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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 07-01-2011 , and ending 06-30-2012

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
THE BARR FOUNDATION

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

City or town, state, and ZIP code
NORFOLK, VA 23510

A Employer identification number
31-1518708

B Telephone number (see page 10 of the instructions)
(757) 627-0291

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

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

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)☒ \$ 2,362,853

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	189,120			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,694	2,694		
	4 Dividends and interest from securities.	41,456	41,456		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	46,359			
	b Gross sales price for all assets on line 6a _____ 466,959				
	7 Capital gain net income (from Part IV , line 2)		46,359		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	279,629	90,509	0	
	13 Compensation of officers, directors, trustees, etc	28,309	13,309	0	15,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	☒ 900	900	0	0
	b Accounting fees (attach schedule).	☒ 1,420	1,420	0	0
	c Other professional fees (attach schedule)	☒ 17,129	13,646	0	3,483
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	☒ 15,219	1,748	0	13,471
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	☒ 3,520	0	0	3,520
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	66,497	31,023	0	35,474
	25 Contributions, gifts, grants paid	81,718			81,718
	26 Total expenses and disbursements. Add lines 24 and 25	148,215	31,023	0	117,192
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	131,414			
	b Net investment income (if negative, enter -0-)		59,486		
	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 (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	483,949	443,824	443,824
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 33,333 Less allowance for doubtful accounts ▶ _____ 0	33,333	33,333	33,333
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,166,365	1,322,888	1,606,921
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	264,200	278,776	278,775
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,947,847	2,078,821	2,362,853
	17	Accounts payable and accrued expenses	136	357	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	136	357	
		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	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	1,947,711	2,078,464	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,947,711	2,078,464	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,947,847	2,078,821	

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	1,947,711
2	Enter amount from Part I, line 27a	2	131,414
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,079,125
5	Decreases not included in line 2 (itemize) ▶ _____	5	661
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,078,464

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)
1 a	GAIN/LOSS ON SECURITES	P		
b	GAIN/LOSS ON SECURITES	P		
c	GAIN/LOSS ON SECURITES	D		
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 254,426		199,378	55,048
b 24,213		32,102	-7,889
c 188,320		189,120	-800
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			55,048
b			-7,889
c			-800
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	46,359
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	105,429	2,075,924	0 050787
2009	125,185	1,972,004	0 063481
2008	110,205	2,164,709	0 050910
2007	146,437	2,936,445	0 049869
2006	135,327	2,315,550	0 058443

2 Total of line 1, column (d).	2	0 273490
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 054698
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,227,201
5 Multiply line 4 by line 3.	5	121,823
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	595
7 Add lines 5 and 6.	7	122,418
8 Enter qualifying distributions from Part XII, line 4.	8	117,192

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		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	1,190
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	1,190
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	1,190
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	440	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	440
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	750
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ VA _____			
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	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  JERRY FOREHAND Telephone no  (757) 625-1627 Located at  480 WORLD TRADE CENTER NORFOLK VA ZIP +4  23510			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	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?.	1c		No
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  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☒ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	5b		
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?	6a	No	
7b		7b		

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLAY H BARR 1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH,VA 23451	PRESIDENT/DIRECTOR 0 00	0	0	0
ELENA B BAUM 1429 S VEAUX LOOP NORFOLK,VA 23509	DIRECTOR/VP/ TREASURER 10 00	28,309	0	0
JANICE PFAFFINGER 1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH,VA 23451	SECRETARY 10 00	13,904	0	0

	(b) Total		(d) Contributions to	
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(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) Description of employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,498,504
b	Average of monthly cash balances.	1b	450,505
c	Fair market value of all other assets (see page 24 of the instructions).	1c	312,109
d	Total (add lines 1a, b, and c).	1d	2,261,118
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	2,261,118
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	33,917
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,227,201
6	Minimum investment return. Enter 5% of line 5.	6	111,360

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	111,360
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,190
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,190
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	110,170
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	110,170
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	110,170

