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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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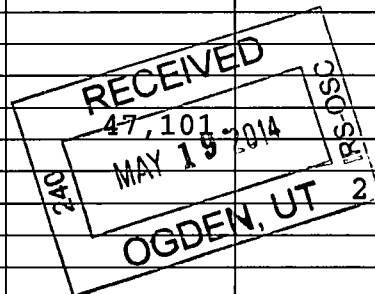
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II		A Employer identification number 61-1361347
Number and street (or P O box number if mail is not delivered to street address) 9900 CORPORATE CAMPUS DRIVE, SUITE 2100	Room/suite	B Telephone number 502.327.5662
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40223		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,564,550. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	100,000.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	99,826.	99,826.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	47,101.			
b Gross sales price for all assets on line 6a 331,377.				
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)				
11 Other income	139.	139.		STATEMENT 2
12 Total. Add lines 1 through 11	247,066.	147,066.	2,250.	
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,800.	0.		1,800.
c Other professional fees STMT 4	23,801.	23,801.		0.
17 Interest				
18 Taxes STMT 5	1,480.	27.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	15.	0.		15.
24 Total operating and administrative expenses. Add lines 13 through 23	27,096.	23,828.		1,815.
25 Contributions, gifts, grants paid	222,500.			222,500.
26 Total expenses and disbursements Add lines 24 and 25	249,596.	23,828.		224,315.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<2,530.>			
b Net investment income (if negative, enter -0-)		123,238.		
c Adjusted net income (if negative, enter -0-)			2,250.	

SCANNED MAY 2 2014



Handwritten initials/signature

BARR FOUNDATION, INC.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments		432,323.	448,734.	448,734.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations	STMT 9		121,100.	109,116.	116,729.
	b	Investments - corporate stock	STMT 10		1,751,202.	1,703,158.	3,004,974.
	c	Investments - corporate bonds	STMT 11		879,656.	924,227.	956,126.
	11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 12		35,623.	33,514.	37,987.	
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			3,219,904.	3,218,749.	4,564,550.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			3,219,904.	3,218,749.		
30	Total net assets or fund balances			3,219,904.	3,218,749.		
31	Total liabilities and net assets/fund balances			3,219,904.	3,218,749.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,219,904.
2	Enter amount from Part I, line 27a	2	<2,530.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,250.
4	Add lines 1, 2, and 3	4	3,219,624.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	875.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,218,749.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 9,385.		9,183.	202.
c			
d 321,992.		275,093.	46,899.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			202.
c			
d			46,899.
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	47,101.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	195,468.	3,796,652.	.051484
2011	181,961.	3,583,053.	.050784
2010	180,482.	3,292,893.	.054810
2009	159,249.	3,086,756.	.051591
2008	151,954.	3,328,029.	.045659

2 Total of line 1, column (d)	2	.254328
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	.050866
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,282,247.
5 Multiply line 4 by line 3	5	217,821.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,232.
7 Add lines 5 and 6	7	219,053.
8 Enter qualifying distributions from Part XII, line 4	8	224,315.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,232.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,232.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,232.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,520.
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	1,520.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	288.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 288. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 13	X	

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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 J MCFERRAN BARR II Telephone no. 502.327.5662 Located at 9900 CORPORATE CAMPUS DR, SUITE 2100, LOUISVILLE, ZIP+4 40223
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(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)? Yes No

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

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

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

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? **N/A**

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,892,566.
b	Average of monthly cash balances	1b	454,893.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,347,459.
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	4,347,459.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,212.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,282,247.
6	Minimum investment return. Enter 5% of line 5	6	214,112.

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	214,112.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,232.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,232.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	212,880.
4	Recoveries of amounts treated as qualifying distributions	4	2,250.
5	Add lines 3 and 4	5	215,130.
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	215,130.

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	224,315.
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	224,315.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,232.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	223,083.

