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

2014

Department of the Treasury  
Internal Revenue Service

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Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

Name of foundation <b>The Barry Foundation</b>		A 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 Telephone number (see instructions) <b>(701) 356-7800</b>						
City or town, state or province, country, and ZIP or foreign postal code <b>Fargo ND 58102</b>		C If exemption application is pending, check here. <input type="checkbox"/>						
G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here . . . . . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>43,096,505.</b>	J 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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .		100,000.			
2 Ck <input type="checkbox"/> if the foundn is not required to attach Sch B					
3 Interest on savings and temporary cash investments . . . . .		128.	128.		
4 Dividends and interest from securities . . . . .		817,344.	817,344.		
5a Gross rents . . . . .					
b Net rental income or (loss) . . . . .					
6a Net gain or (loss) from sale of assets not on line 10 . . . . .		3,470,763.	L-6a Stmt		
b Gross sales price for all assets on line 6a . . . . .		24,766,717.			
7 Capital gain net income (from Part IV, line 2) . . . . .			4,552,577.		
8 Net short-term capital gain . . . . .					
9 Income modifications . . . . .					
10a Gross sales less returns and allowances . . . . .					
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
Wachovia WF Settlement		6,370.			
12 Total. Add lines 1 through 11. . . . .		4,394,605.	5,376,419.		
13 Compensation of officers, directors, trustees, etc. . . . .		110,000.			110,000.
14 Other employee salaries and wages . . . . .		132,857.			132,857.
15 Pension plans, employee benefits. . . . .		25,765.			25,765.
16a Legal fees (attach schedule). L-16a Stmt.		3,032.			3,032.
b Accounting fees (attach sch). L-16b Stmt.		11,825.			11,825.
c Other prof fees (attach sch). L-16c Stmt.		105,595.	86,244.		19,351.
17 Interest . . . . .		10,520.			10,520.
18 Taxes (attach schedule)(see instrs) Federal Excise.		103,621.			
19 Depreciation (attach sch) and depletion . . . . .		18,259.			
20 Occupancy . . . . .		39,473.			39,473.
21 Travel, conferences, and meetings . . . . .		128,099.			128,099.
22 Printing and publications . . . . .		5,091.			5,091.
23 Other expenses (attach schedule) See Line 23 Stmt		54,358.			54,358.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .		748,495.	86,244.		540,371.
25 Contributions, gifts, grants paid . . . . .		1,629,170.			1,629,170.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .		2,377,665.	86,244.		2,169,541.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . . . .		2,016,940.			
b Net investment income (if negative, enter -0-). . . . .			5,290,175.		
c Adjusted net income (if negative, enter -0-). . . . .					

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	605,748.	586,757.	586,757.
	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 . . . . .	17,040,441.	24,013,206.	25,803,143.
	c Investments — corporate bonds (attach schedule) L-10c. Stmt . . . . .	11,662,827.	4,712,237.	4,640,359.
	11 Investments — land, buildings, and equipment: basis . . . . .			
LIABILITIES	Less: accumulated depreciation (attach schedule) . . . . .			
	12 Investments — mortgage loans . . . . .			
	13 Investments — other (attach schedule) L-13. Stmt . . . . .	10,624,991.	10,717,934.	11,986,180.
	14 Land, buildings, and equipment: basis . . . . .	141,468.		
	Less: accumulated depreciation (attach schedule) . . . . .	66,402.	89,341.	75,066.
	15 Other assets (describe L-15. Stmt . . . . .)	7,500.	7,500.	5,000.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .	40,030,848.	40,112,700.	43,096,505.
	17 Accounts payable and accrued expenses . . . . .	37,157.	67,069.	
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
FUND ASSET BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .	1,965,000.	0.	
	22 Other liabilities (describe . . . . .)			
	23 Total liabilities (add lines 17 through 22) . . . . .	2,002,157.	67,069.	
	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 . . . . .	38,028,691.	40,045,631.	
	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, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 Total net assets or fund balances (see instructions) . . . . .	38,028,691.	40,045,631.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	40,030,848.	40,112,700.	

## 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	38,028,691.
2	Enter amount from Part I, line 27a . . . . .	2	2,016,940.
3	Other increases not included in line 2 (itemize) . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	40,045,631.
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	40,045,631.

**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)
<b>1 a</b> Various Investments-Statement 6		P	various	various
<b>b</b> Mutual Fund Cap Gain Dist-Statement 6		P	various	various
<b>c</b> Wells Fargo stock-Statement 6		D	12/28/01	01/17/14
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 22,345,094.		20,210,329.	2,134,765.
<b>b</b> 376,159.	0.	0.	376,159.
<b>c</b> 2,045,464.	0.	3,811.	2,041,653.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b> 0.	0.	0.	2,134,765.
<b>b</b> 0.	0.	0.	376,159.
<b>c</b>			2,041,653.
<b>d</b>			
<b>e</b>			

<b>2</b> 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 ] . . . . .	<b>2</b>	4,552,577.
<b>3</b> 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 . . . . .	[ ] . . . . .	<b>3</b>	

**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.

<b>1</b> 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))
2013	1,971,501.	41,437,162.	0.047578
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
<b>2</b> Total of line 1, column (d) . . . . .		<b>2</b>	0.299706
<b>3</b> 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 . . . . .		<b>3</b>	0.059941
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .		<b>4</b>	44,203,940.
<b>5</b> Multiply line 4 by line 3 . . . . .		<b>5</b>	2,649,628.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b>	52,902.
<b>7</b> Add lines 5 and 6. . . . .		<b>7</b>	2,702,530.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .		<b>8</b>	2,173,525.

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 VII 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	105,804.
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	105,804.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	105,804.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	75,000.	
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	75,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	30,804.	
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 2015 estimated tax 0. Refunded	11		

**Part VIII 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 instructions for the 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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 Form 990-T for this year?	NA	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X	

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address . . . . . N/A	13	X	
14	The books are in care of ▶ Stacie Kalvoda Telephone no. ▶ (701) 356-7800 Located at ▶ 15 Broadway N Suite 600 Fargo, ND ZIP + 4 ▶ 58102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15 N/A			
16	At any time during calendar year 2014, 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	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If 'Yes,' enter the name of the foreign country ▶				X

**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 . . . . .		
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 2014? . . . . .	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . .	<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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) . . . . .	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 2014 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 2014.) . . . . .	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 2014? . . . . .	4 b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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 N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6 b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 ND 58102	See Statement 1 40.00	110,000.	3,524.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐ None

**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	86,244.
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 2014, 480 students from 20 area high schools made 123 grants to 83 organizations totaling \$100,000.	138,577.
2 PaY Summer Internship is a program that builds on PaY by providing PaY students a summer internship at a nonprofit organization. In 2014, 10 summer internships were granted.	64,017.
3 The Deans Day 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.	4,123.
4 Educate at the Table (EAT) is a healthy food exposure program conducted with elementary school and community partners. In 2014, EAT educated 700 students in the Fargo-Moorhead community.	54,718.

**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 (2014)



**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> 44,353,097.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1 b</b> 523,999.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b> 0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1 d</b> 44,877,096.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b> N/A
<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> 44,877,096.
<b>4</b>	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b> 673,156.
<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> 44,203,940.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b> 2,210,197.

**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> 2,210,197.
<b>2 a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2 a</b> 105,804.
<b>b</b>	Income tax for 2014. (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> 105,804.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b> 2,104,393.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b> 0.
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b> 2,104,393.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b> 0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b> 2,104,393.

**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> 2,169,541.
<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> 3,984.
<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> 0.
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b> 0.
<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> 2,173,525.
<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> 2,173,525.

**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.

BAA

Form 990-PF (2014)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				2,104,393.
<b>2</b> Undistributed income, if any, as of the end of 2014:				
<b>a</b> Enter amount for 2013 only . . . . .			0.	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .	1,503,932.			
<b>b</b> From 2010 . . . . .	1,006,571.			
<b>c</b> From 2011 . . . . .	0.			
<b>d</b> From 2012 . . . . .	79,300.			
<b>e</b> From 2013 . . . . .	0.			
<b>f</b> Total of lines 3a through e . . . . .	2,589,803.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$ 2,173,525.				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions) . . . . .				
<b>d</b> Applied to 2014 distributable amount . . . . .				2,104,393.
<b>e</b> Remaining amount distributed out of corpus . . . . .	69,132.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5. . . . .	2,658,935.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions . . . . .		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount — see instructions. . . . .			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	1,503,932.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	1,155,003.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . . . .	1,006,571.			
<b>b</b> Excess from 2011 . . . . .	0.			
<b>c</b> Excess from 2012 . . . . .	79,300.			
<b>d</b> Excess from 2013 . . . . .	0.			
<b>e</b> Excess from 2014 . . . . .	69,132.			

