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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation THE BARR FOUNDATION		A Employer identification number 31-1518708	
Number and street (or P O box number if mail is not delivered to street address) 101 W MAIN ST STE 480		B Telephone number (see instructions) (757) 627-0291	
City or town, state or province, country, and ZIP or foreign postal code NORFOLK, VA 23510		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,791,554	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	136,840			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	525	525		
	4 Dividends and interest from securities.	56,904	56,904		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	71,247			
	b Gross sales price for all assets on line 6a 522,155				
	7 Capital gain net income (from Part IV, line 2) . . .		71,247		
	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)				
Operating and Administrative Expenses	11 Other income (attach schedule)	101	101	0	
	12 Total. Add lines 1 through 11	265,617	128,777	0	
	13 Compensation of officers, directors, trustees, etc	20,000	5,000	0	15,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,650	1,650	0	0
	c Other professional fees (attach schedule)	43,412	29,350	0	14,062
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25,302	2,545	0	22,757
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,128	0	0	3,128
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	93,492	38,545	0	54,947
	25 Contributions, gifts, grants paid	63,036			63,036
	26 Total expenses and disbursements. Add lines 24 and 25	156,528	38,545	0	117,983
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	109,089			
	b Net investment income (if negative, enter -0-)		90,232		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	294,346	308,500	308,500
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,404,490	1,480,659	2,170,311
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	293,856	312,743	312,743
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,992,692	2,101,902	2,791,554	
Liabilities	17	Accounts payable and accrued expenses	385	506	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	385	506	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,992,307	2,101,396	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,992,307	2,101,396	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,992,692	2,101,902	

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	1,992,307
2	Enter amount from Part I, line 27a	2	109,089
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,101,396
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,101,396

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 270,021		271,844	-1,823
b 252,134		179,064	73,070
c			
d			
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			-1,823
b			73,070
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	71,247
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	139,434	2,432,949	0 057311
2011	117,192	2,227,201	0 052619
2010	105,429	2,075,924	0 050787
2009	125,185	1,972,004	0 063481
2008	110,205	2,164,709	0 050910

2	Total of line 1, column (d).	2	0 275108
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 055022
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,568,817
5	Multiply line 4 by line 3.	5	141,341
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	902
7	Add lines 5 and 6.	7	142,243
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	117,983

Part VI

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,805
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	1,805
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	1,805
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	656
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	656
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,149
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ 0. (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ VA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JERRY FOREHAND Telephone no (757) 625-1627 Located at 101 W MAIN ST STE 480 NORFOLK VA ZIP+4 23510			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLAY H BARR 1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH, VA 23451	PRESIDENT/DIRECTOR 0 00	0	0	0
ELENA B BAUM 1429 S VEAUX LOOP NORFOLK, VA 23509	DIRECTOR/VP/ TREASURER 10 00	29,723	0	0
JANICE PFAFFINGER 1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH, VA 23451	SECRETARY 10 00	23,488	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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,039,469
b	Average of monthly cash balances.	1b	260,239
c	Fair market value of all other assets (see instructions).	1c	308,228
d	Total (add lines 1a, b, and c).	1d	2,607,936
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,607,936
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,119
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,568,817
6	Minimum investment return. Enter 5% of line 5.	6	128,441

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	128,441
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,805
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,805
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	126,636
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	126,636
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	126,636

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	117,983
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	117,983
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	117,983
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				126,636
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				2,140
b From 2009.				26,985
c From 2010.				2,054
d From 2011.				7,022
e From 2012.				18,875
f Total of lines 3a through e.	57,076			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 117,983				
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.				117,983
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,653			8,653
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,423			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	48,423			
10 Analysis of line 9				
a Excess from 2009. . . .				20,472
b Excess from 2010. . . .				2,054
c Excess from 2011. . . .				7,022
d Excess from 2012. . . .				18,875
e Excess from 2013. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

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

b

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

WRITTEN REQUEST

c

Any submission deadlines

JUNE 30, 2014

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	63,036
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

4. 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?

