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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.

2012

Open to public inspection

For calendar year 2012 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) \$ 88,047,212.	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)
1 Contributions, gifts, grants, etc., received		1,853,507.		N/A	
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		645,608.	561,870.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,960,207.			
b Gross sales price for all assets on line 6a		25,702,240.			
7 Capital gain net income (from Part IV, line 2)			7,960,207.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		8,289.	8,289.		STATEMENT 7
12 Total. Add lines 1 through 11		10,467,611.	8,530,366.		
13 Compensation of officers, directors, trustees, etc		100,000.	27,000.		73,000.
14 Other employee salaries and wages		236,466.	0.		236,466.
15 Pension plans, employee benefits		6,213.	0.		6,213.
16a Legal fees STMT 2		15,950.	0.		15,950.
b Accounting fees STMT 3		25,202.	0.		25,202.
c Other professional fees STMT 4		220,467.	135,802.		84,665.
17 Interest					
18 Taxes STMT 5		219,118.	9,618.		0.
19 Depreciation and depletion					
20 Occupancy		28,099.	0.		28,099.
21 Travel, conferences, and meetings		6,875.	0.		6,875.
22 Printing and publications					
23 Other expenses STMT		72,420.	0.		50,479.
24 Total operating and administrative expenses. Add lines 13 through 23		930,810.	172,420.		526,949.
25 Contributions, gifts, grants paid		4,241,196.			4,241,196.
26 Total expenses and disbursements. Add lines 24 and 25		5,172,006.	172,420.		4,768,145.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,295,605.			
b Net investment income (if negative, enter -0-)			8,357,946.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			234,510.	98,473.	98,473.
	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 9			69,372,870.	70,361,486.	87,948,739.
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)				69,607,380.	70,459,959.	88,047,212.
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 10)			16,792.	0.	
23 Total liabilities (add lines 17 through 22)				16,792.	0.	
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			69,590,588.	70,459,959.	
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				69,590,588.	70,459,959.	
31 Total liabilities and net assets/fund balances				69,607,380.	70,459,959.	

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	69,590,588.
2 Enter amount from Part I, line 27a	2	5,295,605.
3 Other increases not included in line 2 (itemize) ▶ FOREIGN TAX NOT DEDUCTED FOR BOOK	3	9,618.
4 Add lines 1, 2, and 3	4	74,895,811.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	4,435,852.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,459,959.

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 STATEMENTS			
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 25,702,240.		17,742,033.	7,960,207.

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			7,960,207.

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 7,960,207.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	3,106,007.	86,300,471.	.035991
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

2 Total of line 1, column (d)	2	.223624
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	.044725
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	87,316,257.
5 Multiply line 4 by line 3	5	3,905,220.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	83,579.
7 Add lines 5 and 6	7	3,988,799.
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	4,768,145.

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	83,579.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	83,579.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	83,579.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	209,500.	
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	209,500.	
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	125,921.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 83,600. Refunded ☒	11	42,321.	

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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE, PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 WWW.BARRAFOUNDATION.ORG	13	X	
14	The books are in care of KRISTINA L. WAHL GLANZMANN Telephone no 610-964-7601 Located at 200 W LANCASTER AVENUE, SUITE 202, WAYNE, PA ZIP+4 19087			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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 2012?		1c
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	☐ Yes ☒ No	
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.)	N/A	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 2012 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 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2012?		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 11		100,000.	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
KRISTINA WAHL - 200 W. LANCASTER AVENUE, WAYNE, PA 19087	SENIOR PROGRAM OFFICER	120,000.	6,000.	0.
WILLIAM HARRAL - 200 W. LANCASTER AVENUE, WAYNE, PA 19087	PRESIDENT	100,000.	0.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COLONIAL CONSULTING 750 3RD AVE #20, NEW YORK, NY 10017	INVESTMENT CONSULTING	69,191.

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	88,645,946.	
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	88,645,946.	
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	88,645,946.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,329,689.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,316,257.	
6 Minimum investment return. Enter 5% of line 5	6	4,365,813.	

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	4,365,813.
2a Tax on investment income for 2012 from Part VI, line 5	2a	83,579.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	83,579.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,282,234.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	4,282,234.
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	4,282,234.

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	4,768,145.
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	4,768,145.
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	83,579.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,684,566.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,282,234.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,122,220.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 4,768,145.				
a Applied to 2011, but not more than line 2a			1,122,220.	
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 2012 distributable amount				3,645,925.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				636,309.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

	4942(1)(3) or		4942(1)(5)
--	---------------	--	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

- c Any submission deadlines:**

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

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

Recipient Name and address (home or business)	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
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	VARIOUS	4,241,196.
Total			▶ 3a	4,241,196.
<i>b Approved for future payment</i>				
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	VARIOUS	1,564,349.
Total			▶ 3b	1,564,349.

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

2012

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 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 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) (2012)

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	\$ 1,853,507.	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

THE BARRA FOUNDATION, INC

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	3501.8012 SHS- BARLOW PARTNERS OFFSHORE LP	P	12/21/06	01/18/12
b	4529.9570 SHS- PIMCO TOTAL RETURN CL I	P	12/28/11	02/07/12
c	1354.0310 SHS- PIMCO TOTA0 RETURN CL I	P	01/31/12	02/07/12
d	40398.6990 SHS- PIMCO TOTAL RETURN CL I	P	12/21/07	02/07/12
e	63119.9280 SHS- PIMCO TOTAL RETURN CL I	P	12/31/02	03/28/12
f	22222.2220 SHS- PIMCO TOTAL RETURN CL I	P	12/31/02	05/11/12
g	3421.6810 SHS- PIMCO TOTAL RETURN CL I	P	12/31/02	06/25/12
h	61946.9030 SHS- PIMCO TOTAL RETURN CL I	P	12/31/02	06/29/12
i	4370.6290 SHS- PIMCO TOTAL RETURN CL I	P	12/31/02	08/10/12
j	399728.3590 SHS- LSV VALUE EQUITY FUND STRATEGY	P	12/31/02	09/14/12
k	116510.3450 SHS- PIMCO TOTAL RETURN CL I	P	12/31/02	10/04/12
l	85910.6530 SHS- PIMCO TOTAL RETURN CL I	P	01/31/07	12/07/12
m	1446.000 SHS- CHUBB CORP	P	09/17/12	10/25/12
n	348.000 SHS- DISCOVERY COMMUNICATIONS INC	P	09/17/12	10/25/12
o	.9965 SHS- INTERNATIONAL HOTELS SPONS ADR	P	09/17/12	10/29/12

