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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**2013****For calendar year 2013, or tax year beginning , 2013, 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>15 Broadway N Suite 600</b>		<b>B</b> Telephone number (see the instructions) <b>(701) 356-7800</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Fargo ND 58102</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>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>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>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>44,764,961.</b>		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>

**Part I Analysis of Revenue and**

**Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc., received (att sch) . . . . .	88,000.			
2 <input type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments . . . . .	221.	221.		
4 Dividends and interest from securities . . . . .	727,489.	727,489.		
5 a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6 a Net gain/(loss) from sale of assets not on line 10	1,116,990.	L-6a Stmt		
b Gross sales price for all assets on line 6a . . . . .	14,185,361.			
7 Capital gain net income (from Part IV, line 2) . . . . .		1,116,990.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit/(loss) (att sch) . . . . .				
11 Other income (attach schedule) . . . . .				
12 <b>Total.</b> Add lines 1 through 11. . . . .	1,932,700.	1,844,700.		
<b>ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	104,000.			104,000.
14 Other employee salaries and wages . . . . .	100,555.			100,555.
15 Pension plans, employee benefits . . . . .	32,764.			32,764.
16 a Legal fees (attach schedule). L-16a Stmt.	2,000.			2,000.
b Accounting fees (attach sch). L-16b Stmt.	10,775.	975.		9,800.
c Other prof fees (attach sch) L-16c Stmt.	105,829.	85,429.		20,400.
17 Interest . . . . .	4,848.			4,848.
18 Taxes (attach schedule)(see instrs) Federal, Excise.	35,173.			0.
19 Depreciation (attach sch) and depletion . . . . .	17,945.			
20 Occupancy . . . . .	38,717.			38,717.
21 Travel, conferences, and meetings . . . . .	78,051.			78,051.
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) See Line 23 Stmt	48,204.			48,204.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	578,861.	86,404.		439,339.
25 Contributions, gifts, grants paid . . . . .	1,525,390.			1,525,390.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	2,104,251.	86,404.		1,964,729.
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b> . . . . .	-171,551.			
b <b>Net Investment Income</b> (if negative, enter -0-) . . . . .		1,758,296.		
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

**Part II Balance Sheets**

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	252,043.	605,748.	605,748.
	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 . . . . .			
	10a Investments — U.S. and state government obligations (attach schedule) . . . . .			
	b Investments — corporate stock (attach schedule) L-10b. Stmt . . . . .	14,089,715.	17,040,441.	20,193,289.
	c Investments — corporate bonds (attach schedule) L-10c. Stmt . . . . .	9,562,764.	11,662,827.	11,690,902.
<b>LIABILITIES</b>	11 Investments — land, buildings, and equipment: basis . . . . . ▶			
	Less: accumulated depreciation (attach schedule) . . . . . ▶			
	12 Investments — mortgage loans . . . . .			
	13 Investments — other (attach schedule) L-13. Stmt . . . . .	14,255,211.	10,624,991.	12,180,681.
	14 Land, buildings, and equipment: basis . . . . . ▶	137,484.		
	Less: accumulated depreciation (attach schedule) . . . . . ▶	48,143.		
	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). . . . .	38,267,747.	40,030,848.	44,764,961.
	17 Accounts payable and accrued expenses . . . . .	67,505.	37,157.	
	18 Grants payable . . . . .			
<b>NET ASSETS OR FUND BALANCES</b>	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, & other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .		1,965,000.	
	22 Other liabilities (describe . . . . . ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	67,505.	2,002,157.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> X			
	24 Unrestricted . . . . .	38,200,242.	38,028,691.	
<b>NET ASSETS OR FUND BALANCES</b>	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 <b>Total net assets or fund balances</b> (see instructions) . . . . .	38,200,242.	38,028,691.	
<b>NET ASSETS OR FUND BALANCES</b>	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	38,267,747.	40,030,848.	

**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	38,200,242.
2 Enter amount from Part I, line 27a . . . . .	2	-171,551.
3 Other increases not included in line 2 (itemize) . . . . . ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	38,028,691.
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	38,028,691.

**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 Mutual Fund Cap Gain Dis-Statement 6		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 13,776,304.	0.	13,068,371.	707,933.
b 409,057.	0.	0.	409,057.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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.	707,933.
b 0.	0.	0.	409,057.
c			
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	1,116,990.
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))
2012	1,931,230.	38,284,945.	0.050444
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

2 Total of line 1, column (d) . . . . .	2	0.308441
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	0.061688
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .	4	41,437,162.
5 Multiply line 4 by line 3 . . . . .	5	2,556,176.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	17,583.
7 Add lines 5 and 6 . . . . .	7	2,573,759.
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	1,971,501.

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	35,166.
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	35,166.
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	35,166.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	27,500.	
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	27,500.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,666.	
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 2014 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?		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 (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		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?		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		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 2013 or the taxable year beginning in 2013 (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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Form 990-PF (2013)

**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) 356-7800</u> Located at ▶ <u>15 Broadway N Suite 600 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 2013, 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)? . . . . .	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 2013? . . . . .	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
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) . . . . .	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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
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 2013 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 2013.) . . . . .	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4 b	X

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Form 990-PF (2013)

**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

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

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**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .

7 b

N/A

**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 40.00	104,000.	3,599.	107,599.
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-----				
-----				
-----				
-----				

**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

**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	80,729.
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 2013, 420 students from 18 area high schools made 111 grants to 74 organizations totaling \$90,000.	69,054.
2 PaY Summer Internship is a program that builds on PaY by providing PaY students a summer internship at a nonprofit organization. In 2013, 10 summer internships were granted.	15,912.
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.	1,686.
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

BAA

Form 990-PF (2013)



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities . . . . .	<b>1 a</b>	41,070,376.
<b>b</b> Average of monthly cash balances . . . . .	<b>1 b</b>	997,809.
<b>c</b> Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b>	
<b>d</b> <b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1 d</b>	42,068,185.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d . . . . .	<b>3</b>	42,068,185.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	631,023.
<b>5</b> <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	41,437,162.
<b>6</b> <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	2,071,858.

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

<b>1</b> Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	2,071,858.
<b>2 a</b> Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2 a</b>	35,166.
<b>b</b> Income tax for 2013 (This does not include the tax from Part VI) . . . . .	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b . . . . .	<b>2 c</b>	35,166.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	2,036,692.
<b>4</b> Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b> Add lines 3 and 4 . . . . .	<b>5</b>	2,036,692.
<b>6</b> Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b> <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	2,036,692.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 . . . . .	<b>1 a</b>	1,964,729.
<b>b</b> Program-related investments — total from Part IX-B . . . . .	<b>1 b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	6,772.
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required) . . . . .	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b>	
<b>4</b> <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	1,971,501.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	0.
<b>6</b> <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	1,971,501.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				2,036,692.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	255,493.			
b From 2009 . . . . .	1,503,932.			
c From 2010 . . . . .	1,006,571.			
d From 2011 . . . . .	0.			
e From 2012 . . . . .	79,300.			
f Total of lines 3a through e . . . . .	2,845,296.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 1,971,501.				
a Applied to 2012, but not more than line 2a . . . . .				
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 2013 distributable amount . . . . .				1,971,501.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	65,191.			65,191.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	2,780,105.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions . . . . .			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				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 2008 not applied on line 5 or line 7 (see instructions) . . . . .	190,302.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,589,803.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	1,503,932.			
b Excess from 2010 . . . . .	1,006,571.			
c Excess from 2011 . . . . .	0.			
d Excess from 2012 . . . . .	79,300.			
e Excess from 2013 . . . . .	0.			

**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 2013, 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 . . . . .	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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.)

<b>1 Information Regarding Foundation Managers:</b>	
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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:</b>	
Check here <input checked="" type="checkbox"/> 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
<i>a Paid during the year</i> See Statement 4 attached ND 58102		See Stmt	See Statement	1,525,390.
<b>Total . . . . .</b>			<b>3 a</b>	1,525,390.
<i>b Approved for future payment</i>				
<b>Total . . . . .</b>			<b>3 b</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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income (See instructions )
<b>1</b> Program service revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b> Fees and contracts from government agencies . .						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments . . . .			14	221 .		
<b>4</b> Dividends and interest from securities . . . .			14	727,489 .		
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property . . . . .						
<b>b</b> Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property . . . .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory . . .			18	1,116,990 .		0 .
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . . . .						
<b>11</b> Other revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				1,844,700 .		0 .
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					<b>13</b>	1,844,700 .

