	2,500
People's Emergency Center	N/A	Public	Human Services	5,000
People's Light & Theatre Company	N/A	Public	Arts & Culture	2,000
People's Light & Theatre Company	N/A	Public	Project Grants	20,000
Peter's Place	N/A	Public	Health	2,000
Peter's Place	N/A	Public	Directors/ Cons Grants	10,000
Phila. Physicians/ Social Responsibility	N/A	Public	Human Services	2,000
Phila. Soc. Preservation of Landmarks	N/A	Public	Arts & Culture	2,500
Philadelphia Boys Choir & Chorale	N/A	Public	Arts & Culture	2,500
Philadelphia Chamber Music Society	N/A	Public	Arts & Culture	5,000

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Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Philadelphia Dance Co	N/A	Public	Arts & Culture	7,500
Philadelphia Dance Projects	N/A	Public	Arts & Culture	2,500
Philadelphia Education Fund	N/A	Public	Education	5,000
Philadelphia FIGHT	N/A	Public	Health	2,000
Philadelphia Film Society	N/A	Public	Arts & Culture	2,000
Philadelphia Futures	N/A	Public	Education	2,500
Philadelphia History Museum	N/A	Public	Arts & Culture	7,500
Philadelphia Live Arts Festival	N/A	Public	Arts & Culture	2,000
Philadelphia Mural Arts Advocates	N/A	Public	Arts & Culture	3,500
Philadelphia Mural Arts Advocates	N/A	Public	Project Grants	50,000
Philadelphia Museum of Art	N/A	Public	Arts & Culture	15,000
Philadelphia Museum of Art	N/A	Public	Arts & Culture	2,000
Philadelphia Museum of Art	N/A	Public	Planning Grants	62,500
Philadelphia Orchestra Association	N/A	Public	Arts & Culture	10,000
Philadelphia Public School Notebook	N/A	Public	Education	2,000
Philadelphia Ronald McDonald House	N/A	Public	Health	2,000
Philadelphia Senior Center	N/A	Public	Human Services	2,500
Philadelphia Singers	N/A	Public	Arts & Culture	2,000
Philadelphia Theatre Company	N/A	Public	Arts & Culture	2,500
Philadelphia University	N/A	Public	Directors/ Cons Grants	2,500
Philadelphia VIP Inc	N/A	Public	Human Services	2,000
Philadelphia Young Playwrights	N/A	Public	Arts & Culture	2,000
Philadelphia Youth Orchestra	N/A	Public	Arts & Culture	2,000
Philly Fellows	N/A	Public	Education	2,500
PHMC	N/A	Public	Arts & Culture	2,000
Planned Parenthood of SE PA	N/A	Public	Human Services	5,000
Please Touch Museum	N/A	Public	Arts & Culture	8,500
Police Athletic League of Phila.	N/A	Public	Education	2,000
Polish American Social Services	N/A	Public	Human Services	2,000
Potter's House Mission	N/A	Public	Human Services	2,500
Presbyterian Children's Village	N/A	Public	Human Services	2,000
Project Based Learning, Inc.	N/A	Public	Project Grants	82,000
Project H O M.E.	N/A	Public	Human Services	7,500
Providence Center	N/A	Public	Education	2,000
Public Citizens for Children & Youth	N/A	Public	Human Services	3,000
Quest Therapeutic Services	N/A	Public	Health	2,000

