

E.S. BARR & COMPANY

1999 RICHMOND ROAD, SUITE 1B

LEXINGTON, KENTUCKY 40502

859.266.1300

www.esbarr.com

MARCH 31, 2017

PART 2A OF FORM ADV: FIRM BROCHURE

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This Brochure provides information about the qualifications and business practices of E.S. Barr & Company. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at 859.266.1300 or email shannon.bradbury@esbarr.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

E.S. Barr & Company is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about E.S. Barr & Company is also available on the SEC's website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

There are no material changes as of March 31, 2017.

In the future, if there are material changes that are made to this Brochure, we will provide clients with a summary of such changes in this section.

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ADVISORY BUSINESS

E. S. Barr & Company is a registered investment advisor established in 1992. E.S. Barr Holdings, LLC owns 100% of the company. Edward S. Barr is the principal owner of the holding company.

We offer investment management services to our clients. Our primary goal is to deliver superior risk adjusted investment returns. We strive to provide such returns with the primary emphasis on the preservation of capital.

When meeting with potential clients, we discuss our investment philosophy to confirm we are an appropriate fit with the client's investment philosophy. We also discuss the client's needs, goals, and level of risk tolerance to determine an appropriate asset allocation and to agree on any adjustments to our general approach to portfolio management. For instance, the client may impose restrictions on investing in certain securities or types of securities.

As of December 31, 2016, our discretionary assets under management were approximately \$1,048,444,625.

FEES AND COMPENSATION

E.S. Barr & Company will provide investment management services to new clients with fees to be charged at the following annual percentage of assets under management effective March 31, 2011:

Portfolio Value:

less than \$500,000	1.25%
\$500,000 to \$1,000,000	1.00%
\$1,000,000 to \$4,000,000	.75%
\$4,000,000 and above	.50%

Fees are billed on the first of January and July in advance. Although we prefer fees to be deducted from the client's account, the client may request to be billed. Fees are generally not negotiable and are subject to the approval of management. Clients operating under a previous fee schedule may be grandfathered at management's discretion. The investment management agreement between us and our clients may be canceled by either party pursuant to the terms of the Advisory Agreement. A refund of pre-paid management fees will be available for the period between (i) 30 days following notification from a client of a desire to terminate, and (ii) the next billing period, on a pro-rata basis.

Clients may incur certain charges imposed by custodians, brokers, third party investments, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and

securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive, in addition to E.S. Barr & Company's fee, and E.S. Barr & Company does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that E.S. Barr & Company considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Qualified investors, at the discretion of management, may choose to invest in Sandfly Partners, Ltd. The management fee for the fund is .75% along with an incentive fee of 15% of all profits above a 5% return in a given year.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

E.S. Barr & Company does not receive performance based fees from its Advisory clients. E.S. Barr & Company only charges Advisory client's asset-based fees.

The President of E.S. Barr & Company also engages in a partnership and investment advisory role for Sandfly Partners, Ltd. There may be conflicts of interest over time devoted by the executive officer to managing any one account of E.S. Barr & Company and time devoted to managing the account of the LP. In addition, Sandfly Partners, Ltd. may pay performance based fees on top of management fees as noted above. Therefore, a conflict of interest may exist between our desires to increase the performance for Sandfly Partners, Ltd. versus that of our clients. We attempt to resolve all such conflicts in a manner that is generally fair to our clients. However, it is the responsibility of each client to determine if we are devoting sufficient time to their account.

Pertaining to any specific holding at a specific point in time, a determination is made regarding the appropriateness for inclusion in the Sandfly Partners account, the separately managed accounts, or both. Criteria for consideration include, but are not limited to: liquidity, market capitalization, level of comfort regarding fair value estimate, and perceived risk/return profile. If a security is deemed to be appropriate for both Sandfly and the managed accounts, then the pro-rata allocation of shares as described more fully in the discussion of block trades, will likely take place.

