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EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE BARRA FOUNDATION, INC		A Employer identification number 23-6277885
Number and street (or P.O. box number if mail is not delivered to street address) 200 W. LANCASTER AVENUE	Room/suite 202	B Telephone number 610.964.7601
City or town, state or province, country, and ZIP or foreign postal code WAYNE, PA 19087		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 87,625,377.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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		3,320.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,718,654.	1,718,654.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,689,742.			
b Gross sales price for all assets on line 6a 25,844,046.					
7 Capital gain net income (from Part IV, line 2)			1,689,742.		
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		829.	829.		STATEMENT 2
12 Total. Add lines 1 through 11		3,412,545.	3,409,225.		
13 Compensation of officers, directors, trustees, etc		222,500.	60,075.		162,425.
14 Other employee salaries and wages		225,106.	0.		225,106.
15 Pension plans, employee benefits		41,443.	0.		41,443.
16a Legal fees STMT 3		14,529.	0.		14,529.
b Accounting fees STMT 4		24,358.	0.		24,358.
c Other professional fees STMT 5		194,923.	133,723.		61,200.
17 Interest					
18 Taxes STMT 6		153,054.	14,320.		0.
19 Depreciation and depletion					
20 Occupancy		33,317.	0.		33,317.
21 Travel, conferences, and meetings		13,274.	0.		13,274.
22 Printing and publications					
23 Other expenses STMT 7		88,491.	18,502.		69,513.
24 Total operating and administrative expenses. Add lines 13 through 23		1,010,995.	226,620.		645,165.
25 Contributions, gifts, grants paid		3,701,021.			3,701,021.
26 Total expenses and disbursements. Add lines 24 and 25		4,712,016.	226,620.		4,346,186.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,299,471.			
b Net investment income (if negative, enter -0-)			3,182,605.		
c Adjusted net income (if negative, enter -0-)				N/A	

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016) 14

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	112,414.	183,654.	183,654.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 10	81,748,916.	81,902,942.	87,316,723.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ PROGRAM-RELATED INV)		0.	125,000.	125,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item f)		81,861,330.	82,211,596.	87,625,377.
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	81,861,330.	82,211,596.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	81,861,330.	82,211,596.	
31 Total liabilities and net assets/fund balances	81,861,330.	82,211,596.		

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	81,861,330.
2 Enter amount from Part I, line 27a	2	-1,299,471.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,967,012.
4 Add lines 1, 2, and 3	4	83,528,871.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,317,275.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	82,211,596.

Form 990-PF (2016)

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 SHORT-TERM, SEE ATTACHED	P	VARIOUS	12/31/16
b LONG-TERM, SEE ATTACHED	P	VARIOUS	12/31/16
c PASS-THROUGH CAPITAL GAINS, SHORT-TERM	P	VARIOUS	12/31/16
d PASS-THROUGH CAPITAL GAINS, LONG-TERM	P	VARIOUS	12/31/16
e CAPITAL GAINS DIVIDENDS			

(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 8,617,455.		8,572,433.	45,022.
b 16,605,108.		14,745,660.	1,859,448.
c		58,306.	-58,306.
d		777,905.	-777,905.
e 621,483.			621,483.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			45,022.
b			1,859,448.
c			-58,306.
d			-777,905.
e			621,483.

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	1,689,742.
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))
2015	4,279,826.	94,813,275.	.045140
2014	4,778,590.	96,395,384.	.049573
2013	4,420,234.	91,135,719.	.048502
2012	4,684,566.	87,316,257.	.053651
2011	3,106,007.	86,300,471.	.035991

2 Total of line 1, column (d)	2	.232857
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	.046571
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	85,851,119.
5 Multiply line 4 by line 3	5	3,998,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,826.
7 Add lines 5 and 6	7	4,029,998.
8 Enter qualifying distributions from Part XII, line 4	8	4,471,186.

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.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 31,826.
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 31,826.
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 31,826.
6 Credits/Payments:		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 126,290.	
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	7 126,290.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 94,464.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE, PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2016)

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 WWW.BARRAFUNDATION.ORG	X	
14 The books are in care of KRISTINA L. WAHL Telephone no. 610-964-7601 Located at 200 W LANCASTER AVENUE, SUITE 202, WAYNE, PA ZIP+4 19087		
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		
16 At any time during calendar year 2016, 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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ 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.)	N/A	
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

Form 990-PF (2016)

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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

SEE STATEMENT 13

☒ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		222,500.	9,193.	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
KATE HOUSTON - 200 W. LANCASTER AVENUE, WAYNE, PA 19087	EMPLOYEE 40.00	97,500.	4,875.	0.
KRISTI POLING - 200 W. LANCASTER AVENUE, WAYNE, PA 19087	EMPLOYEE 40.00	97,500.	4,875.	0.