**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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test — enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> 'Support' alternative test — enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

See Statement 3 attached

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

None

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

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

**a** The name, address, and telephone number or e-mail address 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 XIV** 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	1,629,170.
<b>Total</b> . . . . .			<b>3 a</b>	1,629,170.
<i>b Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3 b</b>	





**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

**2014**

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

The Barry Foundation

20-5767275

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	B. John Barry 8301 N El Maro Circle Paradise Valley AZ 85253	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



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

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

**2014**

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: . . . _____
Sales Price: . . <u>22,721,253.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>20,210,329.</u>
Sales Expense: . . _____	Valuation Method: . . . . _____
Total Gain (Loss): . . <u>2,510,924.</u>	Accumulation Depreciation: . . . _____
Description of Property: . . . . . <u>Wells Fargo Stock</u>	
Date Acquired: . <u>12/28/01</u>	How Acquired: . . . <u>Donated</u>
Date Sold: . . . <u>01/17/14</u>	Name of Buyer: . . . _____
Sales Price: . . <u>2,045,464.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>1,085,625.</u>
Sales Expense: . . _____	Valuation Method: . . . . _____
Total Gain (Loss): . . <u>959,839.</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: . . . _____

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
Membership Dues	6,255.			6,255.
Bank Charges	190.			190.
Office Supplies/Misc	9,444.			9,444.
Courier and postage	2,249.			2,249.
Insurance	740.			740.
Education/Books	18,464.			18,464.
Hospitality	1,897.			1,897.
Marketing/Communication	8,344.			8,344.
Program Supplies	6,775.			6,775.
<b>Total</b>	<b>54,358.</b>			<b>54,358.</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	3,032.			3,032.
<b>Total</b>		<b>3,032.</b>			<b>3,032.</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	Annual Audit	10,300.			10,300.
Eide Bailly	Consultation	1,525.			1,525.
<b>Total</b>		<b>11,825.</b>			<b>11,825.</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	1,916.			1,916.
TR Computers	IT Services	2,367.			2,367.
Brenda Levos	Design Services	5,200.			5,200.
JP Morgan	Investment Mgmt	86,244.	86,244.		0.
Kroll	Background Checks	127.			127.
Microedge	Software Support	7,239.			7,239.
Concordia College	Video/Media	2,502.			2,502.
<b>Total</b>		<b>105,595.</b>	<b>86,244.</b>		<b>19,351.</b>

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.	1,352,750.
Bank of America Corporation	3,433,952.	2,683,500.
Mutual Funds -see Statement 5	12,612,416.	14,569,760.
Index Funds-see Statement 5	6,027,627.	6,569,150.
Commodities-see Statement 5	776,188.	627,983.
<b>Total</b>	<b><u>24,013,206.</u></b>	<b><u>25,803,143.</u></b>

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	4,712,237.	4,640,359.
<b>Total</b>	<b><u>4,712,237.</u></b>	<b><u>4,640,359.</u></b>

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	500,000.	410,980.
Alternative Investments-see Statement 5	10,217,934.	11,575,200.
<b>Total</b>	<b><u>10,717,934.</u></b>	<b><u>11,986,180.</u></b>

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.
<b>Total</b>	<b><u>7,500.</u></b>	<b><u>7,500.</u></b>	<b><u>5,000.</u></b>

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**Additional Information**

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**Part VII-A Statements Regarding Activities**

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Question 2. Has the foundation engaged in any activities that have not been previously reported to the IRS? Yes, in 2014 The Barry Foundation implemented a new health program called EAT or Educate at the Table.

EAT is a food exposure program for youth wherein students gain familiarity with fresh fruits and vegetables by preparing simple, age appropriate recipes in an experiential environment. In 2014, EAT educated 700 students from several schools/youth organizations in the Fargo-Moorhead community. Additionally, EAT collaborates with diverse community partners on health and nutrition initiatives. In 2014, \$54,718 was spent on this program as noted on page 7.

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**Part IX-A: Summary of Direct Charitable Activities**

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Amounts increased in 2014 considerably over the prior year.

In 2014 we began allocating a portion of salary/occupancy costs to the charitable activity programs for PaY, PaY Internship, and EAT programs. The allocation is based on estimated time staff works in each area.

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Form **4562****Depreciation and Amortization**  
**(Including Information on Listed Property)**

OMB No 1545-0172

**2014**Department of the Treasury  
Internal Revenue Service

(99)

Information about Form 4562 and its separate instructions is at [www.irs.gov/form4562](http://www.irs.gov/form4562).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 2013 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 2015. 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	18,259.

**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 2014.	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 2014 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 2014 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	18,259.
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 aircraft, 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	24b 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 . . . . .							28				
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 . . . . .							29				

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

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

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles). . . . .												
31 Total commuting miles driven during the year . . . . .												
32 Total other personal (noncommuting) miles driven . . . . .												
33 Total miles driven during the year. Add lines 30 through 32 . . . . .												
	Yes	No	Yes	No	Yes	No	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 2014 tax year (see instructions):					
43 Amortization of costs that began before your 2014 tax year . . . . .					43
44 Total. Add amounts in column (f). See the instructions for where to report . . . . .					44

**The Barry Foundation**  
**20-5767275**  
**2014**

**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 8301 N El Maro Circle Paradise Valley, AZ 85253	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
Jessica M. 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+	\$110,000	\$3,524	None
Dean C. Hoffrogge 2104 Hastings Ave, Suite 200 Newport, MN 55055	Chief Financial Officer & Treasurer 10	None	None	None

The Barry Foundation  
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2014

Statement 2

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

List of Contributors

<u>Name and Address</u>	<u>Date</u>	<u>Amount</u>
B. John Barry 8301 N El Maro Circle Paradise Valley, AZ 85253	12/23/2014	\$ 100,000 Cash
		<u>\$ 100,000</u>



**The Barry Foundation**  
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**2014**

**Statement 3**

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

Question 1(a)

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

**The Barry Foundation**  
**20-5767275**  
**Statement 4**

**2014 Grants**

<b>Payee Organization</b>	<b>Payment Amount</b>	<b>Address</b>	<b>Status</b>
<b>TBF Grants</b>			
<b>ARTS</b>			
<b>Arts Partnership</b>	<b>\$500</b>	1104 2nd Ave South	PC
Bison Sculpture Repairs - Downtown Fargo		Fargo, ND 58103	
<b>Plains Art Museum</b>	<b>\$500</b>	PO Box 2338	PC
Membership		704 First Ave. N., Fargo, ND 58108-2338	
<b>EDUCATION</b>			
<b>Ann Bancroft Foundation</b>	<b>\$100,000</b>	808 14th Ave. SE	PC
Match Grant		Minneapolis, MN 55414	
<b>Ann Bancroft Foundation</b>	<b>\$1,500</b>	808 14th Ave. SE	PC
2014 dreamXchange		Minneapolis, MN 55414	
<b>Exponent Philanthropy</b>	<b>\$725</b>	1720 N St. NW	PC
2014 Membership		Washington, DC 20036	
<b>Boys and Girls Club of Detroit Lakes Inc.</b>	<b>\$1,000</b>	150 Richwood Rd. PO Box 83	PC
Polar Plunge		Detroit Lakes, MN 56502	
<b>Detroit Lakes Community &amp; Cultural Center</b>	<b>\$140</b>	826 Summit Ave	PC
StrengthsFinder Codes		Detroit Lakes, MN 56501	
<b>Episcopal Diocese of North Dakota</b>	<b>\$500</b>	3600 25th Street South	PC
Terry Star Memorial		Fargo, ND 58104	
<b>Fargo Catholic Schools Network</b>	<b>\$100,000</b>	5600 25th St. S.	PC
Louise S. Barry Scholarship Endowment		Fargo, ND 58104	
<b>Fargo Theatre</b>	<b>\$3,000</b>	Box 2190	PC
Venue for the TEDx Fargo "On Purpose" Event		Fargo, ND 58108	
<b>Fargo-Moorhead Area Foundation</b>	<b>\$5,000</b>	502 First Avenue N, #202	PC
Connected Puzzles		Fargo, ND 58102-4804	
<b>Impact Foundation</b>	<b>\$5,000</b>	4141 28th Ave. South	PC
TEDx Fargo "On Purpose" Event		Fargo, ND 58104-8403	
<b>Indo American Association of Great Plains</b>	<b>\$500</b>	183 Prairiewood Dr.	PC
Anjali Lall Memorial Run/Walk		Fargo, ND 58102	
<b>Millennial Trains Project</b>	<b>\$500</b>	8869 St. Helena Rd.	PC
Exemplars in University Innovation Research Project		Santa Rosa, CA 95404	
<b>Minnehaha Academy</b>	<b>\$500</b>	4200 West River Parkway	PC
Pam Duckson Memorial Scholarship Fund		Minneapolis, MN 55406	
<b>Minnesota Council on Foundations</b>	<b>\$2,300</b>	100 Portland Ave S Suite 225	PC
Membership		Minneapolis, MN 55406	
<b>Minnesota State University Moorhead, MSUM</b>	<b>\$982</b>	801 7th Street South	PC
2014 Spring Deans Day		Moorhead, MN	
<b>North Dakota State University</b>	<b>\$125,000</b>	1241 N. University Dr., PO Box 5144	PC
NDSU Center of Risk and Trading:			
<b>Simpson Housing Services, Inc.</b>	<b>\$20,000</b>	2100 Pillsbury Avenue South	PC
Child & Education Services		Minneapolis, MN 55404	
<b>State Historical Society of North Dakota Foundation</b>	<b>\$125,000</b>	P.O. Box 1976	PC
North Dakota Heritage Center		Bismark, ND 58502-1976	
<b>University of Mary</b>	<b>\$4,000</b>	7500 University Drive	PC
Fall 2014 Deans Day		Bismarck, ND 58504	
<b>University of North Dakota Foundation</b>	<b>\$50,000</b>	3100 University Ave. Stop 8157	PC
Gorecki Alumni Center:		Grand Forks, ND 58202-8157	
<b>University of North Dakota Foundation</b>	<b>\$500</b>	3100 University Ave , Stop 8157	PC
Table Sponsorship - Sioux Award Banquet		Grand Forks, ND 58202-8157	
<b>University of North Dakota Foundation</b>	<b>\$500</b>	3100 University Ave., Stop 8157	PC

