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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012Department 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 2012, or tax year beginning

, 2012, and ending

Name of foundation

The Barry Foundation

Number and street (or P O box number if mail is not delivered to street address)

15 Broadway N Suite 600

Room/suite

City or town

Fargo

State

ND

ZIP code

58102

G Check all that apply

☐ Initial return☐ Final return☒ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 39,723,356.

J Accounting method

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

20-5767275

B Telephone number (see the instructions)

(701) 356-7810

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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 instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

76,000.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

158.

158.

4 Dividends and interest from securities

774,632.

774,632.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

1,338,949.

L-6a Stmt

b Gross sales price for all assets on line 6a

11,728,202.

7 Capital gain net income (from Part IV, line 2)

2,420,763.

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.

2,189,739.

3,195,553.

13 Compensation of officers, directors, trustees, etc

100,000.

100,000.

14 Other employee salaries and wages

60,386.

60,386.

15 Pension plans, employee benefits

17,115.

17,115.

16a Legal fees (attach schedule). L-16a Stmt

414.

414.

b Accounting fees (attach sch). L-16b Stmt

9,400.

9,400.

c Other prof fees (attach sch). L-16c Stmt

101,959.

79,694.

22,265.

17 Interest

3,664.

3,664.

18 Taxes (attach schedule)(see instrs) Federal, Excise

61,020.

0.

19 Depreciation (attach sch) and depletion

7,780.

20 Occupancy

25,878.

25,878.

21 Travel, conferences, and meetings

46,682.

46,682.

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

45,767.

45,767.

24 Total operating and administrative expenses. Add lines 13 through 23

480,065.

79,694.

331,571.

25 Contributions, gifts, grants paid

1,496,100.

1,496,100.

26 Total expenses and disbursements. Add lines 24 and 25

1,976,165.

79,694.

1,827,671.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

213,574.

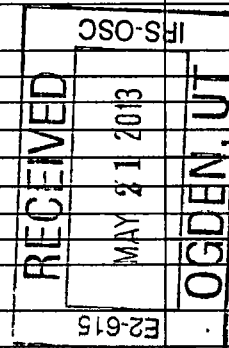
b Net investment income (if negative, enter -0-)

3,115,859.

c Adjusted net income (if negative, enter -0-)

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ADMINISTRATIVE AND EXPENSES



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing					
	2	Savings and temporary cash investments	372,473.	252,043.	252,043.		
	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	2,140.	0.	0.		
	10a	Investments — U S and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) . L-10b. Stmt	16,844,625.	14,089,715.	14,146,917.		
	c	Investments — corporate bonds (attach schedule) . L-10c. Stmt	8,066,700.	9,562,764.	9,911,466.		
	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	12,711,043.	14,255,211.	15,307,416.		
14		Land, buildings, and equipment basis ▶ 133,489.					
		Less: accumulated depreciation (attach schedule) ▶ 32,975.	4,734.	100,514.	100,514.		
15		Other assets (describe ▶ L-15 Stmt)	7,500.	7,500.	5,000.		
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	38,009,215.	38,267,747.	39,723,356.		
17		Accounts payable and accrued expenses	22,547.	67,505.			
18		Grants payable					
NET ASSETS OR FUND BALANCES	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)	22,547.	67,505.			
	24	Foundations that follow SFAS 117, check here ▶ and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> X					
NET ASSETS OR FUND BALANCES	24	Unrestricted	37,986,668.	38,200,242.			
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	37,986,668.	38,200,242.			
31	Total liabilities and net assets/fund balances (see instructions)	38,009,215.	38,267,747.				

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	37,986,668.
2	Enter amount from Part I, line 27a	2	213,574.
3	Other increases not included in line 2 (itemize) . . . ▶	3	
4	Add lines 1, 2, and 3	4	38,200,242.
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	38,200,242.

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)
1 a Various Investments-Statement 6	P	various	various
b Wells Fargo Stock-Statement 6	D	12/28/01	10/19/12
c Mutual Fund Cap Gain Dist-Statement 6	P	various	various
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 9,715,450.	0.	9,303,628.	411,822.
b 1,753,786.	0.	3,811.	1,749,975.
c 258,966.	0.	0.	258,966.
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.	411,822.
b			1,749,975.
c 0.	0.	0.	258,966.
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	2,420,763.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,431,663.	37,583,708.	0.038093
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

2 Total of line 1, column (d)	2	0.309844
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	0.061969
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	38,284,945.
5 Multiply line 4 by line 3	5	2,372,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,159.
7 Add lines 5 and 6	7	2,403,639.
8 Enter qualifying distributions from Part XII, line 4	8	1,931,230.

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	62,317.
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	62,317.
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	62,317.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	20,454.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	20,454.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	41,869.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 0. Refunded	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?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	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 Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	2	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	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	5	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?	6	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	7	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	8 b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	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?	13	X	
Website address N/A				
14	The books are in care of <u>Stacie Kalvoda</u> Telephone no <u>(701) 356-7810</u> Located at <u>15 Broadway N Suite 600</u> <u>Fargo, ND</u> ZIP + 4 <u>58102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 <u>N/A</u>			
16	At any time during calendar year 2012, 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				

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 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)? <input type="checkbox"/>	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2012? <input type="checkbox"/>	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 instructions) <input type="checkbox"/>	2 b	N/A
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 2012 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 2012) <input type="checkbox"/>	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2012? <input type="checkbox"/>	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

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)

6 a 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?

6 b

X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

N/A

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
See Statement 1 attached ND 58102	See Statement 1	100,000.	4,218.	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				

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

None

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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
JP Morgan Securities LLC 383 Madison Avenue New York NY 10179	Investment Management	79,694.

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 Philanthropy and Youth (PaY) is a program that introduces high school students to philanthropy. In 2012, 365 students from 17 area high schools made 101 grants to 73 organizations totaling \$85,000.	42,865.
2 PaY Summer Internship is a program that builds on PaY by providing PaY students a summer internship at a nonprofit organization. In 2012, 8 PaY students received summer internships.	12,464.
3 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 (2012 theme: Community Engagement)	2,335.
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Not Applicable	0.
2	
All other program-related investments See instructions	
3	
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	1 a	38,271,823.
b Average of monthly cash balances	1 b	596,141.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	38,867,964.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	38,867,964.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	583,019.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,284,945.
6 Minimum investment return. Enter 5% of line 5	6	1,914,247.

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	1,914,247.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	62,317.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	62,317.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,851,930.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,851,930.
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	1,851,930.