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	117,192
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	117,192
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	117,192
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				110,170
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				4,576
b	From 2007.				2,125
c	From 2008.				2,140
d	From 2009.				26,985
e	From 2010.				2,054
f	Total of lines 3a through e.	37,880			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 117,192				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2011 distributable amount.				110,170
e	Remaining amount distributed out of corpus	7,022			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,902			
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 page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	4,576			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	40,326			
10	Analysis of line 9				
a	Excess from 2007.				2,125
b	Excess from 2008.				2,140
c	Excess from 2009.				26,985
d	Excess from 2010.				2,054
e	Excess from 2011.				7,022

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

CLAY H BARR
1369 LASKIN ROAD SUITE 1
VIRGINIA BEACH, VA 23451
(757) 625-1627

b

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

WRITTEN REQUEST

c

Any submission deadlines

JUNE 30, 2012

d

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

NONE

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 See Additional Data Table				
Total			3a	81,718
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	2,694	
4	Dividends and interest from securities. . . .			14	41,456	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	46,359	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		90,509	0
13	Total. Add line 12, columns (b), (d), and (e).			13		90,509

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
*****		2012-09-07		*****	
Signature of officer or trustee		Date		Title	
Sign Here Paid Preparer's Use Only	Preparer's Signature SHIRLEY C BALDWIN		Date	Check if self-employed ☒	PTIN P00294712
	Firm's name WALL EINHORN & CHERNITZER PC			Firm's EIN 54-1517420	
	555 E MAIN ST SUITE 1600				
	Firm's address NORFOLK, VA 23510			Phone no (757) 625-4700	

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

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

2011

Name of organization THE BARR FOUNDATION	Employer identification number 31-1518708
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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 foundation

Check 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 33¹/₃% 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 in the heading 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).

Name of organization THE BARR FOUNDATION	Employer identification number 31-1518708
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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) Aggregate contributions	(d) Type of contribution
1	CLAY H BARR 1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH, VA 23451	\$ 189,120	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)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE BARR FOUNDATION	Employer identification number 31-1518708
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	4000 SHARES SPARTAN 500 INDEX FUND	\$ <u>189,120</u>	<u>2012-05-15</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>

Name of organization THE BARR FOUNDATION	Employer identification number 31-1518708
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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) ➤ \$
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

