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

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2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending

Name of foundation The Barry Foundation		A Employer identification number 20-5767275
Number and street (or P.O. box number if mail is not delivered to street address) 15 Broadway N		B Telephone number (see instructions) (701) 356-7800
City or town, state or province, country, and ZIP or foreign postal code Fargo ND 58102		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <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) \$ 40,930,092.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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.)		

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)
REVENUE	1 Contributions, gifts, grants, etc. received (attach schedule)	930,150.			
	2 <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	276.	276.		
	4 Dividends and interest from securities	1,299,051.	1,299,051.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	423,488.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 12,692,324.				
	7 Capital gain net income (from Part IV, line 2)		423,488.		
	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	19.	19.			
12 Total. Add lines 1 through 11.	2,652,984.	1,722,834.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	115,000.			115,000.
	14 Other employee salaries and wages	177,765.			177,765.
	15 Pension plans, employee benefits	31,225.			31,225.
	16a Legal fees (attach schedule)	0.			0.
	b Accounting fees (attach sch.) . L-16b Stmt.	10,810.			10,810.
	c Other prof fees (attach sch.) . L-16c Stmt.	89,726.	75,137.		14,589.
	17 Interest	3,090.			3,090.
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	18,660.			0.
	19 Depreciation (attach schedule) and depletion	19,113.			
	20 Occupancy	20,306.			20,306.
	21 Travel, conferences, and meetings	34,784.			34,784.
	22 Printing and publications	1,365.			1,365.
	23 Other expenses (attach schedule) See Line 23 Stmt	192,383.			192,383.
	24 Total operating and administrative expenses. Add lines 13 through 23.	714,227.	75,137.		601,317.
25 Contributions, gifts, grants paid	1,628,763.			1,628,763.	
26 Total expenses and disbursements. Add lines 24 and 25	2,342,990.	75,137.		2,230,080.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	309,994.				
b Net investment income (if negative, enter -0-)		1,647,697.			
c Adjusted net income (if negative, enter -0-)					

9.40 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		586,757.	1,172,922.	1,172,922.
	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			11,818.	11,818.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) . L-10b. Stmt		24,013,206.	25,916,242.	26,456,421.
	c	Investments — corporate bonds (attach schedule) . L-10c. Stmt		4,712,237.	4,782,238.	4,555,237.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) . . L-13. Stmt		10,717,934.	8,426,437.	8,664,546.	
14	Land, buildings, and equipment: basis	149,663.				
	Less: accumulated depreciation (attach schedule)	85,515.	75,066.	64,148.	64,148.	
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.)		40,112,700.	40,381,305.	40,930,092.	
LIABILITIES	17	Accounts payable and accrued expenses		67,069.	25,680.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		67,069.	25,680.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		40,045,631.	40,355,625.	
	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)		40,045,631.	40,355,625.	
	31	Total liabilities and net assets/fund balances (see instructions)		40,112,700.	40,381,305.	

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	40,045,631.
2	Enter amount from Part I, line 27a	2	309,994.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	40,355,625.
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	40,355,625.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Various Investments-Statement 6		P	various	various
b Mutual Fund Capital Gain Dist-Statement 6		P	various	various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,373,678.	0.	12,268,836.	104,842.
b 318,646.	0.	0.	318,646.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a 0.	0.	0.	104,842.
b 0.	0.	0.	318,646.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	423,488.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	2,173,525.	44,203,940.	0.049170
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
2 Total of line 1, column (d)		2	0.261708
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.052342
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.		4	42,192,280.
5 Multiply line 4 by line 3		5	2,208,428.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	16,477.
7 Add lines 5 and 6.		7	2,224,905.
8 Enter qualifying distributions from Part XII, line 4		8	2,238,274.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	16,477.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (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	16,477.
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	16,477.
6 Credits/Payments.			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	28,000.	
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	28,000.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,523.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax	11	11,523.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (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 2015 or the taxable year beginning in 2015 (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	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ 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			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A				
16	At any time during calendar year 2015, 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. If 'Yes,' enter the name of the foreign country ▶				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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 2015 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 2015.)	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 2015?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 ☒ XOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?7 b ☒ N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 1 attached ND 58102	See Statement 1 40.00	115,000.	4,015.	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	75,137.
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 2015, 505 students from 21 area high schools made 139 grants to 94 organizations totaling \$110,000.	81,771.
2 PaY Summer Internship program provides PaY students a summer internship at a nonprofit organization. In 2015, 14 summer internships were granted. Grants totaling \$60,000.	18,959.
3 Educate at the Table (EAT) is a healthy food exposure program conducted with elementary school and community partners. Grants totaling \$42,500.	30,250.
4 The Barry Scholarship Program will provide scholarships to individuals who have been involved in the Philanthropy and Youth program and are seeking an undergraduate education at a US non-profit college.	10,415.

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 (2015)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	41,330,493.
b	Average of monthly cash balances	1 b	1,504,309.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	42,834,802.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	N/A
3	Subtract line 2 from line 1d	3	42,834,802.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	642,522.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,192,280.
6	Minimum investment return. Enter 5% of line 5	6	2,109,614.

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

1	Minimum investment return from Part X, line 6	1	2,109,614.
2 a	Tax on investment income for 2015 from Part VI, line 5	2 a	16,477.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	16,477.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,093,137.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,093,137.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,093,137.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	2,230,080.
b	Program-related investments — total from Part IX-B.	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	8,194.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,238,274.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	16,477.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,221,797.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,093,137.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2015.				
a From 2010	1,006,571.			
b From 2011	0.			
c From 2012	79,300.			
d From 2013	0.			
e From 2014	69,132.			
f Total of lines 3a through e	1,155,003.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 2,238,274.				
a Applied to 2014, but not more than line 2a . . .			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2015 distributable amount				2,093,137.
e Remaining amount distributed out of corpus . . .	145,137.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,300,140.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	1,006,571.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	293,569.			
10 Analysis of line 9.				
a Excess from 2011	0.			
b Excess from 2012	79,300.			
c Excess from 2013	0.			
d Excess from 2014	69,132.			
e Excess from 2015	145,137.			

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 2015, 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) ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

See Statement 3 attached

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

None

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

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

- a** The name, address, and telephone number or e-mail 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 XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 4 attached ND 58102		See Stmt	See Statement	1,628,763.
Total			▶ 3 a	1,628,763.
b Approved for future payment				
Total			▶ 3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	276.	
4 Dividends and interest from securities			14	1,299,051.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . .			18	423,488.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue:					
a Wachovia WF Settlement			18	19.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,722,834.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,722,834.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

OMB No 1545-0047

2015

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) (2015)

Name of organization

The Barry Foundation

Employer identification number

20-5767275

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	B. John Barry 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.)
2	Jessica M. Barry 2104 Hastings Ave, Suite 200 Newport MN 55055	\$ 830,150.	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.)

**The Barry Foundation
20-5767275**

Form 990-PF, Part XV, Page 11

**Statement 4
2015 GRANTS**

The Barry Foundation focuses on proactive grantmaking in six areas: arts, education, environment, health, social entrepreneurship, and spirituality

