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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

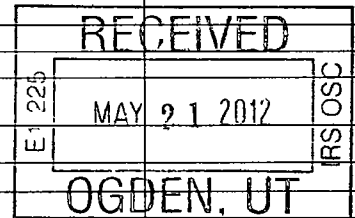
**2011**Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning , 2011, and ending**

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) <b>P.O. Box 2112</b>	Room/suite	<b>B</b> Telephone number (see the instructions) <b>(701) 356-7810</b>
City or town <b>Fargo</b>	State ZIP code <b>ND 58107</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	<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>36,389,930.</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"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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>	<b>1</b> Contributions, gifts, grants, etc., received (att sch)	<b>75,000.</b>			
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	<b>186.</b>	<b>186.</b>		
	<b>4</b> Dividends and interest from securities	<b>676,575.</b>	<b>676,575.</b>		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)		<b>L-6a Stmt</b>		
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	<b>1,223,074.</b>			
	<b>b</b> Gross sales price for all assets on line 6a	<b>18,951,108.</b>			
	<b>7</b> Capital gain net income (from Part IV, line 2)		<b>1,223,074.</b>		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	<b>1,974,835.</b>	<b>1,899,835.</b>			
<b>EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc	<b>130,345.</b>			<b>130,345.</b>
	<b>14</b> Other employee salaries and wages	<b>18,712.</b>			<b>18,712.</b>
	<b>15</b> Pension plans, employee benefits	<b>3,650.</b>			<b>3,650.</b>
	<b>16a</b> Legal fees (attach schedule) <b>L-16a Stmt</b>	<b>1,273.</b>			<b>1,273.</b>
	<b>b</b> Accounting fees (attach sch) <b>L-16b Stmt</b>	<b>10,650.</b>			<b>10,650.</b>
	<b>c</b> Other prof fees (attach sch) <b>L-16c Stmt</b>	<b>96,227.</b>	<b>79,938.</b>		<b>16,289.</b>
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instrs) <b>See Line 18 Stmt</b>	<b>49,178.</b>			<b>11,491.</b>
	<b>19</b> Depreciation (attach sch) and depletion <b>L-19 Stmt</b>	<b>1,886.</b>			
	<b>20</b> Occupancy	<b>5,005.</b>			<b>5,005.</b>
	<b>21</b> Travel, conferences, and meetings	<b>58,891.</b>			<b>58,891.</b>
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) <b>See Line 23 Stmt</b>	<b>41,635.</b>			<b>41,635.</b>
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	<b>417,452.</b>	<b>79,938.</b>		<b>297,941.</b>
	<b>25</b> Contributions, gifts, grants paid	<b>1,133,722.</b>			<b>1,133,722.</b>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<b>1,551,174.</b>	<b>79,938.</b>		<b>1,431,663.</b>	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	<b>423,661.</b>				
<b>b Net investment income</b> (if negative, enter 0)		<b>1,819,897.</b>			
<b>c Adjusted net income</b> (if negative, enter 0)					



10

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
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		286,840.	372,473.	372,473.
	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 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		7,840.	2,140.	2,140.
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) L-10b Stmt		10,500,942.	16,844,625.	15,012,277.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		11,258,735.	8,066,700.	7,938,800.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		15,519,118.	12,711,043.	13,054,506.	
14	Land, buildings, and equipment basis	29,928.				
	Less accumulated depreciation (attach schedule) L-14 Stmt	25,194.	6,620.	4,734.	4,734.	
15	Other assets (describe L-15 Stmt)		7,500.	7,500.	5,000.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		37,587,595.	38,009,215.	36,389,930.	
LIABILITIES	17	Accounts payable and accrued expenses		24,588.	22,547.	
	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)		24,588.	22,547.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	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		37,563,007.	37,986,668.	
	30	<b>Total net assets or fund balances</b> (see instructions)		37,563,007.	37,986,668.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		37,587,595.	38,009,215.	

## 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	37,563,007.
2	Enter amount from Part I, line 27a	2	423,661.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	37,986,668.
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	37,986,668.

**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 Various investments — see attached schedule		P	various	various
b Mutual fund capital gain distributions — see attached schedule		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 18,706,548.	0.	17,728,034.	978,514.
b 244,560.	0.	0.	244,560.
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 0.	0.	0.	978,514.
b 0.	0.	0.	244,560.
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	1,223,074.
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 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.

(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))
2010	2,839,986.	37,161,334.	0.076423
2009	3,448,191.	39,558,064.	0.087168
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
2 Total of line 1, column (d)			2 0.324793
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 0.064959
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 37,583,708.
5 Multiply line 4 by line 3			5 2,441,400.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 18,199.
7 Add lines 5 and 6			7 2,459,599.
8 Enter qualifying distributions from Part XII, line 4			8 1,431,663.

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

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

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	36,398.
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	36,398.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	36,398.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	38,852.	
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	38,852.	
8 Enter any <b>penalty</b> 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	2,454.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 2,454.   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)?		X
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		
c Did the foundation file <b>Form 1120-POL</b> 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
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 <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X	

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	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>Stacie Kalvoda</u> Telephone no <u>(701) 356-7810</u> Located at <u>3801 20th Street North, Fargo, ND</u> ZIP + 4 <u>58102-0909</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>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 <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 instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 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 2011)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	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?☐ 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	130,345.	4,213.	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 <u>Philanthropy and Youth (PaY) is a program that introduces high school students to philanthropy. In 2011, 280 students from 16 area high schools made 93 grants to 72 organizations totaling \$80,500.</u>	47,980.
2 <u>PaY Summer Internship is a program that builds on PaY by providing PaY students a summer internship at a nonprofit organization. In 2011, 8 PaY students received summer internships.</u>	10,353.
3 <u>The Deans Forum is a program that convenes five business schools in the Fargo, ND surrounding area for high-level discussions related to best practice in business education (2011 themes: Experiential Learning, Community Engagement)</u>	2,074.
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 <u>Not Applicable</u>	0.
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	None

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Form 990-PF (2011)



**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	37,808,417.
b Average of monthly cash balances	1b	347,632.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	38,156,049.
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	38,156,049.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	572,341.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,583,708.
6 Minimum investment return. Enter 5% of line 5	6	1,879,185.

