



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Department of the Treasury
Internal Revenue Service

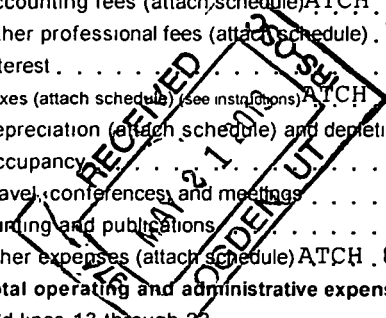
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE BARR FUND		A Employer identification number 36-6111449
Number and street (or P O box number if mail is not delivered to street address) C/O PHILLIP C RAVID, RAVID & BERNSTEIN LLP 230 WEST MONROE STREET		B Telephone number (see instructions) (312) 782-4710
Room/suite 330		
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,091,908.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule). Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
2 Interest on savings and temporary cash investments	21.	21.	21.	ATCH 1
3 Dividends and interest from securities	141,982.	141,982.	141,982.	ATCH 2
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	128,642.			
b Gross sales price for all assets on line 6a	2,572,725.			
7 Capital gain net income (from Part IV, line 2)		128,642.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	51,285.	51,285.	51,285.	
12 Total. Add lines 1 through 11	321,930.	321,930.	193,288.	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	373.			373.
b Accounting fees (attach schedule) ATCH 5	7,500.			7,500.
c Other professional fees (attach schedule) *	51,001.	51,001.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 7	3,516.	3,516.	3,516.	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	15.			15.
24 Total operating and administrative expenses. Add lines 13 through 23	62,405.	54,517.	3,516.	7,888.
25 Contributions, gifts, grants paid	241,650.			241,650.
26 Total expenses and disbursements. Add lines 24 and 25	304,055.	54,517.	3,516.	249,538.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	17,875.			
b Net investment income (if negative, enter -0-)		267,413.		
c Adjusted net income (if negative, enter -0-)			189,772.	

SCANNED MAY 23 2013 Operating and Administrative Expenses



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	5.			
	2	Savings and temporary cash investments		377,871.	377,871.	
	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 instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) **	330,441.	188,232.	188,232.	
	b	Investments - corporate stock (attach schedule) ATCH 10	3,718,571.	3,526,257.	3,526,257.	
	c	Investments - corporate bonds (attach schedule) ATCH 11	744,796.	691,668.	691,668.	
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 12		299,337.	299,337.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 13)	11,698.	8,543.	8,543.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,805,511.	5,091,908.	5,091,908.		
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 (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	4,805,511.	5,091,908.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	4,805,511.	5,091,908.			
31	Total liabilities and net assets/fund balances (see instructions)	4,805,511.	5,091,908.			

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	4,805,511.
2	Enter amount from Part I, line 27a	2	17,875.
3	Other increases not included in line 2 (itemize) ATCH 14	3	271,606.
4	Add lines 1, 2, and 3	4	5,094,992.
5	Decreases not included in line 2 (itemize) ATCH 15	5	3,084.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,091,908.

**ATCH 9

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	128,642.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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	248,538.	5,102,060.	0.048713
2010	208,774.	4,918,777.	0.042444
2009	185,182.	4,461,087.	0.041511
2008	264,612.	5,333,040.	0.049617
2007	261,738.	5,563,557.	0.047045
2 Total of line 1, column (d)			2 0.229330
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 0.045866
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,023,895.
5 Multiply line 4 by line 3			5 230,426.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,674.
7 Add lines 5 and 6			7 233,100.
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			8 249,538.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2013 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political expenditures, unrelated business income, liquidation, requirements of section 508(e), assets, and substantial contributors.

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? 13 X
Website address N/A
14 The books are in care of RAVID & BERNSTEIN LLP Telephone no 312-782-4710
Located at 230 WEST MONROE ST., # 330, CHICAGO, IL ZIP+4 60606
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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? 16 Yes No X
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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)? 1b
Organizations relying on a current notice regarding disaster assistance check here
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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 X 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) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 16		0	0	0

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

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

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

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 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 ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,786,771.
b	Average of monthly cash balances	1b	313,630.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,100,401.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,100,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,506.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,023,895.
6	Minimum investment return. Enter 5% of line 5	6	251,195.

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	251,195.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,674.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,674.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	248,521.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	248,521.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	248,521.

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	249,538.
b	Program-related investments - total from Part IX-B	1b	
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	249,538.
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 instructions)	5	2,674.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	246,864.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				248,521.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 249,538.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				248,521.
e Remaining amount distributed out of corpus	1,017.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,017.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,017.			
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	1,017.			

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

NOT APPLICABLE

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

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

N/A

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

ATCH 17

c Any submission deadlines

NONE

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

ATCH 18

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
a <i>Paid during the year</i> SEE ATTACHED STATEMENT				241,650.
Total ▶ 3a				241,650.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, etc.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Donald M. Lubin, Date: 15/14/13, Title: President.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name: PHILLIP C. RAVID, Preparer's signature: [Signature], Date: MAY 13 2013, Check self-employed: [X], PTIN: P00582792, Firm's name: RAVID & BERNSTEIN LLP, Firm's EIN: 36-3207723, Firm's address: 230 W. MONROE STREET SUITE 330 CHICAGO, IL 60606, Phone no: 312-782-4710

THE BARR FUND (EIN. 36-6111449)