(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**

► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No 1545-0047

**2013**

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 its Form 990-PF, Part I, line 2, 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, 990EZ,**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

**or 990-PF.**

Employer Identification number

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	\$ 88,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )



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

**2013**Attachment  
Sequence No **179**

Name(s) shown on return

The Barry Foundation

Business or activity to which this form relates

Identifying number

20-5767275

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 2012 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 2014. 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	17,945.

**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 2013.	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 2013 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 2013 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	17,945.
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.)

24 a Do you have evidence to support the business/investment use claimed? . . . . .					<input type="checkbox"/> Yes	<input type="checkbox"/> No	24 b If 'Yes,' is the evidence written? . . . . .					<input type="checkbox"/> Yes	<input type="checkbox"/> 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 . . . . .													
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 . . . . .													

**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	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 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year. . . . .					
44 <b>Total.</b> Add amounts in column (f). See the instructions for where to report . . . . .					

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

Description of Property: . . . . . <u>Various Investments-see Statement 6</u>	
Date Acquired . . . <u>various</u>	How Acquired . . . <u>Purchased</u>
Date Sold . . . <u>various</u>	Name of Buyer: . . . <u>various</u>
Sales Price . . . <u>14,185,361.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>13,068,371.</u>
Sales Expense . . . _____	Valuation Method . . . . . _____
Total Gain (Loss) . . . <u>1,116,990.</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: . . . _____

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**Additional Information**

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Form 926 and Form 8621 Attachments.

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The Barry Foundation is filing Form 8621 as a shareholder in various foreign funds as they are considered to be passive foreign investment companies. The distributions from these funds to The Barry Foundation not taxable and therefore are not included on Part IV of Form 8621. The funds are identified below:

Form 926: BREP VII Private Investors, HPS Mezzanine Priv Invest Offshore, JPM Global Access Priv Invest

Form 8621: BREP VII Private Investors, GSO Private Investors Offshore, HPS Mezzanine Private Investors Offshore

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	8,084.			8,084.
Bank charges	188.			188.
Miscellaneous	16.			16.
Office/Program supplies	10,751.			10,751.
Courier and postage	2,657.			2,657.
Insurance	779.			779.
Education	9,775.			9,775.
Hospitality	3,199.			3,199.
Marketing & Communications	12,455.			12,455.
Library/PaY Directory	300.			300.
<b>Total</b>	<b>48,204.</b>			<b>48,204.</b>

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
Fredikson&Byron	Various Legal Advice	2,000.			2,000.
<b>Total</b>		<b>2,000.</b>			<b>2,000.</b>

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	9,800.			9,800.
Eide Bailly	Investment consult	975.	975.		0.
<b>Total</b>		<b>10,775.</b>	<b>975.</b>		<b>9,800.</b>

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
Payroll Professionals	Payroll processing	1,656.			1,656.
Kelly McDonald	Computer Training	890.			890.
Olsen Thielen	IT services	272.			272.
TR Computers	IT services	2,302.			2,302.
Brenda Levos	Design Services	3,668.			3,668.
JP Morgan	Investment mgmt	80,729.	80,729.		0.
Kroll	Background checks	45.			45.
MICROEDGE	IT support	6,829.			6,829.

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
Syntrinsic	Investment Consult	4,700.	4,700.		0.
Video Arts Studio	Video/Media	4,575.			4,575.
NDSU Memorial Union	A/V Services	163.			163.
Total		<u>105,829.</u>	<u>85,429.</u>		<u>20,400.</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
Citigroup, Inc.	1,163,023.	1,302,750.
Bank of America Corporation	3,433,952.	2,335,500.
Wells Fargo & Co.	1,085,625.	2,270,000.
Wells Fargo & Co. - call options	-48,499.	-267,500.
Mutual Funds -see Statement 5	8,977,708.	11,618,760.
Index Funds-see Statement 5	2,428,632.	2,933,779.
Total	<u>17,040,441.</u>	<u>20,193,289.</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	11,662,827.	11,690,902.
Total	<u>11,662,827.</u>	<u>11,690,902.</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	2,275,000.	2,423,694.
Alternative Investments-see Statement 5	8,349,991.	9,756,987.
Total	<u>10,624,991.</u>	<u>12,180,681.</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**  
**2013**

**Statement 1**

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

<u>Name &amp; Address</u>	<u>Title &amp; 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 10	None	None	None
Dana Johnson 2104 Hastings Ave, Suite 200 Newport, MN 55055	Vice Chairman & Director 5	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 5	None	None	None
Michael B Barry 2104 Hastings Ave, Suite 200 Newport, MN 55055	Director 5	None	None	None
Marlys Barry 2104 Hastings Ave, Suite 200 Newport, MN 55055	Director 5	None	None	None
Marty Hoffmann 15 Broadway N Suite 600 Fargo, ND 58102	Secretary & Executive Director 40+	\$104,000	\$3,599	None
Dean C Hoffrogge 2104 Hastings Ave, Suite 200 Newport, MN 55055	Chief Financial Officer & Treasurer 10	None	None	None



**The Barry Foundation**  
**20-5767275**  
**2013**

**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	12/13/2013	\$ 88,000 Cash
		<u>\$ 88,000</u>

**The Barry Foundation**  
**20-5767275**  
**2013**

**Statement 3**

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

Question 1(a)

B John Barry  
Thomas J Barry  
Michael B Barry

## 2013 GRANTS

Payee Organization Project Title	Payment Amount	Address	Status
<b>TBF GRANTS</b>			
Ann Bancroft Foundation Match Grant	\$85,000	808 14th Ave SE Minneapolis, MN 55414	PC
Ann Bancroft Foundation dreamXchange2013	\$1,500	808 14th Ave SE Minneapolis, MN 55414	PC
Archbishop's Annual Catholic Appeal Annual Catholic Appeal	\$2,500	226 Summit Avenue Saint Paul, MN 55102	PC
Boys and Girls Club of Detroit Lakes Inc. Polar Plunge Fundraiser	\$1,000	150 Richwood Rd Detroit Lakes, MN 56502	PC
Boys Hope Girls Hope Summer Programming	\$5,000	3443 N Central Ave Suite 713 Phoenix, AZ 85012	PC
Bras on Broadway Program Support for 10 year Anniversary of the Hotel	\$10,000	4141 28th Ave S Fargo, ND 58104	PC
Cathedral of St. Mary Capital Campaign	\$50,000	619 7th Street North Fargo, ND 58102	PC
Clare Housing A Place to Call Home Breakfast - Match Grant	\$20,000	929 Central Avenue N E Minneapolis, MN 55413	PC
Concordia College Ofutt School of Business Dedication Event	\$10,000	901 8th St S Moorhead, MN 56562	PC
Detroit Lakes Community & Cultural Center Backyard Project	\$25,000	826 Summit Avenue Detroit Lakes, MN 56501	PC
Detroit Mountain Detroit Mountain Recreation Area	\$50,000	14855 Elm Dr Detroit Lakes, MN 56501	PC
Essentia Health St. Mary's Capital Campaign	\$25,000	1027 Washington Ave Detroit Lakes, MN 56501	PC
Fargo Theatre TEDx Learning	\$1,500	314 Broadway, Box 2190 Fargo, ND 58108	PC
Franciscan Renewal Center Inc. Annual Appeal	\$2,500	5802 E Lincoln Dr Scottsdale, AZ 85253	PC
Great Plains Food Bank 2013 Fill the Dome	\$5,000	1720 3rd Avenue N Fargo, ND 58102	PC
Heart's Home Volunteer Program	\$2,500	108 St Edwards St Brooklyn, NY 11205	PC
Impact Foundation TEDx Learning	\$5,000	4152 30 Avenue South Suite 102 Fargo, ND 58104	PC
Intergenerational Living & Health Care, Inc. Sidney A Goodman Memorial	\$1,000	1107 Hazeltine Blvd , Suite 547 Chaska, MN 55318	PC
Junior League of Fargo-Moorhead Community Indoor Park	\$12,500	3509 Interstate Boulevard South Fargo, ND 58103	PC
Mayo Foundation Art and Healing Book	\$100,000	200 First St SW Rochester, MN 55905	PC
Mayo Foundation M Brennan, M D , President's Strategic Initiative Professorship	\$200,000	200 First St SW Rochester, MN 55905	PC
Minnesota AIDS Project Positive Link	\$25,000	1400 Park Ave S Minneapolis, MN 55404	PC
Minnesota AIDS Project 2013 Minnesota AIDS Walk	\$1,000	1400 Park Ave S Minneapolis, MN 55404	PC
Minnesota Council on Foundations General Support	\$1,450	100 Portland Ave S, Suite 225 Minneapolis, MN 55401	PC
National Center for Family Philanthropy General Support	\$500	1101 Connecticut Ave, Suite 200 Washington, DC 20036	PC
North Dakota Community Foundation The Women's Conference	\$7,500	PO Box 387 Bismarck, ND 58502	PC
North Dakota Dollars for Scholars Memorial for Governor William Guy	\$500	PO Box 5509 Bismarck, ND 58506	PC
North Dakota State University Development Foundation, Inc. NDSU Center of Risk and Trading	\$125,000	1241 N University Dr Fargo, ND 58105	PC
One Heartland Holiday in the Heartland Event	\$2,500	2101 Hennepin Ave Suite #107 Minneapolis, MN 55405	PC
One Heartland Program Support	\$25,000	2101 Hennepin Ave Suite #107 Minneapolis, MN 55405	PC
Shaw Cancer Center Mark Pancratz Memorial	\$1,000	P O Box 2559 Edwards, CO 81632	PC
Simpson Housing Services, Inc.	\$15,000	2100 Pillsbury Avenue South Minneapolis, MN 55404	PC