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

0

Form 990-PF (2016)

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	87,158,496.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	87,158,496.
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	87,158,496.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,307,377.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,851,119.
6	Minimum investment return. Enter 5% of line 5	6	4,292,556.

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	4,292,556.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	31,826.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,826.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,260,730.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,260,730.
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	4,260,730.

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	4,346,186.
b	Program-related investments - total from Part IX-B	1b	125,000.
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	4,471,186.
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	31,826.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,439,360.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,260,730.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			981,258.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 4,471,186.				
a Applied to 2015, but not more than line 2a			981,258.	
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 2016 distributable amount				3,489,928.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				770,802.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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)

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.

3 Subtract line 2d from line 2c. 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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

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				
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	VARIOUS	3,701,021.
Total			3a	3,701,021.
b Approved for future payment				
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	VARIOUS	1,693,000.
Total			3b	1,693,000.

Form 990-PF (2016)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

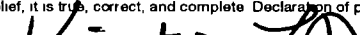
- | | | | | | | | | | | | | | | | | | | | |
|--|---|--------------|------------|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|-----------|--|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <td data-bbox="1400 221 1453 285">1a(1)</td><td data-bbox="1453 221 1480 285">Yes</td></tr> <tr> <td data-bbox="1400 285 1453 300">1a(2)</td><td data-bbox="1453 285 1480 300"></td></tr> <tr> <td data-bbox="1400 300 1453 314">1b(1)</td><td data-bbox="1453 300 1480 314"></td></tr> <tr> <td data-bbox="1400 314 1453 329">1b(2)</td><td data-bbox="1453 314 1480 329"></td></tr> <tr> <td data-bbox="1400 329 1453 344">1b(3)</td><td data-bbox="1453 329 1480 344"></td></tr> <tr> <td data-bbox="1400 344 1453 359">1b(4)</td><td data-bbox="1453 344 1480 359"></td></tr> <tr> <td data-bbox="1400 359 1453 374">1b(5)</td><td data-bbox="1453 359 1480 374"></td></tr> <tr> <td data-bbox="1400 374 1453 389">1b(6)</td><td data-bbox="1453 374 1480 389"></td></tr> <tr> <td data-bbox="1400 389 1453 404">1c</td><td data-bbox="1453 389 1480 404"></td></tr> </table> | 1a(1) | Yes | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
| 1a(1) | Yes | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No		
	 Signature of officer or trustee		Date 11/14/17		Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name JOHN F. KOSTENBAUDER, CPA		Preparer's signature		Date 11/09/17	Check ☐ if self-employed	PTIN P00085631
	Firm's name ▶ MAZARS USA LLP					Firm's EIN ▶ 13-1459550	
	Firm's address ▶ 501 OFFICE CENTER DRIVE, SUITE 300 FORT WASHINGTON, PA 19034-3201					Phone no. (215) 259-1000	