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

<u>Date</u>	<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Recipient Relationship and Purpose of Grant</u>	<u>Amount</u>
7/12/2012	The Barr-Harris Center of the Institute of Psychoanalysis 122 S Michigan Ave, Chicago, IL 60603	501(c)(3) Public Charity	None General Fund	25,000 00
11/5/2012	Harvard Law School 125 Mount Auburn Street, Cambridge, MA 02138	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	WBEZ (Chicago Public Media) 848 East Grand Ave, Navy Pier, Chicago, IL 60611	501(c)(3) Public Charity	None General Fund	1,200.00
11/5/2012	Anti-Defamation League 120 S LaSalle St # 1150, Chicago, IL 60603	501(c)(3) Public Charity	None General Fund	1,000.00
11/5/2012	Trustees of the University of Pennsylvania 3451 Walnut St, Philadelphia, PA 19104	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	University of Chicago, School of Social Service Admin 969 E 60th St , Chicago, IL 60637	501(c)(3) Public Charity	None General Fund	5,000.00
11/5/2012	University of Chicago, School of Social Service Admin. 969 E 60th St , Chicago, IL 60637	501(c)(3) Public Charity	None General Fund	10,000 00
11/5/2012	Botanic Gardens Conservation International US Inc 1000 Lake Cook Rd, Glencoe, IL 60022	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	North Lawndale College Preparatory Charter High School 1616 S Spaulding Ave, Chicago, IL 60623	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	WTTW (Chicago Public Media) 5400 N Saint Louis Avenue, Chicago, IL 60625	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	Highland/Park Highwood Home Child Care Association PO Box 37 , % Marilyn Straus, Highland Park, IL 60035	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	Highland Park Community Foundation P O Box 398, Highland Park, IL 60035	501(c)(3) Public Charity	None General Fund	1,000 00
11/5/2012	Ragdale 1260 N Green Bay Rd, Lake Forest, IL 60045	501(c)(3) Public Charity	None General Fund	1,000.00
11/5/2012	Ravinia Festival Association 201 St Johns Ave, Highland Park, IL 60035	501(c)(3) Public Charity	None General Fund	10,000 00
11/5/2012	Jewish United Fund 30 S Wells St, Chicago, Illinois 60606	501(c)(3) Public Charity	None General Fund	15,000 00
11/5/2012	Rush University Medical Center 1700 W Van Buren St., Suite 250, Chicago, IL 60612	501(c)(3) Public Charity	None General Fund	25,000 00
11/5/2012	Invest for Kids Attn Gina Rosanova, 875 N. Michigan Ave Suite 3400, Chicago IL, 60611	501(c)(3) Public Charity	None General Fund	3,500 00
11/6/2012	Cornell University Box 223623, Pittsburgh PA 15251-2623	501(c)(3) Public Charity	None General Fund	5,000 00
11/6/2012	North Shore Country Day School 310 Green Bay Rd, Winnetka, IL 60093	501(c)(3) Public Charity	None General Fund	5,000 00
11/6/2012	Dartmouth College Alumni Fund 6066 Development Office, Hanover, NH 03755-3555	501(c)(3) Public Charity	None General Fund	500 00
11/7/2012	Chileda Institute, Inc 1825 Victory St, La Crosse, WI 54601	501(c)(3) Public Charity	None General Fund	2,000 00
11/8/2012	Mandel Legal Aid Clinic, University of Chicago Law School 6020 S University Ave, Chicago, IL 60637	501(c)(3) Public Charity	None General Fund	2,500 00
11/9/2012	Pathways Foundation 150 North Michigan Avenue Suite 2100 Chicago, IL 60601	501(c)(3) Public Charity	None General Fund	2,500.00
11/30/2012	University of Chicago, Laboratory School 1362 E 59th St #205, Chicago, IL 60637	501(c)(3) Public Charity	None General Fund	4,500 00
11/30/2012	Art Institute of Chicago 111 S Michigan Ave, Chicago, IL 60603	501(c)(3) Public Charity	None General Fund	250 00
11/30/2012	Museum of Contemporary Art 220 E Chicago Ave, Chicago, IL 60611	501(c)(3) Public Charity	None General Fund	250 00
11/30/2012	A Better Chicago 222 Merchandise Mart Plaza Ste 1212, Chicago, IL 60654	501(c)(3) Public Charity	None General Fund	5,000 00
11/30/2012	University of Chicago, School of Social Service Admin. 969 E 60th St., Chicago, IL 60637	501(c)(3) Public Charity	None General Fund	500 00
11/30/2012	Providence Englewood Charter School Foundation 515 Essex Rd , Kenilworth, Illinois 60043	501(c)(3) Public Charity	None General Fund	25,000 00
11/30/2012	Providence St Mel	501(c)(3)	None	15,000 00

THE BARR FUND (EIN: 36-611449)