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	1 a	1,827,671.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	103,559.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	0.
b Cash distribution test (attach the required schedule)	3 b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,931,230.
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	1,931,230.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,851,930.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				0.
b From 2008				255,493.
c From 2009				1,503,932.
d From 2010				1,006,571.
e From 2011				0.
f Total of lines 3a through e	2,765,996.			
4 Qualifying distributions for 2012 from Part XII, line 4. \blacktriangleright \$ <u>1,931,230.</u>				
a Applied to 2011, 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 2012 distributable amount				1,851,930.
e Remaining amount distributed out of corpus	79,300.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	2,845,296.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,845,296.			
10 Analysis of line 9				
a Excess from 2008	255,493.			
b Excess from 2009	1,503,932.			
c Excess from 2010	1,006,571.			
d Excess from 2011	0.			
e Excess from 2012	79,300.			

BAA

Form 990-PF (2012)

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 2012, enter the date of the ruling.

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

- 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

[illegible]

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

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

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a 'Assets' alternative test – enter

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b 'Endowment' alternative test** — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

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

- ### 1 Information Regarding Foundation Managers:

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

See Statement 3 attached

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Not Applicable

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

Not Applicable

- c Any submission deadlines**

Not Applicable

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

Not Applicable

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Statement 4 attached			See Statement	1,496,100.
Total			3 a	1,496,100.
b <i>Approved for future payment</i>				
Total			3 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	158 .	
4 Dividends and interest from securities			14	774,632 .	
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	1,338,949 .	
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)				2,113,739 .	
13 Total. Add line 12, columns (b), (d), and (e)					13 2,113,739

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization

The Barry Foundation

Employer identification number

20-5767275

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)(____) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,
or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The Barry Foundation

20-5767275

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	B. John Barry 9101 Alta Drive, Unit 502 Las Vegas NV 89145	\$ 76,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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

2012Attachment
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 2011 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 2013 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	7,780.

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 2012	17	
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 2012 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
19 a 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	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed In Service During 2012 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions.	22	7,780.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDI0812 08/19/12

Form **4562** (2012)

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.)

24 a 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 (do not 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
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).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
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)		

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	--	--------------------------------------

42 Amortization of costs that begins during your 2012 tax year (see instructions):

43 Amortization of costs that began before your 2012 tax year. **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

Name

The Barry Foundation

Employer Identification Number

20-5767275

Asset Information:

Description of Property Various Investments

Date Acquired . . . various

How Acquired . . . Purchased

Date Sold . . . various

Name of Buyer . . . various

Sales Price . . . 11,728,202.

Cost or other basis (do not reduce by depreciation) . . . 10,389,253.

Sales Expense . . .

Valuation Method . . .

Total Gain (Loss) . . . 1,338,949.

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 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Nilles Law Firm</u>	<u>Various Legal Advice</u>	<u>414.</u>			<u>414.</u>
Total		<u>414.</u>			<u>414.</u>

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
<u>Eide Bailly</u>	<u>External audit</u>	<u>9,400.</u>			<u>9,400.</u>
Total		<u>9,400.</u>			<u>9,400.</u>

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
<u>Assessment Associate</u>	<u>HR services</u>	<u>2,550.</u>			<u>2,550.</u>
<u>Payroll Professional</u>	<u>Payroll processing</u>	<u>1,350.</u>			<u>1,350.</u>
<u>Olsen Thielen</u>	<u>IT services</u>	<u>764.</u>			<u>764.</u>
<u>TR Computers</u>	<u>IT services</u>	<u>1,817.</u>			<u>1,817.</u>
<u>Brenda Levos</u>	<u>Consulting</u>	<u>3,225.</u>			<u>3,225.</u>
<u>JP Morgan</u>	<u>Investment mgmt</u>	<u>79,694.</u>	<u>79,694.</u>		<u>0.</u>
<u>Kroll</u>	<u>Background checks</u>	<u>603.</u>			<u>603.</u>
<u>MICROEDGE</u>	<u>IT services</u>	<u>7,319.</u>			<u>7,319.</u>
<u>DELL</u>	<u>IT services</u>	<u>417.</u>			<u>417.</u>
<u>Video Arts Studio</u>	<u>Video/Media</u>	<u>4,220.</u>			<u>4,220.</u>
Total		<u>101,959.</u>	<u>79,694.</u>		<u>22,265.</u>

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
Total		<u>101,959.</u>	<u>79,694.</u>		<u>22,265.</u>

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	3,433,952.	1,741,500.
Wells Fargo & Co.	1,085,625.	1,709,000.
Wells Fargo & Co. - call options	-21,850.	-22,000.
Mutual Funds -see Statement 5	8,472,053.	9,406,487.
Preferred Stock	0.	0.
Index Funds-see Statement 5	1,119,935.	1,311,930.
Total	<u>14,089,715.</u>	<u>14,146,917.</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-See Statement 5	9,562,764.	9,911,466.
Total	<u>9,562,764.</u>	<u>9,911,466.</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-see Statement 5	4,525,000.	4,701,872.
Alternative Investments-see Statement 5	9,730,211.	10,605,544.
Total	<u>14,255,211.</u>	<u>15,307,416.</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>

The Barry Foundation
20-5767275
2012

Statement 1

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

<u>Name & Address</u>	<u>Title & Hours per week</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 5	None	None	None
Dana Johnson 2104 Hastings Ave, Suite 200 Newport, MN 55055	Vice Chairman & Director 2	None	None	None
Pam Borgerding 2104 Hastings Ave, Suite 200 Newport, MN 55055	Vice Chairman & Director 10	None	None	None
Thomas J. Barry 2104 Hastings Ave, Suite 200 Newport, MN 55055	Director 2	None	None	None
Jessica M. Barry 2104 Hastings Ave, Suite 200 Newport, MN 55055	Director 2	None	None	None
Marlys Barry 2104 Hastings Ave, Suite 200 Newport, MN 55055	Director 2	None	None	None
Marty Hoffmann 15 Broadway N Suite 600 Fargo, ND 58102	Secretary & Executive Director 40+	\$100,000	\$4,218	None
Dean C Hoffrogge 2104 Hastings Ave, Suite 200 Newport, MN 55055	Chief Financial Officer & Treasurer 5	None	None	None

The Barry Foundation
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2012

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

List of Contributors

<u>Name and Address</u>	<u>Date</u>	<u>Amount</u>
B. John Barry 9101 Alta Drive, Unit 502 Las Vegas, NV 89145	12/6/2012	\$ 76,000 Cash
		<hr/>
		<u><u>\$ 76,000</u></u>

**The Barry Foundation
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2012**

Statement 3

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

Question 1(a)

B John Barry
Thomas J Barry
Jessica M Barry

The Barry Foundation
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Form 990-PF, Part XV, Page 11

