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Return of Private Foundation

2016

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation BARR FOUNDATION, INC. C/O J. MCFERRAN BARR II		A Employer identification number 61-1361347
Number and street (or P O box number if mail is not delivered to street address) 9900 CORPORATE CAMPUS DRIVE, SUITE 2100	Room/suite	B Telephone number 502.327.5662
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40223		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,737,058. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	107,488.	107,488.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,980.			
	b Gross sales price for all assets on line 6a	185,893.			
	7 Capital gain net income (from Part IV, line 2)		17,980.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	125,468.	125,468.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,925.	0.		1,925.
	c Other professional fees	31,642.	31,392.		250.
	17 Interest				
	18 Taxes	3,251.	60.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	15.	0.		15.	
24 Total operating and administrative expenses. Add lines 13 through 23	36,833.	31,452.		2,190.	
25 Contributions, gifts, grants paid	255,000.			255,000.	
26 Total expenses and disbursements. Add lines 24 and 25	291,833.	31,452.		257,190.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<166,365.>				
b Net investment income (if negative, enter -0-)		94,016.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	106,266.	10,339.	10,339.
	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 6	95,572.	89,769.	89,967.
	b Investments - corporate stock STMT 7	1,852,474.	1,842,017.	3,726,333.
	c Investments - corporate bonds STMT 8	901,313.	851,015.	875,547.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	32,322.	32,322.	34,872.
	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)	2,987,947.	2,825,462.	4,737,058.	
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"/>			
	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	2,987,947.	2,825,462.	
30 Total net assets or fund balances	2,987,947.	2,825,462.		
31 Total liabilities and net assets/fund balances	2,987,947.	2,825,462.		

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	2,987,947.
2 Enter amount from Part I, line 27a	2	<166,365.>
3 Other increases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTIONS	3	3,880.
4 Add lines 1, 2, and 3	4	2,825,462.
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	2,825,462.

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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 SEE ATTACHMENT	P		
b SEE ATTACHMENT	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 49,324.		50,368.	<1,044.>
b 136,569.		117,545.	19,024.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<1,044.>
b			19,024.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,980.
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	255,174.	4,651,783.	.054855
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

2 Total of line 1, column (d)	2	.263297
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	.052659
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,707,144.
5 Multiply line 4 by line 3	5	247,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	940.
7 Add lines 5 and 6	7	248,813.
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	257,190.

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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	940.
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	940.
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	940.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,000.
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	2,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,060.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
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 ▶ N/A	X	
14 The books are in care of ▶ J MCFERRAN BARR II Telephone no. ▶ 502.327.5662 Located at ▶ 9900 CORPORATE CAMPUS DR, SUITE 2100, LOUISVILLE, ZIP+4 ▶ 40223		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 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? <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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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.) N/A	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 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	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 2016?	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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,626,459.
b Average of monthly cash balances	1b	152,367.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,778,826.
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	4,778,826.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,682.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,707,144.
6 Minimum investment return. Enter 5% of line 5	6	235,357.

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	235,357.
2a Tax on investment income for 2016 from Part VI, line 5	2a	940.	
b Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	940.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	234,417.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	234,417.	
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	234,417.	

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	257,190.
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	257,190.
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	940.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	256,250.

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				234,417.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	4,334.			
b From 2012	8,621.			
c From 2013	9,185.			
d From 2014	20,554.			
e From 2015	26,567.			
f Total of lines 3a through e	69,261.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 257,190.				
a Applied to 2015, 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 2016 distributable amount				234,417.
e Remaining amount distributed out of corpus	22,773.			
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:	92,034.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				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 2011 not applied on line 5 or line 7	4,334.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	87,700.			
10 Analysis of line 9:				
a Excess from 2012	8,621.			
b Excess from 2013	9,185.			
c Excess from 2014	20,554.			
d Excess from 2015	26,567.			
e Excess from 2016	22,773.			

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)

	Tax year		Prior 3 years		(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 10

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 11

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

c Any submission deadlines:

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

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

Form 990-PF (2016)

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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	ANNUAL FUND - OPERATIONAL SUPPORT	30,000.
BOYS & GIRLS CLUBS OF KENTUCKIANA 3200 GREENWOOD AVENUE LOUISVILLE, KY 40211	N/A	PUBLIC CHARITY	ANNUAL FUND - SUPPORT FOR AT-RISK CHILDREN	1,000.
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.