**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	1,879,185.
2a Tax on investment income for 2011 from Part VI, line 5	2a	36,398.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	0.
c Add lines 2a and 2b	2c	36,398.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,842,787.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,842,787.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,842,787.

**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	1,431,663.
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	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,431,663.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,431,663.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,842,787.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20 09, 20 08, 20 07		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	23,895.			
c From 2008	642,722.			
d From 2009	1,503,932.			
e From 2010	1,006,571.			
f Total of lines 3a through e	3,177,120.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,431,663.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				1,431,663.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	411,124.			411,124.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,765,996.			
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 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,765,996.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	255,493.			
c Excess from 2009	1,503,932.			
d Excess from 2010	1,006,571.			
e Excess from 2011	0.			

## N/A

<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section	4942(j)(3) or	4942(j)(5)
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**(4) Gross investment income**

[illegible]

**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 Paid during the year</i> See Statement 2 attached	Not Applicable	N/A	Various	1,133,722.
<b>Total</b>				<b>▶ 3a 1,133,722.</b>
<i>b Approved for future payment</i>				
<b>Total</b>				<b>▶ 3b</b>

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

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	186.	
4	Dividends and interest from securities			14	676,575.	
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	1,223,074.	
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)				1,899,835.	
13	Total. Add line 12, columns (b), (d), and (e)					1,899,835.

(See worksheet in line 13 instructions 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

**2011**Attachment  
Sequence No **179**

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 instructions)	1	
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	
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 2010 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 2012 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	181.

**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 2011	17	1,705.
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 2011 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						
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 2011 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	1,886.
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	

**Part V Listed Property** (Include automobiles, certain other vehicles, 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)**

24a Do you have evidence to support the business/investment use claimed?					Yes	No	24b If 'Yes,' is the evidence written?					Yes	No
(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					
25 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)								25					
26 Property used more than 50% in a qualified business use													
27 Property used 50% or less in a qualified business use													
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28					
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29					

**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	
30 Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 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).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 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.		
39 Do you treat all use of vehicles by employees as personal use?		
40 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?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		
<b>Note:</b> 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
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report.					44



**Form 990-PF**  
**Part I, Line 6a**

**Net Gain or Loss From Sale of Assets**

**2011**

Name <b>The Barry Foundation</b>	Employer Identification Number <b>20-5767275</b>
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**Asset Information:**

Description of Property	<u>Investments</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>18,951,108.</u>	Cost or other basis (do not reduce by depreciation)	<u>17,728,034.</u>
Sales Expense	<u>0.</u>	Valuation Method	<u>Fair Market Value</u>
Total Gain (Loss)	<u>1,223,074.</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	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise	37,687.			0.
Payroll	11,491.			11,491.
Total	49,178.			11,491.

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	7,177.			7,177.
Bank charges	140.			140.
Miscellaneous	12.			12.
Office supplies	6,947.			6,947.
Courier and postage	1,404.			1,404.
Telephone	2,500.			2,500.
Education	6,881.			6,881.
Hospitality	1,825.			1,825.
Marketing & Communications	14,749.			14,749.
Total	41,635.			41,635.

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
Nilles Law Firm	Various Legal Advice	921.			921.
Vogel Law Firm	Various Legal Advice	352.			352.
Total		1,273.			1,273.

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	10,650.			10,650.
Total		10,650.			10,650.

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
Assessment Associate	HR services	1,590.			1,590.

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
Payroll Professional	Payroll processing	1,343.			1,343.
Olsen Thielen	Consulting	150.			150.
TR Computers	IT services	2,450.			2,450.
Brenda Levos	Consulting	4,700.			4,700.
JP Morgan	Investment mgmt	79,938.	79,938.		0.
Kroll	Background checks	106.			106.
MicroEdge	IT services	5,450.			5,450.
Barb Olive	Consulting	500.			500.
Total		<u>96,227.</u>	<u>79,938.</u>		<u>16,289.</u>

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	2128	SL	5.00	555		
FileMaker Pro and VPN	03/07/07	393	393	SL	3.00	0		
File Cabinets	11/01/07	850	384	SL	7.00	121		
MicroEdge software	11/07/07	18860	18860	SL	3.00	0		
File Cabinets	01/05/08	425	182	SL	7.00	61		
Office chair	07/07/08	848	303	SL	7.00	121		
Laptop computer	11/26/08	2608	777	SL	7.00	373		
Desk, chair and file c	06/01/09	385	87	SL	7.00	55		
Computer monitor	06/30/10	88	9	SL	5.00	18		
Monitor & Keyboard	09/01/10	171	8	SL	7.00	25		
Desk, chair and file c	09/01/10	342	16	SL	7.00	49		
Notebook and docking s	11/01/10	1637	55	SL	5.00	327		
Software	06/14/10	544	106	SL	3.00	181		
Total								

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
Bank of America Corporation	2,610,953.	278,000.
Wells Fargo & Co.	2,171,250.	2,756,000.
Wells Fargo & Co. - call options	-98,132.	-57,500.
Mutual Funds	10,289,831.	10,143,393.
Preferred Stock	1,001,055.	981,240.
Index Funds	869,668.	911,144.
Total	<u>16,844,625.</u>	<u>15,012,277.</u>