**The Barry Foundation**  
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**Statement 4**

**2014 Grants**

Jean C. O'Keefe Memorial		Grand Forks, ND 58202-8157	
<b>University of North Dakota Foundation</b>	<b>\$400,000</b>	3100 University Ave., Stop 8157	PC
3:1 Match Grant ND Spirit		Grand Forks, ND 58202-8157	
<b>YWCA Cass Clay</b>	<b>\$350</b>	3100 12th Ave. N.	PC
StrengthsFinder Codes		Fargo, ND 58102	
<b>ENVIRONMENT</b>			
<b>Detroit Mountain</b>	<b>\$50,000</b>	14855 Elm Dr	PC
Detroit Mountain Recreation Area		Detroit Lakes, MN 56501	
<b>Great Rides Fargo Inc.</b>	<b>\$35,000</b>	210 North Broadway Drive Suite 300	PC
Fargo Bike Share Program		Fargo, ND 58102	
<b>Montana Land Reliance</b>	<b>\$2,000</b>	324 Fuller Ave., P.O. Box 355	PC
Program Support		Helena, MT 59624	
<b>Wilderness Inquiry Inc.</b>	<b>\$4,000</b>	808 14th Ave. SE	PC
Program Support for Participants with Limited Abilities		Minneapolis, MN 55414-1516	
<b>HEALTH</b>			
<b>One Heartland</b>	<b>\$3,300</b>	2101 Hennepin Ave. Suite #107	PC
Holiday in the Heartland 3 Tables		Minneapolis, MN 55405	
<b>Clare Housing</b>	<b>\$25,000</b>	929 Central Avenue N.E.	PC
Fundraising Breakfast - October 8th		Minneapolis, MN 55413	
<b>Essentia Health St. Mary's</b>	<b>\$25,000</b>	1027 Washington Ave.	PC
Capital Campaign		Detroit Lakes, MN 56501	
<b>Great Plains Food Bank</b>	<b>\$5,000</b>	1720 3rd Avenue N.	PC
2014 Fill the Dome		Fargo, ND 58102	
<b>Hospice of the Red River Valley</b>	<b>\$1,000</b>	1701 38th Street S Ste 101	PC
D. Walaker Memorial		Fargo, ND 58103-4499	
<b>Hospice of the Valley</b>	<b>\$1,000</b>	1510 East Flower Street	PC
Mr. Dale W. Olson Memorial		Phoenix, AZ 85014	
<b>Lake Agassiz Regional Library</b>	<b>\$200</b>	118 5th Street South	PC
Moorhead Community Days Healthy Snacks		Moorhead, MN 56560	
<b>Mayo Foundation</b>	<b>\$100,000</b>	200 First St. SW	PC
Art and Healing Book		Rochester, MN 55905	
<b>Mayo Foundation</b>	<b>\$200,000</b>	200 First St. SW	PC
Michael D. Brennan, M D., President's		Rochester, MN 55905	
Strategic Initiative Professorship			
<b>Minnesota AIDS Project</b>	<b>\$1,000</b>	1400 Park Ave S.	PC
2014 Minnesota AIDS Walk		Minneapolis, MN 55404	
<b>North Dakota Community Action Partnership</b>	<b>\$4,000</b>	3233 South University Drive	PC
Bras on Broadway		Fargo, ND 58104	
<b>Pathfinders</b>	<b>\$1,000</b>	PO Box 11799	PC
Gunilla Asher Memorial		Aspen, CO 81612	
<b>Public Art Saint Paul</b>	<b>\$6,000</b>	351 Kellogg Boulevard East	PC
Create: The Community Meal		St. Paul, MN 55101	
<b>Trinity Lutheran Church</b>	<b>\$250</b>	1401 Madison Ave.	PC
Good Samaritan Fund		Detroit Lakes, MN 56501	
<b>Wellspring for the World</b>	<b>\$5,000</b>	PO Box 9993	PC
We Day Sponsored Grant		Fargo, ND 58106	
<b>SPIRITUALITY</b>			
<b>Archbishop's Annual Catholic Appeal</b>	<b>\$2,500</b>	226 Summit Avenue	PC
Annual Catholic Appeal		Saint Paul, MN 55102	
<b>Cathedral of St. Mary</b>	<b>\$50,000</b>	619 7th St N	PC
Capital Campaign		Fargo, ND 58102-4499	
<b>Catholic Charities of the Diocese of Albany</b>	<b>\$5,000</b>	40 NORTH MAIN AVENUE	PC

**The Barry Foundation**  
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**2014 Grants**

Sponsorship of the Sister Maureen Joyce	Albany, NY 12203	
<b>Church of St. Joan of Arc</b>	<b>\$1,000</b> 4537 3rd Ave. S	PC
Fr. George Wertin Memorial - Joan of Arc Justice Fund	Minneapolis, MN 55409	
<b>Franciscan Renewal Center Inc.</b>	<b>\$2,500</b> 5802 E. Lincoln Dr	PC
Annual Appeal	Scottsdale, AZ 85253	
<b>St. Mary of the Lakes</b>	<b>\$2,500</b> 20996 Cty Hwy 20	
		PC
Annual Diocese Appeal	Detroit Lakes, MN 56501	
<b>St. Mary of the Lakes</b>	<b>\$2,000</b> 20996 Cty Hwy 20	PC
Transportation Needs	Detroit Lakes, MN 56501	
<b>Subtotal: TBF Grants</b>	<b>\$1,482,247</b>	

**Pay GRANTS**

<b>4 Luv of Dogs</b>	<b>\$1,000</b> PO Box 9283	PC
new kennels	Fargo, ND 58106	
<b>4 Luv of Dogs</b>	<b>\$900</b> PO Box 9283	PC
kennels and foster care supplies	Fargo, ND 58106	
<b>Access of the Red River Valley, Inc.</b>	<b>\$600</b> 403 Center Ave.	PC
supplies, games, and activities supplies	Suite 512, Moorhead, MN 56560	
<b>Access of the Red River Valley, Inc.</b>	<b>\$500</b> 403 Center Ave.	PC
monthly program activities for clients	Suite 512, Moorhead, MN 56560	
<b>Access of the Red River Valley, Inc.</b>	<b>\$700</b> 403 Center Ave	PC
Wii system and biking gear	Suite 512, Moorhead, MN 56560	
<b>Adopt-A-Pet of Fargo-Moorhead</b>	<b>\$500</b> PO Box 865	PC
veterinary services	Moorhead, MN 56561	
<b>Alexa's Hope</b>	<b>\$1,000</b> 1629 Ash Place	PC
creating awareness	West Fargo, ND 58078	
<b>Alzheimer's Association ND Chapter</b>	<b>\$1,000</b> 2631 12th Ave. South, Suite C	PC
tracking bracelets for elderly and caregivers	Fargo, ND 58103	
<b>American Red Cross Dakota Region</b>	<b>\$500</b> 2602 12th Street North	PC
emergency kits	Fargo, ND 58102	
<b>American Red Cross Dakota Region</b>	<b>\$1,000</b> 2602 12th Street North	PC
care packages of food, clothing, and shelter	Fargo, ND 58102	
<b>Anne Carlsen Center Southeast Chapter</b>	<b>\$1,000</b> 4152 30th Ave. Suite 102	PC
client and family appreciation event	Fargo, ND 58103	
<b>Anne Carlsen Center Southeast Chapter</b>	<b>\$1,000</b> 4152 30th Ave. Suite 102	PC
client program	Fargo, ND 58103	
<b>Anne Carlsen Center Southeast Chapter</b>	<b>\$1,000</b> 4152 30th Ave. Suite 102	PC
special slide to help with motor skills	Fargo, ND 58103	
<b>Apple Tree Dental</b>	<b>\$1,000</b> PO Box 849	PC
mobile outreach, equipment, toothbrushes	Hawley, MN 56549	
<b>Becker County Food Pantry</b>	<b>\$1,000</b> 1308 Rossmann Avenue	PC
food boxes for families	Detroit Lakes, MN 56501	
<b>Boys and Girls Club of Detroit Lakes Inc.</b>	<b>\$1,000</b> 150 Richwood Rd. PO Box 83	PC
building renovations and improvements	Detroit Lakes, MN 56502	
<b>Boys and Girls Club of Detroit Lakes Inc.</b>	<b>\$1,000</b> 150 Richwood Rd. PO Box 83	PC
toys, sporting goods, art supplies, and games	Detroit Lakes, MN 56502	
<b>Boys and Girls Club of Detroit Lakes Inc.</b>	<b>\$ 750</b> 150 Richwood Rd PO Box 83	PC
art, gym, and recreational supplies	Detroit Lakes, MN 56502	
<b>Boys and Girls Club of the Red River Valley</b>	<b>\$1,000</b> 2500 18th St. S	PC
after-school and summer programs	Fargo, ND 58103	
<b>Boys and Girls Club of the Red River Valley</b>	<b>\$600</b> 2500 18th St. S	PC
art supplies, reading and math curriculum, books	Fargo, ND 58103	
<b>Boys and Girls Club of the Red River Valley</b>	<b>\$1,000</b> 2500 18th St. S	PC
new Moorhead site	Fargo, ND 58103	
<b>Caring for Children</b>	<b>\$520</b> 4510 13th Ave. S.	PC
insurance for one child for one year	Fargo, ND 58121	

