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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending

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

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of foundation <b>The Barry Foundation</b>		<b>A</b> Employer identification number <b>20-5767275</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see the instructions) <b>(701) 356-7810</b>
	P.O. Box 2112		
	City or town	State ZIP code	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
	<b>Fargo</b>	<b>ND 58107</b>	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			<b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ <b>38,413,391.</b>	<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>F</b> 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) (see the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc. received (att sch)	0.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	651,057.	651,057.		
4 Dividends and interest from securities	216,243.	216,243.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	-9,357,491.			
b Gross sales price for all assets on line 6a	16,530,188.			
7 Capital gain net income (from Part IV, line 2)		814,859.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 <b>Total.</b> Add lines 1 through 11	-8,490,191.	1,682,159.		
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc.	118,010.			118,010.
14 Other employee salaries and wages	7,779.			7,779.
15 Pension plans, employee benefits	4,804.			4,804.
16a Legal fees (attach schedule) L-16a Stmt	1,363.			1,363.
b Accounting fees (attach sch) L-16b Stmt	8,550.			8,550.
c Other prof fees (attach sch) L-16c Stmt	11,058.			11,058.
17 Interest	0.			0.
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	26,636.			9,814.
19 Depreciation (attach sch) and depletion L-19 Stmt	7,681.			
20 Occupancy	5,111.			5,111.
21 Travel, conferences, and meetings	20,472.			20,472.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	23,245.			23,245.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	234,709.			210,206.
25 Contributions, gifts, grants paid	3,254,422.			3,254,422.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	3,489,131.			3,464,628.
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b>	-11,979,322.			
b <b>Net investment income</b> (if negative, enter 0)		1,682,159.		
c <b>Adjusted net income</b> (if negative, enter -0)				

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	30,544,278.	30,397,375.	30,397,375.
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		3,178.	3,178.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	20,708,445.	8,782,203.	7,994,760.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis	27,145.			
Less accumulated depreciation (attach schedule) L-14 Stmt	16,567.	17,874.	10,578.	
15 Other assets (describe L-15 Stmt)	7,500.	7,500.	7,500.	
16 <b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item i)	51,278,097.	39,200,834.	38,413,391.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses	99,729.	1,788.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	99,729.	1,788.	
<b>N E T F U N D A S S E T B A L A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, building, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	51,178,368.	39,199,046.	
	30 <b>Total net assets or fund balances</b> (see the instructions)	51,178,368.	39,199,046.	
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	51,278,097.	39,200,834.	

**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	51,178,368.
2 Enter amount from Part I, line 27a	2	-11,979,322.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	39,199,046.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	39,199,046.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Certificate of Deposit - M&I Bank		P	12/31/08	07/31/09
b Certificate of Deposit - US Trust		P	11/06/08	02/04/09
c 4000 WFC January 2009 call options		P	12/17/08	01/16/09
d 466,100 shares Wells Fargo & Co.		D	various	02/18/09
e 19,910 shares Wells Fargo & Co.		P	09/12/06	02/17/09

(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 7,500,000.		7,500,000.	0.
b 2,000,000.		2,000,000.	0.
c 461,437.		0.	461,437.
d 6,281,602.		840,148.	5,441,454.
e 287,148.		5,375,180.	-5,088,032.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			0.
b			0.
c			461,437.
d 0.	0.	0.	5,441,454.
e			-5,088,032.

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	814,859.
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) (see the instructions) If (loss), enter -0- in Part I, line 8 ]	3	

**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 (column (b) divided by column (c))
2008	2,676,156.	47,522,873.	0.056313
2007	2,851,601.	55,000,003.	0.051847
2006	2,654,037.	50,036,058.	0.053042
2005	1,359,885.	35,995,107.	0.037780
2004	1,105,664.	26,204,859.	0.042193

2 Total of line 1, column (d)	2	0.241175
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	0.048235
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	39,558,064.
5 Multiply line 4 by line 3	5	1,908,083.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,822.
7 Add lines 5 and 6	7	1,924,905.
8 Enter qualifying distributions from Part XII, line 4	8	3,465,013.

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.