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

<u>Date</u>	<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Recipient Relationship and Purpose of Grant</u>	<u>Amount</u>
11/30/2012	119 S Central Park Blvd, Chicago, IL 60624 Shedd Aquarium	Public Charity 501(c)(3)	General Fund None	5,500 00
11/30/2012	1200 S Lake Shore Dr , Chicago, IL 60605 Project Education Plus	Public Charity 501(c)(3)	General Fund None	5,000 00
11/30/2012	857 N Cleveland Ave, Chicago, IL 60610 Grant Park Music Festival	Public Charity 501(c)(3)	General Fund None	5,000.00
11/30/2012	205 E. Randolph St, Chicago, IL 60601 Xpose the Gap	Public Charity 501(c)(3)	General Fund None	2,500 00
11/30/2012	2202 S Figueroa St #407, Los Angeles, CA 90007 Jewish United Fund	Public Charity 501(c)(3)	General Fund None	5,000 00
11/30/2012	30 S Wells St, Chicago, Illinois 60606 Mayor's Fund to Advance New York City	Public Charity 501(c)(3)	General Fund None	4,000 00
11/30/2012	253 Broadway, 8th Floor, New York, NY 10007 Westcoast Sports Associates	Public Charity 501(c)(3)	General Fund None	2,500 00
11/30/2012	P O Box 1705, Manhattan Beach, CA 90267-1705 Chicago Humanities Festival	Public Charity 501(c)(3)	General Fund None	2,500.00
11/30/2012	500 N Dearborn St #825, Chicago, IL 60654 University of Chicago Medicine and Biological Sciences	Public Charity 501(c)(3)	General Fund None	2,000 00
11/30/2012	5812 S Ellis Ave, Chicago, IL 60637 Los Angeles County Museum of Art	Public Charity 501(c)(3)	General Fund None	2,000 00
11/30/2012	5905 Wilshire Blvd , Los Angeles, CA 90036 Illinois Self Help Center	Public Charity 501(c)(3)	General Fund None	2,000 00
11/30/2012	400 W Superior St Rm 121, Chicago, IL 60654 UCLA Foundation	Public Charity 501(c)(3)	General Fund None	1,500 00
11/30/2012	10920 Wilshire Blvd, Ste. 900, Los Angeles, CA 90024 School of the Art Institute	Public Charity 501(c)(3)	General Fund None	1,500 00
11/30/2012	36 S Wabash Ave, Chicago, IL 60603 Response	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	9304 Skokie Blvd, Skokie, IL 60077 Ounce of Prevention Fund	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	33 W. Monroe St. Ste 2400, Chicago, IL 60603 Lyric Opera	Public Charity 501(c)(3)	General Fund None	1,000.00
11/30/2012	20 N Upper Wacker Dr, Chicago, IL 60606 Los Angeles County Museum of Art MCAC	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	5905 Wilshire Blvd , Los Angeles, CA 90036 Lake Forest Academy	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	1500 W Kennedy Rd, Lake Forest, IL 60045 Jeanne Geiger Crisis Center	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	2 Harris Street, Newburyport, MA 01913 Greater Boston Food Bank	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	70 S Bay Ave, Boston, MA 02118 Epiphany	Public Charity 501(c)(3)	General Fund None	1,000.00
11/30/2012	154 Centre Street, Dorchester, MA 02124 College Bound Opportunities	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	2033 N Milwaukee Ave, Ste 246, Riverwoods, IL 60015 Chicago Symphony Orchestra	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	220 S Michigan Ave, Chicago, IL 60604 Al-Anon	Public Charity 501(c)(3)	General Fund None	1,000 00
11/30/2012	1600 Corporate Landing Parkway, Virginia Beach, VA 23454-5617 Chicago Children's Choir	Public Charity 501(c)(3)	General Fund None	750 00
11/30/2012	78 East Washington St. 5th Flr, Chicago, IL 60602 Museum of Contemporary Art	Public Charity 501(c)(3)	General Fund None	600 00
11/30/2012	250 S Grand Ave, Los Angeles, CA 90012 WFMT	Public Charity 501(c)(3)	General Fund None	500 00
11/30/2012	5400 N St Louis Avenue, Chicago, IL 60625 Sidney and Nolan Smith Foundation	Public Charity 501(c)(3)	General Fund None	500.00
11/30/2012	14405 Medwick Rd, Upper Marlboro, MD 20774 Museum of Science and Industry	Public Charity 501(c)(3)	General Fund None	500 00
11/30/2012	5700 S Lake Shore Dr, Chicago, IL 60637	Public Charity	General Fund	

THE BARR FUND (EIN: 36-6111449)

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

<u>Date</u>	<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Recipient Relationship and Purpose of Grant</u>	<u>Amount</u>
11/30/2012	Kendall College Charitable Trust 900 N North Branch St , Chicago, IL 60622	501(c)(3) Public Charity	None General Fund	500 00
11/30/2012	Horizon Hospice 833 W Chicago Ave #300, Chicago, IL 60642	501(c)(3) Public Charity	None General Fund	500 00
11/30/2012	Harold Pump Foundation 13636 Ventura Blvd Ste 416, Sherman Oaks, CA 91423	501(c)(3) Public Charity	None General Fund	500 00
11/30/2012	Everlasting Smiles Foundation 2 Cresta Verde Dr, Rllng Hls Est, CA 90274	501(c)(3) Public Charity	None General Fund	500 00
11/30/2012	Planned Parenthood 2185 Pacheco St, Concord, CA 94520	501(c)(3) Public Charity	None General Fund	300 00
11/30/2012	Juvenile Diabetes Foundation 49 Stevenson St Ste 1200, San Francisco, CA 94105	501(c)(3) Public Charity	None General Fund	300 00
11/30/2012	Duke University Durham, NC 27708	501(c)(3) Public Chartry	None General Fund	1,500 00
12/10/2012	National Defense University Foundation 300 Fifth Venue Bldg 62, Washington, DC 20319	501(c)(3) Public Charity	None General Fund	10,000 00
12/10/2012	Catholic Relief Services 770 N Halsted St, Chicago, IL 60642	501(c)(3) Public Charity	None General Fund	1,000 00
12/10/2012	Legacy Charter School 4217 W 18th St , Chicago, IL 60623	501(c)(3) Public Charity	None General Fund	5,000 00
TOTAL				246,650 00
2011 OUTSTANDING CHECKS				(5,000 00)
TOTAL 2012 CONTRIBUTIONS				241,650.00

THE BARR FUND (EIN: 36-6111449)

PART IV - SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FIDELITY #648-056103	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	146,233.16	145,210.95	1,022.21
LONG-TERM	52,884.97	48,755.80	4,129.17
TOTAL	199,118.13	193,966.75	5,151.38