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				215,130.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	6,421.			
c From 2010	18,431.			
d From 2011	4,334.			
e From 2012	8,621.			
f Total of lines 3a through e	37,807.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 224,315.				
a Applied to 2012, 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 2013 distributable amount				215,130.
e Remaining amount distributed out of corpus	9,185.			
5 Excess distributions carryover applied to 2013 (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:	46,992.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	46,992.			
10 Analysis of line 9:				
a Excess from 2009	6,421.			
b Excess from 2010	18,431.			
c Excess from 2011	4,334.			
d Excess from 2012	8,621.			
e Excess from 2013	9,185.			

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 14

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:

SEE STATEMENT 15

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

c Any submission deadlines:

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

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

Form 990-PF (2013)

61-1361347 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
21ST CENTURY PARKS 471 W. MAIN STREET, SUITE 202 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	PARK PRESERVATION	10,000.
BOY SCOUTS OF AMERICA 824 PHILLIPS LANE LOUISVILLE, KY 40209	NONE	PUBLIC CHARITY	SCHOLARSHIPS	25,000.
BUCKLEY WILDLIFE SANCTUARY 1305 GERMANY ROAD FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
BUNBURY THEATRE 604 SOUTH THIRD STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EDUCATIONAL	1,000.
CABBAGE PATCH SETTLEMENT 1413 SOUTH 6TH STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT FOR AT-RISK CHILDREN	5,000.
Total	SEE CONTINUATION SHEET(S)			222,500.
b Approved for future payment				
NONE				
Total				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II	Employer identification number 61-1361347
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY LOUISE BARR 16 RIVER HILL ROAD LOUISVILLE, KY 40207	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

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

Name of organization BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II	Employer identification number 61-1361347
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CREASEY MAHAN NATURE PRESERVE 12501 HARMONY LANDING RD GOSHEN, KY 40026	NONE	PUBLIC CHARITY	GREENHOUSE	10,000.
ETHEL WALKER SCHOOL 230 BUSHY HILL ROAD SIMSBURY, CT 06070	NONE	SCHOOL	EDUCATIONAL	1,000.
HOME OF THE INNOCENTS 1100 EAST MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	CHILDRENS SHELTER AND MEDICAL SUPPORT	10,000.
JACKIE ROBINSON FOUNDATION 75 VARICK STREET, 2ND FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	EDUCATIONAL	2,500.
KENTUCKY OPERA 101 SOUTH EIGHTH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	ARTS	5,000.
LIBERTY HALL HISTORIC SITE 218 WILKINSON STREET FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION	5,000.
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	EDUCATIONAL	3,000.
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE, KY 40220	NONE	SCHOOL	EDUCATIONAL	5,000.
RANDOLPH-MACON COLLEGE 204 HENRY STREET ASHLAND, VA 23005	NONE	SCHOOL	EDUCATIONAL	5,000.
RIVER FIELDS INC, LOUISVILLE KY 643 WEST MAIN STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	ENVIRONMENTAL PROTECTION	5,000.
Total from continuation sheets				176,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	NONE	CHURCH	REDUCE INDEBTEDNESS	20,000.
ST. JOSEPH CHILDREN'S HOME 2823 FRANKFORT AVENUE LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	CHILDREN'S SHELTER AND DEVELOPMENT	5,000.
THE LOUISVILLE ORCHESTRA 323 W BROADWAY #700 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
THE NATIVITY SCHOOL 5936 RIDGE AVENUE CINCINNATI, OH 45213	NONE	SCHOOL	EDUCATIONAL	10,000.
THE SPEED MUSEUM 2035 S. 3RD STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	EDUCATIONAL	27,000.
TRINITY HIGH SCHOOL 4011 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE	SCHOOL	EDUCATIONAL	10,000.
UNITED CRESCENT HILL MINISTRIES 150 S STATE ST LOUISVILLE, KY 40206	NONE	CHURCH	SENIOR AND YOUTH PROGRAMS, EMERGENCY ASSISTANCE	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	NONE	SCHOOL	EDUCATIONAL	1,000.
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	NONE	SCHOOL	EDUCATIONAL	10,000.
Total from continuation sheets				10,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YEW DELL GARDENS 6220 OLD LAGRANGE ROAD CRESTWOOD, KY 40014	NONE	PUBLIC CHARITY	GARDEN EDUCATION, EXQUISITE DISPLAY, AND RESEARCH	30,000.
Total from continuation sheets				