Payee Organization	Payment Amount	Address	Status
EDUCATION GRANTS (21)			
Ann Bancroft Foundation	\$110,000	211 North First Street, #480	PC
21 Capacity Building Match Grant		Minneapolis, MN 55401-2575	
Ann Bancroft Foundation	\$1,500	211 North First Street, #480	PC
DreamXChange		Minneapolis, MN 55401-2575	
Boy Scouts of America - Northern Lights Council	\$500	301 South 7th Street	PC
Howard Wrigley Memorial		Fargo, ND 58103	
Boys and Girls Club of Detroit Lakes, Inc.	\$1,000	150 Richwood Road	PC
Polar Plunge		Detroit Lakes, MN 56502	
Britton Area Community Foundation	\$500	P O Box 415	PC
Patricia Farrar Memorial		Britton, SD 57430	
Fargo Catholic Schools Network	\$200,000	5600 25th St S	PC
Louise S. Barry Scholarship Endowment		Fargo, ND 58104	
Impact Foundation	\$5,000	4141 28th Ave South	PC
TEDx Fargo - Scholarships for Partners		Fargo, ND 58104-8403	
Lewis and Clark Fort Mandan Foundation	\$5,000	P O Box 607	PC
Northern Plains Art Initiative		Washburn, ND 58577	
Minnesota Council on Foundations	\$1,775	100 Portland Avenue South, Ste 225	PC
2015 Membership		Minneapolis, MN 55401-2575	
National Center for Family Philanthropy	\$1,400	1101 Connecticut Ave, Ste 220	PC
2015 Membership		Washington, DC 20036	
NDSU Development Foundation, Inc.	\$125,000	PO Box 5144	PC
NDSU Center of Risk and Trading		Fargo, ND 58105	
The Rodney and Barbara Burwell Family Foundation	\$1,000	8500 Normandale Lake Blvd, Ste 1750	PF
Rodney Burwell Scholarship Memorial		Bloomington, MN 55437	
Simpson Housing Services, Inc.	\$25,000	2100 Pillsbury Avenue South	PC
Child and Education Services		Minneapolis, MN 55404	
St. Thomas Academy	\$500	949 Mendota Heights Rd	PC
Daniel Peter Commers Memorial		Mendota Heights, MN 55120	
State Historical Society of North Dakota Foundation	\$125,000	P O Box 1976	PC
North Dakota Heritage Center		Bismark, ND 58502-1976	
University of Mary	\$400	7500 University Drive	PC
2015 Deans Day Leadership ND Summit		Bismarck, ND 58504	
University of North Dakota Foundation	\$1,500	3100 University Ave, Stop 8157	PC
Women in Philanthropy Event		Grand Forks, ND 58202-8157	
University of North Dakota Foundation	\$50,000	3100 University Ave, Stop 8157	PC
Gorecki Alumni Center		Grand Forks, ND 58202-8157	
University of North Dakota Foundation	\$220,000	3100 University Ave, Stop 8157	PC
31 Matching Grant for College of Business		Grand Forks, ND 58202-8157	
University of North Dakota Foundation	\$1,550	3100 University Ave, Stop 8157	PC
Fall 2015 Deans Day		Grand Forks, ND 58202-8157	
Wellspring for the World	\$3,500	P O Box 9993	PC
PaY Global Give-Back Match		Fargo, ND 58106	
	\$880,125		
HEALTH GRANTS (20)			
American Red Cross Dakota Region	\$1,000	2602 12th Street North	PC
Annual Meeting		Fargo, ND 58102	
Boys and Girls Club of Detroit Lakes, Inc.	\$150	150 Richwood Road	PC
Table at Special Event		Detroit Lakes, MN 56502	
One Heartland	\$5,000	2101 Hennepin Avenue, Ste 107	PC
Holiday in the Heartland Gala		Minneapolis, MN 55405	
One Heartland	\$10,000	2101 Hennepin Avenue, Ste 107	PC
Program Support		Minneapolis, MN 55405	
Churches United for the Homeless	\$5,000	1901 1st Avenue	PC
Giving Hearts Day "Share the Love" Dinner		Moorhead, MN 56560	
Clare Housing	\$4,000	929 Central Avenue N E	PC
A Place to Call Home Breakfast		Minneapolis, MN 55413	
Food for Hungry Minds	\$1,000	1924 Taft Avenue	PC
In Honor of Howard Stacker		Pasay City 1300, Philippines	
Great Plains Food Bank	\$5,000	1720 3rd Avenue N	PC
2015 Fill the Dome		Fargo, ND 58102	
Homeward Animal Shelter	\$500	1201 28th Avenue N	PC
Memorial for Kathleen Williams McCroskey		Fargo, ND 58102	
Imagine Thriving	\$500	PO Box 10083	PC
Imagine Thriving Dinner		Fargo, ND 58106	

Lakes Crisis and Resource Center	\$5,000	1339 Pelican Lane	PC
Match Grant at Fundraising Event		Detroit Lakes, MN 56501	
Mayo Foundation	\$200,000	200 First Street S W	PC
Michael D Brennan MD President's Strategic Initiative Professorship		Rochester, MN 55905	
Minnesota AIDS Project	\$1,000	1400 Park Ave S	PC
2015 Minnesota AIDS Walk		Minneapolis, MN 55404	
Minnesota Flyers Gymnastics	\$10,000	1306 Rossman Avenue	PC
Seed Funding for Adaptive Needs Pilot Program		Detroit Lakes, MN 56501	
North Dakota Community Action Partnership	\$5,000	3233 South University Drive	PC
Bras on Broadway Support of Service Delivery		Fargo, ND 58104	
The Outdoor Adventure Foundation	\$200	415 38th Street S, Ste B	PC
ND Annual Dinner Banquet		Fargo, ND 58103	
Prairie Roots Food Cooperative	\$10,000	409 Seventh Street South	PC
OWN IT Campaign		Fargo, ND 58103	
Sanford Foundation	\$500	520 Main Ave, Suite 700	PC
Charles Olson Memorial to the Roger Maris Cancer Center		Fargo, ND 58122-0302	
St. Luke's Wood River Hospital Foundation	\$1,000	P O Box 7005	PC
Charlie Johnson Memorial		Ketchum, ID 83340	
YMCA of Cass Clay	\$25,000	400 First Avenue South	PC
Pool Project Renovation and Addition		Fargo, ND 58103	
	\$289,850		

SPIRITUALITY GRANTS (5)

Archdiocese of Saint Paul and Minneapolis	\$2,500	239 Selby Avenue	PC
Annual Appeal		St Paul, MN 55102-1891	
Cathedral of St. Mary	\$50,000	619 7th Street North	PC
Capital Campaign		Fargo, ND 58102-4499	
Franciscan Renewal Center Inc.	\$2,500	5802 E Lincoln Dr	PC
Annual Catholic Appeal		Scottsdale, AZ 85253	
Franciscan Renewal Center Inc.	\$100,000	5802 E Lincoln Dr	PC
RENEWING LIVES Capital Campaign		Scottsdale, AZ 85253	
St. Mary of the Lakes	\$2,500	20996 Cty Hwy 20	PC
Annual Diocese Appeal		Detroit Lakes, MN 56501	
	\$157,500		

PHILANTHROPY AND YOUTH GRANTS (139)

Philanthropy and Youth (PaY) is a proactive program of The Barry Foundation. In its eighth year, the program introduces students from 21 area high schools to leadership and service through grantmaking. Student-led committees identify areas of focus, then research and visit community nonprofits before presenting to a panel of community leaders on their grant decisions.

4 Luv of Dogs	\$800	PO Box 928	PC
PaY Lake Park Audubon - new kennels and medical care		Fargo, ND 58106	
4 Luv of Dogs	\$1,000	P O Box 9283	PC
PaY Fargo North - exterior kennels, spaying and neutering		Fargo, ND 58106	
Access of the Red River Valley, Inc.	\$1,000	403 Center Avenue, Ste 512	PC
PaY Northern Cass - Michael Czichotzki Learning Center		Moorhead, MN 56560	
African Soul, American Heart	\$500	300 NP Ave North, #204	PC
PaY Central Cass - local fundraising event		Fargo, ND 58102	
Alexa's Hope	\$1,000	1629 Ash Place	PC
PaY Sheyenne - billboard advertising and a new computer		West Fargo, ND 58078	
Anne Carlsen Center Southeast Chapter	\$450	4152 30th Ave Suite 102	PC
PaY West Fargo Community - adaptive equipment		Fargo, ND 58104	
Arc of Cass County	\$1,000	215 N University Dr	PC
PaY Fargo South - internship program		Fargo, ND 58102	
Arc of Cass County	\$250	215 N University Dr	PC
PaY West Fargo - Retail Training Program		Fargo, ND 58102	
Becker County Friends of the Library	\$1,000	1000 Washington Avenue	PC
PaY Detroit Lakes - summer reading program support		Detroit Lakes, MN 56501	
Beyond Shelter Inc	\$1,000	P O Box 310	PC
PaY Northern Cass - Beyond Shelter Cooper House		Fargo, ND 58107	
Beyond Shelter Inc	\$1,000	P O Box 310	PC
PaY Barnesville - furnish apartments		Fargo, ND 58107	
Big Brothers Big Sisters of The Village Family Service Center	\$1,000	808 3rd Ave South, Suite 101	PC
PaY Park Christian - Big Brother Big Sister recreational program		Fargo, ND 58103	
Boys and Girls Club of Detroit Lakes Inc.	\$1,000	P O Box 83	PC
PaY Detroit Lakes - library improvements art supplies		Detroit Lakes, MN 56502	
Boys and Girls Club of the Red River Valley	\$625	2500 18th St S	PC
PaY West Fargo - recreational program support		Fargo, ND 58103	
Boys and Girls Club of the Red River Valley	\$1,000	2500 18th St S	PC
PaY Kindred - transportation and camp entry fees		Fargo, ND 58103	
Cats Cradle Shelter	\$1,000	9 9th Street South	PC
PaY Fargo North - animal medical costs		Fargo, ND 58103	
Cats Cradle Shelter	\$800	9 9th Street South	PC
PaY Lake Park-Audubon spaying and neutering		Fargo, ND 58103	
Cats Cradle Shelter	\$500	9 9th Street South	PC
PaY Woodrow Wilson - medication and supplies		Fargo, ND 58103	
Chabad Lubavitch of ND	\$500	3353 16th Ave South	PC