(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 6,269,005.		6,100,000.	169,005.
b 50,237.		49,121.	1,116.
c 15,016.		15,057.	-41.
d 448,022.		428,226.	19,796.
e 700,000.		619,776.	80,224.
f 250,000.		218,201.	31,799.
g 38,665.		33,598.	5,067.
h 700,000.		608,258.	91,742.
i 50,000.		42,915.	7,085.
j 6,207,781.		4,125,223.	2,082,558.
k 1,351,520.		1,166,522.	184,998.
l 1,000,000.		887,167.	112,833.
m 114,967.		109,851.	5,116.
n 19,130.		18,939.	191.
o 24.		28.	-4.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			169,005.
b			1,116.
c			-41.
d			19,796.
e			80,224.
f			31,799.
g			5,067.
h			91,742.
i			7,085.
j			2,082,558.
k			184,998.
l			112,833.
m			5,116.
n			191.
o			-4.

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 }

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

2

3

THE BARRA FOUNDATION, INC

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	2131.000 SHS- TIME WARNER INC	P	09/17/12	10/25/12
b	407.000 SHS- DISCOVERY COMMUNICATIONS INC	P	09/17/12	11/02/12
c	420.000 SHS- VISA INC	P	09/17/12	11/02/12
d	4289.000 SHS- VISA INC	P	09/17/12	11/09/12
e	2025.000 SHS- UNILEVER NV NY SHARES	P	09/17/12	12/14/12
f	DISTRIBUTIONS RECEIVED FROM TIFF AND SIGULAR GUFF	P	VARIOUS	12/31/12
g	TIFF ABSOLUTE REUTRN POOL CLASS A	P	VARIOUS	12/31/12
h	CAPITAL GAINS DIVIDENDS			
i				
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 93,549.		95,400.	-1,851.
b 22,496.		22,150.	346.
c 60,335.		56,208.	4,127.
d 60,744.		57,412.	3,332.
e 77,994.		72,657.	5,337.
f 70,901.			70,901.
g 7,451,176.		3,015,324.	4,435,852.
h 650,678.			650,678.
i			
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			-1,851.
b			346.
c			4,127.
d			3,332.
e			5,337.
f			70,901.
g			4,435,852.
h			650,678.
i			
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	7,960,207.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE BARRA FOUNDATION, INC
23-6277885
990-PF 2012
PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Relation</u>	<u>FDN</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
1812 Productions		N/A	Public	Arts & Culture	2,000.00
A Little Taste of Everything		N/A	Public	Education	2,000.00
Abington Art Center		N/A	Public	Arts & Culture	2,500.00
Academy of Music		N/A	Public	Arts & Culture	10,000.00
Academy of Music Restoration Fund		N/A	Public	Director's Grant	15,000.00
Academy of Natural Sciences		N/A	Public	Special Grants	10,000.00
Academy of Vocal Arts		N/A	Public	Arts & Culture	2,500.00
ACHIEVEability		N/A	Public	Human Services	2,000.00
ACPPA Artists Cooperative		N/A	Public	Arts & Culture	2,000.00
Acting Without Boundaries		N/A	Public	Arts & Culture	2,500.00
Adoption Center of Delaware Valley		N/A	Public	Human Services	3,000.00
Adults with Developmental Disabilities		N/A	Public	Human Services	2,000.00
African American Museum in Philadelphia		N/A	Public	Arts & Culture	2,000.00
After School Activities Partnerships		N/A	Public	Education	2,500.00
Allens Lane Art Center		N/A	Public	Arts & Culture	2,000.00
Alpha Pregnancy Services		N/A	Public	Human Services	2,500.00
Alzheimer's Association		N/A	Public	Health	2,500.00
American Diabetes Association		N/A	Public	Health	2,500.00
American Philosophical Society		N/A	Public	Education	5,000.00
American Red Cross - SE PA Chapter		N/A	Public	Health	7,500.00
American Theater Arts for Youth		N/A	Public	Arts & Culture	5,000.00
Anti-Defamation League		N/A	Public	Education	2,000.00
Anti-Violence Partnership of Philadelphia		N/A	Public	Human Services	2,000.00
Arden Theatre Company		N/A	Public	Arts & Culture	2,500.00
Arise Academy Charter High School		N/A	Public	Project Grants	37,913.00
Art Sanctuary		N/A	Public	Project Grants	15,000.00
Art Sanctuary		N/A	Public	Project Grants	15,000.00
Art-Reach		N/A	Public	Arts & Culture	2,500.00
Arts & Business Council of Greater Phila.		N/A	Public	Arts & Culture	2,000.00
ArtWell Collaborative		N/A	Public	Education	2,000.00
Associated Services for the Blind		N/A	Public	Human Services	2,500.00
Association for Public Art		N/A	Public	Arts & Culture	2,000.00
Astral Artists		N/A	Public	Arts & Culture	3,500.00
Athenaeum of Philadelphia		N/A	Public	Arts & Culture	7,500.00
Augustinian Defenders of Rights of Poor		N/A	Public	Health	2,000.00
Baker Industries		N/A	Public	Human Services	7,500.00
BalletX		N/A	Public	Arts & Culture	2,000.00
Bartram's Garden		N/A	Public	Arts & Culture	3,000.00
BCS YES!		N/A	Public	Human Services	2,000.00
BEBASHI		N/A	Public	Health	2,000.00
Benchmark School		N/A	Public	Education	2,500.00
Bethesda Project		N/A	Public	Human Services	7,500.00
Big Brothers Big Sisters of SE PA		N/A	Public	Human Services	2,000.00
Black Pearl Chamber Orchestra		N/A	Public	Arts & Culture	2,000.00
Boys' Latin of Phila Charter School		N/A	Public	Planning Grants	31,250.00
Boys' Latin of Phila Charter School		N/A	Public	Planning Grants	31,250.00
Brandywine Conservancy		N/A	Public	Arts & Culture	3,000.00
Brat Productions		N/A	Public	Project Grants	30,000.00
Breakthrough of Greater Philadelphia		N/A	Public	Education	2,000.00
Breastfeeding Resource Center		N/A	Public	Health	2,000.00
Bridge of Hope National		N/A	Public	Human Services	2,000.00
Bristol Riverside Theatre		N/A	Public	Arts & Culture	2,000.00
Broad Street Ministry		N/A	Public	Director's Grant	2,500.00
Broadway Dreams Foundation		N/A	Public	Arts & Culture	2,000.00
Bryn Mawr Hospital Foundation		N/A	Public	Health	2,000.00
Bryn Mawr Rehab Hospital		N/A	Public	Health	2,000.00
Bucknell University		N/A	Public	Director's Grant	2,500.00
CADEkids		N/A	Public	Health	2,000.00

