Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2008

For calendar year 2008, or tax year beginning 11/01 **, 2008, and ending** 10/31 **, 2009**

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: GREATER BERKSHIRE FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): PO BOX 1308 | Room/suite:

City or town, state, and ZIP code: PITTSFIELD, MA 01202-1308

A Employer identification number: 04-3365869

B Telephone number (see page 10 of the instructions): (413) 447-1724

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 15,906,931.

J Accounting method: [X] Cash [ ] Accrual
[ ] 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 page 11 of the instructions).)

	Line	Description	(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)				
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,603.	8,603.	NONE	STMT 1
	4	Dividends and interest from securities	416.	416.	NONE	STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-27,840.			
	b	Gross sales price for all assets on line 6a 1,083,534.				
	7	Capital gain net income (from Part IV, line 2)				
	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)				
	12	**Total.** Add lines 1 through 11	-18,821.	9,019.	NONE	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	NONE			
	14	Other employee salaries and wages	49,635.	NONE	NONE	49,635.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STMT 3	3,988.	NONE	NONE	3,988.
	b	Accounting fees (attach schedule) STMT 4	2,625.	NONE	NONE	2,625.
	c	Other professional fees (attach schedule) STMT 5	659.	NONE	NONE	659.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)**	-449.	NONE	NONE	NONE
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 7	38,234.	9,019.	NONE	29,215.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,692.	9,019.	NONE	86,122.
	25	Contributions, gifts, grants paid	93,325.			93,325.
	26	**Total expenses and disbursements** Add lines 24 and 25	188,017.	9,019.	NONE	179,447.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-206,838.			
	b	**Net investment income** (if negative, enter -0-)		-0-		
	c	**Adjusted net income** (if negative, enter -0-)			NONE	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 6

Form **990-PF** (2008)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	32,449.	29,422.	29,422.
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 page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 8	401,240.	15,839,809.	15,839,809.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STMT 9)	NONE	NONE	37,700.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	433,689.	15,869,231.	15,906,931.
Liabilities			
17 Accounts payable and accrued expenses	NONE	23,007.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶ STMT 10)	NONE	3,329,578.	
23 **Total liabilities** (add lines 17 through 22)	NONE	3,352,585.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
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	433,689.	12,516,646.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	433,689.	12,516,646.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	433,689.	15,869,231.	

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	433,689.
2	Enter amount from Part I, line 27a	2	-206,838.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	12,289,795.
4	Add lines 1, 2, and 3	4	12,516,646.
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	12,516,646.

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 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-)or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-27,840.
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 pages 13 and 17 of the 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 page 18 of 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))
2007	1,969,027.	24,893,663.	0.079098
2006	2,274,117.	30,209,588.	0.075278
2005	2,592,043.	31,916,163.	0.081214
2004	2,342,241.	34,793,081.	0.067319
2003	2,024,757.	27,552,044.	0.073488

2	**Total** of line 1, column (d)	2	0.376397
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	0.075279
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,768,041.
5	Multiply line 4 by line 3	5	208,375.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	208,375.
8	Enter qualifying distributions from Part XII, line 4	8	179,447.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling letter __________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b . . .	1	NONE
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	
3	Add lines 1 and 2 . . .	3	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	NONE
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . . — 6a: 1,422.		
b	Exempt foreign organizations-tax withheld at source . . . — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . — 6c: NONE		
d	Backup withholding erroneously withheld . . . — 6d:		
7	Total credits and payments Add lines 6a through 6d . . .	7	1,422.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	1,422.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 1,422. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	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? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		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? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . . STMT 12	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* . .	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MA,			
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* . . .	8b	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ PETER LAFAYETTE Telephone no ▶ (413)447-1724

Located at ▶ PO BOX 1308 PITTSFIELD, MA ZIP + 4 ▶ 01202-1308

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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 page 20 of the instructions.)	2b	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 ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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 page 22 of the 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 13		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,765,822.
b	Average of monthly cash balances	1b	41,274.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,098.
d	**Total** (add lines 1a, b, and c)	1d	2,810,194.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,810,194.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	42,153.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,768,041.
6	**Minimum investment return.** Enter 5% of line 5	6	138,402.

Part XI Distributable Amount (see page 25 of the 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	138,402.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	NONE		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	NONE
3	Distributable amount before adjustments Subtract line 2c from line 1			3	138,402.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	138,402.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	138,402.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	179,447.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	179,447.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	179,447.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				138,402.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2008				
a	From 2003 655,593.				
b	From 2004 611,130.				
c	From 2005 1,100,782.				
d	From 2006 848,497.				
e	From 2007 748,383.				
f	Total of lines 3a through e	3,964,385.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 179,447.				
a	Applied to 2007, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2008 distributable amount				138,402.
e	Remaining amount distributed out of corpus	41,045.			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,005,430.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	655,593.			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	3,349,837.			
10	Analysis of line 9:				
a	Excess from 2004 611,130.				
b	Excess from 2005 1,100,782.				
c	Excess from 2006 848,497.				
d	Excess from 2007 748,383.				
e	Excess from 2008 41,045.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2008, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the 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))