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
Mutual Funds	8,066,700.	7,938,800.
Total	<u>8,066,700.</u>	<u>7,938,800.</u>

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

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Structured Notes	4,275,000.	4,163,775.
Alternative Investments	8,436,043.	8,890,731.
Total	<u>12,711,043.</u>	<u>13,054,506.</u>

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	10,131.	5,654.	4,477.
Software	19,797.	19,540.	257.
Total	<u>29,928.</u>	<u>25,194.</u>	<u>4,734.</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	Fair Market Value
Membership deposit	7,500.	7,500.	5,000.
Total	<u>7,500.</u>	<u>7,500.</u>	<u>5,000.</u>

MidAmerica Capital Partners  
**REALIZED GAINS AND LOSSES**  
*The Barry Foundation (All Accounts)*  
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-03-10	01-05-11	-700	WFC April 2011 \$32 50 Call	137,900 00	60,898 93	-77,001 07	
06-03-10	02-09-11	14,345 619	Matthews Pacific Tiger Fund	269,554 19	317,755 46	48,201 27	
06-25-10	02-09-11	15,715 034	Matthews Pacific Tiger Fund	300,000 00	348,088 01	48,088 01	
07-16-10	02-09-11	3,799 392	Matthews Pacific Tiger Fund	75,000 00	84,156 53	9,156 53	
01-22-10	02-10-11	150,000	HSBC 02/10/11 Equity Linked Note	150,000 00	166,110 00		16,110 00
02-05-10	02-18-11	100,000	DB 02/16/11 EM Currency Linked Note	100,000 00	101,560 00		1,560 00
02-05-10	02-25-11	100 000	MS 02/24/11 Equity Linked Note	100,000 00	112,600 00		12,600 00
02-24-10	03-16-11	169	Shumway Capital Partners Ocean Fund Ltd	476,656 11	484,000 00		7,343 89
02-26-10	03-17-11	150,000	DB 03/17/11 Asia Equity Linked Note	150,000 00	176,490 00		26,490 00
03-05-10	03-24-11	150,000	DB 03/24/11 Asia Equity Linked Note	150,000 00	176,400 00		26,400 00
03-12-10	03-31-11	200,000	BARC 03/31/11 Equity Linked Note	200,000 00	203,810 40		3,810 40
04-30-09	04-04-11	0	JP Morgan Leveraged Loan Fund (TBF)	400,000 00	460,712 86		60,712 86
04-09-10	04-21-11	200,000	CS 04/21/11 Commodity Linked Note	200,000 00	234,000 00		34,000 00
04-01-10	04-25-11	300,000	GS 04/25/11 Equity Linked Note	300,000 00	300,000 00		0 00
04-09-10	04-28-11	200,000	JPM 04/28/11 Equity Linked Note	200,000 00	220,480 00		20,480 00
02-24-10	05-05-11	23,700	Shumway Capital Partners Ocean Fund Ltd	23,343 89	23,701 00		357 11
04-23-10	05-05-11	200,000	CS 05/05/11 Commodity Linked Note	200,000 00	233,000 00		33,000 00
01-19-10	05-05-11	39,585 046	JP Morgan Short Duration Bond Fund	431,872 85	435,435 50		3,562 65
03-11-10	05-05-11	72 318 973	JP Morgan Short Duration Bond Fund	789,000 00	795,508 69		6,508 69
04-01-10	05-05-11	1,595 984	JP Morgan Short Duration Bond Fund	17,380 27	17,555 82		175 55
08-02-10	05-05-11	185 727	JP Morgan Short Duration Bond Fund	2,043 00	2,043 00	0 00	
09-01-10	05-05-11	175 377	JP Morgan Short Duration Bond Fund	1,932 66	1,929 15	-3 51	
09-15-10	05-05-11	31 731 641	JP Morgan Short Duration Bond Fund	350,000 00	349,048 04	-951 96	
10-01-10	05-05-11	224 192	JP Morgan Short Duration Bond Fund	2,475 08	2,466 11	-8 97	
10-28-10	05-05-11	33,875 339	JP Morgan Short Duration Bond Fund	375 000 00	372,628 73	-2,371 27	
11-01-10	05-05-11	292 182	JP Morgan Short Duration Bond Fund	3,234 46	3,214 00	-20 46	
12-01-10	05-05-11	277 401	JP Morgan Short Duration Bond Fund	3,059 74	3,051 41	-8 33	
12-15-10	05-05-11	88 898	JP Morgan Short Duration Bond Fund	975 22	977 88	2 66	
12-15-10	05-05-11	141 153	JP Morgan Short Duration Bond Fund	1,548 45	1,552 68	4 23	