ACCOUNT STATEMENT

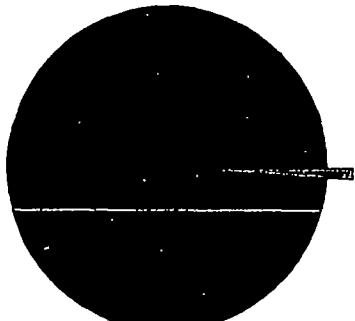
PAGE 2

ACCOUNT NUMBER [REDACTED]
 DECEMBER 01, 2013 TO DECEMBER 31, 2013

ASSET DETAIL

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
FED GOVT OBL TAX MGD FD 637		100,944.87		15.04	0.01
		100,944.87	1.00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	100,944.87		15.04	0.01
		100,944.87			
TOTAL CASH AND EQUIVALENTS		100,944.87		15.04	0.01
		100,944.87			

EQUITY DIVERSIFICATION SUMMARY

SECURITY TYPE	MARKET VALUE	PERCENT
 COMMON STOCK	3,004,973.60	98.8%
MUTUAL FUNDS - EQUITY ETF	36,780.00	1.2%
Total	3,041,753.60	100.0%

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
COMMON STOCK						
ENERGY						
EXXON MOBIL CORP	XOM	2,490,000	251,988.00 228,697.57	101.20 91.85	6,274.80	2.49
WORLD FUEL SERVICES CORP	INT	2,000,000	86,320.00 80,442.01	43.16 40.22	300.00	0.35
TOTAL ENERGY		SUB-TOTAL	338,308.00 309,139.58		6,574.80	1.94
INDUSTRIALS						
DOVER CORPORATION	DOV	1,300,000	125,502.00 51,333.46	96.54 39.49	1,950.00	1.55
FASTENAL COMPANY	FAST	1,900,000	90,269.00 25,032.69	47.51 13.18	1,900.00	2.10

ACCOUNT STATEMENT

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ACCOUNT NUMBER ██████████
 DECEMBER 01, 2013 TO DECEMBER 31, 2013

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
GENERAL ELECTRIC CO	GE	2,400 000	67,272 00 73,078 00	28.03 30 45	2,112 00	3 14
LANDSTAR SYSTEMS INC	LSTR	1,300 000	74,685 00 53,073 80	57 45 40 83	325 00	0 44
TOTAL INDUSTRIALS		SUB-TOTAL	357,728.00 202,517.95		6,287.00	1.76
CONSUMER DISCRETIONARY						
COACH INC	COH	1,000 000	56,130 00 47,240 20	56.13 47 24	1,350 00	2 41
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	56,130.00 47,240.20		1,350.00	2.41
CONSUMER STAPLES						
CVS/CAREMARK CORP	CVS	2,000 000	143,140 00 31,181 00	71.57 15 59	2,200 00	1 54
KRAFT FOODS GROUP INC	KRFT	833 000	44,907 03 23,660 48	53 91 28 40	1,749 30	3 90
MONDELEZ INTERNATIONAL INC	MDLZ	2,500 000	88,250 00 43,785 74	35 30 17 51	1,400 00	1 59
PEPSICO INC	PEP	1,100 000	91,234 00 56,931 09	82 94 51 76	2,497 00	2.74
PROCTER & GAMBLE CO	PG	1,651 000	134,407 91 1,839 74	81 41 1 11	3,972 31	2 96
J M SMUCKER COMPANY	SJM	114 000	11,812 68 77 73	103 62 0 68	264 48	2 24
WAL-MART STORES	WMT	1,700 000	133,773 00 84,894 79	78 69 49 94	3,196 00	2 39
WALGREEN CO	WAG	1,700 000	97,648 00 12,445 02	57 44 7 32	2,142 00	2 19
TOTAL CONSUMER STAPLES		SUB-TOTAL	745,172.62 254,815.59		17,421.09	2.34
FINANCIALS						
BERKSHIRE HATHAWAY INC CL - B	BRK B	2,350 000	278,616 00 99,354 82	118 56 42 28		
TOTAL FINANCIALS		SUB-TOTAL	278,616.00 99,354.82		0.00	0.00
TECHNOLOGY						
CISCO SYSTEMS INC	CSCO	2,100 000	47,103 00 35,376 81	22 43 16 85	1,428 00	3.03
CORNING INCORPORATED	GLW	3,800 000	67,716 00 49,776.58	17 82 13 10	1,520 00	2 24

