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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation THE BARR FOUNDATION		A Employer identification number 31-1518708	
Number and street (or P O box number if mail is not delivered to street address) 101 W MAIN ST STE 480		B Telephone number (see instructions) (757) 627-0291	
City or town, state, and ZIP code NORFOLK, VA 23510		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 2,487,958		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,261	1,261		
	4 Dividends and interest from securities.	51,077	51,077		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	☒ 36,839			
	b Gross sales price for all assets on line 6a _____ 443,377				
	7 Capital gain net income (from Part IV , line 2)		35,474		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	89,177	87,812	0	
	13 Compensation of officers, directors, trustees, etc	29,393	14,393	0	15,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	☒ 1,420	1,420	0	0
	c Other professional fees (attach schedule)	☒ 22,825	15,278	0	7,547
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 23,145	2,315	0	20,830
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 3,668	0	0	3,668
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	80,451	33,406	0	47,045
	25 Contributions, gifts, grants paid	92,933			92,933
	26 Total expenses and disbursements. Add lines 24 and 25	173,384	33,406	0	139,978
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-84,207			
	b Net investment income (if negative, enter -0-)		54,406		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	443,824	294,346	294,346
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	33,333	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,322,888	1,404,490	1,899,756
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	278,776	293,856	293,856
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,078,821	1,992,692	2,487,958	
Liabilities	17	Accounts payable and accrued expenses	357	385	
	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)	357	385	
	Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27		Capital stock, trust principal, or current funds	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	2,078,464	1,992,307	
30		Total net assets or fund balances (see page 17 of the instructions)	2,078,464	1,992,307	
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,078,821	1,992,692	

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	2,078,464
2	Enter amount from Part I, line 27a	2	-84,207
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,994,257
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,950
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,992,307

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	GAIN/LOSS ON SECURITIES	P		
b	GAIN/LOSS ON SECURITIES	P		
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 65,239		74,232	-8,993
b 338,138		293,671	44,467
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-8,993
b			44,467
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	35,474
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			

Part V

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	117,192	2,227,201	0 052619
2010	105,429	2,075,924	0 050787
2009	125,185	1,972,004	0 063481
2008	110,205	2,164,709	0 050910
2007	146,437	2,936,445	0 049869

2	Total of line 1, column (d).	2	0 267666
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 053533
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,432,949
5	Multiply line 4 by line 3.	5	130,243
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	544
7	Add lines 5 and 6.	7	130,787
8	Enter qualifying distributions from Part XII, line 4.	8	139,978

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	544	
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	544	
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	544	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,200		
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	1,200	
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	656	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	656	Refunded ☒	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JERRY FOREHAND Telephone no ▶(757) 625-1627 Located at ▶101 W MAIN ST STE 480 NORFOLK VA ZIP +4 ▶23510			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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?	6b		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?	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 (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
CLAY H BARR	PRESIDENT/DIRECTOR	0	0	0
101 W MAIN ST STE 480	0 00			
NORFOLK, VA 23510				
ELENA B BAUM	DIRECTOR/VP/	29,393	0	0
1429 S VEAUX LOOP	TREASURER			
NORFOLK, VA 23509	10 00			
JANICE PFAFFINGER	SECRETARY	21,500	0	0
1369 LASKIN ROAD SUITE 1	10 00			
VIRGINIA BEACH, VA 23451				
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.				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 (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. 		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,744,880
b	Average of monthly cash balances.	1b	431,263
c	Fair market value of all other assets (see instructions).	1c	293,856
d	Total (add lines 1a, b, and c).	1d	2,469,999
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,469,999
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	37,050
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,432,949
6	Minimum investment return. Enter 5% of line 5.	6	121,647

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	121,647
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	544
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	544
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	121,103
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	121,103
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	121,103