Additional Data

Software ID:
Software Version:
EIN: 31-1518708
Name: THE BARR FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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				
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVENUE SUITE 500 NORFOLK,VA 23505	UNRELATED	501(C)(3)	SUPPORT	1,050
ALVIN ALLEY DANCE CO405 W 55TH STREET NEWYORK,NY 10102	UNRELATED	501(C)(3)	SUPPORT	100
ALZHEIMER'S ASSOCIATION225 N MICHIGAN AVE FL 17 CHICAGO,IL 60601	UNRELATED	501(C)(3)	SUPPORT	500
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVE NW STE 800 WASHINGTON,DC 20004	UNRELATED	501(C)(3)	SUPPORT	500
AMERICAN SOCIETY FOR YAD VASHEM500 FIFTH AVENUE 42ND FLOOR NEWYORK,NY 10110	UNRELATED	501(C)(3)	SUPPORT	1,000
AMERICAN'S SECOND HARVEST35 EAST WACKER DRIVE CHICAGO,IL 60601	UNRELATED	501(C)(3)	SUPPORT	200
AMNESTY INTERNATIONAL5 PENN PLZ FL 16 NEWYORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	1,250
BETH EL422 SHIRLEY AVE NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	10,800
BETH SHOLOM HOME6401 AUBURN DRIVE VIRGINIA BEACH,VA 23464	UNRELATED	501(C)(3)	SUPPORT	250
BOSTON MUSEUM OF THE FINE ARTS456 HUNTINGTON AVE BOSTON,MA 02105	UNRELATED	501(C)(3)	SUPPORT	2,500
BREAST CANCER RESEARCH FOUNDATION60 E 56TH ST NEWYORK,NY 10022	UNRELATED	501(C)(3)	SUPPORT	1,000
BROOKS MUSEUM1934 POPLAR AVE MEMPHIS,TN 38104	UNRELATED	501(C)(3)	SUPPORT	150
BROOKLYN HISTORICAL SOCIETY 128 PIERREPONT ST BROOKLYN,NY 11201	UNRELATED	501(C)(3)	SUPPORT	100
BROWN LEDGE FOUNDATION25 WILSON ST BURLINGTON,VT 05401	UNRELATED	501(C)(3)	SUPPORT	2,270
CANCER CARE FOUNDATION OF TIDEWATERPO BOX 12693 NORFOLK,VA 23541	UNRELATED	501(C)(3)	SUPPORT	100
CHILDREN'S DEFENSE FUND25 E STREET WASHINGTON,DC 20003	UNRELATED	501(C)(3)	SUPPORT	350
CHILDRENS HOSPITAL OF THE KING'S DAUGHTER601 CHILDRENS LANE NORFOLK,VA 23507	UNRELATED	501(C)(3)	SUPPORT	200
CHILDRENS MUSEUM OF VIRGINIA521 MIDDLE STREET PORTSMOUTH,VA 23704	UNRELATED	501(C)(3)	SUPPORT	150
CHRISTOPHER AND DANA REEVE FOUNDATION636 MORRIS TURNPIKE SUITE 3A SHORT HILLS,NJ 07078	UNRELATED	501(C)(3)	SUPPORT	300
CLEVELAND CLINIC9500 EUCLID AVE CLEVELAND,OH 44195	UNRELATED	501(C)(3)	SUPPORT	500
CONGREGATION BETH EL422 SHIRLEY AVE NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	1,000
COLONIAL WILLIAMSBURG134 N HENRY ST WILLIAMSBURG,VA 23185	UNRELATED	501(C)(3)	SUPPORT	1,000
DARTMOUTH COLLEGE FUND DARTMOUTH COLLEGE HANOVER,NH 03755	UNRELATED	501(C)(3)	SUPPORT	200
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE NEWYORK,NY 10010	UNRELATED	501(C)(3)	SUPPORT	150
EUGENE O'NEILL THEATRE123 HAWTHORNE DRIVE NEWLONDON,CT 06320	UNRELATED	501(C)(3)	SUPPORT	350
EVMS301 RIVERVIEWAVE NORFOLK,VA 23501	UNRELATED	501(C)(3)	SUPPORT	5,000
FASHION INSTITUTE MUSEUM SEVENTH AVE AT 27TH NEWYORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	500
FOOD BANK OF HAMPTON ROADS 800 TIDEWATER DRIVE NORFOLK,VA 23504	UNRELATED	501(C)(3)	SUPPORT	1,050
FOR KIDSP.O BOX 6044 NORFOLK,VA 23508	UNRELATED	501(C)(3)	SUPPORT	500
GUGGENHEIM1071 5TH AVE AT 89TH STREET NEWYORK,NY 10128	UNRELATED	501(C)(3)	SUPPORT	250