NOT APPLICABLE

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

NOT APPLICABLE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 15

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

APPLICATIONS AVAILABLE AT ABOVE ADDRESS

c Any submission deadlines

SEE APPLICATIONS FOR VARIOUS DEADLINES

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

ONLY TAX EXEMPT ORGANIZATIONS THAT QUALIFY AS A SECTION 501(C)(3)

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 16				
Total . . . . ▶ **3a**				93,325.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	8,603.	
4 Dividends and interest from securities			14	416.	
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	-27,840.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-18,821.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -18,821.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	NOT APPLICABLE	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Peter J Lofayette — Signature of officer or trustee | Date: 7-1-10 | Title: Secretary

Paid Preparer's Use Only

Preparer's signature: Jason B Bacon | Date: 6/30/2010 | Check if self-employed ☐ | Preparer's identifying number (See Signature on page 30 of the instructions): P00064352

Firm's name (or yours if self-employed), address, and ZIP code: WOLF & COMPANY, PC, 99 HIGH STREET, 21ST FLOOR, BOSTON, MA 02110 | EIN ▶ 04-2689883 | Phone no 617-439-9700

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1.00000 FEDERATED FL MUNI CASH TR SS PROPERTY TYPE: SECURITIES				P	09/29/2009	09/29/2009
1.		1.						
		960.65000 DREYFUS TREAS PRIME CASH M PROPERTY TYPE: SECURITIES				P	VAR	10/01/2000
961.		961.						
		47346.05000 FEDERATED FL MUNI CASH T PROPERTY TYPE: SECURITIES				P	09/14/2009	10/01/2009
47,346.		47,346.						
		1490.50000 DREYFUS TREAS PRIME CAS PROPERTY TYPE: SECURITIES				P	VAR	10/02/2000
1,491.		1,491.						
		202.13000 DREYFUS TREAS PRIME CASH PROPERTY TYPE: SECURITIES				P	VAR	10/05/2009
202.		202.						
		20609.75000 FEDERATED FL MUNI CASH T PROPERTY TYPE: SECURITIES				P	09/14/2009	10/06/2009
20,610.		20,610.						
		80.00000 DREYFUS TREAS PRIME. CASH PROPERTY TYPE: SECURITIES				P	10/07/2009	10/09/2009
80.		80.						
		104420.45000 FEDERATED PL MUNI CASH PROPERTY TYPE: SECURITIES				P	09/14/2009	10/09/2009
104,420.		104,420.						
		986. 00000 DREYFUS TREAS PRIME CASH MG PROPERTY TYPE: SECURITIES				P	VAR	10/13/2009
986.		986.						
		189875.00000 FEDERATED FL MUNI CASH PROPERTY TYPE: SECURITIES				P	09/14/2009	10/16/2009
189,875.		189,875.						
		10000.00000 FHLB (FED HM LN BK) PROPERTY TYPE: SECURITIES				P	03/04/2009	10/16/2009
10,000.		10,059.					-59.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		203140.05000 FEDERATED FL MUNI CASH TR PROPERTY TYPE: SECURITIES				P	VAR	10/21/2009
203,140.		203,140.						
		100000.00000 FEDERATED FL MUNI CASH PROPERTY TYPE: SECURITIES				P	VAR	10/28/2009
100,000.		100,000.						
		3261.85000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	11/12/2008
3,262.		3,262.						
		20000.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	12/04/2008
20,000.		20,000.						
		170.00000 ISHARES MSCI BRAZIL INDEX FUND PROPERTY TYPE: SECURITIES				P	01/03/2008	12/04/2008
5,331.		13,798.					-8,467.	
		30000.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	12/16/2008
30,000.		30,000.						
		15000.00000 FHLB (FED HM LN BK) 2.85 PROPERTY TYPE: SECURITIES				P	09/12/2008	01/02/2009
15,000.		15,000.						
		832.09000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	12/16/2008	01/07/2009
832.		832.						
		11142.72000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	01/13/2009
11,143.		11,143.						
		9985.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	01/02/2009	02/23/2009
9,985.		9,985.						
		10292.57000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	03/04/2009
10,293.		10,293.						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10155.53000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	02/02/2009	03/06/2009
10,156.		10,156.						
		702.90000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	02/02/2009	04/06/2009
703.		703.						
		25000.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	05/22/2009
25,000.		25,000.						
		344.00000 UNITED STATES OIL FUND LP PROPERTY TYPE: SECURITIES				P	01/08/2009	05/29/2009
12,347.		11,143.					1,204.	
		6945.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	05/21/2009	06/05/2009
6,945.		6,945.						
		25000.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	06/30/2009
25,000.		25,000.						
