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

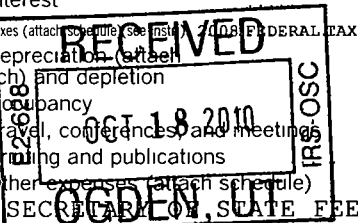
, 2009, and ending

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 ELMER & KAYA BERG FOUNDATION NO. 2		A Employer identification number 36-3668256
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O BANK OF THE WEST, 520 MAIN AVE		B Telephone number (see the instructions)
	City or town State ZIP code FARGO ND 58124		C If exemption application is pending, check here <input type="checkbox"/>
	Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 954,449.		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Accounting method <input checked="" type="checkbox"/> Cash Accrual Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	273.	273.		
	4 Dividends and interest from securities	18,358.	18,358.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-40,373.			
	b Gross sales price for all assets on line 6a	219,222.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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 Total. Add lines 1 through 11	-21,742.	18,631.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,300.			2,300.
	c Other prof fees (attach sch) L-16c Stmt	5,980.			5,980.
	17 Interest				
	18 Taxes (attach schedule) (see instructions for FEDERAL TAX)	212.	212.		
	19 Depreciation (attach sch) and depletion				
	20 Conveyance				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	8,502.	212.		8,290.	
25 Contributions, gifts, grants paid	43,150.			43,150.	
26 Total expenses and disbursements. Add lines 24 and 25	51,652.	212.		51,440.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-73,394.				
b Net investment income (if negative, enter -0-)		18,419.			
c Adjusted net income (if negative, enter -0-)					



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	31,607.	28,747.	28,747.
	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	621.	409.	409.
	10a Investments — U S and state government obligations (attach schedule)	24,513.	0.	0.
	b Investments — corporate stock (attach schedule) L-10b Stmt	575,895.	557,024.	592,975.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	187,646.	165,408.	170,046.
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	52,799.	48,099.	162,272.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	873,081.	799,687.	954,449.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
FUND ASSETS	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 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
FUND ASSETS	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	873,081.	799,687.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
FUND ASSETS	30 Total net assets or fund balances (see the instructions)	873,081.	799,687.	
	31 Total liabilities and net assets/fund balances (see the instructions)	873,081.	799,687.	

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	873,081.
2	Enter amount from Part I, line 27a	2	-73,394.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	799,687.
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	799,687.

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 PUBLICLY TRADED SECURITIES				
b CAPITAL GAIN DISTRIBUTIONS		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 218,344.		259,595.	-41,251.
b 878.		0.	878.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			-41,251.
b			878.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-40,373.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		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	43,160.	960,334.	0.044943
2007	51,164.	1,101,057.	0.046468
2006	61,491.	1,042,248.	0.058998
2005	74,130.	998,796.	0.074219
2004	7,241.	966,368.	0.007493

2 Total of line 1, column (d)	2	0.232121
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	0.046424
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	878,685.
5 Multiply line 4 by line 3	5	40,792.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	184.
7 Add lines 5 and 6	7	40,976.
8 Enter qualifying distributions from Part XII, line 4	8	51,440.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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.)		1	184.
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			
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	184.
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	184.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	409.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	409.	
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	225.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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 XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>ND - North Dakota</u>		
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 <i>General Instruction G</i> ? <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>MARY DISSETTE, BANK OF THE WEST</u> Telephone no <u>(701) 293-2325</u> Located at <u>520 MAIN AVE, FARGO, ND</u> ZIP + 4 <u>58124</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
1 a 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 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 Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	
c 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>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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**

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?☐ 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**

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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
DAVID R BERG 6 CAMWOOD TRAIL, AUSTIN TX 78738	SECRETARY 0.10	0.	0.	0.
RICHARD N BERG 907 19TH AVE S, FARGO ND 58103	PRESIDENT 0.10	0.	0.	0.
ELMER H BERG 1332 N 5TH, FARGO ND 58102	DIRECTOR 0.10	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	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		
Total 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 N/A	
	0.
2	
3	
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 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. 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.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	699,102.
b Average of monthly cash balances	1b	30,177.
c Fair market value of all other assets (see instructions)	1c	162,787.
d Total (add lines 1a, b, and c)	1d	892,066.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	892,066.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,381.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	878,685.
6 Minimum investment return. Enter 5% of line 5	6	43,934.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	43,934.
2a Tax on investment income for 2009 from Part VI, line 5	2a	184.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		184.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		43,750.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		43,750.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		43,750.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	51,440.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,440.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	184.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,256.

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
1 Distributable amount for 2009 from Part XI, line 7				43,750.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	7,917.			
d From 2007	0.			
e From 2008	2,303.			
f Total of lines 3a through e	10,220.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 51,440.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				43,750.
e Remaining amount distributed out of corpus	7,690.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,910.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	17,910.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	7,917.			
c Excess from 2007	0.			
d Excess from 2008	2,303.			
e Excess from 2009	7,690.			

