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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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II		A Employer identification number 61-1361347
Number and street (or P O box number if mail is not delivered to street address) 9900 CORPORATE CAMPUS DRIVE, SUITE 2100	Room/suite	B Telephone number 502.327.5662
City or town, state, and ZIP code LOUISVILLE, KY 40223		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,967,063. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	200,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	107,060.	107,060.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	63,710.			
b Gross sales price for all assets on line 6a	247,843.			
7 Capital gain net income (from Part IV, line 2)		63,710.		
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				
12 Total. Add lines 1 through 11	370,770.	170,770.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,800.	0.		1,800.
c Other professional fees	21,454.	21,454.		0.
17 Interest				
18 Taxes	1,794.	28.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	161.	0.		161.
24 Total operating and administrative expenses. Add lines 13 through 23	25,209.	21,482.		1,961.
25 Contributions, gifts, grants, paid	195,000.			195,000.
26 Total expenses and disbursements. Add lines 24 and 25	220,209.	21,482.		196,961.
27 Subtract line 26, from line 12	150,561.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		149,288.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 21 2013 Revenue

Operating and Administrative Expenses

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	473,569.	432,323.	432,323.
	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 STMT 7	150,143.	121,100.	135,810.
	b	Investments - corporate stock STMT 8	1,632,255.	1,751,202.	2,411,458.
	c	Investments - corporate bonds STMT 9	776,650.	879,656.	952,042.
11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 10	38,564.	35,623.	35,430.	
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers)	3,071,181.	3,219,904.	3,967,063.	
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 ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	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 <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	3,071,181.	3,219,904.		
30	Total net assets or fund balances	3,071,181.	3,219,904.		
31	Total liabilities and net assets/fund balances	3,071,181.	3,219,904.		

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	3,071,181.
2	Enter amount from Part I, line 27a	2	150,561.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,221,742.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,838.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,219,904.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STOCK YARDS BANK & TRUST-SEE ATTACHED			
b SCHEDULE	P		
c STOCK YARDS BANK & TRUST-SEE ATTACHED			
d SCHEDULE	P		
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 1,770.		1,732.	38.
c			
d 246,073.		182,401.	63,672.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			38.
c			
d			63,672.
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	63,710.
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	181,961.	3,583,053.	.050784
2010	180,482.	3,292,893.	.054810
2009	159,249.	3,086,756.	.051591
2008	151,954.	3,328,029.	.045659
2007	172,776.	3,371,547.	.051245

2 Total of line 1, column (d)	2	.254089
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	.050818
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,796,652.
5 Multiply line 4 by line 3	5	192,938.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,493.
7 Add lines 5 and 6	7	194,431.
8 Enter qualifying distributions from Part XII, line 4	8	196,961.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,493.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,493.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,493.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,560.
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	1,560.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	67.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>J MCFERRAN BARR II</u> Telephone no. ► <u>502.327.5662</u> Located at ► <u>9900 CORPORATE CAMPUS DR, SUITE 2100, LOUISVILLE,</u> ZIP+4 ► <u>40223</u>			
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 ► <u>15</u> <u>N/A</u>			
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 ►		Yes	No
		16		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>N/A</u>	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 propoganda, 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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. 6b X

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 N/A 7b

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	3,438,749.
b	Average of monthly cash balances	1b	415,720.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,854,469.
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	3,854,469.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,817.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,796,652.
6	Minimum investment return. Enter 5% of line 5	6	189,833.

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	189,833.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,493.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,493.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	188,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	188,340.
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	188,340.

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	196,961.
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	196,961.
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	1,493.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	195,468.

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				188,340.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	5,796.			
b From 2008				
c From 2009	6,421.			
d From 2010	18,431.			
e From 2011	4,334.			
f Total of lines 3a through e	34,982.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 196,961.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				188,340.
e Remaining amount distributed out of corpus	8,621.			
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:	43,603.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	5,796.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	37,807.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	6,421.			
c Excess from 2010	18,431.			
d Excess from 2011	4,334.			
e Excess from 2012	8,621.			