Soar Program			
St. John's Catholic Church	\$500	115 2nd Street North	Wahpeton, ND 58075
Jenny Wolf Memorial			PC
St. Mary of the Lakes	\$2,500	20996 Cty Hwy 20	Detroit Lakes, MN 56501
Annual Diocese Appeal			PC
Stephanie Goetz Fund - FM Area Foundation	\$500	1350 21st Ave South	Fargo, ND 58103
Program Benefit at Maxwell's			PC
The Congressional Medal of Honor Foundation	\$1,000	1501 Lee Highway, Suite 300	Arlington, VA 22209
William Tilley Memorial			PC
United Way of Otter Tail County	\$1,000	120 East Washington Avenue	Fergus Falls, MN 56537
Operation Support			PC
University of North Dakota Foundation	\$500,000	3100 University Ave , Stop 8157	Grand Forks, ND 58202
3 1 Matching Grant for College of Business			PC
University of North Dakota Foundation	\$600	3100 University Ave , Stop 8157	Grand Forks, ND 58202
Student Table Sponsorship - Sioux Award Banquet			PC
University of North Dakota Foundation	\$50,000	3100 University Ave , Stop 8157	Grand Forks, ND 58202
Gorecki Alumni Center			PC
Wilderness Inquiry Inc.	\$4,000	808 14th Ave SE	Minneapolis, MN 55414
Outdoor Education Program			PC
Young Life Castaway Club	\$12,500	51709 County Hwy 31	Detroit Lakes, MN 56501
Castaway's 50th Anniversary Celebration			PC
<b>Subtotal: The Barry Foundation Grants</b>	<b>\$1,392,050</b>		

## PaY GRANTS

4 Luv of Dogs	\$700	PO Box 9283	Fargo, ND 58106	PC
PaY DGF - Tub and Supplies				
4 Luv of Dogs	\$1,000	PO Box 9283	Fargo, ND 58106	PC
PaY Barnesville - Pea Rock and Plastic Barriers				
4 Luv of Dogs	\$500	PO Box 9283	Fargo, ND 58106	PC
PaY Hawley - Pea Rock and Plastic Fence Guards				
Adopt-A-Pet of Fargo-Moorhead	\$500	PO Box 865	Moorhead, MN 56561	PC
PaY DGF - Pet Foster Care Costs				
Adopt-A-Pet of Fargo-Moorhead	\$500	PO Box 865	Moorhead, MN 56561	PC
PaY Barnesville - Microchip & Vet Care				
Adults Adopting Special Kids	\$500	5201 Bishops Blvd , Suite B	Fargo, ND 58104	PC
PaY WFHS - Foster Care Support				
American Foundation for Suicide Prevention	\$500	1121 4th Ave South	Fargo, ND 58103	PC
PaY Hawley - Educational Video				
American Red Cross	\$1,000	2602 12th Street North	Fargo, ND 58102	PC
PaY RRALC - Military Family Support				
Anne Carlsen Center Southeast Chapter	\$500	3502 South University Drive	Fargo, ND 58103	PC
PaY Fargo South - Equipment				
Becker County Friends of the Library	\$600	1000 Washington Avenue	Detroit Lakes, MN 56501	PC
PaY Detroit Lakes - Children's Program				
Big Brothers Big Sisters of The Village Family Service Center	\$1,000	PO Box 9859	Fargo, ND 58107	PC
PaY Moorhead - Gas and Activities				
Boys and Girls Club of Detroit Lakes Inc.	\$700	150 Richwood Rd	Detroit Lakes, MN 56502	PC
PaY Detroit Lakes - Recreational Equipment				
Boys and Girls Club of Detroit Lakes Inc.	\$400	150 Richwood Rd	Detroit Lakes, MN 56502	PC
PaY Pelican Rapids - Equipment				
Boys and Girls Club of the Red River Valley	\$1,000	2500 18th St S	Fargo, ND 58103	PC
PaY Northern Cass - Equipment				
Caring for Children	\$1,000	4510 13th Ave S	Fargo, ND 58121	PC
PaY Davies - Health Insurance				
Cats Cradle Shelter	\$1,000	9 9th Street South	Fargo, ND 58103	PC
PaY DGF - Vet Bill and Micro Chips				
Cats Cradle Shelter	\$1,000	9 9th Street South	Fargo, ND 58103	PC
PaY Barnesville - Vet Expenses				
Center for Avian Adoption, Rescue and Education	\$700	2202 2nd Ave East #D	West Fargo, ND 58078	PC
PaY DGF - Cages				
Center for Avian Adoption, Rescue and Education	\$750	2202 2nd Ave East #D	West Fargo, ND 58078	PC
PaY Hawley - Flooring				
CHARISM	\$1,000	3350 35th Ave S	Fargo, ND 58104	PC
PaY Northern Cass - Box Garden Program				
Churches United for the Homeless	\$1,000	1901 1st Ave N	Moorhead, MN 56560	PC
PaY Central Cass - Family Activities Fund				
Creative Care for Reaching Independence Inc.	\$1,000	725 Center Ave , Suite 7	Moorhead, MN 56560	PC
PaY WFCHS - Activities for Clients				
Dakota Boys and Girls Ranch	\$500	PO Box 5007	Fargo, ND 58107	PC
PaY Shanley - Art Supplies, Music, and Books				
Dakota Boys and Girls Ranch	\$500	PO Box 5007	Fargo, ND 58107	PC
PaY Park Christian - Supplies				

