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**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

**2013**

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

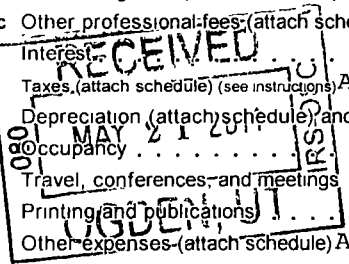
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation <b>THE BARR FUND</b>		<b>A Employer identification number</b> 36-6111449
Number and street (or P O box number if mail is not delivered to street address) C/O PHILLIP C RAVID, JESSER RAVID 150 N WACKER DRIVE	Room/suite 3100	<b>B Telephone number (see instructions)</b> (312) 782-4710
City or town, state or province, country, and ZIP or foreign postal code  CHICAGO, IL 60606		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 5,464,273.	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	17.	17.	17.	ATCH 1
4 Dividends and interest from securities	109,696.	109,696.	109,696.	ATCH 2
5a Gross rents				
b Net rental income or (loss)	263,921.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 3,192,599.		263,921.		
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	37,512.	37,512.	37,512.	
11 Other income (attach schedule) ATCH 3	411,146.	411,146.	147,225.	
12 Total. Add lines 1 through 11				
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	248.			248.
b Accounting fees (attach schedule) ATCH 5	8,750.			8,750.
c Other professional fees (attach schedule) *	52,369.	52,369.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 7	3,288.	3,288.	3,288.	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	90.			90.
24 Total operating and administrative expenses. Add lines 13 through 23	64,745.	55,657.	3,288.	9,088.
25 Contributions, gifts, grants paid	253,310.			253,310.
26 Total expenses and disbursements Add lines 24 and 25	318,055.	55,657.	3,288.	262,398.
27 Subtract line 26 from line 12	93,091.			
a Excess of revenue over expenses and disbursements		355,489.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			143,937.	

SCANNED MAY 27 2014 Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	377,871.	306,527.	306,527.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) **	188,232.	184,886.	181,776.
	b	Investments - corporate stock (attach schedule) ATCH 10	3,526,257.	2,568,821.	3,245,077.
	c	Investments - corporate bonds (attach schedule) ATCH 11	691,668.	654,098.	663,393.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . ATCH 12	299,337.	1,082,213.	1,064,860.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ . . . . . ATCH 13 )	8,543.	2,640.	2,640.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	5,091,908.	4,799,185.	5,464,273.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . .			
	22	Other liabilities (describe ▶ . . . . .)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	5,091,908.	4,799,185.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,091,908.	4,799,185.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,091,908.	4,799,185.		

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	5,091,908.
2	Enter amount from Part I, line 27a . . . . .	2	93,091.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14 . . . . .	3	2,510.
4	Add lines 1, 2, and 3 . . . . .	4	5,187,509.
5	Decreases not included in line 2 (itemize) ▶ ATCH 15 . . . . .	5	388,324.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . .</b>	6	<b>4,799,185.</b>

\*\*ATCH 9

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) <span style="float:right">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>				2	263,921.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	246,864.	5,023,895.	0.049138
2011	248,538.	5,102,060.	0.048713
2010	208,774.	4,918,777.	0.042444
2009	185,182.	4,461,087.	0.041511
2008	264,612.	5,333,040.	0.049617
2 Total of line 1, column (d)			2 0.231423
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 0.046285
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,308,910.
5 Multiply line 4 by line 3			5 245,723.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,555.
7 Add lines 5 and 6			7 249,278.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 262,398.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Values include 3,555, 4,262, and 707.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, tax on political expenditures, and substantial contributors. Includes 'IL,' as an answer to question 8a.

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). 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). 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 14 The books are in care of JESSER RAVID JASON BASSO Telephone no 312-782-4710 Located at 150 N WACKER DRIVE SUITE 3100 CHICAGO, IL ZIP+4 60606 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 2013, 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 90-221 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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 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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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) 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? b If "Yes," did it have excess business holdings in 2013 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 2013) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2013?

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		0	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

Total. Add lines 1 through 3 . . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,117,468.
b	Average of monthly cash balances	1b	272,288.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,389,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,389,756.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,846.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,308,910.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	265,446.

**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	265,446.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,555.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,555.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	261,891.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	261,891.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	261,891.

**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	262,398.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	262,398.
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	3,555.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	258,843.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				261,891.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				1,017.
f Total of lines 3a through e . . . . .	1,017.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 262,398.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				261,891.
e Remaining amount distributed out of corpus . . . . .	507.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,524.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,524.			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				1,017.
e Excess from 2013 . . . . .				507.

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

Empty box for ruling date

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

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

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and alternative tests (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

N/A

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

ATCH 17

c Any submission deadlines

NONE

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

ATCH 18

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> SEE ATTACHED STATEMENT				253,310.
<b>Total</b> .....				<b>3a</b> 253,310.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> .....				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

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

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

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 [X] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief, it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Sign Here: Signature of officer or trustee: Donald B. Lubin, Date: 5/12/14, Title: President.
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only
Print/Type preparer's name: PHILLIP C RAVID
Preparer's signature: [Signature]
Date: 5/12/14
Check [ ] if self-employed
PTIN: P00582792
Firm's name: JESSER RAVID JASON BASSO FARBER LLP
Firm's EIN: 46-2353353
Firm's address: 150 N. WACKER DRIVE, SUITE 3100 CHICAGO, IL
Phone no: 312-782-4710

**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No 1545-0092

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

**2013**

Name of estate or trust

Employer identification number

THE BARR FUND

36-6111449

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

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	1,274,024.	1,279,662.		-5,638.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>4</b>
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>5</b>
<b>6</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>6</b> ( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . . ▶				<b>7</b> -5,638.

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	1,916,874.	1,649,042.		267,832.
<b>LONG-TERM CAPITAL GAIN DIVIDENDS</b>				1,727.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>11</b>
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .				<b>12</b>
<b>13</b> Capital gain distributions. . . . .				<b>13</b>
<b>14</b> Gain from Form 4797, Part I. . . . .				<b>14</b>
<b>15</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>15</b> ( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . . ▶				<b>16</b> 269,559.