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(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

SEE STATEMENT 11

- 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:

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

Form 990-PF (2012)

61-1361347 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
21ST CENTURY PARKS 471 W. MAIN STREET, SUITE 202 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	PARK PRESERVATION	15,000.
BOY SCOUTS OF AMERICA 824 PHILLIPS LANE LOUISVILLE, KY 40209	NONE	PUBLIC CHARITY	SCHOLARSHIPS	27,000.
BUCKLEY WILDLIFE SANCTUARY 1305 GERMANY ROAD FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	EDUCATIONAL	4,000.
BUNBURY THEATRE 604 SOUTH THIRD STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EDUCATIONAL	1,000.
CHILD CONNECTION INC 2210 MEADOW DRIVE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	PROGRAMMATIC	3,000.
Total	SEE CONTINUATION SHEET(S)			195,000.
b Approved for future payment				
NONE				
Total				0.

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

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

Employer identification number

61-1361347

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II	Employer identification number 61-1361347
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY LOUISE BARR 16 RIVER HILL ROAD LOUISVILLE, KY 40207	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II	Employer identification number 61-1361347
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

(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

(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

(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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CREASEY MAHAN NATURE PRESERVE 12501 HARMONY LANDING RD GOSHEN, KY 40026	NONE	PUBLIC CHARITY	GREENHOUSE	10,000.
HOME OF THE INNOCENTS 1100 EAST MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	CHILDRENS SHELTER AND MEDICAL SUPPORT	5,000.
JACKIE ROBINSON FOUNDATION 75 VARICK STREET, 2ND FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	EDUCATIONAL	2,500.
KENTUCKY OPERA 101 SOUTH EIGHTH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	ARTS	5,000.
LIBERTY HALL HISTORIC SITE 218 WILKINSON STREET FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION	3,000.
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	EDUCATIONAL	2,500.
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE, KY 40220	NONE	SCHOOL	EDUCATIONAL	6,000.
RIVER FIELDS INC, LOUISVILLE KY 643 WEST MAIN STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	ENVIRONMENTAL PROTECTION	5,000.
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	NONE	CHURCH	REDUCE INDEBTEDNESS	20,000.
THE LOUISVILLE ORCHESTRA 323 W BROADWAY #700 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EDUCATIONAL	1,000.
Total from continuation sheets				145,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE NATIVITY SCHOOL 5936 RIDGE AVENUE CINCINNATI, OH 45213	NONE	SCHOOL	EDUCATIONAL	10,000.
THE SPEED MUSEUM 2035 S. 3RD STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	EDUCATIONAL	27,000.
TRINITY HIGH SCHOOL 4011 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE	SCHOOL	EDUCATIONAL	10,000.
UNITED CRESCENT HILL MINISTRIES 150 S STATE ST LOUISVILLE, KY 40206	NONE	CHURCH	SENIOR AND YOUTH PROGRAMS, EMERGENCY ASSISTANCE	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	NONE	SCHOOL	EDUCATIONAL	1,000.
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	NONE	SCHOOL	EDUCATIONAL	2,000.
YEW DELL GARDENS 6220 OLD LAGRANGE ROAD CRESTWOOD, KY 40014	NONE	PUBLIC CHARITY	GARDEN EDUCATION, EXQUISITE DISPLAY, AND RESEARCH	25,000.
Total from continuation sheets				

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KENTUCKY STATE FILING FEE	15.	0.		15.
WEBSITE EXPENSES	146.	0.		146.
TOTAL TO FORM 990-PF, PG 1, LN 23	161.	0.		161.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
INCOME TAXABLE ANOTHER YEAR COLLECTED IN CURRENT YEAR	270.
COST BASIS ADJUSTMENT-FREDDIE MAC	1,568.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,838.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		121,100.	135,810.
TOTAL U.S. GOVERNMENT OBLIGATIONS			121,100.	135,810.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			121,100.	135,810.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,751,202.	2,411,458.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,751,202.	2,411,458.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