**The Barry Foundation**  
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**Statement 4**

**2014 Grants**

<b>Caring for Children</b>	<b>\$1,000</b>	4510 13th Ave. S.	PC
health insurance for two children for one year		Fargo, ND 58121	
<b>Catholic Charities North Dakota</b>	<b>\$1,000</b>	5201 Bishops Blvd.	PC
life books		Suite B Fargo, ND 58104	
<b>Catholic Charities North Dakota</b>	<b>\$300</b>	5201 Bishops Blvd.	PC
books and supplies		Suite B Fargo, ND 58104	
<b>Cats Cradle Shelter</b>	<b>\$900</b>	9 9th Street South	PC
medical expenses		Fargo, ND 58103	
<b>Cats Cradle Shelter</b>	<b>\$1,000</b>	9 9th Street South	PC
microchips		Fargo, ND 58103	
<b>CHARISM</b>	<b>\$1,000</b>	2601 12th Ave. South, Suite A	PC
supplies and educational activities for little learners		Fargo, ND 58103	
<b>CHARISM</b>	<b>\$750</b>	2601 12th Ave. South, Suite A	PC
technology upgrades and cooking supplies		Fargo, ND 58103	
<b>CHARISM</b>	<b>\$500</b>	2601 12th Ave South, Suite A	PC
composter and cooking supplies		Fargo, ND 58103	
<b>The Children's Museum of Yunker Farm</b>	<b>\$1,000</b>	1201 28th Ave N	PC
exhibit upgrades and sanitation supplies		Fargo, ND 58102	
<b>Churches United for the Homeless</b>	<b>\$1,000</b>	1901 1st Ave. N.	PC
homework and art room		Moorhead, MN 56560	
<b>Churches United for the Homeless</b>	<b>\$666</b>	1901 1st Ave. N	PC
birthday or holiday gifts for children at shelter		Moorhead, MN 56560	
<b>Community Living Services, Inc.</b>	<b>\$1,000</b>	111 N University Dr.	PC
socialization and recreation funds		Fargo, ND 58102	
<b>Community of Care</b>	<b>\$1,000</b>	PO Box 73	PC
taxing for elderly		Arthur, ND 58006	
<b>Creative Care for Reaching Independence Inc.</b>	<b>\$1,000</b>	2903 15th Street South	PC
Special Olympics sponsorship		Moorhead, MN 56560	
<b>Cullen Children's Foundation</b>	<b>\$300</b>	PO Box 0594	PC
Kamp Kace		West Fargo, ND 58078-0594	
<b>Cullen Children's Foundation</b>	<b>\$667</b>	PO Box 0594	PC
Sanford Hospital Cully's Kids children's room		West Fargo, ND 58078-0594	
<b>Cultural Diversity Resources</b>	<b>\$1,000</b>	303 Roberts St	PC
Native American mentorship program		Fargo, ND 58103	
<b>Cultural Diversity Resources</b>	<b>\$1,000</b>	303 Roberts St	PC
mentorship program support and youth sports		Fargo, ND 58103	
<b>Dakota Medical Foundation</b>	<b>\$1,000</b>	4141 28th Ave. South	PC
lend a hand program		Fargo, ND 58104-8403	
<b>Dorothy Day Food Pantry</b>	<b>\$1,000</b>	1308 Main Ave.	PC
perishable items such as dairy, protein, and produce		Moorhead, MN 56560	
<b>Fargo Moorhead Area Youth Symphonies</b>	<b>\$1,000</b>	808 3rd Ave. South	PC
program scholarships		Fargo, ND 58103	
<b>Fargo Union Mission, Inc.</b>	<b>\$500</b>	P.O. Box 1067	PC
enhancement of technological resources		Fargo, ND 59107	
<b>Fargo Union Mission, Inc.</b>	<b>\$1,000</b>	P.O. Box 1067	PC
desks and office furniture for a computer lab		Fargo, ND 59107	
<b>Fargo-Moorhead Fencing Club</b>	<b>\$1,000</b>	2321 Victoria Rose Lane South	PC
equipment for the youth participants		Fargo, ND 58104	
<b>FirstLink</b>	<b>\$500</b>	4357 13th Ave S, Suite 107L	PC
information packets		Fargo, ND 58107	
<b>FM Coalition of Homeless Persons</b>	<b>\$1,000</b>	502 1 Ave N Suite 203	PC
respite care and transportation		PO Box 5653 Fargo, ND 58105-5653	
<b>Fraser, Ltd.</b>	<b>\$500</b>	2902 S University Dr.	PC
transportation costs		Fargo, ND 58103	
<b>Fraser, Ltd.</b>	<b>\$1,000</b>	2902 S. University Dr.	PC
new tablets for children with disabilities		Fargo, ND 58103	
<b>Fraser, Ltd.</b>	<b>\$1,000</b>	2902 S. University Dr.	PC
overnight transitional living program		Fargo, ND 58103	

The Barry Foundation

20-5767275

Statement 4

2014 Grants

<b>Freedom Resource Center</b> curriculum supplies and books	<b>\$500</b>	2701 9th Avenue South Suite H Fargo, ND 58103	PC
<b>Villa Nazareth, dba Friendship, Inc.</b> motorized wheelchair	<b>\$500</b>	801 Page Dr. Fargo, ND 58103	PC
<b>God's Children Adoption Agency</b> Elijah's truth and creation and awareness program	<b>\$1,000</b>	2785 110th Street Barnesville, ND 56514	PC
<b>Goetz Mental Wellness Initiative</b> Imagine Thriving literature	<b>\$1,000</b>	1350 21st Ave. South Fargo, ND 58103	PC
<b>Goetz Mental Wellness Initiative</b> informational materials, videos, and pamphlets	<b>\$500</b>	1350 21st Ave. South Fargo, ND 58103	PC
<b>Great Plains Food Bank</b> backpack program and summer food program	<b>\$1,000</b>	1720 3rd Avenue N. Fargo, ND 58102	PC
<b>Haley's Hope Inc.</b> reading sessions for children	<b>\$500</b>	1150 Prairie Parkway Suite 100 West Fargo, ND 58078	PC
<b>Handi-Wheels</b> help with the replacement of the bus	<b>\$1,000</b>	2525 Broadway N #905 Fargo, ND 58102	PC
<b>Heartland Industries</b> iPad for education programs	<b>\$400</b>	4121 45th Ave. SE Willmar, MN 56201	PC
<b>HeartSprings</b> updated technology	<b>\$1,000</b>	Messiah Lutheran Church 2010 N Elm St Fargo, ND 58102	PC
<b>HERO</b> truck or van to pick up supplies	<b>\$1,000</b>	5012 53rd Street South Suite C Fargo, ND 58104	PC
<b>Hightail Rescue</b> Mini Adventure Program	<b>\$750</b>	28953 15th Ave. North Hawley, MN 56549	PC
<b>Holy Rosary Church</b> Detroit Lakes Imagination Library	<b>\$500</b>	25777 110th Street Detroit Lakes, MN 56501	PC
<b>HOPE, Inc.</b> scholarships	<b>\$1,000</b>	803 22nd Ave. Moorhead, MN 56560	PC
<b>HOPE, Inc.</b> recreational activity fees	<b>\$1,000</b>	803 22nd Ave. Moorhead, MN 56560	PC
<b>Hospice of the Red River Valley</b> bereavement program	<b>\$1,000</b>	1701 38th Street S Ste 101 Fargo, ND 58103-4499	PC
<b>Hospice of the Red River Valley</b> grief counseling	<b>\$800</b>	1701 38th Street S Ste 101 Fargo, ND 58103-4499	PC
<b>Hospice of the Red River Valley</b> Saturday events, therapy pillows and journals	<b>\$1,000</b>	1701 38th Street S Ste 101 Fargo, ND 58103-4499	PC
<b>Humane Society Fargo-Moorhead</b> Sage Paws Program	<b>\$500</b>	1201 28th Ave. N Fargo, ND 58102	PC
<b>Humane Society Fargo-Moorhead</b> Safe Paws Program	<b>\$750</b>	1201 28th Ave. N Fargo, ND 58102	PC
<b>Humane Society of the Lakes</b> repairs to flooring and walls	<b>\$500</b>	19665 US HWY 59 Detroit Lakes, MN 56501	PC
<b>Jeremiah Program</b> construction of the living and education center	<b>\$500</b>	1510 Laurel Ave. Suite 100 Minneapolis, MN 55403-1244	PC
<b>Jeremiah Program</b> empowerment training for young mothers	<b>\$1,000</b>	1510 Laurel Ave. Suite 100 Minneapolis, MN 55403-1244	PC
<b>Kamp Kace</b> camp theme supplies and attendance costs	<b>\$1,000</b>	7108 100 Ave South Horace, ND 58047	PC
<b>Kamp Kace</b> Hammock Village	<b>\$600</b>	7108 100 Ave South Horace, ND 58047	PC
<b>Lakes and Prairies Community</b> Action Partnership, Inc. security systems and toys for Rainbow Bridge	<b>\$1,000</b>	715 11th Street, North - Suite 402 Moorhead, MN 56560	PC
<b>Lakes Crisis and Resource Center</b> transportation, gas cards, clothing, fitness passes	<b>\$1,000</b>	PO Box 394 Detroit Lakes, MN 56502	PC
<b>Church of the Lutheran Brethren</b> two pathfinders scholarships	<b>\$600</b>	1030 W Alcott Ave. Fergus Falls, MN 56537	PC
<b>Lutheran Social Services of Minnesota</b>	<b>\$1,000</b>	715 11th Street North, Suite 401	PC