		50.00000 ISHARES MACI BRAZIL INDEX FUND PROPERTY TYPE: SECURITIES				P	04/21/2009	06/25/2009
2,543.		2,067.					476.	
		200.00000 NATIONAL OILWELL INC PROPERTY TYPE: SECURITIES				P	04/21/2009	06/25/2009
6,342.		6,364.					-22.	
		718.68000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	06/30/2009	07/06/2009
719.		719.						
		2211. 24000 DREYFUS TREAS PRIME CASH M PROPERTY TYPE: SECURITIES				P	06/30/2009	07/10/2009
2,211.		2,211.						
		2163.10000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	06/30/2009	07/17/2009
2,163.		2,163.						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		13.00000 APPLE INC PROPERTY TYPE: SECURITIES				P	06/02/2009	07/20/2009
1,998.		1,806.					192.	
		1728.00000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	06/30/2009	07/27/2009
1,728.		1,728.						
		5049.63000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	06/30/2009	08/07/2009
5,050.		5,050.						
		376.00000 DREYFUS TREAS PRIME CASH MGT I PROPERTY TYPE: SECURITIES				P	06/30/2009	08/13/2009
376.		376.						
		2080.40000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	06/30/2009	08/14/2009
2,080.		2,080.						
		26.00000 JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	10/14/2008	08/07/2009
1,116.		1,041.					75.	
		48.00000 JP MORGAN CHASE. CO PROPERTY TYPE: SECURITIES				P	10/14/2008	08/07/2009
2,060.		1,922.					138.	
		18829.01000 DREYFUS TREAS PRIME CASH MGT PROPERTY TYPE: SECURITIES				P	VAR	09/14/2009
18,829.		18,829.						
		26.00000 JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	11/06/2008	09/15/2009
1,121.		989.					132.	
		26.00000 JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	10/14/2008	09/15/2009
1,121.		1,041.					80.	
		21.00000 JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	11/06/2008	09/15/2009
905.		799.					106.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		46.00000 TEVA PHARM INDS ADR PROPERTY TYPE: SECURITIES				P	10/16/2008	09/15/2009
2,333.		1,899.					434.	
		10043.90000 FEDERATED FL MUNI CASH T PROPERTY TYPE: SECURITIES				P	09/14/2009	09/21/2009
10,044.		10,044.						
		10000.00000 FHLB (FED HM LN BK) 3.6 PROPERTY TYPE: SECURITIES				P	03/02/2009	09/29/2009
10,000.		10,138.					-138.	
		200.00000 AT.T INC PROPERTY TYPE: SECURITIES				P	02/02/2004	12/01/2008
5,417.		5,350.					67.	
		100.00000 FLUOR CORP PROPERTY TYPE: SECURITIES				P	09/11/2007	12/01/2008
4,223.		6,593.					-2,370.	
		125.00000 SPOR GOLD TRUST PROPERTY TYPE: SECURITIES				P	09/20/2007	12/01/2008
9,494.		9,105.					389.	
		115.00000 GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES				P	02/26/2002	12/04/2008
5,988.		5,165.					823.	
		400.00000 PERKINELMER INC PROPERTY TYPE: SECURITIES				P	10/02/2007	12/04/2008
6,656.		11,556.					-4,900.	
		145.00000 CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES				P	06/12/2007	12/11/2008
2,480.		3,822.					-1,342.	
		400.00000 CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES				P	VAR	12/11/2008
6,842.		11,210.					-4,368.	
		250.00000 HEHLETT-PACKARD CO PROPERTY TYPE: SECURITIES				P	09/11/2007	12/11/2008
8,914.		12,445.					-3,531.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20000.00000 WACHOVIA CORP 6.375% 2/0 PROPERTY TYPE: SECURITIES				P	04/11/2001	02/01/2009
20,000.		19,739.					261.	
		180.00000 GENERAL MILLS INC PROPERTY TYPE: SECURITIES				P	08/30/2006	04/21/2009
8,973.		9,794.					-821.	
		125.00000 MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	04/18/2007	04/21/2009
6,934.		6,117.					817.	
		180.00000 PHILIP MORRIS I~TIONALINC PROPERTY TYPE: SECURITIES				P	02/22/2006	04/21/2009
6,626.		6,884.					-258.	
		200.00000 STRYKER CORP PROPERTY TYPE: SECURITIES				P	04/18/2007	04/21/2009
7,351.		13,942.					-6,591.	
		225.00000 MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	11/28/2007	05/05/2009
7,285.		11,171.					-3,886.	
		15000.00000 AT.T INC 4.125% 9/15/09 PROPERTY TYPE: SECURITIES				P	04/14/2008	05/18/2009
15,045.		15,183.					-138.	
		20.00000 INTERNATIONAL BUSINESS MACHIN PROPERTY TYPE: SECURITIES				P	11/15/2006	06/11/2009
2,204.		1,854.					350.	
		25.00000 CHEVRON CORP PROPERTY TYPE: SECURITIES				P	01/16/2004	06/25/2009
1,638.		1,062.					576.	
		95.00000 COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES				P	10/12/2006	06/25/2009
6,651.		5,840.					811.	
		125.00000 MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	04/18/2007	06/25/2009
7,044.		6,117.					927.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		51.00000 INTERNATIONAL BUSINESS MACHIN				P	11/15/2006	07/20/2009
		PROPERTY TYPE: SECURITIES						
5,921.		4,728.					1,193.	
TOTAL GAIN(LOSS)							-27,840.	