Statement 4

2012 GRANTS

Payee Organization Project Title	Payment Amount	Address	Status
TBF GRANTS			
ALS Association Minnesota Chapter Julie Kottick Jamboree 2012	\$500	333 North Washington Ave, Suite 105 Minneapolis, MN 55401	PC
Archbishop's Annual Catholic Appeal Catholic Services Appeal	\$2,500	239 Selby Ave St Paul, MN 55102	PC
One Heartland Camp Heartland	\$50,000	2101 Hennepin Ave Suite #107 Minneapolis, MN 55405	PC
Cathedral of St. Mary Capital Campaign	\$50,000	619 7th St N Fargo, ND 58102	PC
Detroit Lakes Community & Cultural Center Backyard Project	\$25,000	826 Summit Ave Detroit Lakes, MN 56501	PC
Fargo-Moorhead Area Foundation Road To Little Rock	\$10,000	502 First Ave N #202 Fargo, ND 58102	PC
Fargo Theatre Digital Conversion	\$10,000	314 Broadway, Box 2190 Fargo, ND 58108	PC
Franciscan Renewal Center Inc. Annual Appeal for the Phoenix Diocese	\$2,500	5802 E Lincoln Dr Scottsdale, AZ 85253	PC
Good Samaritan Society - Arthur Adaline E Williams Memorial	\$1,000	150 County Road 34 Arthur, ND 58006	PC
Great Plains Food Bank Fill the Dome	\$5,000	1720 3rd Ave N Fargo, ND 58102	PC
Hammer Residences, Inc. Quality of Life Fund	\$7,500	1909 E Wayzata Blvd Wayzata, MN 55391	PC
Hospice of the Red River Valley Michael Barner Memorial	\$250	1701 38th St S Suite 101 Fargo, ND 58103	PC
The Hovde Foundation Virginia Hovde Memorial	\$500	1826 Jefferson Place NW Washington, DC 20036	PF
Impact Foundation TEDx Youth	\$2,500	4152 30 Ave S, Suite 102 Fargo, ND 58104	PC
Jamestown College Sidney E and Alberta B Holaday Scholarship	\$500	6000 College Lane Jamestown, ND 58405	PC
Kansas State University Madeline B Miller Scholarship	\$1,000	2323 Anderson St Suite 500 Manhattan, KS 66502	PC
Leukemia & Lymphoma Society Gary St Marie Memorial	\$1,000	8441 Wayzata Blvd, Suite 340 Golden Valley, MN 55426	PC
Lupus Foundation of Minnesota Lupus Mall of America Fundraiser	\$1,250	The Atrium Suite 135 2626 East 82nd St Bloomington, MN 55425	PC
Luther College Ray Bentsdahl Memorial	\$1,000	700 College Dr Decorah, IA 52101	PC
Mayo Foundation Heritage Days Film	\$125,000	200 First St SW Rochester, MN 55905	PC
Minneapolis Heart Institute Foundation Dr Robert Hauser Endowment	\$50,000	920 E 28th St Suite 100 Minneapolis, MN 55407	PC
Minnesota AIDS Project Minnesota AIDS Walk	\$500	1400 Park Ave S Minneapolis, MN 55404	PC
Minnesota Council on Foundations 2012 Membership	\$1,450	100 Portland Ave S Suite 225 Minneapolis, MN 55401	PC
National Center for Family Philanthropy Membership	\$500	1101 Connecticut Ave Suite 220 Washington, DC 20036	PC
NDSU Development Foundation, Inc. Dean's Day Grant	\$750	PO Box 5144 1241 N University Dr Fargo, ND 58105	PC
Plains Art Museum Katherine Kilbourne Burgum Center for Creativity	\$1,100	PO Box 2338 704 First Ave N Fargo, ND 58108	PC
Plankinton School District 1-1 Education Foundation Matching grant to John Grundhofer's donation	\$5,000	PO Box 190 Plankinton, SD 57368	PC
Public Art Saint Paul General Support	\$25,000	351 Kellogg Blvd E St Paul, MN 55101	PC
Robin Hood Foundation 121212 Sandy Relief Fund	\$10,000	826 Broadway, 9th Floor New York, NY 10003	PC
Sanford Foundation 2012 Roger Maris Gala	\$300	PO Box MC Fargo, ND 58122	PC
Simpson Housing Services, Inc. Passage Community	\$15,000	2100 Pillsbury Ave S Minneapolis, MN 55404	PC
St. Mary of the Lakes	\$2,500	20996 Cty Hwy 20 Detroit Lakes, MN 56501	PC

Diocesan Annual Appeal					
United Way of Otter Tail County	\$1,000	120 East Washington Ave	Fergus Falls, MN	56537	PC
General Support					
University of North Dakota Foundation	\$250,000	3100 University Ave Stop 8157	Grand Forks, ND	58202	PC
3 1 Matching Grant for College of Business					
University of North Dakota Foundation	\$250,000	3100 University Ave Stop 8157	Grand Forks, ND	58202	PC
3 1 Matching Grant for College of Business					
University of North Dakota Foundation	\$30,000	3100 University Ave Stop 8157	Grand Forks, ND	58202	PC
UND Foundation Annual Excellence Fund					
University of North Dakota Foundation	\$250,000	3100 University Ave Stop 8157	Grand Forks, ND	58202	PC
3 1 Matching Grant for College of Business					
University of North Dakota Foundation	\$50,000	3100 University Ave Stop 8157	Grand Forks, ND	58202	PC
Gorecki Alumni Center					
Wilderness Inquiry Inc.	\$2,000	808 14th Ave SE	Minneapolis, MN	55414	PC
General Support					
Young Life Castaway Club	\$134,000	7240 Metro Blvd #3	Minneapolis, MN	55439	PC
Windjammer					
Subtotal: The Barry Foundation Grants	\$1,376,100				