ACCOUNT STATEMENT

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ACCOUNT NUMBER XXXXXXXXXX
 DECEMBER 01, 2013 TO DECEMBER 31, 2013

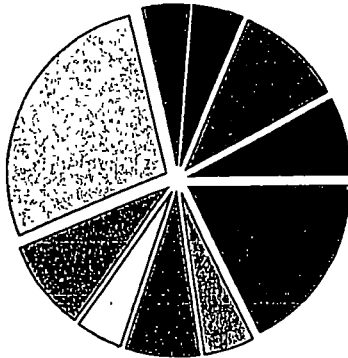
ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TECHNOLOGY						
GOOGLE INC	GOOG	150 000	168,106 50 87,603 96	1,120 71 584 03		
MICROSOFT CORP	MSFT	5,800 000	216,978 00 147,856 12	37 41 25 49	6,496 00	2 99
PAYCHEX INC	PAYX	4,000 000	182,120.00 103,307 41	45 53 25 83	5,600 00	3 07
WESTERN UNION CO	WU	4,600 000	79,350 00 80,945 34	17 25 17 60	2,300.00	2 90
TOTAL TECHNOLOGY		SUB-TOTAL	761,373.50 504,866.22		17,344.00	2.28
HEALTHCARE						
JOHNSON & JOHNSON	JNJ	1,500 000	137,385 00 78,281 00	91 59 52 19	3,960 00	2 88
MEDTRONIC INC	MDT	1,200 000	68,868 00 52,669 16	57 39 43 89	1,344.00	1 95
PFIZER INC	PFE	1,319 000	40,400 97 37,508 33	30 63 28 44	1,371.76	3 40
STRYKER CORP	SYK	1,000.000	75,140 00 37,362 45	75 14 37 36	1,220 00	1.62
WATERS CORP	WAT	1,400 000	140,000 00 73,241 28	100 00 52 32		
ZOETIS INC	ZTS	179 000	5,851.51 6,161 37	32 69 34 42	51 55	0 88
TOTAL HEALTHCARE		SUB-TOTAL	467,645.48 285,223.59		7,947.31	1.70
TOTAL COMMON STOCK		SUB-TOTAL	3,004,973.60 1,703,157.95		56,924.20	1.89
MUTUAL FUNDS - EQUITY ETF						
MF INTERNATIONAL - BLEND						
VANGUARD FTSE PACIFIC ETF	VPL	600 000	36,780 00 32,321 94	61.30 53 87	917 40	2 49
TOTAL MF INTERNATIONAL - BLEND		SUB-TOTAL	36,780.00 32,321.94		917.40	2.49
TOTAL MUTUAL FUNDS - EQUITY ETF		SUB-TOTAL	36,780.00 32,321.94		917.40	2.49
TOTAL EQUITIES			3,041,753.60 1,735,479.89		57,841 60	1.90