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST INCOME	8,603.	8,603.	NONE
TOTAL	8,603.	8,603.	NONE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS ON STOCK AND INTEREST ON BONDS	416.	416.	NONE
TOTAL	416.	416.	NONE

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LUSE GORMAN		3,988.	NONE	NONE	3,988.
	TOTALS	3,988.	NONE	NONE	3,988.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WOLF & COMPANY	2,625.	NONE	NONE	2,625.
TOTALS	2,625.	NONE	NONE	2,625.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BERKSHIRE HOUSING SERVICES	659.	NONE	NONE	659.
TOTALS	659.	NONE	NONE	659.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX REFUND		-449.	NONE	NONE	NONE
	TOTALS	-449.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LINE OF CREDIT	11,468.	NONE	NONE	11,468.
ANNUAL REPORT FILING FEE	65.	NONE	NONE	65.
TRUSTEE FEES	22,086.	9,019.	NONE	13,067.
MISC EXPENSES	2,450.	NONE	NONE	2,450.
MEMBERSHIP FEE	2,165.	NONE	NONE	2,165.
TOTALS	38,234.	9,019.	NONE	29,215.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITIES		401,240.	15,839,809.	15,839,809.
	TOTALS	401,240.	15,839,809.	15,839,809.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER ASSET		NONE	NONE	37,700.
	TOTALS	NONE	NONE	37,700.

GREATER BERKSHIRE FOUNDATION INC 04-3365869

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
LINE OF CREDIT		NONE	3,329,578.
	TOTALS	NONE	3,329,578.

STATEMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN/LOSSES		5,276,768.
MERGER WITH PREDECESSOR FOUNDATIONS		7,013,027.
	TOTAL	12,289,795.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

PAGE 4 PART VII-A LINE 3

ON SEPTEMBER 29, 2009, THROUGH A STATUTORY MERGER, THE GREATER BERKSHIRE FOUNDATION WAS MERGED WITH THE BERKSHIRE BANK FOUNDATION AND THE BERKSHIRE BANK FOUNDATION - PIONEER VALLEY. THE ARTICLES OF MERGER ARE ATTACHED.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL P DALY PO BOX 1308 PITTSFIELD, MA 01202-1308	CHAIRMAN/PRESIDENT 1.	NONE	NONE	NONE
CATHERINE B MILLER PO BOX 1308 PITTSFIELD, MA 01202-1308	DIRECTOR 1.	NONE	NONE	NONE
CORYDON L THURSTON PO BOX 1308 PITTSFIELD, MA 01202-1308	DIRECTOR 1.	NONE	NONE	NONE
KEVIN P RILEY PO BOX 1308 PITTSFIELD, MA 01202-1308	TREASURER 1.	NONE	NONE	NONE
PETER J LAFAYETTE PO BOX 1308 PITTSFIELD, MA 01202-1308	SECRETARY 20.	NONE	NONE	NONE
MICHAEL J FERRY PO BOX 1308 PITTSFIELD, MA 01202-1308	VICE PRESIDENT 1.	NONE	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN R HAND PO BOX 1308 PITTSFIELD, MA 01202-1308	DIRECTOR 1.	NONE	NONE	NONE
WALLACE W ATLES PO BOX 1308 PITTSFIELD, MA 01202-1308	DIRECTOR 1.	NONE	NONE	NONE
LINDA J JOHNSTON PO BOX 1308 PITTSFIELD, MA 01202-1308	VICE PRESIDENT 1.	NONE	NONE	NONE
SHEPARD RAINIE PO BOX 1308 PITTSFIELD, MA 01202-1308	VICE PRESIDENT 1.	NONE	NONE	NONE
SEAN GRAY PO BOX 1308 PITTSFIELD, MA 01202-1308	VICE PRESIDENT 1.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