MidAmerica Capital Partners  
**REALIZED GAINS AND LOSSES**  
*The Barry Foundation (All Accounts)*  
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-01-11	05-05-11	296 157	JP Morgan Short Duration Bond Fund	3,248 85	3,257 73	8 88	
02-01-11	05-05-11	279 910	JP Morgan Short Duration Bond Fund	3,073 40	3,079 01	5 61	
03-01-11	05-05-11	280 597	JP Morgan Short Duration Bond Fund	3,078 16	3,086 57	8 41	
04-01-11	05-05-11	298 106	JP Morgan Short Duration Bond Fund	3,264 27	3,279 16	14 89	
05-02-11	05-05-11	280 981	JP Morgan Short Duration Bond Fund	3,087 99	3,090 79	2 80	
04-16-10	05-09-11	400,000	BARC 05/09/11 Commodity Linked Note	400,000 00	456,000 00		56,000 00
04-16-10	05-11-11	300,000	HSBC 05/05/11 Equity Linked Note	300,000 00	308,966 25		8,966 25
04-09-10	05-12-11	200,000	GS 05/12/11 Equity Linked Note	200,000 00	200,000 00		0 00
04-23-10	05-12-11	200 000	IPM 05/12/11 Equity Linked Note	200,000 00	221,400 00		21,400 00
06-08-10	05-25-11	4 700 000	SPDR S&P 500 ETF TR UNIT SER 1 S&P	501,208 00	624,077 51	122,869 51	
06-23-10	05-25-11	1,970 000	SPDR S&P 500 ETF TR UNIT SER 1 S&P	214,572 79	261,581 42	47,008 63	
10-28-10	06-03-11	12,658 228	JP Morgan Strategic Income Opportunities	150,000 00	151,518 99	1,518 99	
09-15-10	06-03-11	10,683 761	JP Morgan Strategic Income Opportunities	125,000 00	127,884 62	2,884 62	
03-18-10	06-03-11	35,137 543	JP Morgan Strategic Income Opportunities	409,703 75	420,596 39		10,892 64
10-28-10	06-08-11	19,230 769	Vanguard Interm-Term Investment-Grade	200,000 00	193,653 84	-6,346 16	
05-05-11	06-08-11	50,282 637	Vanguard Interm-Term Investment-Grade	503,329 20	506,346 16	3,016 96	
06-04-10	06-24-11	200,000	JPM 06/24/11 Equity Linked Note	200,000 00	234,480 00		34,480 00
05-05-11	06-24-11	16,385 303	Vanguard Interm-Term Investment-Grade	164,016 88	165,000 00	983 12	
05-05-11	07-06-11	2,505 010	Vanguard Interm-Term Investment-Grade	25,075 15	25,000 00	-75 15	
06-11-10	07-08-11	200 000	GS 07/08/11 Equity Linked Note	200 000 00	236,000 00		36,000 00
06-11-10	07-08-11	150 000	CS 07/08/11 Equity Linked Note	150,000 00	178,020 00		28 020 00
06-18-10	07-15-11	150 000	BARC 07/15/11 Equity Linked Note	150,000 00	180,480 00		30,480 00
03-24-11	07-21-11	6,355 000	Vanguard Emerging Market ETF	302,522 78	307,865 87	5,343 09	
05-25-11	07-21-11	145 000	Vanguard Emerging Market ETF	6,869 81	7,024 48	154 67	
06-25-10	07-22-11	150,000	BNP 07/22/2011 Equity Linked Note	150,000 00	177,150 00		27,150 00
03-18-10	07-22-11	1 138 000	iShares Barclays TIPS Bond Fund	118,979 61	127,563 82		8,584 21
01-05-11	07-23-11	-1,000	WFC July 2011 \$36 Call	0 00	137,997 63	137,997 63	

MidAmerica Capital Partners  
**REALIZED GAINS AND LOSSES**  
*The Barry Foundation (All Accounts)*  
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-04-10	07-25-11	4,805 000	iShares Barclays TIPS Bond Fund	500,383 57	536,095 08		35,711 51
03-18-10	07-25-11	3,021 000	iShares Barclays TIPS Bond Fund	315,850 08	337,053 75		21,203 67
01-29-10	08-04-11	150,000	GS 08/04/11 Equity Linked Note	150,000 00	179,761 98		29,761 98
07-09-10	08-05-11	150,000	BARC 08/05/11 Asia Linked Note	150,000 00	179,730 00		29,730 00
07-16-10	08-10-11	150,000	DB 08/10/11 Equity Linked Note	150,000 00	178,500 00		28,500 00
05-05-11	08-18-11	73,313 783	Vanguard Intern-Term Investment-Grade	733,870 97	750,000 00	16,129 03	
05-05-11	08-22-11	77,293 487	Vanguard Intern-Term Investment-Grade	773,707 80	787,620 63	13,912 83	
03-18-10	08-22-11	20,841 940	Vanguard Intern-Term Investment-Grade	205,501 53	212,379 37		6,877 84
02-19-10	08-25-11	150 000	GS 08/25/11 Equity Linked Note	150,000 00	168,000 00		18,000 00
03-05-10	09-01-11	150,000	IPM 9/1/11 Equity Linked Note	150,000 00	164,145 00		14,145 00
02-23-10	09-01-11	200 000	MS 09/01/11 Equity Linked Note	200,000 00	221,500 00		21,500 00
07-02-10	09-01-11	350 000	SPDR Gold Trust	41,288 80	62,134 51		20,845 71
08-13-10	09-08-11	400,000	GS 09/08/11 Equity Linked Note	400,000 00	383,413 83		-16,586 17
03-18-10	09-28-11	9,960 159	Vanguard Intern-Term Investment-Grade	98,207 17	100,000 00		1,792 83
03-18-10	09-29-11	11,534 025	Eaton Vance Floating Rate Fund	101,153 40	100,000 00		-1,153 40
03-18-10	09-29-11	37 387 836	Vanguard Intern-Term Investment-Grade	368,644 06	375,000 00		6,355 94
03-04-10	09-30-11	7 128 905	Vanguard Intern-Term Investment-Grade	70,077 14	71,574 21		1,497 07
03-18-10	09-30-11	4,325 278	Vanguard Intern-Term Investment-Grade	42,647 24	43,425 79		778 55
03-04-10	10-20-11	499 500	Vanguard Intern-Term Investment-Grade	4,910 08	5,000 00		89 92
01-20-10	10-31-11	3,192 848	JPMorgan Asia Equity Select	100,510 86	100,000 00		-510 86
02-09-11	10-31-11	2,358 491	Dodge & Cox International Stock	87,075 49	75,000 00	-12,075 49	
02-03-10	11-02-11	32,216 495	JP Morgan Strategic Income Opportunities	375,000 00	372,100 52		-2,899 48
02-25-10	11-02-11	8,620 690	JP Morgan Strategic Income Opportunities	100,000 00	99,568 97		-431 03
03-04-10	11-02-11	43,103 448	JP Morgan Strategic Income Opportunities	500,000 00	497,844 82		-2,155 18
03-18-10	11-02-11	20,608 598	JP Morgan Strategic Income Opportunities	240,296 25	238,029 31		-2,266 94
03-04-10	11-07-11	491 642	Vanguard Intern-Term Investment-Grade	4,832 84	5,000 00		167 16
03-04-10	11-15-11	9,900 990	Vanguard Intern-Term Investment-Grade	97,326 73	100,000 00		2,673 27
11-03-10	11-23-11	320,000	GS 11/23/11 Equity Linked Note	320,000 00	349,625 59		29,625 59