FIDELITY #648-056170	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	177,026.43	195,195.26	(18,168.83)
LONG-TERM	61,850.29	52,089.05	9,761.24
TOTAL	238,876.72	247,284.31	(8,407.59)

FIDELITY #648-057517	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	91,568.87	109,062.54	(17,493.67)
LONG-TERM	61,463.58	76,779.27	(15,315.69)
TOTAL	153,032.45	185,841.81	(32,809.36)

FIDELITY #648-356840	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	22,962.37	20,838.42	2,123.95
LONG-TERM	1,558.51	1,079.16	479.35
TOTAL	24,520.88	21,917.58	2,603.30

FIDELITY #675-544620	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	120,938.96	117,931.87	3,007.09
LONG-TERM	103,263.77	98,626.62	4,637.15
TOTAL	224,202.73	216,558.49	7,644.24

FIDELITY #675-544639	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	-	-	-
LONG-TERM	300,000.00	300,000.00	-
TOTAL	300,000.00	300,000.00	-

FIDELITY #675-544647	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	-	-	-
LONG-TERM	572,230.70	531,916.88	40,313.82
TOTAL	572,230.70	531,916.88	40,313.82

THE BARR FUND (EIN: 36-6111449)

PART IV - SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FIDELITY #675-544655	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	128,816.89	133,283.21	(4,466.32)
LONG-TERM	161,438.35	143,465.54	17,972.81
TOTAL	290,255.24	276,748.75	13,506.49

FIDELITY #675-789968	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	194,701.67	187,874.88	6,826.79
LONG-TERM	357,912.51	265,351.82	92,560.69
TOTAL	552,614.18	453,226.70	99,387.48

FIDELITY #675-78968	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	16.84	-	16.84
LONG-TERM	17,857.34	17,307.38	549.96
TOTAL	17,874.18	17,307.38	566.80

TOTALS	SALES PROCEEDS	COST BASIS	REALIZED GAIN OR LOSS
SHORT-TERM	882,265.00	909,397.00	(27,132.00)
LONG-TERM	1,690,460.00	1,535,372.00	155,088.00
GROSS SALES PROCEEDS	2,572,725.00	2,444,769.00	127,956.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					472.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					214.	
882,265.		SEE ATTACHED SCHEDULE 909,397.					VAR -27,132.	VAR
1,690,460.		SEE ATTACHED SCHEDULE 1,535,372.					VAR 155,088.	VAR
TOTAL GAIN (LOSS)							<u>128,642.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST - MONEY MARKET	21.	21.	21.
INTEREST - TAX-EXEMPT	11.	11.	11.
LESS: TAX-EXEMPT	-11.	-11.	-11.
TOTAL	<u>21.</u>	<u>21.</u>	<u>21.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS - STOCK	100,764.	100,764.	100,764.
INTEREST - TREASURY	6,136.	6,136.	6,136.
INTEREST - CORPORATE BONDS	36,771.	36,771.	36,771.
LESS: ACCRUED CORPORATE BOND INTEREST	-1,689.	-1,689.	-1,689.
TOTAL	<u>141,982.</u>	<u>141,982.</u>	<u>141,982.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

..

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM 1837 PARTNERS LTD	51,285.	51,285.	51,285.
TOTALS	<u>51,285.</u>	<u>51,285.</u>	<u>51,285.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	373.			373.
TOTALS	<u>373.</u>			<u>373.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	7,500.			7,500.
TOTALS	<u>7,500.</u>			<u>7,500.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEES - INVESTMENT MGMT SERVICE	51,001.	51,001.		
TOTALS	<u>51,001.</u>	<u>51,001.</u>		

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID - FIDELITY	3,516.	3,516.	3,516.	
TOTALS	<u>3,516.</u>	<u>3,516.</u>	<u>3,516.</u>	

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
IL CHARITY BUREAU FUND	15.			15.
TOTALS	15.			15.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY - 544647	188,232.	188,232.
US OBLIGATIONS TOTAL	<u>188,232.</u>	<u>188,232.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

FIDELITY

3,526,257.

3,526,257.

TOTALS

3,526,257.

3,526,257.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY - 544647	691,668.	691,668.
TOTALS	<u>691,668.</u>	<u>691,668.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1837 PARTNERS LTD	299,337.	299,337.
TOTALS	<u>299,337.</u>	<u>299,337.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL TAX DEPOSIT	6,936.	6,936.
DIVIDENDS RECEIVABLE	1,607.	1,607.
TOTALS	<u>8,543.</u>	<u>8,543.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RETURN OF CAPITAL	724.
TAX-EXEMPT INTEREST	11.
YEARLY MARKET VALUE ADJUSTMENT	270,871.
TOTAL	<u>271,606.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

EXCISE TAX ON NET INVESTMENT INCOME

3,084.

TOTAL

3,084.

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

ATTACHMENT 16

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

HOWARD ISENBERG
247 EAST CHESTNUT
CHICAGO, IL 60611

CHAIRMAN & TREASURER

0 0 0

DONALD G. LUBIN
233 S WACKER DRIVE, SUITE 7800
CHICAGO, IL 60606

PRESIDENT

0 0 0

AMY S. LUBIN
233 S WACKER DRIVE, SUITE 7800
CHICAGO, IL 60606

SECRETARY

0 0 0

MARC S. ISENBERG
247 EAST CHESTNUT
CHICAGO, IL 60611

DIRECTOR

0 0 0

HOWARD ISENBERG
247 EAST CHESTNUT
CHICAGO, IL 60611

DIRECTOR

0 0 0

AMY S. LUBIN
233 S WACKER DRIVE, SUITE 7800
CHICAGO, IL 60606

DIRECTOR

0 0 0

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

ATTACHMENT 16 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DONALD G. LUBIN
233 S WACKER DRIVE, SUITE 7800
CHICAGO, IL 60606