The Barra Foundation
2016 Grants Paid
January through December 2016

THE BARRA FOUNDATION
EIN: 23-6277885
990-PF, 2016
PART XV, LINE 3A

Recipient Name	Relation	FDN Status	Purpose	Amount
1812 Productions	N/A	Public	Arts & Culture	25,000.00
1812 Productions	N/A	Public	Human Services	100.00
1812 Productions	N/A	Public	Human Services	100.00
Abington Art Center	N/A	Public	Human Services	100.00
Abington Art Center	N/A	Public	Catalyst Fund	50,000.00
Abington Art Center	N/A	Public	Catalyst Fund	50,000.00
Achieve Now	N/A	Public	Education	25,000.00
Achieve Now	N/A	Public	Human Services	100.00
Achieve Now	N/A	Public	Human Services	100.00
African American Museum In Philadelphia	N/A	Public	Director Grants	2,500.00
African Family Health Organization	N/A	Public	Health	25,000.00
AIDS Law Project of Pennsylvania	N/A	Public	Health	25,000.00
Audism Village Foundation	N/A	Public	Catalyst Fund	25,000.00
Autism Village Foundation	N/A	Public	Catalyst Fund	25,000.00
Azuka Theatre	N/A	Public	Catalyst Fund	17,500.00
Azuka Theatre	N/A	Public	Catalyst Fund	17,500.00
BalletX	N/A	Public	Staff Grants	500.00
Barnes Foundation	N/A	Public	Catalyst Fund	37,500.00
Bethesda Project	N/A	Public	Beyond the Money Grants	4,000.00
Bethesda Project	N/A	Public	Catalyst Fund	25,000.00
Bethesda Project	N/A	Public	Director Grants	10,000.00
Big Picture Philadelphia	N/A	Public	Catalyst Fund	50,000.00
Big Picture Philadelphia	N/A	Public	Catalyst Fund	75,000.00
Black Lily, Inc	N/A	Public	Arts & Culture	25,000.00
Bucknell University	N/A	Public	Director Grants	5,000.00
Catholic Social Services Montco	N/A	Public	Human Services	25,000.00
Catholic Social Services Montco	N/A	Public	Human Services	100.00
Center for Architecture	N/A	Public	Catalyst Fund	50,000.00
Center for Culture, Art, Training and Edu	N/A	Public	Staff Grants	500.00
ChestPenn Health Services	N/A	Public	Health	25,000.00
Child & Family Connections	N/A	Public	Catalyst Fund	25,000.00
Child Advocacy Center of Montco	N/A	Public	Human Services	25,000.00
Child Advocacy Center of Montco	N/A	Public	Human Services	100.00
Children's Scholarship Fund	N/A	Public	Director Grants	2,500.00
Christ Church Preservation Trust	N/A	Public	Human Services	100.00
Christ Church Preservation Trust	N/A	Public	Catalyst Fund	7,500.00
Christ Church Preservation Trust	N/A	Public	Catalyst Fund	2,500.00
Community Integrated Services	N/A	Public	Human Services	25,000.00
Community Partnership School	N/A	Public	Special Grants	1,000.00
DataArts	N/A	Public	Catalyst Fund	60,000.00
DePaul USA	N/A	Public	Human Services	25,000.00
Drexel University	N/A	Public	Catalyst Fund	75,000.00
Drexel University	N/A	Public	Catalyst Fund	75,000.00
Eastern State Penitentiary Historic Site	N/A	Public	Arts & Culture	25,000.00
Face to Face Germantown	N/A	Public	Human Services	25,000.00
Face to Face Germantown	N/A	Public	Human Services	100.00
Face to Face Germantown	N/A	Public	Human Services	100.00
Fairmount Park Conservancy	N/A	Public	Beyond the Money Grants	9,100.00
Fairmount Park Conservancy	N/A	Public	Director Grants	20,000.00
Fairmount Park Conservancy	N/A	Public	Special Grants	25,000.00
Faith in the Future	N/A	Public	Director Grants	2,500.00
First Step Staffing	N/A	Public	Catalyst Fund	30,000.00
Friends of St. Martin de Porres School	N/A	Public	Director Grants	2,500.00
Fund for the School District of Phila	N/A	Public	Beyond the Money Grants	4,000.00
Fund for the School District of Phila	N/A	Public	Catalyst Fund	75,000.00
Fund for the School District of Phila	N/A	Public	Project Grants	50,000.00
Gearing Up	N/A	Public	Health	25,000.00
Gearing Up	N/A	Public	Human Services	100.00
Germantown Friends School	N/A	Public	Director Grants	3,000.00
Germantown United CDC	N/A	Public	Director Grants	5,000.00
Graduate1 Philadelphia	N/A	Public	Education	25,000.00