<b>Dakota Boys and Girls Ranch</b> PaY WFHS - Books	<b>\$500</b> PO Box 5007	Fargo, ND 58107	PC
<b>Detroit Lakes Community &amp; Cultural Center</b> PaY Detroit Lakes - Scholarships	<b>\$500</b> 826 Summit Ave	Detroit Lakes, MN 56501	PC
<b>Detroit Mountain</b> PaY Detroit Lakes - Equipment	<b>\$700</b> 14855 Elm Dr	Detroit Lakes, MN 56501	PC
<b>Disabled American Veterans</b> PaY RRALC - Childcare for Veteran Parents	<b>\$1,000</b> 2101 North Elm, Suite 206	Fargo, ND 58102	PC
<b>Dorothy Day House of Hospitality</b> PaY Oak Grove - The Daily Shower Program	<b>\$1,000</b> 1308 Main Ave	Moorhead, MN 56560	PC
<b>Family Health Care</b> PaY Woodrow Wilson - YMCA Passes	<b>\$1,000</b> 301 NP Avenue	Fargo, ND 58102	PC
<b>Family Therapy Center</b> PaY Shanley - Paintings	<b>\$1,000</b> NDSU Dept 261550	Fargo, ND 58108	PC
<b>Family Therapy Center</b> PaY Fargo North - Supplies for Room	<b>\$1,000</b> NDSU Dept 261550	Fargo, ND 58108	PC
<b>Fargo Union Mission, Inc.</b> PaY Park Christian - Feasibility Study	<b>\$1,000</b> P O Box 1067	Fargo, ND 59107	PC
<b>Fargo VA Health Care System</b> PaY Fargo North - Wishes of Wings Program	<b>\$1,000</b> 2101 Elm Street North	Fargo, ND 58102	PC
<b>Fargo VA Health Care System</b> PaY RRALC - MOVE Program	<b>\$1,000</b> 2101 Elm Street North	Fargo, ND 58102	PC
<b>FirstLink</b> PaY Shanley - Suicide Outreach	<b>\$500</b> 4357 13th Ave S, Suite 107L	Fargo, ND 58107	PC
<b>FM Coalition of Homeless Persons</b> PaY WFHS - Gap Grants	<b>\$1,000</b> 502 1 Ave N Suite 203	Fargo, ND 58105	PC
<b>Fraser, Ltd.</b> PaY Davies - Tablet	<b>\$1,000</b> 2902 S University Dr	Fargo, ND 58103	PC
<b>Fraser, Ltd.</b> PaY Fargo South - Materials for New Building	<b>\$900</b> 2902 S University Dr	Fargo, ND 58103	PC
<b>Fraser, Ltd.</b> PaY Oak Grove - Children with special needs	<b>\$500</b> 2902 S University Dr	Fargo, ND 58103	PC
<b>Friends of Tamarac National Wildlife Refuge</b> PaY Detroit Lakes - Children's Program	<b>\$600</b> 35704 County HWY 26	Rochert, MN 56578	PC
<b>The Gifted Learning Project</b> PaY Davies - Field Trip	<b>\$1,000</b> 12506 20th St N	Moorhead, MN 56560	PC
<b>City of Fargo Gladys Ray Shelter</b> PaY WFHS - Database	<b>\$1,000</b> 1519 1st Ave S	Fargo, ND 58103	PC
<b>Great Plains Food Bank</b> PaY Oak Grove - Backpack Program	<b>\$500</b> 1720 3rd Avenue N	Fargo, ND 58102	PC
<b>HeartSprings Community Healing Center</b> Pay Woodrow Wilson - Scholarships	<b>\$500</b> 2010 N Elm Street	Fargo, ND 58102	PC
<b>HELPERS</b> PaY Barnesville - Fundraiser and Medical Equipment	<b>\$500</b> 124 2nd Ave Southeast	Barnesville, MN 56514	PC
<b>HERO</b> PaY Woodrow Wilson - Trailer	<b>\$1,000</b> 5012 53rd Street South, Suite C	Fargo, ND 58104	PC
<b>Hightail Rescue</b> PaY DGF - Riding Program	<b>\$1,000</b> 28953 15th Ave North	Hawley, MN 56549	PC
<b>HOPE, Inc.</b> PaY Moorhead - Bicycle	<b>\$1,000</b> 803 22nd Ave	Moorhead, MN 56560	PC
<b>HOPE, Inc.</b> PaY WFHS - Awards and Equipment	<b>\$1,000</b> 803 22nd Ave	Moorhead, MN 56560	PC
<b>Humane Society Fargo-Moorhead</b> PaY DGF - Safe Paws Program	<b>\$500</b> 1201 28th Ave N	Fargo, ND 58102	PC
<b>Humane Society Fargo-Moorhead</b> PaY WFCHS - Safe Paws and Pet Care	<b>\$1,000</b> 1201 28th Ave N	Fargo, ND 58102	PC
<b>Humane Society Fargo-Moorhead</b> PaY Barnesville - Vet Care and Safe Paws Project	<b>\$1,000</b> 1201 28th Ave N	Fargo, ND 58102	PC
<b>Humane Society of the Lakes</b> PaY DGF - Food, Beds and Dog Doors	<b>\$600</b> 19665 US HWY 59	Detroit Lakes, MN 56501	PC
<b>Humane Society of the Lakes</b> PaY Detroit Lakes - Direct Care for Animals	<b>\$900</b> 19665 US HWY 59	Detroit Lakes, MN 56501	PC
<b>Kamp Kace</b> PaY Woodrow Wilson - Supplies for Camp Celebration	<b>\$1,000</b> 7108 100 Ave South	Horace, ND 58047	PC
<b>Kamp Kace</b> PaY Fargo South - Camp Dance	<b>\$400</b> 7108 100 Ave South	Horace, ND 58047	PC
<b>Kamp Kace</b> PaY Pelican Rapids - Camp Dance	<b>\$850</b> 7108 100 Ave South	Horace, ND 58047	PC
<b>Lakes Crisis and Resource Center</b> PaY Pelican Rapids - Personal Care Items	<b>\$850</b> PO Box 394	Detroit Lakes, MN 56502	PC
<b>Lakes Crisis and Resource Center</b> PaY Hawley - Personal Care Supplies	<b>\$500</b> PO Box 394	Detroit Lakes, MN 56502	PC

