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Return of Private Foundation

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

2015

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 2015 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

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) **\$ 4,562,683.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
61-1361347

B Telephone number
502.327.5662

C If exemption application is pending, check here

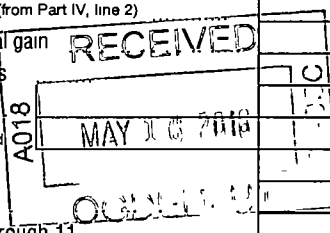
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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)
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		108,043.	108,043.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		117,023.			
b Gross sales price for all assets on line 6a 423,108.					
7 Capital gain net income (from Part IV, line 2)			117,023.		
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		49.	49.		STATEMENT 2
12 Total. Add lines 1 through 11		225,115.	225,115.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,900.	0.		1,900.
c Other professional fees STMT 4		26,144.	25,894.		250.
17 Interest					
18 Taxes STMT 5		523.	164.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		15.	0.		15.
24 Total operating and administrative expenses Add lines 13 through 23		28,582.	26,058.		2,165.
25 Contributions, gifts, grants paid		255,000.			255,000.
26 Total expenses and disbursements. Add lines 24 and 25		283,582.	26,058.		257,165.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<58,467.>			
b Net investment income (if negative, enter -0-)			199,057.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 31 2016



BARR FOUNDATION, INC.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		203,464.	106,266.	106,266.
	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		102,814.	95,572.	98,661.
	b	Investments - corporate stock STMT 9		1,755,247.	1,852,474.	3,396,261.
	c	Investments - corporate bonds STMT 10		951,689.	901,313.	927,493.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		32,322.	32,322.	34,002.	
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)		3,045,536.	2,987,947.	4,562,683.	
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		3,045,536.	2,987,947.		
30	Total net assets or fund balances		3,045,536.	2,987,947.		
31	Total liabilities and net assets/fund balances		3,045,536.	2,987,947.		

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	3,045,536.
2	Enter amount from Part I, line 27a	2	<58,467.>
3	Other increases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTIONS	3	878.
4	Add lines 1, 2, and 3	4	2,987,947.
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	2,987,947.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 423,108.		306,085.	117,023.

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			
c			
d			
e			117,023.

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	117,023.
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))
2014	251,316.	4,647,201.	.054079
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

2 Total of line 1, column (d)	2	.263252
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	.052650
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	4,651,783.
5 Multiply line 4 by line 3	5	244,916.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,991.
7 Add lines 5 and 6	7	246,907.
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	257,165.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,991.
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	1,991.
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	1,991.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	800.
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	800.
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	1,191.
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 2016 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	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,</u> ZIP+4 ► <u>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 ► 15 <u>N/A</u>		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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 2015 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 2015.) <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 2015?	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)? **N/A** **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? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **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	4,522,199.
b	Average of monthly cash balances	1b	200,423.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,722,622.
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	4,722,622.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,839.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,651,783.
6	Minimum investment return. Enter 5% of line 5	6	232,589.

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	232,589.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,991.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,991.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	230,598.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	230,598.
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	230,598.

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	257,165.
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	257,165.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,991.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	255,174.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				230,598.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	18,431.			
b From 2011	4,334.			
c From 2012	8,621.			
d From 2013	9,185.			
e From 2014	20,554.			
f Total of lines 3a through e	61,125.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 257,165.				
a Applied to 2014, 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 2015 distributable amount				230,598.
e Remaining amount distributed out of corpus	26,567.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	87,692.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	18,431.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	69,261.			
10 Analysis of line 9:				
a Excess from 2011	4,334.			
b Excess from 2012	8,621.			
c Excess from 2013	9,185.			
d Excess from 2014	20,554.			
e Excess from 2015	26,567.			

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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.