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	139,978
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	139,978
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	544
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	139,434
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				121,103
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	2,125			
b From 2008.	2,140			
c From 2009.	26,985			
d From 2010.	2,054			
e From 2011.	7,022			
f Total of lines 3a through e.	40,326			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 139,978				
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.				121,103
e Remaining amount distributed out of corpus	18,875			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	59,201			
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 instructions.			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	2,125			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	57,076			
10 Analysis of line 9				
a Excess from 2008.	2,140			
b Excess from 2009.	26,985			
c Excess from 2010.	2,054			
d Excess from 2011.	7,022			
e Excess from 2012.	18,875			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

CLAY H BARR
101 W MAIN ST STE 480
NORFOLK, VA 23510
(757) 625-1627

b

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

WRITTEN REQUEST

c

Any submission deadlines

JUNE 30, 2012

d

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

NONE

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	92,933
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	1,261	
4 Dividends and interest from securities.			14	51,077	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	36,839	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		89,177	0
13 Total. Add line 12, columns (b), (d), and (e).			13		89,177

[illegible]

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.

2013-09-26

Signature of officer or trustee

Date

Title

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

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name

SHIRLEY C BALDWIN

Preparer's Signature

SHIRLEY C BALDWIN

Date

2013-09-25

Check if self-employed

☒

PTIN

P00294712

Firm's name

WALL EINHORN & CHERNITZER PC

555 E MAIN ST SUITE 1600

Firm's address

NORFOLK, VA 23510

Firm's EIN

54-1517420

Phone no.