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

Schedule D (Form 1041) 2013

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
<b>17</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>17</b>		-5,638.
<b>18</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>18a</b>		269,559.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>18b</b>		
c	28% rate gain . . . . .	<b>18c</b>		
<b>19</b>	<b>Total net gain or (loss).</b> Combine lines 17 and 18a. . . . . ▶	<b>19</b>		263,921.

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
<b>20</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000 . . . . . <b>20</b> ( )

**Note:** If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

<b>21</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . . . .	<b>21</b>		
<b>22</b>	Enter the smaller of line 18a or 19 in column (2) but not less than zero. . . . .	<b>22</b>		
<b>23</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>23</b>		
<b>24</b>	Add lines 22 and 23 . . . . .	<b>24</b>		
<b>25</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . . ▶	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24. If zero or less, enter -0- . . . . .	<b>26</b>		
<b>27</b>	Subtract line 26 from line 21. If zero or less, enter -0- . . . . .	<b>27</b>		
<b>28</b>	Enter the smaller of the amount on line 21 or \$2,450 . . . . .	<b>28</b>		
<b>29</b>	Enter the smaller of the amount on line 27 or line 28 . . . . .	<b>29</b>		
<b>30</b>	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶	<b>30</b>		
<b>31</b>	Enter the smaller of line 21 or line 26 . . . . .	<b>31</b>		
<b>32</b>	Subtract line 30 from line 26 . . . . .	<b>32</b>		
<b>33</b>	Enter the smaller of line 21 or \$11,950 . . . . .	<b>33</b>		
<b>34</b>	Add lines 27 and 30 . . . . .	<b>34</b>		
<b>35</b>	Subtract line 34 from line 33. If zero or less, enter -0- . . . . .	<b>35</b>		
<b>36</b>	Enter the smaller of line 32 or line 35 . . . . .	<b>36</b>		
<b>37</b>	Multiply line 36 by 15% . . . . . ▶	<b>37</b>		
<b>38</b>	Enter the amount from line 31 . . . . .	<b>38</b>		
<b>39</b>	Add lines 30 and 36 . . . . .	<b>39</b>		
<b>40</b>	Subtract line 39 from line 38. If zero or less, enter -0- . . . . .	<b>40</b>		
<b>41</b>	Multiply line 40 by 20% . . . . . ▶	<b>41</b>		
<b>42</b>	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>42</b>		
<b>43</b>	Add lines 37, 41, and 42 . . . . .	<b>43</b>		
<b>44</b>	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>44</b>		
<b>45</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . . ▶	<b>45</b>		





**THE BARR FUND (EIN: 36-6111449)**

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

<b>FIDELITY #648-056103</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	207,055.51	206,986.10	69.41
LONG-TERM	434,999.69	359,610.23	75,389.46
<b>TOTAL</b>	<b>642,055.20</b>	<b>566,596.33</b>	<b>75,458.87</b>

<b>FIDELITY #648-056170</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	232,458.23	217,879.82	14,578.41
LONG-TERM	95,446.13	61,700.64	33,745.49
<b>TOTAL</b>	<b>327,904.36</b>	<b>279,580.46</b>	<b>48,323.90</b>

<b>FIDELITY #648-057517</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	26,169.68	26,631.29	(461.61)
LONG-TERM	74,300.19	95,644.96	(21,344.77)
<b>TOTAL</b>	<b>100,469.87</b>	<b>122,276.25</b>	<b>(21,806.38)</b>

<b>FIDELITY #648-356840</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	812.76	689.01	123.75
LONG-TERM	38,721.70	27,427.61	11,294.09
<b>TOTAL</b>	<b>39,534.46</b>	<b>28,116.62</b>	<b>11,417.84</b>

<b>FIDELITY #675-544620</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	232,612.72	231,135.15	1,477.57
LONG-TERM	447,750.34	450,236.07	(2,485.73)
<b>TOTAL</b>	<b>680,363.06</b>	<b>681,371.22</b>	<b>(1,008.16)</b>

<b>FIDELITY #676-063034</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	251,086.91	276,252.51	(25,165.60)
LONG-TERM	-	-	-
<b>TOTAL</b>	<b>251,086.91</b>	<b>276,252.51</b>	<b>(25,165.60)</b>

<b>FIDELITY #675-544647</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	151,350.70	153,135.58	(1,784.88)
LONG-TERM	256,110.96	241,567.38	14,543.58
<b>TOTAL</b>	<b>407,461.66</b>	<b>394,702.96</b>	<b>12,758.70</b>

THE BARR FUND (EIN: 36-6111449)

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

<b>FIDELITY #675-544655</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	108,651.57	108,554.30	97.27
LONG-TERM	155,641.36	117,807.09	37,834.27
<b>TOTAL</b>	<b>264,292.93</b>	<b>226,361.39</b>	<b>37,931.54</b>

<b>FIDELITY #675-789984</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	42,989.65	39,113.76	3,875.89
LONG-TERM	413,876.99	295,021.51	118,855.48
<b>TOTAL</b>	<b>456,866.64</b>	<b>334,135.27</b>	<b>122,731.37</b>

<b>FIDELITY #676-064473</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	20,836.48	19,284.46	1,552.02
LONG-TERM	-	-	-
<b>TOTAL</b>	<b>20,836.48</b>	<b>19,284.46</b>	<b>1,552.02</b>

<b>TOTALS</b>	<b>SALES PROCEEDS</b>	<b>COST BASIS</b>	<b>REALIZED GAIN OR LOSS</b>
SHORT-TERM	1,274,024.21	1,279,661.98	(5,637.77)
LONG-TERM	1,916,847.36	1,649,015.49	267,831.87
<b>GROSS SALES PROCEEDS</b>	<b>3,190,871.57</b>	<b>2,928,677.47</b>	<b>262,194.10</b>