<b>Legacy Children's Foundation</b> PaY Davies - Tutoring Support	\$1,000 3425 1st Street North	Fargo, ND 58102	PC
<b>Legacy Children's Foundation</b> PaY Oak Grove - Summer Trip	\$1,000 3425 1st Street North	Fargo, ND 58102	PC
<b>Lost and Found Ministry</b> PaY Park Christian - Transfer from VHS to DVD	\$500 111 7 Street South	Moorhead, MN 56560	PC
<b>Lutheran Social Services of North Dakota</b> PaY Shanley - Bikes and Equipment	\$1,000 1121 4th Ave South	Fargo, ND 58103	PC
<b>ND 4-H Foundation</b> PaY Fargo North - Operation Military Kids	\$1,000 PO Box 6050	Fargo, ND 58108	PC
<b>ND 4-H Foundation</b> PaY Northern Cass - Hero Pack	\$1,000 PO Box 6050	Fargo, ND 58108	PC
<b>North Dakota Heart Gallery</b> PaY Central Cass - Heart Gallery Sponsorship	\$1,000 5201 Bishops Bld, Suite B	Fargo, ND 58104	PC
<b>PARTNERS</b> PaY Barnesville - Bus	\$1,000 203 1st Ave SW	Rothsay, MN 56579	PC
<b>PATH North Dakota, Inc.</b> PaY Fargo South - Gas Money	\$500 1112 Nodak Dr , #200	Fargo, ND 58103	PC
<b>PATH North Dakota, Inc.</b> PaY WFHS - SAFE Program	\$1,000 1112 Nodak Dr , #200	Fargo, ND 58103	PC
<b>Plains Art Museum</b> PaY Woodrow Wilson - ArtCase Program	\$1,000 704 First Ave N	Fargo, ND 58102	PC
<b>Project Night Light</b> PaY Park Christian - Supplies	\$1,000 324 16th Street North	Moorhead, MN 56560	PC
<b>Rainbow Bridge</b> PaY Moorhead - Car Seats	\$750 715 11th St N Suite 402	Moorhead, MN 56560	PC
<b>Rape and Abuse Crisis Center of Fargo-Moorhead</b> PaY Moorhead - Television	\$750 PO Box 2984	Fargo, ND 58108	PC
<b>Rape and Abuse Crisis Center of Fargo-Moorhead</b> PaY Hawley - Supplies for the Children's Room	\$500 PO Box 2984	Fargo, ND 58108	PC
<b>Rape and Abuse Crisis Center of Fargo-Moorhead</b> PaY WFCHS - Distress Tolerance and Bracelets	\$800 PO Box 2984	Fargo, ND 58108	PC
<b>Rebuilding Together</b> PaY RRALC - Veteran Homes	\$1,000 700 Main Ave , Suite 10	Fargo, ND 58102	PC
<b>Red River Children's Advocacy Center</b> PaY WFCHS - Items for the Family Room	\$500 100 S 4th St , Suite 302	Fargo, ND 58103	PC
<b>Red River Children's Advocacy Center</b> PaY Pelican Rapids - Making a Comfortable Place	\$1,000 100 S 4th St , Suite 302	Fargo, ND 58103	PC
<b>Red River Children's Advocacy Center</b> PaY Hawley - Toys and supplies for families	\$750 100 S 4th St , Suite 302	Fargo, ND 58103	PC
<b>Red River Valley Asperger-Autism Network</b> PaY Central Cass - Tournament Fee	\$1,000 2807 26th Ave South	Fargo, ND 58103	PC
<b>Red River Zoological Society</b> PaY Northern Cass - Enrichment Toys	\$1,000 4225 23rd Ave South	Fargo, ND 58104	PC
<b>Restore, Inc.</b> PaY Fargo North - Treatment and Marketing	\$1,000 115 University Dr North	Fargo, ND 58102	PC
<b>Riding on Angels' Wings</b> PaY Fargo South - Bathroom and Therapy Room	\$900 5062 120th Ave North	Felton, MN 56536	PC
<b>Riding on Angels' Wings</b> PaY WFCHS - Hippo-therapy and Special Olympics	\$1,000 5062 120th Ave North	Felton, MN 56536	PC
<b>River Keepers</b> PaY Moorhead - Water Festival	\$500 325 7th St S Suite #201	Fargo, ND 58103	PC
<b>River Keepers</b> PaY Hawley - Water Festival	\$500 325 7th St S Suite #201	Fargo, ND 58103	PC
<b>Sanford Foundation</b> PaY Pelican Rapids - Children's Miracle Network	\$500 520 Main Ave , Suite 700	Fargo, ND 58122	PC
<b>Self-Sufficiency Center</b> PaY Fargo South - Educational Classes	\$900 201 11th Street North	Fargo, ND 58102	PC
<b>ShareHouse</b> PaY RRALC - Veteran Sobriety	\$1,000 4227 9th Ave S	Fargo, ND 58103	PC
<b>ShareHouse</b> PaY Shanley - Contingency and Toiletries	\$1,000 4227 9th Ave S	Fargo, ND 58103	PC
<b>ShareHouse</b> PaY Hawley - Movie Passes and Gift Cards	\$500 4227 9th Ave S	Fargo, ND 58103	PC
<b>Someplace Safe</b> PaY Pelican Rapids - Support Families Needing Services	\$1,000 PO Box 815	Fergus Falls, MN 56538	PC
<b>SouthEastern North Dakota Community Action Agency</b> PaY Davies - Field Trip	\$1,000 3233 S University Dr	Fargo, ND 58104	PC
<b>SouthEastern North Dakota Community Action Agency</b> PaY Fargo South - Cultural Books and Costumes	\$400 3233 S University Dr	Fargo, ND 58104	PC
<b>SouthEastern North Dakota Community Action Agency</b> PaY Oak Grove - Toys and Books	\$1,000 3233 S University Dr	Fargo, ND 58104	PC

Special Olympics North Dakota Area 6	\$1,000	PO Box 308	Fargo, ND 58107	PC
PaY Central Cass - Volunteer Outreach				
<b>Theatre B</b>	\$500	716 Main Ave	Fargo, ND 58102	PC
PaY Woodrow Wilson - Scholarships				
<b>Three Rivers Crisis Center</b>	\$400	509 Dakota Avenue Suite B	Wahpeton, ND 58075	PC
PaY Pelican Rapids - Supplies				
<b>TNT Kid's Fitness and Gymnastics Academy</b>	\$500	2800 Main Avenue	Fargo, ND 58103	PC
PaY Fargo South - Therapy Equipment				
<b>TNT Kid's Fitness and Gymnastics Academy</b>	\$1,000	2800 Main Avenue	Fargo, ND 58103	PC
PaY Northern Cass - Equipment				
<b>Trollwood Performing Arts School</b>	\$1,000	801 50th Ave South	Moorhead, MN 56560	PC
PaY Oak Grove - STAR Program				
<b>United Way of Becker County</b>	\$1,000	PO Box 348	Detroit Lakes, MN 56502	PC
PaY Detroit Lakes - Backpack Program				
<b>Valley Christian Counseling</b>	\$1,000	509 25 Ave N	Fargo, ND 58102	PC
PaY Park Christian - Scholarships				
<b>Village Family Service Center</b>	\$1,000	1201 25th St S	Fargo, ND 58106	PC
PaY Central Cass - Nokomis Child Care Center				
<b>Village Family Service Center</b>	\$1,000	1201 25th St S	Fargo, ND 58106	PC
PaY Shanley - Big Brothers, Big Sisters				
<b>Youthworks</b>	\$1,000	317 S University Dr	Fargo, ND 58103	PC
PaY Fargo North - Romkey Project				
<b>Youthworks</b>	\$1,000	317 S University Dr	Fargo, ND 58103	PC
PaY Moorhead - Outreach Services				
<b>YWCA Cass Clay</b>	\$1,000	3100 12th Ave N	Fargo, ND 58102	PC
PaY Park Christian - Advocacy Program				
<b>YWCA Cass Clay</b>	\$700	3100 12th Ave N	Fargo, ND 58102	PC
PaY WFCBS - Activities for Kids				
<b>YWCA Cass Clay</b>	\$500	3100 12th Ave N	Fargo, ND 58102	PC
PaY Hawley - Food, Toys and Apartments				
<b>Subtotal: PaY Grants</b>	<b>\$90,000</b>			

### **PaY ADMINISTRATIVE GRANTS**

<b>Barnesville Public School</b>	\$240	302 3 Street SE	Barnesville, MN 56514	PC
PaY Administrative Expenses				
<b>Detroit Lakes Public Schools</b>	\$500	1301 Roosevelt	Detroit Lakes, MN 56501	PC
PaY Administrative Expenses				
<b>Dilworth - Glyndon-Felton High School</b>	\$500	513 Parke Ave	Glyndon, MN 56547	PC
PaY Administrative Expenses				
<b>Hawley High School</b>	\$500	714 Joseph Street - Box 608	Hawley, MN 56549	PC
PaY Administrative Expense				
<b>Park Christian High School</b>	\$50	300 N 17th St	Moorhead, MN 56560	PC
PaY Administrative Expenses				
<b>Subtotal: PaY Administrative Grants</b>	<b>\$1,790</b>			

### **PaY INTERNSHIP GRANTS**

<b>American Red Cross</b>	\$5,000	2602 12th Street North	Fargo, ND 58102	PC
PaY Internship Scrubby Bear Project				
<b>Arts Partnership</b>	\$5,000	1104 2nd Ave South	Fargo, ND 58103	PC
PaY Internship Marketing Project				
<b>Fargo Moorhead Opera</b>	\$5,000	114 Broadway Suite S1	Fargo, ND 58102	PC
PaY Internship Anti-bullying Opera Project				
<b>Fargo Theatre</b>	\$5,000	314 Broadway	Fargo, ND 58108	PC
PaY Internship Kids Flicks Project				
<b>River Keepers</b>	\$5,000	325 7th St S Suite #201	Fargo, ND 58103	PC
PaY Internship Geo-mapping River Project				
<b>United Way of Cass Clay</b>	\$5,000	209 7th St S	Fargo, ND 58103	PC
PaY Internship Backpack Program Project				
<b>Young Life Castaway Club</b>	\$5,000	7240 Metro Boulevard #3	Minneapolis, MN 55439	PC
PaY Internship Zebra Mussels Research Project				
<b>YWCA Cass Clay</b>	\$5,000	3100 12th Ave N	Fargo, ND 58102	PC
PaY Internship Study Buddies Give Back Project				
<b>Subtotal: PaY Internship Grants</b>	<b>\$40,000</b>			

### **DEANS DAY GRANTS**

<b>Concordia College</b>	\$550	901 8th St S	Moorhead, MN 56562	PC
Dean's Day Spring 2013				
<b>University of North Dakota Foundation</b>	\$1,000	3100 University Ave , Stop 8157	Grand Forks, ND 58202	PC
2013 Fall Dean's Day				
<b>Subtotal: PaY Internship Grants</b>	<b>\$1,550</b>			