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

1 a 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 instr.)			
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	16,822.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	16,822.
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	16,822.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	20,000.	
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	20,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	3,178.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	3,178.	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ND – North Dakota		
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? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Trudy Wilmer</u> Telephone no <u>(701) 356-7805</u> Located at <u>3801 20th Street North, Fargo, ND</u> ZIP + 4 <u>58102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

**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
<b>1 a</b> 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 checked="" type="checkbox"/> Yes <input 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>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
<b>c</b> 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 2009?	1 c	X
<b>2</b> 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)).		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b> 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>b</b> If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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 2009?	4 b	X

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**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

5b

X

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

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?

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 (see instructions).

(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 1 attached	See Statement 1	118,010.	3,513.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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				
0				
0				
0				
0				

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

None

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter **NONE**.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services		None

**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 Our program, Philanthropy and Youth (PaY), introduces students to philanthropy. In 2009, 150 students from 11 high schools made 72 grant recommendations totaling \$60,000 to Fargo-Moorhead nonprofit organizations.	18,559.
2 We initiated discussions among various stakeholders to explore ideas for sustaining and growing leadership opportunities for youth on reservations in North Dakota.	2,335.
3 We convened leaders from five business schools in the Fargo, North Dakota surrounding area for a high-level discussion related to social entrepreneurship.	2,268.
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Not Applicable	0.
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	None

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	7,759,366.
<b>b</b> Average of monthly cash balances	<b>1b</b>	32,401,105.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	0.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	40,160,471.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	40,160,471.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	602,407.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	39,558,064.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	1,977,903.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	1,977,903.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	16,822.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	0.
<b>c</b> Add lines 2a and 2b	<b>2c</b>	16,822.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,961,081.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b> Add lines 3 and 4	<b>5</b>	1,961,081.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b> Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	1,961,081.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	3,464,628.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	385.
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b> Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,465,013.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	16,822.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	3,448,191.

**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 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				1,961,081.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years 20 07, 20 06, 20 05				
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004	0.			
<b>b</b> From 2005	0.			
<b>c</b> From 2006	0.			
<b>d</b> From 2007	23,895.			
<b>e</b> From 2008	642,722.			
<b>f</b> Total of lines 3a through e	666,617.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 3,465,013.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				1,961,081.
<b>e</b> Remaining amount distributed out of corpus	1,503,932.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,170,549.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,170,549.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	0.			
<b>b</b> Excess from 2006	0.			
<b>c</b> Excess from 2007	23,895.			
<b>d</b> Excess from 2008	642,722.			
<b>e</b> Excess from 2009	1,503,932.			

BAA

Form 990-PF (2009)

N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**b** 85% of line 2a

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**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**

### 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 3 attached

**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 of the person to whom applications should be addressed

Not Applicable

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

Not Applicable

c Any submission deadlines

Not Applicable

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

Not Applicable

**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
<b>a</b> Paid during the year See Statement 2 attached	Not Applicable	N/A	Various	3,254,422.
<b>Total</b>			<b>3 a</b>	3,254,422.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3 b</b>	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	651,057.	
4	Dividends and interest from securities			14	216,243.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-9,357,491.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-8,490,191.	
13	Total. Add line 12, columns (b), (d), and (e)					-8,490,191.

(See worksheet in the instructions for line 13 to verify calculations.)

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]



Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545 0172

**2009**Attachment  
Sequence No **67**

Name(s) shown on return

The Barry Foundation

Identifying number

20-5767275

Business or activity to which this form relates

Form 990-PF page 1

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	6,418.

**Part III MACRS Depreciation (Do not include listed property) (See instructions)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	1,231.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		385.	7.0 yrs	HY	S/L	32.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	7,681.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDI20812 07/07/09

Form **4562** (2009)

**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)**

<b>24a</b> Do you have evidence to support the business/investment use claimed?					<input type="checkbox"/> <b>Yes</b>	<input type="checkbox"/> <b>No</b>	<b>24b</b> If 'Yes,' is the evidence written?					<input type="checkbox"/> <b>Yes</b>	<input type="checkbox"/> <b>No</b>
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost					
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							<b>25</b>						
<b>26</b> Property used more than 50% in a qualified business use													
<b>27</b> Property used 50% or less in a qualified business use													
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							<b>28</b>						
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1								<b>29</b>					

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
<b>30</b> Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<b>Yes</b>	<b>No</b>
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2009 tax year (see instructions)					
<b>43</b> Amortization of costs that began before your 2009 tax year.					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>