PaY Red River Area Learning Center - library support		Fargo, ND 58103	
CHARISM	\$1,000	2601 12th Ave South, Suite A	PC
PaY Central Cass - books and supplies		Fargo, ND 58103	
CHARISM	\$1,000	2601 12th Ave South, Suite A	PC
PaY Park Christian - field trip support		Fargo, ND 58103	
CHARISM	\$1,000	2601 12th Ave South, Suite A	PC
PaY Kindred - supporting children's activities		Fargo, ND 58103	
Children's Consultation Network	\$800	4553 9th Avenue South, Suite 3	PC
PaY: Moorhead - fee waivers for high need clients		Fargo, ND 58103	
The Children's Museum of Yunker Farm	\$750	1201 28th Ave N	PC
PaY Oak Grove - special events		Fargo, ND 58102	
Christian Family Life Services Inc.	\$500	2360 7th Ave East	PC
PaY Park Christian - adoptive family and children educational materials		West Fargo, ND 58078	
Christian Family Life Services Inc.	\$1,000	2360 7th Ave East	PC
PaY Barnesville - supporting families and women		West Fargo, ND 58078	
Churches United for the Homeless	\$1,000	1901 1st Ave N	PC
PaY Fargo South - youth room supplies		Moorhead, MN 56560	
Churches United for the Homeless	\$1,000	1901 1st Ave N	PC
PaY Moorhead - support for transportation and personal hygiene kits		Moorhead, MN 56560	
Churches United for the Homeless	\$1,000	1901 1st Ave N	PC
PaY Woodrow Wilson - kids' field trips and hygiene products		Moorhead, MN 56560	
Creative Care for Reaching Independence, Inc.	\$1,000	2903 15th Street South	PC
PaY West Fargo Community - summer camp scholarship		Moorhead, MN 56560	
Cultural Diversity Resources	\$500	112 N University Drive, Suite 306	PC
PaY Red River Area Learning Center - Family Engagement Program		Fargo, ND 58102	
Cultural Diversity Resources	\$1,000	112 N University Drive, Suite 306	PC
PaY Kindred - after-school programs for at-risk youth		Fargo, ND 58102	
Dakota Medical Foundation	\$500	4141 28th Ave South	PC
PaY Sheyenne - Lend a Hand program		Fargo, ND 58104-8403	
Dorothy Day House of Hospitality	\$500	1308 Main Ave	PC
PaY West Fargo Community - transportation		Moorhead, MN 56560	
Dorothy Day House of Hospitality	\$250	1308 Main Ave	PC
PaY Sheyenne - milk and egg program		Moorhead, MN 56560	
Emergency Food Pantry	\$500	P O Box 2821	PC
PaY Pelican Rapids - children's corner in the lobby		Fargo, ND 58108	
Emergency Food Pantry	\$1,000	P O Box 2821	PC
PaY Davies - fresh produce, milk, eggs, etc		Fargo, ND 58108	
Family Voices of North Dakota	\$250	P O Box 163	PC
PaY Hawley - activities for children with special healthcare needs		Edgeley, ND 58433	
Family Voices of North Dakota	\$1,000	P O Box 163	PC
PaY Dilworth-Glyndon-Felton - family retreat		Edgeley, ND 58433	
First Choice Clinic	\$1,000	1351 Page Dr , Suite 205	PC
PaY Shanley - Earn While You Learn program		Fargo, ND 58103	
First Lutheran Church	\$365	619 Broadway	PC
PaY Pelican Rapids - Homeless & Hungry awareness		Fargo, ND 58102	
FM Coalition of Homeless Persons	\$1,000	P O Box 5653	PC
PaY Davies - \$500 for steel-toe boots, \$500 for bus passes		Fargo, ND 58105	
FM Coalition of Homeless Persons	\$350	P O Box 5653	PC
PaY Moorhead - assisting with travel expense		Fargo, ND 58105	
FM Native American Center	\$1,000	109 9th Street South	PC
PaY RRALC - children's culture and women's support groups		Fargo, ND 58103	
Fraser, Ltd.	\$450	2902 S University Dr	PC
PaY West Fargo Community - bus passes for youth		Fargo, ND 58103	
Fraser, Ltd.	\$400	2902 S University Dr	PC
PaY Woodrow Wilson - bus passes and shelter supplies		Fargo, ND 58103	
Fraser, Ltd.	\$1,000	2902 S University Dr	PC
PaY Northern Cass - bus passes and job interview clothing		Fargo, ND 58103	
Villa Nazareth, dba Friendship, Inc.	\$800	801 Page Dr	PC
PaY West Fargo Community - lift vehicles fund		Fargo, ND 58103	
Gigi's Playhouse Inc.	\$1,000	3022 31st Street South	PC
PaY Fargo South - activity nights		Fargo, ND 58103	
City of Fargo Gladys Ray Shelter	\$1,000	1519 1st Ave S	PC
PaY West Fargo Community - garden and maintenance		Fargo, ND 58103	
City of Fargo Gladys Ray Shelter	\$1,000	1519 1st Ave S	PC
PaY Hawley Science and Beyond - food & coffee supplies		Fargo, ND 58103	
City of Fargo Gladys Ray Shelter	\$1,000	1519 1st Ave S	PC
PaY Sheyenne - improving outdoor space		Fargo, ND 58103	
Great Plains Food Bank	\$1,000	1720 3rd Avenue N	PC
PaY Shanley - Backpack Program		Fargo, ND 58102	
Great Plains Food Bank	\$760	1720 3rd Avenue N	PC
PaY Pelican Rapids - Backpack Program		Fargo, ND 58102	
Haley's Hope Inc.	\$500	1150 Prairie Parkway Suite 100	PC
PaY Hawley - scholarships		West Fargo, ND 58078	
CENTRE Inc.	\$750	123 15 Street North	PC
PaY Oak Grove - HART Program		Fargo, ND 58102	
Hightail Rescue	\$1,000	28953 15th Ave North	PC
PaY Woodrow Wilson - basic care needs and vet bills		Hawley, MN 56549	