**THE BARR FUND (EIN: 36-6111449)**

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

<u>Date</u>	<u>Recipient Name and Address</u>	<u>Foundation Status of</u>	<u>Recipient</u>	<u>Relationship and</u>	<u>Amount</u>
			<u>Purpose of Grant</u>		
5/22/2013	Chileda Institute, Inc 1825 Victory St, La Crosse, WI 54601		501(c)(3) Public Charity	None General Fund	2,000 00
5/22/2013	Mandel Legal Aid Clinic, University of Chicago Law School 6020 S University Ave, Chicago, IL 60637		501(c)(3) Public Charity	None General Fund	2,000 00
5/22/2013	Dartmouth College Alumni Fund 6066 Development Office, Hanover, NH 03755-3555		Private Charity	None General Fund	1,000 00
11/20/2013	Harvard Law School 1563 Massachusetts Avenue, Cambridge, MA 02138		501(c)(3) Private Charity	None General Fund	1,000 00
12/2/2013	WBZE (Chicago Public Media) 848 East Grand Ave, Navy Pier, Chicago, IL 60611		501(c)(3) Private Charity	None General Fund	1,200 00
12/2/2013	Anti-Defamation League 120 S LaSalle St # 1150, Chicago, IL 60603		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	Trustees of the University of Pennsylvania 3451 Walnut St, Philadelphia, PA 19104		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	University of Chicago, School of Social Service Administration 969 E 60th St, Chicago, IL 60637		501(c)(3) Public Charity	None General Fund	10,000 00
12/2/2013	Botanic Gardens Conservation International US Inc 1000 Lake Cook Rd, Glencoe, IL 60022		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	North Lawndale College Preparatory Charter High School 1616 S Spaulding Ave, Chicago, IL 60623		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	WTTW (Chicago Public Media 5400 N Saint Louis Avenue, Chicago, IL 60625		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	Highland/Park Highwood Home Child Care Association PO Box 37, % Marilyn Straus, Highland Park, IL 60035		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	Highland Park Community Foundation P O Box 398, Highland Park, IL 60035		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	Ragdale Foundation 1260 N Green Bay Rd, Lake Forest, IL 60045		501(c)(3) Public Charity	None General Fund	1,000 00
12/2/2013	Ravinia Festival Association 201 St Johns Ave, Highland Park, IL 60035		501(c)(3) Public Charity	None General Fund	10,000 00
12/2/2013	Jewish United Fund of Metropolitan Chicago 30 S Wells St, Chicago, Illinois 60606		501(c)(3) Public Charity	None General Fund	15,000 00
12/2/2013	Rush University Medical Center 1700 W Van Buren St, Suite 250, Chicago, IL 60612		501(c)(3) Public Charity	None General Fund	25,000 00
12/2/2013	Cornell University Box 223623, Pittsburgh PA 15251-2623		501(c)(3) Public Charity	None General Fund	4,000 00
12/2/2013	North Shore Country Day School 310 Green Bay Rd, Winnetka, IL 60093		501(c)(3) Public Charity	None General Fund	5,000 00
12/2/2013	Dartmouth College Alumni Fund 6066 Development Office, Hanover, NH 03755-3555		Private Charity	None General Fund	500 00
12/2/2013	Chileda Institute, Inc 1825 Victory St, La Crosse, WI 54601		501(c)(3) Public Charity	None General Fund	2,000 00
12/2/2013	Mandel Legal Aid Clinic, University of Chicago Law School 6020 S University Ave, Chicago, IL 60637		501(c)(3) Public Charity	None General Fund	2,500 00
12/9/2013	A Better Chicago 222 Merchandise Mart Plaza Ste 1212, Chicago, IL 60654		501(c)(3) Public Charity	None General Fund	5,000 00
12/9/2013	University of Chicago, School of Social Service Administration 969 E 60th St, Chicago, IL 60637		501(c)(3) Public Charity	None General Fund	500 00
12/9/2013	Duke University Durham, NC 27708		501(c)(3) Public Charity	None General Fund	1,500 00
12/9/2013	Merit School of Music 38 S Peoria St, Chicago, IL 60607		501(c)(3) Public Charity	None General Fund	500 00
12/9/2013	Lake County Community Foundation 114 S Genesee ST, Suite 505, Waukegan, IL 60085		501(c)(3) Public Charity	None General Fund	500 00
12/9/2013	Duke Hematology Gift Fund 512 S Mangum St, Suite 400, Durham, NC 2770		501(c)(3) Public Charity	None General Fund	3,000 00
12/9/2013	Bowdoin College 3725 College St, Brunswick, ME 04011		501(c)(3) Public Charity	None General Fund	1,000 00
12/9/2013	Jewish United Fund of Metropolitan Chicago		501(c)(3)	None	500 00