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pregnancy services and foster care services	Moorhead, MN 56560	
<b>Mahube-Otwa Community Action Partnership</b>	<b>\$500</b> PO Box 747	PC
housing assistance, background checks, emergency stays	Detroit Lakes, MN 56502	
<b>Minn-Kota PAAWS</b>	<b>\$1,000</b> PO Box 45	PC
kennels	Moorhead, MN 56561	
<b>North Dakota Autism Center</b>	<b>\$1,000</b> 647 13th Ave. East	PC
TV and storage units for program activities	West Fargo, ND 58078	
<b>North Dakota Autism Center</b>	<b>\$500</b> 647 13th Ave. East	PC
hanging swing and 3 peanut balls	West Fargo, ND 58078	
<b>ND Federation of Families for Children's</b>	<b>\$500</b> 1104 2nd Ave. S	
<b>Mental Health</b>	Fargo, ND 58109	PC
transitional program for youth		
<b>North Dakota Hands and Voices</b>	<b>\$700</b> PO Box 5734	PC
information booklets	Fargo, ND 58105	
<b>The Outdoor Adventure Foundation</b>	<b>\$280</b> 415 38 ST S Suite B	
gas for trips	Fargo, ND 58103	PC
<b>The Outdoor Adventure Foundation</b>	<b>\$1,000</b> 415 38 ST S Suite B	
hunting and fishing trip	Fargo, ND 58103	
<b>PATH North Dakota, Inc.</b>	<b>\$1,000</b> 1112 Nodak Dr., #200	PC
Independent Living Program	Fargo, ND 58103	
<b>PATH North Dakota, Inc.</b>	<b>\$500</b> 1112 Nodak Dr., #200	PC
advertising for more foster parents	Fargo, ND 58103	
<b>PATH North Dakota, Inc.</b>	<b>\$800</b> 1112 Nodak Dr., #200	PC
foster parent appreciation and education materials	Fargo, ND 58103	
<b>Plains Art Museum</b>	<b>\$1,000</b> PO Box 2338	PC
family night at the museum and scholarships	704 First Ave. N.	
<b>Pride Collective and Community Center</b>	<b>\$1,000</b> PO Box 941	PC
fliers, newspaper ads, and member communications	Fargo, ND 58107	
<b>Project Linus Todd/Wadena Co's. MN</b>	<b>\$250</b> 901 5th Steet NE	PC
supplies to make blankets	Staples, MN 56479	
<b>Rape and Abuse Crisis Center of</b>	<b>\$667</b> PO Box 2984	
<b>Fargo-Moorhead</b>	Fargo, ND 58108	PC
recording equipment to update educational materials		
<b>Red River Children's Advocacy Center</b>	<b>\$800</b> 100 S 4th St. Suite 302	PC
new furniture for the family room	Fargo, ND 58103	
<b>Red River Children's Advocacy Center</b>	<b>\$1,000</b> 100 S 4th St Suite 302	PC
new gaming system, books, and toys for playroom	Fargo, ND 58103	
<b>Red River Children's Advocacy Center</b>	<b>\$1,000</b> 100 S 4th St Suite 302	PC
waiting room enhancements and tech updates	Fargo, ND 58103	
<b>Red River Human Services Foundation</b>	<b>\$1,000</b> 1104 2nd Ave. S Suite 100	PC
new tablets	Fargo, ND 58103	
<b>Red River Youth for Christ</b>	<b>\$1,000</b> 118 Broadway North, Suite 312	PC
shoes, school supplies, and activity supplies	Fargo, ND 58102	
<b>Red River Zoological Society</b>	<b>\$500</b> 4225 23rd Ave. South	PC
enrichment items for the animals	Fargo, ND 58104	
<b>Red River Zoological Society</b>	<b>\$1,000</b> 4225 23rd Ave South	PC
renovation of animal habitats	Fargo, ND 58104	
<b>Riding on Angels' Wings</b>	<b>\$1,000</b> 5062 120th Ave. North	PC
uniforms and family travel expenses	Felton, MN 56536	
<b>Riding on Angels' Wings</b>	<b>\$1,000</b> 5062 120th Ave North	PC
iPad, saddle, and special equipment	Felton, MN 56536	
<b>Riding on Angels' Wings</b>	<b>\$500</b> 5062 120th Ave North	PC
state fair riding competition	Felton, MN 56536	
<b>River Keepers</b>	<b>\$1,000</b> 1120 28th Ave. North, Suite B	PC
education programs	Fargo, ND 58102	
<b>Ronald McDonald House Charities of the</b>	<b>\$1,000</b> 1330 18th Ave. S.	
<b>Red River Valley</b>		PC
updating rooms	Fargo, ND 58103-4871	

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<b>Ronald McDonald House Charities of the Red River Valley</b> flat screen TV's and/or a computer	<b>\$1,000</b> 1330 18th Ave. S. Fargo, ND 58103-4871	PC
<b>Rural Enrichment and Counseling Headquarters, Inc.</b> backpack program	<b>\$500</b> PO Box 237  Hawley, MN 56549	PC
<b>Salvation Army</b> personal care items and the Coats for Kids program	<b>\$1,000</b> 304 Roberts St. Fargo, ND 58102	PC
<b>Sanford Foundation</b> after chemo celebrations and mental health education	<b>\$900</b> 520 Main Ave., Suite 700 PO Box 2010, Fargo, ND 58122-0302	PC
<b>Service Minnesota Action Network</b> year end celebration and volunteer training	<b>\$500</b> 715 North 11th Street, Suite 307 Moorhead, MN 56560	PC
<b>ShareHouse</b> incentive program	<b>\$1,000</b> 4227 9th Ave S Fargo, ND 58103	PC
<b>ShareHouse</b> basic needs and incentives for the men	<b>\$1,000</b> 4227 9th Ave S Fargo, ND 58103	PC
<b>Sister of Mary of the Presentation</b> Long Term Care transportation lift	<b>\$1,000</b> 63 3rd Street North Fargo, ND 58102	PC
<b>TNT Kid's Fitness and Gymnastics Academy</b> new foam blocks for the foam pit	<b>\$1,000</b> 2800 Main Avenue Fargo, ND 58103	PC
<b>Trollwood Performing Arts School at Bluestem Center for the Arts</b> STAR program	<b>\$1,000</b> 801 50th Ave. South Moorhead, MN 56560	PC
<b>United Way of Cass Clay</b> Imagination Library	<b>\$500</b> 209 7th St S Fargo, ND 58103	PC
<b>Unseen Ministries</b> local program support	<b>\$1,000</b> 125 8th Street North Fargo, ND 58102	PC
<b>Valley Lake Boys Home</b> activities, games, DVD player and DVD's	<b>\$300</b> 3850 20 Ave , PO Box 411 Breckenridge, MN 56520-0411	PC
<b>Youthworks</b> peer mentorship program	<b>\$500</b> 317 S. University Dr. Fargo, ND 58103	PC
<b>Youthworks</b> hygiene products and trasitional living program	<b>\$750</b> 317 S University Dr Fargo, ND 58103	PC
<b>YWCA Cass Clay</b> WFCHS - Library for the children	<b>\$500</b> 3100 12th Ave. N. Fargo, ND 58102	PC
<b>Subtotal: PaY Grants</b>	<b>\$100,000</b>	

**PaY Administrative Grants**

<b>Detroit Lakes Public Schools</b> PaY Administrative Expenses	<b>\$750</b> 1301 Roosevelt Ave. Detroit Lakes, MN	PC
<b>Dilworth - Glyndon-Felton High School</b> PaY Administrative Expenses	<b>\$502</b> 513 Parke Ave Glyndon, MN 56547	PC
<b>Fargo North High School</b> PaY Administrative Expenses	<b>\$275</b> 801 17th Ave. N Fargo, ND 58102	PC
<b>Fargo South High School</b> PaY Administrative Expenses	<b>\$396</b> 1840 15th Ave. S. Fargo, ND 58103	PC
<b>Subtotal: PaY Administrative Grants</b>	<b>\$ 1,923</b>	

**PaY Internship Grants**

<b>American Red Cross Dakota Region</b> Preparedness Training Project	<b>\$5,000</b> 2602 12th Street North Fargo, ND 58102	PC
<b>Arts Partnership</b> Chalkfest Project	<b>\$5,000</b> 1104 2nd Ave South Fargo, ND 58103	PC
<b>Boys and Girls Club of Detroit Lakes Inc.</b> Family Engagement Project	<b>\$5,000</b> 150 Richwood Rd., PO Box 83 Detroit Lakes, MN 56502	PC
<b>Detroit Lakes Community and Cultural Center</b> Summer Camp Program	<b>\$5,000</b> 826 Summit Ave. Detroit Lakes, MN 56501	PC
<b>The Outdoor Adventure Foundation</b>	<b>\$5,000</b> 415 38 ST S Suite B	PC



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**2014 Grants**

Fishing Trip Project	Fargo, ND 58103	
Plains Art Museum	\$5,000 704 First Ave. N., PO Box 2338	PC
Exhibit Project	Fargo, ND 58108-2338	
Rural Enrichment and Counseling	\$5,000 PO Box 237	
Headquarters, Inc.	Hawley, MN 56549	PC
Dress for Success Project		
Red River Zoological Society	\$5,000 4225 23rd Ave. South	PC
Anniversary Project	Fargo, ND 58104	
Young Life Castaway Club	\$5,000 7240 Metro Boulevard #3	PC
Inventory Tracking Project	Minneapolis, MN 55439	
<i>Subtotal: PaY Internship Grants</i>	<i>\$ 45,000</i>	
<b>Grand Totals</b>	<b>\$1,629,170</b>	

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**Statement 5**

	<b><u>End of Year</u></b> <b><u>Book</u></b> <b><u>Value</u></b>	<b><u>End of Year</u></b> <b><u>Market</u></b> <b><u>Value</u></b>
<b><u>Form 990-PF, Line 10b Balance Sheet</u></b>		
<b>COMMON STOCK</b>		
Bank of America Corporation	3,433,952	2,683,500
Citigroup, Inc.	1,163,023	1,352,750
	<u>4,596,975</u>	<u>4,036,250</u>
<b>MUTUAL FUNDS - STOCKS</b>		
Aberdeen Asia Pacific Ex Japan Stock Fund	600,000	546,154
Brown Advisory Japan Alpha Opps Instl	400,000	421,505
Delaware Emerging Markets Fund	1,160,000	974,965
Dodge & Cox International Stock	2,242,273	2,614,917
JP Morgan Equity Income Fund	1,200,000	1,915,974
JP Morgan Mid Cap Equity Fund Select Fund	527,697	1,013,709
JPM China Region Fund	287,000	344,526
Matthews Pacific Tiger Fund	920,446	1,278,259
Neuberger Berman Multi Cap Opportunity Fund	1,800,000	1,874,997
PRIMECAP Odyssey Stock Fund	1,500,000	1,638,184
Parnassus Equity Income Fund	1,600,000	1,600,303
Tributary Small Co - Institutional Plus	375,000	346,268
	<u>12,612,416</u>	<u>14,569,760</u>
<b>INDEX FUNDS</b>		
SPDR S&P 500 ETF Trust	2,825,614	3,096,460
Vanguard FTSE Europe ETF	402,345	362,939
iShares MSCI ACWI	700,022	680,648
iShares MSCI EAFE ETF	1,505,690	1,386,544
iShares S&P Midcap 400 Index Fund	593,956	1,042,560
	<u>6,027,627</u>	<u>6,569,150</u>
<b>COMMODITIES</b>		
PIMCO Commodities PLUS Strategy	569,626	429,104
SPDR Gold Trust	206,562	198,879
	<u>776,188</u>	<u>627,983</u>
<b><u>Total Line 10b</u></b>	<b><u>\$ 24,013,206</u></b>	<b><u>\$ 25,803,143</u></b>