The Barra Foundation
2016 Grants Paid
January through December 2016

Recipient Name	Relation	FDN Status	Purpose	Amount
Graduate! Philadelphia	N/A	Public	Human Services	100.00
Graduate! Philadelphia	N/A	Public	Beyond the Money Grants	4,000.00
Greater Phila. Cultural Alliance	N/A	Public	Human Services	100.00
Greater Phila. Cultural Alliance	N/A	Public	Human Services	100.00
Greater Phila. Cultural Alliance	N/A	Public	Catalyst Fund	5,000.00
Greater Phila. Cultural Alliance	N/A	Public	Catalyst Fund	5,000.00
Greater Phila. Cultural Alliance	N/A	Public	Catalyst Fund	60,000.00
Greater Phila. Cultural Alliance	N/A	Public	Director Grants	2,500.00
Habitat for Humanity - Philadelphia	N/A	Public	Director Grants	2,500.00
HIAS Pennsylvania	N/A	Public	Human Services	25,000.00
HIAS Pennsylvania	N/A	Public	Human Services	100.00
Hurricane Island-Outward Bound School	N/A	Public	Director Grants	5,000.00
Impact Services Corporation	N/A	Public	Catalyst Fund	75,000.00
Impact Services Corporation	N/A	Public	Catalyst Fund	50,000.00
Ingils Foundation	N/A	Public	Human Services	100.00
Ingils Foundation	N/A	Public	Human Services	100.00
Ingils Foundation	N/A	Public	Catalyst Fund	25,000.00
Ingils Foundation	N/A	Public	Catalyst Fund	21,200.00
Ingils Foundation	N/A	Public	Director Grants	10,000.00
International Myeloma Foundation	N/A	Public	Director Grants	2,000.00
Jounce Partners	N/A	Public	Catalyst Fund	30,000.00
Jounce Partners	N/A	Public	Catalyst Fund	30,000.00
Jubilee School	N/A	Public	Staff Grants	500.00
Kuku Mele Dance Ensemble	N/A	Public	Arts & Culture	25,000.00
LaSalle Academy	N/A	Public	Director Grants	2,500.00
Lehigh University Athletics	N/A	Public	Director Grants	2,500.00
Local Initiatives Support Corporation	N/A	Public	Catalyst Fund	75,000.00
Lutheran Settlement House	N/A	Public	Human Services	25,000.00
Lutheran Settlement House	N/A	Public	Human Services	100.00
Mann Center for Performing Arts	N/A	Public	Director Grants	5,000.00
MANNA	N/A	Public	Catalyst Fund	50,000.00
MANNA	N/A	Public	Catalyst Fund	50,000.00
Manna on Main Street	N/A	Public	Health	25,000.00
Maternity Care Coalition	N/A	Public	Health	25,000.00
Maternity Care Coalition	N/A	Public	Human Services	100.00
Maternity Care Coalition	N/A	Public	Human Services	100.00
Mental Health Assoc of SE Pennsylvania	N/A	Public	Catalyst Fund	25,000.00
Mighty Writers	N/A	Public	Staff Grants	500.00
National Constitution Center	N/A	Public	Catalyst Fund	50,000.00
Neighborhood Bike Works	N/A	Public	Education	25,000.00
Neighborhood Bike Works	N/A	Public	Human Services	100.00
Neighborhood Bike Works	N/A	Public	Human Services	100.00
Partners in Health	N/A	Public	Director Grants	6,000.00
Pathways to Housing	N/A	Public	Human Services	100.00
Pathways to Housing PA	N/A	Public	Catalyst Fund	35,000.00
Pearl S. Buck International	N/A	Public	Catalyst Fund	50,000.00
Pennsylvania Academy of Fine Arts	N/A	Public	Director Grants	7,500.00
Pennsylvania Horticultural Society	N/A	Public	Staff Grants	1,121.00
Phila. Soc. Preservation of Landmarks	N/A	Public	Arts & Culture	25,000.00
Phila. Soc. Preservation of Landmarks	N/A	Public	Human Services	100.00
Phila. Soc. Preservation of Landmarks	N/A	Public	Human Services	100.00
Phila. Soc. Preservation of Landmarks	N/A	Public	Staff Grants	500.00
Philadelphia Academies, Inc.	N/A	Public	Education	25,000.00
Philadelphia Children's Alliance	N/A	Public	Health	25,000.00
Philadelphia Festival of the Arts, Inc.	N/A	Public	Director Grants	2,500.00
Philadelphia Folklore Project	N/A	Public	Arts & Culture	25,000.00
Philadelphia Folklore Project	N/A	Public	Human Services	100.00
Philadelphia Futures	N/A	Public	Education	25,000.00
Philadelphia Futures	N/A	Public	Director Grants	7,500.00
Philadelphia Museum of Art	N/A	Public	Director Grants	2,000.00
Philadelphia Outward Bound School	N/A	Public	Education	25,000.00
Philadelphia Outward Bound School	N/A	Public	Human Services	100.00
Philadelphia Outward Bound School	N/A	Public	Human Services	100.00
Philadelphia Public School Notebook	N/A	Public	Education	25,000.00
Philadelphia Public School Notebook	N/A	Public	Human Services	100.00
Philadelphia Ronald McDonald House	N/A	Public	Director Grants	2,500.00
Philadelphia Young Playwrights	N/A	Public	Catalyst Fund	7,500.00
Philadelphia Young Playwrights	N/A	Public	Catalyst Fund	2,500.00
Philadelphia Youth Network	N/A	Public	Education	25,000.00
Police Athletic League of Phila.	N/A	Public	Director Grants	5,000.00