PaY GRANTS

4 Luv of Dogs	\$800	30307 13 Ave S	Fargo, ND	58103	PC
Sterilizations, vaccinations and surgeries					
4 Luv of Dogs	\$875	30307 13 Ave S	Fargo, ND	58103	PC
4DX Project, Foster Care Costs and Food					
4 Luv of Dogs	\$250	30307 13 Ave S	Fargo, ND	58103	PC
Deworming, microchipping and purchasing metal crates					
Adopt-A-Pet of Fargo-Moorhead	\$850	PO Box 865	Moorhead, MN	56561	PC
Veterinary Costs					
Adults Adopting Special Kids	\$1,000	5201 Bishops Blvd Suite B	Fargo, ND	58104	PC
Books and DVD's aid in counseling program					
Alexa's Hope	\$1,000	1629 Ash Place	West Fargo, ND	58078	PC
Billboard advertisement to promote organ donation					
Alzheimer's Association Minnesota Chapter	\$500	4550 W 77th Street, Suite 200	Minneapolis, MN	55435	PC
ID Bracelets (Fargo)					
American Cancer Society	\$1,000	4646 Amber Valley PKWY S	Fargo, ND	58104	PC
To create wigs for cancer patients					
Arc of West Central Minnesota	\$1,000	810 4th Ave S #134	Moorhead, MN	56560	PC
Help fund 'Up with Downs' events					
Becker County Food Pantry	\$750	1308 Rossmann Ave	Detroit Lakes, MN	56501	PC
Food boxes for families					
Boys and Girls Club of Detroit Lakes Inc.	\$500	150 Richwood Rd, PO Box 83	Detroit Lakes, MN	56502	PC
Storage for recreation equipment					
Caring for Children	\$750	4510 13th Ave S	Fargo, ND	58121	PC
Medical expenses					
Center for Avian Adoption, Rescue and Education	\$850	3641 South 20th St	Fargo, ND	58104	PC
Food and Supplies					
Center INC	\$1,000	220 6th Ave N	Fargo, ND	58102	PC
Post Discharge Supplies and Recreational Equipment					
Center INC	\$833	220 6th Ave N	Fargo, ND	58102	PC
Bus Passes Through MAT					
CHARISM	\$1,000	3350 35th Ave S	Fargo, ND	58104	PC
Helping Children Learn Program					
The Children's Museum of Yunker Farm	\$500	1201 28th Ave N	Fargo, ND	58102	PC
Toys for their music area					
Churches United for the Homeless	\$834	1901 1st Ave N	Moorhead, MN	56560	PC
Bus passes through MAT					
Community Homes Inc.	\$500	702 23rd Street S	Fargo, ND	58104	PC
Helping individuals with rent					
Creative Care for Reaching Independence, Inc.	\$1,000	725 Center Ave Suite 7	Moorhead, MN	56560	PC
Service Enhancement					
Cullen Children's Foundation	\$500	PO Box 0594	West Fargo, ND	58078	PC
For Kamp KACE					
Detroit Mountain	\$500	14855 Elm Dr	Detroit Lakes, MN	56501	PC
Ski trip scholarships					
Dorothy Day House of Hospitality	\$1,000	1308 Main Ave	Moorhead, MN	56560	PC
Towards food purchases					
Epilepsy Foundation	\$600	3120 - S 25th St Box 337	Fargo, ND	58103	PC
Fund camp OZ					
Essentia Health Foundation	\$1,000	3000 32nd Ave S	Fargo, ND	58103	PC
NICU Penguin Nutritional Warmer					
Fargo Union Mission, Inc.	\$833	1902 3rd Ave N, P O Box 1067	Fargo, ND	58107	PC
Bus Passes Through MAT					

Fargo Union Mission, Inc. Security System	\$1,000	1902 3rd Ave N, P O Box 1067	Fargo, ND	58107	PC
Fargo Union Mission, Inc. Transportation and Housing	\$850	1902 3rd Ave N, P O Box 1067	Fargo, ND	58107	PC
Fargo-Moorhead Humane Society Safe Paws Program	\$750	1201 28th Ave N	Fargo, ND	58102	PC
Fargo-Moorhead Humane Society Safe Paws Project	\$1,000	1201 28th Ave N	Fargo, ND	58102	PC
Fargo-Moorhead Humane Society Safe Paws	\$250	1201 28th Ave N	Fargo, ND	58102	PC
Fargo-Moorhead Humane Society Safe Paws Program	\$1,000	1201 28th Ave N	Fargo, ND	58102	PC
FirstLink Advertising related to suicide prevention and awareness	\$1,000	4357 13th Ave S Suite 107L	Fargo, ND	58107	PC
FM Coalition of Homeless Persons Taxi Program	\$300	502 1 Ave N Suite 203, P O Box 5653	Fargo, ND	58105	PC
FM Coalition of Homeless Persons Advertising for the facility and its programs	\$1,000	502 1 Ave N Suite 203, P O Box 5653	Fargo, ND	58105	PC
Fraser, Ltd. Supplies for the Children's Services programs	\$1,000	2902 S University Dr	Fargo, ND	58103	PC
Generations Connecting Community Service Projects and classroom substance abuse prevention	\$1,000	802 North 5th St	Cassellton, ND	58102	PC
The Gifted Learning Project Enriching learning disability services	\$1,000	12506 20th St N	Moorhead, MN	56560	PC
Gladys Ray Shelter Art, Yoga and Wii Supplies	\$1,000	1519 1st Ave S	Fargo, ND	58103	PC
Gladys Ray Shelter Laundry Carts For Residents	\$500	1519 1st Ave S	Fargo, ND	58103	PC
Handi-Wheels Transportation	\$1,000	2525 Broadway N #002	Fargo, ND	58102	PC
HeartSprings Community Healing Center Fund program	\$700	2010 N Elm St Street	Fargo, ND	58102	PC
Homeless Health Services Purchasing Medical Prescriptions	\$1,000	c/o St Mark's Lutheran Church 670 4th Ave N	Fargo, ND	58102	PC
HOPE, Inc. Registration fees for activities	\$500	803 22nd Ave	Moorhead, MN	56560	PC
HOPE, Inc. Supplies for the annual HOPE, Inc fashion show	\$1,000	803 22nd Ave	Moorhead, MN	56560	PC
HOPE, Inc. Events at Summer camp	\$700	803 22nd Ave	Moorhead, MN	56560	PC
Immigrant Development Center Teaching business and entrepreneurial skills	\$750	810 4th Ave S Suite 204	Moorhead, MN	56560	PC
The Jason Foundation Five-day course in schools	\$1,000	510 4th St	Fargo, ND	58103	PC
Junior Achievement of the Upper Midwest Elementary education program at Central Cass	\$1,000	1800 White Bear Ave N	Maplewood, MN	55109	PC
Kamp Kace \$800 to sponsor a camper, \$200 to buy dresses and bow ties for event	\$1,000	PO Box 6001	Fargo, ND	58108	PC
Lakeland Mental Health Children's activities	\$1,000	1010 32nd Ave S	Moorhead, MN	56560	PC
Lakeland Mental Health Children's services	\$500	1010 32nd Ave S	Moorhead, MN	56560	PC
Lakes & Prairies Community Action Partnership, Inc. Toys and video surveillance	\$200	715 11th St N Suite 402	Moorhead, MN	56560	PC
Lakes Crisis and Resource Center For support group	\$500	PO Box 394	Detroit Lakes, MN	56502	PC
Lakes Crisis and Resource Center Clothing, food, gas cards and transportation for those in shelter care	\$1,000	PO Box 394	Detroit Lakes, MN	56502	PC
Lost and Found Ministry To Upgrade Their Addiction and Spiritual Materials	\$1,000	111 7 St S	Moorhead, MN	56560	PC
Lutheran Social Services of North Dakota Travel costs for counselors to visit rural areas	\$1,000	1121 4 Ave S	Fargo, ND	58103	PC
Mahube Community Council, Inc Emergency housing fund, background checks for applicants and gas cards	\$1,000	PO Box 747	Detroit Lakes, MN	56502	PC
Make-A-Wish Foundation of North Dakota Funding a Wish	\$1,000	1102 43rd St S Suite E	Fargo, ND	58103	PC
Make-A-Wish Foundation of North Dakota Towards Wishes	\$875	1102 43rd St S Suite E	Fargo, ND	58103	PC
Matthew House, Inc.	\$1,000	213 Summit Ave	Fergus Falls, MN	56537	PC