(757) 625-4700

Form 990-PF (2012)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVENUE SUITE 500 NORFOLK,VA 23505	UNRELATED	501(C)(3)	SUPPORT	1,000
ALVIN ALLEY DANCE CO 405 W 55TH STREET NEWYORK,NY 10102	UNRELATED	501(C)(3)	SUPPORT	100
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE FL 17 CHICAGO,IL 60601	UNRELATED	501(C)(3)	SUPPORT	1,000
AMERICAN CANCER ASSOCIATION 250 WILLIAMS STREET ATLANTA,GA 30303	UNRELATED	501(C)(3)	SUPPORT	500
AMERICAN JEWISH WORLD SERVICE 45 W 36TH STREET NEWYORK,NY 10018	UNRELATED	501(C)(3)	SUPPORT	100
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVE NW STE 800 WASHINGTON,DC 20004	UNRELATED	501(C)(3)	SUPPORT	500
AMERICAN'S SECOND HARVEST 35 EAST WACKER DRIVE CHICAGO,IL 60601	UNRELATED	501(C)(3)	SUPPORT	150
AMNESTY INTERNATIONAL 5 PENN PLZ FL 16 NEWYORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	700
BETH EL 422 SHIRLEY AVE NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	8,100
BETH SHOLOM HOME 6401 AUBURN DRIVE VIRGINIA BEACH,VA 23464	UNRELATED	501(C)(3)	SUPPORT	250
BOSTON MUSEUM OF THE FINE ARTS 456 HUNTINGTON AVE BOSTON,MA 02115	UNRELATED	501(C)(3)	SUPPORT	1,000
BREAST CANCER RESEARCH FOUNDATION 60 E 56TH ST NEWYORK,NY 10022	UNRELATED	501(C)(3)	SUPPORT	1,000
BROOKS MUSEUM 1934 POPLAR AVE MEMPHIS,TN 38104	UNRELATED	501(C)(3)	SUPPORT	500
BROWN LEDGE FOUNDATION 25 WILSON ST BURLINGTON,VT 05401	UNRELATED	501(C)(3)	SUPPORT	2,500
CANCER CARE FOUNDATION OF TIDEWATER PO BOX 12693 NORFOLK,VA 23541	UNRELATED	501(C)(3)	SUPPORT	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE ANNAPOLIS, MN 21403	UNRELATED	501(C)(3)	SUPPORT	500
CHILDREN'S DEFENSE FUND 25 E STREET WASHINGTON,DC 20003	UNRELATED	501(C)(3)	SUPPORT	250
CHILDRENS HOSPITAL OF THE KING'S DAUGHTER 601 CHILDRENS LANE NORFOLK,VA 23507	UNRELATED	501(C)(3)	SUPPORT	200
CHILDRENS MUSEUM OF VIRGINIA 521 MIDDLE STREET PORTSMOUTH,VA 23704	UNRELATED	501(C)(3)	SUPPORT	145
CHRISTOPHER AND DANA REEVE FOUNDATION 636 MORRIS TURNPIKE SUITE 3A SHORT HILLS,NJ 07078	UNRELATED	501(C)(3)	SUPPORT	250
CHRYSLER MUSEUM 245 WOLNEY ROAD NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	1,500
COLONIAL WILLIAMSBURG 134 N HENRY ST WILLIAMSBURG,VA 23185	UNRELATED	501(C)(3)	SUPPORT	2,775
CONGREGATION BETH EL 422 SHIRLEY AVE NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	1,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE NEW YORK,NY 10010	UNRELATED	501(C)(3)	SUPPORT	250
EUGENE O'NEILL THEATRE 123 HAWTHORNE DRIVE NEW LONDON,CT 06320	UNRELATED	501(C)(3)	SUPPORT	350
EVMS 301 RIVERVIEW AVE NORFOLK,VA 23501	UNRELATED	501(C)(3)	SUPPORT	500
FASHION INSTITUTE MUSEUM SEVENTH AVE AT 27TH NEW YORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	1,000
FINCA 1101 14TH STREET WASHINGTON,DC 20003	UNRELATED	501(C)(3)	SUPPORT	100
FOOD BANK OF HAMPTON ROADS 800 TIDEWATER DRIVE NORFOLK,VA 23504	UNRELATED	501(C)(3)	SUPPORT	1,000
FUTURE OF HAMPTON ROADS PO BOX 2212 CHESAPEAKE,VA 23323	UNRELATED	501(C)(3)	SUPPORT	400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GUGGENHEIM MUSEUM 1071 5TH AVE AT 89TH STREET NEW YORK,NY 10128	UNRELATED	501(C)(3)	SUPPORT	250
GUILDING EYES FOR THE BLIND 611 GRANITE SPRINGS YORKTOWN HEIGHTS,NY 10598	UNRELATED	501(C)(3)	SUPPORT	100
HAMPTON UNIVERSITY MUSEUM 100 EAST QUEEN STREET HAMPTON,VA 23668	UNRELATED	501(C)(3)	SUPPORT	500
HEBREW ACADEMY OF TIDEWATER 500 CORPORATE WOODS DRIVE VIRGINIA BEACH,VA 24622	UNRELATED	501(C)(3)	SUPPORT	100
HEBREW UNION COLLEGE MUSEUM ONE WEST 4TH STREET NEW YORK,NY 10012	UNRELATED	501(C)(3)	SUPPORT	350
HOPE HOUSE 801 BOUSH STREET NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	1,000
HOSPICE AND PALLIATIVE CARE OF TIDEWATER 260 GRAYSON ROAD VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	250
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW WASHINGTON,DC 20037	UNRELATED	501(C)(3)	SUPPORT	50
ISRAEL MUSEUM JERUSALEM POB 71117 JERUSALEM 91710 IS	UNRELATED	501(C)(3)	SUPPORT	500
JEWISH FAMILY SERVICE OF TIDEWATER 260 GRAYSON ROAD VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	350
JEWISH MUSEUM CONTEMPORARY ARTS COUNCIL 232 EAST 84TH STREET NEW YORK,NY 10028	UNRELATED	501(C)(3)	SUPPORT	5,000
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK,NY 10021	UNRELATED	501(C)(3)	SUPPORT	250
JOYCE THEATRE 175 EIGHTH AVE NEW YORK,NY 10011	UNRELATED	501(C)(3)	SUPPORT	350
MAKE A WISH FOUNDATION 4742 N 24TH STREET PHOENIX,AZ 83016	UNRELATED	501(C)(3)	SUPPORT	200
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK,NY 10065	UNRELATED	501(C)(3)	SUPPORT	450