**Grand Totals** **\$1,525,390**

**The Barry Foundation**  
**20-5767275**  
**2013**

page 1/2

**Statement 5**

**Form 990-PF, Line 10b Balance Sheet**

**COMMON STOCK**

	<b>Book Value</b>	<b>Market Value</b>
Citigroup Inc.	1,163,023	1,302,750
Bank of America Corporation	3,433,952	2,335,500
Wells Fargo & Co	1,085,625	2,270,000
WFC April 2013 \$38 Call	-48,499	-267,500
	<u>5,634,101</u>	<u>5,640,750</u>

**MUTUAL FUNDS - STOCKS**

Dodge & Cox International Stock	2,242,273	2,672,667
JP Morgan Equity Income Fund	1,200,000	1,752,169
JP Morgan Mid Cap Equity Fund Select Fund	930,840	1,508,240
JPM China Region Fund	287,000	333,838
JPMorgan Large Cap Growth Select	1,315,864	1,931,843
Manning & Napier Equity	1,216,637	1,394,342
Matthews Pacific Tiger Fund	920,446	1,201,737
SPDR Gold Trust	259,648	255,580
T Rowe Price Emerging Markets Fund	605,000	568,344
	<u>8,977,708</u>	<u>11,618,760</u>

**INDEX FUNDS**

SPDR S&P 500 ETF Trust	1,024,192	1,145,078
iShares MSCI EAFE Index Fund	810,484	825,269
iShares S&P Midcap 400 Index Fund	593,956	963,432
	<u>2,428,632</u>	<u>2,933,779</u>

**Total Line 10b**

<u><b>\$ 17,040,441</b></u>	<u><b>\$ 20,193,289</b></u>
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**Form 990-PF, Line 10c Balance Sheet**

**MUTUAL FUNDS - FIXED INCOME**

Doubleline Funds Total Return Bond Fund	1,425,000	1,373,251
Eaton Vance Floating Rate Fund	2,163,193	2,259,107
JP Morgan Emerging Mkts Debt Fund	300,000	284,174
JP Morgan High Yield Bond Select	668,339	686,900
JP Morgan International Currency Income	375,525	384,414
JP Morgan Strategic Income Opportunities	2,350,000	2,357,553
JPM Inflation Managed Bond Select	712,770	694,110
JPMorgan Core Bond Fund	1,538,000	1,527,347
PIMCO CommoditiesPLUS Strategy P	880,000	890,206
PIMCO Total Return Fund R Class	1,250,000	1,233,841
	<u>11,662,827</u>	<u>11,690,902</u>

**Total Line 10c**

<u><b>\$ 11,662,827</b></u>	<u><b>\$ 11,690,902</b></u>
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The Barry Foundation  
20-5767275  
2013

Statement 5

Form 990-PF, Line 13 Balance Sheet

**STRUCTURED INVESTMENTS**

BARC 06/12/14 Commodity Linked Note	350,000	358,155
BARC Bullet 3M LIBOR Float 07/07/15	300,000	308,700
DB 03/19/14 Equity Linked Note	350,000	420,301
DB REN MXEA 08/06/14 Equity Linked Note	375,000	405,555
HSBC 01/15/14 Equity Linked Note	525,000	595,508
HSBC 09/22/14 Equity Linked Note	375,000	335,475
	<u>2,275,000</u>	<u>2,423,694</u>

**HEDGE FUNDS**

Avenue International Ltd	500,000	559,845
Blackstone Partners Offshore Fund Ltd.	1,000,000	1,198,503
Blackstone Real Estate VII Private Invest	581,926	570,504
Blackstone/GSO Capital Solutions Fund(TBF)	645,845	634,751
Bridgewater Private Investors Ltd Class A	500,000	736,778
Global Access PE Vintage 2013 LP	117,210	96,226
GoldenTree Offshore Fund, Ltd	427,706	638,535
GoldenTree Offshore Ltd Class SP 3-1	3,687	3,797
GoldenTree Offshore Ltd Class SP 4-1	12,044	5,311
GoldenTree Offshore Ltd Class SP 6-1	10,402	8,239
GoldenTree Offshore Ltd Class SP 7-1	3,933	3,564
GoldenTree Offshore Ltd Class SP 8-1	42,227	81,323
Gracie International Credit Opp Fund	24,024	24,024
HPS Mezzanine Private Investors Offshore	245,009	228,046
Halcyon Partners Offshore Fund Ltd.	500,000	574,693
Highbridge MultiStrategy Private Investors	2,200,000	2,478,325
Standard Pacific Cap Offshore Fund D	500,000	548,950
Starwood Opportunity Fund VIII (TE) LLC	535,977	836,200
Winton Futures Fund Ltd, Lead Series B	500,000	529,374
	<u>8,349,991</u>	<u>9,756,987</u>

**Total Line 13**

<b><u>\$ 10,624,991</u></b>	<b><u>\$ 12,180,681</u></b>
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**Statement 6**

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

<u>Open Date</u>	<u>Close Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost Basis</u>	<u>Proceeds</u>	<u>Gain/Loss</u>
5/27/2011	2/7/2013	13994.402	JPMorgan Large Cap Growth Select	309,136.34	350,000.00	40,863.66
2/24/2010	3/12/2013	253	Gracie Credit Opportunities Fund Ltd	500,000.00	480,478.29	(19,521.71)
3/6/2012	3/14/2013	250000	HSBC 09/13/13 Currency Linked Note	250,000.00	275,000.00	25,000.00
4/29/2010	3/21/2013	412	GoldenTree CLO Debt Investment Offshore	410,495.81	510,716.15	100,220.34
4/29/2010	4/17/2013	81	GoldenTree CLO Debt Investment Offshore	81,080.00	98,978.46	17,898.46
12/21/2012	4/22/2013	-500	WFC April 2013 \$38 Call	0.00	21,849.49	21,849.49
3/21/2012	4/23/2013	13863.216	JPM Inflation Managed Bond Select	148,197.78	150,000.00	1,802.22
1/20/2010	4/23/2013	63630.864	JP Morgan High Yield Bond Select	502,047.52	530,045.10	27,997.58
3/18/2010	4/23/2013	41087.231	JP Morgan High Yield Bond Select	325,000.00	342,256.63	17,256.63
7/17/2012	4/23/2013	15329.924	JP Morgan High Yield Bond Select	121,566.30	127,698.27	6,131.97
4/20/2012	5/1/2013	250000	DB 05/01/13 Currency Linked Note	250,000.00	269,250.00	19,250.00
4/27/2012	5/8/2013	300000	BARC 05/08/13 Commodity Linked Note	300,000.00	320,250.00	20,250.00
4/27/2012	5/15/2013	325000	JPM 05/15/13 Equity Linked Note	325,000.00	388,103.37	63,103.37
5/11/2012	5/30/2013	325000	BNP 05/30/2013 Equity Linked Note	325,000.00	373,750.00	48,750.00
4/30/2010	6/24/2013	448	Highbridge Quantitative Commodities Fund	497,528.28	435,533.39	(61,994.89)
4/30/2010	6/24/2013	1	Highbridge Quantitative Commodities Fund	2,471.72	711.99	(1,759.73)
7/30/2010	6/24/2013	179	Highbridge Quantitative Commodities Fund	175,000.00	173,668.28	(1,331.72)
4/17/2013	7/5/2013	8424	GoldenTree CLO Debt Investment Offshore HI	8,424.19	8,561.54	137.35
6/22/2012	7/10/2013	325000	BNP 07/10/2013 Equity Linked Note	325,000.00	398,450.00	73,450.00
2/7/2013	7/10/2013	709	iShares MSCI China Index Fund	34,086.52	28,675.29	(5,411.23)
2/7/2013	7/10/2013	4108	iShares MSCI China Index Fund	197,157.71	166,146.81	(31,010.90)
2/8/2013	7/10/2013	2358	iShares MSCI China Index Fund	113,914.98	95,368.60	(18,546.38)
1/20/2010	7/19/2013	48661.8	JP Morgan High Yield Bond Select	383,941.60	400,000.00	16,058.40
3/25/2013	7/19/2013	32679.739	Eaton Vance Floating Rate Fund	300,653.60	300,000.00	(653.60)
5/3/2013	8/8/2013	325000	MS 05/08/14 Commodity Linked Note	325,000.00	337,025.00	12,025.00
1/28/2010	8/16/2013	80777.096	Vanguard Interm-Term Investment-Grade	790,000.00	784,345.60	(5,654.40)
3/4/2010	8/16/2013	43016.603	Vanguard Interm-Term Investment-Grade	422,853.21	417,691.22	(5,161.99)
2/21/2012	8/16/2013	24679.171	Vanguard Interm-Term Investment-Grade	250,000.00	239,634.75	(10,365.25)
9/6/2012	8/16/2013	9652.51	Vanguard Interm-Term Investment-Grade	100,000.00	93,725.87	(6,274.13)
1/20/2010	8/16/2013	14450.048	JP Morgan High Yield Bond Select	114,010.88	116,900.89	2,890.01
3/4/2010	8/16/2013	25641.026	JP Morgan High Yield Bond Select	200,000.00	207,435.90	7,435.90
8/22/2011	8/16/2013	20153.451	JP Morgan High Yield Bond Select	156,592.31	163,041.42	6,449.11
11/2/2011	8/16/2013	26282.051	JP Morgan High Yield Bond Select	205,000.00	212,621.79	7,621.79
3/21/2012	8/26/2013	13005.78	JPM Inflation Managed Bond Select	139,031.79	135,000.00	(4,031.79)
2/25/2010	8/26/2013	12870.013	JP Morgan High Yield Bond Select	100,000.00	103,732.30	3,732.30
8/22/2011	8/26/2013	38618.821	JP Morgan High Yield Bond Select	300,068.24	311,267.70	11,199.46
3/16/2011	9/11/2013	18973.198	Dreyfus Emerging Markets Local Currency	273,972.98	262,968.53	(11,004.45)
10/31/2011	9/11/2013	5994.358	Dreyfus Emerging Markets Local Currency	85,000.00	83,081.80	(1,918.20)
11/18/2011	9/16/2013	2150	iShares S&P Midcap 400 Index Fund	185,505.44	266,513.02	81,007.58
12/20/2011	9/16/2013	1050	iShares S&P Midcap 400 Index Fund	90,206.76	130,157.52	39,950.76
3/16/2012	9/16/2013	2500	iShares S&P Midcap 400 Index Fund	250,267.00	309,898.85	59,631.85
9/15/2010	9/20/2013	1680	Vanguard Emerging Market ETF	73,565.52	70,555.58	(3,009.94)