MidAmerica Capital Partners  
**REALIZED GAINS AND LOSSES**  
*The Barry Foundation (All Accounts)*  
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-20-10	12-05-11	2,429 543	JPMorgan Asia Equity Select	76,482 02	75,000 00		-1,482 02
02-09-11	12-05-11	7,298 086	Dodge & Cox International Stock	269,445 33	225,000 00	-44,445 33	
02-09-11	12-12-11	5,858 721	Dodge & Cox International Stock	216,303 98	175,000 00	-41,303 98	
05-25-11	12-12-11	2,500 000	Vanguard Emerging Market ETF	118,445 00	96,534 14	-21,910 86	
05-25-11	12-23-11	750 000	Vanguard Emerging Market ETF	35,533 50	28,866 78	-6,666 72	
12-07-10	12-23-11	300,000	MS 12/23/11 Equity Linked Note	300,000 00	306,300 00		6,300 00
02-09-11	12-29-11	945 342	Dodge & Cox International Stock	34,902 03	27,500 00	-7,402 03	
05-25-11	12-29-11	1,000 000	Vanguard Emerging Market ETF	47,378 00	38,049 76	-9,328 24	
04-14-10	12-30-11	2 875 216	Manning & Napier Equity	52,875 23	50,000 00		-2,875 23
05-25-11	12-30-11	1,000 000	Vanguard Emerging Market ETF	47,378 00	38,219 26	-9 158 74	
TOTAL GAINS						457,312 37	790,640 29
TOTAL LOSSES						-239,078 27	-30,360 30
				17 728,033 64	18,706,547 74	218,234 11	760,279 99
TOTAL REALIZED GAIN/LOSS 978,514 10							
CAPITAL GAIN DISTRIBUTIONS							
	03-23-11		Vanguard Intern-Term Investment-Grade				19,385 54
	12-09-11		Matthews Pacific Tiger Fund				15,913 26
	12-16-11		JPM Inflation Managed Bond Select			2,831 92	
	12-16-11		JPM Inflation Managed Bond Select				181 92
	12-16-11		JP Morgan High Yield Bond Select			24,416 38	
	12-16-11		JP Morgan High Yield Bond Select				39,834 43
	12-16-11		JP Morgan International Currency Income				13 78
	12-16-11		JP Morgan Equity Income Fund				4,256 83
	12-16-11		Manning & Napier Equity				47,921 86
	12-19-11		The Osterweis Fund				15,127 21
	12-19-11		Nuveen Tradewinds Value Opportunities I				39,592 21
	12-19-11		Nuveen Tradewinds Value Opportunities I			15,163 84	
	12-23-11		Dreyfus Emerging Markets Local Currency				2,348 34
	12-23-11		Dreyfus Emerging Markets Local Currency			1,726 93	
	12-30-11		Vanguard Intern-Term Investment-Grade				14,483 86



MidAmerica Capital Partners  
**REALIZED GAINS AND LOSSES**  
*The Barry Foundation (All Accounts)*  
*From 01-01-11 Through 12-31-11*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	12-30-11		Vanguard Intern-Term Investment-Grade			1,361 73	
TOTAL DISTRIBUTIONS			244,560 04			45,500 80	199,059 24
TOTAL GAIN/LOSS			1,223,074 14			263,734.91	959,339.23

**The Barry Foundation**  
**20-5767275**  
**2011**

**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 9101 Alta Drive, Unit 502 Las Vegas, NV 89145	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	\$95,000	\$4,213	None
Sara Jo Litton P O Box 2112 Fargo, ND 58107	Program and Communications Manager  Full-time	\$11,907	None	None
Dean C Hoffrogge 2104 Hastings Avenue, Suite 200 Newport MN 55055	Chief Financial Officer & Treasurer  Part-time	None	None	None
Paulette Gulsvig P O Box 2112 Fargo, ND 58107	Grants and Administration Manager  Full-time	\$23,438	None	None

**The Barry Foundation  
20-5767275  
2011**

**Statement 2**

**Form 990-PF, Part 1, Line 1 and Part VII- A, Page 4, Line 10**

**List of Contributors**

<b><u>Name and Address</u></b>	<b><u>Date</u></b>	<b><u>Amount</u></b>
B John Barry 9101 Alta Drive, Unit 502 Las Vegas, NV 89145	12/29/2011	\$75,000 Cash
		<u>75,000</u>