**THE BARR FUND (EIN: 36-6111449)**

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

<u>Date</u>	<u>Recipient Name and Address</u>	<u>Foundation Status of</u>	<u>Recipient</u>	<u>Relationship and</u>	<u>Amount</u>
			<u>Purpose of Grant</u>		
12/9/2013	30 S Wells St, Chicago, Illinois 60606 Art Institute of Chicago	Public Charity	501(c)(3)	General Fund None	250 00
12/9/2013	111 S Michigan Ave, Chicago, IL 60603 Museum of Contemporary Art	Public Charity	501(c)(3)	General Fund None	250 00
12/9/2013	220 E Chicago Ave, Chicago, IL 60611 Rush University Medical Center	Public Charity	501(c)(3)	General Fund None	10,000.00
12/9/2013	1700 W Van Buren St , Suite 250, Chicago, IL 60612 Legacy Charter School	Public Charity	501(c)(3)	General Fund None	16,800 00
12/10/2013	4217 W 18th St , Chicago, IL 60623 Providence Englewood Charter School Foundation	Public Charity	501(c)(3)	General Fund None	25,000 00
12/10/2013	515 Essex Rd , Kenilworth, Illinois 60043 Providence St Mel School	Public Charity	501(c)(3)	General Fund None	16,000 00
12/10/2013	119 S Central Park Blvd, Chicago, IL 60624 National Defense University Foundation	Public Charity	501(c)(3)	General Fund None	10,000 00
12/10/2013	300 Fifth Venue Bldg 62, Washington, DC 20319 Project Education Plus	Public Charity	501(c)(3)	General Fund None	7,000 00
12/10/2013	857 N Cleveland Ave, Chicago, IL 60610 Jewish United Fund of Metropolitan Chicago	Public Charity	501(c)(3)	General Fund None	6,000 00
12/10/2013	30 S Wells St, Chicago, Illinois 60606 The New York Public Library Astor Lenox and Tilden Foundations	Public Charity	501(c)(3)	General Fund None	5,000 00
12/10/2013	New York City, 94710 UCLA Foundation	Public Charity	501(c)(3)	General Fund None	3,200 00
12/10/2013	10920 Wilshire Blvd, Ste 900, Los Angeles, CA 90024 Shedd Aquarium Society	Public Charity	501(c)(3)	General Fund None	3,000 00
12/10/2013	1200 S Lake Shore Dr , Chicago, IL 60605 Grant Park Music Festival	Public Charity	501(c)(3)	General Fund None	2,500 00
12/10/2013	205 E Randolph St, Chicago, IL 60601 Chicago Humanities Festival	Private Charity	501(c)(3)	General Fund None	2,500 00
12/10/2013	500 N Dearborn St #825, Chicago, IL 60654 Chicago End-of-Life Care Coalition	Public Charity	501(c)(3)	General Fund None	2,500 00
12/10/2013	P O Box 14134, Chicago IL 60614 92nd Street Y	Public Charity	501(c)(3)	General Fund None	2,410 00
12/10/2013	1395 Lexington Ave, New York, NY 10128 Northwestern Memorial Hospital	Public Charity	501(c)(3)	General Fund None	2,500 00
12/10/2013	541 N Fairbanks Ct #800, Chicago, Illinois 60611 University of Chicago Medicine and Biological Sciences	Public Charity	501(c)(3)	General Fund None	2,000 00
12/10/2013	5812 S Ellis Ave, Chicago, IL 60637 Los Angeles County Museum of Art	Public Charity	501(c)(3)	General Fund None	2,000 00
12/10/2013	250 S Grand Ave, Los Angeles, CA 90012 St Jude Children's Research Hospital	Public Charity	501(c)(3)	General Fund None	2,000 00
12/10/2013	262 Danny Thomas Pl, Memphis, TN 38105 School of the Art Institute	Public Charity	501(c)(3)	General Fund None	1,500 00
12/10/2013	36 S Wabash Ave, Chicago, IL 60603 Chicago Symphony Orchestra	Public Charity	501(c)(3)	General Fund None	1,500 00
12/10/2013	220 S Michigan Ave, Chicago, IL 60604 Cystic Fibrosis Foundation	Public Charity	501(c)(3)	General Fund None	1,500 00
12/10/2013	150 N Michigan Ave, Chicago, IL 60601 Response	Public Charity	501(c)(3)	General Fund None	1,000 00
12/10/2013	9304 Skokie Blvd, Skokie, IL 60077 Ounce Prevention Fund	Public Charity	501(c)(3)	General Fund None	1,000 00
12/10/2013	33 W Monroe St Ste 2400, Chicago, IL 60603 Los Angeles County Museum of Art MCAC	Public Charity	501(c)(3)	General Fund None	1,000 00
12/10/2013	5905 Wilshire Blvd , Los Angeles, CA 90036 Lake Forest Academy	Public Charity	501(c)(3)	General Fund None	1,000 00
12/10/2013	1500 W Kennedy Rd, Lake Forest, IL 60045 College Bound Opportunities	Public Charity	501(c)(3)	General Fund None	1,000 00
12/10/2013	2033 N Milwaukee Ave, Ste 246, Riverwoods, IL 60015 Harold and Carole Pump Foundation	Public Charity	501(c)(3)	General Fund None	1,000 00
12/10/2013	13636 Ventura Blvd Ste 416, Sherman Oaks, CA 91423	Public Charity	501(c)(3)	General Fund	