Form 990-PF (2015)

C/O J. MCFERRAN BARR II

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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				
BOY SCOUTS OF AMERICA 824 PHILLIPS LANE LOUISVILLE, KY 40209	N/A	PUBLIC CHARITY	LHC ANNUAL FUND - SCHOLARSHIPS	30,000.
BOYS & GIRLS CLUBS OF KENTUCKIANA 3200 GREENWOOD AVENUE LOUISVILLE, KY 40211	N/A	PUBLIC CHARITY	ANNUAL FUND - SUPPORT FOR AT-RISK CHILDREN	4,000.
BUNBURY THEATRE 604 SOUTH THIRD STREET LOUISVILLE, KY 40202	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	2,000.
CABBAGE PATCH SETTLEMENT HOUSE 1413 SOUTH 6TH STREET LOUISVILLE, KY 40208	N/A	PUBLIC CHARITY	ANNUAL FUND - SUPPORT FOR AT-RISK CHILDREN	5,000.
CREASEY MAHAN NATURE PRESERVE 12501 HARMONY LANDING RD GOSHEN, KY 40026	N/A	PUBLIC CHARITY	ANNUAL FUND - GREENHOUSE	10,000.
Total	SEE CONTINUATION SHEET(S)			255,000.
b Approved for future payment				
NONE				
Total				0.

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 PRECISION CASTPARTS CORP-400 SHS	P	VARIOUS	12/17/15
b GOOGLE INC. CLASS C-.412	P	03/08/11	05/08/15
c KNOWLES CORP-200 SHS	P	11/01/11	12/17/15
d WALGREENS BOOTS ALLIANCE INC.-300 SHS	P	11/01/11	12/17/15
e STOCK YARDS BANK & TRUST-SEE ATTACHED SCHEDULE	P		
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 92,650.		81,316.	11,334.
b 223.		123.	100.
c 2,778.		3,646.	<868.>
d 25,371.		9,774.	15,597.
e 302,086.		211,226.	90,860.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11,334.
b			100.
c			<868.>
d			15,597.
e			90,860.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	117,023.
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 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
ETHEL WALKER SCHOOL 230 BUSHY HILL ROAD SIMSBURY, CT 06070	N/A	SCHOOL - PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	2,000.
HOME OF THE INNOCENTS 1100 EAST MARKET STREET LOUISVILLE, KY 40206	N/A	PUBLIC CHARITY	ANNUAL FUND - CHILDRENS SHELTER AND MEDICAL SUPPORT	5,000.
JACKIE ROBINSON FOUNDATION 75 VARICK STREET, 2ND FLOOR NEW YORK, NY 10013	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	5,000.
KENTUCKY OPERA 101 SOUTH EIGHTH STREET LOUISVILLE, KY 40202	N/A	PUBLIC CHARITY	ANNUAL FUND - ARTS	5,000.
LIBERTY HALL 218 WILKINSON STREET FRANKFORT, KY 40601	N/A	PUBLIC CHARITY	ANNUAL FUND - HISTORIC PRESERVATION	5,000.
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE, KY 40203	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	2,500.
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE, KY 40220	N/A	SCHOOL - PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	5,000.
RANDOLPH-MACON COLLEGE 204 HENRY STREET ASHLAND, VA 23005	N/A	SCHOOL - PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	5,000.
REACH OUT AND READ 56 ROLAND STREET, SUITE 100D BOSTON, MA 02129-1243	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATION	5,000.
RIVER FIELDS INC 643 WEST MAIN STREET LOUISVILLE, KY 40202	N/A	PUBLIC CHARITY	ANNUAL FUND - ENVIRONMENTAL PROTECTION	2,500.
Total from continuation sheets				204,000.