The Barry Foundation  
20-5767275  
2011

Statement 3

Form 990-PF, Part XV, Page 11, Line 3a

Grants and Contributions Paid During the Year

Recipient	Location	Purpose	Amount
<b>ARTS</b>			
Plains Art Museum	Fargo, ND	Burgum Center for Creativity	\$ 25,000
Public Art St Paul	St Paul, MN	General Program Support	\$ 10,500
<b>EDUCATION</b>			
Fargo Catholic Schools Network	Fargo, ND	Educator Endowment	\$ 200,000
Food First/Institute for Food & Development Policy	Oakland, CA	Educational Program Support	\$ 2,500
Lewis & Clark Fort Mandan Foundation	Washburn ND	Schafer Family Documentary	\$ 10,000
UND Foundation	Grand Forks, ND	College of Business Matching Grant	\$ 250,000
UND Foundation	Grand Forks ND	Memorial	\$ 500
V-Day	New York, NY	Project Honoring 10 Young Women	\$ 10,000
Young Life Castaway Club	Detroit Lakes, MN	Windjammer Expansion	\$ 133,000
Young Life	Colorado Springs, CO	Growth of Mission in ND/Standing Rock	\$ 98,000
<b>ENVIRONMENT</b>			
Natural Innovations	Detroit Lakes, MN	Pelican River Watershed District	\$ 1,250
Wilderness Inquiry	Minneapolis, MN	Outdoor Education Programs	\$ 2,000
<b>HEALTH</b>			
ALS Association, MN Chapter	Minneapolis, MN	Julie Kottick Jamboree/ALS Research	\$ 500
American Diabetes Association	Alexandria, VA	Memorial/Diabetes Research	\$ 500
Camp Heartland	Willow River, MN	One Heartland AIDS/HIV Education & Outreach	\$ 25,000
Clare Housing	St Paul, MN	Friends Dining with Friends Match	\$ 21,885
Detroit Lakes Community & Cultural Center	Detroit Lakes, MN	Backyard Project	\$ 25,000
Great Plains Food Bank	Fargo, ND	Fill the Dome Rural Outreach Support	\$ 5,000
Great Plains Food Bank	Fargo, ND	Memorial/Honorarium	\$ 1,500
Hammer Residence	Wayzata, MN	Annual Appeal for Quality of Life	\$ 7,500
Hope for the City	Minnetonka MN	Honorarium	\$ 1,000
Hospice of the Red River Valley	Fargo ND	Detroit Lakes Office	\$ 20,000
Komen Foundation	Aspen CO	Breast Cancer Research - Race for the Cure 2011	\$ 5,000
Komen Foundation	Dallas, TX	Breast Cancer Research - 3-Day Walk	\$ 500
Lupus Foundation	Minneapolis, MN	2011 Lupus Golf Classic	\$ 1,250
Mayo Foundation	Rochester, MN	Heritage Days Film	\$ 125,000
Minnesota AIDS Project	Minneapolis, MN	MN AIDS Walk	\$ 1,500
Simpson Housing Services	Minneapolis, MN	Passages Program	\$ 15,000
<b>SPIRITUALITY</b>			
Archbishop's Annual Catholic Appeal	Minneapolis, MN	Diocese, Basilica & Church of Ascension Support	\$ 2,500
Diocesan Annual Appeal	Crookston MN	Diocese & St Mary of the Lakes Support	\$ 2,500
Franciscan Renewal Center	Scottsdale, AZ	Annual Appeal for the Diocese of Phoenix	\$ 2,500
St Mary of the Lakes	Detroit Lakes, MN	Furniture	\$ 5,000
<b>GENERAL</b>			
Minnesota Council on Foundations	Minneapolis, MN	General Support	\$ 2,900
National Center for Family Philanthropy	Washington, DC	General Support	\$ 2,000
United Way of Otter Tail County	Fergus Falls, MN	General Support	\$ 1,000
<b>PHILANTHROPY AND YOUTH (PaY) PROGRAM -- SOCIAL ENTREPRENEURSHIP</b>			
Philanthropy and Youth*	ND & MN	See attached grantee list	\$ 80,500
		Internships	\$ 35,000
		Administrative Grants	\$ 937
*See attached list of grantees			
			<b>\$ 1,133,722</b>