TYPES OF CLIENTS

E.S. Barr & Company provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, hedge funds, and corporations.

Although the minimum requirement to maintain an account is \$500,000, we have discretion to accept a lesser amount. The minimum may be achieved by aggregating multiple accounts from the same party at the sole discretion of management.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

At E.S. Barr & Company, we employ a patient, disciplined fundamental value investment approach. Our research driven investment process has been consistently applied since our founding in 1992. Our universe of available equity investment ideas is not artificially constrained by industry or benchmark. However, because of liquidity concerns within our managed accounts, we will generally, but not always, only consider companies with market capitalizations in excess of \$400 million. We utilize a variety of sources to identify attractive investments. These include our own screens, reading of various periodicals, attending conferences, and discussions with like-minded investors, industry participants, and company managements. To protect against miscalculation or unknowable events, we attempt to purchase securities when the market price offers a wide margin of safety versus our estimate of the intrinsic value of the underlying business. We may sell when our investment thesis changes or when the market price fully reflects or exceeds the intrinsic value of the underlying business. Our process for identifying attractive fixed-income securities is generally the same as our process for identifying attractive equity securities. Investing in equity and fixed-income securities may involve the risk of loss of some or all of a client's original investment, which the client should be prepared to bear.

DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of E.S. Barr & Company or the integrity E.S. Barr & Company's management. No disciplinary action has ever been taken against E.S. Barr & Company.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Clients choosing AGC Advisory as their custodian should know that the son of a minority shareholder and director of our parent company is an owner of AGC Advisory. The AGC Advisory owner may benefit from the commissions or custodial fees paid, if any, to AGC Advisory by our clients. Because of this potential conflict of interest involving the use of AGC Advisory, our clients may wish to consider whether alternative custodial arrangements would result in lower transactional costs in their securities transactions.

CODE OF ETHICS

We have implemented a Code of Ethics, designed to comply with rule 204A-1 under the Investment Advisors Act of 1940. This code establishes rules of conduct for all employees of E.S. Barr & Company and, among other things, governs personal securities trading activities in the accounts of employees. The code is designed to ensure that the high ethical standards long maintained by the company continue to be applied and contains provisions reasonably designed to detect and prevent violations of the code and the Advisors Act.

In meeting fiduciary responsibilities to our clients, we expect every employee to demonstrate the highest standards of ethical conduct for continued employment with our company. Shannon Bradbury has been designated as our Chief Compliance Officer and is responsible for ensuring all employees know and follow this Code. Provisions in the code include: prohibition against insider trading, personal securities transactions, protecting the confidentiality of client information, and reporting violations. A copy of our Code of Ethics is available upon request.

E.S. Barr & Company may purchase or sell securities for our clients which our company and/or employees own, have owned, or may own. We have adopted procedures regarding personal trading by employees that are designed to detect and prevent abuses that could occur as a result of the potential conflict of interest involved in such personal trading. Employees are required to obtain written pre-clearance from Edward Barr for each personal transaction in securities other than money market funds, U.S. Government Securities, and mutual funds. If Edward Barr is unavailable, the Chief Compliance Officer will review the pre-clearance approvals for employees. The pre-clearance process is designed to allow priority for client orders. In addition, employees provide a duplicate statement of all related accounts and report their personal transactions in securities on a quarterly basis. Employees are also instructed to place individual, non-aggregated orders, after 3:00 p.m. Any partnership accounts in which our personnel may have a pecuniary interest would not be subject to the 3:00 p.m. time constraint. We do allow employee and related accounts of employees to participate in aggregate orders and to participate in secondary public offerings allocated along with our client accounts. In addition, partnership accounts, namely Sandfly Partners, where employees can have a pecuniary interest, may participate in initial public offerings where the company in question may be too risky, in the view of the registrant, for the client base of E.S. Barr & Company. This can likewise extend to private placements that may require capital on call and exhibit little, if any, daily liquidity.