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
SCARLET HOPE INC. 2303 SYCAMORE AVENUE LOUISVILLE, KY 40206	N/A	PUBLIC CHARITY	ANNUAL FUND - TRANSITIONAL SUPPORT FOR WOMEN	25,000.
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	N/A	CHURCH	ANNUAL FUND - REDUCE INDEBTEDNESS	20,000.
THE LOUISVILLE ORCHESTRA 323 W BROADWAY #700 LOUISVILLE, KY 40202	N/A	PUBLIC CHARITY	ANNUAL FUND - ARTS, EDUCATIONAL	5,000.
THE NATIVITY SCHOOL 5936 RIDGE AVENUE CINCINNATI, OH 45213	N/A	CHURCH AFFILIATED SCHOOL	ANNUAL FUND - EDUCATIONAL	10,000.
THE SPEED MUSEUM 2035 S. 3RD STREET LOUISVILLE, KY 40208	N/A	PUBLIC CHARITY	INTERNATIONAL AND JWB III ANNUAL FUNDS - EDUCATIONAL	30,000.
UNITED CRESCENT HILL MINISTRIES 150 S STATE ST LOUISVILLE, KY 40206	N/A	CHURCH AFFILIATED ORGANIZATION	ANNUAL FUND - SENIOR AND YOUTH PROGRAMS, EMERGENCY ASSISTANCE	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	10,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	N/A	SCHOOL	ANNUAL FUND - EDUCATIONAL	2,000.
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	N/A	SCHOOL	ANNUAL FUND - EDUCATIONAL	25,000.
YEW DELL GARDENS 6220 OLD LAGRANGE ROAD CRESTWOOD, KY 40014	N/A	PUBLIC CHARITY	ANNUAL FUND - GARDEN EDUCATION, DISPLAY, AND RESEARCH	30,000.
Total from continuation sheets				

ACCOUNT STATEMENT

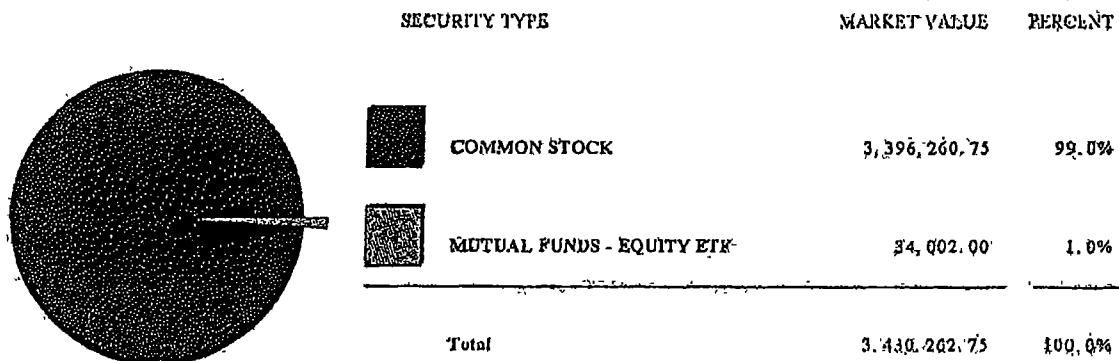
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████████████████████
 DECEMBER 01, 2015 TO DECEMBER 31, 2015

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 MFD FD 637		104,841.63		10.48	0.01
		104,841.63	1.00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	104,841.63		10.48	0.01
		104,841.63			
CASH					
PRINCIPAL CASH		0.00			
TOTAL CASH	SUB-TOTAL	0.00		0.00	0.00
		0.00			
TOTAL CASH AND EQUIVALENTS		104,841.63		10.48	0.01
		104,841.63			

EQUITY DIVERSIFICATION SUMMARY



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	194,095.50	77.95	7,270.80	3.75
			228,697.57	91.85		
WORLD FUEL SERVICES CORP	INT	2,300,000	88,458.00	38.46	552.00	0.62
			91,713.94	39.88		
TOTAL ENERGY		SUB-TOTAL	282,553.50		7,822.80	2.77
			320,411.51			

ACCOUNT STATEMENT

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DECEMBER 31, 2015 TO DECEMBER 31, 2015