**THE BARR FUND (EIN: 36-6111449)**

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

<u>Date</u>	<u>Recipient Name and Address</u>	<u>Foundation Status of</u>	<u>Recipient</u>	<u>Relationship and</u>	<u>Amount</u>
			<u>Purpose of Grant</u>		
12/10/2013	Mayo Clinic 1216 2nd St SW, Rochester, MN 55902		501(c)(3) Public Charity	None General Fund	1,000.00
12/10/2013	Camp Kesem National PO Box 24463, Los Angeles, CA 90024		501(c)(3) Public Charity	None General Fund	1,000 00
12/10/2013	Emory University 201 Dowman Dr, Atlanta, GA 30322		501(c)(3) Public Charity	None General Fund	1,000.00
12/10/2013	Museum of Contemporary Art 250 S Grand Ave, Los Angeles, CA 90012		501(c)(3) Public Charity	None General Fund	1,000.00
12/10/2013	Chicago Children's Choir 78 East Washington St 5th Flr, Chicago, IL 60602		501(c)(3) Public Charity	None General Fund	750.00
12/10/2013	WFMT (Chicago Public Media) 5400 N. St. Louis Avenue, Chicago, IL 60625		501(c)(3) Public Charity	None General Fund	750 00
12/10/2013	Museum of Science and Industry 5700 S Lake Shore Dr, Chicago, IL 60637		501(c)(3) Public Charity	None General Fund	750 00
12/10/2013	Friends of the Chicago River 411 S Wells St #800, Chicago, IL 60607		501(c)(3) Public Charity	None General Fund	750.00
12/10/2013	Lyric Opera of Chicago 20 N Upper Wacker Dr, Chicago, IL 60606		501(c)(3) Public Charity	None General Fund	500 00
12/10/2013	Horizon Hospice & Palliative Care, Inc 833 W Chicago Ave #300, Chicago, IL 60642		501(c)(3) Public Charity	None General Fund	500.00
12/10/2013	Ryan Nece Foundation (Wheels of Success) 4401 W Kennedy Blvd , 3rd Floor, Tampa, FL 33609		501(c)(3) Public Charity	None General Fund	500 00
12/10/2013	The Actors Fund 729 Seventh Avenue, 10th floor, New York, NY 10019		Private Charity	General Fund	250.00
12/10/2013	A Better LA 1150 S. Olive Street, Suite 340, Los Angeles, CA 90015		501(c)(3) Public Charity	None General Fund	250.00
12/10/2013	Mayo Performing Arts Center 100 South St, Morristown, NJ 07960		501(c)(3) Public Charity	None General Fund	200 00
12/10/2013	Hillsdale College 33 E College St, Hillsdale, MI 49242		501(c)(3) Public Charity	None General Fund	200 00
12/10/2013	Westcoast Sports Associates P.O. Box 1705, Manhattan Beach, CA 90267-1705		501(c)(3) Public Charity	None General Fund	3,000.00
12/12/2013	Catholic Relief Services 770 N Halsted St, Chicago, IL 60642		501(c)(3) Public Charity	None General Fund	1,000 00
12/12/2013	Jeanne Geiger Crisis Center 2 Harris Street, Newburyport, MA 01913		501(c)(3) Public Charity	None General Fund	1,000 00
12/12/2013	Greater Boston Food Bank 70 S Bay Ave, Boston, MA 02118		501(c)(3) Public Charity	None General Fund	1,000 00
12/12/2013	Northwestern University 633 Clark St, Evanston, IL 60208		501(c)(3) Public Charity	None General Fund	2,000 00
12/12/2013	Epiphany School Inc 154 Centre Street, Dorchester, MA 02124		501(c)(3) Public Charity	None General Fund	1,000 00
12/12/2013	Al-Anon Family Group Headquarters Inc. 1600 Corporate Landing Parkway, Virginia Beach, VA 23454-5617		501(c)(3) Public Charity	None General Fund	1,000 00
12/12/2013	Massachusetts Coalition for the Homeless Inc 15 Bubier St, Lynn, MA 01901		501(c)(3) Public Charity	None General Fund	800.00
<b>TOTAL 2013 CONTRIBUTIONS</b>					<b>253,310.00</b>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,727.	
1,274,024.		FIDELITY SHORT-TERM 1,279,662.					VAR -5,638.	VAR
1,916,874.		FIDELITY LONG-TERM 1,649,042.					VAR 267,832.	VAR
TOTAL GAIN (LOSS) .....							<u>263,921.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST - MONEY MARKET	17.	17.	17.
INTEREST - TAX-EXEMPT	9.	9.	9.
LESS: TAX-EXEMPT	-9.	-9.	-9.
<b>TOTAL</b>	<u>17.</u>	<u>17.</u>	<u>17.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS - STOCK	91,874.	91,874.	91,874.
INTEREST - TREASURY	4,009.	4,009.	4,009.
INTEREST - CORPORATE BONDS	34,071.	34,071.	34,071.
LESS: ACCRUED CORPORATE BOND INTEREST	-6,140.	-6,140.	-6,140.
LESS: BOND AMORTIZATION	-14,118.	-14,118.	-14,118.
TOTAL	<u>109,696.</u>	<u>109,696.</u>	<u>109,696.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM 1837 PARTNERS LTD	37,512.	37,512.	37,512.
TOTALS	<u>37,512.</u>	<u>37,512.</u>	<u>37,512.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	248.			248.
TOTALS	<u>248.</u>			<u>248.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	8,750.			8,750.
TOTALS	<u>8,750.</u>			<u>8,750.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEES - INVESTMENT MGMT SERVICE	52,369.	52,369.
TOTALS	<u>52,369.</u>	<u>52,369.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID - FIDELITY	3,288.	3,288.	3,288.	
TOTALS	<u>3,288.</u>	<u>3,288.</u>	<u>3,288.</u>	

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	90.			90.
TOTALS	90.			90.

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

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY - 544647	184,886.	181,776.
US OBLIGATIONS TOTAL	<u>184,886.</u>	<u>181,776.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY	2,568,821.	3,245,077.
TOTALS	<u>2,568,821.</u>	<u>3,245,077.</u>

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY - 544647	654,098.	663,393.
TOTALS	<u>654,098.</u>	<u>663,393.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1837 PARTNERS LTD	336,849.	336,849.
MUTUAL FUNDS	739,177.	715,863.
WARRANTS	6,187.	12,148.
TOTALS	<u>1,082,213.</u>	<u>1,064,860.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL TAX DEPOSIT	707.	707.
DIVIDENDS RECEIVABLE	1,933.	1,933.
TOTALS	<u>2,640.</u>	<u>2,640.</u>

ATTACHMENT 14

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RETURN OF CAPITAL	2,501.
TAX-EXEMPT INTEREST	9.
TOTAL	<u>2,510.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTEXCISE TAX ON NET INVESTMENT INCOME  
COST BASIS ADJUSTMENT6,229.  
382,095.

TOTAL

388,324.