PETER J LAFAYETTE
P.O. BOX 1308
PITTSFIELD, MA 01202-1308
413-443-5601

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		2009 RELAY FOR LIFE, RUTLAND, VT	
		GREEN	
		SPONSORSHIP RELAY FOR LIFE EVENT IN GREEN ISLAND,	
AMERICAN CANCER SOCIETY CAPITAL DISTRICT	NOT RELATED		1,500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	FUNDING SUPPORT FOR THE FOUNDATION OF SCHENECTADY	
ANIMAL PROTECTIVE FOUNDATION	NOT RELATED		300.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT CREATION OF 3 OUTDOOR CLASSROOMS	
ARLINGTON AREA CHILDCARE, INC.	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
ARLINGTON FOOD SHELF, INC.	NOT RELATED		2,600.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
BENNINGTON AREA HABITAT FOR HUMANITY	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FOR MANCHESTER MEALS ON WHEELS	
BENNINGTON COUNTY MEALS PROGRAM	NOT RELATED		3,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	PURCHASE SPECIAL EQUIPMENT FOR EARLY ED PROGRAM	
BENNINGTON-RUTLAND SUPERVISORY UNION	NOT RELATED		400.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	FOURTH AND FINAL PAYMENT FOR PARTNERS IN SONG	
BERKSHIRE CHILDREN'S CHORUS	NOT RELATED		1,200.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKSHIRE COMMUNITY ACTION COUNCIL, INC.	NOT RELATED		30.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		BERKSHIRE BANK FOOD DRIVE DONATION	
		SUPPORT FUNDRAISING EFFORTS	
BETHLEHEM SENIORS PROJECT	NOT RELATED		200.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	BOWL FOR KIDS' SAKE	
BIG BROTHER/BIG SISTERS/UCS	NOT RELATED		200.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	LUDLOW FOOD PANTRY	
BLACK RIVER GOOD NEIGHBOR SERVICES, INC.	NOT RELATED		2,600.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT OUTREACH PROGRAM	
BLOSSOMS MONTESSORI	NOT RELATED		300.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION	
BLUE STAR MOTHERS OF AMERICA	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	HELP UNDERWRITE PROJECT LEARN PROGRAM	
BOYS & GIRLS CLUB SOUTHERN RENS CTY	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
BROC COMMUNITY ACTION IN SW VT	NOT RELATED		3,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT EDUCATIONAL ACHIEVEMENTS	
C.O.C.O.A. HOUSE, INC.	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAPITAL REGION SPONSOR-A-SCHOLAR, INC. ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	FOURTH AND FINAL PAYMENT OF PLEDGE SUPPORT	1,500.
		""CLASSICS ON STAGE"" STUDENT MATINEE PROGRAM	
CAPITAL REPERTORY THEATRE ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	SUPPORT AN UNBRIDLES AFFAIR	1,000.
CAPTAIN YOUTH AND FAMILY SERVICES ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	MINI GRANT - AUTISM PROGRAM HALFMOON BRANCH	250.
CENTER FOR DISABILITY SERVICES ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	M.O.V.E. PROGRAM	500.
CENTER FOR DISABILITY SERVICES ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	48TH ANNUAL ART IN THE PARK FESTIVAL	250.
CHAFFEE ART CENTER ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	STEPS PROGRAM	250.
COLLEGE OF ST. JOSEPH ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	HELP UNDERWRITE THE COST OF THE D.A.R.E. PROGRAM	500.
COLONIE POLICE DEPARTMENT ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	SENIOR WRITING PROGRAM	300.
COMMUNITY CAREGIVERS ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)		500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY FOOD CUPBOARD, INC. ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)		4,600.
		DONATION FROM VT DAYS	
		FIELD TRIP FOR STUDENTS	
DONALD P. SUTHERLAND SCHOOL ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	SPONSORSHIP OF ""ALICE IN WONDERLAND""	175.
DORSET THEATRE FESTIVAL ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	PURCHASE GIFTS FOR THE SUMMER READING PROGRAM	1,000.
EAST GREENBUSH COMMUNITY LIBRARY ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	EARLY LITERACY OUTREACH INITIATIVE	200.
FRIENDS FOUNDATION FOR MEMS ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	PLATINUM SPONSOR	5,000.
FRIENDS OF HILDENE, INC. ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	ECONOMIC LITERACY FUTURES & OPTIONS PROGRAM	5,000.
GIRLS INC. OF THE GREATER CAPITAL REGION ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	CULINARY EXPERIENCE 2009 - FRIENDS SPONSORSHIP	500.
GNAT - TV ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	DONATION IN HONOR OF BETH NAPLES	500.
GREEN MOUNTAIN COUNCIL, B.C.A. ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)		500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GSNENY	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		FOR THE BENEFIT OF TROOP #1748	
		SUPPORT ""HENRY HUDSON AND HIS RIVER"" DANCE PROGR	
GUILDERLAND PUBLIC LIBRARY	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
INTERFAITH COUNCIL OF THE MANCHESTER AREA	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SPONSOR PROGRAM	