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
DOVER CORPORATION	DOV	1,300,000	79,703.00 42,673.20	61.31 32.83	2,184.00	2.74
FASTENAL COMPANY	FAST	2,400,000	97,968.00 42,312.69	40.82 17.63	2,688.00	2.74
GENERAL ELECTRIC CO	GE	2,400,000	74,760.00 73,078.00	31.15 30.45	2,208.00	2.95
LANDSTAR SYSTEMS, INC	LSTR	1,300,000	76,245.00 53,073.80	58.65 40.83	416.00	0.53
TOTAL INDUSTRIALS		SUB- TOTAL	328,676.00 211,137.69		7,496.00	2.28
CONSUMER DISCRETIONARY						
CABELA'S, INC	CAB	900,000	42,057.00 32,088.89	46.73 37.88		
COACH, INC	COH	1,000,000	32,730.00 47,240.20	32.73 47.24	1,350.00	4.12
TOTAL CONSUMER DISCRETIONARY		SUB- TOTAL	74,787.00 79,329.09		1,350.00	1.81
CONSUMER STAPLES						
CVS HEALTH CORPORATION	CVS	2,000,000	395,540.00 31,181.60	37.77 15.59	3,400.00	1.74
KRAFT HEINZ CO	KHC	833,000	60,809.08 23,660.48	72.76 28.40	1,913.50	3.10
MONDELEZ INTERNATIONAL INC	MDLZ	2,300,000	103,132.00 40,135.10	44.84 17.45	1,564.00	1.52
PEPSICO INC	PEP	1,100,000	109,912.00 36,931.09	99.92 31.76	3,091.00	2.81
PROCTER & GAMBLE CO	PG	1,651,000	131,105.91 1,839.74	79.41 1.11	4,378.45	3.34
J.M. SMUCKER COMPANY	SMK	114,000	14,060.76 77.73	123.34 0.68	305.52	2.17
WAL-MART STORES	WMT	1,700,000	104,210.00 84,894.79	61.30 49.94	3,332.00	3.20
WALORENS BOOTS ALLIANCE INC	WBA	1,300,000	110,701.50 2,480.23	85.16 1.91	1,872.00	1.69
TOTAL CONSUMER STAPLES		SUB- TOTAL	879,271.25 241,200.16		19,858.87	2.39
FINANCIALS						
AMERICAN EXPRESS	AXP	900,000	62,595.00 72,470.61	69.55 80.52	1,644.00	1.67

ACCOUNT STATEMENT

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DECEMBER 31, 2013 TO DECEMBER 31, 2015

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FINANCIALS						
BERKSHIRE HATHAWAY INC CL - B	BRK.B	2,350.000	310,394.00 92,354.82	132.04 42.28		
TOTAL FINANCIALS		SUB-TOTAL	372,889.00 171,828.43		1,644.00	0.28
TECHNOLOGY						
ALPHABET INC CL C	GOOG	450.000	113,832.00 43,733.49	758.88 297.56		
ALPHABET INC CL A	GOOGL	150.000	116,701.50 43,745.79	778.01 297.65		
CISCO SYSTEMS INC	CSCO	2,100.000	57,025.50 33,176.81	27.16 16.85	1,764.00	3.09
CORNING INCORPORATED	GLW	3,800.000	69,464.00 49,776.58	18.28 16.10	1,324.00	2.63
MICROSOFT CORP	MSFT	3,500.000	303,140.00 139,453.34	55.48 25.36	7,928.00	2.60
PAYCHEX INC	PAYX	4,000.000	211,560.00 103,307.41	52.89 25.83	6,720.00	3.18
WESTERN UNION CO	WU	4,600.000	82,386.00 80,945.34	17.91 17.60	2,852.00	3.46
TOTAL TECHNOLOGY		SUB-TOTAL	956,109.00 496,349.96		21,080.00	3.20
HEALTHCARE						
JOHNSON & JOHNSON	JNJ	1,500.000	354,080.00 78,281.00	102.72 52.19	4,500.00	2.92
PFIZER INC	PFE	1,319.000	42,577.32 37,508.33	32.28 28.44	1,582.80	3.72
STRYKER CORP	SYK	1,600.000	92,940.00 37,362.45	52.94 37.36	1,520.00	1.64
WATERS CORP	WAT	1,200.000	161,496.00 82,778.24	134.58 52.32		
ZOETIS INC	ZTS	179.000	3,577.68 6,161.37	47.92 34.42	68.02	0.79
MEDTRONIC PLC	MDT	1,200.000	92,304.00 90,138.00	76.92 75.12	1,824.00	1.98
TOTAL HEALTHCARE		SUB-TOTAL	551,978.00 312,329.39		9,494.82	1.72
TOTAL COMMON STOCK		SUB-TOTAL	3,396,260.76 1,852,474.23		68,146.49	2.01