Form 990-PF (2016)

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

Table with 2 main columns: Question (1) and Yes/No. Sub-questions include transfers of cash, other assets, and other transactions.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is N/A.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is 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. Signature: [Signature] Date: 5/10/17 Title: PRESIDENT

Paid Preparer Use Only: Print/Type preparer's name: CHRISTINE N KOENIG; Preparer's signature: [Signature]; Date: 5.3.17; Check self-employed: []; PTIN: P01022180; Firm's name: DEMING MALONE LIVESAY & OSTROFF PSC; Firm's EIN: 61-1064249; Firm's address: 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187; Phone no.: (502) 426-9660

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	3,500.
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.
NATIONAL CENTER FOR FAMILIES LEARNING 325 W MAIN ST #300 LOUISVILLE, KY 40202	N/A	PUBLIC CHARITY	ANNUAL FUND - OPERATIONAL SUPPORT	5,000.
RANDOLPH-MACON COLLEGE 204 HENRY STREET ASHLAND, VA 23005	N/A	SCHOOL - PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	5,000.
RIVER FIELDS INC 643 WEST MAIN STREET LOUISVILLE, KY 40202	N/A	PUBLIC CHARITY	CONSERVATION EXPENSES	2,500.
Total from continuation sheets				207,000.

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
ROBERT MACHEMER FOUNDATION 928 PINEHURST DRIVE CHAPEL HILL, NC 27157	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATION, RESEARCH, TRAINING	5,000.
SCARLET HOPE INC. 2303 SYCAMORE AVENUE LOUISVILLE, KY 40206	N/A	PUBLIC CHARITY	ANNUAL FUND - TRANSITIONAL SUPPORT FOR WOMEN	35,000.
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	10,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	N/A	PUBLIC CHARITY	ANNUAL FUND - EDUCATIONAL	5,000.
WELLS COLLEGE 170 MAIN STREET AURORA, NY 13026	N/A	SCHOOL	ANNUAL FUND - EDUCATIONAL	3,500.
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	N/A	SCHOOL	ANNUAL FUND - EDUCATIONAL	10,000.
Total from continuation sheets				

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2016 EXCISE TAX ESTIMATES	2,000.	0.			0.
2015 EXCISE TAX	1,191.	0.			0.
FOREIGN TAXES	60.	60.			0.
TO FORM 990-PF, PG 1, LN 18	3,251.	60.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
KENTUCKY STATE FILING FEE	15.	0.			15.
TO FORM 990-PF, PG 1, LN 23	15.	0.			15.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	X		89,769.	89,967.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			89,769.	89,967.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			89,769.	89,967.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHED SCHEDULE	1,842,017.	3,726,333.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,842,017.	3,726,333.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	851,015.	875,547.
TOTAL TO FORM 990-PF, PART II, LINE 10C	851,015.	875,547.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED SCHEDULE	COST	32,322.	34,872.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,322.	34,872.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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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 11

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.)

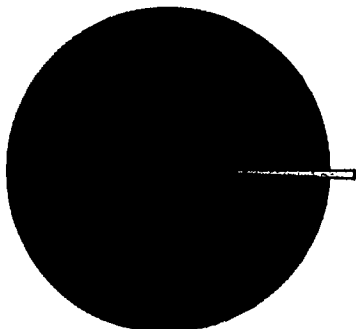
ACCOUNT STATEMENT

ACCOUNT NUMBER: XXXXXXXXXX
 DECEMBER 01, 2016 TO DECEMBER 31, 2016

ASSET DETAIL

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
FED GOVT OBL TAX MGD FD 637		386.86		0.43	0.11
		386.86	1.00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	386.86		0.43	0.11
		386.86			
TOTAL CASH AND EQUIVALENTS		386.86		0.43	0.11
		386.86			

EQUITY DIVERSIFICATION SUMMARY

SECURITY TYPE	MARKET VALUE	PERCENT
 COMMON STOCK	3,726,332.61	99.1%
MUTUAL FUNDS - EQUITY ETF	34,872.00	0.9%
Total	3,761,204.61	100.0%