Towards kitchen and driveway redo					
Metro Youth Partnership	\$750	810 4th Ave S Suite 147	Moorhead, MN	56560	PC
Peace Jam expenses and afterschool scholarships					
North Dakota Association for the Disabled	\$600	2660 S Columbia Rd	Grand Forks, ND	58201	PC
Transportation Costs (Fargo)					
North Dakota Autism Center	\$500	4733 Amber Valley Pkwy Suite 200	Fargo, ND	58102	PC
Auesome Kids program costs and transportation					
North Dakota Autism Center	\$1,000	4733 Amber Valley Pkwy Suite 200	Fargo, ND	58102	PC
Wish List Items and Therapy for Kids					
North Dakota Heart Gallery	\$1,000	5201 Bishops Blvd, Suite B	Fargo, ND	58104	PC
Website Renovations					
Northern Botanic Garden Society	\$1,000	1201 28th Ave N	Fargo, ND	58102	PC
Purchase of water barrels for collecting rain water					
The Outdoor Adventure Foundation	\$1,000	415 38 St S Suite B	Fargo, ND	58103	PC
Hunting and fishing trip					
PATH North Dakota, Inc.	\$1,000	1112 Nodak Dr , #200	Fargo, ND	58103	PC
Furniture for family meeting room, Young adult program, literature and supplies					
PATH North Dakota, Inc.	\$1,000	1112 Nodak Dr , #200	Fargo, ND	58103	PC
Program Funding					
Rape and Abuse Crisis Center of Fargo-Moorhead	\$1,000	PO Box 2984	Fargo, ND	58108	PC
\$500 for patient fees, \$500 for electronic equipment					
Rape and Abuse Crisis Center of Fargo-Moorhead	\$1,000	PO Box 2984	Fargo, ND	58108	PC
Advancements for therapy room and library					
Red River Children's Advocacy Center	\$1,000	100 S 4th St Suite 302	Fargo, ND	58103	PC
Entertainment Items for the Children					
Red River Children's Advocacy Center	\$1,000	100 S 4th St Suite 302	Fargo, ND	58103	PC
For supplies					
Red River Children's Advocacy Center	\$1,000	100 S 4th St Suite 302	Fargo, ND	58103	PC
\$500 for Kids Closet, \$500 for TV and electronics					
Red River Valley Veteran's Concert Band Inc.	\$1,000	PO Box 363	Fargo, ND	58107	PC
Local concert sponsorship					
Refuge/Compassion Home	\$1,000	PO Box 823	Detroit Lakes, MN	56502	PC
Food, furniture and gas cards for the Compassion House					
Riding on Angels' Wings	\$1,000	5062 120th Ave	Felton, MN	56536	PC
Scholarships to children and families					
Riding on Angels' Wings	\$1,000	5062 120th Ave	Felton, MN	56536	PC
Scholarships to children and families					
Riding on Angels' Wings	\$1,000	5062 120th Ave	Felton, MN	56536	PC
Scholarships to children and families					
Ronald McDonald House Charities of the RR Valley	\$1,000	1330 18th Ave S	Fargo, ND	58103	PC
For repairs to one of their rooms					
Ronald McDonald House Charities of the RR Valley	\$1,000	1330 18th Ave S	Fargo, ND	58103	PC
Maintenance on the House					
Ronald McDonald House Charities of the RR Valley	\$ 600	1330 18th Ave S	Fargo, ND	58103	PC
Recreation Expenses					
Sanford Foundation	\$500	PO Box MC	Fargo, ND	58122	PC
Hematology Teaching Bone for Children's Onocology Center (\$200), Art Supplies for Embrace Program (\$300)					
Scottish Rite Language Disorder Center	\$1,000	1405 N 3rd St	Fargo, ND	58102	PC
Speech Therapy Supplies					
ShareHouse	\$1,000	4227 9th Ave S	Fargo, ND	58103	PC
Necessities for guests (haircuts, gas cards, etc)					
ShareHouse	\$ 500	4227 9th Ave S	Fargo, ND	58103	PC
Sister's Path necessities					
ShareHouse	\$ 850	4227 9th Ave S	Fargo, ND	58103	PC
Men's Housing					
ShareHouse	\$1,000	4227 9th Ave S	Fargo, ND	58103	PC
Rewards for residents					
SouthEastern North Dakota Community Action Agency	\$1,000	3233 S University Dr	Fargo, ND	58104	PC
Classroom and sport supplies					
Tin Roof Theatre Company	\$1,000	1715 5th Avenue S	Moorhead, MN	56560	PC
Towards purchase of an audio describer for blind audience members					
Trollwood at Bluestem Center for the Arts	\$750	1420 N 8th St	Fargo, ND	58102	PC
Student scholarships					
United Way of Becker County	\$750	PO Box 348	Detroit Lakes, MN	56502	PC
Backpack Program					
Village Family Service Center	\$1,000	1201 25th St S, PO Box 9859	Fargo, ND	58106	PC
Youth Programming					
Village Family Service Center	\$500	1201 25th St S, PO Box 9859	Fargo, ND	58106	PC
Attachment Program Games and Toys					
YMCA of Cass Clay	\$1,000	400 1st Ave S	Fargo, ND	58103	PC

Scholarships to Camp Cormorant				
YMCA of Cass Clay	\$1,000	400 1st Ave S	Fargo, ND	58103 PC
Scholarships to camp for foster kids				
Youth Survivor of Suicide Support Group	\$1,000	Atonement Church	Fargo, ND	58103 PC
Kits to be distributed to schools		4601 University Dr		
Youthworks	\$250	317 S University Dr	Fargo, ND	58103 PC
Books and games for shelter				
YWCA Cass Clay	\$1,000	3100 12th Ave N	Fargo, ND	58102 PC
To Purchase Birth Certificates				
YWCA Cass Clay	\$850	3100 12th Ave N	Fargo, ND	58102 PC
Transitional Housing				
Subtotal: PaY Grants	\$85,000			

PaY INTERNSHIP GRANTS

Creative Care for Reaching Independence, Inc.	\$5,000	725 Center Ave Suite 7	Moorhead, MN	56560 PC
PaY Summer Internship Kayla Weston				
FirstLink	\$5,000	4357 13th Ave S Suite 107L	Fargo, ND	58107 PC
PaY Summer Internship Erin Olson				
Red River Zoological Society	\$5,000	4220 21st Ave S	Fargo, ND	58104 PC
PaY Summer Internship Melissa Halvorson				
Ronald McDonald House Charities of the RR Valley	\$5,000	1330 18th Ave S	Fargo, ND	58103 PC
PaY Summer Internship Josie Perhus				
SouthEastern North Dakota Community Action Agency	\$5,000	3233 S University Dr	Fargo, ND	58104 PC
PaY Summer Internship Andrew Carlson				
Young Life Castaway Club	\$5,000	7240 Metro Blvd #3	Minneapolis, MN	55439 PC
PaY Summer Internship Steven Labine				
YWCA Cass Clay	\$5,000	3100 12th Ave N	Fargo, ND	58102 PC
PaY Summer Internship Jessica Nelleremoe				
Subtotal: PaY Internship Grants	\$35,000			

