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Return of Private Foundation

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

2014

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation
**BARR FOUNDATION, INC.
C/O J. MCFERRAN BARR II**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
9900 CORPORATE CAMPUS DRIVE, SUITE 2100

City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, KY 40223

A Employer identification number
61-1361347

B Telephone number
502.327.5662

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

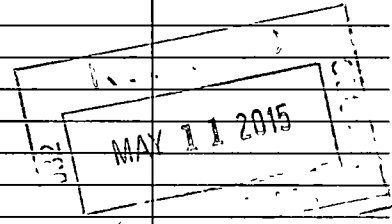
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,717,360.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

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))		(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			N/A	
	2 Check <input checked="" 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	105,697.	105,697.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123.			
	b Gross sales price for all assets on line 6a	82,564.			
	7 Capital gain net income (from Part IV, line 2)		123.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	105,820.	105,820.			
Operating and Administrative Expenses	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 2 1,850.	0.		1,850.
	c Other professional fees	STMT 3 26,140.	25,890.		250.
	17 Interest				
	18 Taxes	STMT 4 1,002.	50.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5 15.	0.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	29,007.	25,940.		2,115.
	25 Contributions, gifts, grants paid	250,000.			250,000.
26 Total expenses and disbursements. Add lines 24 and 25	279,007.	25,940.		252,115.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<173,187.>				
b Net investment income (if negative, enter -0-)		79,880.			
c Adjusted net income (if negative, enter -0-)			N/A		



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BARR FOUNDATION, INC.

Form 990-PF (2014)

C/O J. MCFERRAN BARR II

61-1361347

Page 2

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		448,734.	203,464.	203,464.
	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 8		109,116.	102,814.	109,650.
	b	Investments - corporate stock STMT 9		1,703,158.	1,755,247.	3,377,585.
	c	Investments - corporate bonds STMT 10		924,227.	951,689.	992,539.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		33,514.	32,322.	34,122.	
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 I)		3,218,749.	3,045,536.	4,717,360.	
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		3,218,749.	3,045,536.		
30	Total net assets or fund balances		3,218,749.	3,045,536.		
31	Total liabilities and net assets/fund balances		3,218,749.	3,045,536.		

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	3,218,749.
2	Enter amount from Part I, line 27a	2	<173,187.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,045,562.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	26.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,045,536.

Form 990-PF (2014)

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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		11.	<11.>
c			
d 82,564.		82,430.	134.
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			<11.>
c			
d			134.
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	123.
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))
2013	223,083.	4,282,247.	.052095
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

2 Total of line 1, column (d)	2	.260764
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	.052153
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,647,201.
5 Multiply line 4 by line 3	5	242,365.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	799.
7 Add lines 5 and 6	7	243,164.
8 Enter qualifying distributions from Part XII, line 4	8	252,115.

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.

BARR FOUNDATION, INC.

Form 990-PF (2014)

C/O J. MCFERRAN BARR II

61-1361347

Page 4

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	799.
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	799.
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	799.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,240.
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	1,240.
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	441.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 441. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
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.		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities.		
3		X
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		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <u>KY</u>		
8b	X	
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		
9		X
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Form 990-PF (2014)

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>J MCFERRAN BARR II</u> Telephone no. ▶ <u>502.327.5662</u> Located at ▶ <u>9900 CORPORATE CAMPUS DR, SUITE 2100, LOUISVILLE, KY 40223</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

- (1) Carry on 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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

5b		
6b		X
7b		

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	4,262,304.
b	Average of monthly cash balances	1b	455,667.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,717,971.
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	4,717,971.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,770.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,647,201.
6	Minimum investment return. Enter 5% of line 5	6	232,360.

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	232,360.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	799.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	799.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	231,561.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	231,561.
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	231,561.

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	252,115.
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	252,115.
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	799.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,316.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				231,561.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	6,421.			
b From 2010	18,431.			
c From 2011	4,334.			
d From 2012	8,621.			
e From 2013	9,185.			
f Total of lines 3a through e	46,992.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	252,115.			
a Applied to 2013, 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 2014 distributable amount				231,561.
e Remaining amount distributed out of corpus	20,554.			
5 Excess distributions carryover applied to 2014 (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:	67,546.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	6,421.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	61,125.			
10 Analysis of line 9:				
a Excess from 2010	18,431.			
b Excess from 2011	4,334.			
c Excess from 2012	8,621.			
d Excess from 2013	9,185.			
e Excess from 2014	20,554.			