Form 990PF Part XV Line 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				
GUILDING EYE FOR THE BLIND611 GRANITE SPRINGS YORKTOWN HEIGHTS, NY 10598	UNRELATED	501(C)(3)	SUPPORT	100
HAMPTON UNIVERSITY MUSEUM100 EAST QUEEN STREET HAMPTON, VA 23668	UNRELATED	501(C)(3)	SUPPORT	1,000
HEBREW UNION COLLEGE MUSEUMONE WEST 4TH STREET NEW YORK, NY 10012	UNRELATED	501(C)(3)	SUPPORT	500
HOSPICE AND PALLIATIVE CARE OF TIDEWATER260 GRAYSON ROAD VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	250
JEWISH FAMILY SERVICE OF TIDEWATER260 GRAYSON ROAD VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	250
JEWISH NATIONAL FUND42 EAST 69TH STREET NEW YORK, NY 10021	UNRELATED	501(C)(3)	SUPPORT	180
JOYCE THEATRE175 EIGHTH AVE NEW YORK, NY 10011	UNRELATED	501(C)(3)	SUPPORT	250
MAD MUSEUM2 COLUMBUS CIRCLE NEW YORK, NY 10019	UNRELATED	501(C)(3)	SUPPORT	500
MEMORIAL SLOAN KETTERING CANCER CENTER1275 YORK AVENUE NEW YORK, NY 10065	UNRELATED	501(C)(3)	SUPPORT	400
METROPOLITAN MUSEUM1000 5TH AVE AT 82ND ST NEW YORK, NY 10028	UNRELATED	501(C)(3)	SUPPORT	2,000
MOTHERS AGAINST DRUNK DRIVING (MADD)511 E JOHN CARPENTER FREEWAY STE 700 IRVING, TX 75062	UNRELATED	501(C)(3)	SUPPORT	250
NATIONAL PARKINSON FOUNDATION1501 NW 9TH AVENUE MIAMI, FL 33136	UNRELATED	501(C)(3)	SUPPORT	1,000
NATIONAL TRUST FOR HISTORICAL PRESERVATION1785 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	UNRELATED	501(C)(3)	SUPPORT	500
NATURAL RESOURCES DEFENSE COUNCIL40 W 20TH ST NEW YORK, NY 10011	UNRELATED	501(C)(3)	SUPPORT	500
NEUE GALLERIE1048 FIFTH AVENUE NEW YORK, NY 10028	UNRELATED	501(C)(3)	SUPPORT	200
NORFOLK ACADEMY - HCH SCHOLARSHIP FUND1585 WESLEYAN DRIVE NORFOLK, VA 23502	UNRELATED	501(C)(3)	SUPPORT	1,518
NORFOLK SENIOR CENTER7300 NEWPORT AVE NORFOLK, VA 23505	UNRELATED	501(C)(3)	SUPPORT	150
NORTH CAROLINA MUSEUM OF ART2110 BLUE RIDGE ROAD RALEIGH, NC 27607	UNRELATED	501(C)(3)	SUPPORT	2,000
OHEF SHOLOM TEMPLE530 RALEIGH AVE NORFOLK, VA 23507	UNRELATED	501(C)(3)	SUPPORT	1,000
PARK AVENUE ARMORY643 PARK AVE NEW YORK, NY 10065	UNRELATED	501(C)(3)	SUPPORT	250
PLANNED PARENTHOOD434 W 33RD ST NEW YORK, NY 10001	UNRELATED	501(C)(3)	SUPPORT	500
PLANNED PARENTHOOD OF SOUTHEAST VIRGINIA513 NEWTOWN ROAD VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	600
RENWICK GALLERYMRC 510 BOX 37012 WASHINGTON, DC 20012	UNRELATED	501(C)(3)	SUPPORT	500
RONALD MCDONALD HOUSE404 COLLEY AVE NORFOLK, VA 23507	UNRELATED	501(C)(3)	SUPPORT	500
SAMARITAN HOUSEPO BOX 2400 VIRGINIA BEACH, VA 23450	UNRELATED	501(C)(3)	SUPPORT	1,000
SARAH LAWRENCE COLLEGE1 MEAD WAY BRONXVILE, NY 10708	UNRELATED	501(C)(3)	SUPPORT	1,000
SAVE DARFUR COALITION1025 CONNECTICUT AVE NW STE 310 WASHINGTON, DC 20036	UNRELATED	501(C)(3)	SUPPORT	250
SIR JOHN SOANE MUSEUM FOUNDATION1040 FIRST AVENUE NO 311 NEW YORK, NY 10022	UNRELATED	501(C)(3)	SUPPORT	250
SOUTHERN POVERTY LAW CENTER400 WASHINGTON AVE MONTGOMERY, AL 36104	UNRELATED	501(C)(3)	SUPPORT	250
SPECIAL OLYMPICS OF VIRGINIA1133 19TH STREET WASHINGTON, DC 20036	UNRELATED	501(C)(3)	SUPPORT	100