**Form 990-PF**  
**Part I, Line 6a****Net Gain or Loss From Sale of Assets****2009**

Name <b>The Barry Foundation</b>	Employer Identification Number <b>20-5767275</b>
-------------------------------------	---

**Asset Information:**

Description of Property <u>Marketable securities</u>	
Date Acquired <u>various</u>	How Acquired <u>Purchased</u>
Date Sold <u>various</u>	Name of Buyer <u>Open market transactions</u>
Sales Price <u>16,530,188.</u>	Cost or other basis (do not reduce by depreciation) <u>25,887,679.</u>
Sales Expense <u>0.</u>	Valuation Method <u>Fair Market Value</u>
Total Gain (Loss) <u>-9,357,491.</u>	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise	16,822.			0.
Payroll	9,814.			9,814.
Total	26,636.			9,814.

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Dues & Subscriptions	6,323.			6,323.
Bank charges	698.			698.
Miscellaneous	2,116.			2,116.
Office supplies	10,568.			10,568.
Courier and postage	569.			569.
Telephone	2,971.			2,971.
Total	23,245.			23,245.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Vogel Law Firm	Various Legal Advice	1,363.			1,363.
Total		1,363.			1,363.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Eide Bailly	External audit	8,550.			8,550.
Total		8,550.			8,550.

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ceridian	Payroll processing	855.			
Payroll Professional	Payroll processing	644.			
MicroEdge	IT services	3,888.			
TR Computers	IT services	682.			
Brenda Levos	Design services	4,824.			

Form 990-PF, Page 1, Part I

Continued

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Xerox Capital Servic	IT services	165.			

Total 11,058.

Form 990-PF, Line 19

**Allocated Depreciation**

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
Laptop computer	03/07/07	2776	1018	SL	5.00	555		
FileMaker Pro and VPN	03/07/07	393	240	SL	3.00	131		
File Cabinets	11/01/07	850	142	SL	7.00	121		
MicroEdge software	11/07/07	18860	7335	SL	3.00	6287		
File Cabinets	01/05/08	425	61	SL	7.00	61		
Office chair	07/07/08	848	60	SL	7.00	121		
Laptop computer	11/26/08	2608	31	SL	7.00	373		
Desk, chair and file c	06/01/09	385		SL	7.00	32		

Total

Form 990-PF, Page 2, Part II, Line 14

**L-14 Stmt**

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Office Equipment & Furniture	7,892.	2,575.	5,317.
Software	19,253.	13,992.	5,261.
Total	<u>27,145.</u>	<u>16,567.</u>	<u>10,578.</u>

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Membership deposit	7,500.	7,500.	7,500.
Total	<u>7,500.</u>	<u>7,500.</u>	<u>7,500.</u>

**The Barry Foundation**  
**20-5767275**  
**2009**

**Statement 1**

**Form 990-PF, Part VIII, Page 6, Line 1**

<u>Name &amp; Address</u>	<u>Title &amp; Time</u>	<u>Compensation</u>	<u>Contributions to Employee Benefits Plan</u>	<u>Expense Account</u>
B John Barry 5121 Breakers Lane Las Vegas, NV 89113	Chairman, CEO, President & Director  Part-time	None	None	None
Dana Johnson 2104 Hastings Avenue, Suite 200 Newport MN 55055	Vice Chairman & Director  Part-time	None	None	None
Pam Borgerding 2104 Hastings Avenue, Suite 200 Newport MN 55055	Vice Chairman & Director  Part-time	None	None	None
Thomas J Barry 2104 Hastings Avenue, Suite 200 Newport MN 55055	Director  Part-time	None	None	None
Jessica M Barry 2104 Hastings Avenue, Suite 200 Newport MN 55055	Director  Part-time	None	None	None
Marty Hoffmann P.O Box 2112 Fargo, ND 58107	Secretary & Executive Director  Full-time	\$88,000	\$3,513	None
Dean C Hoffrogge 2104 Hastings Avenue, Suite 200 Newport MN 55055	Chief Financial Officer  Part-time	None	None	None
Trudy Wilmer P.O Box 2112 Fargo, ND 58107	Treasurer & Controller  Part-time	\$30,010	None	None