BAA

Form 990-PF (2009)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling						
b Check box to indicate whether the foundation is a private operating foundation described in section					<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total	
	(a) 2009	(b) 2008	(c) 2007	(d) 2006		
b 85% of line 2a						
c Qualifying distributions from Part XII, line 4 for each year listed						
d Amounts included in line 2c not used directly for active conduct of exempt activities						
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c						
3 Complete 3a, b, or c for the alternative test relied upon						
a 'Assets' alternative test — enter:						
(1) Value of all assets						
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
c 'Support' alternative test — enter:						
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
(3) Largest amount of support from an exempt organization						
(4) Gross investment income						

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ELMER H BERG

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

MARY DISSETTE, BANK OF THE WEST

520 MAIN AVE

FARGO

ND 58124

(701) 293-2325

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

LETTER

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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
<i>a</i> Paid during the year SEE SCHEDULE				43,150.
Total			3a	43,150.
<i>b</i> Approved for future payment				
Total			3b	

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	273.	
4	Dividends and interest from securities			14	18,358.	
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	-40,374.	
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)				-21,743.	
13	Total. Add line 12, columns (b), (d), and (e)					13 -21,743.

(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 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input type="checkbox"/> JAMES LEGLER 203 N 10TH, FARGO ND 58102	TREASURER 0.10	0.	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> DAVID COLE 520 MAIN AVE, FARGO ND 58102	DIRECTOR 0.10	0.	0.	0.

Total

0. 0. 0.

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
RANDY R RODER CPA	TAX RETURN PREPARATION	2,300.			

Total

2,300.

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
BANK OF THE WEST	INVESTMENT ADVISORY SE	5,980.			

Total

5,980.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
63 BEST BUY INC	1,216.	2,486.
95 COACH INC	3,318.	3,470.
160 WALT DISNEY	4,563.	5,160.
67 GAMESTOP CORP	1,402.	1,470.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
59 NIKE	2,836.	3,898.
134 STARBUCKS	4,300.	3,090.
86 TARGET	3,434.	4,160.
113 CVS CAREMARK	4,567.	3,640.
94 PEPSICO	4,206.	5,715.
125 PROCTOR & GAMBLE	5,840.	7,579.
92 WAL MART STORES	5,290.	4,917.
56 APACHE	3,797.	5,778.
84 BAKER HUGHES	5,922.	3,400.
113 EXXON MOBIL	5,370.	7,705.
117 NATIONAL OILVELL VARCO	4,045.	5,159.
82 NOBLE ENERGY	4,497.	5,840.
80 OCCIDENTAL PETE CORP	6,351.	6,508.
98 AFLAC	3,431.	4,532.
21 GOLDMAN SACHS GROUP	2,351.	3,546.
38 INTERCONTINENTALEXCHANGE	4,401.	4,267.
315 INVESCO	4,816.	7,399.
80 NYSE EURONEXT	4,142.	2,024.
74 PRUDENTIAL FINANCIAL	2,452.	3,682.
186 SUNTRUST BANKS	3,424.	3,774.
268 WELLS FARGO & CO	6,777.	7,233.
106 ABBOTT LABORATORIES	5,780.	5,723.
29 BARD C R	2,789.	2,259.
70 BIOGEN IDEC	3,566.	3,745.
44 EXPRESS SCRIPTS	1,548.	3,802.
59 GILEAD SCIENCES	1,887.	2,553.
66 MCKESSON	3,463.	4,125.
57 MEDTRONIC	2,766.	2,507.
161 MYLAN LABS	2,137.	2,967.
29 STRYKER	1,900.	1,461.
57 WELLPOINT	2,728.	3,323.
39 DANAHER	1,950.	2,933.
75 EMERSON ELECTRIC	3,569.	3,195.
35 EXPEDITORS INTL WASH	1,150.	1,217.
35 FEDEX	4,120.	2,921.
26 FLOWERVE	1,837.	2,458.
200 GENERAL ELECTRIC	6,218.	3,026.
58 ITT	1,773.	2,885.
50 JACOBS ENGR GROUP	1,995.	1,881.
24 PRECISION CASTPARTS	1,943.	2,648.
61 UNITED TECHNOLOGIES	2,391.	4,234.
133 ALTERA	2,036.	3,010.
54 APPLE	3,570.	11,380.
63 BMC SOFTWARE	2,040.	2,526.
240 CISCO SYS	4,980.	5,746.
94 COGNIZANT TECHNOLOGY SOLUTION	3,796.	4,261.
14 GOOGLE	6,243.	8,680.
71 HEWLETT PACKARD	2,438.	3,657.
174 INTEL	3,400.	3,550.
12 MASTERCARD	2,061.	3,072.
108 MICROCHIP TECHNOLOGY	2,240.	3,137.
243 ORACLE	4,610.	5,961.
22 AIR PRODS & CHEM	1,416.	1,783.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
41 ALLEGHENY TECHNOLOGIES	2,764.	1,836.
134 DU PONT	6,361.	4,512.
49 AMERICAN TOWER	1,564.	2,117.
168 AT&T	4,648.	4,709.
79 EXELON	4,854.	3,861.
49 FPL GROUP	2,395.	2,588.
347 ACCESSOR FRONTIER MARKETS FUND	4,496.	3,923.
5471 ACCESSOR SMALL TO MID CAP FUND	111,311.	133,050.
3283 ACCESSOR STRATEGIC ALTERNATIVES FUND	34,997.	37,459.
1830 JP MORGAN EMERGING MARKETS EQUITY FUND	21,493.	38,351.
4828 MFS INSTL EQUITY FUND #403	98,843.	79,126.
1800 MFS INTL NEW DISCOVERY FUND	52,753.	33,452.
24 SPDR TR UNIT SER 1 STANDARD & POORS	13,458.	14,933.
ROUNDING	-1.	0.
Total	557,024.	592,975.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
3986 JP MORGAN MORTGAGE BACKED SEC FUND #1273	43,803.	43,445.
4422 FEDERATED INST HIGH YIELD BOND FD #900	41,961.	42,094.
7327 VANGUARD INTRM TRM CORPORATE #571	64,980.	70,488.
4691 VANGUARD INTRM TRM TREAS #535	14,664.	14,019.
Total	165,408.	170,046.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
10000 UNITS DAKOTA REIT	13,099.	80,000.
LIFE INSURANCE POLICY ON THE LIFE OF ELMER BERG ACQUIRED IN LIQUIDATION OF BERG BISMARCK MOTOR SUPPLY CO.	35,000.	82,272.
Total	48,099.	162,272.