Form 990PF Part XV Line 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 DOE FUND232 EAST 84TH STREET NEW YORK,NY 10028	UNRELATED	501(C)(3)	SUPPORT	150
THE JEWISH MUSEUM CONTEMPORARY ARTS COUNCIL 232 EAST 84TH STREET NEW YORK,NY 10128	UNRELATED	501(C)(3)	SUPPORT	5,000
TIDEWATER COMMUNITY COLLEGE WOMEN'S CENTERPO BOX 456 NORFOLK,VA 23501	UNRELATED	501(C)(3)	SUPPORT	600
UNITED JEWISH FEDERATION OF TIDEWATER - HOLOCAUST COMMISSION5000 CORPORATE WOODS DR STE 200 VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	1,000
UNITED JEWISH FEDERATION OF TIDEWATER5000 CORPORATE WOODS DR STE 200 VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	500
UNITED STATES HOLOCAUST MEMORIAL MUSEUM100 RAOUL WALLENBERG PLACE SW WASHINGTON,DC 20024	UNRELATED	501(C)(3)	SUPPORT	400
VALENTINE MUSEUM1015 EAST CLAY STREET RICHMOND,VA 23219	UNRELATED	501(C)(3)	SUPPORT	1,000
VIRGINIA ARTS FESTIVAL440 BANK STREET NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	350
VIRGINIA BEACH CONTEMPORARY ARTS CENTER2200 PARKS AVE VIRGINIA BEACH,VA 23451	UNRELATED	501(C)(3)	SUPPORT	1,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES8010 RIDGE ROAD RICHMOND,VA 23229	UNRELATED	501(C)(3)	SUPPORT	250
VIRGINIA FOUNDATION FOR THE HUMANITIES145 EDNAM DRIVE CHARLOTTESVILLE,VA 22903	UNRELATED	501(C)(3)	SUPPORT	250
VIRGINIA MUSEUM OF FINE ARTS 200 N BLVD RICHMOND,VA 23220	UNRELATED	501(C)(3)	SUPPORT	1,000
VIRGINIA HOLOCAUST MUSEUM 2000 EAST CARY STREET RICHMOND,VA 23223	UNRELATED	501(C)(3)	SUPPORT	850
VIRGINIA STAGE COMPANY108 EAST TAZEWELL STREET NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	11,200
VIRGINIA SYMPHONY880 NORTH MILITARY HIGHWAY NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	3,000
VIRGINIA WESLEYAN COLLEGE LIBRARY1584 WESLEYAN DRIVE NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	1,000
WASHINGTON CHILDRENS HOSPITAL801 ROEDER ROAD SILVER SPRING,MD 20905	UNRELATED	501(C)(3)	SUPPORT	250
WHITNEY MUSEUM OF AMERICAN ART945 MADISON AVE AT 75TH ST NEW YORK,NY 10021	UNRELATED	501(C)(3)	SUPPORT	250
WHRO5200 HAMPTON BOULEVARD NORFOLK,VA 23508	UNRELATED	501(C)(3)	SUPPORT	150
WORLD MONUMENT FUND350 FIFTH AVENUE STE 2412 NEW YORK,NY 10118	UNRELATED	501(C)(3)	SUPPORT	1,000
YOUNG AUDIENCES OF VIGINIA 420 NORTH CENTER DRIVE SUITE 239 NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	500
ISRAEL MUSEUM JERUSALEMP OB 71117 JERUSALEM 91710 IS	UNRELATED	501(C)(3)	SUPPORT	1,000
Total  3a				81,718

TY 2011 Accounting Fees Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,420	1,420	0	0

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE BARR FOUNDATION
EIN: 31-1518708

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS SECURITIES	1,322,888	1,606,921

TY 2011 Investments - Other Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ART OBJECTS	AT COST	278,776	278,775

TY 2011 Legal Fees Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	900	900	0	0

TY 2011 Other Decreases Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Description	Amount
FEDERAL INCOME TAXES PAID	661

TY 2011 Other Expenses Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,884	0	0	2,884
MISCELLANEOUS	636	0	0	636

TY 2011 Other Professional Fees Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	13,646	13,646	0	0
EXHIBITION COSTS	3,483	0	0	3,483

TY 2011 Substantial Contributors Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Name	Address
CLAY H BARR	1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH, VA 23451

TY 2011 Taxes Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	251	251	0	0
PAYROLL AND PAYROLL TAXES	14,968	1,497	0	13,471