0 0 0

DIRECTOR

ALAN L. ISENBERG
447 W 18TH ST, APT G3
NEW YORK, NY 10011

0 0 0

DIRECTOR

ALICE L. SPAHR
233 S WACKER DRIVE, SUITE 7800
CHICAGO, IL 60606

0 0 0

DIRECTOR

GRAND TOTALS

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

THERE IS NO STANDARD APPLICATION FORM. A LETTER REQUESTING A CONTRIBUTION IS SUFFICIENT.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

ALL DONEES MUST BE QUALIFIED ORGANIZATIONS UNDER SECTION 170(C)
OF THE INTERNAL REVENUE CODE.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE BARR FUND

Employer identification number

36-6111449

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					472.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -27,132.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5 -26,660.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					214.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 155,088.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 155,302.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-26,660.
14	Net long-term gain or (loss):			
a	Total for year	14a		155,302.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		128,642.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (if line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

THE BARR FUND (EIN: 36-6111449)
FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31,2012

CORPORATE STOCK AND OTHER EQUITIES

CUSIP/ Symbol	Description	Quantity	Price	Ending Value
MMM	3M COMPANY	682.000	\$ 92.85	\$ 63,323.70
AACAY	AAC TECHNOLOGIES HOLDINGS INC UNSP ADR	206.000	\$ 34.96	\$ 7,202.58
ABB	ABB LTD	337.000	\$ 20.79	\$ 7,006.23
ACCO	ACCO BRANDS CORPORATION COM	1,331.000	\$ 7.34	\$ 9,769.54
ATVI	ACTIVISION BLIZZARD INC COM	4,971.000	\$ 10.62	\$ 52,792.02
ADOOY	ADARO ENERGY TBK UNSP ADR	1,202.000	\$ 8.25	\$ 9,915.29
AAP	ADVANCED AUTO PARTS INC	262.000	\$ 72.35	\$ 18,955.70
AFL	AFLAC INC	1,287.000	\$ 53.12	\$ 68,365.44
ACGBY	AGRICULTURAL BANK OF CHINA UNSP ADR	371.000	\$ 12.35	\$ 4,583.33
AGU	AGRIUM INC COM	90.000	\$ 99.87	\$ 8,988.39
ARG	AIRGAS INC	348.000	\$ 91.29	\$ 31,768.92
AMCRY	AMCOR LIMITED	111.000	\$ 33.51	\$ 3,719.94
SHOIX	AMERICAN BEACON SIM HIGH YLD OPPS INSTL	6,379.687	\$ 10.34	\$ 65,965.96
AIG	AMERICAN INTL GROUP INC COM NEW	337.000	\$ 35.30	\$ 11,896.10
APC	ANADARKO PETE CORP	99.000	\$ 74.31	\$ 7,356.69
AAPL	APPLE INC	12.000	\$ 532.17	\$ 6,386.07
ACGL	ARCH CAPITAL GROUP COM	389.000	\$ 44.02	\$ 17,123.78
ALPMY	ASTELLAS PHARMA	161.000	\$ 44.82	\$ 7,215.37
ADNC	AUDIENCE COM	1,033.000	\$ 10.39	\$ 10,732.87
AXAHY	AXA	220.000	\$ 17.60	\$ 3,872.22
BIDU	BAIDU INC SPONS	78.000	\$ 100.29	\$ 7,822.62
BBD	BANCO BRADESCO SA SPONS ADR	431.000	\$ 17.37	\$ 7,486.47
SAN	BANCO SANTANDER SA	466.000	\$ 8.17	\$ 3,807.22
CIB	BANCOLOMBIA SA SPON ADR	127.000	\$ 66.58	\$ 8,455.66
BKRKY	BANK RAKYAT INDONESIA UNSP ADR	444.000	\$ 14.42	\$ 6,403.81
BRRAY	BARLOWORLD ADR	1,008.000	\$ 10.31	\$ 10,395.50
BASFY	BASF SE ADR	120.000	\$ 93.80	\$ 11,256.48
BDX	BECTON DICKINSON CO	807.000	\$ 78.19	\$ 63,099.33
BHP	BHP BILLITON LIMITED ADR	255.000	\$ 78.42	\$ 19,997.10
BRGY	BIG GROUP	303.000	\$ 16.46	\$ 4,986.77
BA	BOEING CO	744.000	\$ 75.36	\$ 56,067.84
EPAY	BOTTOMLINE TECHNOLOGIES INC	747.000	\$ 26.39	\$ 19,713.33

THE BARR FUND (EIN: 36-6111449)

FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31, 2012

BP	BP PLC	220.000	\$	41.64	\$	9,160.80
BTI	BRITISH AMERICAN TOBACCO LVL II ADR	150.000	\$	101.25	\$	15,187.50
BAM	BROOKFIELD ASSET MANAGEMENT INC LTD	165.000	\$	36.65	\$	6,047.25
CAM	CAMERON INTL CORP COM	200.000	\$	56.46	\$	11,292.00
CNI	CANADIAN NATIONAL RAILWAYS CO COM	160.000	\$	91.01	\$	14,561.60
CNQ	CANADIAN NATURAL RESOURCES LTD COM	250.000	\$	28.87	\$	7,217.50
CP	CANADIAN PACIFIC RAILWAYS COM	205.000	\$	101.62	\$	20,832.10
CAJ	CANON INC	282.000	\$	39.21	\$	11,057.22
CRRFY	CARREFOUR SA SPONSORED	1,740.000	\$	5 13	\$	8,926.20
CVE	CENOVUS ENERGY INC COM NPV	714.000	\$	33.54	\$	23,947.56
CHMT	CHEMTURA CORPORATION	625.000	\$	21.26	\$	13,287 50
CIHKY	CHINA MERCHANTS BK CO LTD ADR	527.000	\$	11.03	\$	5,813.33
CASDY	CHINA NATIONAL MATERIALS CO ADR	774.000	\$	6.14	\$	4,753.13
CCOBY	CHINA STATE CONSTRUCTION INTL HLDG UNSP ADR	87.000	\$	59.99	\$	5,219.39
CME	CME GROUP INC	1,150.000	\$	50.67	\$	58,270 50
COH	COACH INC	1,196 000	\$	55.51	\$	66,389 96
CIE	COBALT INTERNATIONAL ENERGY INC COM	795.000	\$	24.56	\$	19,525.20
COO	COOPER COMPANIES INC	289.000	\$	92.48	\$	26,726.72
CLB	CORE LABORATORIES NV	60.000	\$	109.31	\$	6,558.60
CVGFY	CORPORACION GEO SAB DE CV SPON ADR	990.000	\$	4.66	\$	4,610.43
COV	COVIDIEN PLC (POST CONSOLIDATION)	897.000	\$	57.74	\$	51,792.78
BAP	CREDICORP COM	62.000	\$	146.56	\$	9,086.72
CYRBY	CYRELA BRAZIL REALTY SA EMPREEND SPONS ADR	1,095.000	\$	8.74	\$	9,568.11
DPNEY	DAPHNE INTERNATIONAL HOLDINGS LTD UNSP ADR	307.000	\$	27.40	\$	8,412 72
DRI	DARDEN RESTAURANTS	954.000	\$	45.07	\$	42,996.78
DTEGY	DEUTSCHE TELEKOM AG	675.000	\$	11.33	\$	7,649.10
DEO	DIAGEO ADR	741.000	\$	116.58	\$	86,385.78
EMC	E M C CORP MASS	1,138.000	\$	25.30	\$	28,791.40
ETN	EATON CORP PLC COM	174.000	\$	54.18	\$	9,427.32
E	ENI	139.000	\$	49.14	\$	6,830.46

THE BARR FUND (EIN: 36-6111449)

FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31, 2012

EXXAY	EXXARO RESOURCES ADR	554.000	\$	19.92	\$	11,035.12
FFRHX	FIDELITY FLOATING RATE HIGH INCOME	9,703.583	\$	9.92	\$	96,259.54
FCFS	FIRST CLASS FINL SVCS	89.000	\$	49.62	\$	4,416.18
FRC	FIRST REPUBLIC BANK SAN FRANCISCO COM	542.000	\$	32.78	\$	17,766.76
FIRRY	FIRST TRACTOR CO UNSP ADR	793.000	\$	10.04	\$	7,961.72
FTE	FRANCE TELECOM	646.000	\$	11 05	\$	7,138.30
BEN	FRANKLIN RES INC	543.000	\$	125 70	\$	68,255.10
FCX	FREEMPORT MCMORAN COPPER & GOLD INC	186.000	\$	34.20	\$	6,361.20
GDFZY	GDF SUEZ SPON	140.000	\$	20.53	\$	2,874.76
GE	GENERAL ELECTRIC CO	2,866.000	\$	20.99	\$	60,157.34
GM	GENERAL MOTORS CO COM	543.000	\$	28.83	\$	15,654.69
GGB	GERDAU SA SPONS	860.000	\$	8.99	\$	7,731.40
GSK	GLAXOSMITHKLINE	210.000	\$	43.47	\$	9,128.70
GOOG	GOOGLE INC CL A	30.000	\$	707.38	\$	21,221 40
GBOOY	GRUPO FINANCIERO BANORTE SPON ADR	291.000	\$	32.14	\$	9,352 44
GSE	GSE HOLDING INC COM	1,813.000	\$	6.20	\$	11,240.60
HDB	HDFC BANK	215.000	\$	40.72	\$	8,754 80
HEARQ	HEARUSA INC	4,446.000	\$	-	\$	-
HSII	HEIDRICK & STRUGGLES INTL INC	598.000	\$	15.26	\$	9,125.48
HENGY	HENGDELI HLDGS LTD ADR	761.000	\$	8.97	\$	6,823.88
IBDRY	IBERDROLA SA SPON	446.000	\$	22.12	\$	9,866.85
IBN	ICICI BANK LIMITED ADR	230.000	\$	43.61	\$	10,030.30
ITW	ILLINOIS TOOL WORKS	850.000	\$	60.81	\$	51,688 50
IR	INGERSOLL-RAND PLC SHS	105.000	\$	47.96	\$	5,035.80
IFF	INTL FLAVORS & FRAGRANCES INC	419.000	\$	66.54	\$	27,880.26
OMBIX	JPMORGAN MORTGAGE BACKED SEC SELECT CL	16,328.325	\$	11.62	\$	189,735.13
KCRPY	KAO CORPS SPONS	333.000	\$	26.01	\$	8,661 66
KELYA	KELLY SVCS INC CL A	873.000	\$	15.74	\$	13,741 02
KMIWS	KINDER MORGAN INC DEL WT EXP PUR CL P COM EXP 05/25/2017	4,971.000	\$	3.78	\$	18,790.38
AHONY	KONINKLIJKE AHOLD	600.000	\$	13.36	\$	8,017.20
LH	LABORATORY CORP AMER HLDGS COM NEW	195.000	\$	86.62	\$	16,890.90
LTD	LIMITED BRANDS INC	238.000	\$	47.06	\$	11,200.28
LZRFY	LOCALIZA RENT A CAR SA SPON ADR	422.000	\$	18.32	\$	7,728.93