Elmer & Kaya Berg Foundation No. 2Fargo, ND36-3668256 12/31/2009Form 990-PFPart XV, Line 3a

<u>Recipient</u>	<u>Location</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
American Red Cross - Minn-Kota	Fargo, ND	Disaster Relief	General	500
Anne Carlson Center for Children	Jamestown, ND	Educational	General	1,000
Bethany Homes	Fargo, ND	Elderly Care	General	1,000
Charism Center	Fargo, ND	Needy	General	1,000
Child Evangelism Fellowship of ND	Horace, ND	Religious	General	550
Churches United For The Homeless	Moorhead, MN	Needy	General	1,500
Concordia College	Moorhead, MN	Educational	General	1,000
Daily Bread	Fargo, ND	Needy	General	1,000
Dakota Boys Ranch	Fargo, ND	Youth	General	500
Dakota Medical Foundation	Fargo, ND	Medical	General	1,000
Fargo Catholic Schools Network	Fargo, ND	Religious	General	1,000
Fargo Dollars for Scholars	Fargo, ND	Educational	General	5,000
Fargo-Moorhead Family YMCA	Fargo, ND	Needy	General	500
First Choice Clinic	Fargo, ND	Counseling	General	1,000
Food Pantry	Fargo, ND	Needy	General	1,000
Fraser	Fargo, ND	Counseling	General	1,000
First Lutheran Chruch	Fargo, ND	Religious	General	2,500
Hospice Of The Red River Valley	Fargo, ND	Medical	General	1,500
Lakeland Hospice	Fergus Falls, MN	Medical	General	1,000
Lutheran Social Services	Fargo, ND	Needy	General	2,000
Mothers Against Drunk Driving	Irving, TX	Educational	General	100
New Life Center	Fargo, ND	Needy	General	1,500
Nokomis Child Care	Fargo, ND	Needy	General	1,000
Oak Grove Lutheran School	Fargo, ND	Educational	General	1,000
Park Christian School	Fargo, ND	Educational	General	1,000
Presentation Sisters	Fargo, ND	Religious	General	500
Rape And Abuse Crisis Center	Fargo, ND	Abuse Victims	General	2,000
Recovery Workshop	Fargo, ND	Counseling	General	1,000
Red River Children's Advocacy Center	Fargo, ND	Counseling	General	1,000
Red River Human Services Foundation	Fargo, ND	Needy	General	500
Red River Youth for Christ	Fargo, ND	Religious	General	2,000
Ronald McDonald House	Fargo, ND	Needy	General	1,000
Shriners Hospital of Minneapolis	Minneapolis, MN	Needy	General	1,000
Village Family Service Center	Fargo, ND	Counseling	General	1,000
The Salvation Army	Fargo, ND	Needy	General	500
YWCA Cass Clay	Fargo, ND	Needy	General	2,500
Total				<u>43,150</u>