Hightail Rescue	\$1,000	28953 15th Ave North Hawley, MN 56549	PC
PaY Lake Park Audubon - hay and medication			
Historical and Cultural Society of Clay County	\$500	202 1st Avenue North Moorhead, MN 56560	PC
PaY Red River Area Learning Center - Pangaea			
Homeward Animal Shelter	\$500	1201 28th Ave North Fargo, ND 58102	PC
PaY. Sheyenne - medical expenses			
HOPE, Inc.	\$1,000	803 22nd Ave Moorhead, MN 56560	PC
PaY Northern Cass - scholarships			
HOPE, Inc.	\$1,000	803 22nd Ave Moorhead, MN 56560	PC
PaY West Fargo - adaptive equipment			
HOPE, Inc.	\$1,000	803 22nd Ave Moorhead, MN 56560	PC
PaY Hawley - supporting youth participation in hockey tournament			
Hope's Journey	\$500	P O Box 6439 Fargo, ND 58106	PC
PaY Central Cass - local fundraising event			
Humane Society of the Lakes	\$550	19665 US HWY 59 Detroit Lakes, MN 56501	PC
PaY Lake Park Audubon - supporting update of kennels			
Imagine Thriving	\$1,000	P O Box 10083 Fargo, ND 58106	PC
PaY Dilworth-Glyndon-Felton - Access to Care Fund			
Imagine Thriving	\$1,000	P O Box 10083 Fargo, ND 58106	PC
PaY Moorhead - Access to Care Fund			
Imagine Thriving	\$1,000	P O Box 10083 Fargo, ND 58106	PC
PaY Davies - pamphlets for the Fargo Public Schools initiative			
Immigrant Development Center	\$1,000	810 4th Ave S Ste 204 Moorhead, MN 56560	PC
PaY Kindred - community garden supplies and entrepreneurship			
Inspire Innovation Lab	\$500	510 Center Ave , Ste 31 Moorhead, MN 56560	PC
PaY Sheyenne - new printer and materials			
Jeremiah Program of Fargo-Moorhead	\$1,000	P O Box 7430 Fargo, ND 58106	PC
PaY Fargo South - empowerment booklets			
Kurdish Community of America	\$1,000	819 30th Ave South, Suite 207 Moorhead, MN 56560	PC
PaY RRALC - community education and outreach			
Lakeland Mental Health	\$1,000	1010 32nd Ave S Moorhead, MN 56560	PC
PaY Dilworth-Glyndon-Felton - art therapy supplies			
Lakeland Mental Health	\$650	1010 32nd Ave S Moorhead, MN 56560	PC
PaY Moorhead - youth car seats and YMCA passes			
Lakes and Prairies Community Action Partnership	\$1,000	715 11th St N Suite 402 Moorhead, MN 56560	PC
PaY Shanley - games and activities for kids and families			
Lakes and Prairies Community Action Partnership	\$1,000	715 11th St N Suite 402 Moorhead, MN 56560	PC
PaY Hawley Science and Beyond - computer, bus and telephone cards			
Lakes Area Imagination Library	\$1,000	P O Box 1834 Detroit Lakes, MN 56501	PC
PaY, Detroit Lakes - books for children			
Lakes Crisis and Resource Center	\$1,000	1339 Pelican Lane Detroit Lakes, MN 56501	PC
PaY Barnesville - educational materials and furnishings			
Lakes Crisis and Resource Center	\$1,000	1339 Pelican Lane Detroit Lakes, MN 56501	PC
PaY. Hawley Science and Beyond - outdoor activity materials			
Legacy Children's Foundation	\$1,000	3425 1st Street North Fargo, ND 58102	PC
PaY Oak Grove - activity program scholarships			
Legacy Children's Foundation	\$1,000	3425 1st Street North Fargo, ND 58102	PC
PaY Central Cass - tutors for at-risk youth			
Lost and Found Ministry	\$500	111 7 Street South Moorhead, MN 56560	PC
PaY Barnesville - addiction library			
Lutheran Social Services of North Dakota	\$500	1121 4 Ave South Fargo, ND 58103	PC
PaY RRALC - Stay At Home Moms Program			
Lutheran Social Services of North Dakota	\$1,000	1121 4 Ave South Fargo, ND 58103	PC
PaY Park Christian - support for new mother's and babies			
Mahube-Otwa Community Action Partnership	\$1,000	P O Box 747 Detroit Lakes, MN 56502	PC
PaY Detroit Lakes - promoting reading and arts in Head Start			
Marshmallow Foundation	\$550	1478 Mallard Street Detroit Lakes, MN 56501	PC
PaY Lake Park Audubon - spaying and neutering			
Muscular Dystrophy Association	\$750	7401 Metro Boulevard, Suite 325 Edina, MN 55439	PC
PaY Hawley - scholarships for summer camp			
Nano's House	\$1,000	1101 32nd Ave South Fargo, ND 58103	PC
PaY Shanley - housing			
New Life Center	\$800	P O Box 1067 Fargo, ND 58107	PC
PaY West Fargo Community - chair lifts			
New Life Center	\$1,000	P O Box 1067 Fargo, ND 58107	PC
PaY Pelican Rapids - chair lift			
New York Mills Cultural Center	\$500	PO Box 246 New York Mills, MN 56567	PC
PaY Detroit Lakes - supporting summer children's arts programming			
North Dakota Autism Center	\$250	647 13th Ave East, Suite A West Fargo, ND 58078	PC
PaY West Fargo - security system			
North Dakota Autism Center	\$1,000	647 13th Ave East, Suite A West Fargo, ND 58078	PC
PaY Northern Cass - security system			
North Dakota Autism Center	\$1,000	647 13th Ave East, Suite A West Fargo, ND 58078	PC
PaY Fargo South - security camera			
ND Federation of Families for Children's Mental Health	\$750	1104 2nd Ave S Fargo, ND 58109	PC
PaY Hawley - books for mentors and advocates			
The Outdoor Adventure Foundation	\$625	415 38 ST S Suite B	PC

PaY West Fargo - a hunt		Fargo, ND 58103	
PATH North Dakota, Inc.	\$250	1202 Westrac Drive, Suite 100	PC
PaY West Fargo - support families' medical deductibles		Fargo, ND 58103	
Peace Officer Jail Chaplain Association	\$1,000	P O Box 6444	PC
PaY Oak Grove - Project Home		Fargo, ND 58109	
Pelican Rapids Community Food Shelf	\$1,000	28 West Will Street	PC
PaY Pelican Rapids - food and baby supplies		Pelican Rapids, MN 56572	
Pelican Rapids OAKS	\$375	P O Box 225	PC
PaY. Pelican Rapids - speakers, technology, and education		Pelican Rapids, MN 56572	
Perry Center Inc.	\$500	2355 Meadow Ridge Pkwy	PC
PaY Sheyenne - new stove		West Fargo, ND 58078	
Project Ignite Light	\$1,000	10860 20 1/2 Street SE	PC
PaY Shanley - backpacks		Rogers, ND 58479	
Project Linus Todd/Wadena Co's. MN	\$800	901 5th Street NE	PC
PaY Lake Park Audubon - blanket materials and tags		Staples, MN 56479	
Rape and Abuse Crisis Center of Fargo-Moorhead	\$1,000	317 North 8th Street	PC
PaY Fargo North - educational materials, art therapy supplies		Fargo, ND 58102	
Rape and Abuse Crisis Center of Fargo-Moorhead	\$250	317 North 8th Street	PC
PaY Sheyenne - children's education and therapy expenses		Fargo, ND 58102	
Rebuilding Together	\$1,000	700 Main Ave , Ste 10	PC
PaY Oak Grove - house repair project		Fargo, ND 58102	
Red River Children's Advocacy Center	\$350	100 S 4th St , Ste 302	PC
PaY Fargo North - Xbox and games		Fargo, ND 58103	
Red River Children's Advocacy Center	\$600	100 S 4th St , Ste 302	PC
PaY Woodrow Wilson - waiting room upgrades		Fargo, ND 58103	
Red River Human Services Foundation	\$1,000	2506 35th Ave South	PC
PaY Dilworth-Glyndon-Felton - activity costs and art supplies		Fargo, ND 58104	
Red River Human Services Foundation	\$1,000	2506 35th Ave South	PC
PaY Davies - sponsorships for activities		Fargo, ND 58104	
Red River Youth for Christ	\$500	118 Broadway North, Suite 312	PC
PaY Park Christian - lunch services for alternative high school students		Fargo, ND 58102	
Red River Zoological Society	\$1,000	4225 23rd Ave South	PC
PaY Central Cass - children's zoo farm		Fargo, ND 58104	
The Refuge	\$500	921 8th Street S E	PC
PaY Lake Park Audubon - paper products		Detroit Lakes, MN 56501	
Riding on Angels' Wings	\$750	5062 120th Ave North	PC
PaY Hawley - construction of shelters for therapy horses		Felton, MN 56536	
Riding on Angels' Wings	\$1,000	5062 120th Ave North	PC
PaY West Fargo - team shirts		Felton, MN 56536	
Rural Enrichment and Counseling Headquarters, Inc.	\$1,000	PO Box 237	PC
PaY Hawley Science and Beyond - building updates and furniture		Hawley, MN 56549	
Salvation Army	\$1,000	304 Roberts St	PC
PaY Park Christian - curriculum for youth summer programs		Fargo, ND 58102	
Salvation Army Fergus Falls	\$1,000	622 East Vernon Avenue	PC
PaY Pelican Rapids - support for fresh foods		Fergus Falls, MN 56537	
Sanford Foundation	\$1,000	520 Main Ave , Suite 700	PC
PaY Fargo North - clnical cancer trials at the Fargo location		Fargo, ND 58122-0302	
Sanford Foundation	\$500	520 Main Ave , Suite 700	PC
PaY Sheyenne - Child Life Specialist expenses		Fargo, ND 58122-0302	
Scottish Rite Language Disorder Center	\$1,000	1405 N 3rd Street	PC
PaY Central Cass - speech pathology sessions for children		Fargo, ND 58102	
ShareHouse	\$500	4227 9th Ave S	PC
PaY Woodrow Wilson - basic needs		Fargo, ND 58103	
Silver Dollar SOS Society Inc. of Fargo	\$1,000	PO Box 1991	PC
PaY Dilworth-Glyndon-Felton - new furnace and windows		Fargo, ND 58107	
Someplace Safe	\$500	P O Box 815	PC
PaY Barnesville - educational resources and counseling		Fergus Falls, MN 56538	
Sons of Norway	\$1,000	722 2nd Ave North	PC
PaY RRALC - language camps and local community class		Fargo, ND 58102	
SouthEastern North Dakota Community Action Agency	\$1,000	3233 S University Dr	PC
PaY Kindred - Head Start		Fargo, ND 58104	
SouthEastern North Dakota Community Action Agency	\$500	3233 S University Dr	PC
PaY Oak Grove - car repairs for those with high need		Fargo, ND 58104	
Special Olympics North Dakota Area 6	\$1,000	1317 1st Street North	PC
PaY West Fargo - support teams in the West Fargo district		Fargo, ND 58102	
Special Olympics North Dakota Area 6	\$1,000	1317 1st Street North	PC
PaY Hawley - travel support for athletes		Fargo, ND 58102	
Three Rivers Crisis Center	\$750	509 Dakota Avenue Suite B	PC
PaY Barnesville - counseling sessions for families		Wahpeton, ND 58075	
TNT Kid's Fitness and Gymnastics Academy	\$590	2800 Main Avenue	PC
PaY. Moorhead - 8' balance beam and pads		Fargo, ND 58103	
White Earth Land Recovery Project dba Nijjii Broadcasting	\$500	607 Main Ave	PC
PaY Detroit Lakes - artist gala		Callaway, MN 56501	
Women's Impact	\$1,000	101 5th Street North	PC
PaY Davies - Empower Hours		Fargo, ND 58102	
Youthworks	\$1,000	317 S University Dr	PC
PaY Hawley Science and Beyond - basic needs support		Fargo, ND 58103	