ACCOUNT NUMBER [REDACTED]
 DECEMBER 01, 2013 TO DECEMBER 31, 2013

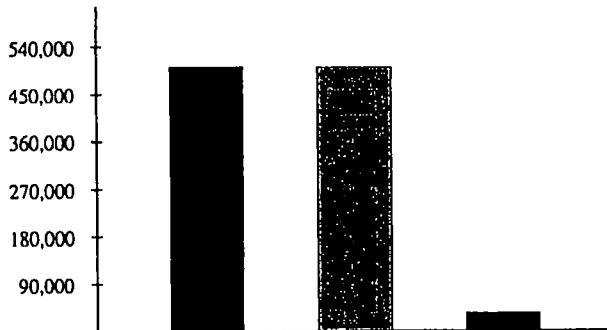
ASSET DETAIL (CONTINUED)

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aaa	84,402.00	7.9%
Aa1	116,956.75	10.9%
Aa2	53,134.50	4.9%
Aa3	51,654.50	4.8%
A1	294,289.25	27.4%
A2	97,324.50	9.1%
A3	50,323.50	4.7%
Baa1	80,937.00	7.5%
Baa2	53,784.50	5.0%
All Others-Combined	191,255.45	17.8%
Total	1,074,061.95	100.0%

BOND MATURITY SUMMARY



YEARS TO MATURITY	PAR VALUE	PERCENT
LESS THAN 5 YEARS	501,189.31	48.4%
5-10 YEARS	500,000.00	48.3%
15+ YEARS	34,379.89	3.3%
Total	1,035,569.20	100.0%

AVERAGE TIME TO MATURITY: 6.1 YEARS

CURRENT YIELD: 4.12%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL NATIONAL MORTGAGE ASSN DTD 01/12/07 5% 02/13/2017	Aaa	75,000.000	84,402.00 75,476.03	112.54 100.63	3,750.00	4.44 0.91
FREDDIE MAC SERIES 4032 DTD 04/30/2012 2% 10/15/2041		34,379.887	32,327.20 33,639.65	94.03 97.85	687.60	2.13 3.30
TOTAL GOVERNMENT BONDS		SUB-TOTAL	116,729.20 109,115.68		4,437.60	3.80