**The Barry Foundation**  
**20-5767275**  
**2009**

**Statement 2**

**Form 990-PF, Part XV, Page 10, Line 3a**

**Grants and Contributions Paid During the Year**

<u>Recipient</u>	<u>Location</u>	<u>Purpose</u>	<u>Amount</u>
<b><u>ARTS</u></b>			
Acappella Xpress	Moorhead, MN	<i>to exapnd youth engagement in women's choir</i>	\$ 250
Public Art St Paul	St Paul, MN	<i>educational program support</i>	\$ 9,000
Trollwood Performing Arts School	Fargo, ND	<i>capital campaign - new performing arts school</i>	\$ 20,000
<b><u>EDUCATION</u></b>			
Blaisdell/Hiawatha YMCA	Minneapolis, MN	<i>capital campaign - afterschool initiatives programs</i>	\$ 12,500
Boys & Girls Club of Detroit Lakes	Detroit Lakes, MN	<i>educational program support</i>	\$ 500
Concordia College	Moorhead, MN	<i>memorial - educational support</i>	\$ 500
Fargo Catholic Schools Network	Fargo, ND	<i>educator endowment</i>	\$ 200,000
Fargo Catholic Schools Network	Fargo, ND	<i>memorial - educational support</i>	\$ 250
Jeremiah Program	Minneapolis, MN	<i>empowerment training (Fargo)</i>	\$ 3,000
Jeremiah Program	Minneapolis, MN	<i>capital campaign - St Paul campus</i>	\$ 50,000
NDSU Development Foundation	Fargo, ND	<i>capital campaign - College of Business</i>	\$ 1,055,897
NDSU Development Foundation	Fargo, ND	<i>memorial - educational support</i>	\$ 250
Summit Academy OIC	Minneapolis, MN	<i>general support</i>	\$ 12,000
UND Foundation	Grand Forks, ND	<i>capital campaign - College of Business</i>	\$ 1,250,000
Young Life Castaway Club	Detroit Lakes, MN	<i>capital campaign - Windjammer expansion</i>	\$ 175,000
Young Life	Colorado Springs, CO	<i>Native Young Life support in North Dakota</i>	\$ 46,000
<b><u>ENVIRONMENT</u></b>			
Wilderness Inquiry	Minneapolis, MN	<i>outdoor education programs</i>	\$ 2,000
<b><u>HEALTH</u></b>			
ALS Association, MN Chapter	Minneapolis, MN	<i>ALS Research</i>	\$ 500
Clare Housing	St Paul, MN	<i>Cornerstone Project &amp; General Support</i>	\$ 38,625
Community of Recovering People	St Bonifacious, MN	<i>Family &amp; Spirituality Center</i>	\$ 25,000
Friends of Huntington's	Fargo, ND	<i>Huntington's Research</i>	\$ 500
Great Plains Food Bank	Fargo, ND	<i>Fill the Dome rural outreach support</i>	\$ 3,000
Hammer Residences	Wayzata, MN	<i>annual appeal for Quality of Life Fund</i>	\$ 7,500
Hospice of the Red River Valley	Fargo, ND	<i>capital campaign - Detroit Lakes office</i>	\$ 20,000
Intergenerational Living & Healthcare	Chaska, MN	<i>programs for seniors/children in senior community</i>	\$ 1,000
Komen Foundation	Aspen, CO	<i>Breast Cancer Research - Race for the Cure 2009</i>	\$ 5,000
Komen Foundation Breast Cancer 3-Day	Dallas, TX	<i>Breast Cancer Research</i>	\$ 500
Lupus Foundation	Minneapolis, MN	<i>Research Endowment Fund</i>	\$ 1,250