Youthworks	\$500	317 S University Dr	PC
PaY Woodrow Wilson - street outreach		Fargo, ND 58103	
YWCA Cass Clay	\$250	3100 12th Ave N	PC
PaY Barnesville - educational materials and counseling sessions		Fargo, ND 58102	
YWCA Cass Clay	\$500	3100 12th Ave N	PC
PaY Woodrow Wilson - Study Buddies and field trips		Fargo, ND 58102	
YWCA Cass Clay	\$650	3100 12th Ave N	PC
PaY Fargo North - child daycare supplies		Fargo, ND 58102	
YWCA Cass Clay	\$610	3100 12th Ave N	PC
PaY Moorhead - five night stay for two individuals		Fargo, ND 58102	
	\$110,000		

PHILANTHROPY AND YOUTH ADMINISTRATIVE GRANTS (5)

Detroit Lakes Public Schools	\$542	702 Lake Avenue	PC
2015 PaY Administrative Grant		Detroit Lakes, MN 56501	
Fargo North High School	\$367	801 17th Ave N	PC
2015 PaY Administrative Grant		Fargo, ND 58102	
Fargo South High School	\$547	1840 15th Ave S	PC
2015 PaY Administrative Grant		Fargo, ND 58103	
Park Christian High School	\$40	300 N 17th St	PC
2015 PaY Administrative Grant		Moorhead, MN 56560	
Sheyenne High School	\$292	800 40th Ave East	PC
2015 PaY Administrative Grant		West Fargo, ND 58078	
	\$1,788		

PHILANTHROPY AND YOUTH INTERNSHIP GRANTS (12)

The Philanthropy and Youth (PaY) Summer Internship Program provides internship grants to nonprofit organizations throughout the local community. Each organization hosts a PaY student who works on a special project designed by the organization while providing mentoring guidance and support to the student. This program offers opportunities for students to acquire first-hand knowledge of local nonprofit community, and provides meaningful, career-related work experience, while increasing local organizations' capacity through short-term projects.

American Red Cross Dakota Region	\$6,000	2602 12th Street North	PC
2015 PaY Internship Military Resource Guide and Event		Fargo, ND 58102	
Boys and Girls Club of Detroit Lakes Inc.	\$3,000	P O Box 83	PC
2015 PaY Internship Literacy & Library Program		Detroit Lakes, MN 56502	
CHARISM	\$6,000	2601 12th Ave South, Suite A	PC
2015 PaY Internship Night to Unite Event		Fargo, ND 58103	
Churches United for the Homeless	\$6,000	1901 1st Ave N	PC
2015 PaY Internship Garden Project		Moorhead, MN 56560	
Dakota Medical Foundation	\$6,000	4141 28th Ave South	PC
2015 PaY Internship Breakthrough Ideas Evaluation		Fargo, ND 58104-8403	
Detroit Lakes Community & Cultural Center	\$6,000	826 Summit Ave	PC
2015 PaY Internship Volunteer Manual Project		Detroit Lakes, MN 56501	
The Gifted Learning Project	\$6,000	12506 20th St N	PC
2015 PaY Internship Elderly Gardening Project		Moorhead, MN 56560	
River Keepers	\$3,000	1120 28th Ave North, Suite B	PC
2015 PaY Internship Anniversary Video Project		Fargo, ND 58102	
SouthEastern North Dakota Community Action Agency	\$6,000	3233 S University Dr	PC
2015 PaY Internship Employee Wellness Program		Fargo, ND 58104	
TNT Kid's Fitness and Gymnastics Academy	\$3,000	2800 Main Avenue	PC
2015 PaY Internship Social Media Strategy Plan		Fargo, ND 58103	
YMCA of Cass Clay	\$3,000	400 1st Ave S	PC
2015 PaY Internship Reading Program		Fargo, ND 58103	
Young Life Castaway Club	\$6,000	7240 Metro Boulevard, #3	PC
2015 PaY Internship Training Materials Development		Minneapolis, MN 55439	
	\$60,000		

ENVIRONMENT GRANTS (2)

Detroit Mountain	\$50,000	14855 Elm Drive	PC
Detroit Mountain Recreation Area		Detroit Lakes, MN 56501	
Wilderness Inquiry Inc.	\$5,000	808 14th Avenue S E	PC
Outdoor Education Program		Minneapolis, MN 55414-1516	
	\$55,000		

EDUCATE AT THE TABLE GRANTS (15)

Educate At the Table (EAT) is an early elementary nutrition program which was developed by The Barry Foundation in 2014. The proactive curricular program supports additional projects educating all in the community to grow, prepare and share for healthy lives.

Cultural Diversity Resources	\$3,000	112 N University Drive, Suite 306	PC
Educate At the Table Grant		Fargo, ND 58102	
Dakota Montessori School	\$3,000	1134 Westrac Drive	PC
Educate At the Table Grant		Fargo, ND 58103	
Dakota Montessori School	\$750	1134 Westrac Drive	PC
Educate At the Table Seed Funding Grant		Fargo, ND 58103	
The Edible Schoolyard Project	\$2,500	1517 Shattuck Avenue	PC
Supporting the Edible Schoolyard Academy		Berkeley, CA 94709	
Ellen Hopkins Elementary School	\$3,000	2020 11th Street South	PC

Educate At the Table Grant		Moorhead, MN 56560	
Fargo Catholic Schools Network	\$750	5600 25th St S	PC
Educate At the Table Seed Funding Grant		Fargo, ND 58104	
Fargo Public Schools	\$750	415 North 4th Street	PC
Educate At the Table Seed Funding Grant		Fargo, ND 58102	
Moorhead Area Public Schools	\$7,500	2410 14th Street South	PC
Educate At the Table Seed Funding Grant		Moorhead, MN 56560	
Lutheran Social Services of North Dakota	\$2,500	3911 20th Avenue South	PC
Community Garden Day		Fargo, ND 58103	
Nokomis Child Care Center	\$3,000	618 23rd St S	PC
Educate At the Table Grant		Fargo, ND 58103	
Nokomis Child Care Center	\$500	618 23rd St S	PC
Educate At the Table Seed Funding Grant		Fargo, ND 58103	
NDSU Development Foundation, Inc.	\$2,500	1241 N University Dr	PC
EAT Grant Poster and Cooking Matters		Fargo, ND 58105	
SENDCAA Head Start	\$3,000	3233 S University Dr	PC
Educate At the Table Grant		Fargo, ND 58104	
SENDCAA Head Start	\$2,500	3233 S University Dr	PC
Educate At the Table Seed Funding Grant		Fargo, ND 58104	
West Fargo Public Schools	\$7,250	207 West Main Avenue	PC
Educate At the Table Seed Funding Grant		West Fargo, ND 58078	
	\$42,500		

ARTS GRANTS (5)

Fargo-Moorhead Area Foundation	\$10,000	409 Seventh Street South	PC
Video Arts - The Mission of Herman Stern		Fargo, ND 58103	
Plains Art Museum	\$5,000	704 First Avenue N	PC
19th Annual Spring Gala Carnival'		Fargo, ND 58102	
Plains Art Museum	\$500	704 First Avenue N	PC
2015 Membership		Fargo, ND 58102	
Plains Art Museum	\$11,500	704 First Avenue N	PC
Support for Picasso Exhibit and 40th Anniversary Gala		Fargo, ND 58102	
Public Art Saint Paul	\$5,000	351 Kellogg Boulevard East	PC
Leadership Grant		St Paul, MN 55101	
	\$32,000		
	\$1,628,763		