502 326 5662

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
50000 CHEVRON CORP DTD 03/03/2009	05/19/2009	12/31/2012	52,050.00	51,538.50	511.50
3.95% 03/03/					
25000 WALT DISNEY CO COLLATERAL NOTES	04/02/2002	03/01/2012	25,000.00	24,504.75	495.25
DTD 02/28/02 6.375% DUE 03/01/1	06/22/2009	01/12/2012	45,829.12	16,265.00	29,564.12
1000 FASTENAL COMPANY	06/22/2009	02/13/2012	45,244.92	12,475.57	32,769.35
900 FASTENAL COMPANY	02/14/2002	02/08/2012	75,000.00	74,667.00	333.00
75000 FEDERAL FARM CREDIT BANK DTD	02/20/2008	01/17/2012	319.80	320.60	-0.80
319.8 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	02/15/2012	282.47	283.18	-0.71
282.47 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	03/15/2012	242.96	243.57	-0.61
242.96 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	04/16/2012	228.61	229.18	-0.57
228.61 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	05/15/2012	283.77	284.48	-0.71
283.77 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	06/15/2012	240.85	241.45	-0.60
240.85 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	07/16/2012	222.49	223.05	-0.56
222.49 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	08/15/2012	252.22	252.85	-0.63
252.22 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	09/17/2012	251.33	251.96	-0.63
251.33 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	10/15/2012	198.04	198.53	-0.49
198.04 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	11/15/2012	200.14	200.64	-0.50
200.14 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	12/17/2012	210.76	211.29	-0.53
210.76 FREDDIE MAC SERIES 2635 4.5%	01/22/2010	10/18/2012	15.70	9.86	5.84
.333 KRAFT FOODS GROUP INC					
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			246,073.00	182,401.00	63,672.00
Totals			246,073.00	182,401.00	63,672.00

ACCOUNT STATEMENT

PAGE 2

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
FED GOVT OBL TAX MGD FD 637		109,583.52 109,583.52	1.00	10.96	0.01
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	109,583.52 109,583.52		10.96	0.01
CASH					
PRINCIPAL CASH		52,050.00 52,050.00			
TOTAL CASH	SUB-TOTAL	52,050.00 52,050.00		0.00	0.00
TOTAL CASH AND EQUIVALENTS		161,633.52 161,633.52		10.96	0.01

EQUITY DIVERSIFICATION SUMMARY

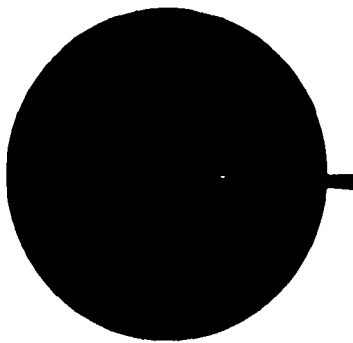
161,633.52 +
270,689.36 +

432,322.88 *

SECURITY TYPE

MARKET VALUE

PERCENT



COMMON STOCK

2,411,457.71

98.7%



MUTUAL FUNDS - EQUITY ETF

32,034.00

1.3%

Total

2,443,491.71

100.0%

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
COMMON STOCK						
ENERGY						
EXXON MOBIL CORP	XOM	2,490,000	215,509.50 228,697.57	86.55 91.85	5,677.20	2.63
WORLD FUEL SERVICES CORP	INT	2,000,000	82,340.00 80,442.01	41.17 40.22	300.00	0.36
TOTAL ENERGY		SUB-TOTAL	297,849.50 309,139.58		5,977.20	2.01