**The Barry Foundation**  
**20-5767275**  
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**Statement 2**

**Form 990-PF, Part XV, Page 10, Line 3a**

**Grants and Contributions Paid During the Year**

<u>Recipient</u>	<u>Location</u>	<u>Purpose</u>	<u>Amount</u>
<b><u>HEALTH</u></b>			
Mayo Foundation	Rochester, MN	<i>Center for the Spint - Spintuality Center</i>	\$ 100,000
Merit Care Foundation	Fargo, ND	<i>memoranal - healthcare support</i>	\$ 500
Minnesota AIDS Project	Minneapolis, MN	<i>to support Positive Link - health education program</i>	\$ 25,000
North Dakota Teen Challenge	Mandan, ND	<i>adult addiction programming and education</i>	\$ 50,000
Red Ribbon Ride - MN AIDS Project	Minneapolis, MN	<i>AIDS Research</i>	\$ 1,500
Simpson Housing Services	Minneapolis, MN	<i>Women's outreach program</i>	\$ 10,000
St Mary's Regional Health Care Center	Detroit Lakes, MN	<i>capital campaign - Master Campus Plan Project</i>	\$ 25,000
<b><u>SPIRITUALITY</u></b>			
Archbishop's Annual Catholic Appeal	Minneapolis, MN	<i>Diocese, Basilica &amp; Church of Ascension support</i>	\$ 5,000
Diocesan Annual Appeal	Detroit Lakes, MN	<i>Diocese &amp; St Mary of the Lakes support</i>	\$ 1,000
Franciscan Renewal Center	Scottsdale, AZ	<i>annual appeal for the Diocese of Phoenix</i>	\$ 2,500
<b><u>GENERAL</u></b>			
Minnesota Council on Foundations	Minneapolis, MN	<i>general support</i>	\$ 2,900
United Way of Otter Tail County	Fergus Falls, MN	<i>general support</i>	\$ 1,000
<b><u>PHILANTHROPY AND YOUTH (PaY) INITIATIVE</u></b>			
Churches United for the Homeless	Moorhead, MN	<i>to provide a summer internship for a PaY student to work with Churches United for the Homeless to administer a new food pantry model</i>	\$ 5,000
Great Plains Food Bank	Fargo, ND	<i>to provide a summer internship for a PaY student to work with Great Plains Food Bank's volunteer coordination, food distribution, and awareness campaigns</i>	\$ 5,000
North Dakota Heart Gallery	Fargo, ND	<i>to provide a summer internship for a PaY student to work with ND Heart Gallery exhibit and design photo books for children in the program</i>	\$ 5,000
Plains Art Museum	Fargo, ND	<i>to provide a summer internship for a PaY student to work with the Plains Art Museum's teen programming expansion</i>	\$ 5,000
United Way of Cass Clay	Fargo, ND	<i>to provide a summer internship for a PaY student to work with United Way's annual School Supply Dnve</i>	\$ 5,000
YWCA Cass Clay	Fargo, ND	<i>to provide a summer internship for a PaY student to work with summer events and programs</i>	\$ 5,000
Philanthropy and Youth*	ND & MN	<i>see grantee list</i>	\$ 60,000
*See attached list of grantees			
			<b><u>\$ 3,254,422</u></b>