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Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Radnor Conservancy	N/A	Public	Arts & Culture	2,000
Radnor Educational Foundation	N/A	Public	Directors/ Cons Grants	5,000
Resources for Human Development	N/A	Public	Human Services	2,000
Rosenbach Museum & Library	N/A	Public	Arts & Culture	3,500
Royer-Greaves School for Blind	N/A	Public	Human Services	2,500
Safe Harbor of Chester County	N/A	Public	Human Services	2,000
Saunders House	N/A	Public	Health	2,000
Schweitzer Fellows Program-Phila	N/A	Public	Health	2,000
Scribe Video Center	N/A	Public	Arts & Culture	2,000
Sebastian Riding Associates	N/A	Public	Human Services	2,000
Security on Campus, Inc	N/A	Public	Education	2,000
Senior Lifestyles	N/A	Public	Health	2,000
SeniorLAW Center	N/A	Public	Human Services	2,000
Settlement Music School	N/A	Public	Arts & Culture	7,500
Shrners Hospitals for Children	N/A	Public	Health	2,000
Singing City	N/A	Public	Arts & Culture	2,500
Sisters of St Joseph Welcome Center	N/A	Public	Education	2,000
Smith Memorial Playground	N/A	Public	Education	3,000
Society Hill Playhouse	N/A	Public	Arts & Culture	2,500
Special Equestrians	N/A	Public	Human Services	2,000
Special Olympics of Pennsylvania	N/A	Public	Education	2,000
Spiral Q Puppet Theater	N/A	Public	Arts & Culture	2,000
St. Catherine Laboure Medical Clinic	N/A	Public	Health	7,500
St. Edmond's Home for Children	N/A	Public	Health	2,000
Starfinder Foundation	N/A	Public	Education	2,500
Starfinder Foundation	N/A	Public	Project Grants	28,501
Starfinder Foundation	N/A	Public	Project Grants	40,243
Starfinder Foundation	N/A	Public	Project Grants	40,243
Startup Corps	N/A	Public	Education	2,000
Steppingstone Scholars, Inc	N/A	Public	Education	5,000
Storybook Musical Theatre	N/A	Public	Arts & Culture	2,000
Summer Search	N/A	Public	Education	3,000
Sunday Breakfast Rescue Mission	N/A	Public	Human Services	5,000
Support Center for Child Advocates	N/A	Public	Human Services	2,000
Supportive Older Women's Network	N/A	Public	Project Grants	20,000
Supportive Older Women's Network	N/A	Public	Project Grants	20,000

THE BARRA FOUNDATION, INC
23-6277885
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PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Surrey Services for Seniors	N/A	Public	Health	2,000
Taller Puertorriqueno	N/A	Public	Human Services	3,000
Teenagers, Inc	N/A	Public	Education	2,000
Temple Univ /The Intergenerational Ctr	N/A	Public	Human Services	2,500
The Arc of Chester County	N/A	Public	Human Services	2,000
The Attic Youth Center	N/A	Public	Human Services	2,000
The Career Wardrobe	N/A	Public	Human Services	3,000
The Church Foundation	N/A	Public	Planning Grants	25,000
The Clay Studio	N/A	Public	Arts & Culture	3,000
The Clinic	N/A	Public	Health	2,500
The Doe Fund, Inc.	N/A	Public	Human Services	2,000
The Food Trust	N/A	Public	Health	2,000
The Franklin Institute	N/A	Public	Education	7,500
The Kimmel Center, Inc	N/A	Public	Arts & Culture	5,000
The Other Carpenter	N/A	Public	Human Services	2,000
The Print Center	N/A	Public	Arts & Culture	2,500
The Salvation Army	N/A	Public	Human Services	10,000
The Urban League of Philadelphia	N/A	Public	Education	2,000
The Wistar Institute	N/A	Public	Health	6,000
Theatre Alliance of Greater Phila	N/A	Public	Arts & Culture	2,000
Theatre Alliance of Greater Phila	N/A	Public	Planning Grants	30,500
Theatre Alliance of Greater Phila	N/A	Public	Planning Grants	21,000
Theatre Exile	N/A	Public	Arts & Culture	2,000
Theatre Horizon	N/A	Public	Arts & Culture	2,000
Thorncroft Therapeutic Horseback Riding,	N/A	Public	Health	2,500
Thos Scattergood Beh Health Found.	N/A	Public	Planning Grants	25,000
Tree House Books	N/A	Public	Education	2,000
Trustees of Univ of PA	N/A	Public	Human Services	10,000
Twilight Wish Foundation	N/A	Public	Human Services	2,000
Tyler School of Art	N/A	Public	Arts & Culture	2,000
Unemployment Information Center	N/A	Public	Health	2,000
United Negro College Fund	N/A	Public	Education	5,000
United Way of SEPA	N/A	Public	Human Services	10,000
University City Arts League	N/A	Public	Arts & Culture	2,000
University of the Arts	N/A	Public	Education	2,500
University of the Sciences	N/A	Public	Education	7,500