THE BARRA FOUNDATION, INC
23-6277885
990-PF 2012
PART XV, 3A

Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Relation</u>	<u>FDN</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Calcutta House		N/A	Public	Human Services	3,000.00
Camp Dreamcatcher		N/A	Public	Health	2,500.00
Camp Dreamcatcher		N/A	Public	Director's Grant	2,500.00
Canine Partners for Life		N/A	Public	Human Services	2,500.00
CARIE		N/A	Public	Health	3,000.00
Carson Valley Children's Aid		N/A	Public	Education	2,500.00
CASA Youth Advocates, Inc.		N/A	Public	Human Services	2,000.00
Center for Emerging Visual Artists		N/A	Public	Arts & Culture	2,500.00
Center in the Park		N/A	Public	Human Services	5,000.00
Centro Nueva Creacion		N/A	Public	Arts & Culture	2,000.00
Chamber Orchestra of Philadelphia		N/A	Public	Arts & Culture	5,000.00
Chester County Community Dental Center		N/A	Public	Health	2,000.00
Chester County Food Bank		N/A	Public	Human Services	2,000.00
Chester County Futures		N/A	Public	Education	3,000.00
Chester County Historical Society		N/A	Public	Arts & Culture	2,000.00
Chestnut Hill Center for Enrichment		N/A	Public	Human Services	2,000.00
Chestnut Hill Community Fund		N/A	Public	Arts & Culture	2,500.00
Chestnut Hill Meals on Wheels		N/A	Public	Human Services	2,000.00
Child Abuse Prevention Effort		N/A	Public	Human Services	2,000.00
Children's Crisis Treatment Center		N/A	Public	Health	2,500.00
Children's Hospital of Phila. Foundation		N/A	Public	Health	3,500.00
Children's Hospital of Phila. Foundation		N/A	Public	Director's Grant	5,000.00
Children's Scholarship Fund of Phila.		N/A	Public	Education	2,500.00
Children's Village		N/A	Public	Education	2,000.00
Childspace Cooperative Development, Inc.		N/A	Public	Human Services	2,000.00
Clearinghouse for Employing the Homeless		N/A	Public	Human Services	2,000.00
Clery Center for Security on Campus, Inc		N/A	Public	Education	2,000.00
Cliveden of the National Trust		N/A	Public	Arts & Culture	2,000.00
College of Physicians		N/A	Public	Education	2,000.00
College of Physicians		N/A	Public	Project Grants	30,000.00
College of Physicians		N/A	Public	Project Grants	30,000.00
Common Market Philadelphia		N/A	Public	Planning Grants	30,000.00
Communities in Schools of Phila.		N/A	Public	Education	2,000.00
Community Action Agency of Del.Cnty.		N/A	Public	Human Services	2,000.00
Community Education Center		N/A	Public	Education	2,500.00
Community Housing Services, Inc.		N/A	Public	Human Services	2,000.00
Community Outreach Partnership		N/A	Public	Human Services	2,000.00
Community Partnership School		N/A	Public	Education	15,000.00
Community Partnership School		N/A	Public	Director's Grant	10,000.00
Community Partnership School		N/A	Public	Director's Grant	5,000.00
Community Partnership School		N/A	Public	Special Grants	600,000.00
Community Womens Education Project		N/A	Public	Education	2,000.00
Conservation Center for Art & Artifacts		N/A	Public	Arts & Culture	5,000.00
Contact Greater Phila.		N/A	Public	Human Services	2,000.00
Council of Spanish Speaking Organizations		N/A	Public	Human Services	4,000.00
Council on Foundations		N/A	Public	Education	7,840.00
Cradles to Crayons		N/A	Public	Director's Grant	5,000.00
Crime Victims' Center of Chester County		N/A	Public	Human Services	2,000.00
Cristo Rey Philadelphia		N/A	Public	Project Grants	75,000.00
Cuno Theatre Company		N/A	Public	Arts & Culture	2,000.00
Curtis Institute of Music		N/A	Public	Arts & Culture	2,500.00
Dance/USA Philadelphia		N/A	Public	Arts & Culture	2,000.00
Darlington Arts Center		N/A	Public	Arts & Culture	2,000.00
Dawn's Place		N/A	Public	Human Services	2,000.00
Delaware Valley Science Fairs, Inc.		N/A	Public	Education	2,000.00
Depaul USA		N/A	Public	Human Services	2,000.00
Dignity Housing		N/A	Public	Human Services	2,000.00
Diversified Community Services		N/A	Public	Education	2,000.00

THE BARRA FOUNDATION, INC
23-6277885
990-PF 2012
PART XV, 3A
Grants & contributions paid during the year