**THE BARR FUND (EIN: 36-6111449)**  
**FAIR MARKET VALUE OF INVESTMENTS AS OF DECEMBER 31, 2013**

**CORPORATE STOCK AND OTHER EQUITIES**

<b>CUSIP/ Symbol</b>	<b>Description</b>	<b>Quantity</b>	<b>Price</b>	<b>Ending Value</b>
DELISTED	HEARUSA INC	4,446	-	-
AACAY	AAC TECHNOLOGIES HOLDINGS INC UNSP	194	48.56	9,420.05
AAP	Advance Auto Parts Inc	237	110.68	26,231.16
ABB	ABB LT EACH REPR 1 ORD CHF	337	26.56	8,950.72
ABX	BARRICK GOLD CORP COM	359	17.63	6,329.17
ACGBY	AGRICULTURAL BANK OF CHINA	371	12.28	4,557.36
AFL	AFLAC INC	800	66.80	53,440.00
AHONY	KONINKLIJKE AHOLD NV NEW ADR REP 1 EURO	600	17.98	10,789.20
AIG	AMERICAN INTL GROUP INC COM NEW	424	51.05	21,645.20
AMLPL	ALPS ETF TR ALRERIAN MLP ETF	2,698	17.79	47,997.42
ARG	Airgas Inc	260	111.85	29,081.00
BA	BOEING CO	433	136.49	59,100.17
BAP	CREDICORP COM STK	59	132.73	7,831.07
BBD	BANCO BRADESCO	474	12.53	5,939.22
BDX	BECTON DICKINSON CO	666	110.49	73,586.34
BEN	FRANKLIN RES INC	870	57.73	50,225.10
BIDU	DAIDU INC SPONS ADS	61	177.88	10,850.68
BKRYK	BANK RAKYAT INDONESIA	709	11.92	8,447.73
BP	BP PLC ADR	222	48.61	10,791.42
BRCD	BROCADE COMMUNICATIONS SYS INC COM NEW	1,231	8.87	10,912.81
BRGY	BG GROUP ADR REP 1 ORD	303	21.49	6,511.47
CAJ	CANON INC ADR EACH REP 1 ORD	282	32.00	9,024.00
CAN	ACCENTURE PLC CLS A	753	82.22	61,911.66
CASDY	CHINA NATIONAL MATERIALS CO ADR	774	4.31	3,334.39
CCOY	CHINA STATE CONSTRUCTION INTL	138	89.63	12,369.49
CHL	CHINA MOBLE LTD SPON ADR REP 1 ORD	104	52.29	5,438.16
CHMT	CHEMTURA CORPORATION	688	27.92	19,208.96
CIB	BANCOLOMBIA SA SPON ADR EACH REP 4 PRF	127	49.02	6,225.54
CIHKY	CHINA MERCHANTS BK	287	10.65	3,057.41
CLR	Continental Res Inc Okla Com	220	112.52	24,754.40
CME	CME GROUP INC	626	78.46	49,115.96
COO	Cooper Companies Inc	212	123.84	26,254.08
COV	COVIDIEN PLC	909	68.10	61,902.90
CRRFY	CARREFOUR SA SPONSORED ADR	927	7.87	7,290.85
CTXS	Citrix Systems	479	63.25	30,296.75
CVS	CVS CAREMARK CORP	867	71.57	62,051.19
CYRBY	CRYELA BRAZIL REALTY	1,628	6.10	9,937.31
DCM	NTT DOCOMO INC ADS EACH REP 1 ORD SHS	118	16.51	1,948.18
DDAU	DAIMLER AG SPON ADR EACH REPR 1 ORD	91	86.67	7,887.24
DHR	Danaher Corp	456	77.20	35,203.20
DNKN	DUNKIN BRANDS GROUP INC COM	831	48.20	40,054.20
DTEGY	DEUTSCHE TELEKOM AG ADS EACH REPR 1 ORD	836	17.13	14,319.00
DXJ	WISDOMTREE TRUST JAPAN HEDGE EQT	2,331	50.84	118,508.04
E	ENI ADR EACH REP 2 ORD	178	48.49	8,631.22
EBS	EMERGENT CIO SOLUTIONS INC	529	22.99	12,161.71
ECPCY	ESTACIO PARTICIPACOES	1,481	8.65	12,812.13
EMC	E M C Corp Mass	1,191	25.15	29,953.65
EMR	EMERSON ELECTRIC CO	792	70.18	55,582.56
ENL	REED ELSEVIER NV ADR REPR 2 SHS	235	42.67	10,027.45
EO	DIAGEO ADR EACH REPR 4 ORD	500	132.42	66,210.00
EXXAY	EXXARO RESOURCES ADR	585	13.98	8,180.64
FCFS	FIRST CASH FINL SVCS	127	61.84	7,853.68
FCX	FREEMPORT MCMORAN COPPER & GOLD INC	266	37.74	10,038.84
FIO	FUSION-IO COM	1,182	8.91	10,531.62
FIRRY	FIRST TRACTOR COMPANY LIMITED	487	7.83	3,813.21
FRC	First Republic Bank San Francisco	542	52.35	28,373.70
FTE/ORAN	ORANGE ADR EACH PERP 1 ORD EURO	646	12.35	7,978.10