THE BARRA FOUNDATION, INC
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PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Urban Blazers Foundation	N/A	Public	Education	2,000
Urban Tree Connection	N/A	Public	Planning Grants	17,500
Urban Tree Connection	N/A	Public	Planning Grants	17,500
Valley Youth House	N/A	Public	Human Services	2,000
Victim Services Center of Montco	N/A	Public	Human Services	2,500
Village of Arts & Humanities	N/A	Public	Arts & Culture	5,000
Visiting Nurse Assoc of Gr Phila	N/A	Public	Health	2,000
Vox Populi	N/A	Public	Arts & Culture	2,000
Wagner Free Institute of Science	N/A	Public	Education	5,000
Walnut Street Theater	N/A	Public	Arts & Culture	3,000
Wayne Art Center	N/A	Public	Arts & Culture	3,000
Whosoever Gospel Mission	N/A	Public	Human Services	3,000
Why Not Prosper, Inc.	N/A	Public	Human Services	2,000
Wills Eye Institute	N/A	Public	Health	2,500
Wilma Theater	N/A	Public	Arts & Culture	3,000
Wistar Institute	N/A	Public	Directors/ Cons Grants	6,500
Women in Transition	N/A	Public	Human Services	2,000
Women's Committee - Phila. Museum of Art	N/A	Public	Arts & Culture	5,000
Women's Committee - Phila. Museum of Art	N/A	Public	Planning Grants	25,500
Women's Community Revitalization Project	N/A	Public	Human Services	4,500
Women's Resource Center	N/A	Public	Human Services	2,000
Won Community Service Center	N/A	Public	Education	2,000
Woodmere Art Museum	N/A	Public	Arts & Culture	3,000
WXPB-FM	N/A	Public	Health	2,000
Young Audiences of E PA	N/A	Public	Arts & Culture	2,000
Youth Service, Inc.	N/A	Public	Human Services	2,500
Zoological Society of Philadelphia	N/A	Public	Education	10,000
Zoological Society of Philadelphia	N/A	Public	Planning Grants	75,000
Total				<u>2,735,627</u>

The Barra Foundation
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Part XV, 3b

Grants approved for future payment

<u>Recipient Name</u>	<u>Relation</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Payment</u>
People's Light - Community Matters	N/A	Public	Community Matters	\$ 10,000
Mural Arts - Zoo Drive Project	N/A	Public	Zoo Drive Project	50,000
Phila Museum of Art Planning Grant	N/A	Public	Planning Grant	62,500
Partners for Sacred Places	N/A	Public	Planning Grant	50,000
Puentes de Salud	N/A	Public	Planning Grant	47,500
Church of the Advocate Planning Grant	N/A	Public	Planning Grant	25,000
Women's Comm Of the PMA	N/A	Public	Planning Grant	25,500
Urban Tree Connection	N/A	Public	Planning Grant	17,500
Project Based Learning	N/A	Public	Planning Grant	82,000
Puentes de Salud	N/A	Public	Planning Grant	47,500
Art Sanctuary	N/A	Public	Planning Grant	30,000
NDFW - On-Site Aftercare	N/A	Public	On-Site Aftercare	42,050
HSP - History Affiliates	N/A	Public	Project Grants	37,750
GreenLight Fund	N/A	Public	Project Grants	120,000
Nat Serv Ctr - Collaborative	N/A	Public	Project Grants	48,750
Anse Academy	N/A	Public	Project Grants	37,913
Science Leadership Academy	N/A	Public	Project Grants	30,000
Institute for Safe Families	N/A	Public	Project Grants	41,900
Scattergood Planning Grant	N/A	Public	Project Grants	25,000
Hep B Foundation - Project Access	N/A	Public	Project Grants	29,767
Project Based Learning	N/A	Public	Project Grants	41,000
NDFW - On-Site Aftercare	N/A	Public	Project Grants	42,688
HSP - History Affiliates	N/A	Public	Project Grants	37,750
Nat. Serv Ctr - Collaborative	N/A	Public	Project Grants	48,750
Science Leadership Academy	N/A	Public	Project Grants	30,000
Anse Academy	N/A	Public	Project Grants	37,912
Project Based Learning	N/A	Public	Project Grants	41,000
NDFW - On-Site Aftercare	N/A	Public	Project Grants	42,687
HSP - History Affiliates	N/A	Public	Project Grants	37,750
				<u>\$ 1,220,167</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	1,818,321.	263,921.	1,554,400.
TOTAL TO FM 990-PF, PART I, LN 4	1,818,321.	263,921.	1,554,400.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	25,911.	0.	0.	25,911.
TO FM 990-PF, PG 1, LN 16A	25,911.	0.	0.	25,911.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RESEARCH AND CONSULTING	103,298.	0.	0.	103,298.
INVESTMENT FEES	69,343.	69,343.	0.	0.
WILMINGTON TRUST CUSTODIAL FEES	72,362.	72,362.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	245,003.	141,705.	0.	103,298.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	80,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	80,000.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DIRECTOR FEE	18,000.	0.	0.	0.	
DUES	7,195.	0.	0.	0.	
TELEPHONE	3,058.	0.	0.	0.	
INSURANCE	2,711.	0.	0.	0.	
OFFICE SUPPLIES	2,594.	0.	0.	0.	
UTILITIES	1,292.	0.	0.	0.	
MOVING EXPENSES & EQUIPMENT	956.	0.	0.	0.	
OTHER FEES	926.	0.	0.	0.	
IT CONSULTING	760.	0.	0.	0.	
HISTORICAL ASSET REMOVAL	4,351.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	41,843.	0.	0.	0.	