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
COMMON STOCK						
ENERGY						
EXXON MOBIL CORP	XOM	2,490.000	224,747.40 228,697.57	90.26 91.85	7,470.00	3.32
WORLD FUEL SERVICES CORP	INT	2,300.000	105,593.00 91,713.94	45.91 39.88	552.00	0.52
TOTAL ENERGY		SUB-TOTAL	330,340.40 320,411.51		8,022.00	2.43
INDUSTRIALS						
DOVER CORPORATION	DOV	1,300.000	97,409.00 42,673.20	74.93 32.83	2,288.00	2.35
FASTENAL COMPANY	FAST	2,400.000	112,752.00 42,312.69	46.98 17.63	2,880.00	2.55

ACCOUNT STATEMENT

PAGE 3

ACCOUNT NUMBER [REDACTED]

DECEMBER 01, 2016 TO DECEMBER 31, 2016



ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
GENERAL ELECTRIC CO	GE	2,400.000	75,840.00 73,078.00	31.60 30.45	2,304.00	3.04
LANDSTAR SYSTEMS INC	LSTR	1,300.000	110,890.00 53,073.80	85.30 40.83	468.00	0.42
TOTAL INDUSTRIALS		SUB-TOTAL	396,891.00 211,137.69		7,940.00	2.00
CONSUMER DISCRETIONARY						
CABELA'S INC	CAB	900.000	52,695.00 52,088.89	58.55 57.88		
COACH INC	COH	1,000.000	35,020.00 47,240.20	35.02 47.24	1,350.00	3.85
COTY INC CLASS A COMMON STOCK	COTY	968.000	17,724.08 276.32	18.31 0.29	121.00	0.68
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	105,439.08 99,605.41		1,471.00	1.40
CONSUMER STAPLES						
CVS HEALTH CORPORATION	CVS	2,000.000	157,820.00 31,181.00	78.91 15.59	4,000.00	2.53
KRAFT HEINZ CO	KHC	833.000	72,737.56 23,660.48	87.32 28.40	1,999.20	2.75
MONDELEZ INTERNATIONAL INC	MDLZ	2,300.000	101,959.00 40,135.10	44.33 17.45	1,748.00	1.71
PEPSICO INC	PEP	1,100.000	115,093.00 56,931.09	104.63 51.76	3,311.00	2.88
PROCTER & GAMBLE CO	PG	1,403.000	117,964.24 1,563.41	84.08 1.11	3,757.23	3.19
J M SMUCKER COMPANY	SJM	114.000	14,598.84 77.73	128.06 0.68	342.00	2.34
WAL-MART STORES	WMT	1,700.000	117,504.00 84,894.79	69.12 49.94	3,400.00	2.89
WALGREENS BOOTS ALLIANCE INC	WBA	1,300.000	107,588.00 2,480.23	82.76 1.91	1,950.00	1.81
TOTAL CONSUMER STAPLES		SUB-TOTAL	805,264.64 240,923.83		20,507.43	2.55
FINANCIALS						
AMERICAN EXPRESS	AXP	900.000	66,672.00 72,470.61	74.08 80.52	1,152.00	1.73
BERKSHIRE HATHAWAY INC CL - B	BRK.B	2,250.000	366,705.00 94,390.70	162.98 41.95		
TOTAL FINANCIALS		SUB-TOTAL	433,377.00 166,861.31		1,152.00	0.27