ACCOUNT STATEMENT

PAGE 3

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
DOVER CORPORATION	DOV	1,300.000	85,423.00 51,333.46	65.71 39.49	1,820.00	2.13
FASTENAL COMPANY	FAST	1,900.000	88,635.00 25,032.69	46.65 13.18	1,596.00	1.80
GENERAL ELECTRIC CO	GE	2,400.000	50,376.00 73,078.00	20.99 30.45	1,824.00	3.62
LANDSTAR SYSTEMS INC	LSTR	1,300.000	68,198.00 53,073.80	52.46 40.83	325.00	0.48
TOTAL INDUSTRIALS		SUB-TOTAL	292,632.00 202,517.95		5,565.00	1.90
CONSUMER DISCRETIONARY						
MCGRAW HILL COMPANIES INC	MHP	1,500.000	82,005.00 59,565.96	54.67 39.71	1,530.00	1.87
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	82,005.00 59,565.96		1,530.00	1.87
CONSUMER STAPLES						
CVS/CAREMARK CORP	CVS	2,000.000	96,700.00 31,181.00	48.35 15.59	1,800.00	1.86
KRAFT FOODS GROUP INC	KRFT	833.000	37,876.51 23,660.48	45.47 28.40	1,666.00	4.40
MONDELEZ INTERNATIONAL INC	MDLZ	2,500.000	63,633.00 43,785.74	25.45 17.51	1,300.00	2.04
PEPSICO INC	PEP	1,100.000	75,273.00 56,931.09	68.43 51.76	2,365.00	3.14
PROCTER & GAMBLE CO	PG	1,651.000	112,086.39 1,839.74	67.89 1.11	3,711.45	3.31
J M SMUCKER COMPANY	SJM	114.000	9,831.36 77.73	86.24 0.68	237.12	2.41
WAL-MART STORES	WMT	1,700.000	115,991.00 84,894.79	68.23 49.94	2,703.00	2.33
WALGREEN CO	WAG	1,700.000	62,917.00 12,445.02	37.01 7.32	1,870.00	2.97
TOTAL CONSUMER STAPLES		SUB-TOTAL	574,308.26 254,815.59		15,652.57	2.73
FINANCIALS						
BERKSHIRE HATHAWAY INC CL - B	BRK.B	2,350.000	210,795.00 99,354.82	89.70 42.28		
TOTAL FINANCIALS		SUB-TOTAL	210,795.00 99,354.82		0.00	0.00

ACCOUNT STATEMENT

PAGE 4

DECEMBER 01, 2012 TO DECEMBER 31, 2012

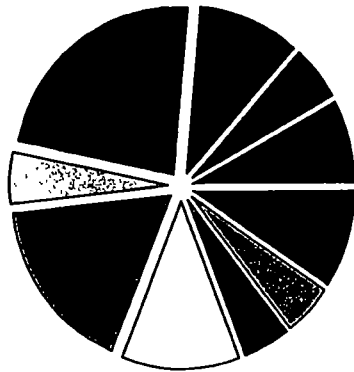
ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TECHNOLOGY						
CISCO SYSTEMS INC	CSCO	2,100 000	41,263 74 35,376 81	19.65 16.85	1,176 00	2 85
CORNING INCORPORATED	GLW	3,800 000	47,956 00 49,776 58	12 62 13 10	1,368 00	2 85
GOOGLE INC	GOOG	150 000	106,107 00 87,603 96	707 38 584 03		
MICROSOFT CORP	MSFT	5,800 000	154,916.26 147,856 12	26 71 25 49	5,336.00	3.44
PAYCHEX INC	PAYX	4,000.000	124,400 00 103,307.41	31 10 25 83	5,280 00	4 24
WESTERN UNION CO	WU	4,600 000	62,606.00 80,945 34	13 61 17 60	2,300 00	3.67
TOTAL TECHNOLOGY		SUB-TOTAL	537,249.00 504,866.22		15,460.00	2.88
HEALTHCARE						
JOHNSON & JOHNSON	JNJ	1,500 000	105,150 00 78,281 00	70 10 52 19	3,660 00	3 48
MEDTRONIC INC	MDT	1,200 000	49,224 00 52,669 16	41.02 43 89	1,248 00	2 54
PFIZER INC	PFE	1,500 000	37,618.95 43,675.00	25 08 29 12	1,440 00	3.83
STRYKER CORP	SYK	1,000 000	54,820 00 37,362 45	54.82 37 36	1,060 00	1 93
TECHNE CORP	TECH	700 000	47,838 00 35,712.67	68 34 51 02	840 00	1.76
WATERS CORP	WAT	1,400 000	121,968 00 73,241 28	87.12 52 32		
TOTAL HEALTHCARE		SUB-TOTAL	416,618.95 320,941.56		8,248.00	1.98
TOTAL COMMON STOCK		SUB-TOTAL	2,411,457.71 1,751,201.68		52,432.77	2.17
MUTUAL FUNDS - EQUITY ETF						
MF INTERNATIONAL - BLEND						
VANGUARD PACIFIC ETF	VPL	600.000	32,034.00 32,321 94	53 39 53 87	1,034 40	3.23
TOTAL MF INTERNATIONAL - BLEND		SUB-TOTAL	32,034.00 32,321.94		1,034.40	3.23
TOTAL MUTUAL FUNDS - EQUITY ETF		SUB-TOTAL	32,034.00 32,321.94		1,034.40	3.23
TOTAL EQUITIES			2,443,491.71 1,783,523.62		53,467.17	2.19