When dealing with many individual accounts, it remains possible (for a myriad of reasons) that personal transactions on the part of our personnel could occur prior to a client transaction. In E.S. Barr & Company's view, transactions by personnel

are generally limited and unlikely to affect a market in an individual security/company.

BROKERAGE PRACTICES

We generally recommend Alex Brown, a division of Raymond James, or Charles A. Schwab, Inc. to clients seeking a custodian, but in no way, is it a requirement. Firms acting in a custodial capacity will generally derive greater total commissions than those executing transactions only in a noncustodial/brokerage capacity. Our firm does not share in any portion of the brokerage fees/transaction charges imposed by any broker or custodian. The commission/transaction fees charged by the custodian that we may recommend may be higher or lower than those charged by other broker-dealers/custodians. We often negotiate lower commissions through volume or aggregate/bunch order entry.

E.S. Barr & Company may bunch or aggregate orders for our clients and may allocate the aggregate in the manner in which we deem appropriate. If we choose to bunch an order, prior to entering the order, we prepare a list specifying the client accounts participating in the order and how we intend to aggregate the order among those clients. In the event that the order is only partially filled, we will allocate securities purchased or sold among clients in proportion to the total number of shares sought to be purchased or sold for such clients. Clients may or may not receive a pro rata allocation of an aggregated order in instances where their pro-rata share is a *de minimis* amount or if we have used another equitable method to allocate the aggregated order. For example, accounts with relatively high cash balances may receive preference for buy allocations while those with relatively low cash balances may be preference for sell allocations. Clients should recognize that transactions in a specific security may not be executed for all advisory accounts at the same time or at the same price on a specific day.

In conducting certain transactions, we may utilize securities firms other than the custodian in an effort to obtain best execution, access to research reports, conferences, and related services. The custodian will assess an away trade settlement fee on any account transaction executed through a third-party broker. Such practice may increase the transaction costs to our clients.

Research and related services furnished by brokers may include written information and analysis concerning specific securities, companies or sectors, market, financial and economic studies or forecasts, statistics and pricing services, conferences, as well as discussions with research personnel. Our relationship with broker/dealers that provide research and other services to us may influence our selection of broker/dealers and thereby create a conflict of interest.

E.S. Barr & Company does not attempt to place a specific dollar value on the services rendered by brokers, or to allocate the relative costs or benefits of those

services among our clients, believing that the research and services received from any brokers are, in the aggregate, of assistance to us in fulfilling our overall duty to our clients. We may select broker/dealers where the client pays commissions in excess of the amount other broker/dealers would have charged for executing such transactions. This based upon our good faith determination that such commissions are reasonable in relation to the value of the brokerage and/or for research services provided by such broker/dealers.

We may use research products or services furnished by broker/dealers to service any or all of our clients. In the event we receive products or services from broker/dealers which we use for purposes in addition to research activities, we make a good faith effort to determine the relative proportion of any such "mixed use" products or services attributable to our clients' brokerage.

We do not utilize formal procedures in order to allocate commissions to certain firms that are not acting in a custodial capacity, but rather, periodically consider (on a subjective basis) various factors in ascertaining whether such relationship is productive for all parties. Consistent with obtaining best execution, transaction cost is but one component factor considered by us in the selection of brokers to execute transactions on behalf of our clients. We seek the best overall terms available in light of the following additional factors: the ability to execute promptly and reliably at favorable prices; operational efficiency with which transactions are executed (including operational back-up); the quality, availability (including via the Internet), comprehensiveness and frequency of research; commission rates compared with other brokers satisfying our other selection criteria; willingness to act as a custodian when or if necessary; ability to execute block trades; and willingness, if any, to execute away trades" on behalf of clients (i.e. trades made by a broker who is not the custodian for the client in question).