<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Relation</u>	<u>FDN</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Domestic Abuse Project-Delaware County		N/A	Public	Human Services	3,500.00
Dragonfly Forest		N/A	Public	Director's Grant	2,500.00
Drexel University		N/A	Public	Planning Grants	25,000.00
Easter Seals of Southeastern PA		N/A	Public	Health	2,000.00
Eastern State Penitentiary Historic Site		N/A	Public	Arts & Culture	2,000.00
Ebenezer Maxwell Mansion		N/A	Public	Arts & Culture	2,000.00
Educating Communities for Parenting		N/A	Public	Education	2,000.00
Enchantment Theatre Company		N/A	Public	Arts & Culture	2,500.00
Episcopal Academy		N/A	Public	Director's Grant	15,000.00
Episcopal Community Services		N/A	Public	Human Services	6,000.00
ESF Dream Camp Foundation, Inc.		N/A	Public	Education	2,000.00
Esperanza Health Center		N/A	Public	Health	2,000.00
Fabric Workshop		N/A	Public	Arts & Culture	2,500.00
Face to Face Germantown		N/A	Public	Human Services	2,000.00
Family Service of Montgomery County		N/A	Public	Planning Grants	20,000.00
Federation Housing, Inc.		N/A	Public	Human Services	2,000.00
First Person Arts		N/A	Public	Arts & Culture	2,000.00
Fleisher Art Memorial		N/A	Public	Education	3,000.00
Fleisher Art Memorial		N/A	Public	Planning Grants	37,500.00
Fort Mifflin on the Delaware		N/A	Public	Arts & Culture	2,500.00
Foundation Center		N/A	Public	Education	2,000.00
Foundation of the St. Andrew's Society		N/A	Public	Education	3,500.00
Fox Chase Cancer Center		N/A	Public	Health	3,500.00
Franklin Inst Science Leadership Acad		N/A	Public	Project Grants	30,000.00
Franklin Inst Science Leadership Acad		N/A	Public	Project Grants	30,000.00
Franklin's Paine Skatepark Fund		N/A	Public	Planning Grants	30,000.00
Free Library of Philadelphia Foundation		N/A	Public	Education	5,000.00
Friends Assoc./Care & Protection of Child		N/A	Public	Human Services	2,000.00
Friends of Laurel Hill Cemetery		N/A	Public	Arts & Culture	2,000.00
Friends of St. Martin de Porres School		N/A	Public	Director's Grant	5,000.00
Gateway Employment Resources		N/A	Public	Human Services	3,000.00
Gearing Up		N/A	Public	Health	2,000.00
Geographical Society of Philadelphia		N/A	Public	Education	2,000.00
Germantown Friends School		N/A	Public	Director's Grant	10,000.00
Germantown Monthly Meeting of Friends		N/A	Public	Human Services	2,000.00
Gesu School		N/A	Public	Education	2,000.00
Gettysburg College		N/A	Public	Director's Grant	10,000.00
Gilda's Club of Delaware Valley		N/A	Public	Health	2,000.00
Good Samaritan Shelter		N/A	Public	Human Services	2,000.00
Grants Managers Network		N/A	Public	Education	1,000.00
Greater Phila. Cultural Alliance		N/A	Public	Arts & Culture	5,000.00
Green Tree Community Health Foundation		N/A	Public	Health	2,500.00
GreenLight Fund		N/A	Public	Project Grants	60,000.00
Greensgrow Philadelphia Project		N/A	Public	Project Grants	21,250.00
Greensgrow Philadelphia Project		N/A	Public	Project Grants	21,250.00
Habitat for Humanity- Philadelphia		N/A	Public	Human Services	2,000.00
Habitat for Humanity- Philadelphia		N/A	Public	Planning Grants	35,000.00
Handi-Crafters, Inc.		N/A	Public	Human Services	2,500.00
Healthy NewsWorks		N/A	Public	Health	2,000.00
Hearing Loss Assoc. of America		N/A	Public	Director's Grant	10,000.00
Hearing Loss Assoc. of PA		N/A	Public	Health	2,000.00
Hedwig House, Inc.		N/A	Public	Human Services	2,000.00
Hepatitis B Foundation		N/A	Public	Project Grants	29,787.00
Hidden City Philadelphia		N/A	Public	Project Grants	30,000.00
Highlands Historical Society		N/A	Public	Arts & Culture	2,500.00
Historic Germantown Preserved		N/A	Public	Project Grants	37,500.00
Historic RittenhouseTown		N/A	Public	Arts & Culture	2,500.00
Historical Society of PA		N/A	Public	Education	15,000.00