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Statement 5

	<u>End of Year</u> <u>Book</u> <u>Value</u>	<u>End of Year</u> <u>Market</u> <u>Value</u>
<u>Form 990-PF, Line 10b Balance Sheet</u>		
COMMON STOCK		
Bank of America Corporation	3,433,952	2,524,500
Citigroup, Inc.	1,163,023	1,293,750
	<u>4,596,975</u>	<u>3,818,250</u>
MUTUAL FUNDS - STOCKS		
Brown Advisory Japan Alpha Opps Instl	1,050,000	1,049,596
Dodge & Cox International Stock	2,242,273	2,265,309
JP Morgan Equity Income Fund	1,200,000	1,821,988
JP Morgan Mid Cap Equity Fund Select Fund	409,622	727,320
Matthews Pacific Tiger Fund	638,155	825,968
Neuberger Berman Equity Greater China	360,000	321,398
Neuberger Berman Multi Cap Opp Fund	1,800,000	1,796,175
PRIMECAP Odyssey Stock Fund	1,700,000	1,828,326
Parnassus Equity Income Fund	1,900,000	1,727,969
Prudential Global Real Estate Z	315,000	291,945
Tributary Small CO-Inst Plus	375,000	333,087
Virtus Emerging Markets Opportunities I	985,000	849,432
	<u>12,975,050</u>	<u>13,838,513</u>
INDEX FUNDS		
Deutsche X Trackers MSCI Euro Hedged Eqty	1,756,414	1,757,722
SPDR S&P 500 ETF Trust	3,288,504	3,546,319
iShares MSCI ACWI	835,950	777,852
iShares MSCI All Country Asia Ex Japan	639,403	628,102
iShares MSCI India ETF	723,599	633,050
iShares S&P Midcap 400 Index Fund	893,785	1,278,958
	<u>8,137,655</u>	<u>8,622,002</u>
COMMODITIES		
SPDR Gold Trust	206,562	177,656
	<u>206,562</u>	<u>177,656</u>
<u>Total Line 10b</u>	<u>\$ 25,916,242</u>	<u>\$ 26,456,421</u>

Form 990-PF, Line 10c Balance Sheet

MUTUAL FUNDS - FIXED INCOME

Blackrock High Yield Bond	1,300,000	1,126,245
Doubleline Funds Total Return Bond Fund	1,337,637	1,298,478
JP Morgan Managed Income Fund	1,494,600	1,491,916

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Statement 5

	<u>End of Year</u> <u>Book</u> <u>Value</u>	<u>End of Year</u> <u>Market</u> <u>Value</u>
<u>Form 990-PF, Line 10b Balance Sheet</u>		
Vanguard Total Bond Market Index Fund-ADM	650,000	638,596
<u>Total Line 10c</u>	<u>\$ 4,782,238</u>	<u>\$ 4,555,237</u>

ALTERNATIVE INVESTMENTS

BREP Asis Private Investors Offshore, LP	351,483	352,208
Blackstone Real Estate VII Private Invest	883,189	920,556
Blackstone/GSO Capital Solutions Fund(TBF)	496,536	360,057
Blackstone/GSO Private Inv Offshore II	193,520	180,623
Crestview III Private Investors Offshore	197,120	164,738
GSO Energy Private Investors	139,898	123,084
Global Access PE Vintage 2013 LP	528,278	485,463
GoldenTree Offshore Ltd Class SP 3-1	3,687	4,619
GoldenTree Offshore Ltd Class SP 6-1	10,402	2,788
GoldenTree Offshore Ltd Class SP 8-1	42,227	168,284
Goldentree Offshore Fd, Ltd 5% Holdback	33,250	33,042
Goldentree Offshore Ltd SP G-R Mgmt Ser 73	2,288	1,449
HPS Mezzanine Private Investors Offshore	696,388	709,720
Och-Ziff OZOFII Private Investors Offshore	1,250,000	1,291,661
PEG Digital Growth Fund	709,960	765,985
Rose Grove Offshore Fund I, Ltd.	500,000	480,353
Starwood Opportunity Fund VIII (TE) LLC	188,212	399,292
TPG - Axon Partners (Offshore), Ltd.	400,000	373,948
Third Point Offshore Fund, Ltd. CL F	800,000	791,725
Winton Futures Fund Ltd, Ltd Series B	500,000	622,758
York Credit Opportunities Unit Trust CL A	500,000	432,194

<u>Total Line 13</u>	<u>\$ 8,426,437</u>	<u>\$ 8,664,546</u>
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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>
4/30/2010	1/29/2015	4,728	Standard Pacific Cap Offshore Fund D	474,563	526,059	51,496
4/30/2010	1/29/2015	4	Standard Pacific Cap Offshore Fund D	437	450	13
4/30/2010	1/29/2015	249	Standard Pacific Cap Offshore Fund D	24,977	27,687	2,710
4/30/2010	1/29/2015	-	Standard Pacific Cap Offshore Fund D	23	24	1
4/28/2010	2/4/2015	40	Avenue International Ltd	500,000	562,277	62,277
2/29/2012	2/9/2015	7,482	Bridgewater Private Investors Ltd Class A	500,000	774,223	274,223
4/22/2010	2/11/2015	496	Highbridge MultiStrategy Private Investors	545,693	652,590	106,897
6/24/2014	2/25/2015	67,285	Delaware Emerging Markets Fund	1,160,000	982,367	(177,633)
1/23/2014	2/25/2015	4,825	iShares MSCI EAFE ETF	321,472	314,753	(6,719)
12/22/2014	2/25/2015	41	JP Morgan Mid Cap Equity Fund Select Fund	1,824	1,902	78
6/4/2010	2/25/2015	6,371	JP Morgan Mid Cap Equity Fund Select Fund	151,884	298,098	146,214
7/9/2013	2/25/2015	15,717	JPM China Region Fund	287,000	358,357	71,357
4/11/2014	3/27/2015	200,000	BARC 06/22/2015 Commodity Linked Note	200,000	97,900	(102,100)
1/29/2015	4/1/2015	27,687	Standard Pacific Cap Offshore 5% Holdback	27,687	27,687	-
1/29/2015	4/1/2015	24	Standard Pacific Cap Offshore 5% Holdback	24	24	-
3/29/2010	4/8/2015	286	Halcyon Partners Offshore Fund Ltd.	450,006	511,721	61,714
11/6/2014	4/15/2015	32,934	JP Morgan Managed Income Fund	330,000	330,000	-
2/4/2015	4/22/2015	28,114	Avenue International Ltd - 5% Holdback	28,114	27,732	(382)
3/29/2010	5/14/2015	32	Halcyon Partners Offshore Fund Ltd	49,994	60,295	10,301
3/31/2010	5/14/2015	-	Halcyon Partners Offshore Fund Ltd.	-	8	8
2/9/2015	5/28/2015	23,227	Bridgewater Private Investor - 3% holdback	23,227	23,227	-
7/2/2010	7/8/2015	300,000	BARC Bullet 3M LIBOR Float 07/07/15	300,000	300,000	-
3/29/2010	7/9/2015	2	GoldenTree Offshore Fund, Ltd.	12,044	3,468	(8,576)
1/28/2014	7/9/2015	2	GoldenTree Offshore Fund, Ltd	3,933	3,989	56
3/29/2010	7/9/2015	9	GoldenTree Offshore Fund, Ltd	11,070	15,324	4,255
3/29/2010	7/9/2015	331	GoldenTree Offshore Fund, Ltd	330,567	553,060	222,493
8/5/2014	8/6/2015	62,428	Blackstone Partners Offshore - 5% holdback	62,428	62,239	(189)
8/6/2014	8/7/2015	48,077	Aberdeen Asia Pacific Ex Japan Stock Fund	600,000	529,808	(70,192)
3/29/2010	8/10/2015	86	GoldenTree Offshore Fund, Ltd.	86,046	134,892	48,846
10/1/2013	8/17/2015	5,144	PIMCO CommoditiesPLUS Strategy P	54,626	32,971	(21,655)
11/6/2013	8/17/2015	33,525	PIMCO CommoditiesPLUS Strategy P	350,000	214,895	(135,105)
11/21/2014	8/17/2015	17,423	PIMCO CommoditiesPLUS Strategy P	165,000	111,684	(53,316)
1/23/2014	9/15/2015	90	iShares MSCI EAFE ETF	5,996	5,320	(676)
2/11/2014	9/15/2015	5,575	iShares MSCI EAFE ETF	367,738	329,567	(38,170)
11/6/2013	9/15/2015	7,000	iShares MSCI EAFE ETF	461,325	413,806	(47,519)
11/26/2013	9/15/2015	5,300	iShares MSCI EAFE ETF	349,159	313,311	(35,849)
3/14/2014	9/15/2015	6,925	Vanguard FTSE Europe ETF	402,345	354,344	(48,001)
5/12/2015	11/16/2015	9,565	iShares MSCI ACWI	590,639	544,834	(45,805)
3/24/2015	11/16/2015	5,435	iShares MSCI ACWI	333,274	309,584	(23,690)
3/24/2015	11/17/2015	4,165	iShares MSCI ACWI	255,398	238,320	(17,078)
4/7/2015	11/17/2015	9,600	iShares MSCI ACWI	587,808	549,309	(38,499)
3/25/2015	11/17/2015	9,600	iShares MSCI ACWI	581,952	549,309	(32,643)
11/18/2014	11/17/2015	35	iShares MSCI ACWI	2,106	2,003	(104)
11/18/2014	11/17/2015	5,100	iShares MSCI ACWI	306,842	291,821	(15,022)
8/7/2015	12/7/2015	9,615	Matthews Asia Dividend Fd Instl Class	160,288	150,000	(10,288)
8/7/2015	12/10/2015	22,478	Matthews Asia Dividend Fd Instl Class	374,712	340,545	(34,167)
8/18/2011	12/10/2015	6,658	Matthews Pacific Tiger Fund	150,000	153,529	3,529