Grand Totals	\$1,496,100
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The Barry Foundation
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	<u>Book Value</u>	<u>Market Value</u>
<u>Form 990-PF, Line 10b Balance Sheet</u>		
COMMON STOCK		
Bank of America Corporation	3,433,952	1,741,500
Wells Fargo & Co	1,085,625	1,709,000
WFC April 2013 \$38 Call	-21,850	-22,000
MUTUAL FUNDS - STOCKS		
Dodge & Cox International Stock	1,592,273	1,550,628
JP Morgan Equity Income Fund	1,200,000	1,381,596
JP Morgan Mid Cap Equity Fund Select Fund	812,889	1,102,975
JPMorgan Large Cap Growth Select	1,625,000	1,791,039
Manning & Napier Equity	1,216,637	1,214,381
Matthews Pacific Tiger Fund	920,446	1,174,785
SPDR Gold Trust	259,648	356,606
T Rowe Price Emerging Markets Fund	375,000	360,500
Vanguard Emerging Market ETF	470,160	473,977
	<u>8,472,053</u>	<u>9,406,487</u>
INDEX FUNDS		
iShares S&P Midcap 400 Index Fund	1,119,935	1,311,930
Total Line 10b	<u><u>\$ 14,089,715</u></u>	<u><u>\$ 14,146,917</u></u>

Form 990-PF, Line 10c Balance Sheet

MUTUAL FUNDS - FIXED INCOME		
Doubleline Funds Total Return Bond Fund	775,000	782,194
Dreyfus Emerging Markets Local Currency	358,973	383,002
Eaton Vance Floating Rate Fund	2,113,847	2,192,982
JP Morgan Emerging Mkts Debt Fund	300,000	320,399
JP Morgan High Yield Bond Select	3,076,566	3,197,416
JP Morgan International Currency Income	375,524	390,301
JPM Inflation Managed Bond Select	1,000,000	1,013,318
Vanguard Interm-Term Investment-Grade	1,562,853	1,631,854
Total Line 10c	<u><u>\$ 9,562,764</u></u>	<u><u>\$ 9,911,466</u></u>

The Barry Foundation
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Form 990-PF, Line 13 Balance Sheet

STRUCTURED INVESTMENTS

BARC 05/08/13 Commodity Linked Note	300,000	321,960
BARC 06/12/14 Commodity Linked Note	350,000	348,320
BARC Bullet 3M LIBOR Float 07/07/15	300,000	310,050
BNP 05/30/2013 Equity Linked Note	325,000	347,328
BNP 07/10/2013 Equity Linked Note	325,000	369,832
BNP 10/30/2013 Equity Linked Note	350,000	356,360
DB 03/19/14 Equity Linked Note	350,000	356,094
DB 05/01/13 Currency Linked Note	250,000	261,275
HSBC 01/15/14 Equity Linked Note	525,000	525,000
HSBC 09/13/13 Currency Linked Note	250,000	273,150
JPM 05/15/13 Equity Linked Note	325,000	353,145
SG 11/27/13 Equity Linked Note	525,000	532,928
UBS 10/09/13 Equity Linked Note	350,000	346,430
	<u>4,525,000</u>	<u>4,701,872</u>

HEDGE FUNDS

Avenue International Ltd.	500,000	501,664
Blackstone Partners Offshore Fund Ltd	1,000,000	1,096,309
Blackstone Real Estate VII Private Invest	326,829	302,499
Blackstone/GSO Capital Solutions Fund(TBF)	633,609	610,724
Bridgewater Private Investors Ltd	500,000	744,056
GoldenTree CLO Debt Investment Offshore	500,000	601,306
GoldenTree Offshore Fund, Ltd	469,910	606,072
GoldenTree Offshore Ltd Class SP 3-1	3,687	4,009
GoldenTree Offshore Ltd Class SP 4-1	12,044	6,533
GoldenTree Offshore Ltd Class SP 6-1	10,402	6,983
GoldenTree Offshore Ltd Class SP 7-1	3,957	6,032
Gracie Credit Opportunities Fund Ltd	500,000	493,666
HPS Mezzanine Private Investors Offshore	230,444	214,905
Halcyon Partners Offshore Fund Ltd	500,000	540,793
Highbridge MultiStrategy Private Investors	2,200,000	2,357,454
Highbridge Quantitative Commodities Fund	675,000	737,218
Standard Pacific Cap Offshore Fund D	500,000	472,522
Starwood Opportunity Fund VIII (TE) LLC	664,329	822,799
Winton Futures Fund Ltd, Class B 04-12	500,000	480,000
	<u>9,730,211</u>	<u>10,605,544</u>