**THE BARR FUND (EIN: 36-6111449)**  
**FAIR MARKET VALUE OF INVESTMENTS AS OF DECEMBER 31, 2013**

FTI	FMC Technologies	547	52.21	28,558.87
GBOOY	GRUPO FINANCIERO BANORTE SPON	250	34.88	8,719.50
GDFZY	GDF SUEZ SPON ADR EACH REPR 1 ORD	140	23.56	3,297.84
GGB	GERDAU SA SPONS	1,478	7.84	11,587.52
GM	GENERAL MOTORS CO COM	562	40.87	22,968.94
GOOG	GOOGLE INC	27	1,120.71	30,259.17
GS	Goldman Sachs Group	158	177.26	28,007.08
GSK	GLAXOSMITHKLINE ADR EACH CNV INTO 2 ORD	214	53.39	11,425.46
GWR	Genesee and Wyoming Inc	280	96.05	26,894.00
HDB	HDFC BANK LTD ADS	215	34.44	7,404.60
HDSN	HUDSON TECH INC	2,829	3.70	10,467.30
HOG	HARLEY DAVIDSON INC	548	69.24	37,943.52
HTWO	HF2 FINL MGMT INC CL A	1,055	10.18	10,739.90
IBDRY	IBERDROLA SA SPON ADR REP 4 ORD SHS	571	25.55	14,587.33
IBN	ICICI BANK LIMITED ADR	230	37.17	8,549.10
IFF	INTL FLAVORS & FRAGRANCES INC	236	85.98	20,291.28
INTU	INTUIT INC	403	76.32	30,756.96
ISBC	INVESTORS BANCORP	738	25.58	18,878.04
ITW	ILLINOIS TOOL WORKS	493	84.08	41,451.44
JOF	JAPAN SMALLER CAPITALIZATION FD INC	8,411	9.17	77,128.87
KCRPY	KAO CORP SPONS ADR EACH REPR 1 COM NPV	333	31.49	10,486.83
LABL	MULTI COLOR CORP	452	37.74	17,058.48
LOW	LOWES COMPANIES	1,203	49.55	59,608.65
LTD	L BRANDS INC COM	162	61.85	10,019.70
LYB	LYONDELLBASELL INDUSTRIES N V COM	256	80.28	20,551.68
LZRFY	LOCALIZA RENT A CAR	585	14.11	8,252.01
M	MACYS OMC	1,297	53.40	69,259.80
MCD	MCDONALDS CORP	483	97.03	46,865.49
MJN	MEAD JOEHNSON NUTRITION CO	260	83.76	21,777.60
MM	MILLENNIAL MEDIA INC	1,941	7.27	14,111.07
MMC	MARSH & MCLENNAN COS	1,435	48.36	69,396.60
NDSN	NORDSON CORP	302	74.30	22,438.60
NGG	NATIONAL GRID NEW ADR EACH REPR 5 ORD	168	65.32	10,973.76
NSRGY	NESTLE SA SPON ADR EACH REPR 1 COMM	51	73.42	3,744.62
NVS	NOVARTIS AG ADR EACH REPR 1 CHF	204	80.38	16,397.52
PBRA	PETROLEO BRASILEIRO SA	821	14.69	12,060.49
PLL	PALL CORP	252	85.35	21,508.20
PM	PHILIP MORRIS INTL INC COM	522	87.13	45,481.86
PNGAY	PING AN INSURANCE CO	396	17.91	7,093.94
PX	PRAXAIR INC	422	130.03	54,872.66
QBIEY	QBE INSURANCE GROUP SPON ADR EA REPR 1 ORD SHS	214	10.30	2,203.55
QCOM	QUALCOMM INC	903	74.25	67,047.75
RBSPRN	ROYAL BK SCOTLAND GROUP PLC ADR REPSTG PREF SHS	726	20.46	14,853.96
RDSA	ROYAL DUTCH SHELL ADR EA REP 2 CL A	117	71.27	8,338.59
RWEOY	RWE AG ADR EACH REPR 1 ORD NPV	195	36.66	7,148.70
SAN	BANCO SANTANDER SA ADR EACH REPR 1 ORD	987	9.07	8,952.09
SAP	SAP AD SPON ADR EACH REP 1 ORD NPV	70	87.14	6,099.80
SBRCY	SBERBANK RUSSIA SPONSERED	852	12.32	10,492.38
SCHYY	SANDS CHINA LTD UNSP	113	81.70	9,232.32
SDMHF	SATORIUS STEDIM BIOTCH	15	167.90	2,518.54
SDMHF	SATORIUS STEDIM BIOTCH	144	167.90	24,178.05
SGAPY	SINGAPORE TELECOMMUNICATIONS NEW ADR EACH REPR 10 ORD	226	28.99	6,551.28
SGBLY	STANDARD BANK GROUP LIMITED SPON	457	12.36	5,647.14
SIRO	SIRONA DENTAL SYS INC	349	70.20	24,499.80
SIX	SIX FLAGS ENTMT CORP NEW COM	296	36.82	10,898.72
SLB	SCHLUMBERGER LIMITED COM	683	90.11	61,545.13
SMIVY	SM INVESTMENTS CORPORATION	1,041	7.95	8,275.95
SNI	SCRIPPS NETWORKS INTERACTIVE INC	369	86.41	31,885.29
SNY	SANOFI SPONSORED ADR	227	53.63	12,174.01
SU	SUNCOR ENERGY COM NPV NEW	1,173	35.05	41,113.65
SVNDY	SEVEN & I HOLDINGS CO LTD UNSP ADR EACH REPR 2 ORD	121	79.54	9,624.34

**THE BARR FUND (EIN: 36-6111449)**  
**FAIR MARKET VALUE OF INVESTMENTS AS OF DECEMBER 31, 2013**

TAVHY	TAX HAVALIMANLARI HOLDING	414	28.76	11,908.29
TEF	TELEFONICA SA ADR EA PERP 1 ORD	614	16.34	10,032.76
TEVA	TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1 ORD	270	40.08	10,821.60
THR	THERMON GROUP HOLDINGS	859	27.33	23,476.47
TJX	TJX COMPANIES	450	63.73	28,678.50
TKOMY	TOKIO MARINE HOLDINGS INC ADR EACH REP 1 ORD	347	33.43	11,600.21
TKPYY	TAKEDA PHARMACEUTICAL CO LTD EA REP 0 5 ORD	349	22.95	8,010.59
TM	TOYOTA MOTOR COR ADR- EACH REPR 2 ORD	27	121.92	3,291.84
TMKXY	OAD TMK (TRUBNAYA METALLUR KOMPA)	987	11.42	11,273.51
TOELY	TOKYO ELECTRON ADR EACH REPR 0 25 SHS	360	13.70	4,932.36
TOT	TOTAL SA SPON ADR EA REP 1 ORD SHS	204	61.27	12,499.08
TSCDY	TESCO ADR EACH CNV INTO 3 ORD	727	16.61	12,077.65
TSM	TAIWAN SEMICONDUCTOR MANUFACTURING ADS	435	17.44	7,586.40
TTM	TATA MOTORS LIMITED	236	30.80	7,268.80
TTNDY	TECHTRONIC INDUSTRIES CO	596	14.19	8,455.45
TTS	TILE SHOP HLDGS INC COM	827	18.07	14,943.89
UL	UNILEVER PLC ADS-EA REPR 1 ORD	288	41.20	11,865.60
UNP	UNION PACIFIC CORP	243	168.00	40,824.00
UOVEY	UNITED OVERSEAS BANK LTD SPRD ADR EACH CNV INTO 2 ORD	218	33.65	7,334.61
USB	US BANCORP DEL	1,300	40.40	52,520.00
V	VISA INC COM	128	222.68	28,503.04
VALE	VALE S.A SPONS	681	15.25	10,385.25
VCISY	VINCI ADR EACH REP 0 25 ORD	616	16.44	10,126.42
VNQ	VANGUARD INDEX FDS VANGUARD REIT ETF	699	64.56	45,127.44
VOD	VODAFONE GROUP SPON ADR REP 10 ORD	277	39.31	10,888.87
VRTS	VIRTUS INVT PARTNERS INC	152	200.05	30,407.60
VRTS	VIRTUS INVT PARTNERS INC COM	91	200.05	18,204.55
WOOD	ISHARES TR GLOBAL TIMBER & FORESTRY ETF	1,090	52.88	57,639.20
YNDX	YANDEX N.V. COM	298	43.15	12,858.70
ZLJOY	ZOOMLION HEAVY IND SC&TH CO LTD UNSP	419	9.34	3,912.20
ZURVY	ZURICH INSURANCE GROUP AG SPON ADR 10 REP 1 ORD SH	261	29.07	7,586.22