ACCOUNT STATEMENT

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ACCOUNT NUMBER ██████████

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
AFLAC INC DTD 02/10/2012 4% 02/15/2022	A3	50,000 000	50,323 50 50,058 00	100 65 100 12	2,000 00	3 97 3 91
APPLE INC 05/03/2013 2 4% 05/03/2023	Aa1	50,000 000	44,960 50 45,130 00	89 92 90 26	1,200 00	2.67 3 69
AVON PRODUCTS INC DTD 03/03/2008 5 75% 03/01/2018	Baa2	50,000 000	53,784. 50 52,234 76	107. 57 104 47	2,875 00	5 35 3 77
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 5.55% 01/22/2017	Baa1	50,000 000	55,724 50 49,629 00	111 45 99 26	2,775 00	4 98 1.69
BERKSHIRE HATHAWAY DTD 01/11/2011 4 25% 01/15/2021	Aa2	50,000 000	53,134 50 49,026 50	106 27 98.05	2,125 00	4 00 3 25
BLACKROCK INC DTD 05/24/2011 4 25% 05/24/2021	A1	50,000 000	52,904 00 49,758 50	105. 81 99 52	2,125 00	4.02 3 36
CHEVRON CORP DTD 06/24/2013 3.191% 06/24/2023	Aa1	75,000 000	71,996 25 74,384 25	96 00 99 18	2,393 25	3 32 3.70
EBAY INC DTD 10/28/10 3 25% 10/15/2020-2020	A2	50,000.000	50,868 00 51,125 00	101 74 102 25	1,625 00	3 19 2 97
GENERAL ELECTRIC CAPITAL CORP DTD 10/17/11 4.65% 10/17/2021	A1	75,000 000	81,708 75 77,866 50	108 95 103 82	3,487 50	4 27 3 34
GENERAL ELECTRIC CAPITAL CORP DTD 01/08/2013 3 1% 01/09/2023	A1	50,000 000	47,438 00 50,019 00	94 88 100 04	1,550 00	3 27 3 78
J P MORGAN CHASE & CO DTD 3/9/04 4 875% 03/15/2014	Baa1	25,000 000	25,212 50 24,809. 25	100 85 99 24	1,218 75	4 83 0 72
MERRILL LYNCH COLLATERAL SUBORDINATED NOTES DTD 05/16/2006 6 05% 05/16/2016	Baa3	50,000.000	55,011 00 49,933 00	110.02 99 87	3,025 00	5 50 1 72
MORGAN STANLEY GLOBAL SENIOR NOTES DTD 3/30/04 4 75% 04/01/2014	Baa3	50,000 000	50,397. 50 48,243 50	100 80 96 49	2,375 00	4.71 1 54
PEPSICO INC DTD 05/28/08 5% 06/01/2018	A1	50,000 000	56,086 00 49,708 50	112 17 99 42	2,500 00	4 46 2 10
PROCTER & GAMBLE CO DTD 02/06/2009 3.5% 02/15/2015	Aa3	50,000 000	51,654 50 50,000 00	103 31 100 00	1,750 00	3 39 0 54
SLM CORP TRM NOTES DTD 4/15/03 5% 04/15/2015	Ba1	50,000 000	52,312. 50 49,724 00	104. 63 99. 45	2,500 00	4 78 1 37
US BANCORP ISSUED 07/23/2012 2.95% 07/15/2022-2022	A2	50,000 000	46,456 50 49,937 50	92 91 99. 88	1,475 00	3 18 3 94
WYETH DTD 03/27/2007 5 45% 04/01/2017	A1	50,000 000	56,152 50 52,640 00	112 31 105 28	2,725 00	4 85 1 55
TOTAL CORPORATE BONDS		SUB-TOTAL	956,125.50 924,227.26		39,724.50	4.15

ACCOUNT STATEMENT

PAGE 7

ACCOUNT NUMBER: [REDACTED]

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
COLLATERALIZED MTGE OBLIGATIONS						
FREDDIE MAC SERIES 2635 4.5% 01/15/2018		1,189,312	1,207.25 1,192.28	101.51 100.25	53.52	4.43 0.99
TOTAL COLLATERALIZED MTGE OBLIGATIONS		SUB-TOTAL	1,207.25		53.52	4.43
		TOTAL	1,192.28			
TOTAL FIXED INCOME			1,074,061.95		44,215.62	4.12
			1,034,535.22			
TOTAL PRINCIPAL ASSETS			4,216,760.42		102,072.26	2.42
			2,870,959.98			

ACCOUNT STATEMENT

PAGE 8

ACCOUNT NUMBER [REDACTED]
DECEMBER 01, 2013 TO DECEMBER 31, 2013

ASSET DETAIL - INCOME ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS				
MONEY MARKET FUNDS				
FED GOVT OBL TAX MGD FD 637	347,789.03 347,789.03	1.00	51.82	0.01
TOTAL MONEY MARKET FUNDS	SUB- TOTAL 347,789.03 347,789.03		51.82	0.01
TOTAL CASH AND EQUIVALENTS	347,789.03 347,789.03		51.82	0.01
TOTAL INCOME ASSETS	347,789.03 347,789.03		51.82	0.01