THE BARR FUND (EIN: 36-6111449)

FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31,2012

LORL	LORAL SPACE & COMMUNICATIONS INC COM	156.000	\$	54.66	\$	8,526.96
LOW	LOWES COMPANIES	1,537.000	\$	35.52	\$	54,594.24
M	MACYS INC	1,388.000	\$	39.02	\$	54,159.76
MFC	MANULIFE FINANCIAL CORP COM	230.000	\$	13.59	\$	3,125.70
MCD	MCDONALDS CORP	540.000	\$	88.21	\$	47,633.40
MJN	MEAD JOHNSON NUTRITION CO COM	265.000	\$	65.89	\$	17,460.85
MGI	MONEYGRAM INTL INC COM NEW	795.000	\$	13.29	\$	10,565.55
MRVNY	MRV ENGENHARIA E PARTICIPACOES SA UNSP ADR	835.000	\$	11.70	\$	9,771.17
LABL	MULTI COLOR CORP	1,081.000	\$	23.99	\$	25,933.19
NBR	NABORS INDUSTRIES LTD COM	1,010.000	\$	14.45	\$	14,594.50
NGG	NATIONAL GRID NEW	109.000	\$	57.44	\$	6,260.96
NSRGY	NESTLE SA SPON ADR	300.000	\$	65.11	\$	19,533.60
NE	NOBLE CORPORATION COM	620.000	\$	34.82	\$	21,588.40
NDSN	NORDSON CORP	343.000	\$	63.12	\$	21,650.16
NTRS	NORTHERN TR CORP	391.000	\$	50.16	\$	19,612.56
NVS	NOVARTIS AG ADR	597.000	\$	63.30	\$	37,790.10
NVEC	NVE CORP NEW	349.000	\$	55.49	\$	19,366.01
TMKXY	OAO TMK ADR	727.000	\$	12.03	\$	8,744.35
PLL	PALL CORP	397.000	\$	60.26	\$	23,923.22
PRE	PARTNERRE COM	55.000	\$	80.49	\$	4,426.95
PEPRA	PECO ENERGY	61.000	\$	88.00	\$	5,368.00
PBRA	PETROLEO BRASILEIRO SA PETROBRAS SPONS ADR	693.000	\$	19.31	\$	13,381.83
PM	PHILLIP MORRIS INTL INC COM	543.000	\$	83.64	\$	45,416.52
PELBX	PIMCO EMERGING LOCAL BOND FD INST CL	14,942.546	\$	10.98	\$	164,069.15
PNGAY	PING AN INSURANCE CO.O CHINA SPONS ADR	371.000	\$	16.75	\$	6,213.13
POT	POTASH CORP OF SASKATCHEWAN COM	420.000	\$	40.69	\$	17,089.80
PX	PRAXAIR INC	444.000	\$	109.45	\$	48,595.80
PTXKY	PT XL AXIATA TBK ADR	733.000	\$	11.83	\$	8,670.65
QBIEY	QBE INSURANCE GROUP SPON	214.000	\$	11.32	\$	2,421.62
QCOM	QUALCOMM INC	1,076.000	\$	61.86	\$	66,561.36
ENL	REED ELSEVIER NV	235.000	\$	29.58	\$	6,951.30
RIO	RIO TINTO ADR	385.000	\$	58.09	\$	22,364.65
RDSA	ROYAL DUTCH SHELL	90.000	\$	68.95	\$	6,205.50
RWEOY	RWE AG	237.000	\$	41.19	\$	9,761.31
SCHYY	SANDS CHINA LTD UNSP ADR	124.000	\$	43.80	\$	5,431.44

THE BARR FUND (EIN: 36-6111449)

FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31, 2012

SNY	SANOFI SPONSORED	260.000	\$	47.38	\$	12,318.80
SDMHF	SARTORIUS STEDIM BIOTECH	257.000	\$	96.77	\$	24,870.02
SBRCY	SBERBANK RUSSIA SPONSORED ADR	1,147.000	\$	12.17	\$	13,958.99
SLB	SCHLUMBERGER LIMITED COM	1,263.000	\$	69.30	\$	87,524.63
SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	437.000	\$	57.92	\$	25,311.04
SVNDY	SEVEN& I HOLDINGS CO LTD	144.000	\$	56.37	\$	8,117.28
SMPL	SIMPLICITY BANCORP INC COM SINGAPORE	925.000	\$	14.95	\$	13,828.75
SGAPY	TELECOMMUNICATIONS	226.000	\$	27.02	\$	6,105.61
SIRO	SIRONA DENTAL SYS INC COM	482.000	\$	64.46	\$	31,069.72
SVTMY	SM INVESTMENTS CORPORATION UNSP ADR	72.000	\$	107.40	\$	7,732.58
SCGLY	SOCIETE GENERALE	428.000	\$	7.47	\$	3,198.44
SGBLY	STANDARD BANK GROUP LIMITED SPON ADR	457.000	\$	14.01	\$	6,403.48
SU	SUNCOR ENERGY COM NPV NEW	2,657.000	\$	32.98	\$	87,627.86
TSM	TAIWAN SEMICONDUCTOR MANUFATURING ADS	435.000	\$	17.16	\$	7,464.60
TKPYY	TAKEDA PHARMACEUTICAL CO	444.000	\$	22.29	\$	9,897.64
TLM	TALISMAN ENERGY INC COM	180.000	\$	11.33	\$	2,039.40
TCK	TECK RESOURCES LIMITED	120.000	\$	36.35	\$	4,362.00
TEF	TELEFONICA SA ADR	614.000	\$	13.49	\$	8,282.86
TS	TENARIS S.A. SPONS ADR	365.000	\$	41.92	\$	15,300.80
TSCDY	TESCO ADR	628.000	\$	16.39	\$	10,289.78
TEVA	TEVA PHARMACEUTICAL INDUSTRIES	544.000	\$	37.34	\$	20,312.96
THR	THERMON GROUP HOLDINGS COM	873.000	\$	22.53	\$	19,668.69
TTS	TILE SHOP HLDGS INC COM	625.000	\$	16.83	\$	10,518.75
TJX	TJX COMPANIES INC	267.000	\$	42.45	\$	11,334.15
TKOMY	TOKIO MARINE HOLDINGS INC ADR	347.000	\$	27.70	\$	9,611.90
TOELY	TOKYO ELECTRON ADR	360.000	\$	11.38	\$	4,095.72
TOT	TOTAL SPON ADR	204.000	\$	52.01	\$	10,610.04
TM	TOYOTA MOTOR CORP ADR	82.000	\$	93.25	\$	7,646.50
RIG	TRANSOCEAN LIMITED COM	310.000	\$	44.66	\$	13,844.60
UN	UNILEVER NV	320.000	\$	38.30	\$	12,256.00
UL	UNILEVER PLC ADS	288.000	\$	38.72	\$	11,151.36
UOVEY	UNITED OVERSEAS BANK LTD SPRD ADR	173.000	\$	32.44	\$	5,611.42
VALE	VALE S.A. SPONS ADR	1,053.000	\$	20.96	\$	22,070.88