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOTHERS AGAINST DRUNK DRIVING (MADD) 511 E JOHN CARPENTER FREEWAY STE 700 IRVING,TX 75062	UNRELATED	501(C)(3)	SUPPORT	250
MUSEUM OF ARTS & DESIGN 2 COLUMBUS CIRCLE NEW YORK,NY 10019	UNRELATED	501(C)(3)	SUPPORT	1,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK,NY 10019	UNRELATED	501(C)(3)	SUPPORT	3,000
NATIONAL PARKINSON FOUNDATION 1501 NW 9TH AVENUE MIAMI,FL 33136	UNRELATED	501(C)(3)	SUPPORT	500
NATIONAL TRUST FOR HISTORICAL PRESERVATION 1785 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	UNRELATED	501(C)(3)	SUPPORT	500
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NEW YORK,NY 10011	UNRELATED	501(C)(3)	SUPPORT	1,000
NEUE GALLERY 1048 FIFTH AVENUE NEW YORK,NY 10028	UNRELATED	501(C)(3)	SUPPORT	200
NORFOLK ACADEMY - HCH SCHOLARSHIP FUND 1585 WESLEYAN DRIVE NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	600
NORFOLK BOTANICAL GARDEN 6700 AZALEA DRIVE NORFOLK,VA 23518	UNRELATED	501(C)(3)	SUPPORT	50
NORFOLK SENIOR CENTER 7300 NEWPORT AVE NORFOLK,VA 23505	UNRELATED	501(C)(3)	SUPPORT	150
NORTH CAROLINA MUSEUM OF ART 2110 BLUE RIDGE ROAD RALEIGH,NC 27607	UNRELATED	501(C)(3)	SUPPORT	2,000
OHEF SHOLOM TEMPLE 530 RALEIGH AVE NORFOLK,VA 23507	UNRELATED	501(C)(3)	SUPPORT	1,000
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK,VA 23529	UNRELATED	501(C)(3)	SUPPORT	1,000
PARK AVENUE ARMORY 643 PARK AVE NEW YORK,NY 10065	UNRELATED	501(C)(3)	SUPPORT	250
PLANNED PARENTHOOD OF SOUTHEAST VIRGINIA 513 NEWTOWN ROAD VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	1,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD 434 W 33RD ST NEW YORK, NY 10001	UNRELATED	501(C)(3)	SUPPORT	500
RONALD MCDONALD HOUSE 404 COLLEY AVE NORFOLK, VA 23507	UNRELATED	501(C)(3)	SUPPORT	600
SARAH LAWRENCE COLLEGE 1 MEAD WAY BRONXVILE, NY 10708	UNRELATED	501(C)(3)	SUPPORT	2,450
SAVE DARFUR COALITION 1025 CONNECTICUT AVE NW STE 310 WASHINGTON, DC 20036	UNRELATED	501(C)(3)	SUPPORT	100
SIMON WIESENTHAL CENTER 1399 S ROXBURY LOS ANGELES, VA 90035	UNRELATED	501(C)(3)	SUPPORT	250
SIR JOHN SOANE MUSEUM FOUNDATION 1040 FIRST AVENUE NO 311 NEW YORK, NY 10022	UNRELATED	501(C)(3)	SUPPORT	150
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	UNRELATED	501(C)(3)	SUPPORT	300
SPECIAL OLYMPICS OF VIRGINIA 1133 19TH STREET WASHINGTON, DC 20036	UNRELATED	501(C)(3)	SUPPORT	250
THE DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028	UNRELATED	501(C)(3)	SUPPORT	200
TIDEWATER COMMUNITY COLLEGE WOMEN'S CENTER PO BOX 456 NORFOLK, VA 23501	UNRELATED	501(C)(3)	SUPPORT	500
TODD ROSENLIB CENTER 325 GRANBY STREET NORFOLK, VA 23510	UNRELATED	501(C)(3)	SUPPORT	150
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	UNRELATED	501(C)(3)	SUPPORT	150
UNITED JEWISH FEDERATION OF TIDEWATER - HOLOCAUST COMMISSION 5000 CORPORATE WOODS DR STE 200 VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	250