Some clients, when entering an advisory relationship, instruct us to execute transactions for their account through a specific broker or dealer. In the event that a client directs us to use a particular broker, the client has the sole responsibility for negotiating commission rates and other transaction costs with the directed broker; thus, a disparity may exist between the commissions borne by our client and other clients who do not direct us to a specific broker/dealer. Further, some brokers assess minimum transaction charges which may be disadvantageous to our client. The client may also forego benefits that we may be able to obtain for our other clients through, for example, negotiation of volume discounts or block trades. In addition, the execution of orders for clients who designate the use of a particular broker may or may not be delayed until the execution of non-broker directed client orders has been completed. Accordingly, broker directed transactions may be subject to price movements that may result in the client receiving a price that is less favorable than the price obtained for non-broker directed orders.

As a fiduciary, E.S. Barr & Company has the responsibility to effect orders correctly, promptly and in the best interests of our clients. Nevertheless, E.S. Barr & Company may commit an error in the process of providing services to its clients, for example by executing a security purchase when a sale was intended. In the event any error occurs in the handling of any client transactions, E.S. Barr & Company's policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting our company in any way.

If the error results from E.S. Barr & Company's gross negligence, willful misconduct or violation of applicable law, any such client transaction will be corrected, and E.S. Barr & Company will be responsible for any client loss resulting from such inaccurate or erroneous order. If there is a gain on the trade due to the error, the client shall keep the gain.

While E.S. Barr & Company is responsible for its own errors, it will not be responsible to correct the errors of third parties, such as broker/dealers, unless E.S. Barr & Company has expressly assumed this obligation. Should an error be caused by a third party, such as a broker/dealer, such third party's policy on trade errors will be followed. E.S. Barr & Company will generally make reasonable efforts to attempt to have a third party correct any error the third party has caused, and E.S. Barr & Company may in its sole and absolute discretion decide to provide assistance to the third party in connection with the correction of the error committed by such third party.

If a trade is allocated incorrectly during the "bunching" or "block trade" process, E. S. Barr & Co. will attempt to reallocate the trade using the intended allocation methodology. The executing broker policies will be followed regarding reallocation procedures.

REVIEW OF ACCOUNTS

E.S. Barr & Company intends to review each account on a regular basis. Review of accounts will be performed by Edward S. Barr, President and/or Michael S. Potapov. Account review/management is a collaborative effort with discussions of the overall market, portfolio composition, industry concentration, and discussion and analysis of individual securities and their merit for inclusion into certain portfolios. Such discussion and analysis takes place on an ongoing basis.

In addition, E.S. Barr & Company sends quarterly letters to clients, and the semi-annual letter may also include investment performance. The purpose of these letters is to provide a general overview of economic and market conditions and may also include a description of the investment merit of a particular industry, company, or number of companies.

CLIENT REFERRALS AND OTHER COMPENSATION

E.S. Barr & Company does not have any arrangements to compensate anyone for client referrals at present, but reserves the right to do so at our discretion.

CUSTODY

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains the client's investment assets. E.S. Barr & Company urges clients to carefully review such statements and compare such official custodial records to the account statements that we can provide to clients upon request. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

INVESTMENT DISCRETION

E.S. Barr & Company is considered to have discretion of an account once a client signs the E.S. Barr & Company Investment Advisory Agreement. Based on the Advisory client's investment objectives, E.S. Barr & Company has the authority to make continuous investment decisions for its Advisory clients. When selecting securities and determining amounts, E.S. Barr & Company does observe the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions may be provided verbally or in writing.

VOTING CLIENT SECURITIES

As a matter of firm policy and practice, E.S. Barr & Company does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. E.S. Barr & Company may provide advice to clients regarding the clients' voting of proxies.

FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about E.S. Barr & Company's financial condition. E.S. Barr & Company has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

N/A

PRIVACY NOTICE

This Privacy Notice sets forth our policies with respect to nonpublic personal information of investors, prospective investors and former investors. We at E.S. Barr & Company have always worked hard to maintain the highest standards of confidentiality and to respect the privacy of our client relationships. We are providing this Privacy Notice to all of our clients in accordance with Title V of the Gramm-Leach-Bliley Act of 1999 and its implementing regulations. This notice supplements any privacy policies or statements that we, or our custodians, may provide in connection with products or services provided.