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

<b>MUTUAL FUNDS - FIXED INCOME</b>		
Blackrock High Yield Fund	1,300,000	1,244,714
Doubleline Funds Total Return Bond Fund	1,237,637	1,220,165
JP Morgan Managed Income Fund	1,524,600	1,523,079
Vanguard Total Bond Market Index Fund	650,000	652,401
<b><u>Total Line 10c</u></b>	<b><u>\$ 4,712,237</u></b>	<b><u>\$ 4,640,359</u></b>

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

	<b><u>End of Year</u></b> <b><u>Book</u></b> <b><u>Value</u></b>	<b><u>End of Year</u></b> <b><u>Market</u></b> <b><u>Value</u></b>
<b>STRUCTURED INVESTMENTS</b>		
BARC 06/22/2015 Commodity Linked Note	200,000	107,080
BARC Bullet 3M LIBOR Float 07/07/2015	300,000	303,900
	<u>500,000</u>	<u>410,980</u>
<b>HEDGE FUNDS</b>		
Avenue International Ltd.	500,000	568,623
BREP Asia Private Investors Offshore LP	195,965	168,546
Blackstone Partners Offshore Fund Ltd	62,428	62,428
Blackstone Real Estate VII Private Investors	841,669	865,175
Blackstone/GSO Capital Solutions Fund	506,027	519,530
Blackstone/GSO Private Investors Offshore II	113,671	132,467
Bridgewater Private Investors Ltd Class A	500,000	785,722
Global Access PE Vintage 2013 LP	268,663	233,260
GoldenTree Offshore Fund, Ltd.	431,639	673,668
GoldenTree Offshore Ltd Class SP 3-1	3,687	3,313
GoldenTree Offshore Ltd Class SP 4-1	12,044	4,371
GoldenTree Offshore Ltd Class SP 6-1	10,402	11,592
GoldenTree Offshore Ltd Class SP 8-1	42,227	137,327
HPS Mezzanine Private Investors Offshore	475,869	495,261
Halcyon Partners Offshore Fund Ltd.	500,000	565,044
Highbridge MultiStrategy Private Investors	545,693	654,171
JP Morgan Digital Growth Fund Offshore II	460,982	448,498
Och-Ziff OZOFII Private Investors Offshore	1,250,000	1,303,428
Rose Grove Offshore Fund I, Ltd.	500,000	481,227
Standard Pacific Cap Offshore Fund D	500,000	566,574
Starwood Opportunity Fund VIII (TE) LLC	296,968	637,524
TPG - Axon Partners (Offshore), Ltd.	400,000	389,830
Third Point Offshore Fund, Ltd. Class F	800,000	803,567
Winton Futures Fund Ltd, Lead Series B	500,000	598,513
York Credit Opportunities Unit Trust Class A	500,000	465,543
	<u>10,217,934</u>	<u>11,575,200</u>
<b><u>Total Line 13</u></b>	<b><u>\$ 10,717,934</u></b>	<b><u>\$ 11,986,180</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</u> <u>Date</u>	<u>Close</u> <u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost</u> <u>Basis</u>	<u>Proceeds</u>	<u>Gain/Loss</u>
12/28/2012	1/15/2014	525000	HSBC 01/15/14 Equity Linked Note	525,000	603,750	78,750
4/23/2013	1/17/2014	-500	WFC January 2014 \$40 Call	48,499	48,499	0
12/28/2001	1/17/2014	50000	Wells Fargo & Co.	3,811	2,045,464	2,041,653
3/3/2010	1/23/2014	18484.29	JP Morgan International Currency Income	200,000	202,403	2,403
3/18/2010	1/23/2014	16147.61	JP Morgan International Currency Income	175,524	176,816	1,292
10/1/2013	1/23/2014	34629.98	PIMCO CommoditiesPLUS Strategy P	367,770	365,000	-2,770
3/21/2012	2/19/2014	35169.99	JP Morgan Emerging Mkts Debt Fund	300,000	284,877	-15,123
9/14/2012	3/19/2014	350000	DB 03/19/14 Equity Linked Note	350,000	405,319	55,319
8/16/2013	3/25/2014	133160.2	JPMorgan Core Bond Fund	1,538,000	1,545,990	7,990
3/12/2013	4/4/2014	24024	Gracie International Credit Opp Fund	24,024	24,024	0
10/1/2013	4/15/2014	10132.16	PIMCO CommoditiesPLUS Strategy P	107,604	115,000	7,396
6/5/2012	4/21/2014	45787.55	Doubleline Funds Total Return Bond Fund	512,363	500,458	-11,905
4/30/2010	5/9/2014	4	Highbridge MultiStrategy Private Investors	4,577	5,159	582
3/31/2010	5/9/2014	492	Highbridge MultiStrategy Private Investors	550,529	630,720	80,191
8/16/2013	6/6/2014	1343.41	JP Morgan Strategic Income Opportunities	15,933	16,013	81
2/3/2010	6/9/2014	21881.84	Eaton Vance Floating Rate Fund	190,810	200,219	9,409
12/7/2012	6/9/2014	350000	BARC 06/12/14 Commodity Linked Note	350,000	367,500	17,500
7/21/2011	6/24/2014	10584.25	T. Rowe Price Emerging Markets Fund	375,000	363,040	-11,960
11/26/2013	6/24/2014	7055.215	T. Rowe Price Emerging Markets Fund	230,000	241,994	11,994
1/23/2014	6/24/2014	16276.04	T. Rowe Price Emerging Markets Fund	500,000	558,268	58,268
3/25/2013	7/15/2014	5363.739	Eaton Vance Floating Rate Fund	49,346	49,078	-268
3/21/2012	7/15/2014	13761.94	Eaton Vance Floating Rate Fund	123,720	125,922	2,202
3/21/2012	7/21/2014	5470.46	Eaton Vance Floating Rate Fund	49,179	50,000	821
3/21/2012	7/31/2014	8214.68	Eaton Vance Floating Rate Fund	73,850	74,918	1,068
3/29/2010	8/5/2014	908	Blackstone Partners Offshore Fund Ltd.	1,000,000	1,248,562	248,562
4/30/2010	8/5/2014	6	Highbridge MultiStrategy Private Investors	7,361	8,389	1,028
3/31/2010	8/5/2014	40	Highbridge MultiStrategy Private Investors	44,882	51,989	7,107
4/28/2010	8/5/2014	449	Highbridge MultiStrategy Private Investors	500,168	582,536	82,369
7/19/2013	8/6/2014	375000	DB REN MXEA 08/06/14 Equity Linked Note	375,000	458,625	83,625
7/10/2013	8/13/2014	59021.92	JP Morgan Strategic Income Opportunities	700,000	699,410	-590
8/16/2013	8/13/2014	57678.51	JP Morgan Strategic Income Opportunities	684,067	683,490	-577
10/2/2013	8/13/2014	80236.49	JP Morgan Strategic Income Opportunities	950,000	950,802	802
3/10/2014	8/19/2014	-1500	BAC August 2014 @ \$20 Call	0	39,690	39,690
3/15/2013	8/20/2014	375000	HSBC 09/22/14 Equity Linked Note	375,000	364,688	-10,313
6/30/2014	10/3/2014	20.05	JP Morgan Mid Cap Equity Fund Select Fund	905	887	-18
9/30/2014	10/3/2014	17.226	JP Morgan Mid Cap Equity Fund Select Fund	761	762	1
3/31/2014	10/3/2014	8.468	JP Morgan Mid Cap Equity Fund Select Fund	366	375	9
9/30/2013	10/3/2014	19.592	JP Morgan Mid Cap Equity Fund Select Fund	812	867	55
12/23/2013	10/3/2014	39.93	JP Morgan Mid Cap Equity Fund Select Fund	1,639	1,767	128
12/13/2013	10/3/2014	811.744	JP Morgan Mid Cap Equity Fund Select Fund	32,380	35,912	3,531
12/13/2013	10/6/2014	48.153	JP Morgan Mid Cap Equity Fund Select Fund	1,921	2,124	203
12/13/2013	10/6/2014	403.927	JP Morgan Mid Cap Equity Fund Select Fund	16,113	17,817	1,705
3/21/2012	10/21/2014	2229.654	Eaton Vance Floating Rate Fund	20,045	20,000	-45
10/2/2013	10/22/2014	9689.21	PIMCO Total Return Fund R Class	104,934	106,000	1,066
3/21/2012	11/4/2014	1194.615	JPM Inflation Managed Bond Select	12,770	12,472	-299
7/26/2011	11/4/2014	8862.856	JPM Inflation Managed Bond Select	94,567	92,528	-2,038
3/21/2012	11/6/2014	14817.14	Eaton Vance Floating Rate Fund	133,206	133,651	445
12/30/2011	11/6/2014	8513.053	Eaton Vance Floating Rate Fund	75,000	76,788	1,788
3/18/2010	11/6/2014	81396.42	Eaton Vance Floating Rate Fund	713,847	734,196	20,349