ACCOUNT STATEMENT

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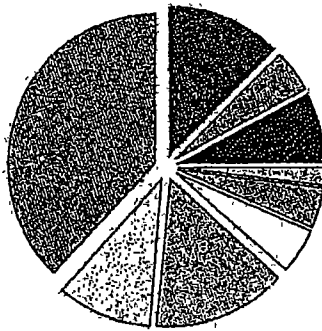
DECEMBER 01, 2015 TO DECEMBER 31, 2015

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS - EQUITY ETF						
MF INTERNATIONAL - BLEND						
VANGUARD FTSE PACIFIC ETF	VPL	600.000	34,002.00 32,321.94	56.67 53.87	826.20	2.43
TOTAL MF INTERNATIONAL - BLEND		SUB- TOTAL	34,002.00 32,321.94		826.20	2.43
TOTAL MUTUAL FUNDS - EQUITY ETF		SUB- TOTAL	34,002.00 32,321.94		826.20	2.43
TOTAL EQUITIES			3,430,262.75 1,884,796.17		68,972.69	2.01

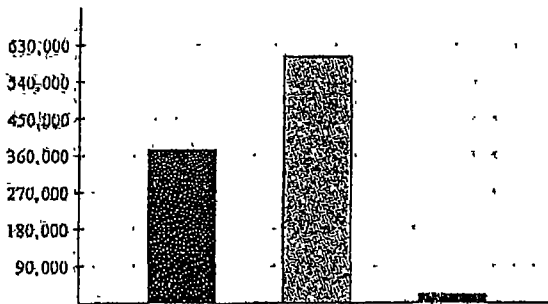
BOND QUALITY SUMMARY

MOODY'S QUALITY RATING MARKET VALUE PERCENT



Aaa	78,390.75	7.6%
Aa1	48,718.50	4.7%
Aa2	129,954.50	12.7%
A1	394,771.75	38.5%
A3	104,763.50	10.2%
Baa1	131,979.50	14.8%
Baa3	50,824.50	5.0%
Ba3	46,500.00	4.5%
NOT RATED	20,270.23	2.0%
Total	1,036,154.23	100.0%

BOND MATURITY SUMMARY



YEARS TO MATURITY PAR VALUE PERCENT

LESS THAN 5 YEARS	375,000.00	37.7%
5-10 YEARS	600,000.00	60.2%
15+ YEARS	20,672.53	2.1%
Total	995,672.53	100.0%

AVERAGE TIME TO MATURITY: 5.9 YEARS

CURRENT YIELD: 4.01%

ACCOUNT STATEMENT

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DECEMBER 01, 2015 TO DECEMBER 31, 2015