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<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Relation</u>	<u>FDN</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Historical Society of PA		N/A	Public	Project Grants	37,750.00
Historical Society of PA		N/A	Public	Project Grants	35,750.00
HMS School for Children with CP		N/A	Public	Health	2,000.00
Hope Partnership for Education		N/A	Public	Education	6,000.00
Ingils House Foundation		N/A	Public	Health	2,000.00
InLiquid		N/A	Public	Arts & Culture	2,000.00
Inn Dwelling		N/A	Public	Human Services	3,500.00
Institute for Safe Families		N/A	Public	Human Services	2,000.00
Institute for Safe Families		N/A	Public	Project Grants	41,800.00
Institute of Contemporary Art		N/A	Public	Arts & Culture	2,500.00
InterAct Theatre Company		N/A	Public	Arts & Culture	2,000.00
Interim House, Inc.		N/A	Public	Health	2,000.00
Kardon Institute for Arts Therapy		N/A	Public	Arts & Culture	2,000.00
Kelly Anne Dolan Memorial Fund		N/A	Public	Health	3,000.00
Keystone Hospice		N/A	Public	Health	3,000.00
Kids Smiles, Inc.		N/A	Public	Health	2,000.00
Kimmel Center		N/A	Public	Arts & Culture	5,000.00
KIPP Philadelphia Schools		N/A	Public	Project Grants	37,500.00
KIPP Philadelphia Schools		N/A	Public	Project Grants	37,500.00
Lankenau Hospital Foundation		N/A	Public	Director's Grant	35,000.00
Lankenau Institute for Medical Research		N/A	Public	Health	2,500.00
Lantern Theater Company		N/A	Public	Arts & Culture	2,000.00
LaSalle Academy		N/A	Public	Director's Grant	2,500.00
Lehigh University Athletics		N/A	Public	Director's Grant	2,500.00
Library Co. of Philadelphia		N/A	Public	Education	5,000.00
LIFT, Inc.		N/A	Public	Human Services	2,000.00
Living Beyond Breast Cancer		N/A	Public	Health	2,500.00
Lutheran Settlement House		N/A	Public	Planning Grants	35,000.00
Main Line Art Center		N/A	Public	Arts & Culture	2,500.00
Make-A-Wish Foundation		N/A	Public	Health	3,000.00
Make-A-Wish Foundation		N/A	Public	Director's Grant	5,000.00
Mann Center for Performing Arts		N/A	Public	Arts & Culture	3,500.00
MANNA		N/A	Public	Human Services	5,000.00
Manna on Main Street		N/A	Public	Human Services	2,500.00
Massachusetts Institute of Technology		N/A	Public	Director's Grant	5,000.00
Maternal & Child Health Consortium		N/A	Public	Health	2,000.00
Mazzoni Center		N/A	Public	Health	2,000.00
Media Theatre		N/A	Public	Arts & Culture	2,000.00
Mendelssohn Club of Philadelphia		N/A	Public	Arts & Culture	2,000.00
MenzFit		N/A	Public	Human Services	2,000.00
Methodist Family Services of Philadelphia		N/A	Public	Planning Grants	20,000.00
Metropolitan Ballet Company		N/A	Public	Arts & Culture	2,000.00
Metropolitan Career Center		N/A	Public	Human Services	5,000.00
Mid-Atlantic Arts Foundation		N/A	Public	Arts & Culture	2,500.00
Middle Atlantic Blind Golf Assoc.		N/A	Public	Education	2,500.00
Mighty Writers		N/A	Public	Project Grants	38,000.00
Mill at Anselma Education Trust		N/A	Public	Arts & Culture	2,000.00
Mommy's Light Lives on Fund		N/A	Public	Human Services	2,000.00
Monell Chemical Senses Center		N/A	Public	Education	2,000.00
Montco Opp. Industrialization Ctr.		N/A	Public	Education	2,000.00
Montco SAAC		N/A	Public	Human Services	2,000.00
Montgomery County Emergency Service, Inc		N/A	Public	Health	2,000.00
Montgomery Theater		N/A	Public	Arts & Culture	2,000.00
Moore College of Art & Design		N/A	Public	Arts & Culture	3,000.00
Morris Arboretum		N/A	Public	Education	6,000.00
Morris Arboretum		N/A	Public	Planning Grants	30,000.00
Moss Rehab Hospital		N/A	Public	Health	2,000.00
Narberth Community Theater		N/A	Public	Arts & Culture	2,000.00

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National Constitution Center		N/A	Public	Education	5,000.00
National Foundation for Celiac Awareness		N/A	Public	Health	2,500.00
National Museum American Jewish History		N/A	Public	Arts & Culture	2,000.00
National Nursing Center Consortium		N/A	Public	Health	2,000.00
National Philanthropic Trust		N/A	Public	Director's Grant	35,000.00
National Transplant Assistance Fund		N/A	Public	Health	2,500.00
Nationalities Service Center		N/A	Public	Project Grants	49,750.00
Nationalities Service Center		N/A	Public	Project Grants	49,750.00
Natl Clearinghouse/Defense Batt.Women		N/A	Public	Human Services	2,000.00
Need in Deed		N/A	Public	Education	2,500.00
Neighbor to Neighbor Community Dev. Corp.		N/A	Public	Education	2,000.00
Neighborhood Bike Works		N/A	Public	Education	2,000.00
Neighborhood Interfaith Movement		N/A	Public	Human Services	2,000.00
Neighborhood Interfaith Movement		N/A	Public	Project Grants	25,500.00
New Directions for Women		N/A	Public	Human Services	2,000.00
New Directions for Women		N/A	Public	Project Grants	42,050.00
New Directions for Women		N/A	Public	Project Grants	42,688.00
New Horizons Senior Center		N/A	Public	Human Services	2,000.00
Norris Square Neighborhood Project		N/A	Public	Human Services	5,000.00
North Light Community Center		N/A	Public	Human Services	5,000.00
NSCDA/PA		N/A	Public	Arts & Culture	2,500.00
NW Phila. Interfaith Hospitality Network		N/A	Public	Human Services	2,500.00
Opera Company of Philadelphia		N/A	Public	Arts & Culture	7,500.00
Overington House, Inc.		N/A	Public	Human Services	3,000.00
Painted Bride Art Center		N/A	Public	Arts & Culture	3,000.00
Partners for Sacred Places		N/A	Public	Project Grants	50,000.00
Partners for Sacred Places		N/A	Public	Project Grants	62,500.00
Pasion Y Arte, Inc.		N/A	Public	Arts & Culture	2,000.00
Peaceful Living		N/A	Public	Human Services	2,000.00
Pegasus Riding Academy		N/A	Public	Health	2,000.00
Penn Museum		N/A	Public	Arts & Culture	2,000.00
Pennsylvania Academy of Fine Arts		N/A	Public	Arts & Culture	7,500.00
Pennsylvania Ballet		N/A	Public	Arts & Culture	7,500.00
Pennsylvania Bible Society		N/A	Public	Director's Grant	2,500.00
Pennsylvania Economy League		N/A	Public	Education	2,000.00
Pennsylvania Horticultural Society		N/A	Public	Arts & Culture	3,000.00
Pennsylvania Horticultural Society		N/A	Public	Planning Grants	37,500.00
Pennsylvania Horticultural Society		N/A	Public	Planning Grants	37,500.00
Pennsylvania Hospital		N/A	Public	Health	2,000.00
Pennsylvania School for the Deaf		N/A	Public	Education	2,500.00
People's Emergency Center		N/A	Public	Human Services	5,000.00
People's Light & Theatre Company		N/A	Public	Arts & Culture	2,000.00
People's Light & Theatre Company		N/A	Public	Project Grants	10,000.00
Peter's Place		N/A	Public	Health	2,000.00
Phila. Physicians/ Social Responsibility		N/A	Public	Human Services	2,000.00
Phila. Soc. for Preserva. of Landmarks		N/A	Public	Arts & Culture	2,500.00
Philadelphia Boys Choir & Chorale		N/A	Public	Arts & Culture	2,500.00
Philadelphia Chamber Music Society		N/A	Public	Arts & Culture	5,000.00
Philadelphia Dance Co.		N/A	Public	Arts & Culture	7,500.00
Philadelphia Dance Projects		N/A	Public	Arts & Culture	2,500.00
Philadelphia Education Fund		N/A	Public	Education	5,000.00
Philadelphia FIGHT		N/A	Public	Health	2,000.00
Philadelphia Film Society		N/A	Public	Arts & Culture	2,000.00
Philadelphia Futures		N/A	Public	Education	2,500.00
Philadelphia History Museum		N/A	Public	Arts & Culture	7,500.00
Philadelphia Live Arts Festival		N/A	Public	Arts & Culture	2,000.00
Philadelphia Mural Arts Advocates		N/A	Public	Arts & Culture	3,500.00
Philadelphia Museum of Art		N/A	Public	Arts & Culture	15,000.00