DECEMBER 01, 2012 TO DECEMBER 31, 2012

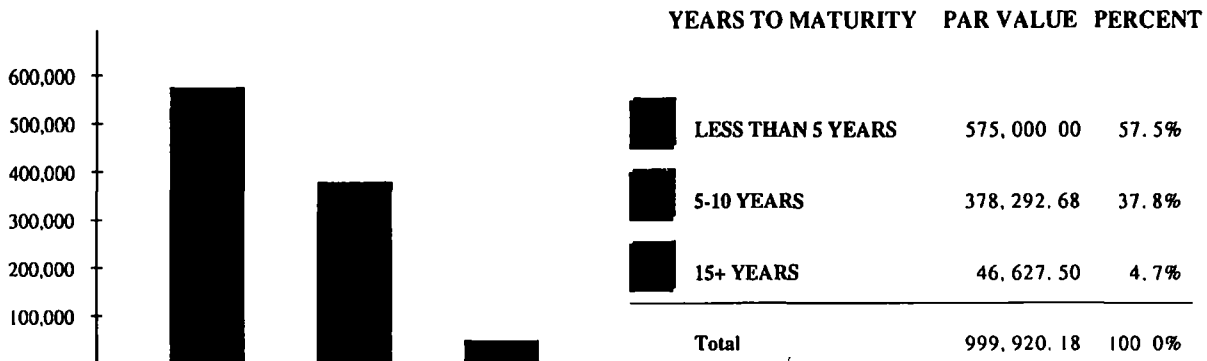
ASSET DETAIL (CONTINUED)

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aaa	88,254.00	8.1%
Aa2	57,367.00	5.3%
Aa3	112,390.00	10.3%
A1	251,136.00	23.0%
A2	53,929.00	4.9%
A3	187,569.50	17.2%
Baa1	130,127.75	11.9%
Baa2	51,774.00	4.7%
Baa3	55,043.00	5.1%
All Others-Combined	103,657.69	9.5%
Total	1,091,247.94	100.0%

BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY: 5.3 YEARS

CURRENT YIELD: 4.28%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL NATIONAL MORTGAGE ASSN DTD 01/12/07 5% 02/13/2017	Aaa	75,000.000	88,254.00 75,476.03	117.67 100.63	3,750.00	4.25 0.64
FREDDIE MAC SERIES 4032 DTD 04/30/2012 2% 10/15/2041		46,627.499	47,555.76 45,623.56	101.99 97.85	932.55	1.96 1.14
TOTAL GOVERNMENT BONDS		SUB-TOTAL	135,809.76 121,099.59		4,682.55	3.45