THE BARR FUND (EIN: 36-6111449)

FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31, 2012

VCISY	VINCI ADR	616.000	\$	11.85	\$	7,300.83
VDAHY	VINDA INTERNATIONAL HOLDINGS LTD UNSP ADR	183.000	\$	13.68	\$	2,502.70
VRTS	VIRTUS INVT PARTNERS INC COM	235.000	\$	120.94	\$	28,420.90
V	VISA INC COM CL A	169.000	\$	151.58	\$	25,617.02
VOD	VODAFONE GROUP SPON ADR	277.000	\$	25.19	\$	6,977.63
VLTR	VOLTERRA SEMICONDUCTOR CORP	1,080.000	\$	17.17	\$	18,543.60
WFT	WEATHERFORD INTERNATIONAL LIMITED	1,175.000	\$	11.19	\$	13,148.25
YNDX	YANDEX N.V. COM	511.000	\$	21.54	\$	11,006.94
ZLIOY	ZOOMLION HEAVY IND SC&TH CO LTD UNSP ADR	419.000	\$	15.07	\$	6,313.53
ZURVY	ZURICH INSURANCE GROUP AG SPON ADR	261.000	\$	26.59	\$	<u>6,940.25</u>
SUBTOTAL OF CORPORATE STOCK AND OTHER EQUITIES AS OF 12/31/12					\$	<u><u>3,526,257.14</u></u>

THE BARR FUND (EIN: 36-6111449)
FAIR MARKET VALUE OF PUBLICLY HELD SECURITIES AS OF DECEMBER 31,2012

BONDS

CUSIP/ Symbol	Description	Quantity	Price	Ending Value
	AMERICAN EXPRESS CO NT			
025816AQ2	4.87500% 07/15/2013	55,000.000	\$ 102.33	\$ 56,279.85
	BAXTER INTL SR UNSEC 5.900%			
071813AW9	09/01/2016	65,000.000	\$ 117.90	\$ 76,636.95
	BERKSHIRE HATHAWAY FIN CORP			
084664AT8	4.85000% 01/15/2015	95,000.000	\$ 108.49	\$ 103,064.55
	CISCO SYS INC SR NT 4.95000%			
17275RAE2	02/15/2019	35,000 000	\$ 118.38	\$ 76,948.30
	DEERE & CO GLBL NT			
244199BB0	6.95000% 04/25/2014	55,000.000	\$ 108.38	\$ 59,606.03
	GENERAL ELECTRIC CO NOTE			
369604BC6	5.25000% 12/06/2017	50,000 000	\$ 117.92	\$ 58,957.50
	IBM CORP NOTES			
459200GM7	07.62500% 10/15/2018	65,000.000	\$ 133.57	\$ 80,141.40
	VERIZON COMMUNICATIONS			
92343VAL8	BOND 05.50000% 02/15/2018	40,000 000	\$ 120.09	\$ 48,034.80
	WAL MART STORES INC NT			
931142CR2	2.87500% 04/01/2015	70,000.000	\$ 105.06	\$ 73,543.05
	WELLS FARGO CO MTN BE			
94974BEU0	3.62500% 04/15/2015	55,000.000	\$ 106.28	\$ 58,455.10
	CORPORATE BONDS			\$ 691,667.53
	UNITED STATES TREAS NTS			
912828KM1	1.25000% 04/15/2014	35,000.000	\$ 103.09	\$ 39,439.33
	UNITED STATES TREAS NTS			
912828QD5	0.12500% 04/15/2016	70,000.000	\$ 105.30	\$ 77,244.40
	UNITED STATES TREAS NTS			
912828GD6	2.37500% 01/15/2017	25,000.000	\$ 116.23	\$ 33,329.54
	UNITED STATES TREAS NTS			
912828TE0	0.12500% 07/15/2022	28,060.730	\$ 108.56	\$ 38,218.41
	US TREASURYS			188,231.68
	SUBTOTAL OF BONDS			\$ 879,899.21
	TOTAL MARKET VAULE OF EQUITIES AND BONDS AS OF 12/31/12			\$ 4,406,156.35