9/15/2010	9/20/2013	1048 Vanguard Emerging Market ETF	46,016.00	44,013.24	(2,002.76)
9/15/2010	9/20/2013	1868 Vanguard Emerging Market ETF	81,856.32	78,451.08	(3,405.24)
9/15/2010	9/20/2013	2816 Vanguard Emerging Market ETF	123,515.11	118,264.59	(5,250.52)
5/25/2011	9/20/2013	2032 Vanguard Emerging Market ETF	96,272.10	85,338.66	(10,933.44)
9/12/2011	9/20/2013	1200 Vanguard Emerging Market ETF	48,935.28	50,396.84	1,461.56
10/1/2013	10/3/2013	137488.54 JP Morgan Short Duration Bond Select	1,500,000.00	1,500,000.00	-
9/21/2012	10/9/2013	350000 UBS 10/09/13 Equity Linked Note	350,000.00	402,500.00	52,500.00
10/12/2012	10/30/2013	350000 BNP 10/30/2013 Equity Linked Note	350,000.00	402,500.00	52,500.00
11/9/2012	11/27/2013	525000 SG 11/27/13 Equity Linked Note	525,000.00	603,750.00	78,750.00

13,068,371.29	13,776,303.81	707,932.52
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## CAPITAL GAIN DISTRIBUTIONS

1/28/2013	JP Morgan Mid Cap Equity Fund Select Fund	24.83
4/2/2013	Vanguard Interm-Term Investment-Grade	11,543.15
4/2/2013	Vanguard Interm-Term Investment-Grade	1,897.50
6/13/2013	Blackstone/GSO Capital Solutions Fund(TBF)	11.98
6/14/2013	Blackstone Real Estate VII Private Invest	840.69
12/13/2013	PIMCO CommoditiesPLUS Strategy P	231.94
12/13/2013	PIMCO Total Return Fund R Class	6,920.59
12/13/2013	Matthews Pacific Tiger Fund	7,622.39
12/13/2013	PIMCO CommoditiesPLUS Strategy P	822.63
12/13/2013	PIMCO Total Return Fund R Class	1,322.71
12/13/2013	Matthews Pacific Tiger Fund	64.49
12/13/2013	JPM Inflation Managed Bond Select	109
12/13/2013	JPM Inflation Managed Bond Select	837.21
12/13/2013	JP Morgan High Yield Bond Select	2,319.79
12/13/2013	JP Morgan High Yield Bond Select	15,890.81
12/13/2013	JP Morgan Equity Income Fund	6,603.19
12/13/2013	JP Morgan Equity Income Fund	22,519.07
12/13/2013	JPMorgan Core Bond Fund	155.8
12/13/2013	JPMorgan Core Bond Fund	8,185.36
12/13/2013	JP Morgan Mid Cap Equity Fund Select Fund	34,301.31
12/13/2013	JP Morgan Mid Cap Equity Fund Select Fund	78,071.24
12/17/2013	Manning & Napier Equity	155,928.27
12/17/2013	Manning & Napier Equity	52,833.39

409,057.34
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Grand Total

1,116,989.86
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**The Barry Foundation**

**20-5767275**

**Form 990-PF, Page 2, Part II Balance Sheets, Line 21**

**Notes Payable**

**2013**

Lender:	J.P. Morgan
1/1/13 Balance:	\$0.00
12/31/13 Balance:	\$1,965,000.00
Date of Note:	April 26, 2010
Maturity Date:	April 30, 2015
Repayment Terms:	Balance due at maturity
Interest Rate:	0.78% at 12/31/13
Security Provided:	JP Morgan investment accounts
Purpose:	Grants and Operations

Form 990-PF Page 1, Line 19

The Barry Foundation  
Depreciation Expense Report  
As of December 31, 2013

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 = L													
000028	15 Broadway Suite 600 Leashold Improvements												
	000 08/01/12	48,804.00	P	SLMM	06 00	0.00	48,804.00	11/30/13	3,389.17	677.84	8,134.00	11,523.17	
	Class = L	48,804.00				0.00	48,804.00		3,389.17	677.84	8,134.00	11,523.17	
	Less disposals and transfers Count = 0	0.00				0.00	0.00		0.00			0.00	
	Net Subtotal Count = 1	48,804.00				0.00	48,804.00		3,389.17	677.84	8,134.00	11,523.17	