FORM 990-PF	OTHER INCOME			STATEMENT	6
DESCRIPTION				(A) REVENUE PER BOOKS	
PUBLICATIONS				6,915.	
OTHER				4,828.	
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A				11,743.	

FORM 990-PF	OTHER INVESTMENTS			STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
WILMINGTON TRUST CO	COST	69,372,870.	83,595,371.		
TOTAL TO FORM 990-PF, PART II, LINE 13		69,372,870.	83,595,371.		

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
INVESTMENT PURCHASE PAYABLE	120,565.	16,792.	
TOTAL TO FORM 990-PF, PART II, LINE 22	120,565.	16,792.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM HARRAL III 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	PRES, DIR, TRES. 50.00	95,500.	0.	0.
ROBERT P HAUPTFUHRER 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
SEYMOUR S PRESTON III 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	CHM, DIR, BOARD MEMBER 5.00	0.	0.	0.
HARRY E CERINO 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00	0.	0.	0.
ROBERT L MCNEIL III 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
COLLIN F MCNEIL 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.

JOANNA MCNEIL LEWIS 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00 0. 0. 0.
VICTORIA MCNEIL LE VINE 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER, SECRETARY 1.00 0. 0. 0.
ROBERT W. CRUICKSHANK 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	BOARD MEMBER 1.00 0. 0. 0.
RICHARD T. NINER 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	BOARD MEMBER 1.00 0. 0. 0.
A. LOUIS DENTON 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	VP, DIRECTOR, BOARD MEMBER 1.00 0. 0. 0.
ERIC C. ANDERSON 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00 0. 0. 0.
FRAZIERITA D. KLASSEN 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR 1.00 0. 0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	95,500. 0. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 10
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

N/A

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NO FORMAL SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

MOST GRANTS ARE RESTRICTED TO THE GREATER PHILADELPHIA COMMUNITY. PRIMARY FIELDS OF INTEREST ARE 1) HUMAN SERVICES 2) ART AND 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, RENOVATIONS OR REPAIRS), PUBLICATIONS, EXHIBITIONS OR CATALOGUES, INTERNATIONAL PROGRAMS AND INSTITUTIONS, OR INDIVIDUAL SCHOLARSHIPS OR FELLOWSHIPS.

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 ☒
- 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 or other filer, see instructions.	Employer identification number (EIN) or
	THE BARRA FOUNDATION, INC	☒ 23-6277885
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 W. LANCASTER AVE, No. 202	Social security number (SSN) ☐
	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)

☐ 0 ☐ 4

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	01	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

TINA WAHL

- The books are in the care of ► 200 W. LANCASTER AVE., STE 202 - WAYNE, PA 19087
Telephone No. ► 610-964-7675 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, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** 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	\$ 137,162.
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	\$ 67,668.
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	\$ 69,494.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

• 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).

Enter filer's identifying number, see instructions.

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE BARRA FOUNDATION, INC.	☒ 23-6277885
	Number, street, and room or suite no., if a P.O. box, see instructions.	Social security number (SSN)
	200 W. LANCASTER AVE., No. 202	☐
	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)

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Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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.

TINA WAHL

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Telephone No. **610-964-7675**

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, 2012**

5 For calendar year **2011**, 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

THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME 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	\$ 137,162.
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	\$ 137,162.
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 must be completed for Part II only.

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 **Tina Wahl** Title **CFO** Date **8-6-12**

Form 8868 (Rev. 1-2012)