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

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain/Loss
9/15/2010	11/6/2014	14285.71	Eaton Vance Floating Rate Fund	125,000	128,857	3,857
2/3/2010	11/6/2014	1053.94	Eaton Vance Floating Rate Fund	9,190	9,507	316
3/4/2010	11/6/2014	57339.45	Eaton Vance Floating Rate Fund	500,000	517,202	17,202
2/25/2010	11/6/2014	11494.25	Eaton Vance Floating Rate Fund	100,000	103,678	3,678
7/26/2011	11/6/2014	47369.57	JPM Inflation Managed Bond Select	505,433	494,538	-10,895
12/13/2011	11/6/2014	9442.871	JPM Inflation Managed Bond Select	100,000	98,584	-1,416
8/22/2011	11/6/2014	69927.86	JP Morgan High Yield Bond Select	543,339	558,024	14,685
12/13/2011	11/6/2014	16149.87	JP Morgan High Yield Bond Select	125,000	128,876	3,876
5/27/2011	11/6/2014	19957.61	JPMorgan Large Cap Growth Select	440,864	691,731	250,867
6/3/2011	11/6/2014	32272.94	JPMorgan Large Cap Growth Select	700,000	1,118,580	418,580
9/6/2011	11/6/2014	8557.457	JPMorgan Large Cap Growth Select	175,000	296,601	121,601
10/2/2013	11/6/2014	105730.9	PIMCO Total Return Fund R Class	1,145,066	1,154,582	9,516
1/23/2014	11/7/2014	6000	iShares MSCI EAFE ETF	399,758	375,364	-24,394
7/2/2010	11/13/2014	450	SPDR Gold Trust	53,086	50,343	-2,743
4/22/2010	11/14/2014	409.461	Highbridge MultiStrategy Private Investors	450,759	541,791	91,032
4/28/2010	11/14/2014	86.235	Highbridge MultiStrategy Private Investors	96,031	114,105	18,073
1/21/2010	11/14/2014	8782.201	Manning & Napier Equity	150,000	187,851	37,851
1/28/2010	11/14/2014	9673.519	Manning & Napier Equity	160,000	206,917	46,917
2/4/2010	11/14/2014	6153.846	Manning & Napier Equity	100,000	131,631	31,631
2/25/2010	11/14/2014	5882.353	Manning & Napier Equity	100,000	125,824	25,824
4/14/2010	11/14/2014	2637.236	Manning & Napier Equity	48,499	56,410	7,912
4/16/2010	11/14/2014	8669.846	Manning & Napier Equity	158,138	185,448	27,310
5/6/2010	11/14/2014	8650.519	Manning & Napier Equity	150,000	185,035	35,035
6/4/2010	11/14/2014	9282.178	Manning & Napier Equity	150,000	198,546	48,546
9/6/2011	11/14/2014	2944.641	Manning & Napier Equity	50,000	62,986	12,986
12/5/2011	11/14/2014	8174.387	Manning & Napier Equity	150,000	174,850	24,850
7/11/2014	11/21/2014	185000	JPM Enhanced Beta Daily Return (JBACDJST)	194,392	167,944	-26,449
12/15/2014	12/15/2014	1259.259	JP Morgan Mid Cap Equity Fund Select Fund	54,677	54,387	-290
12/15/2014	12/15/2014	371.318	JP Morgan Mid Cap Equity Fund Select Fund	16,123	16,037	-85
12/13/2013	12/15/2014	1553.236	JP Morgan Mid Cap Equity Fund Select Fund	61,959	67,084	5,126
6/30/2013	12/15/2014	52.418	JP Morgan Mid Cap Equity Fund Select Fund	2,001	2,264	263
3/31/2013	12/15/2014	30.34	JP Morgan Mid Cap Equity Fund Select Fund	1,127	1,310	184
12/19/2012	12/15/2014	80.187	JP Morgan Mid Cap Equity Fund Select Fund	2,689	3,463	775
9/30/2012	12/15/2014	23.561	JP Morgan Mid Cap Equity Fund Select Fund	776	1,018	242
12/14/2012	12/15/2014	225.746	JP Morgan Mid Cap Equity Fund Select Fund	7,429	9,750	2,321
3/30/2012	12/15/2014	48.042	JP Morgan Mid Cap Equity Fund Select Fund	1,568	2,075	507
7/1/2011	12/15/2014	20.331	JP Morgan Mid Cap Equity Fund Select Fund	638	878	240
4/1/2011	12/15/2014	46.507	JP Morgan Mid Cap Equity Fund Select Fund	1,449	2,009	560
6/29/2012	12/15/2014	57.116	JP Morgan Mid Cap Equity Fund Select Fund	1,773	2,467	693
12/21/2011	12/15/2014	55.494	JP Morgan Mid Cap Equity Fund Select Fund	1,562	2,397	835
11/22/2011	12/15/2014	5490.483	JP Morgan Mid Cap Equity Fund Select Fund	150,000	237,134	87,134
9/6/2011	12/15/2014	3779.289	JP Morgan Mid Cap Equity Fund Select Fund	100,000	163,227	63,227
10/1/2010	12/15/2014	29.323	JP Morgan Mid Cap Equity Fund Select Fund	755	1,266	511
10/3/2011	12/15/2014	21.918	JP Morgan Mid Cap Equity Fund Select Fund	556	947	390
6/4/2010	12/15/2014	747.537	JP Morgan Mid Cap Equity Fund Select Fund	17,821	32,286	14,465
11/6/2014	12/15/2014	39960.04	JP Morgan Managed Income Fund	400,400	400,000	-400
				20,214,141	24,390,558	4,176,418

**The Barry Foundation**  
**20-5767275**  
**2014**

**Statement 6**

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

<u>Open</u>	<u>Close</u>			<u>Cost</u>		
<u>Date</u>	<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Basis</u>	<u>Proceeds</u>	<u>Gain/Loss</u>
<b><u>CAPITAL GAIN DISTRIBUTIONS</u></b>						
	11/25/2014		Parnassus Equity Income Fund			26,492
	12/10/2014		PIMCO CommoditiesPLUS Strategy P			694
	12/11/2014		Matthews Pacific Tiger Fund			46
	12/11/2014		Matthews Pacific Tiger Fund			59,081
	12/15/2014		JP Morgan Mid Cap Equity Fund Select Fund			54,677
	12/15/2014		JP Morgan Mid Cap Equity Fund Select Fund			16,123
	12/15/2014		JPM China Region Fund			3,431
	12/15/2014		JPM China Region Fund			1,098
	12/15/2014		JP Morgan Equity Income Fund			33,711
	12/15/2014		JP Morgan Equity Income Fund			3,550
	12/15/2014		JP Morgan Managed Income Fund			307
	12/15/2014		JP Morgan Managed Income Fund			1,456
	12/16/2014		Neuberger Berman Multi Cap Opp Fund			12
	12/16/2014		Neuberger Berman Multi Cap Opp Fund			61,445
	12/16/2014		PRIMECAP Odyssey Stock Fund			2,250
	12/16/2014		PRIMECAP Odyssey Stock Fund			22,268
	12/22/2014		Blackrock High Yield Bond			16,178
	12/22/2014		Delaware Emerging Markets Fund			4,239
	12/22/2014		Aberdeen Asia Pacific Ex Japan Stock Fund			9,517
	12/22/2014		Blackrock High Yield Bond			6,537
	12/22/2014		Delaware Emerging Markets Fund			19,176
	12/23/2014		Vanguard Total Bond Market Index Fund-ADM			780
	12/23/2014		Vanguard Total Bond Market Index Fund-ADM			900
	12/23/2014		Brown Advisory Japan Alpha Opps Instl			2,754
	12/30/2014		Tributary Small CO-Inst Plus			3,020
	12/30/2014		Tributary Small CO-Inst Plus			26,414
						376,159
<b>Grand Total</b>						<b>\$ 4,552,577</b>

**The Barry Foundation**  
**Depreciation Expense Report**  
**As of December 31, 2014**  
**20-5767275**

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	11/30/14	11,523.17	677.84	8,134.00	19,657.17	
	Class = L	48,804.00				0.00	48,804.00		11,523.17	677.84	8,134.00	19,657.17	
	Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
	Count = 0												
	Net Subtotal	48,804.00				0.00	48,804.00		11,523.17	677.84	8,134.00	19,657.17	
	Count = 1												

Class = O

000003	File Cabinets												
	000 11/01/07	850.28	P	SLMM	07 00	0.00	850.28	11/30/14	749.07	0.00	101.21	850.28	
000005	Marty's file cabinets												
	000 01/05/08	425.14	P	SLMM	07 00	0.00	425.14	11/30/14	364.44	5.03	60.70	425.14	
000006	Marty's chair												
	000 07/07/08	848.00	P	SLMM	07 00	0.00	848.00	11/30/14	666.27	10.10	121.14	787.41	
000007	Dell Latitude E4300 laptop computer												
	000 11/26/08	2,608.45	P	SLMM	07 00	0.00	2,608.45	11/30/14	1,894.25	31.06	372.64	2,266.89	
000008	Emily's desk, chair and file												
	000 06/01/09	384.84	P	SLMM	07 00	0.00	384.84	11/30/14	251.99	4.59	54.98	306.97	
000010	Computer monitor (Emily)												
	000 06/30/10	87.85	P	SLMM	05 00	0.00	87.85	11/30/14	61.50	1.47	17.57	79.07	
000011	Monitor & Keyboard (Jennifer)												
	000 09/01/10	171.18	P	SLMM	07 00	0.00	171.18	11/30/14	81.53	2.04	24.46	105.99	
000012	Desk, Chair and File (Jennifer)												
	000 09/01/10	342.36	P	SLMM	07 00	0.00	342.36	11/30/14	163.03	4.08	48.91	211.94	
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	11/30/14	1,036.45	27.28	327.30	1,363.75	
000014	Dell Latitude E6520 (Stacie's)												
	000 03/12/12	1,550.97	P	SLMM	05 00	0.00	1,550.97	11/30/14	568.69	25.85	310.19	878.88	
000015	Dell Latitude E6520 (Brittany)												
	000 03/12/12	1,473.99	P	SLMM	05 00	0.00	1,473.99	11/30/14	540.47	24.57	294.80	835.27	
000016	HP Laserjet P2055 DN (Stacie)												
	000 03/12/12	399.99	P	SLMM	05 00	0.00	399.99	11/30/14	146.67	6.67	80.00	226.67	
000017	22" Asus LCD Monitor												
	000 03/12/12	175.00	P	SLMM	05 00	0.00	175.00	11/30/14	64.17	2.92	35.00	99.17	
000018	Whirlpool Built-In Dishwasher												
	000 08/01/12	547.18	P	SLMM	07 00	0.00	547.18	11/30/14	110.74	6.52	78.17	188.91	
000019	G.E. Microwave Oven												
	000 08/01/12	246.17	P	SLMM	07 00	0.00	246.17	11/30/14	49.82	2.94	35.17	84.99	
000020	Whirlpool 10 Cubic Ft. Refrigerator												
	000 08/01/12	557.93	P	SLMM	07 00	0.00	557.93	11/30/14	112.92	6.65	79.71	192.63	
000021	Credenza (1) 66" x 21" x 30"												
	000 08/01/12	1,094.41	P	SLMM	07 00	0.00	1,094.41	11/30/14	221.49	13.03	156.35	377.84	
000022	4 credenzas (72" x 21" x 30")												
	000 08/01/12	4,659.37	P	SLMM	07 00	0.00	4,659.37	11/30/14	942.97	55.47	665.63	1,608.60	
000023	Desk (1) 60" x 30" x 30"												
	000 08/01/12	1,373.44	P	SLMM	07 00	0.00	1,373.44	11/30/14	277.96	16.36	196.21	474.17	
000024	Desks (4) 72" x 36" x 30"												
	000 08/01/12	6,198.04	P	SLMM	07 00	0.00	6,198.04	11/30/14	1,254.37	73.79	885.44	2,139.81	
000025	3 desk chairs												
	000 08/01/12	2,373.41	P	SLMM	07 00	0.00	2,373.41	11/30/14	480.34	28.26	339.06	819.40	