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 2014, 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 12**
- 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 13

- 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 (2014)

61-1361347 Page 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOY SCOUTS OF AMERICA 824 PHILLIPS LANE LOUISVILLE, KY 40209	NONE	PUBLIC CHARITY	SCHOLARSHIPS	35,000.
BUNBURY THEATRE 604 SOUTH THIRD STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
CABBAGE PATCH SETTLEMENT HOUSE 1413 SOUTH 6TH STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT FOR AT-RISK CHILDREN	5,000.
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 - PUBLIC CHARITY	EDUCATIONAL	2,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				250,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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
HOME OF THE INNOCENTS 1100 EAST MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	CHILDRENS SHELTER AND MEDICAL SUPPORT	12,500.
JACKIE ROBINSON FOUNDATION 75 VARICK STREET, 2ND FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
KENTUCKY OPERA 101 SOUTH EIGHTH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	ARTS	5,000.
LIBERTY HALL 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	2,500.
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE, KY 40220	NONE	SCHOOL - PUBLIC CHARITY	EDUCATIONAL	5,000.
RANDOLPH-MACON COLLEGE 204 HENRY STREET ASHLAND, VA 23005	NONE	SCHOOL - PUBLIC CHARITY	EDUCATIONAL	5,000.
REACH OUT AND READ 56 ROLAND STREET, SUITE 100D BOSTON, MA 02129-1243	NONE	PUBLIC CHARITY	EDUCATION	5,000.
RIVER FIELDS INC, LOUISVILLE KY 643 WEST MAIN STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	ENVIRONMENTAL PROTECTION	2,500.
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	NONE	CHURCH	REDUCE INDEBTEDNESS	22,000.
Total from continuation sheets				196,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE LOUISVILLE ORCHESTRA 323 W BROADWAY #700 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
THE NATIVITY SCHOOL 5936 RIDGE AVENUE CINCINNATI, OH 45213	NONE	CHURCH AFFILIATED SCHOOL	EDUCATIONAL	10,000.
THE SPEED MUSEUM 2035 S. 3RD STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	EDUCATIONAL	32,000.
TRINITY HIGH SCHOOL FOUNDATION 4011 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	EDUCATIONAL	12,000.
UNITED CRESCENT HILL MINISTRIES 150 S STATE ST LOUISVILLE, KY 40206	NONE	CHURCH AFFILIATED ORGANIZATION	SENIOR AND YOUTH PROGRAMS, EMERGENCY ASSISTANCE	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	EDUCATIONAL	12,500.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	NONE	SCHOOL	EDUCATIONAL	2,000.
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	NONE	SCHOOL	EDUCATIONAL	23,000.
YEW DELL GARDENS 6220 OLD LAGRANGE ROAD CRESTWOOD, KY 40014	NONE	PUBLIC CHARITY	GARDEN EDUCATION, EXQUISITE DISPLAY, AND RESEARCH	25,000.
Total from continuation sheets				

ACCOUNT STATEMENT

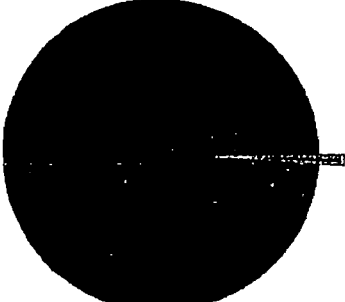
PAGE 2

DECEMBER 01, 2014 TO DECEMBER 31, 2014

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		16,885.36		2.52	0.01
		16,885.36	1.00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	16,885.36		2.52	0.01
		16,885.36			
TOTAL CASH AND EQUIVALENTS		16,885.36		2.52	0.01
		16,885.36			