Class = O

000001	Marty's laptop computer												
	000 03/07/07	2,775.89	P	SLMM	05 00	0.00	2,775.89	10/31/13	2,775.89	0.00	0.00	2,775.89	d
000003	File Cabinets												
	000 11/01/07	850.28	P	SLMM	07 00	0.00	850.28	11/30/13	627.60	10.13	121.47	749.07	
000005	Marty's file cabinets												
	000 01/05/08	425.14	P	SLMM	07 00	0.00	425.14	11/30/13	303.70	5.07	60.74	364.44	
000006	Marty's chair												
	000 07/07/08	848.00	P	SLMM	07 00	0.00	848.00	11/30/13	545.13	10.10	121.14	666.27	
000007	Dell Latitude E4300 laptop computer												
	000 11/26/08	2,608.45	P	SLMM	07 00	0.00	2,608.45	11/30/13	1,521.61	31.06	372.64	1,894.25	
000008	Emily's desk, chair and file												
	000 06/01/09	384.84	P	SLMM	07 00	0.00	384.84	11/30/13	197.01	4.59	54.98	251.99	
000010	Computer monitor (Emily)												
	000 06/30/10	87.85	P	SLMM	05 00	0.00	87.85	11/30/13	43.93	1.47	17.57	61.50	
000011	Monitor & Keyboard (Jennifer)												
	000 09/01/10	171.18	P	SLMM	07 00	0.00	171.18	11/30/13	57.07	2.04	24.46	81.53	
000012	Desk, Chair and File (Jennifer)												
	000 09/01/10	342.36	P	SLMM	07 00	0.00	342.36	11/30/13	114.12	4.08	48.91	163.03	
000013	Dell Latitude Notebook and Dell docking station (Jennifer)												
	000 11/01/10	1,636.50	P	SLMM	05 00	0.00	1,636.50	11/30/13	709.15	27.28	327.30	1,036.45	
000014	Dell Latitude E6520 (Stacie's)												
	000 03/12/12	1,550.97	P	SLMM	05 00	0.00	1,550.97	11/30/13	258.50	25.85	310.19	568.69	
000015	Dell Latitude E6520 (Brittany)												
	000 03/12/12	1,473.99	P	SLMM	05 00	0.00	1,473.99	11/30/13	245.67	24.57	294.80	540.47	
000016	HP Laserjet P2055 DN (Stacie)												
	000 03/12/12	399.99	P	SLMM	05 00	0.00	399.99	11/30/13	66.67	6.67	80.00	146.67	
000017	22" Asus LCD Monitor												
	000 03/12/12	175.00	P	SLMM	05 00	0.00	175.00	11/30/13	29.17	2.92	35.00	64.17	
000018	Whirlpool Built-In Dishwasher												
	000 08/01/12	547.18	P	SLMM	07 00	0.00	547.18	11/30/13	32.57	6.52	78.17	110.74	
000019	G.E. Microwave Oven												
	000 08/01/12	246.17	P	SLMM	07 00	0.00	246.17	11/30/13	14.65	2.94	35.17	49.82	
000020	Whirlpool 10 Cubic Ft. Refrigerator												
	000 08/01/12	557.93	P	SLMM	07 00	0.00	557.93	11/30/13	33.21	6.65	79.71	112.92	
000021	Credenza (1) 66" x 21" x 30"												
	000 08/01/12	1,094.41	P	SLMM	07 00	0.00	1,094.41	11/30/13	65.14	13.03	156.35	221.49	
000022	4 credenzas (72" x 21" x 30")												
	000 08/01/12	4,659.37	P	SLMM	07 00	0.00	4,659.37	11/30/13	277.34	55.47	665.63	942.97	
000023	Desk (1) 60" x 30" x 30"												
	000 08/01/12	1,373.44	P	SLMM	07 00	0.00	1,373.44	11/30/13	81.75	16.36	196.21	277.96	
000024	Desks (4) 72" x 36" x 30"												
	000 08/01/12	6,198.04	P	SLMM	07 00	0.00	6,198.04	11/30/13	368.93	73.79	885.44	1,254.37	

**The Barry Foundation**  
**Depreciation Expense Report**  
**As of December 31, 2013**

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
<b>Class = O</b>													
000025	3 desk chairs												
	000 08/01/12	2,373.41	P	SLMM	07 00	0.00	2,373.41	11/30/13	141.28	28.26	339.06	480.34	
000026	8 HLC Arden Side Chairs												
	000 08/01/12	5,109.59	P	SLMM	07 00	0.00	5,109.59	11/30/13	304.14	60.83	729.94	1,034.08	
000027	8 Regalia Conference Chairs												
	000 08/01/12	9,878.33	P	SLMM	07 00	0.00	9,878.33	11/30/13	588.00	117.60	1,411.19	1,999.19	
000029	Cisco phone system and handsets												
	000 09/20/12	7,985.80	P	SLMM	07 00	0.00	7,985.80	11/30/13	285.21	95.07	1,140.83	1,426.04	
000030	Boardroom table												
	000 10/16/12	3,670.61	P	SLMM	07 00	0.00	3,670.61	11/30/13	87.40	43.70	524.37	611.77	
000031	Office furnishings (McNeal & Friends)												
	000 11/27/12	7,462.70	P	SLMM	07 00	0.00	7,462.70	11/30/13	88.84	88.85	1,066.10	1,154.94	
000032	London Town Clock												
	000 02/16/13	304.95	P	SLMM	07 00	0.00	304.95	11/30/13	0.00	3.63	36.30	36.30	
000033	Artwork ("Storm Crossing Praine")												
	000 05/14/13	2,365.00	P	SLMM	07 00	0.00	2,365.00	11/30/13	0.00	28.16	225.24	225.24	
000034	Framing, matting and non-glare plexiglass (Strom Crossing Praine)												
	000 05/14/13	1,201.65	P	SLMM	07 00	0.00	1,201.65	11/30/13	0.00	14.31	114.44	114.44	
000035	2 Ireland Map Frames												
	000 06/20/13	806.25	P	SLMM	07 00	0.00	806.25	11/30/13	0.00	9.59	57.59	57.59	
000036	Dell Latitude E6420 (Marty)												
	000 07/19/13	1,620.00	P	SLMM	07 00	0.00	1,620.00	11/30/13	0.00	19.28	96.43	96.43	
000037	Dell Ultrasharp U2412M monitor (Marty)												
	000 07/19/13	335.00	P	SLMM	07 00	0.00	335.00	11/30/13	0.00	3.98	19.94	19.94	
000038	Dell E-port Replicator (Marty)												
	000 07/19/13	139.00	P	SLMM	07 00	0.00	139.00	11/30/13	0.00	1.65	8.27	8.27	
	<b>Class = O</b>	71,659.27				0.00	71,659.27		9,863.68	845.50	9,735.58	19,599.26	
	Less disposals and transfers	(2,775.89)				0.00	(2,775.89)		(2,775.89)			(2,775.89)	
	Count = 1												
	<b>Net Subtotal</b>	68,883.38				0.00	68,883.38		7,087.79	845.50	9,735.58	16,823.37	
	Count = 33												
<b>Class = S</b>													
000002	Filemaker Pro and VPN firewall software												
	000 03/07/07	392.99	P	SLMM	03 00	0.00	392.99	11/30/13	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	11/30/13	18,860.00	0.00	0.00	18,860.00	
000009	Windows 7 software (on Dell E4300)												
	000 06/14/10	544.24	P	SLMM	03 00	0.00	544.24	11/30/13	468.65	0.00	75.59	544.24	
	<b>Class = S</b>	19,797.23				0.00	19,797.23		19,721.64	0.00	75.59	19,797.23	
	Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
	Count = 0												
	<b>Net Subtotal</b>	19,797.23				0.00	19,797.23		19,721.64	0.00	75.59	19,797.23	
	Count = 3												
	<b>Grand Total</b>	140,260.50				0.00	140,260.50		32,974.49	1,523.34	17,945.17	50,919.66	
	Less disposals and transfers	(2,775.89)				0.00	(2,775.89)		(2,775.89)			(2,775.89)	
	Count = 1												

**The Barry Foundation**  
**Depreciation Expense Report**  
**As of December 31, 2013**

Book = Internal

FYE Month = December

Sys No	In Svc Ext Date	Acquired Value	P Depr T 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
Net Grand Total		137,484.61			0.00	137,484.61		30,198.60	1,523.34	17,945.17	48,143.77	
Count = 37												

----- Report Assumptions -----

Report Name: Depreciation Expense

Source Report: <Standard Report>

Calculation Assumptions:

Short Year none

Include Sec 168 Allowance & Sec 179 No

Adjustment Convention None

Key Codes:

- a A depreciation adjustment amount is included in the reporting period
- b The asset's business-use percentage is less than 100%
- d The asset has been disposed
- f The asset has switched from a MACRS table calculation to the MACRS formula calculation
- l The asset's depreciation has been limited by luxury auto rules
- m The asset's depreciation was calculated using the mid-quarter convention
- r The asset's acquired value was reduced to arrive at the depreciable basis
- s The asset has switched from declining-balance to a straight-line
- t The asset was transferred
- v The asset has switched to remaining value over remaining life due to ACE.

Group/Sorting Criteria:

Group = Active Assets

Include Assets that meet the following conditions

Activity is currently A,D,F,J,K,L,M,N

Sorted by Class (with subtotals), System No, Extension