UNITED JEWISH FEDERATION OF TIDEWATER 5000 CORPORATE WOODS DR STE 200 VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	1,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024	UNRELATED	501(C)(3)	SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY 2515 WALMER AVE NORFOLK,VA 23541	UNRELATED	501(C)(3)	SUPPORT	10,000
UP CENTER 222 W 19TH STREET NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	263
VALENTINE MUSEUM 1015 EAST CLAY STREET RICHMOND,VA 23219	UNRELATED	501(C)(3)	SUPPORT	500
VIRGINIA ARTS FESTIVAL 440 BANK STREET NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	5,250
VIRGINIA BEACH CONTEMPORARY ARTS CENTER 2200 PARKS AVE VIRGINIA BEACH,VA 23451	UNRELATED	501(C)(3)	SUPPORT	250
VIRGINIA FOUNDATION FOR THE HUMANITIES 145 EDNAM DRIVE CHARLOTTESVILLE,VA 22903	UNRELATED	501(C)(3)	SUPPORT	250
VIRGINIA HOLOCAUST MUSEUM 2000 EAST CARY STREET RICHMOND,VA 23223	UNRELATED	501(C)(3)	SUPPORT	750
VIRGINIA MUSEUM OF FINE ARTS 200 N BLVD RICHMOND,VA 23220	UNRELATED	501(C)(3)	SUPPORT	1,000
VIRGINIA STAGE COMPANY 108 EAST TAZEWELL STREET NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	5,200
VIRGINIA SYMPHONY 880 NORTH MILITARY HIGHWAY NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	1,750
VIRGINIA WESLEYAN COLLEGE LIBRARY 1584 WESLEYAN DRIVE NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	1,000
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE AT 75TH ST NEW YORK,NY 10021	UNRELATED	501(C)(3)	SUPPORT	250
WHRO 5200 HAMPTON BOULEVARD NORFOLK,VA 23508	UNRELATED	501(C)(3)	SUPPORT	2,600
WORLD MONUMENT FUND 350 FIFTH AVENUE STE 2412 NEW YORK,NY 10118	UNRELATED	501(C)(3)	SUPPORT	5,500
YOUNG AUDIENCES OF VIRGINIA 420 NORTH CENTER DRIVE SUITE 239 NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YWCA 253 W FREEMASON NORFOLK, VA 23510	UNRELATED	501(C)(3)	SUPPORT	100
Total ▶ 3a				92,933

TY 2012 Accounting Fees Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
GAIN ON SALE OF N/R		PURCHASED			40,000	33,333		5,302	1,365	

TY 2012 Investments Corporate Stock Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS SECURITIES	1,404,490	1,899,756

TY 2012 Investments - Other Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ART OBJECTS	AT COST	293,856	293,856

TY 2012 Other Decreases Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Description	Amount
FEDERAL INCOME TAXES PAID	1,950

TY 2012 Other Expenses Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,101	0	0	3,101
MISCELLANEOUS	542	0	0	542
FEES AND LICENSES	25	0	0	25

TY 2012 Other Professional Fees Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	15,278	15,278	0	0
EXHIBITION COSTS	7,547	0	0	7,547

TY 2012 Substantial Contributors Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

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

TY 2012 Taxes Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL AND PAYROLL TAXES	23,145	2,315	0	20,830