(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

b If "Yes," complete the following schedule

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

***** 2014-11-13 *****

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Print/Type preparer's name SHIRLEY C BALDWIN	Preparer's Signature	Date 2014-11-13	Check if self-employed ☒	PTIN P00294712
Firm's name ☒ WALL EINHORN & CHERNITZER PC			Firm's EIN ☒ 54-1517420	
Firm's address ☒ 555 E MAIN ST SUITE 1600 NORFOLK, VA 23510			Phone no (757) 625-4700	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVENUE SUITE 500 NORFOLK,VA 23505	UNRELATED	501(C)(3)	SUPPORT	1,050
ALVIN ALLEY DANCE FOUNDATION 405 W 55TH STREET NEW YORK,NY 10102	UNRELATED	501(C)(3)	SUPPORT	105
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE FL 17 CHICAGO,IL 60601	UNRELATED	501(C)(3)	SUPPORT	525
AMERICAN JEWISH WORLD SERVICE 45 W 36TH STREET NEW YORK,NY 10018	UNRELATED	501(C)(3)	SUPPORT	150
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVE NW STE 800 WASHINGTON,DC 20004	UNRELATED	501(C)(3)	SUPPORT	262
AMERICAN'S SECOND HARVEST 35 EAST WACKER DRIVE CHICAGO,IL 60601	UNRELATED	501(C)(3)	SUPPORT	100
AMNESTY INTERNATIONAL 5 PENN PLACE FL 16 NEW YORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	263
BETH EL 422 SHIRLEY AVE NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	8,275
BETH SHOLOM HOME 6401 AUBURN DRIVE VIRGINIA BEACH,VA 23464	UNRELATED	501(C)(3)	SUPPORT	158
BREAST CANCER RESEARCH FOUNDATION 60 E 56TH ST NEW YORK,NY 10022	UNRELATED	501(C)(3)	SUPPORT	1,000
BROOKS MUSEUM 1934 POPLAR AVE MEMPHIS,TN 38104	UNRELATED	501(C)(3)	SUPPORT	105
BROWN LEDGE FOUNDATION 25 WILSON ST BURLINGTON,VT 05401	UNRELATED	501(C)(3)	SUPPORT	2,635
CANCER CARE FOUNDATION OF TIDEWATER PO BOX 12693 NORFOLK,VA 23541	UNRELATED	501(C)(3)	SUPPORT	100
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE ANNAPOLIS,MD 21403	UNRELATED	501(C)(3)	SUPPORT	263
CHILDREN'S DEFENSE FUND 25 E STREET WASHINGTON,DC 20001	UNRELATED	501(C)(3)	SUPPORT	150
Total  3a				63,036

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDRENS HOSPITAL OF THE KING'S DAUGHTER 601 CHILDRENS LANE NORFOLK,VA 23507	UNRELATED	501(C)(3)	SUPPORT	150
CHRISTOPHER AND DANA REEVE FOUNDATION 636 MORRIS TURNPIKE SUITE 3A SHORT HILLS,NJ 07078	UNRELATED	501(C)(3)	SUPPORT	200
CHRYSLER MUSEUM 245 WOLNEY ROAD NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	1,575
COLONIAL WILLIAMSBURG 134 N HENRY ST WILLIAMSBURG,VA 23185	UNRELATED	501(C)(3)	SUPPORT	1,050
CONGREGATION BETH EL 422 SHIRLEY AVE NORFOLK,VA 23517	UNRELATED	501(C)(3)	SUPPORT	1,000
COUNCIL OF AMERICAN JEWISH MUSEUMS 2000 EAST ASHBURY AVE DENVER,CO 80208	UNRELATED	501(C)(3)	SUPPORT	513
DARTMOUTH COLLEGE 10 NORTH MAIN ST HANOVER,NH 03755	UNRELATED	501(C)(3)	SUPPORT	250
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE NEWYORK,NY 10010	UNRELATED	501(C)(3)	SUPPORT	200
EUGENE O'NEILL THEATRE 123 HAWTHORNE DRIVE NEW LONDON,CT 06320	UNRELATED	501(C)(3)	SUPPORT	100
EVMS 301 RIVERVIEWAVE NORFOLK,VA 23501	UNRELATED	501(C)(3)	SUPPORT	2,100
FASHION INSTITUTE MUSEUM SEVENTH AVE AT 27TH NEWYORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	500
FINCA 1101 14TH STREET WASHINGTON,DC 20005	UNRELATED	501(C)(3)	SUPPORT	150
FOOD BANK OF HAMPTON ROADS 800 TIDEWATER DRIVE NORFOLK,VA 23504	UNRELATED	501(C)(3)	SUPPORT	1,100
FOR KIDS 4200 COLLEY AVENUE NORFOLK,VA 23508	UNRELATED	501(C)(3)	SUPPORT	150
FUTURE OF HAMPTON ROADS PO BOX 2212 CHESAPEAKE,VA 23327	UNRELATED	501(C)(3)	SUPPORT	420
Total  3a				63,036