**The Barry Foundation**  
**Depreciation Expense Report**  
**As of December 31, 2014**

20-5767275

Book = Internal

FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
Class = O														
000026		8 HLC Arden Side Chairs												
	000	08/01/12	5,109.59	P	SLMM	07 00	0.00	5,109.59	11/30/14	1,034.08	60.83	729.94	1,764.02	
000027		8 Regalia Conference Chairs												
	000	08/01/12	9,878.33	P	SLMM	07 00	0.00	9,878.33	11/30/14	1,999.19	117.60	1,411.19	3,410.38	
000029		Cisco phone system and handsets												
	000	09/20/12	7,985.80	P	SLMM	07 00	0.00	7,985.80	11/30/14	1,426.04	95.07	1,140.83	2,566.87	
000030		Boardroom table												
	000	10/16/12	3,670.61	P	SLMM	07 00	0.00	3,670.61	11/30/14	611.77	43.70	524.37	1,136.14	
000031		Office furnishings (McNeal & Friends)												
	000	11/27/12	7,462.70	P	SLMM	07 00	0.00	7,462.70	11/30/14	1,154.94	88.85	1,066.10	2,221.04	
000032		London Town Clock												
	000	02/16/13	304.95	P	SLMM	07 00	0.00	304.95	11/30/14	36.30	3.64	43.57	79.87	
000033		Artwork ("Storm Crossing Prairie")												
	000	05/14/13	2,365.00	P	SLMM	07 00	0.00	2,365.00	11/30/14	225.24	28.16	337.86	563.10	
000034		Framing, matting and non-glare plexiglass (Storm Crossing Prairie)												
	000	05/14/13	1,201.65	P	SLMM	07 00	0.00	1,201.65	11/30/14	114.44	14.31	171.67	286.11	
000035		2 Ireland Map Frames												
	000	06/20/13	806.25	P	SLMM	07 00	0.00	806.25	11/30/14	57.59	9.60	115.18	172.77	
000036		Dell Latitude E6420 (Marty)												
	000	07/19/13	1,620.00	P	SLMM	07 00	0.00	1,620.00	11/30/14	96.43	19.29	231.43	327.86	
000037		Dell Ultrasharp U2412M monitor (Marty)												
	000	07/19/13	335.00	P	SLMM	07 00	0.00	335.00	11/30/14	19.94	3.99	47.86	67.80	
000038		Dell E-port Replicator (Marty)												
	000	07/19/13	139.00	P	SLMM	07 00	0.00	139.00	11/30/14	8.27	1.66	19.86	28.13	
000039		Dell Latitude 14 (Jennifer)												
	000	12/31/14	1,992.00	P	SLMM	07 00	0.00	1,992.00		0.00	0.00	0.00	0.00	
000040		Dell Latitude 14 (Andrea)												
	000	12/31/14	1,992.00	P	SLMM	07 00	0.00	1,992.00		0.00	0.00	0.00	0.00	
		Class = O	72,867.38				0.00	72,867.38		16,823.37	835.38	10,124.50	26,947.87	
		Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
		Count = 0												
		Net Subtotal	72,867.38				0.00	72,867.38		16,823.37	835.38	10,124.50	26,947.87	
		Count = 35												

## Class = S

000002		Filemaker Pro and VPN firewall software												
	000	03/07/07	392.99	P	SLMM	03 00	0.00	392.99	11/30/14	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	11/30/14	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	11/30/14	544.24	0.00	0.00	544.24	
		Class = S	19,797.23				0.00	19,797.23		19,797.23	0.00	0.00	19,797.23	
		Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
		Count = 0												
		Net Subtotal	19,797.23				0.00	19,797.23		19,797.23	0.00	0.00	19,797.23	
		Count = 3												

Grand Total	141,468.61	0.00	141,468.61	48,143.77	1,513.22	18,258.50	66,402.27
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**The Barry Foundation**  
**Depreciation Expense Report**  
**As of December 31, 2014**  
**20-5767275**

Book = Internal

FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
		Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
		Count = 0												
		Net Grand Total	141,468.61				0.00	141,468.61		48,143.77	1,513.22	18,258.50	66,402.27	
		Count = 39												

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**Report Assumptions**

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Report Name: Depreciation Expense

Source Report: &lt;Standard Report&gt;

## Calculation Assumptions:

Short Year none

Include Sec 168 Allowance &amp; 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

*The*  
**BARRY FOUNDATION**

The Barry Foundation 990 PF Page 4 20-5767275

I, Marty J. Hoffmann, certify that the attached copy of the "Second Amendment and Complete Restatement of the Bylaws of The Barry Foundation" are complete and accurate copies of the original documents.

Marty J Hoffmann

*Marty J. Hoffmann, Executive Director and Secretary*

Date

*October 1, 2014*

**SECOND AMENDMENT AND COMPLETE RESTATEMENT OF THE BYLAWS  
OF  
THE BARRY FOUNDATION**

**ARTICLE ONE.  
NAME**

The name of the Corporation shall be The Barry Foundation.

**ARTICLE TWO.  
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE THREE.  
PURPOSES**

The purposes for which the Foundation is organized are as stated in the Articles of Incorporation; namely, to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations set forth in Article IV of the Articles of Incorporation and Article Nine of these Bylaws, to use or apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, religious, and educational purposes, including medical and health, religious and spiritual, social entrepreneurial, performing arts, and educational activities and projects.

**ARTICLE FOUR.  
BOARD OF DIRECTORS**

The management and control of this Foundation shall be vested in a Board of Directors consisting of not less than four (4) and not more than nine (9) members. The Board of Directors shall have full and complete power to accomplish the purposes of the Foundation. The Directors shall have authority to employ such agents and servants as they may deem advisable and fix the rates of compensation of all officers, agents and employees. The Board of Directors is authorized to do and perform all acts stated in these Bylaws and in the Articles of Incorporation and to transact all other business and acts which the Foundation is permitted to transact and perform under the laws of the State of North Dakota and the provisions of the Internal Revenue Code of the United States of America.

The Directors shall be elected for a term of one (1) year or until their successors have been elected and qualified. New Directors shall be elected annually by the then Directors of the Corporation.

**ARTICLE FIVE.  
OFFICERS AND EXECUTIVE COMMITTEE**

The officers shall consist of a Chairman, one or two Vice Chairmen, a Chief Executive Officer, a President, a Secretary/Treasurer, a Chief Financial Officer, and an Executive Director. The officers shall be elected annually at the first Directors' meeting during the fiscal year. The Executive Committee shall consist of the Chairman and the Vice Chairmen. One Individual may hold any two or more of the offices, except the Chief Executive Officer and Chief Financial Officer which may not be held by the same individual.

**ARTICLE SIX.  
MEETINGS**

Meetings of the Board of Directors or of the Executive Committee shall be held at the call of the Chairman or at the written request of a majority of the members thereof.

Notices of the meetings of the Board of Directors or of the Executive Committee, as the case may be, shall be mailed or communicated electronically to the members of the Board or the Executive Committee at least one (1) week prior to the date of such meeting, or alternatively, may be determined at the preceding meeting of the Board or the Executive Committee. Meetings of the Board of Directors or of the Executive Committee shall be deemed legal and authorized herein if called on shorter notice or without notice if each member of the Board or the Executive Committee, as the case maybe, waives in writing such notice and only in the event that a quorum is present.

A majority of the members of either the Board of Directors or of the Executive Committee shall constitute a quorum.

**ARTICLE SEVEN.  
FISCAL YEAR**

The accounting year of the Foundation shall begin on January 1 and end of December 31 of each calendar year.

**ARTICLE EIGHT.  
SALARIES**

Members of the Board of Directors shall serve without compensation.

**ARTICLE NINE.  
EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as

they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or may be amended.

#### ARTICLE TEN. INDEMNITY

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption if the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors and in a specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or Agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as provided in this Article Ten.

#### ARTICLE ELEVEN. AMENDMENT

These Amendments may be changed or amended by the Board of Directors at any regular or special meeting of the Board by two-thirds ( $\frac{2}{3}$ ) majority vote.

The above Amended and Restated Bylaws have been approved by the Board of Directors at a meeting held on the 1st day of October, 2014, and shall be effective from and after that date.