JUNIOR ACHIEVEMENT OF NORTHEASTERN NY	NOT RELATED		300.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT SUPPLIES PURCHASE FOR UPCOMING ART EXHIBIT	
LIVING RESOURCES	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	BACK PACK PROJECT	
LUDLOW ELEMENTARY SCHOOL	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	AFTER SCHOOL ""POWER HOUR""	
LUDLOW ELEMENTARY SCHOOL	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT PRESENTATION OF 5TH & 6TH GRADE MUSICAL	
MADISON CENTRAL SCHOOL DISTRICT	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SPONSOR A TEE BALL TEAM	
MANCHESTER YOUTH BASEBALL	NOT RELATED		250.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MORNINGSIDE COMMUNITY SCHOOL	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		""LEARNING THROUGH ARTS"" PROGRAM SUPPORT	
		LIVE GREEN ENERGY EXPO - CHILDREN'S WORKSHOPS	
NORTHSHIRE CIVIC CENTER, INC.	NOT RELATED		1,500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FOR THE GILL HOUSE	
ORDER OF ODD FELLOWS OF LUDLOW, VERMONT	NOT RELATED		2,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
PAWLET FOOD PANTRY	NOT RELATED		2,600.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
PROJECT AGAINST VIOLENT ENCOUNTERS	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
RUTLAND AREA FOOD SHELF, INC.	NOT RELATED		2,600.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
RUTLAND CITY RESCUE MISSION, INC.	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION FROM VT DAYS	
RUTLAND COUNTY HOUSING COALITION, INC.	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT FOR THE NEW RENTAL EDUCATION PROGRAM	
		ALBANY	
RUTLAND COUNTY HOUSING COALITION, INC.	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SARATOGA ACADEMY OF THE ARTS OF SCIENCES ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)		500.
		MINI GRANT - FIELD TRIP FOR STUDENTS - CLIFTON PAR	
		MINI GRANT - CAREER EXPO DAY - GLENVILLE	
SCHENECTADY CITY SCHOOLS ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	PURCHASE GIFTS FOR THE SUMMER READING PROGRAM	500.
SCHENECTADY COUNTY PUBLIC LIBRARY ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	INVENTION CONVENTION 2009	200.
SCHENECTADY MUSUEM ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	2009/2010 SCHOOL SUPPLIES/BACKPACK PURCHASE	2,500.
SOUTHERN SARATOGA COUNTY YMCA ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	2009 SVAC JAZZ FESTIVAL	250.
SOUTHERN VERMONT ARTS CENTER, INC. ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	CRYSTAL SPONSORSHIP	1,200.
SUSAN G KOMEN RACE FOR THE CURE ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	SOUTHWEST VERMONT COUNCIL ON AGING	1,500.
SWVCOA/RUTLAND MEALS ON WHEELS ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)	A-DOPT-A-CLASS-ROOM	2,000.
THE DORSET SCHOOL ON FILE - DETAILS UPON REQUEST	NOT RELATED 501(C)(3)		500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ENLARGED CITY SCHOOL DISTRICT OF TROY	NOT RELATED		100.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		DONATION TO PROVIDE MEALS AND REFRESHMENTS FOR CAR	
		PAYMENT FOR 2 TABLES & 10 CHAIRS	
THE FRIENDS OF THE RENSSELAER LIBRARY	NOT RELATED		495.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	2009/2010 COMEDY SERIES	
THE PARAMOUNT CENTER, INC.	NOT RELATED		3,500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	COLONIE YOUTH BUREAU BACKPACK PROJECT	
TOWN OF COLONIE YOUTH BUREAU	NOT RELATED		200.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	1ST PYMT FOR BB FINANCIAL LITERACY TOOLKIT	
U OF ALBANY SCHOOL OF SOCIAL WELFARE	NOT RELATED		12,500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SCHOLARSHIP FOR HANNAH STOOPS ID#23675615	
UNIVERSITY OF MASSACHUSETTS AMHERST	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	DONATION - LITERACY ANGEL	
VERMONT READING PARTNERS	NOT RELATED		200.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	FREE CARE FOR UNINSURED/UNDERINSURED	
VOLUNTEERS IN MEDICINE	NOT RELATED		3,500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	CULTURAL ENRICHMENT PROGRAM SUPPORT FOR NATIVE AME	
WALLINGFORD ELEMENTARY SCHOOL	NOT RELATED		1,000.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WATERVILLE CENTRAL SCHOOLS	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		HELP UNDERWRITE SENIORS BREAKFAST & LUNCH	
		CHARTER ""LIFE"" MEMBER	
WEST STOCKBRIDGE HISTORICAL SOCIETY	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	MINI GRANT - ""COURTYARD LEARNING STATION"" GUILDE	
WESTMERE ELEMENTARY SCHOOL	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUBSIDIZE COST OF TICKETS FOR ""A RAISIN IN THE SU	
WESTON PLAYHOUSE THEATRE COMPANY	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	FASHION SHOW FOR UNINSURED NEIGHBOR FUND	
WHITNEY M. YOUNG JR. FOUNDATION	NOT RELATED		75.
ON FILE - DETAILS UPON REQUEST	501(C)(3)	SUPPORT CULTURAL EXCURSON PROGRAM	
WILLIAM K. SANFORD TOWN LIBRARY	NOT RELATED		500.
ON FILE - DETAILS UPON REQUEST	501(C)(3)		
		TOTAL CONTRIBUTIONS PAID	93,325.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust: GREATER BERKSHIRE FOUNDATION INC