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50000. AMERICAN EXPRESS COLLATERAL TYPE SR UNSECURED DD 07/24/2003 4.8	12/11/2006	07/15/2013	50,000.00	49,452.00	548.00
1054.51 FREDDIE MAC SERIES 4032 DTD	08/21/2012	09/16/2013	1,054.51	1,031.81	22.70
676.98 FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	08/21/2012	10/15/2013	676.98	662.40	14.58
558.15 FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	08/21/2012	11/15/2013	558.15	546.13	12.02
572.61 FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	08/21/2012	12/16/2013	572.61	560.28	12.33
215.58 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	01/15/2013	215.58	216.12	-0.54
228.99 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	02/15/2013	228.99	229.56	-0.57
166.48 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	03/15/2013	166.48	166.90	-0.42
219.2 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	04/15/2013	219.20	219.75	-0.55
202.52 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	05/15/2013	202.52	203.03	-0.51
179.55 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	06/17/2013	179.55	180.00	-0.45
194.8 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	07/15/2013	194.80	195.29	-0.49
166.18 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	08/15/2013	166.18	166.59	-0.41
153.01 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	09/16/2013	153.01	153.39	-0.38
132.62 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	10/15/2013	132.62	132.95	-0.33
138.51 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	11/15/2013	138.51	138.86	-0.35
105.93 FREDDIE MAC SERIES 2635 4.5%	02/20/2008	12/16/2013	105.93	106.19	-0.26
50000. GENERAL ELECTRIC CAPITAL CORP 25000. HEWLETT PACKARD COMPANY DTD 03/03/08 4.5	01/13/2003	01/15/2013	50,000.00	51,286.50	-1,286.50
1500. MCGRAW HILL COMPANIES INC 700. TECHNE CORP	06/24/2008	03/01/2013	25,000.00	24,686.25	313.75
50000. WALGREEN CO DTD 07/17/2008 4.875% 08/01/ .154 ZOETIS INC	05/05/2009	04/29/2013	80,229.90	59,565.96	20,663.94
	02/23/2009	10/24/2013	61,791.70	35,712.67	26,079.03
	07/23/2008	08/01/2013	50,000.00	49,475.00	525.00
	03/23/2004	07/10/2013	4.53	5.30	-0.77
Totals			321,992.00	275,093.00	46,899.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STOCKYARDS BANK & TRUST CO	99,826.	0.	99,826.	99,826.	
TO PART I, LINE 4	99,826.	0.	99,826.	99,826.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT PROCEEDS	139.	139.	
TOTAL TO FORM 990-PF, PART I, LINE 11	139.	139.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	1,800.	0.		1,800.
TO FORM 990-PF, PG 1, LN 16B	1,800.	0.		1,800.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	15,903.	15,903.		0.
TRUSTEE - TAX LETTER FEE	250.	250.		0.
TRUSTEE / EXECUTOR FEES	7,648.	7,648.		0.
TO FORM 990-PF, PG 1, LN 16C	23,801.	23,801.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2013 EXCISE TAX ESTIMATES	1,453.	0.			0.
FOREIGN TAXES	27.	27.			0.
TO FORM 990-PF, PG 1, LN 18	1,480.	27.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
KENTUCKY STATE FILING FEE	15.	0.			15.
TO FORM 990-PF, PG 1, LN 23	15.	0.			15.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
RECOVERY OF DISTRIBUTION AMOUNT REPORTED IN PRIOR YEAR		2,250.	
TOTAL TO FORM 990-PF, PART III, LINE 3		2,250.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
INCOME TAXABLE ANOTHER YEAR COLLECTED IN CURRENT YEAR		875.	
TOTAL TO FORM 990-PF, PART III, LINE 5		875.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		109,116.	116,729.
TOTAL U.S. GOVERNMENT OBLIGATIONS			109,116.	116,729.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			109,116.	116,729.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,703,158.	3,004,974.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,703,158.	3,004,974.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	924,227.	956,126.
TOTAL TO FORM 990-PF, PART II, LINE 10C	924,227.	956,126.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE OBLIGATIONS - SEE ATTACHED SCHEDULE	COST	1,192.	1,207.
MUTUAL FUNDS - SEE ATTACHED SCHEDULE	COST	32,322.	36,780.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,514.	37,987.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 13

NAME OF CONTRIBUTOR

ADDRESS

MARY LOUISE BARR

9900 CORPORATE CAMPUS DRIVE, SUITE 2100
LOUISVILLE, KY 40223

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

MARY LOUISE BARR
J. MCFERRAN BARR II
DR. CHARLES C. BARR

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

502 326 5662

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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