**The Barry Foundation  
2009 Philanthropy and Youth Grants**

**Philanthropy and Youth**

High School	Grantee Organization	City	State	Amount	Purpose
Dilworth-Glyndon-Felton	YWCA Cass Clay	Fargo	ND	\$ 1,000	Food/personal supplies for shelter residents
Dilworth-Glyndon-Felton	Rape & Abuse Crisis Center	Fargo	ND	\$ 1,000	Blinds for children's play/therapy room
Dilworth-Glyndon-Felton	Big Brothers Big Sisters	Fargo	ND	\$ 500	Expand opportunities for more kids to participate
Dilworth-Glyndon-Felton	Make-A-Wish Foundation of North Dakota	Fargo	ND	\$ 1,000	Ongoing support to grant wishes to sick and terminally ill children
Dilworth-Glyndon-Felton	CHARISM	Fargo	ND	\$ 1,000	Vehicle to expand programming to more schools and students
Dilworth-Glyndon-Felton	Quilting Angels	Luverne	ND	\$ 500	Quilts for premature babies
Dilworth-Glyndon-Felton	SunDance Riding Therapy, Inc	Dilworth	MN	\$ 500	Scholarships for riding therapy
Fargo North	Ronald McDonald House	Fargo	ND	\$ 1,000	Families staying at the House
Fargo North	Dakota Boys and Girls Ranch	Fargo	ND	\$ 800	New desktop computer used for job training skills
Fargo North	Minn-Kota PAAWS	Fargo	ND	\$ 1,000	Industrial washing machine and surgical equipment
Fargo North	Gladys Ray Shelter	Fargo	ND	\$ 900	New dishwasher and general operating
Fargo North	FM Humane Society, Inc	Fargo	ND	\$ 1,000	To spay and neuter animals
Fargo North	MentCare Foundation	Fargo	ND	\$ 800	MentCare Coordinated Treatment Center
Fargo South	Homeless Health Services	Fargo	ND	\$ 500	Medical services to homeless youth
Fargo South	Fargo Youth Commission/Boys & Girls Club	Fargo	ND	\$ 1,000	Youth programming
Fargo South	Fine Arts Club	Fargo	ND	\$ 1,000	Impacting youth
Fargo South	Federation of Families for Children's Mental Health	Fargo	ND	\$ 1,000	Speakers for education of parents and children
Fargo South	Fraser, Ltd	Fargo	ND	\$ 1,000	Stepping Stones
Fargo South	Sharehouse	Fargo	ND	\$ 1,000	Youth needs
Moorhead High School	Great Plains Food Bank - LSS	Fargo	ND	\$ 1,000	General operating
Moorhead High School	Arc of West Central Minnesota	Moorhead	MN	\$ 1,000	General operating
Moorhead High School	Ronald McDonald House	Fargo	ND	\$ 1,000	General operating
Moorhead High School	Metro Youth Partnership	Moorhead	MN	\$ 1,000	Scholarship fund that helps youth participate
Moorhead High School	Access of the Red River Valley	Moorhead	MN	\$ 1,000	General operating
Moorhead High School	FM Community Bike Workshop	Fargo	ND	\$ 500	General operating
Oak Grove	HOPE, Inc	Moorhead	MN	\$ 1,000	Wheelchair and adaptations
Oak Grove	Arc of Cass County	Fargo	ND	\$ 1,000	Scholarships to attend educational training seminars
Oak Grove	Elim Children's Center	Fargo	ND	\$ 500	Age appropriate toys and learning materials
Oak Grove	Creative Care for Reaching Independence	Moorhead	MN	\$ 1,000	Community connection program
Oak Grove	Community Living Services, Inc	Fargo	ND	\$ 1,000	Social programs
Oak Grove	Red River Children's Advocacy Center	Fargo	ND	\$ 500	General operating
Oak Grove	Muscular Dystrophy Association	Fargo	ND	\$ 500	General operating
Park Christian	Rape and Abuse Crisis Center	Fargo	ND	\$ 1,000	General operating
Park Christian	People Escaping Poverty Project	Moorhead	MN	\$ 1,000	General operating
Park Christian	Fargo Union Mission, Inc	Fargo	ND	\$ 1,000	New Life Center
Park Christian	Gladys Ray Shelter	Fargo	ND	\$ 1,000	General operating
Park Christian	Youthworks	Fargo	ND	\$ 1,000	General operating
Park Christian	Sharehouse	Fargo	ND	\$ 500	General operating
Red River Area Learning Center	Fargo-Moorhead Youth Commission	Fargo	ND	\$ 1,000	Scholarships for before and after school program and supplies used
Red River Area Learning Center	YWCA Cass Clay	Fargo	ND	\$ 1,000	CNA training and GED testing and anxiety and relaxation supplies
Red River Area Learning Center	Churches United for the Homeless	Moorhead	MN	\$ 1,000	Diapers for older toddlers and garden boxes
Red River Area Learning Center	Dorothy Day Food Pantry	Moorhead	MN	\$ 1,000	Food that is difficult to have on-hand
Red River Area Learning Center	MentCare Foundation	Fargo	ND	\$ 1,000	Roger Marris Cancer Center