Total Line 13

\$ 14,255,211

\$ 15,307,416

Gains/Losses

Statement 6

990-PF, PART IV, PAGE 3, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain/Loss
9/27/2011	1/20/2012	-500	WFC January 2012 \$30 Call	15,750.00	32,999.33	17,249.33
2/12/2010	2/15/2012	200000	JPM 2/15/12 Equity Linked Note	200,000.00	236,585.00	36,585.00
1/20/2010	2/21/2012	4225.131	JPMorgan Asia Equity Select	133,007.13	136,136.24	3,129.11
2/25/2010	2/21/2012	3449.465	JPMorgan Asia Equity Select	100,000.00	111,143.81	11,143.81
2/26/2010	3/1/2012	100000	JPM 3/1/12 Currency Linked Note	100,000.00	116,750.00	16,750.00
9/27/2011	3/6/2012	-500	WFC April 2012 \$30 Call	64,250.00	65,132.72	882.72
1/21/2010	3/8/2012	6157.635	The Osterweis Fund	150,000.00	169,950.73	19,950.73
1/28/2010	3/8/2012	6691.761	The Osterweis Fund	160,000.00	184,692.60	24,692.60
2/4/2010	3/8/2012	4257.131	The Osterweis Fund	100,000.00	117,496.82	17,496.82
2/25/2010	3/8/2012	4135.649	The Osterweis Fund	100,000.00	114,143.91	14,143.91
4/14/2010	3/8/2012	4326.928	The Osterweis Fund	111,678.00	119,423.21	7,745.21
4/16/2010	3/8/2012	6340.977	The Osterweis Fund	162,329.00	175,010.96	12,681.96
5/6/2010	3/8/2012	6147.541	The Osterweis Fund	150,000.00	169,672.13	19,672.13
6/4/2010	3/8/2012	6404.782	The Osterweis Fund	150,000.00	176,771.99	26,771.99
6/8/2011	3/8/2012	4141.16	The Osterweis Fund	115,000.00	114,296.01	(703.99)
9/6/2011	3/8/2012	2043.318	The Osterweis Fund	50,000.00	56,395.58	6,395.58
5/27/2011	3/16/2012	17203.413	Nuveen Tradewinds Value Opportunities I	625,000.00	559,282.95	(65,717.05)
6/8/2011	3/16/2012	9957.326	Nuveen Tradewinds Value Opportunities I	350,000.00	323,712.67	(26,287.33)
3/19/2010	3/26/2012	100000	BARC 03/26/12 Currency Linked Note	100,000.00	96,341.00	(3,659.00)
4/9/2010	4/18/2012	100000	DB 04/18/12 Currency Linked Note	100,000.00	116,000.00	16,000.00
1/20/2012	4/20/2012	-500	WFC July 2012 \$33 Call	85,000.00	64,248.75	(20,751.25)
4/16/2010	4/25/2012	100000	JPM 04/25/12 Equity Linked Note	100,000.00	114,250.00	14,250.00
4/12/2011	5/2/2012	300000	CS 05/02/12 Equity Linked Note	300,000.00	268,371.00	(31,629.00)
4/21/2011	5/3/2012	200000	HSBC 05/03/12 Commodity Linked Note	200,000.00	214,500.00	14,500.00
4/21/2011	5/9/2012	250000	SG 05/09/12 Equity Linked Note	250,000.00	270,922.25	20,922.25
3/18/2010	6/5/2012	11451.29	JP Morgan International Currency Income	124,475.52	122,757.83	(1,717.69)
10/31/2011	6/5/2012	7475.814	JP Morgan International Currency Income	85,000.00	80,140.72	(4,859.28)
12/13/2011	6/5/2012	9057.971	JP Morgan International Currency Income	100,000.00	97,101.45	(2,898.55)
3/16/2011	6/5/2012	1802.425	Dreyfus Emerging Markets Local Currency	26,027.02	25,568.59	(458.43)
5/25/2011	6/5/2012	9358.289	Dreyfus Emerging Markets Local Currency	140,000.00	124,431.41	(15,568.59)
6/10/2011	6/22/2012	250000	JPM 06/27/12 Equity Linked Note	250,000.00	221,092.25	(28,907.75)
11/2/2011	7/18/2012	39000	Citigroup Capital Trust XII 8.5%Preferred	1,001,054.73	975,000.00	(26,054.73)
7/8/2011	7/25/2012	300000	BNP 07/25/2012 Equity Linked Note	300,000.00	263,295.21	(36,704.79)
8/5/2011	8/22/2012	300000	BNP 08/22/2012 Asia Equity Linked Note	300,000.00	300,000.00	-
7/17/2012	8/22/2012	101666.13	JP Morgan High Yield Bond Select	806,212.41	817,395.69	11,183.28
7/31/2012	8/22/2012	697.054	JP Morgan High Yield Bond Select	5,548.55	5,604.31	55.76
8/26/2011	9/12/2012	250000	JPM 09/12/12 Equity Linked Note	250,000.00	300,000.00	50,000.00
9/2/2011	9/13/2012	150000	JPM 09/13/12 Gold Linked Note	150,000.00	150,000.00	-
9/15/2010	9/24/2012	15625	JP Morgan High Yield Bond Select	125,000.00	127,500.00	2,500.00
10/28/2010	9/24/2012	18159.806	JP Morgan High Yield Bond Select	150,000.00	148,184.02	(1,815.98)
7/17/2012	9/24/2012	9107.351	JP Morgan High Yield Bond Select	72,221.29	74,315.98	2,094.69
9/9/2011	9/26/2012	250000	GS 09/26/12 Equity Linked Note	250,000.00	300,000.00	50,000.00
8/5/2011	10/12/2012	250000	BARC 02/05/2013 Equity Linked Note	250,000.00	292,250.00	42,250.00

9/30/2011	10/17/2012	300000 HSBC 10/17/12 Equity Linked Note	300,000.00	360,000.00	60,000.00
9/30/2011	10/18/2012	325000 CS 10/17/12 Asia Equity Linked Note	325,000.00	386,425.00	61,425.00
3/6/2012	10/19/2012	-500 WFC October 2012 \$34 Call	55,323.99	55,323.99	-
12/28/2001	10/19/2012	50000 Wells Fargo & Co.	3,811.00	1,753,785.91	1,749,974.91
4/20/2012	12/21/2012	-500 WFC January 2013 \$36 Call	15,750.00	84,998.06	69,248.06
6/24/2011	12/31/2012	250000 HSBC 12/31/12 Equity Linked Note	250,000.00	279,835.63	29,835.63

9,307,438.64	11,469,235.71	2,161,797.07
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CAPITAL GAIN DISTRIBUTIONS

3/20/2012	Blackstone/GSO Capital Solutions Fund(TBF)	2,103.97
3/26/2012	Blackstone/GSO Capital Solutions Fund(TBF)	1,135.99
3/30/2012	Vanguard Interm-Term Investment-Grade	5,493.50
3/30/2012	Vanguard Interm-Term Investment-Grade	2,078.62
9/19/2012	Blackstone/GSO Capital Solutions Fund(TBF)	358.90
10/29/2012	Blackstone/GSO Capital Solutions Fund(TBF)	51.06
12/14/2012	JPM Inflation Managed Bond Select	3,174.94
12/14/2012	JPM Inflation Managed Bond Select	1,545.75
12/14/2012	JP Morgan High Yield Bond Select	16,399.52
12/14/2012	JP Morgan High Yield Bond Select	4,470.10
12/14/2012	JP Morgan Equity Income Fund	2,122.74
12/14/2012	JP Morgan Mid Cap Equity Fund Select Fund	7,429.32
12/14/2012	Matthews Pacific Tiger Fund	985.16
12/14/2012	JP Morgan Equity Income Fund	7,712.23
12/18/2012	Manning & Napier Equity	149,154.95
12/18/2012	Manning & Napier Equity	31,188.49
12/31/2012	Vanguard Interm-Term Investment-Grade	5,060.01
12/31/2012	Vanguard Interm-Term Investment-Grade	18,500.67

258,965.92

Grand Total

2,420,762.99

Form 990-PF, Page 1, L-19 statement

The Barry Foundation
Depreciation Expense Report
As of December 31, 2012

Book = Internal

FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
Class = L														
000028		15 Broadway Suite 600 Leashold Improvements												
000	08/01/12		48,804.00	P	SLMM	06 00	0.00	48,804.00	11/30/12	0.00	677.84	3,389.17	3,389.17	
		Class = L	48,804.00				0.00	48,804.00		0.00	677.84	3,389.17	3,389.17	
		Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
		Count = 0												
		Net Subtotal	48,804.00				0.00	48,804.00		0.00	677.84	3,389.17	3,389.17	
		Count = 1												