The Barry Foundation
20-5767275
2015

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>
9/12/2011	12/10/2015	3,819	Matthews Pacific Tiger Fund	85,000	88,055	3,055
6/3/2010	12/10/2015	1,619	Matthews Pacific Tiger Fund	30,446	37,334	6,888
6/8/2010	12/10/2015	914	Matthews Pacific Tiger Fund	16,845	21,083	4,237
11/18/2014	12/14/2015	2,565	iShares MSCI ACWI	154,324	141,896	(12,428)
				12,268,836	12,373,678	104,842

Capital Gain Distributions

4/1/2015	Vanguard Total Bond Market Index Fund-ADM	108
12/10/2015	Matthews Asia Dividend Fd Instl Class	5,180
12/10/2015	Matthews Pacific Tiger Fund	106,565
12/14/2015	JP Morgan Mid Cap Equity Fund Select Fund	29,466
12/14/2015	JP Morgan Mid Cap Equity Fund Select Fund	4,740
12/14/2015	JP Morgan Equity Income Fund	14,095
12/14/2015	JP Morgan Managed Income Fund	90
12/14/2015	JP Morgan Managed Income Fund	55
12/16/2015	Prudential Global Real Estate Z	4,699
12/16/2015	PRIMECAP Odyssey Stock Fund	1,004
12/16/2015	PRIMECAP Odyssey Stock Fund	15,278
12/18/2015	Neuberger Berman Multi Cap Opp Fund	991
12/18/2015	Neuberger Berman Equity Greater China	40,269
12/18/2015	Tributary Small CO-Inst Plus	1,224
12/18/2015	Neuberger Berman Multi Cap Opp Fund	49,419
12/18/2015	Tributary Small CO-Inst Plus	8,769
12/21/2015	Brown Advisory Japan Alpha Opps Instl	17,239
12/21/2015	Brown Advisory Japan Alpha Opps Instl	1,883
12/23/2015	Vanguard Total Bond Market Index Fund-ADM	420
12/23/2015	Blackrock High Yield Bond	7,337
12/28/2015	Deutsche X Trackers MSCI Euro Hedged Eqty	1,414
12/28/2015	Deutsche X Trackers MSCI Euro Hedged Eqty	8,400

318,646

Grand Total

\$ 423,488

The Barry Foundation
Expenditure Responsibility
Form 990-PF, Part VII-B, Question 5a-4
Year Ended 12/31/15

Name and Address of Grantee: The Rodney and Barbara Family Foundation
8500 Normandale Lake Blvd. Suite 1750
Bloomington, MN 55437

Primary Grantee: The Rodney and Barbara Family Foundation

Address: 8500 Normandale Lake Blvd. Suite 1750
Bloomington, MN 55437

Date and Amount of Grant: May 9: \$1,000

Grant Purpose: Rodney Burwell Memorial Fund for
Scholarships

Amounts expended by Grantee: Pending award of Scholarship in 2016

Has grantee diverted any portion of the
Funds from the purpose of the grant
(to the knowledge of the foundation): Yes___ No X

Reports received from grantee on: Pending use of funds

Date and results of any verification
of grantee's report: N/A

The Barry Foundation
Depreciation Expense Report
As of December 31, 2015

20-5167275

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	11/30/15	19,657.17	677.84	8,134.00	27,791.17	
	Class = L	48,804.00				0.00	48,804.00		19,657.17	677.84	8,134.00	27,791.17	
	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		19,657.17	677.84	8,134.00	27,791.17	
	Count = 1												

Class = O

000003	File Cabinets												
	000 11/01/07	850.28	P	SLMM	07 00	0.00	850.28	11/30/15	850.28	0.00	0.00	850.28	
000005	Marty's file cabinets												
	000 01/05/08	425.14	P	SLMM	07 00	0.00	425.14	11/30/15	425.14	0.00	0.00	425.14	
000006	Marty's chair												
	000 07/07/08	848.00	P	SLMM	07 00	0.00	848.00	11/30/15	787.41	0.00	60.59	848.00	
000007	Dell Latitude E4300 laptop computer												
	000 11/26/08	2,608.45	P	SLMM	07 00	0.00	2,608.45	11/30/15	2,266.89	0.00	341.56	2,608.45	
000008	Emily's desk, chair and file												
	000 06/01/09	384.84	P	SLMM	07 00	0.00	384.84	11/30/15	306.97	4.59	54.98	361.95	
000010	Computer monitor (Emily)												
	000 06/30/10	87.85	P	SLMM	05 00	0.00	87.85	11/30/15	79.07	0.00	8.78	87.85	
000011	Monitor & Keyboard (Jennifer)												
	000 09/01/10	171.18	P	SLMM	07 00	0.00	171.18	11/30/15	105.99	2.04	24.46	130.45	
000012	Desk, Chair and File (Jennifer)												
	000 09/01/10	342.36	P	SLMM	07 00	0.00	342.36	11/30/15	211.94	4.08	48.91	260.85	
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	11/30/15	1,363.75	0.00	272.75	1,636.50	
000014	Dell Latitude E6520 (Bridget's)												
	000 03/12/12	1,550.97	P	SLMM	05 00	0.00	1,550.97	11/30/15	878.88	25.85	310.19	1,189.07	
000015	Dell Latitude E6520 (Brittany)												
	000 03/12/12	1,473.99	P	SLMM	05 00	0.00	1,473.99	11/30/15	835.27	24.57	294.80	1,130.07	
000016	HP Laserjet P2055 DN (Stacie)												
	000 03/12/12	399.99	P	SLMM	05 00	0.00	399.99	11/30/15	226.67	6.67	80.00	306.67	
000017	22" Asus LCD Monitor												
	000 03/12/12	175.00	P	SLMM	05 00	0.00	175.00	11/30/15	99.17	2.92	35.00	134.17	
000018	Whirlpool Built-In Dishwasher												
	000 08/01/12	547.18	P	SLMM	07 00	0.00	547.18	11/30/15	188.91	6.52	78.17	267.08	
000019	G.E. Microwave Oven												
	000 08/01/12	246.17	P	SLMM	07 00	0.00	246.17	11/30/15	84.99	2.94	35.17	120.16	
000020	Whirlpool 10 Cubic Ft. Refrigerator												
	000 08/01/12	557.93	P	SLMM	07 00	0.00	557.93	11/30/15	192.63	6.65	79.71	272.34	
000021	Credenza (1) 66" x 21" x 30"												
	000 08/01/12	1,094.41	P	SLMM	07 00	0.00	1,094.41	11/30/15	377.84	13.03	156.35	534.19	
000022	4 credenzas (72" x 21" x 30")												
	000 08/01/12	4,659.37	P	SLMM	07 00	0.00	4,659.37	11/30/15	1,608.60	55.47	665.63	2,274.23	
000023	Desk (1) 60" x 30" x 30"												
	000 08/01/12	1,373.44	P	SLMM	07 00	0.00	1,373.44	11/30/15	474.17	16.36	196.21	670.38	
000024	Desks (4) 72" x 36" x 30"												
	000 08/01/12	6,198.04	P	SLMM	07 00	0.00	6,198.04	11/30/15	2,139.81	73.79	885.44	3,025.25	
000025	3 desk chairs												
	000 08/01/12	2,373.41	P	SLMM	07 00	0.00	2,373.41	11/30/15	819.40	28.26	339.06	1,158.46	