00017589

ACCOUNT STATEMENT

PAGE 4

ACCOUNT NUMBER: ██████████

DECEMBER 01, 2016 TO DECEMBER 31, 2016

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TECHNOLOGY						
ALPHABET INC CL C	GOOG	150 000	115,773.00 43,734.49	771.82 291.56		
ALPHABET INC CL A	GOOGL	150.000	118,867.50 43,746.79	792.45 291.65		
CISCO SYSTEMS INC	CSCO	2,100.000	63,462.00 35,376.81	30.22 16.85	2,184.00	3.44
CORNING INCORPORATED	GLW	3,800.000	92,226.00 49,776.58	24.27 13.10	2,052.00	2.22
MICROSOFT CORP	MSFT	5,400.000	335,556.00 136,744.64	62.14 25.32	8,424.00	2.51
PAYCHEX INC	PAYX	3,900.000	237,432.00 100,522.75	60.88 25.78	7,176.00	3.02
WESTERN UNION CO	WU	4,600.000	99,912.00 80,945.34	21.72 17.60	2,944.00	2.95
TOTAL TECHNOLOGY		SUB-TOTAL	1,063,228.50 490,847.40		22,780.00	2.14
HEALTHCARE						
JOHNSON & JOHNSON	JNJ	1,500.000	172,815.00 78,281.00	115.21 52.19	4,800.00	2.78
PFIZER INC	PFE	1,319.000	42,841.12 37,508.33	32.48 28.44	1,688.32	3.94
STRYKER CORP	SYK	1,000.000	119,810.00 37,362.45	119.81 37.36	1,700.00	1.42
WATERS CORP	WAT	1,200.000	161,268.00 62,778.24	134.39 52.32		
ZOETIS INC	ZTS	179.000	9,581.87 6,161.37	53.53 34.42	75.18	0.78
MEDTRONIC PLC	MDT	1,200.000	85,476.00 90,138.00	71.23 75.12	2,064.00	2.41
TOTAL HEALTHCARE		SUB-TOTAL	591,791.99 312,229.39		10,327.50	1.75
TOTAL COMMON STOCK		SUB-TOTAL	3,726,332.61 1,842,016.54		72,199.93	1.94
MUTUAL FUNDS - EQUITY ETF						
MF INTERNATIONAL - BLEND						
VANGUARD FTSE PACIFIC ETF	VPL	600.000	34,872.00 32,321.94	58.12 53.87	924.00	2.65
TOTAL MF INTERNATIONAL - BLEND		SUB-TOTAL	34,872.00 32,321.94		924.00	2.65
TOTAL MUTUAL FUNDS - EQUITY ETF		SUB-TOTAL	34,872.00 32,321.94		924.00	2.65
TOTAL EQUITIES			3,761,204.61 1,874,338.48		73,123.93	1.94

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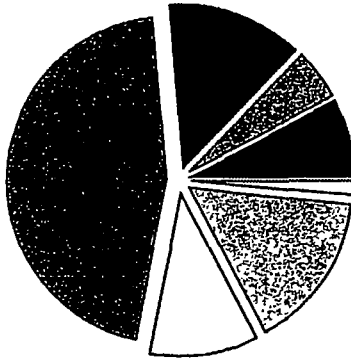
ACCOUNT NUMBER: [REDACTED]

DECEMBER 01, 2016 TO DECEMBER 31, 2016



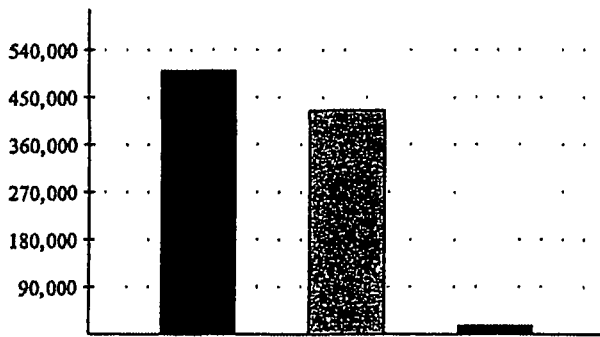
ASSET DETAIL (CONTINUED)

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aaa	75,363.75	7.8%
Aa1	48,686.00	5.0%
Aa2	130,708.00	13.5%
A1	440,169.00	45.6%
A3	104,614.00	10.9%
Baa1	151,369.50	15.7%
NOT RATED	14,603.15	1.5%
Total	965,513.40	100.0%

BOND MATURITY SUMMARY



YEARS TO MATURITY	PAR VALUE	PERCENT
LESS THAN 5 YEARS	500,000.00	53.2%
5-10 YEARS	425,000.00	45.2%
15+ YEARS	14,814.19	1.6%
Total	939,814.19	100.0%

AVERAGE TIME TO MATURITY: 5.4 YEARS

CURRENT YIELD: 3.77%

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	75,363.75 75,273.46	100.49 100.36	3,750.00	4.98 0.92
FREDDIE MAC SERIES 4032 DTD 04/30/2012 2% 10/15/2041		14,814.190	14,603.15 14,495.22	98.58 97.85	296.28	2.03 2.34
TOTAL GOVERNMENT BONDS		SUB-TOTAL	89,966.90 89,768.68		4,046.28	4.50