**The Barry Foundation  
2009 Philanthropy and Youth Grants**

<u>Philanthropy and Youth</u>	<u>Grantee Organization</u>	<u>City</u>	<u>State</u>	<u>Amount</u>	<u>Purpose</u>
<u>High School</u>					
Shanley	HOPE, Inc	Moorhead	MN	\$ 1,000	Hockey chairs for kids in wheelchairs and other equipment
Shanley	Catholic Charities of North Dakota	Fargo	ND	\$ 1,000	Parenting, Pregnancy, and Adoption Services and Guardianship Services
Shanley	North Dakota Association for the Disabled	Grand Forks	ND	\$ 1,000	Pay for medications and directly impact clients
Shanley	Nano's House	Fargo	ND	\$ 600	Lift chair and/or furniture
Shanley	Presentation Partners in Housing	Fargo	ND	\$ 1,000	Help families prevent homelessness through housing
Shanley	Adults Adopting Special Kids	Fargo	ND	\$ 200	Digital camera (to photograph kids)
Shanley	Special Olympics ND - Area 6	Fargo	ND	\$ 700	Special Olympics participants
West Fargo High School	Great Plains Food Bank - LSS	Fargo	ND	\$ 200	Meat products and/or transportation
West Fargo High School	Dorothy Day House of Hospitality, Inc	Moorhead	MN	\$ 600	General operating
West Fargo High School	Adopt-A-Pet	Moorhead	MN	\$ 350	Supplies and expenses
West Fargo High School	Federation of Families for Children's Mental Health	Fargo	ND	\$ 1,000	Restoration of the family waiting area
West Fargo High School	Elim Children's Center	Fargo	ND	\$ 650	General operating
West Fargo High School	Minn-Kota PAAWS	Fargo	ND	\$ 800	Supplies
West Fargo High School	FM Humane Society, Inc	Fargo	ND	\$ 350	Supplies for the animals
West Fargo High School	Churches United for the Homeless	Moorhead	MN	\$ 1,000	Maintenance and/or to build a shed for the storage of items
West Fargo High School	Center for Avian Adoption, Rescue and Education	Fargo	ND	\$ 300	Supplies, toys, bird food, cages, etc for foster homes & adopting families
West Fargo High School	American Diabetes Association	Fargo	ND	\$ 250	General operating
West Fargo Community HS	YWCA Cass Clay	Fargo	ND	\$ 750	Summer camp programs or supplies for children at the shelter
West Fargo Community HS	Activity Center	Fargo	ND	\$ 1,000	General fund to use towards activities, events, or equipment or games
West Fargo Community HS	Churches United for the Homeless	Moorhead	MN	\$ 1,000	Children at the homeless shelter (playground, toys, activities, and crafts)
West Fargo Community HS	Caring for Children	Fargo	ND	\$ 1,000	Health insurance for children
West Fargo Community HS	Youthworks	Fargo	ND	\$ 750	Street Outreach Program
West Fargo Community HS	Muscular Dystrophy Association	Fargo	ND	\$ 1,000	Summer camp
Woodrow Wilson	Dorothy Day House of Hospitality, Inc	Moorhead	MN	\$ 1,000	Transportation services and as needed for other services
Woodrow Wilson	Homeless Health Services	Fargo	ND	\$ 1,000	Prescription medicines
Woodrow Wilson	Fargo Union Mission, Inc	Fargo	ND	\$ 1,000	General operating
Woodrow Wilson	Riding On Angels' Wings	Felton	MN	\$ 1,000	Scholarships for riders
Woodrow Wilson	Gladys Ray Shelter	Fargo	ND	\$ 500	Supplies
Woodrow Wilson	Churches United for the Homeless	Moorhead	MN	\$ 1,000	Emergency homeless shelter one month of nursing services
<b>Total</b>				<b>\$ 60,000</b>	



**The Barry Foundation**

**20-5767275**

**2009**

**Statement 3**

**Form 990-PF, Part XV, Page 10, Supplementary Information**

Question 1(a)

B John Barry  
Thomas J Barry  
Michael B Barry  
Jessica M Barry

Questions 2 and 2(a)

The Barry Foundation only makes contributions to preselected charitable organizations and does not accept unsolicited applications for funds

**The Barry Foundation**  
**20-5767275**  
**2009**

**Statement 4**

**Form 990-PF, Page 2 , line 10(b), Investment - corporate stocks**

	<u>Beginning of Year</u>	<u>End of Year</u>	
	<u>Book Value</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bank of America Corporation	\$ 2,610,953	\$ 2,610,953	\$ 753,000
JP Morgan Leveraged Loan Fund	\$ -	\$ 4,000,000	\$ 4,542,760
Wachovia Corporation	\$ 5,375,180	\$ -	\$ -
Wells Fargo & Co	\$ 13,183,749	\$ 2,171,250	\$ 2,699,000
Wells Fargo & Co Call Options	\$ (461,437)	\$ -	\$ -
	<u>\$ 20,708,445</u>	<u>\$ 8,782,203</u>	<u>\$ 7,994,760</u>