The Barra Foundation
2016 Grants Paid
January through December 2016

Recipient Name	Relation	FDN Status	Purpose	Amount
Project Based Learning, Inc.	N/A	Public	Project Grants	36,000.00
Project Impact	N/A	Public	Director Grants	2,500.00
Project Impact	N/A	Public	Director Grants	10,000.00
Public Citizens for Children & Youth	N/A	Public	Education	25,000.00
Public Citizens for Children & Youth	N/A	Public	Human Services	100.00
Public Interest Law Center of Phila	N/A	Public	Human Services	100.00
Public Interest Law Center of Phila	N/A	Public	Catalyst Fund	25,000.00
Public Interest Law Center of Phila	N/A	Public	Catalyst Fund	25,000.00
Puentes de Salud	N/A	Public	Health	25,000.00
Radnor Educational Foundation	N/A	Public	Director Grants	5,000.00
Ready, Willing & Able- The Doe Fund Inc	N/A	Public	Director Grants	2,500.00
Research for Action	N/A	Public	Education	25,000.00
Schuykill Center for Environmental Edu.	N/A	Public	Catalyst Fund	75,000.00
Schuykill Center for Environmental Edu	N/A	Public	Catalyst Fund	50,000.00
Scribe Video Center	N/A	Public	Arts & Culture	25,000.00
Scribe Video Center	N/A	Public	Beyond the Money Grants	4,000.00
Springboard Collaborative	N/A	Public	Education	25,000.00
Springboard Collaborative	N/A	Public	Human Services	100.00
Springboard Collaborative	N/A	Public	Human Services	100.00
Springdale Chestnut Hill Academy	N/A	Public	Director Grants	5,000.00
Steppingsone Scholars, Inc.	N/A	Public	Director Grants	2,500.00
Swim Pony Performing Arts	N/A	Public	Catalyst Fund	25,000.00
Swim Pony Performing Arts	N/A	Public	Catalyst Fund	30,000.00
The Attic Youth Center	N/A	Public	Human Services	25,000.00
The CHOP Foundation	N/A	Public	Catalyst Fund	75,000.00
The CHOP Foundation	N/A	Public	Staff Grants	100.00
The Clay Studio	N/A	Public	Human Services	100.00
The Clay Studio	N/A	Public	Human Services	100.00
The Clay Studio	N/A	Public	Human Services	100.00
The Clay Studio	N/A	Public	Catalyst Fund	30,000.00
The Clay Studio	N/A	Public	Catalyst Fund	30,000.00
The Common Market	N/A	Public	Health	25,000.00
The Enterprise Center	N/A	Public	Director Grants	5,000.00
The Food Trust	N/A	Public	Health	25,000.00
The Hand2Paw Foundation	N/A	Public	Director Grants	10,000.00
The Philadelphia Foundation	N/A	Public	Special Grants	100,000.00
The Scattergood Foundation	N/A	Public	Beyond the Money Grants	40,000.00
The Scattergood Foundation	N/A	Public	Beyond the Money Grants	40,000.00
The Woodlynde School	N/A	Public	Director Grants	20,000.00
Theatre Horizon	N/A	Public	Arts & Culture	25,000.00
Theatre Horizon	N/A	Public	Human Services	100.00
Theatre Horizon	N/A	Public	Human Services	100.00
Theatre Horizon	N/A	Public	Human Services	100.00
Theatre Horizon	N/A	Public	Human Services	100.00
Tiny Dynamite	N/A	Public	Human Services	100.00
Tiny Dynamite	N/A	Public	Human Services	100.00
Tiny Dynamite	N/A	Public	Catalyst Fund	10,000.00
Tiny Dynamite	N/A	Public	Catalyst Fund	10,000.00
Tiny WPA	N/A	Public	Human Services	100.00
Tiny WPA	N/A	Public	Human Services	100.00
Tiny WPA	N/A	Public	Catalyst Fund	42,500.00
Tiny WPA	N/A	Public	Catalyst Fund	30,000.00
Tyler School of Art at Temple University	N/A	Public	Human Services	100.00
Tyler School of Art at Temple University	N/A	Public	Human Services	100.00
Tyler School of Art at Temple University	N/A	Public	Catalyst Fund	45,000.00
University City District	N/A	Public	Director Grants	7,500.00
Vetri Community Partnership	N/A	Public	Health	25,000.00
VNA -Community Services, Inc	N/A	Public	Health	25,000.00
Wayne Senior Center	N/A	Public	Staff Grants	400.00
Widener University	N/A	Public	Beyond the Money Grants	5,000.00
Widener University	N/A	Public	Catalyst Fund	70,000.00
Widener University	N/A	Public	Catalyst Fund	70,000.00
Widener University	N/A	Public	Director Grants	1,000.00
Women Against Abuse	N/A	Public	Human Services	25,000.00
Youth Sentencing & Reentry Project	N/A	Public	Beyond the Money Grants	4,000.00
Youth Sentencing & Reentry Project	N/A	Public	Catalyst Fund	25,000.00
Youth Sentencing & Reentry Project	N/A	Public	Catalyst Fund	25,000.00
Zoological Society of Philadelphia	N/A	Public	Catalyst Fund	50,000.00
Zoological Society of Philadelphia	N/A	Public	Director Grants	15,000.00
TOTAL				3,701,021.00