EQUITY DIVERSIFICATION SUMMARY

SECURITY TYPE	MARKET VALUE	PERCENT
 COMMON STOCK	3,377,585.81	99.0%
MUTUAL FUNDS - EQUITY ETF	34,122.00	1.0%
Total	3,411,707.81	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	230,200.50 228,697.57	92.45 91.85	6,872.40	2.99
WORLD FUEL SERVICES CORP	INT	2,000.000	93,860.00 80,442.01	46.93 40.22	300.00	0.32
TOTAL ENERGY		SUB-TOTAL	324,060.50 309,139.58		7,172.40	2.21
INDUSTRIALS						
DOVER CORPORATION	DOV	1,300.000	93,236.00 42,673.20	71.72 32.81	2,090.00	2.23
FASTENAI COMPANY	FAST	1,900.000	90,364.00 25,032.69	47.56 13.18	1,900.00	2.10

ACCOUNT STATEMENT

PAGE 3

DECEMBER 01, 2014 TO DECEMBER 31, 2014

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	60,648.00 73,078.00	25.27 30.45	2,208.00	3.64
LANDSTAR SYSTEMS INC	LSTR	1,300,000	94,289.00 53,073.80	72.53 40.83	364.00	0.39
TOTAL INDUSTRIALS		SUB-TOTAL	338,537.00 193,857.69		6,552.00	1.94
CONSUMER DISCRETIONARY						
CADELA'S INC	CAD	900,000	47,439.00 52,088.89	52.71 57.88		
COACH INC	COH	1,000,000	37,560.00 47,240.20	37.56 47.24	1,350.00	3.59
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	84,999.00 99,329.09		1,350.00	1.59
CONSUMER STAPLES						
CVS HEALTH CORPORATION	CVS	2,000,000	192,620.00 31,181.00	96.31 15.59	2,800.00	1.45
KRAFT FOODS GROUP INC	KRFT	833,000	52,195.78 23,660.48	62.66 28.40	1,832.60	3.51
MONDELEZ INTERNATIONAL INC	MDLZ	2,500,000	90,812.50 43,785.74	36.33 17.51	1,500.00	1.65
PEPSICO INC	PEP	1,100,000	104,016.00 56,931.09	94.56 51.76	2,882.00	2.77
PROCTER & GAMBLE CO	PG	1,651,000	150,389.59 1,839.74	91.09 1.11	4,249.67	2.83
J M SMUCKER COMPANY	SJM	114,000	11,511.72 77.73	100.98 0.68	291.84	2.54
WAL-MART STORES	WMT	1,700,000	145,996.00 84,894.79	85.88 49.94	3,264.00	2.24
WALGREEN CO	WAG	1,700,000	129,285.00 12,445.02	76.05 7.32	2,295.00	1.78
TOTAL CONSUMER STAPLES		SUB-TOTAL	876,826.59 254,815.59		19,115.11	2.18
FINANCIALS						
BERKSHIRE HATHAWAY INC CL - B	BRK.B	2,350,000	352,852.50 99,154.82	150.15 42.28		
TOTAL FINANCIALS		SUB-TOTAL	352,852.50 99,354.82		0.00	0.00
TECHNOLOGY						
CISCO SYSTEMS INC	CSCO	2,100,000	58,411.50 35,376.81	27.82 16.85	1,596.00	2.73