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL NATIONAL MORTGAGE ASSN DTD 01/12/07 5% 02/13/2017	Aaa	75,000.000	78,390.75 75,344.50	104.52 100.46	3,750.00	4.78 0.67
FREDDIE MAC SERIES 4032 DTD 04/30/2012 2% 10/15/2041		20,072.520	-20,270.23 20,227.43	98.05 97.85	413.45	2.04 2.00
TOTAL GOVERNMENT BONDS		SUB- TOTAL	98,660.98 95,571.93		4,163.45	4.22
CORPORATE BONDS						
KFLAC INC DTD 02/10/2012 4% 02/15/2022	A3	50,000.000	52,835.00 50,042.61	105.67 100.10	2,000.00	3.99 2.32
APPLE INC 05/03/2013 2.4% 05/03/2023	Aa1	50,000.000	48,718.50 46,034.72	97.44 92.07	1,200.00	2.46 2.33
AYON PRODUCTS INC DTD 03/03/2008 3.75% 03/01/2015	Baa3	50,000.000	46,900.00 31,655.75	93.00 63.31	2,875.00	6.18 7.18
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 3.55% 01/22/2017	Baa1	50,000.000	51,960.50 49,831.16	103.92 99.66	2,775.00	5.34 1.32
BERKSHIRE HATHAWAY DTD 01/11/2011 4.25% 01/15/2021	Aa2	50,000.000	54,336.50 49,252.65	108.07 98.51	2,125.00	3.90 1.74
BLACKROCK INC DTD 05/24/2011 4.25% 05/24/2021	A1	50,000.000	54,043.00 49,815.10	108.09 99.63	2,125.00	3.93 2.10
CHEVRON CORP DTD 06/24/2013 3.191% 06/24/2023	Aa2	75,000.000	75,399.00 74,497.62	100.53 99.33	2,393.25	3.17 2.45
EBAY INC DTD 10/28/10 3.25% 10/15/2020-2020	Baa1	50,000.000	50,818.50 50,827.33	101.64 101.65	1,625.00	3.20 2.39
EBAY INC DTD 07/28/2014 2.875% 08/01/2021	Baa1	50,000.000	49,200.50 49,887.68	98.40 99.78	1,437.50	2.92 2.50
GENERAL ELECTRIC CAPITAL CORP DTD 10/17/11 4.65% 10/17/2021	A1	75,000.000	83,097.75 77,331.13	110.72 103.11	3,487.50	4.20 2.00
GENERAL ELECTRIC CAPITAL CORP DTD 01/08/2013 3.1% 01/09/2023	A1	50,000.000	50,750.50 50,015.62	101.50 100.03	1,550.00	3.05 2.11
THE HERSHEY COMPANY DTD 08/21/2015 3.2% 08/21/2025	A1	50,000.000	50,383.00 49,851.50	101.17 99.70	1,600.00	3.16 2.63
MERRILL LYNCH COLLATERAL SUBORDINATED NOTES DTD 03/16/2006 6.03% 05/16/2016	Baa3	50,000.000	50,824.50 49,985.79	101.65 99.97	3,025.00	5.95 2.24
PEPSICO INC DTD 05/28/08 3% 06/01/2018	A1	50,000.000	54,106.00 49,829.52	108.21 99.66	2,500.00	4.62 1.02
US BANCORP ISSUED 07/23/2012 2.95% 07/15/2022-2022	A1	50,000.000	49,712.00 49,049.93	99.42 98.00	1,475.00	2.97 2.42

ACCOUNT STATEMENT

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DECEMBER 01, 2013 TO DECEMBER 31, 2015

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
WELLS FARGO & CO DTD 08/15/2013 4.125% 08/15/2023	A3	50,000.000	51,928.50 50,653.80	103.86 101.31	2,062.50	3.97 3.05
WYETH DTD 03/27/2007 5.45% 04/01/2017	A1	50,000.000	52,539.50 51,843.52	103.08 103.69	2,725.00	5.19 0.36
TOTAL CORPORATE BONDS			SUB- TOTAL		36,380.75	3.99
			527,403.25			
			901,312.83			
TOTAL FIXED INCOME			1,026,154.23		31,144.20	4.01
			996,884.76			
TOTAL PRINCIPAL ASSETS			4,561,258.61		110,127.37	2.41
			2,980,372.86			

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	17,555.	17,555.		0.
TRUSTEE - TAX LETTER FEE	250.	0.		250.
TRUSTEE / EXECUTOR FEES	8,339.	8,339.		0.
TO FORM 990-PF, PG 1, LN 16C	26,144.	25,894.		250.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2015 EXCISE TAX ESTIMATES	359.	0.		0.
FOREIGN TAXES	164.	164.		0.
TO FORM 990-PF, PG 1, LN 18	523.	164.		0.

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

FOOTNOTES

STATEMENT 7

ELECTION TO AMORTIZE BOND PREMIUM

TAXPAYER HEREBY ELECTS TO AMORTIZE BOND PREMIUM PURSUANT TO IRC SEC. 171 (C) AND TREAS. REG. 1.171-4 (A).

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		95,572.	98,661.
TOTAL U.S. GOVERNMENT OBLIGATIONS			95,572.	98,661.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			95,572.	98,661.

FORM 990-PF **CORPORATE STOCK** **STATEMENT** **9**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHED SCHEDULE	1,852,474.	3,396,261.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,852,474.	3,396,261.

FORM 990-PF **CORPORATE BONDS** **STATEMENT** **10**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	901,313.	927,493.
TOTAL TO FORM 990-PF, PART II, LINE 10C	901,313.	927,493.

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT** **11**

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED SCHEDULE	COST	32,322.	34,002.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,322.	34,002.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

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

FORM 990-PF

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

STATEMENT 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, HOW THE APPLICANT WILL USE THE FUNDS (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.)