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Philadelphia Museum of Art		N/A	Public	Planning Grants	62,500.00
Philadelphia Museum of Art - RODIN		N/A	Public	Arts & Culture	2,000.00
Philadelphia Orchestra Association		N/A	Public	Arts & Culture	10,000.00
Philadelphia Public School Notebook		N/A	Public	Education	2,000.00
Philadelphia Ronald McDonald House		N/A	Public	Health	2,000.00
Philadelphia School Partnership		N/A	Public	Special Grants	100,000.00
Philadelphia Singers		N/A	Public	Arts & Culture	2,000.00
Philadelphia Theatre Company		N/A	Public	Arts & Culture	2,500.00
Philadelphia University		N/A	Public	Project Grants	50,000.00
Philadelphia University		N/A	Public	Project Grants	50,000.00
Philadelphia VIP Inc.		N/A	Public	Human Services	2,000.00
Philadelphia Wooden Boat Factory		N/A	Public	Planning Grants	14,000.00
Philadelphia Young Playwrights		N/A	Public	Arts & Culture	2,000.00
Philadelphia Youth Orchestra		N/A	Public	Arts & Culture	2,000.00
Philly Fellows		N/A	Public	Education	2,500.00
PHMC		N/A	Public	Arts & Culture	2,000.00
Planned Parenthood of SE PA		N/A	Public	Human Services	5,000.00
Please Touch Museum		N/A	Public	Arts & Culture	8,500.00
Police Athletic League of Phila.		N/A	Public	Education	2,000.00
Polish American Social Services		N/A	Public	Human Services	2,000.00
Potter's House Mission		N/A	Public	Human Services	2,500.00
Presbyterian Children's Village		N/A	Public	Human Services	2,000.00
Project Based Learning, Inc.		N/A	Public	Project Grants	82,000.00
Project Based Learning, Inc.		N/A	Public	Project Grants	41,000.00
Project Forward Leap Foundation		N/A	Public	Education	2,000.00
Project H.O.M.E.		N/A	Public	Human Services	7,500.00
Project H.O.M.E.		N/A	Public	Project Grants	80,000.00
Providence Center		N/A	Public	Education	2,000.00
Public Citizens for Children & Youth		N/A	Public	Human Services	3,000.00
Puentes de Salud		N/A	Public	Project Grants	47,500.00
Puentes de Salud		N/A	Public	Project Grants	47,500.00
Quest Therapeutic Services		N/A	Public	Health	2,000.00
Radnor Conservancy		N/A	Public	Arts & Culture	2,000.00
Radnor Educational Foundation		N/A	Public	Director's Grant	5,000.00
Ready, Willing & Able- The Doe Fund, Inc.		N/A	Public	Human Services	2,000.00
Rosenbach Museum & Library		N/A	Public	Arts & Culture	3,500.00
Royer-Greaves School for Blind		N/A	Public	Human Services	2,500.00
Safe Harbor of Chester County		N/A	Public	Human Services	2,000.00
Saunders House		N/A	Public	Health	2,000.00
Schweitzer Fellows Program-Phila.		N/A	Public	Health	2,000.00
Scribe Video Center		N/A	Public	Arts & Culture	2,000.00
Sebastian Riding Associates		N/A	Public	Human Services	2,000.00
SeniorLAW Center		N/A	Public	Human Services	2,000.00
Settlement Music School		N/A	Public	Arts & Culture	7,500.00
Shriners Hospitals for Children		N/A	Public	Health	2,000.00
Singing City		N/A	Public	Arts & Culture	2,500.00
Sisters of St. Joseph Welcome Center		N/A	Public	Education	2,000.00
Smith Memorial Playground		N/A	Public	Education	3,000.00
Society Hill Playhouse		N/A	Public	Arts & Culture	2,500.00
Spark Program		N/A	Public	Project Grants	50,000.00
Special Equestrians		N/A	Public	Human Services	2,000.00
Special Olympics of Pennsylvania		N/A	Public	Education	2,000.00
Spiral Q Puppet Theater		N/A	Public	Arts & Culture	2,000.00
St. Augustine Academy		N/A	Public	Director's Grant	2,500.00
St. Catherine Laboure Medical Clinic		N/A	Public	Health	7,500.00
St. Edmond's Home for Children		N/A	Public	Health	2,000.00
Starfinder Foundation		N/A	Public	Education	2,500.00
Startup Corps		N/A	Public	Education	2,000.00