Class = O

000001		Marty's laptop computer												
000	03/07/07		2,775.89	P	SLMM	05 00	0.00	2,775.89	11/30/12	2,683.37	0.00	92.52	2,775.89	
000003		File Cabinets												
000	11/01/07		850.28	P	SLMM	07 00	0.00	850.28	11/30/12	506.13	10.13	121.47	627.60	
000005		Marty's file cabinets												
000	01/05/08		425.14	P	SLMM	07 00	0.00	425.14	11/30/12	242.96	5.07	60.74	303.70	
000006		Marty's chair												
000	07/07/08		848.00	P	SLMM	07 00	0.00	848.00	11/30/12	423.99	10.10	121.14	545.13	
000007		Dell Latitude E4300 laptop computer												
000	11/26/08		2,608.45	P	SLMM	07 00	0.00	2,608.45	11/30/12	1,148.97	31.06	372.64	1,521.61	
000008		Emily's desk, chair and file												
000	06/01/09		384.84	P	SLMM	07 00	0.00	384.84	11/30/12	142.03	4.59	54.98	197.01	
000010		Computer monitor (Emily)												
000	06/30/10		87.85	P	SLMM	05 00	0.00	87.85	11/30/12	26.36	1.47	17.57	43.93	
000011		Monitor & Keyboard (Paulette)												
000	09/01/10		171.18	P	SLMM	07 00	0.00	171.18	11/30/12	32.61	2.04	24.46	57.07	
000012		Desk, Chair and File (Paulette)												
000	09/01/10		342.36	P	SLMM	07 00	0.00	342.36	11/30/12	65.21	4.08	48.91	114.12	
000013		Dell Latitude Notebook and Dell docking station (Paulette)												
000	11/01/10		1,636.50	P	SLMM	05 00	0.00	1,636.50	11/30/12	381.85	27.28	327.30	709.15	
000014		Dell Latitude E6520 (Stacie's)												
000	03/12/12		1,550.97	P	SLMM	05 00	0.00	1,550.97	11/30/12	0.00	25.85	258.50	258.50	
000015		Dell Latitude E6520 (Angie - intern)												
000	03/12/12		1,473.99	P	SLMM	05 00	0.00	1,473.99	11/30/12	0.00	24.57	245.67	245.67	
000016		HP Laserjet P2055 DN (Stacie)												
000	03/12/12		399.99	P	SLMM	05 00	0.00	399.99	11/30/12	0.00	6.67	66.67	66.67	
000017		22" Asus LCD Monitor												
000	03/12/12		175.00	P	SLMM	05 00	0.00	175.00	11/30/12	0.00	2.92	29.17	29.17	
000018		Whirlpool Built-In Dishwasher												
000	08/01/12		547.18	P	SLMM	07 00	0.00	547.18	11/30/12	0.00	6.52	32.57	32.57	
000019		G.E. Microwave Oven												
000	08/01/12		246.17	P	SLMM	07 00	0.00	246.17	11/30/12	0.00	2.93	14.65	14.65	
000020		Whirlpool 10 Cubic Ft. Refrigerator												
000	08/01/12		557.93	P	SLMM	07 00	0.00	557.93	11/30/12	0.00	6.65	33.21	33.21	
000021		Credenza (1) 66" x 21" x 30"												
000	08/01/12		1,094.41	P	SLMM	07 00	0.00	1,094.41	11/30/12	0.00	13.03	65.14	65.14	
000022		4 credenzas (72" x 21" x 30")												
000	08/01/12		4,659.37	P	SLMM	07 00	0.00	4,659.37	11/30/12	0.00	55.47	277.34	277.34	
000023		Desk (1) 60" x 30" x 30"												
000	08/01/12		1,373.44	P	SLMM	07 00	0.00	1,373.44	11/30/12	0.00	16.35	81.75	81.75	
000024		Desks (4) 72" x 36" x 30"												
000	08/01/12		6,198.04	P	SLMM	07 00	0.00	6,198.04	11/30/12	0.00	73.79	368.93	368.93	

The Barry Foundation
Depreciation Expense Report
As of December 31, 2012

Book = Internal

FYE Month = December

Sys No	In Svc Ext Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
Class = O													
000025	3 desk chairs												
	000 08/01/12	2,373.41	P	SLMM	07 00	0.00	2,373.41	11/30/12	0.00	28.26	141.28	141.28	
000026	8 HLC Arden Side Chairs												
	000 08/01/12	5,109.59	P	SLMM	07 00	0.00	5,109.59	11/30/12	0.00	60.83	304.14	304.14	
000027	8 Regalia Conference Chairs												
	000 08/01/12	9,878.33	P	SLMM	07 00	0.00	9,878.33	11/30/12	0.00	117.60	588.00	588.00	
000029	Cisco phone system and handsets												
	000 09/20/12	7,985.80	P	SLMM	07 00	0.00	7,985.80	11/30/12	0.00	95.07	285.21	285.21	
000030	Boardroom table												
	000 10/16/12	3,670.61	P	SLMM	07 00	0.00	3,670.61	11/30/12	0.00	43.70	87.40	87.40	
000031	Office furnishings (McNeal & Friends)												
	000 11/27/12	7,462.70	P	SLMM	07 00	0.00	7,462.70	11/30/12	0.00	88.84	88.84	88.84	
	Class = O	64,887.42				0.00	64,887.42		5,653.48	764.87	4,210.20	9,863.68	
	Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
	Count = 0												
	Net Subtotal	64,887.42				0.00	64,887.42		5,653.48	764.87	4,210.20	9,863.68	
	Count = 27												
Class = S													
000002	Filemaker Pro and VPN firewall software												
	000 03/07/07	392.99	P	SLMM	03 00	0.00	392.99	11/30/12	392.99	0.00	0.00	392.99	
000004	MicroEdge grant software												
	000 11/07/07	18,860.00	P	SLMM	03 00	0.00	18,860.00	11/30/12	18,860.00	0.00	0.00	18,860.00	
000009	Windows 7 software (Marty's laptop)												
	000 06/14/10	544.24	P	SLMM	03 00	0.00	544.24	11/30/12	287.24	15.12	181.41	468.65	
	Class = S	19,797.23				0.00	19,797.23		19,540.23	15.12	181.41	19,721.64	
	Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
	Count = 0												
	Net Subtotal	19,797.23				0.00	19,797.23		19,540.23	15.12	181.41	19,721.64	
	Count = 3												
	Grand Total	133,488.65				0.00	133,488.65		25,193.71	1,457.83	7,780.78	32,974.49	
	Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
	Count = 0												
	Net Grand Total	133,488.65				0.00	133,488.65		25,193.71	1,457.83	7,780.78	32,974.49	
	Count = 31												