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST	2,340,137.	621,483.	1,718,654.	1,718,654.	
TO PART I, LINE 4	2,340,137.	621,483.	1,718,654.	1,718,654.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PUBLICATIONS		829.	829.	
TOTAL TO FORM 990-PF, PART I, LINE 11		829.	829.	

FORM 990-PF		LEGAL FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	14,529.	0.		14,529.	
TO FM 990-PF, PG 1, LN 16A	14,529.	0.		14,529.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	24,358.	0.		24,358.
TO FORM 990-PF, PG 1, LN 16B	24,358.	0.		24,358.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RESEARCH AND CONSULTING	61,200.	0.		61,200.
INVESTMENT FEES	87,645.	87,645.		0.
CUSTODIAL FEES	46,078.	46,078.		0.
TO FORM 990-PF, PG 1, LN 16C	194,923.	133,723.		61,200.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	153,054.	14,320.		0.
TO FORM 990-PF, PG 1, LN 18	153,054.	14,320.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	6,930.	0.		6,930.
TELEPHONE	3,204.	0.		3,204.
INSURANCE	5,187.	0.		5,187.
OFFICE SUPPLIES	2,037.	0.		2,037.
UTILITIES	1,273.	0.		1,273.
RENOVATIONS & EQUIPMENT	1,395.	0.		1,395.
OTHER FEES	32,253.	18,502.		13,751.
IT CONSULTING	12,122.	0.		12,122.
GIFTS	476.	0.		0.
COMMUNICATIONS	23,614.	0.		23,614.
TO FORM 990-PF, PG 1, LN 23	88,491.	18,502.		69,513.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
FOREIGN TAX NOT DEDUCTED FOR BOOK	14,320.
PASS-THROUGH DISTRIBUTIONS	743,431.
BOOK-TAX DIFFERENCES DISPOSITION OF ASSETS	2,209,261.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,967,012.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
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DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCES INTEREST & DIVIDENDS FROM PASS-THROUGH PROGRAM RELATED INVESTMENT - DEEMED DISTRIBUTION	1,192,275.
	125,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,317,275.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WILMINGTON TRUST CO	COST	81,902,942.	87,316,723.
TOTAL TO FORM 990-PF, PART II, LINE 13		81,902,942.	87,316,723.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM-RELATED INVESTMENT	0.	125,000.	125,000.
TO FORM 990-PF, PART II, LINE 15	0.	125,000.	125,000.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KRISTINA L. WAHL 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	PRESIDENT, TREASURER, DIRE 40.00	222,500.	9,193.	0.
MATTHEW BERGHEISER 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
ROBERT L MCNEIL III 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	CHAIRMAN, DIRECTOR, BOARD 5.00	0.	0.	0.
PATRICK P. COYNE 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	ASST TREAS, DIRECTOR, BOAR 1.00	0.	0.	0.
JOANNA MCNEIL LEWIS 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
VICTORIA MCNEIL LE VINE 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	SECRETARY, DIRECTOR, BOARD 1.00	0.	0.	0.
DONNA M. DE CAROLIS 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
ERIC C. ANDERSEN 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
FRAZIERITA D. KLASSEN 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.
VALERIE V. GAY 200 W. LANCASTER AVENUE, SUITE 202 WAYNE, PA 19087	DIRECTOR, BOARD MEMBER 1.00	0.	0.	0.