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GUGGENHEIM MUSEUM 1071 5TH AVE AT 89TH STREET NEWYORK,NY 10128	UNRELATED	501(C)(3)	SUPPORT	250
GUILDING EYES FOR THE BLIND 611 GRANITE SPRINGS YORKTOWN HEIGHTS,NY 10598	UNRELATED	501(C)(3)	SUPPORT	100
HAMPTON UNIVERSITY MUSEUM 100 EAST QUEEN STREET HAMPTON,VA 23668	UNRELATED	501(C)(3)	SUPPORT	262
HEBREW ACADEMY OF TIDEWATER 500 CORPORATE WOODS DRIVE VIRGINIA BEACH,VA 24622	UNRELATED	501(C)(3)	SUPPORT	205
HEBREW UNION COLLEGE MUSEUM ONE WEST 4TH STREET NEWYORK,NY 10012	UNRELATED	501(C)(3)	SUPPORT	368
HIGH MUSEUM 1280 PEACHTREE ST NE ATLANTA,GA 30309	UNRELATED	501(C)(3)	SUPPORT	150
HOSPICE AND PALLIATIVE CARE OF TIDEWATER 260 GRAYSON ROAD VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	100
ISRAEL MUSEUM JERUSALEM POB 71117 JERUSALEM 91710 IS	UNRELATED	501(C)(3)	SUPPORT	500
JEWISH FAMILY SERVICE OF TIDEWATER 260 GRAYSON ROAD VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	250
JEWISH MUSEUM CONTEMPORARY ARTS COUNCIL 232 EAST 84TH STREET NEWYORK,NY 10028	UNRELATED	501(C)(3)	SUPPORT	1,000
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEWYORK,NY 10021	UNRELATED	501(C)(3)	SUPPORT	180
JOYCE THEATRE 175 EIGHTH AVE NEWYORK,NY 10011	UNRELATED	501(C)(3)	SUPPORT	617
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVE WHITE PLAINS,NY 10605	UNRELATED	501(C)(3)	SUPPORT	50
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEWYORK,NY 10065	UNRELATED	501(C)(3)	SUPPORT	500
METROPOLITAN MUSEUM 1000 5TH AVE NEWYORK,NY 10028	UNRELATED	501(C)(3)	SUPPORT	1,200
Total  3a				63,036

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOTHERS AGAINST DRUNK DRIVING (MADD) 511 E JOHN CARPENTER FREEWAY STE 700 IRVING,TX 75062	UNRELATED	501(C)(3)	SUPPORT	105
MUSEUM OF ARTS & DESIGN 2 COLUMBUS CIRCLE NEW YORK,NY 10019	UNRELATED	501(C)(3)	SUPPORT	1,000
NATIONAL PARKINSON FOUNDATION 1501 NW 9TH AVENUE MIAMI,FL 33136	UNRELATED	501(C)(3)	SUPPORT	263
NATIONAL TRUST FOR HISTORICAL PRESERVATION 1785 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	UNRELATED	501(C)(3)	SUPPORT	262
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NEW YORK,NY 10011	UNRELATED	501(C)(3)	SUPPORT	750
NEUE GALLERY 1048 FIFTH AVENUE NEW YORK,NY 10028	UNRELATED	501(C)(3)	SUPPORT	275
NORFOLK ACADEMY 1585 WESLEYAN DRIVE NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	650
NORFOLK BOTANICAL GARDEN 6700 AZALEA DRIVE NORFOLK,VA 23518	UNRELATED	501(C)(3)	SUPPORT	50
NORTH CAROLINA MUSEUM OF ART 2110 BLUE RIDGE ROAD RALEIGH,NC 27607	UNRELATED	501(C)(3)	SUPPORT	1,000
OHEF SHOLOM TEMPLE 530 RALEIGH AVE NORFOLK,VA 23507	UNRELATED	501(C)(3)	SUPPORT	1,000
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK,VA 23529	UNRELATED	501(C)(3)	SUPPORT	1,050
PARK AVENUE ARMORY 643 PARK AVE NEW YORK,NY 10065	UNRELATED	501(C)(3)	SUPPORT	250
PLANNED PARENTHOOD OF SOUTHEAST VIRGINIA 515 NEWTOWN ROAD VIRGINIA BEACH,VA 23462	UNRELATED	501(C)(3)	SUPPORT	1,025
PLANNED PARENTHOOD 434 W 33RD ST NEW YORK,NY 10001	UNRELATED	501(C)(3)	SUPPORT	500
SAVE DARFUR COALITIONUNITED TO END GENOCIDE 1025 CONNECTICUT AVE NW STE 310 WASHINGTON,DC 20036	UNRELATED	501(C)(3)	SUPPORT	100
Total  3a				63,036