ACCOUNT STATEMENT

PAGE 4

DECEMBER 01, 2014 TO DECEMBER 31, 2014

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TECHNOLOGY						
CORNING INCORPORATED	GLW	3,800.000	87,134.00 49,776.58	22.93 13.10	1,824.00	2.09
GOOGLE INC	GOOGL	150.000	79,599.00 43,746.79	530.66 291.65		
GOOGLE INC CLASS C	GOOG	150.000	78,960.00 43,857.17	526.40 292.38		
KNOWLES CORP	KN	650.000	15,307.50 8,660.26	23.55 13.32		
MICROSOFT CORP	MSFT	5,800.000	269,410.00 147,856.12	46.45 25.49	7,192.00	2.67
PAYCHEX INC	PAYX	4,000.000	184,680.00 103,307.41	46.17 25.83	6,080.00	3.29
WESTERN UNION CO	WU	4,600.000	82,386.00 80,945.34	17.91 17.60	2,300.00	2.79
TOTAL TECHNOLOGY		SUB-TOTAL	855,888.00 513,526.48		18,992.00	2.22
HEALTHCARE						
JOHNSON & JOHNSON	JNJ	1,500.000	156,855.00 78,281.00	104.57 52.19	4,200.00	2.68
MEDTRONIC INC	MDT	1,200.000	86,640.00 52,669.16	72.20 43.89	1,464.00	1.69
PFIZER INC	PFE	1,319.000	41,036.85 37,508.33	31.15 28.44	1,477.28	3.60
STRYKER CORP	SYK	1,000.000	94,330.00 37,362.45	94.33 37.36	1,380.00	1.46
WATERS CORP	WAT	1,400.000	157,808.00 73,241.28	112.72 52.32		
ZOETIS INC	ZTS	179.000	7,702.37 6,161.37	43.03 34.42	59.43	0.77
TOTAL HEALTHCARE		SUB-TOTAL	544,422.22 285,223.59		8,580.71	1.58
TOTAL COMMON STOCK		SUB-TOTAL	3,377,585.81 1,755,246.84		61,762.22	1.83
MUTUAL FUNDS - EQUITY ETF						
MF INTERNATIONAL - BLEND						
VANGUARD FTSE PACIFIC ETF	VPL	600.000	34,122.00 32,321.94	56.87 53.87	917.40	2.69
TOTAL MF INTERNATIONAL - BLEND		SUB-TOTAL	34,122.00 32,321.94		917.40	2.69
TOTAL MUTUAL FUNDS - EQUITY ETF		SUB-TOTAL	34,122.00 32,321.94		917.40	2.69
TOTAL EQUITIES			3,411,707.81 1,787,568.78		62,679.62	1.84

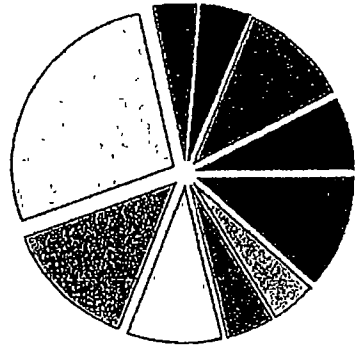
ACCOUNT STATEMENT

PAGE 5

DECEMBER 01, 2014 TO DECEMBER 31, 2014

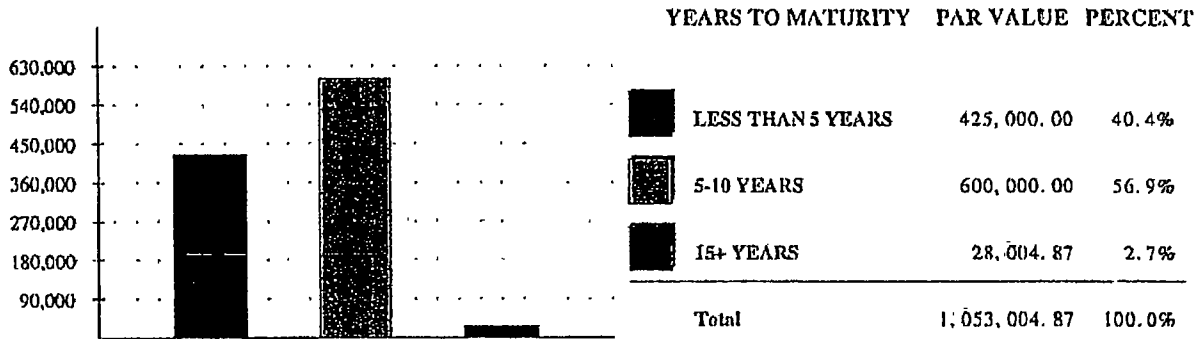
ASSET DETAIL (CONTINUED)

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Ann	81,540.75	7.4%
An1	125,000.25	11.3%
An2	54,972.00	5.0%
An3	50,182.00	4.6%
A1	300,354.25	27.2%
A2	149,641.00	13.6%
A3	105,545.50	9.6%
Baa1	53,897.50	4.9%
Baa3	52,946.50	4.8%
All Others-Combined	128,109.00	11.6%
Total	1,102,188.75	100.0%

BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY: 6.1 YEARS

CURRENT YIELD: 3.99%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL NATIONAL MORTGAGE ASSN DTD 01/12/07 5% 02/13/2017	Ann	75,000.00	81,540.75 75,411.92	108.72 100.55	3,750.00	4.60 0.83
FREDDIE MAC SERIES 4032 DTD 04/30/2012 2% 10/15/2041		28,004.874	28,109.00 27,401.91	100.37 97.85	560.10	1.99 1.87
TOTAL GOVERNMENT BONDS		SUB-TOTAL	109,649.75 102,813.83		4,310.10	3.93

ACCOUNT STATEMENT

PAGE 6

DECEMBER 01, 2014 TO DECEMBER 31, 2014

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	53,066.50 50,052.92	106.13 100.11	2,000.00	3.77 3.04
APPLE INC 05/03/2013 2.4% 05/03/2023	Aa1	50,000.000	48,600.00 45,573.70	97.20 91.13	1,200.00	2.47 2.78
AVON PRODUCTS INC DTD 03/03/2008 5.75% 03/01/2018	Ba1	50,000.000	49,625.00 51,952.88	99.25 103.91	2,875.00	5.79 6.01
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 5.55% 01/22/2017	Baa1	50,000.000	53,897.50 49,727.06	107.80 99.45	2,775.00	5.15 1.68
BERKSHIRE HATHAWAY DTD 01/11/2011 4.25% 01/15/2021	Aa2	50,000.000	54,972.00 49,136.79	109.94 98.27	2,125.00	3.87 2.47
BLACKROCK INC DTD 05/24/2011 4.25% 05/24/2021	A1	50,000.000	55,120.00 49,786.15	110.24 99.57	2,125.00	3.86 2.51
CHEVRON CORP DTD 06/24/2013 3.191% 06/24/2023	Aa1	75,000.000	76,400.25 74,439.93	101.87 99.25	2,393.25	3.11 2.94
EBAY INC DTD 10/28/10 3.25% 10/15/2020-2020	A2	50,000.000	50,859.00 50,978.41	101.72 101.96	1,625.00	3.20 2.92
EBAY INC DTD 07/28/2014 2.875% 08/01/2021	A2	50,000.000	49,493.50 49,871.00	98.99 99.74	1,437.50	2.90 3.05
GENERAL ELECTRIC CAPITAL CORP DTD 10/17/11 4.65% 10/17/2021	A1	75,000.000	84,534.75 77,601.84	112.71 103.47	3,487.50	4.13 2.60
GENERAL ELECTRIC CAPITAL CORP DTD 01/08/2013 3.1% 01/09/2023	A1	50,000.000	50,624.50 50,017.34	101.25 100.03	1,550.00	3.06 2.92
MERRILL LYNCH COLLATERAL SUBORDINATED NOTES DTD 05/16/2006 6.05% 05/16/2016	Baa3	50,000.000	52,946.50 49,958.58	105.89 99.92	3,025.00	5.71 1.69
PEPSICO INC DTD 05/28/08 5% 06/01/2018	A1	50,000.000	55,285.50 49,767.39	110.57 99.53	2,500.00	4.52 1.80
PROCTER & GAMBLE CO DTD 07/06/2009 3.5% 02/15/2015	Aa3	50,000.000	50,182.00 50,000.00	100.36 100.00	1,750.00	3.49 0.51
SLM CORP TRM NOTES DTD 4/15/03 5% 04/15/2015	Ba3	50,000.000	50,375.00 49,905.68	100.75 99.81	2,500.00	4.96 2.36
US BANCORP ISSUED 07/23/2012 2.95% 07/15/2022-2022	A2	50,000.000	49,288.50 49,943.62	98.58 99.89	1,475.00	2.99 3.16
WELLS FARGO & CO DTD 08/15/2013 4.125% 08/15/2023	A3	50,000.000	52,479.00 50,721.21	104.96 101.44	2,052.50	3.93 3.45
WYETH DTD 03/27/2007 5.45% 04/01/2017	A1	50,000.000	54,789.50 52,252.22	109.58 104.50	2,725.00	4.97 1.13
TOTAL CORPORATE BONDS		SUB-TOTAL	992,539.00 951,689.72		39,630.75	3.99
TOTAL FIXED INCOME			1,102,188.75 1,054,503.55		43,940.85	3.99