## The Barry Foundation 2011 Philanthropy and Youth Grants

Philanthropy and Youth High School	Organization	Amount of Grant	Description of Grant	City, State
Barnesville	Arc of West Central Minnesota	\$ 500	Sponsoring a Dance	Moorhead, MN
Barnesville	Boys and Girls Club of Detroit Lakes	\$ 500	Gas Cards, Arts, Crafts	Detroit Lakes, MN
Barnesville	FM Coalition of Homeless Persons	\$ 500	Secure lockers for personal belongings	Fargo, ND
Barnesville	Lake Agassiz Habitat for Humanity	\$ 1,000	Building Supplies	Moorhead, MN
Barnesville	Lakes & Prairies Community Action Partnership	\$ 1,000	Group Work Camps	Moorhead, MN
Barnesville	Three Rivers Crisis Center	\$ 500	Diapers and Gas Cards	Wahpeton, ND
Barnesville	Valley Lake Boys Home	\$ 1,000	Start up funds for building renovation and/or recycling bins	Breckenridge, MN
Central Cass	Children's Museum of Yunker Farm	\$ 1,000	Maintenance of building	Fargo, ND
Central Cass	Fargo Moorhead Opera	\$ 1,000	Costumes	Fargo, ND
Central Cass	Fargo Moorhead Symphony Orchestra	\$ 700	Sound equipment	Moorhead, MN
Central Cass	Fargo Theatre	\$ 1,000	Sound equipment	Fargo, ND
Central Cass	Palins Art Museum	\$ 500	Education Programs	Fargo, ND
Central Cass	Rural Cass County Community Theatre	\$ 800	Sound equipment	Casselton, ND
Detroit Lakes	Becker County Friends of the Library	\$ 250	Summer Library Program	Detroit Lakes, MN
Detroit Lakes	Becker County Food Pantry	\$ 950	To purchase Food	Detroit Lakes, MN
Detroit Lakes	Boys and Girls Club of Detroit Lakes	\$ 950	Supplies and after school activities	Detroit Lakes, MN
Detroit Lakes	Lakes Crisis and Resource Center	\$ 950	Youth Needs	Detroit Lakes, MN
Detroit Lakes	Mahube Community Council	\$ 950	Emergency Fund	Detroit Lakes, MN
Detroit Lakes	Shriners	\$ 950	Child Life Department, Camp Tuition , Bedside Chairs in Detroit Lakes	Minneapolis, MN
DGF	American Cancer Society	\$ 1,000	Wigs and prosthetics	Fargo, ND
DGF	Kamp Kace	\$ 1,000	Wheel chair accessibility improvements	Fargo, ND
DGF	Make-A-Wish Foundation	\$ 1,000	Pay for Cancer Patient's wish	Fargo, ND
DGF	Outdoor Adventure Foundation	\$ 1,000	Taking a cancer patient on a hunting or fishing trip	Fargo, ND
DGF	Sanford Foundation	\$ 500	Children's Miracle Network - Fun Room Toys and Celebrations	Fargo, ND
DGF	Sanford Foundation	\$ 500	Roger Maris Cancer Center Snack Cart	Fargo, ND
Fargo North	Churches United for the Homeless	\$ 1,000	Kitchenware and bus tokens	Moorhead, MN
Fargo North	Centre Inc.	\$ 1,000	Women's side of building and bus tokens	Fargo, ND
Fargo North	Rape and Abuse Crisis Center	\$ 1,000	Children's Educational Work Books/On-call hotline	Fargo, ND
Fargo North	ShareHouse	\$ 1,000	Children's activities	Fargo, ND
Fargo North	LSS Unaccompanied Refugee Minor Program	\$ 1,000	Grief and loss support and recreational activities	Fargo, ND
Fargo South	Fargo-Moorhead Community Bicycle Workshop	\$ 1,000	Supplies	Fargo, ND
Fargo South	River Keepers	\$ 1,000	Water Festival	Fargo, ND
Fargo South	Fargo-Moorhead Community Theatre	\$ 1,000	Youth scholarships	Fargo, ND
Fargo South	CHARISM Refugee Outreach Services	\$ 1,000	Talent Show	Fargo, ND

## The Barry Foundation 2011 Philanthropy and Youth Grants

Philanthropy and Youth High School	Organization	Amount of Grant	Description of Grant	City, State
Fargo South	Arts Partnership	\$ 1,000	Youth Outreach	Fargo, ND
Hawley	CHARISM	\$ 1,000	Summer Program	Fargo, ND
Hawley	Fargo Moorhead Community Theatre	\$ 1,000	Positive Project	Fargo, ND
Hawley	Fargo Moorhead Opera	\$ 1,000	Education and Outreach Program	Fargo, ND
Hawley	SENDCAA	\$ 1,000	Music and Art Supplies for Head Start	Fargo, ND
Hawley	Trollwood Performing Arts School at Bluestem	\$ 1,000	STAR Program	Fargo, ND
Moorhead	Access of the Red River Valley	\$ 1,000	Educational and Recreational Activities for Access's clients	Moorhead, MN
Moorhead	Alexa's Hope	\$ 500	Printing Costs and Advertising	West Fargo, ND
Moorhead	American Foundation for Suicide Prevention	\$ 1,000	Provide books and resources for the library	Fargo, ND
Moorhead	Children's Museum of Yunker Farm	\$ 500	Pay for materials for children's activities	Fargo, ND
Moorhead	Cultural Diversity Resources	\$ 1,000	Educational Outreach Program	Fargo, ND
Moorhead	HOPE, Inc.	\$ 1,000	Hockey Sleds	Moorhead, MN
Northern Cass	American Cancer Society	\$ 1,000	Wigs and prosthetics	Fargo, ND
Northern Cass	Fargo Moorhead Opera	\$ 500	Outreach to young adults and children	Fargo, ND
Northern Cass	Fargo Moorhead Symphony Orchestra	\$ 1,000	Fund a youth symphony orchestra show*	Moorhead, MN
Northern Cass	Freedom Resource Center	\$ 1,000	Provide transportation to clients for advocacy	Fargo, ND
Northern Cass	Lost and Found Ministry	\$ 1,000	Purchase books, DVDs and other materials for addiction library	Moorhead, MN
Northern Cass	YouthWorks	\$ 1,000	Street Outreach Program	Fargo, ND
Oak Grove	Fargo Union Mission	\$ 1,000	\$500 Over-Capacity Shelter, \$250 Meals, \$250 Clinic \$500 updating video and book library	Fargo, ND
Oak Grove	Chain of Hope Federation of Families	\$ 1,000	\$500 to cover transportation costs of workers who accompany parents across Cass County to visit doctor's appointments	Fargo, ND
Oak Grove	Gladys Ray Shelter	\$ 1,000	\$125 security lock box, \$875 computer	Fargo, ND
Oak Grove	River Keepers	\$ 1,000	Water Festival funding	Fargo, ND
Oak Grove	The Spirit Room	\$ 1,000	Bring in new people to provide knowledge for the master class	Fargo, ND
Park Christian	Arc of Cass County	\$ 500	Buddies Program	Fargo, ND
Park Christian	Friendship Inc	\$ 1,000	Purchase toward a van	Fargo, ND
Park Christian	HOPE, Inc	\$ 1,000	Purchase toward a new trailer	Fargo, ND
Park Christian	Lost and Found Ministry	\$ 1,000	Update materials	Fargo, ND
Park Christian	Rape and Abuse Crisis Center	\$ 1,000	Update materials	Moorhead, MN
Park Christian	Valley Christian Counseling	\$ 500	Advertisement for Nurturing Health	Fargo, ND
RRALC	Bethany Homes	\$ 500	Art Therapy for residents	Fargo, ND
RRALC	Community Living Services, Inc.	\$ 1,000	To assist elderly to stay in their homes by providing additional time for recreational activities with their in-home workers	Fargo, ND