Information We Collect- The nonpublic personal information we collect about you comes primarily from the account applications or other forms you submit to us. We may also collect information about you from your transactions and experiences with us, or from your custodian.

Our Disclosure Policy- We do not disclose your personal nonpublic information to anyone, other than your custodian, except as per your request or as permitted by law.

Information on Security Policy- Due to the small number of employees, everyone at E.S. Barr & Company plays a key role in the management and administration of your account(s). Therefore, we all have access to nonpublic personal information. However, we are extremely selective in whom we choose to represent our company through employment, and our employees adhere to strict confidentiality requirements. In addition, we maintain physical, electronic and procedural safeguards to guard your nonpublic personal information.

BROCHURE SUPPLEMENT

EDWARD S. BARR

E.S. BARR & COMPANY

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LEXINGTON, KENTUCKY 40502

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This brochure supplement provides information about E.S. Barr & Company employees that supplements the E.S. Barr & Company brochure. You should have received a copy of that brochure. Please contact Shannon Bradbury if you did not receive our brochure or if you have any questions about the contents of this supplement.

MARCH 31, 2017

Educational Background and Business Experience

Edward S. Barr (1959)	
President, E.S. Barr & Company	9/92 – Present
Executive Vice President, First Security National Bank & Trust Company	8/91 – 9/92
University of Kentucky, B.B.A. Finance	
Shannon Bradbury (1967)	
Chief Compliance Officer, E.S. Barr & Company	6/06 - Present
Assistant Vice President, Fifth Third Bank	1/89 – 6/06
Eastern Kentucky University, B.A. Paralegal Science	
Joseph Ryan Kelsch (1991)	
Client Services, E.S. Barr & Company	05/14 – Present
Commercial Credit Analyst, U.S. Bank	05/13 – 05/14
Transylvania University, B.A. Business Administration (Finance) and Accounting	
John Maddox (1960)	
Client Services, E.S. Barr & Company	06/94 – Present
Vice President, First Security National Bank & Trust Company	06/87 – 06/94
University of Kentucky, B.B.A. Finance	
Michael S. Potapov, CFA (1983)	
Analyst/Portfolio Manager, E.S. Barr & Company	5/06 – Present
Financial Advisor, Dupree Financial Group	6/04 – 5/06
Georgetown College, B.A. Commerce (Language & Culture) and Music	

CFA Charter Financial Advisor Statement for SEC Form ADV

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charter holders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charter holders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charter holders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools,

ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

Disciplinary Information

No disciplinary action has ever been taken against E.S. Barr & Company or an employee of E.S. Barr & Company.

Other Business Activities

The President of E.S. Barr & Company also engages in a partnership and investment advisory role for the LP, Sandfly Partners, Ltd. There may be conflicts of interest over time devoted by the executive officer to managing any one account of E.S. Barr & Company and time devoted to managing the account of the LP. In addition, Sandfly Partners, Ltd. may pay performance based fees on top of management fees. Therefore, a conflict of interest may exist between our desires to increase the performance for the Sandfly Partners, Ltd. versus that of our clients. We attempt to resolve all such conflicts in a manner that is generally fair to our clients. However, it is the responsibility of each client to determine if we are devoting sufficient time to their account.

Additional Compensation

We currently do not have a program directly compensating employees for sales or client referrals.

Supervision

Edward S. Barr is the President of the company. Mr. Barr and Michael Potapov, CFA, coordinate investment advice provided to clients. Ultimately, Mr. Barr is responsible for supervision of the individual providing investment advice to clients. Shannon Bradbury, Chief Compliance Officer, monitors personal securities transactions, annual compliance reviews including the forensic testing, and adherence to the company's compliance program and code of ethics of E.S. Barr & Company. They can be reached at 859.266.1300.