ACCOUNT STATEMENT

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
AFLAC INC DTD 02/10/2012 4% 02/15/2022	A3	50,000.00	53,936.00 50,058.00	107.87 100.12	2,000.00	3.71 3.01
AMERICAN EXPRESS COLLATERAL TYPE SR UNSECURED DD 07/24/2003 4.875% 07/15/2013	A3	50,000.00	51,163.50 49,452.00	102.33 98.90	2,437.50	4.76 0.54
AVON PRODUCTS INC DTD 03/03/2008 5.75% 03/01/2018	Baa1	50,000.00	53,761.00 52,234.76	107.52 104.47	2,875.00	5.35 4.12
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 5.55% 01/22/2017	A3	50,000.00	56,385.50 49,629.00	112.77 99.26	2,775.00	4.92 2.24
BERKSHIRE HATHAWAY DTD 01/11/2011 4.25% 01/15/2021	Aa2	50,000.00	57,367.00 49,026.50	114.73 98.05	2,125.00	3.70 2.24
BLACKROCK INC DTD 05/24/2011 4.25% 05/24/2021	A1	50,000.00	56,400.00 49,758.50	112.80 99.52	2,125.00	3.77 2.55
EBAY INC DTD 10/28/10 3.25% 10/15/2020-2020	A2	50,000.00	53,929.00 51,125.00	107.86 102.25	1,625.00	3.01 2.15
GENERAL ELECTRIC CAPITAL CORP DTD 10/17/11 4.65% 10/17/2021	A1	75,000.00	85,578.00 77,866.50	114.10 103.82	3,487.50	4.08 2.83
GENERAL ELECTRIC CAPITAL CORP COLLATERAL NOTES DTD 12/6/02 5.45% 01/15/2013	A1	50,000.00	50,086.00 51,286.50	100.17 102.57	2,725.00	5.44 1.00
HEWLETT PACKARD COMPANY DTD 03/03/08 4.5% 03/01/2013	Baa1	25,000.00	25,133.25 24,686.25	100.53 98.75	1,125.00	4.48 1.28
J P MORGAN CHASE & CO DTD 3/9/04 4.875% 03/15/2014	A3	25,000.00	26,084.50 24,809.25	104.34 99.24	1,218.75	4.67 1.24
MERRILL LYNCH COLLATERAL SUBORDINATED NOTES DTD 05/16/2006 6.05% 05/16/2016	Baa3	50,000.00	55,043.00 49,933.00	110.09 99.87	3,025.00	5.50 2.89
MORGAN STANLEY GLOBAL SENIOR NOTES DTD 3/30/04 4.75% 04/01/2014	Baa2	50,000.00	51,774.00 48,243.50	103.55 96.49	2,375.00	4.59 1.86
PEPSICO INC DTD 05/28/08 5% 06/01/2018	Aa3	50,000.00	59,302.50 49,708.50	118.61 99.42	2,500.00	4.22 1.42
PROCTER & GAMBLE CO DTD 02/06/2009 3.5% 02/15/2015	Aa3	50,000.00	53,087.50 50,000.00	106.18 100.00	1,750.00	3.30 0.57
SLM CORP TRM NOTES DTD 4/15/03 5% 04/15/2015	Ba1	50,000.00	52,706.00 49,724.00	105.41 99.45	2,500.00	4.74 2.55
WALGREEN CO DTD 07/17/2008 4.875% 08/01/2013	Baa1	50,000.00	51,233.50 49,475.00	102.47 98.95	2,437.50	4.76 0.63
WYETH DTD 03/27/2007 5.45% 04/01/2017	A1	50,000.00	59,072.00 52,640.00	118.14 105.28	2,725.00	4.61 1.07
TOTAL CORPORATE BONDS		SUB- TOTAL	952,042.25 879,656.26		41,831.25	4.39

ACCOUNT STATEMENT

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
COLLATERALIZED MTGE OBLIGATIONS						
FREDDIE MAC SERIES 2635 4.5% 01/15/2018		3,292,681	3,395.93 3,300.91	103.14 100.25	148.17	4.36 0.43
TOTAL COLLATERALIZED MTGE OBLIGATIONS			3,395.93		148.17	4.36
			3,300.91			
TOTAL FIXED INCOME			1,091,247.94		46,661.97	4.28
			1,004,056.76			
TOTAL PRINCIPAL ASSETS			3,696,373.17		100,140.10	2.71
			2,949,213.90			