THE BARRA FOUNDATION, INC

23-6277885

LAURA A. WILLIAMSON	DIRECTOR, BOARD MEMBER			
200 W. LANCASTER AVENUE, SUITE 202	1.00	0.	0.	0.
WAYNE, PA 19087				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>222,500.</u>	<u>9,193.</u>	<u>0.</u>
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

THOMAS SCATTERGOOD BEHAVIORAL HEALTH FOUNDATION

GRANTEE'S ADDRESSFRIENDS CENTER, 1501 CHERRY STREET
PHILADELPHIA, PA 19102

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
162,750.	06/17/15	162,750.	10/18/16

PURPOSE OF GRANT

BUILDING EVALUATION CAPACITY INITIATIVE

DATES OF REPORTS BY GRANTEE

10/31/16

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE GRANT ENABLED FIVE ORGANIZATIONS TO COMPLETE YEAR ONE OF THE BUILDING EVALUATION CAPACITY INITIATIVE (BECI). CONSULTATION SERVICES ARE PROVIDED BY THE CONSULTATION CENTER AT YALE UNIVERSITY AND THE SCATTERGOOD FOUNDATION IS THE PROGRAM'S LOCAL FISCAL AGENT. THE CONSULTATION CENTER REVIEWED ALL OF THE APPLICATIONS TO THE BECI PROGRAM AND THE FOLLOWING ORGANIZATIONS WERE SELECTED: WELCOMING CENTER, SCRIBE, NEED IN DEED, LA COMUNIDAD HISPANA, AND SMITH PLAYGROUND. DURING THE FIRST YEAR OF THE PROGRAM THE SELECTED ORGANIZATIONS RECEIVED: GROUP TRAINING OF FOUR HALF-DAYS WITH UP TO THREE STAFF PER ORGANIZATION; THREE INDIVIDUAL ORGANIZATION SESSIONS INCLUDING CONSULTATION AND TECHNICAL ASSISTANCE FOR UP TO EIGHT STAFF TO SUPPLEMENT GROUP SESSIONS; ONGOING PHONE AND EMAIL CONSULTATION TAILORED TO INDIVIDUAL ORGANIZATION NEEDS.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 14

DESCRIPTION

IN DECEMBER 2016, THE FOUNDATION ENTERED INTO AN AGREEMENT TO MAKE TWO LOANS TO NEW DAY CHESTER, INC. (212 WEST FRONT STREET SUITE 300 MEDIA, PA 19063) IN THE AMOUNT OF \$125,000 EACH (\$250,000 IN THE AGGREGATE), WITH A 4% SIMPLE INTEREST RATE CALCULATED ANNUALLY. THE FIRST INSTALLMENT ON THE LOAN WAS PAID IN DECEMBER 2016. THE PRINCIPAL AMOUNT OF THESE LOANS AND ANY UNPAID ACCRUED INTEREST IS DUE FIVE YEARS FROM THE DATE THE INSTALLMENT OF THE LOANS WERE PAID. THE LOANS ARE RESTRICTED FOR SPECIFIC USES.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

125,000.

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARRA FOUNDATION
WWW.BARRAFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

ALL LETTERS OF INQUIRY MUST BE SUBMITTED THROUGH AN ONLINE SYSTEM AT
WWW.BARRAFOUNDATION.ORG. THE LOI MUST INCLUDE INFORMATION ABOUT THE TYPE OF
THE REQUEST, TIMEFRAME, TARGETED AUDIENCE, ETC.

ANY SUBMISSION DEADLINES

NO FORMAL SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE RESTRICTED TO THE GREATER PHILADELPHIA REGION. THE PRIMARY FOCUS
OF THE FOUNDATION IS ON INNOVATION IN AND ACROSS THE FIELDS OF ARTS &
CULTURE, EDUCATION, HEALTH AND HUMAN SERVICES. PLEASE SEE
WWW.BARRAFOUNDATION.ORG FOR FURTHER INFORMATION.