2014 Tax Information Statement

Recipient's Name and Address:
 THE BARR FOUNDATION INC
 J MCFERRAN BARR II
 9900 CORPORATE CAMPUS DR #2100
 LOUISVILLE, KY 40223

Payer's Name and Address:
 [REDACTED]
 Payer's Federal ID Number: 61-0354170
 Payer's State ID Number: KY
 State: (502)625-1076
 Questions? 2nd TIN notice
 Corrected

Payer's Name and Address:
 STOCK YARDS BANK & TRUST
 P.O. BOX 34290
 LOUISVILLE, KY 40232-4290

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
 For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

CUSIP Number	Date Sold or Disposed (Box 1c)	Date Acquired (Box 1b)	Form 8949 Checkbox	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code, if any (Box 1f)	Adjustments (Box 1g)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 16)
Short Term Sales Reported on 1099-B										
0.0001	FREDDIE MAC SERIES 4032 DTD 04/30/2012									
3137APH60	07/15/2014	06/16/2014	B	0.00	6.09		0.00	-6.09	0.00	0.00
0.0001	FREDDIE MAC SERIES 4032 DTD 04/30/2012									
3137APH60	08/15/2014	06/16/2014	B	0.00	4.14		0.00	-4.14	0.00	0.00
0.0	FREDDIE MAC SERIES 4032 DTD 04/30/2012									
3137APH60	09/15/2014	06/16/2014	B	0.00	0.96		0.00	-0.96	0.00	0.00
Total Short Term Sales Reported on 1099-B				0.00	11.19		0.00	-11.19	0.00	0.00
Report on Form 8949, Part I, with Box B checked										
Long Term Sales Reported on 1099-B										
112.31	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	01/15/2014	02/20/2008	E	112.31	112.59		0.00	-0.28	0.00	0.00
127.13	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	02/18/2014	02/20/2008	E	127.13	127.45		0.00	-0.32	0.00	0.00
136.96	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	03/17/2014	02/20/2008	E	136.96	137.30		0.00	-0.34	0.00	0.00

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2014 Tax Information Statement

Recipient's Name and Address:
 THE BARR FOUNDATION INC
 J MCFERRAN BARR II
 9900 CORPORATE CAMPUS DR #2100
 LOUISVILLE, KY 40223

Payer's Federal ID Number: 61-0354170

Payer's State ID Number: KY

State: (502)625-1076

Questions? Corrected 2nd TIN notice

Payer's Name and Address:
 STOCK YARDS BANK & TRUST
 P.O. BOX 34290
 LOUISVILLE, KY 40232-4290

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Description of property (Box 1a)

CUSIP Number	Date Sold or Disposed (Box 1c)	Date Acquired (Box 1b)	Form 8949 Checkbox	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code if any (Box 1f)	Adjustments (Box 1g)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 16)
140.51	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	04/15/2014	02/20/2008	E	140.51	140.86		0.00	-0.35	0.00	0.00
116.36	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	05/15/2014	02/20/2008	E	116.36	116.65		0.00	-0.29	0.00	0.00
100.62	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	06/16/2014	02/20/2008	E	100.62	100.87		0.00	-0.25	0.00	0.00
105.26	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	07/15/2014	02/20/2008	E	105.26	105.52		0.00	-0.26	0.00	0.00
133.12	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	08/15/2014	02/20/2008	E	133.12	133.45		0.00	-0.33	0.00	0.00
98.77	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	09/15/2014	02/20/2008	E	98.77	99.02		0.00	-0.25	0.00	0.00
105.02	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	10/15/2014	02/20/2008	E	105.02	105.29		0.00	-0.27	0.00	0.00
13.25	FREDDIE MAC SERIES 2635 4.5% 01/15/2018									
31393VL58	11/17/2014	02/20/2008	E	13.25	13.28		0.00	-0.03	0.00	0.00
595.23	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2									
3137APH60	01/15/2014	08/21/2012	E	595.23	582.41		0.00	12.82	0.00	0.00

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 LOUISVILLE, KY 40223

Payer's Federal ID Number: 61-0354170
 Payer's State ID Number: KY
 State: (502)625-1076
 Questions? 2nd TIN notice
 Corrected