The Barry Foundation

Depreciation Expense Report

As of December 31, 2015

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 = O													
000026	8 HLC Arden Side Chairs												
	000 08/01/12	5,109.59	P	SLMM	07 00	0.00	5,109.59	11/30/15	1,764.02	60.83	729.94	2,493.96	
000027	8 Regalia Conference Chairs												
	000 08/01/12	9,878.33	P	SLMM	07 00	0.00	9,878.33	11/30/15	3,410.38	117.60	1,411.19	4,821.57	
000029	Cisco phone system and handsets												
	000 09/20/12	7,985.80	P	SLMM	07 00	0.00	7,985.80	11/30/15	2,566.88	95.07	1,140.83	3,707.71	
000030	Boardroom table												
	000 10/16/12	3,670.61	P	SLMM	07 00	0.00	3,670.61	11/30/15	1,136.15	43.70	524.37	1,660.52	
000031	Office furnishings (McNeal & Friends)												
	000 11/27/12	7,462.70	P	SLMM	07 00	0.00	7,462.70	11/30/15	2,221.04	88.85	1,066.10	3,287.14	
000032	London Town Clock												
	000 02/16/13	304.95	P	SLMM	07 00	0.00	304.95	11/30/15	79.87	3.64	43.57	123.44	
000033	Artwork ("Storm Crossing Prairie")												
	000 05/14/13	2,365.00	P	SLMM	07 00	0.00	2,365.00	11/30/15	563.10	28.16	337.86	900.96	
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	11/30/15	286.11	14.31	171.67	457.78	
000035	2 Ireland Map Frames												
	000 06/20/13	806.25	P	SLMM	07 00	0.00	806.25	11/30/15	172.77	9.60	115.18	287.95	
000036	Dell Latitude E6420 (Marty)												
	000 07/19/13	1,620.00	P	SLMM	07 00	0.00	1,620.00	11/30/15	327.86	19.29	231.43	559.29	
000037	Dell Ultrasharp U2412M monitor (Marty)												
	000 07/19/13	335.00	P	SLMM	07 00	0.00	335.00	11/30/15	67.80	3.99	47.86	115.66	
000038	Dell E-port Replicator (Marty)												
	000 07/19/13	139.00	P	SLMM	07 00	0.00	139.00	11/30/15	28.13	1.66	19.86	47.99	
000039	Dell Latitude 14 (Jennifer)												
	000 12/31/14	1,992.00	P	SLMM	07 00	0.00	1,992.00	11/30/15	0.00	23.72	284.57	284.57	
000040	Dell Latitude 14 (Andrea)												
	000 12/31/14	1,992.00	P	SLMM	07 00	0.00	1,992.00	11/30/15	0.00	23.72	284.57	284.57	
000041	InterOffice Workspace Furniture - multiple items												
	000 06/08/15	5,932.08	P	SLMM	07 00	0.00	5,932.08	11/30/15	0.00	70.62	494.34	494.34	
000042	Dell Latitude 7000 Series (Stacie's)												
	000 08/18/15	2,261.98	P	SLMM	07 00	0.00	2,261.98	11/30/15	0.00	26.92	107.71	107.71	
	Class = O	81,061.44				0.00	81,061.44		26,947.89	905.42	10,978.81	37,926.70	
	Less disposals and transfers	0.00				0.00	0.00		0.00			0.00	
	Count = 0												
	Net Subtotal	81,061.44				0.00	81,061.44		26,947.89	905.42	10,978.81	37,926.70	
	Count = 37												

Class = S

000002	Filemaker Pro and VPN firewall software												
	000 03/07/07	392.99	P	SLMM	03 00	0.00	392.99	11/30/15	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	11/30/15	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	11/30/15	544.24	0.00	0.00	544.24	

The Barry Foundation
Depreciation Expense Report
As of December 31, 2015

Book = Internal

FYE Month = December

Sys No	In Svc Ext Date	Acquired Value	P Depr T Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
	Class = S	19,797.23			0.00	19,797.23		19,797.23	0.00	0.00	19,797.23	
	Less disposals and transfers Count = 0	0.00			0.00	0.00		0.00			0.00	
	Net Subtotal Count = 3	19,797.23			0.00	19,797.23		19,797.23	0.00	0.00	19,797.23	
	Grand Total	149,662.67			0.00	149,662.67		66,402.29	1,583.26	19,112.81	85,515.10	
	Less disposals and transfers Count = 0	0.00			0.00	0.00		0.00			0.00	
	Net Grand Total Count = 41	149,662.67			0.00	149,662.67		66,402.29	1,583.26	19,112.81	85,515.10	

Report Assumptions

Report Name: Depreciation Expense

Source Report: <Standard Report>

Calculation Assumptions:

Short Year: none

Include Sec 168 Allowance & Sec 179 No

Adjustment Convention: None

Key Codes:

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

Group/Sorting Criteria:

Group = Active Assets

Include Assets that meet the following conditions

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

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

**The Barry Foundation
20-5767275
2015**

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
2015**

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	12/15/2015	\$ 100,000 Cash
Jessica M. Barry 2104 Hastings Ave, Suite 200 Newport, MN 55055	9/2/2015	\$ 830,150 Cash
		<u>\$ 930,150</u>

The Barry Foundation
20-5767275
2015

Statement 1

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

<u>Name & Address</u>	<u>Title & Hours per week</u>	<u>Compensation</u>	<u>Contributions to Employee Benefits Plan</u>	<u>Expense Account</u>
B. John Barry 8301 N El Maro Circle Paradise Valley, AZ 85253	Chairman, CEO, President & Director 15	None	None	None
Dana Johnson 2104 Hastings Ave, Suite 200 Newport, MN 55055	Vice Chairman & Director 10	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+	\$115,000	\$4,015	None
Dean C. Hoffrogge 2104 Hastings Ave, Suite 200 Newport, MN 55055	Chief Financial Officer & Treasurer 5	None	None	None

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2015

Name

The Barry Foundation

Employer Identification Number

20-5767275

Asset Information:

Description of Property: Various Investments-See Statement 6

Date Acquired: . various How Acquired: . . . Purchased

Date Sold: . . . various Name of Buyer: . . . _____

Sales Price: . . 12,692,324. Cost or other basis (do not reduce by depreciation) . . . 12,268,836.

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . 423,488. Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Description of Property: _____

Date Acquired: . _____ How Acquired: . . . _____

Date Sold: . . . _____ Name of Buyer: . . . _____

Sales Price: . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense: . . _____ Valuation Method: . . . _____

Total Gain (Loss): . . _____ Accumulation Depreciation: . . . _____

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2015 Excise Tax	16,477.			0.
2014 Excise Tax	2,183.			
(PY Underaccrual)				
Total	18,660.			0.

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	9,100.			9,100.
Bank Charges	209.			209.
TBF Office Supplies/Misc	14,571.			14,571.
TBF Postage	2,979.			2,979.
TBF Insurance	9,078.			9,078.
TBF Education/Books	2,291.			2,291.
TBF Hospitality/Gifts	1,564.			1,564.
TBF Mktg/Communication	2,244.			2,244.
TBF Philanthropic Events	5,300.			5,300.
Misc. Expenses	350.			350.
PaY Program	81,771.			81,771.
PaY Intern Program	18,959.			18,959.
Scholarship Program	10,415.			10,415.
EAT Program	30,250.			30,250.
Deans Day Program	1,904.			1,904.
Forward Program	1,398.			1,398.
Total	192,383.			192,383.

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	10,810.			10,810.
Total		10,810.			10,810.

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	1,906.			1,906.
TR Computers	IT Services	4,148.			4,148.
Brenda Levos	TBF Design Services	550.			550.
JP Morgan	Investment Mgmt	75,137.	75,137.		0.

Form 990-PF, Page 1, Part I

Continued

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Kroll	Background Checks	240.			240.
Microedge	Annual Software	7,745.			7,745.
Total		<u>89,726.</u>	<u>75,137.</u>		<u>14,589.</u>

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Citigroup, Inc.	1,163,023.	1,293,750.
Bank of America Corporation	3,433,952.	2,524,500.
Mutual Funds -see Statement 5	12,975,050.	13,838,513.
Index Funds-see Statement 5	8,137,655.	8,622,002.
Commodities-see Statement 5	206,562.	177,656.
Total	<u>25,916,242.</u>	<u>26,456,421.</u>

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Mutual Funds-See Statement 5	4,782,238.	4,555,237.
Total	<u>4,782,238.</u>	<u>4,555,237.</u>

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Alternative Investments-see Statement 5	8,426,437.	8,664,546.
Total	<u>8,426,437.</u>	<u>8,664,546.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Membership deposit	7,500.	7,500.	5,000.
Total	<u>7,500.</u>	<u>7,500.</u>	<u>5,000.</u>

Additional Information

Part VII-A Statements Regarding Activities

Question 2> In 2015, The Barry Foundation applied for advanced approval of a scholarship program under Internal Revenue Code section 4945(g). We received a letter of determination and approval Feb 11, 2016 for our procedures and scholarship program. Although, scholarships won't be awarded until 2016 tax year we did incur expenses related to the establishment of this new program, mainly for scholarship application software. Ten annual scholarships up to \$5,000 each (renewable up to 3 more years) will be awarded to the selected students attending college at any US non-profit college. (Please see page 7-Summary of Direct Charitable Activities for a summary of expenses)

Additional Information

The Barry Foundation is filing Form 8865 as a shareholder in various foreign partnerships.

The 6 funds are identified below:

BREP Asia Private Investors Offshore LP

Crestview III Private Investors Offshore LP

GSO Energy Private Investors Offshore LP

JPM Global Access Priv. Inv. Vintage 2013 Offshore LP

HPS Mezzanine Priv Invest Offshore II LP

PEG Digital Growth Fund Offshore Special II LP