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Steppingstone Scholars, Inc		N/A	Public	Education	5,000.00
Storybook Musical Theatre		N/A	Public	Arts & Culture	2,000.00
Sunday Breakfast Rescue Mission		N/A	Public	Human Services	5,000.00
Support Center for Child Advocates		N/A	Public	Human Services	2,000.00
Surrey Services for Seniors		N/A	Public	Health	2,000.00
Taller Puertorriqueno		N/A	Public	Human Services	3,000.00
Teachers Institute of Philadelphia		N/A	Public	Education	2,000.00
Teenagers, Inc.		N/A	Public	Education	2,000.00
Temple Ctr for Intergenerational Learning		N/A	Public	Human Services	2,500.00
Temple Univ./The Intergenerational Ctr.		N/A	Public	Project Grants	50,000.00
the Academy of Natural Sciences		N/A	Public	Education	10,000.00
the Academy of Natural Sciences		N/A	Public	Director's Grant	5,000.00
The Arc of Chester County		N/A	Public	Human Services	2,000.00
The Attic Youth Center		N/A	Public	Human Services	2,000.00
The Career Wardrobe		N/A	Public	Human Services	3,000.00
The Chester Fund for Edu & the Arts, Inc.		N/A	Public	Project Grants	35,500.00
The Church Foundation		N/A	Public	Planning Grants	25,000.00
The Clay Studio		N/A	Public	Arts & Culture	3,000.00
The Clinic		N/A	Public	Health	2,500.00
The College Settlement of Philadelphia		N/A	Public	Human Services	3,000.00
The Food Trust		N/A	Public	Health	2,000.00
The Franklin Institute		N/A	Public	Education	7,500.00
The Open Line		N/A	Public	Planning Grants	25,000.00
The Other Carpenter		N/A	Public	Human Services	2,000.00
The Pennington School		N/A	Public	Director's Grant	12,500.00
The Print Center		N/A	Public	Arts & Culture	2,500.00
The Salvation Army		N/A	Public	Human Services	10,000.00
The Student Leadership Project		N/A	Public	Education	2,000.00
The Urban League of Philadelphia		N/A	Public	Education	2,000.00
The Wistar Institute		N/A	Public	Director's Grant	5,000.00
Theatre Exile		N/A	Public	Arts & Culture	2,000.00
Theatre Horizon		N/A	Public	Arts & Culture	2,000.00
Thorncroft Therapeutic Horseback Riding,		N/A	Public	Health	2,500.00
Tree House Books		N/A	Public	Education	2,000.00
Triskeles		N/A	Public	Project Grants	35,000.00
Triskeles		N/A	Public	Project Grants	35,000.00
Trustees of Univ. of PA		N/A	Public	Human Services	10,000.00
Twilight Wish Foundation		N/A	Public	Human Services	2,000.00
Tyler School of Art		N/A	Public	Arts & Culture	2,000.00
Tyler School of Art		N/A	Public	Project Grants	30,000.00
Unemployment Information Center		N/A	Public	Health	2,000.00
United Negro College Fund		N/A	Public	Education	5,000.00
United Way of SEPA		N/A	Public	Human Services	10,000.00
University City Arts League		N/A	Public	Arts & Culture	2,000.00
University of the Arts		N/A	Public	Education	2,500.00
University of the Sciences		N/A	Public	Education	7,500.00
Upper Main Line YMCA		N/A	Public	Director's Grant	5,000.00
Urban Blazers Foundation		N/A	Public	Education	2,000.00
Victim Services Center of Montco.		N/A	Public	Human Services	2,500.00
Village of Arts & Humanities		N/A	Public	Arts & Culture	5,000.00
Visiting Nurse Assoc. of Gr. Phila.		N/A	Public	Health	2,000.00
Vox Populi		N/A	Public	Arts & Culture	2,000.00
Wagner Free Institute of Science		N/A	Public	Education	5,000.00
Walnut Street Theater		N/A	Public	Arts & Culture	3,000.00
Wayne Art Center		N/A	Public	Arts & Culture	3,000.00
Wayne Art Center		N/A	Public	Director's Grant	7,500.00
Welcoming Center for New Pennsylvanians		N/A	Public	Planning Grants	47,000.00
Whosoever Gospel Mission		N/A	Public	Human Services	3,000.00

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Why Not Prosper, Inc.		N/A	Public	Human Services	2,000.00
Wills Eye Institute		N/A	Public	Health	2,500.00
Wilma Theater		N/A	Public	Arts & Culture	3,000.00
Wistar Institute		N/A	Public	Health	6,000.00
Women's Committee - Phila. Museum of Art		N/A	Public	Arts & Culture	5,000.00
Women's Committee - Phila. Museum of Art		N/A	Public	Planning Grants	25,500.00
Women's Community Revitalization Project		N/A	Public	Human Services	4,500.00
Women's Resource Center		N/A	Public	Human Services	2,000.00
Won Community Service Center		N/A	Public	Education	2,000.00
Woodlands Trust for Historic Preservation		N/A	Public	Planning Grants	28,500.00
Woodynde School		N/A	Public	Director's Grant	15,000.00
Woodmere Art Museum		N/A	Public	Arts & Culture	3,000.00
WXPB-FM		N/A	Public	Health	2,000.00
Young Audiences of E. PA		N/A	Public	Arts & Culture	2,000.00
Youth Service, Inc.		N/A	Public	Human Services	2,500.00
Zoological Society of Philadelphia		N/A	Public	Education	10,000.00
Miscellaneous Returned Grants		N/A	Public	Various	-8,082.00
					<u>4,241,198.00</u>

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Grants approved for future payment