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIMON WIESENTHAL CENTER 1399 S ROXBURY LOS ANGELES, CA 90075	UNRELATED	501(C)(3)	SUPPORT	250
SIR JOHN SOANE MUSEUM FOUNDATION 1040 FIRST AVENUE NO 311 NEW YORK, NY 10022	UNRELATED	501(C)(3)	SUPPORT	105
SOMALY MAM FOUNDATION PO BOX 8040 NEW YORK, NY 10016	UNRELATED	501(C)(3)	SUPPORT	100
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	UNRELATED	501(C)(3)	SUPPORT	250
SPECIAL OLYMPICS OF VIRGINIA 1133 19TH STREET WASHINGTON, DC 20036	UNRELATED	501(C)(3)	SUPPORT	100
THE DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028	UNRELATED	501(C)(3)	SUPPORT	105
TIDEWATER COMMUNITY COLLEGE WOMEN'S CENTER PO BOX 456 NORFOLK, VA 23501	UNRELATED	501(C)(3)	SUPPORT	462
TODD ROSENLIEB CENTER 325 GRANBY STREET NORFOLK, VA 23510	UNRELATED	501(C)(3)	SUPPORT	105
UNITED JEWISH FEDERATION OF TIDEWATER - HOLOCAUST COMMISSION 5000 CORPORATE WOODS DR STE 200 VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	250
UNITED JEWISH FEDERATION OF TIDEWATER 5000 CORPORATE WOODS DR STE 200 VIRGINIA BEACH, VA 23462	UNRELATED	501(C)(3)	SUPPORT	500
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024	UNRELATED	501(C)(3)	SUPPORT	500
UNITED WAY 2515 WALMER AVE NORFOLK, VA 23541	UNRELATED	501(C)(3)	SUPPORT	5,100
VALENTINE MUSEUM 1015 EAST CLAY STREET RICHMOND, VA 23219	UNRELATED	501(C)(3)	SUPPORT	500
VIRGINIA ARTS FESTIVAL 440 BANK STREET NORFOLK, VA 23510	UNRELATED	501(C)(3)	SUPPORT	5,750
VIRGINIA BEACH CONTEMPORARY ARTS CENTER 2200 PARKS AVE VIRGINIA BEACH, VA 23451	UNRELATED	501(C)(3)	SUPPORT	150
Total  3a				63,036

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VIRGINIA FOUNDATION FOR THE HUMANITIES 145 EDNAM DRIVE CHARLOTTESVILLE,VA 22903	UNRELATED	501(C)(3)	SUPPORT	263
VIRGINIA HOLOCAUST MUSEUM 2000 EAST CARY STREET RICHMOND,VA 23223	UNRELATED	501(C)(3)	SUPPORT	622
VIRGINIA MUSEUM OF FINE ARTS 200 N BLVD RICHMOND,VA 23220	UNRELATED	501(C)(3)	SUPPORT	525
VIRGINIA STAGE COMPANY 108 EAST TAZEWELL STREET NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	3,925
VIRGINIA SYMPHONY 880 NORTH MILITARY HIGHWAY NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	1,300
VIRGINIA WESLEYAN COLLEGE LIBRARY 1584 WESLEYAN DRIVE NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	2,050
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE NEW YORK,NY 10021	UNRELATED	501(C)(3)	SUPPORT	250
WHRO 5200 HAMPTON BOULEVARD NORFOLK,VA 23508	UNRELATED	501(C)(3)	SUPPORT	600
WORLD MONUMENT FUND 350 FIFTH AVENUE STE 2412 NEW YORK,NY 10118	UNRELATED	501(C)(3)	SUPPORT	263
YOUNG AUDIENCES OF VIRGINIA 420 NORTH CENTER DRIVE SUITE 239 NORFOLK,VA 23502	UNRELATED	501(C)(3)	SUPPORT	300
YWCA 253 W FREEMASON NORFOLK,VA 23510	UNRELATED	501(C)(3)	SUPPORT	100
Total  3a				63,036

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047
		2013

Name of the organization THE BARR FOUNDATION	Employer identification number 31-1518708
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 33¹/₃% 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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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	CLAY H BARR 1369 LASKIN ROAD SUITE 1 VIRGINIA BEACH, VA 23451	\$ 136,840	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE BARR FOUNDATION	Employer identification number 31-1518708
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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 See instructions) ▶ \$

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 4Relationship 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 4Relationship 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 4Relationship 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 4Relationship of transferor to transferee		

TY 2013 Accounting Fees Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,650	1,650	0	0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS SECURITIES	1,480,659	2,170,311

TY 2013 Investments - Other Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ART OBJECTS	AT COST	312,743	312,743

TY 2013 Other Expenses Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,057	0	0	3,057
MISCELLANEOUS	71	0	0	71

TY 2013 Other Income Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	101	101	

TY 2013 Other Professional Fees Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	29,350	29,350	0	0
EXHIBITION COSTS	14,062	0	0	14,062

TY 2013 Substantial Contributors Schedule

Name: THE BARR FOUNDATION

EIN: 31-1518708

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

TY 2013 Taxes Schedule**Name:** THE BARR FOUNDATION**EIN:** 31-1518708

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL AND PAYROLL TAXES	25,285	2,528	0	22,757
FOREIGN TAXES	17	17	0	0