## Philanthropy and Youth High

School	Organization	Amount of Grant	Description of Grant	City, State
and Youth High				
RRALC	Golden Living Center	\$ 1,000	Recreational supplies, fishing supplies, and music supplies, to assist in keeping the elderly active and creative	Moorhead, MN
RRALC	Hjemkomst Center	\$ 1,000	Provide educational supplies and music entertainment for elderly	Moorhead, MN
RRALC	Valley Senior Services	\$ 500	Bone Builders video and equipment to assist in educating elderly and keeping them active	Fargo, ND
RRALC	Veteran Transitional Care	\$ 1,000	Weekend Activities	Fargo, ND
Shanley	Family Therapy Center	\$ 1,000	Transportation for participants	Fargo, ND
Shanley	Fargo Union Mission	\$ 1,000	Beds and Bed frames	Fargo, ND
Shanley	Centre Inc	\$ 1,000	Provide Clothing	Fargo, ND
Shanley	PATH North Dakota, Inc	\$ 1,000	CARE program	Fargo, ND
Shanley	ShareHouse	\$ 1,000	Art-Play Therapy Program	Fargo, ND
West Fargo	4 Luv of Dogs	\$ 1,000	Foster Care Costs	Fargo, ND
West Fargo	CHARISM	\$ 1,000	McCormick Summer Camp and After School Mentoring Program	Fargo, ND
West Fargo	Fargo-Moorhead Humane Society	\$ 500	Safe Paws rogram	Fargo, ND
West Fargo	Minn-Kota PAAWS	\$ 500	Sterilization Machine	Fargo, ND
West Fargo	Rape and Abuse Crisis Center	\$ 1,000	Safe Paws Program and Adolescent and Elder Abuse Program	Fargo, ND
West Fargo	Youthworks	\$ 1,000	Street Outreach, Parenting Pathways, Transitional Youth Program	Fargo, ND
WFC	Dakota Boys and Girls Ranch	\$ 1,000	Fix or purchase new beds and other necessary repairs	Fargo, ND
WFC	Friendship, Inc	\$ 1,000	10,000 Friends Program	Fargo, ND
WFC	Nokomis Child Care Center	\$ 1,000	Necessary supplies and transportation for field trips	Fargo, ND
WFC	The Outdoor Adventure Foundation	\$ 1,000	Outdoor Activities	Fargo, ND
WFC	PATH North Dakota, Inc	\$ 1,000	Special Needs Account	Fargo, ND
WW	Adopt-A-Pet	\$ 500	Vaccines, nutritional food, proper gear for household training in the foster homes	Moorhead, MN
WW	CHARISM	\$ 500	Towards a new van (match by DMF)	Fargo, ND
WW	Churches United for the Homeless	\$ 1,000	Bus tickets, mattress pads, towels, blood glucose monitor, organizational bins, health and beauty supplies	Moorhead, MN
WW	Fraser, Ltd.	\$ 500	Food, clothing, health supplies, diapers, towels, organizational bins	Fargo, ND
WW	Project Hero	\$ 1,000	Medical Supplies	Moorhead, MN
WW	Valley Water Rescue	\$ 1,000	Purchase and train a new bloodhound	Fargo, ND
WW	YouthWorks	\$ 500	Street Outreach	Fargo, ND
Total		\$ 80,500		

# The Barry Foundation

## 2011 Philanthropy and Youth Internship Grants

Philanthropy and Youth High School	Organization	Amount of Grant	Description of Grant	City, State
Northern Cass	Fraser, Ltd	\$ 5,000.00	PaY Summer Internship Grant	Fargo, ND
Woodrow Wilson	Project HERO	\$ 5,000.00	PaY Summer Internship Grant	Fargo, ND
Detroit Lakes	Young Life - Castaway	\$ 5,000 00	PaY Summer Internship Grant	Detroit Lakes, MN
DGF	Habitat for Humanity	\$ 5,000 00	PaY Summer Internship Grant	Moorhead, MN
Fargo North	Red River Zoo	\$ 5,000 00	PaY Summer Internship Grant	Fargo, ND
Moorhead	CHARISM	\$ 5,000 00	PaY Summer Internship Grant	Moorhead, MN
Fargo South	Dorothy Day	\$ 5,000.00	PaY Summer Internship Grant	Fargo, ND
<b>Total</b>		<b>\$ 35,000.00</b>		



**The Barry Foundation**  
**2011 Philanthropy and Youth Administrative Grants**

<b>Philanthropy and Youth High School</b>	<b>Organization</b>	<b>Amount of Grant</b>	<b>Description of Grant</b>	<b>City, State</b>
Barnesville	Barnesville PaY Administrative Grant	\$ 500.00	PaY Admin	Barnesville, MN
Fargo North	Fargo North PaY Administrative Grant	\$ 31.87	PaY Admin	Fargo, ND
Detroit Lakes	Detroit Lakes PaY Administrative Grant	\$ 405.00	PaY Admin	Detroit Lakes, MN
<b>Total</b>		<b>\$ 936.87</b>		

**The Barry Foundation**

**20-5767275**

**2011**

**Statement 4**

**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