**SUBTOTAL OF CORPORATE STOCK AND OTHER EQUITIES AS OF 12/31/12**

**\$ 3,245,077.13**

**OTHER INVESTMENTS: MUTUAL FUNDS**

CUSIP/ Symbol	Description	Quantity	Price	Ending Value
BSIXX	BLACKROCK STRATEGIC INCOME OPPRTSI INSTL	30,574.181	10.16	310,633.67
PEL BX	PIMCO EMERGING LOCAL BOND FD INST CL	6,651.685	9.33	62,060.22
TGEIX	TCW EMERGING MKTS INCOME CL I	14,805.239	8.40	124,364.00
ANGIX	ANGEL OAK MULTISTRAT INCOME FUND INSTL	10,302.941	12.01	123,738.32
PCRIX	PIMCO COMMODITY REAL RETURN INST	17,316.39	5.49	95,066.99

**OTHER INVESTMENTS: MUTUAL FUNDS**

**\$ 715,863.20**

**OTHER INVESTMENTS**

CUSIP/ Symbol	Description	Quantity	Price	Ending Value
N/A	1837 PARTNERS LTD	N/A	N/A	336,848.62
KMIWS	KINDER MORGAN INC DEL WT EXP PUR CL P COM EXP 05/25/2017	2,481.00	4.06	10,072.86
KMIWS	KINDER MORGAN INC DEL WT EXP PUR CL P COM EXP 05/25/2018	511.00	4.06	2,074.66

**OTHER INVESTMENTS**

**\$ 348,996.14**

**SUBTOTAL OF OTHER INVESTMENTS**

**\$ 1,064,859.34**

**THE BARR FUND (EIN: 36-6111449)**  
**FAIR MARKET VALUE OF INVESTMENTS AS OF DECEMBER 31, 2013**

**BONDS**

<b>CUSIP/ Symbol</b>	<b>Description</b>	<b>Quantity</b>	<b>Price</b>	<b>Ending Value</b>
244199BB0	DEERE & CO	55,000 00	102 05	56,128 43
084664AT8	BERKSHIRE HATHAWAY	45,000.00	104.67	47,102 40
931142CR2	WALMART STORE INC	45,000.00	103.14	46,413 09
94974BEU0	WELLS FARGO CO	55,000 00	104 01	57,207 15
0258MDDA4	AMERICAN EXPRESS	40,000.00	103.49	41,394 40
071813AW9	BAXTER INTL SR UNSEC	40,000 00	112.68	45,072.40
20030NAU5	COMCAST CORP	40,000 00	116 46	46,585 44
369604BC6	GENERAL ELECTRIC CO	50,000 00	113 19	56,597.00
38141GRC0	GOLD SACHS GROUP	45,000.00	100 38	45,171.00
92343VAL8	VERIZON COMMUNICATIONS	40,000 00	112.98	45,190 40
459200GM7	IBM CORP	35,000.00	125.09	43,780 10
17275RAE2	CISCO SYS INC	40,000.00	112.48	44,993.20
487836BD9	KELLOGG CO	40,000 00	103.77	41,509 64
03523TBP2	ANNHEUSER BUSCH INBEV	50,000.00	92.50	46,248 50
<b>CORPORATE BONDS</b>				<b><u>\$ 663,393.15</u></b>
912828CTS	UNITED STATES TREASURY	35,000 00	102.55	35,891 45
912828NV8	UNITED STATES TREASURY	40,000.00	101 59	40,636.00
912828QR4	UNITED STATES TREASURY	65,000.00	102 31	66,498 25
912828RC6	UNITED STATES TREASURY	40,000.00	96 88	38,750.00
<b>US TREASURYS</b>				<b><u>\$ 181,775.70</u></b>
<b>TOTAL MARKET VAULE OF EQUITIES, OTHER INVESTMENTS AND BONDS AS OF 12/31/13</b>				<b><u>\$ 5,142,957.80</u></b>

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

ATTACHMENT 16

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CHAIRMAN & TREASURER

HOWARD ISENBERG  
247 EAST CHESTNUT  
CHICAGO, IL 60611

PRESIDENT

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

SECRETARY

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

DIRECTOR

MARC S. ISENBERG  
247 EAST CHESTNUT  
CHICAGO, IL 60611

DIRECTOR

HOWARD ISENBERG  
247 EAST CHESTNUT  
CHICAGO, IL 60611

DIRECTOR

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

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

ATTACHMENT 16 (CONT'D)

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DIRECTOR

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

DIRECTOR

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

DIRECTOR

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

ASSISTANT TREASURER

THOMAS R. LUBIN  
2219 ORRINGTON AVENUE  
EVANSTON, IL 60201

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

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

ATTACHMENT 18

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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