Employer identification number: 04-3365869

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-5,849.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-5,849.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-21,991.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-21,991.

Part III Summary of Parts I and II
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-5,849.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-21,991.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-27,840.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4(or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 ... 16 (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,200	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34	

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SCHEDULE D-1 (Form 1041)
Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: GREATER BERKSHIRE FOUNDATION INC

Employer identification number: 04-3365869

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 47346.05000 FEDERATED FL MUNI CASH TR SS 625	09/14/2009	10/01/2009	47,346.	47,346.	
20609.75000 FEDERATED FL MUNI CASH TREAS 625	09/14/2009	10/06/2009	20,610.	20,610.	
80.00000 DREYFUS TREAS PRIME. CASH	10/07/2009	10/09/2009	80.	80.	
104420.45000 FEDERATED PL MUNI CASH TR SS 62	09/14/2009	10/09/2009	104,420.	104,420.	
189875.00000 FEDERATED FL MUNI CASH TR SS 62	09/14/2009	10/16/2009	189,875.	189,875.	
10000.00000 FHLB (FED HM LN BK)	03/04/2009	10/16/2009	10,000.	10,059.	-59.
170.00000 ISHARES MSCI BRAZIL INDEX FUND	01/03/2008	12/04/2008	5,331.	13,798.	-8,467.
15000.00000 FHLB (FED HM LN BK) 2.85% 10/02/09	09/12/2008	01/02/2009	15,000.	15,000.	
832.09000 DREYFUS TREAS PRIME CASH MGT INV 674	12/16/2008	01/07/2009	832.	832.	
9985.00000 DREYFUS TREAS PRIME CASH MGT INV 674	01/02/2009	02/23/2009	9,985.	9,985.	
10155.53000 DREYFUS TREAS PRIME CASH MGT INV 674	02/02/2009	03/06/2009	10,156.	10,156.	
702.90000 DREYFUS TREAS PRIME CASH MGT INV 674	02/02/2009	04/06/2009	703.	703.	
344.00000 UNITED STATES OIL FUND LP	01/08/2009	05/29/2009	12,347.	11,143.	1,204.
6945.00000 DREYFUS TREAS PRIME CASH MGT INV 674	05/21/2009	06/05/2009	6,945.	6,945.	
50.00000 ISHARES MACI BRAZIL INDEX FUND	04/21/2009	06/25/2009	2,543.	2,067.	476.
200.00000 NATIONAL OILWELL INC	04/21/2009	06/25/2009	6,342.	6,364.	-22.
718.68000 DREYFUS TREAS PRIME CASH MGT INV 674	06/30/2009	07/06/2009	719.	719.	
2211. 24000 DREYFUS TREAS PRIME CASH MGT IN	06/30/2009	07/10/2009	2,211.	2,211.	
2163.10000 DREYFUS TREAS PRIME CASH MGT INV 674	06/30/2009	07/17/2009	2,163.	2,163.	
13.00000 APPLE INC	06/02/2009	07/20/2009	1,998.	1,806.	192.
1728.00000 DREYFUS TREAS PRIME CASH MGT INV 674	06/30/2009	07/27/2009	1,728.	1,728.	
5049.63000 DREYFUS TREAS PRIME CASH MGT INV 674	06/30/2009	08/07/2009	5,050.	5,050.	
376.00000 DREYFUS TREAS PRIME CASH MGT INV 674	06/30/2009	08/13/2009	376.	376.	
2080.40000 DREYFUS TREAS PRIME CASH MGT INV 674	06/30/2009	08/14/2009	2,080.	2,080.	

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b. . . . .

SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: GREATER BERKSHIRE FOUNDATION INC

Employer identification number: 04-3365869

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	26.00000 JP MORGAN CHASE & CO	10/14/2008	08/07/2009	1,116.	1,041.	75.
	48.00000 JP MORGAN CHASE. CO	10/14/2008	08/07/2009	2,060.	1,922.	138.
	26.00000 JP MORGAN CHASE & CO	11/06/2008	09/15/2009	1,121.	989.	132.
	26.00000 JP MORGAN CHASE & CO	10/14/2008	09/15/2009	1,121.	1,041.	80.
	21.00000 JP MORGAN CHASE & CO	11/06/2008	09/15/2009	905.	799.	106.
	46.00000 TEVA PHARM INDS ADR	10/16/2008	09/15/2009	2,333.	1,899.	434.
	10043.90000 FEDERATED FL MUNI CASH TR SS	09/14/2009	09/21/2009	10,044.	10,044.	
	10000.00000 FHLB (FED HM LN BK) 3.625%	03/02/2009	09/29/2009	10,000.	10,138.	-138.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -5,849.