00017591

ACCOUNT STATEMENT

ACCOUNT NUMBER: XXXXXXXXXX

DECEMBER 01, 2016 TO DECEMBER 31, 2016

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
AFLAC INC DTD 02/10/2012 4% 02/15/2022	A3	50,000.000	52,878.00 50,042.06	105.76 100.08	2,000.00	3.78 2.79
APPLE INC 05/03/2013 2.4% 05/03/2023	Aa1	50,000.000	48,686.00 46,514.83	97.37 93.03	1,200.00	2.46 2.86
BEAR STEARNS COLLATERAL TYPE SUB NOTES DTD 11/22/2006 5.55% 01/22/2017	Baa1	50,000.000	50,098.00 49,941.86	100.20 99.88	2,775.00	5.54 2.28
BERKSHIRE HATHAWAY DTD 01/11/2011 4.25% 01/15/2021	Aa2	50,000.000	53,887.00 49,374.61	107.77 98.75	2,125.00	3.94 2.23
BLACKROCK INC DTD 05/24/2011 4.25% 05/24/2021	A1	50,000.000	53,806.50 49,845.51	107.61 99.69	2,125.00	3.95 2.42
CHEVRON CORP DTD 06/24/2013 3.191% 06/24/2023	Aa2	75,000.000	76,821.00 74,557.54	102.43 99.41	2,393.25	3.12 2.78
EBAY INC DTD 10/28/10 3.25% 10/15/2020-2020	Baa1	50,000.000	51,175.50 50,671.22	102.35 101.34	1,625.00	3.18 2.59
EBAY INC DTD 07/28/2014 2.875% 08/01/2021	Baa1	50,000.000	50,096.00 49,905.06	100.19 99.81	1,437.50	2.87 2.83
GENERAL ELECTRIC CAPITAL CORP DTD 10/17/11 4.65% 10/17/2021	A1	75,000.000	82,270.50 77,044.19	109.69 102.73	3,487.50	4.24 2.49
GENERAL ELECTRIC CAPITAL CORP DTD 01/08/2013 3.1% 01/09/2023	A1	50,000.000	50,674.00 50,013.84	101.35 100.03	1,550.00	3.06 2.85
THE HERSHEY COMPANY DTD 08/21/2015 3.2% 08/21/2025	A1	50,000.000	50,444.00 49,864.33	100.89 99.73	1,600.00	3.17 3.08
ORACLE CORP DTD 05/05/2015 2.5% 05/15/2022-2022	A1	50,000.000	49,653.00 51,385.91	99.31 102.77	1,250.00	2.52 2.64
PEPSICO INC DTD 05/28/08 5% 06/01/2018	A1	50,000.000	52,509.00 49,895.21	105.02 99.79	2,500.00	4.76 1.42
US BANCORP ISSUED 07/23/2012 2.95% 07/15/2022-2022	A1	50,000.000	50,296.50 49,956.46	100.59 99.91	1,475.00	2.93 2.83
WELLS FARGO & CO DTD 08/15/2013 4.125% 08/15/2023	A3	50,000.000	51,736.00 50,583.25	103.47 101.17	2,062.50	3.99 3.53
WYETH DTD 03/27/2007 5.45% 04/01/2017	A1	50,000.000	50,515.50 51,419.30	101.03 102.84	2,725.00	5.39 1.34
TOTAL CORPORATE BONDS			SUB- TOTAL		32,330.75	3.69
TOTAL FIXED INCOME			965,513.40		36,377.03	3.77
			940,783.86			
TOTAL PRINCIPAL ASSETS			4,727,104.87		109,501.39	2.32
			2,815,509.20			

ACCOUNT STATEMENT

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ACCOUNT NUMBER: [REDACTED]

DECEMBER 01, 2016 TO DECEMBER 31, 2016

ASSET DETAIL - INCOME ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS				
MONEY MARKET FUNDS				
FED GOVT OBL TAX MGD FD 637	9,952.63 9,952.63	1.00	10.95	0.11
TOTAL MONEY MARKET FUNDS	SUB- TOTAL		10.95	0.11
	9,952.63 9,952.63			
TOTAL CASH AND EQUIVALENTS			10.95	0.11
	9,952.63 9,952.63			
TOTAL INCOME ASSETS			10.95	0.11
	9,952.63 9,952.63			