Payer's Name and Address:
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 P.O. BOX 34290
 LOUISVILLE, KY 40232-4290

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Description of property (Box 1a)		Date		Form 8849	Proceeds	Cost or	Code	Adjustments	Net Gain	Federal	State
CUSIP	Number	Sold	Disposed	Checkbox	(Box 1d)	Other-Basis	if any	(Box 1g)	or Loss	Income	Tax
		(Box 1c)	(Box 1b)		(Box 1e)	(Box 1f)	(Box 1i)			(Box 4)	(Box 16)
434.22	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	02/18/2014	08/21/2012	E	434.22	424.87		0.00	9.35	0.00	0.00
3137APH60											
331.6	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	03/17/2014	08/21/2012	E	331.60	324.46		0.00	7.14	0.00	0.00
3137APH60											
592.04	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	04/15/2014	08/21/2012	E	592.04	579.29		0.00	12.75	0.00	0.00
3137APH60											
487.36	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	05/15/2014	08/21/2012	E	487.36	476.87		0.00	10.49	0.00	0.00
3137APH60											
563.79	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	06/16/2014	08/21/2012	E	563.79	551.65		0.00	12.14	0.00	0.00
3137APH60											
573.9799	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	07/15/2014	08/21/2012	E	573.98	561.62		0.00	12.36	0.00	0.00
3137APH60											
657.7399	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	08/15/2014	08/21/2012	E	657.74	643.58		0.00	14.16	0.00	0.00
3137APH60											
514.37	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	09/15/2014	08/21/2012	E	514.37	503.30		0.00	11.07	0.00	0.00
3137APH60											
621.95	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	10/15/2014	08/21/2012	E	621.95	608.56		0.00	13.39	0.00	0.00
3137APH60											

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2014 Tax Information Statement

Recipient's Name and Address:
 THE BARR FOUNDATION INC
 J MCFERRAN BARR II
 9900 CORPORATE CAMPUS DR #2100
 LOUISVILLE, KY 40223

Payer's Name and Address:
 [REDACTED]
 Payer's Federal ID Number: 61-0354170
 KY
 Payer's State ID Number: (502)625-1076
 Questions? Corrected 2nd TIN notice

Payer's Name and Address:
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Description of property (Box 1a)		Date Sold or Disposed (Box 1c)	Date Acquired (Box 1b)	Form 8949 Checkbox	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code if any (Box 1f)	Adjustments (Box 1g)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 16)
561.8	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2	11/17/2014	08/21/2012	E	561.80	549.70		0.00	12.10	0.00	0.00
440.92	FREDDIE MAC SERIES 4032 DTD 04/30/2012 2							0.00	9.49	0.00	0.00
3137APH60	J P MORGAN CHASE & CO DTD 3/9/04 4.875%	03/15/2014	07/25/2005	E	25,000.00	25,000.00		0.00	0.00	0.00	0.00
46625HBJ8	MORGAN STANLEY GLOBAL SENIOR NOTES DTD 3/30/04 4.75% 04/01/2014	04/01/2014	04/07/2004	E	50,000.00	50,000.00		0.00	0.00	0.00	0.00
50000.0					82,564.31	82,430.02		0.00	134.29	0.00	0.00
51748AAE5											
Total Long Term Sales Reported on 1099-B					82,564.31	82,430.02		0.00	134.29	0.00	0.00

Report on Form 8949, Part II, with Box E checked

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FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2014 EXCISE TAX ESTIMATES	952.	0.		0.
FOREIGN TAXES	50.	50.		0.
TO FORM 990-PF, PG 1, LN 18	1,002.	50.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
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.

FOOTNOTES	STATEMENT 6
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FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
INCOME TAXABLE ANOTHER YEAR COLLECTED IN CURRENT YEAR	26.
TOTAL TO FORM 990-PF, PART III, LINE 5	26.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		102,814.	109,650.
TOTAL U.S. GOVERNMENT OBLIGATIONS			102,814.	109,650.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			102,814.	109,650.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,755,247.	3,377,585.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,755,247.	3,377,585.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	951,689.	992,539.
TOTAL TO FORM 990-PF, PART II, LINE 10C	951,689.	992,539.

FORM 990-PF

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

STATEMENT 13

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.)