<u>Recipient Name</u>	<u>Relationship</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Payment</u>
GreenLight Fund	N/A	Public	Project Grant	60,000
Arise Academy Charter High School	N/A	Public	Project Grant	37,912
Fleisher Art Memorial	N/A	Public	Planning Grant	37,500
Mighty Writers	N/A	Public	Project Grant	38,000
Neighborhood Interfaith Movement	N/A	Public	Project Grant	25,500
The Open Line	N/A	Public	Planning Grant	25,000
The Morris Arboretum of the University of Pennsylvania	N/A	Public	Planning Grant	30,000
Project Based Learning Inc.	N/A	Public	Project Grant	41,000
The College of Physicians of Philadelphia	N/A	Public	Project Grant	20,000
Mural Arts Advocates	N/A	Public	Project Grant	50,000
KIPP Philadelphia Schools	N/A	Public	Project Grant	37,500
Greensgrow Philadelphia Project	N/A	Public	Project Grant	21,250
Project H.O.M.E	N/A	Public	Project Grant	60,000
Partners for Sacred Places	N/A	Public	Project Grant	62,500
Brat Productions	N/A	Public	Project Grant	20,000
Franklin's Paine Skatepark Fund	N/A	Public	Planning Grant	30,000
Peregrine Arts Inc. dba Hidden City Philadelphia	N/A	Public	Project Grant	20,000
The Chester Fund for Education and the Arts, Inc.	N/A	Public	Project Grant	35,500
The Historical Society of Pennsylvania	N/A	Public	Project Grant	35,750
New Directions for Women, Inc	N/A	Public	Project Grant	42,687
Spark Program	N/A	Public	Project Grant	50,000
Philadelphia School Partnership	N/A	Public	Project Grant	100,000
Historic Germantown	N/A	Public	Project Grant	37,500
Brat Productions	N/A	Public	Project Grant	10,000
Methodist Family Services of Philadelphia	N/A	Public	Planning Grant	17,000
Common Market Philadelphia	N/A	Public	Planning Grant	20,000
Temple University The Intergenerational Center	N/A	Public	Project Grant	60,000
KIPP Philadelphia Schools	N/A	Public	Project Grant	37,500
Cristo Rey Philadelphia High School	N/A	Public	Project Grant	75,000
Greensgrow Philadelphia Project	N/A	Public	Project Grant	21,250
Project H.O.M.E	N/A	Public	Project Grant	60,000
The Chester Fund for Education and the Arts, Inc.	N/A	Public	Project Grant	40,500
Tyler School of Art, Department of Exhibitions and Public Programs	N/A	Public	Project Grant	30,000
Historic Germantown	N/A	Public	Project Grant	37,500
Temple University The Intergenerational Center	N/A	Public	Project Grant	\$50,000
Historic Germantown	N/A	Public	Project Grant	\$37,500
Project H.O.M.E	N/A	Public	Project Grant	\$60,000
The Chester Fund for Education and the Arts, Inc.	N/A	Public	Project Grant	\$40,500
Project H.O.M.E	N/A	Public	Project Grant	\$60,000
Total				<u><u>1,564,349</u></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	1,296,286.	650,678.	645,608.
TOTAL TO FM 990-PF, PART I, LN 4	1,296,286.	650,678.	645,608.

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	15,950.	0.		15,950.
TO FM 990-PF, PG 1, LN 16A	15,950.	0.		15,950.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	25,202.	0.		25,202.
TO FORM 990-PF, PG 1, LN 16B	25,202.	0.		25,202.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RESEARCH AND CONSULTING	84,665.	0.		84,665.
INVESTMENT FEES	71,230.	71,230.		0.
CUSTODIAL FEES	64,572.	64,572.		0.
TO FORM 990-PF, PG 1, LN 16C	220,467.	135,802.		84,665.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	219,118.	9,618.		0.
TO FORM 990-PF, PG 1, LN 18	219,118.	9,618.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	7,195.	0.		7,195.
TELEPHONE	2,805.	0.		2,805.
INSURANCE	3,576.	0.		3,576.
OFFICE SUPPLIES	3,761.	0.		3,761.
UTILITIES	1,237.	0.		1,237.
RENOVATIONS & EQUIPMENT	31,905.	0.		31,905.
OTHER FEES	2,157.	0.		0.
IT CONSULTING	14,469.	0.		0.
GIFTS	5,315.	0.		0.
TO FORM 990-PF, PG 1, LN 23	72,420.	0.		50,479.

FORM 990-PF	OTHER INCOME	STATEMENT	7
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DESCRIPTION	(A) REVENUE PER BOOKS
PUBLICATIONS	8,289.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	8,289.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
GAIN ON SALE OF ASSETS NOT REFLECTED ON BOOKS	4,435,852.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,435,852.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WILMINGTON TRUST CO	COST	70,361,486.	87,948,739.
TOTAL TO FORM 990-PF, PART II, LINE 13		70,361,486.	87,948,739.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INVESTMENT PURCHASE PAYABLE	16,792.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	16,792.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM HARRAL 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	PRESIDENT, DIRECTOR 40.00	100,000.	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	CHAIRMAN, DIRECTOR, BOARD MEMBER 5.00	0.	0.	0.
HARRY E CERINO 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
ROBERT L MCNEIL III 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	ASST TREAS, 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	SECRETARY, DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
A. LOUIS DENTON 200 W. LANCASTER AVENUE, SUITE 2010 WAYNE, PA 19087	VICE PRESIDENT, DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.

THE BARRA FOUNDATION, INC

23-6277885

ERIC C. ANDERSON
200 W. LANCASTER AVENUE, SUITE
2010
WAYNE, PA 19087

DIRECTOR, BOARD MEMBER

1.00

0.

0.

0.

FRAZIERITA D. KLASSEN
200 W. LANCASTER AVENUE, SUITE
2010
WAYNE, PA 19087

DIRECTOR, BOARD MEMBER

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

100,000.

0.

0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

N/A

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 TYPE OF THE REQUEST, TIMEFRAME, TARGETED AUDIENCE, ETC.

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 4)EDUCATION. IN GENERAL, THE FOUNDATION DOES NOT PROVIDE SUPPORT FOR 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 ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions. THE BARRA FOUNDATION, INC	Employer identification number (EIN) or 23-6277885
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. if a P.O. box, see instructions. 200 W. LANCASTER AVENUE, 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) **04**

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

KRISTINA WAHL

- The books are in the care of ► **200 W LANCASTER AVENUE, SUITE 202 - WAYNE, PA 19087**
- Telephone No. ► **610-964-7601** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** 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	\$ 91,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 209,500.
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	\$ 0.

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. 1-2013)

• 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 AVENUE, 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) **04**

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

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

KRISTINA WAHL

• The books are in the care of **200 W LANCASTER AVENUE, SUITE 202 - WAYNE, PA 19087**

Telephone No. **610-964-7601**

FAX No.

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, 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

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	91,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	209,500.
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 **Kristina Wahl**

Title **CPA**

Date **8-6-13**

Form 8868 (Rev. 1-2013)