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	1.00000 FEDERATED FL MUNI CASH TR SS 625	09/29/2009	09/29/2009	1.	1.	
	960.65000 DREYFUS TREAS PRIME CASH MGT INV		10/01/2000	961.	961.	
	1490.50000 DREYFUS TREAS PRIME CASH MGT		10/02/2000	1,491.	1,491.	
	202.13000 DREYFUS TREAS PRIME CASH		10/05/2009	202.	202.	
	986. 00000 DREYFUS TREAS PRIME CASH MGT INV 67		10/13/2009	986.	986.	
	203140.05000 FEDERATED FL MUNI CASH TREAS 625		10/21/2009	203,140.	203,140.	
	100000.00000 FEDERATED FL MUNI CASH TREAS 62		10/28/2009	100,000.	100,000.	
	3261.85000 DREYFUS TREAS PRIME CASH MGT INV 674		11/12/2008	3,262.	3,262.	
	20000.00000 DREYFUS TREAS PRIME CASH MGT INV 674		12/04/2008	20,000.	20,000.	
	30000.00000 DREYFUS TREAS PRIME CASH MGT INV 674		12/16/2008	30,000.	30,000.	
	11142.72000 DREYFUS TREAS PRIME CASH MGT INV 674		01/13/2009	11,143.	11,143.	
	10292.57000 DREYFUS TREAS PRIME CASH MGT INV 674		03/04/2009	10,293.	10,293.	
	25000.00000 DREYFUS TREAS PRIME CASH MGT INV 674		05/22/2009	25,000.	25,000.	
	25000.00000 DREYFUS TREAS PRIME CASH MGT INV 674		06/30/2009	25,000.	25,000.	
	18829.01000 DREYFUS TREAS PRIME CASH MGT INV 674		09/14/2009	18,829.	18,829.	
	200.00000 AT.T INC	02/02/2004	12/01/2008	5,417.	5,350.	67.
	100.00000 FLUOR CORP	09/11/2007	12/01/2008	4,223.	6,593.	-2,370.
	125.00000 SPOR GOLD TRUST	09/20/2007	12/01/2008	9,494.	9,105.	389.
	115.00000 GENERAL DYNAMICS CORP	02/26/2002	12/04/2008	5,988.	5,165.	823.
	400.00000 PERKINELMER INC	10/02/2007	12/04/2008	6,656.	11,556.	-4,900.
	145.00000 CISCO SYSTEMS INC	06/12/2007	12/11/2008	2,480.	3,822.	-1,342.
	400.00000 CISCO SYSTEMS INC		12/11/2008	6,842.	11,210.	-4,368.
	250.00000 HEHLETT-PACKAR D CO	09/11/2007	12/11/2008	8,914.	12,445.	-3,531.
	20000.00000 WACHOVIA CORP 6.375% 2/01/09	04/11/2001	02/01/2009	20,000.	19,739.	261.
	180.00000 GENERAL MILLS INC	08/30/2006	04/21/2009	8,973.	9,794.	-821.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b. . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
125.00000 MCDONALDS CORP	04/18/2007	04/21/2009	6,934.	6,117.	817.
180.00000 PHILIP MORRIS I~TIONALINC	02/22/2006	04/21/2009	6,626.	6,884.	-258.
200.00000 STRYKER CORP	04/18/2007	04/21/2009	7,351.	13,942.	-6,591.
225.00000 MEDTRONIC INC	11/28/2007	05/05/2009	7,285.	11,171.	-3,886.
15000.00000 AT.T INC 4.125% 9/15/09	04/14/2008	05/18/2009	15,045.	15,183.	-138.
20.00000 INTERNATIONAL BUSINESS MACHINES CORP	11/15/2006	06/11/2009	2,204.	1,854.	350.
25.00000 CHEVRON CORP	01/16/2004	06/25/2009	1,638.	1,062.	576.
95.00000 COLGATE PALMOLIVE CO	10/12/2006	06/25/2009	6,651.	5,840.	811.
125.00000 MCDONALDS CORP	04/18/2007	06/25/2009	7,044.	6,117.	927.
51.00000 INTERNATIONAL BUSINESS MACHINES CORP	11/15/2006	07/20/2009	5,921.	4,728.	1,193.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b. . . . . -21,991.

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FEDERAL IDENTIFICATION NO. 04-[illegible] FEDERAL IDENTIFICATION NO. 04-[illegible] FEDERAL IDENTIFICATION NO. 04-[illegible]

Fee: $35.00

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER

(General Laws, Chapter 180, Section 10A)
Foreign and Domestic Corporations

Merger of

Berkshire Bank Foundation, a Delaware corporation,

Berkshire Bank Foundation-Pioneer Valley, a Delaware corporation

and

Greater Berkshire Foundation, Inc., a Massachusetts corporation,

the constituent corporations, into

Greater Berkshire Foundation, Inc., one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of merger was duly adopted in accordance with and complies with the requirements of the laws of Massachusetts. The surviving corporation shall furnish a copy of the agreement of merger to any stockholder or member or to any person who was a member or stockholder of any constituent corporation upon written request without change.

2. The effective date of the merger determined pursuant to the agreement of merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

   The effective date of the merger shall be October 1, 2009.

3. (For a merger) (a) The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

   On the Effective Date, the name of the surviving entity shall be Berkshire Bank Foundation, Inc.

C ☐
P ☐
M ☐
R.A. ☐

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the surviving corporation.

(a) The street address of the surviving corporation *in Massachusetts* is: *(post office boxes are not acceptable)*

43 East Street, Pittsfield, Massachusetts 01201

(b) The name, residential address and post office address of each director and officer of the surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Michael P. Daly	14 Lynne Court Lanesborough, MA 01237	14 Lynne Court Lanesborough, MA 01237
Treasurer:	Kevin P. Riley	128 Bee Hill Road Williamstown, MA 01237	128 Bee Hill Road Williamstown, MA 01237
Clerk:	Peter J. Lafayette	35 Ivy Lane Pittsfield, MA 01201	35 Ivy Lane Pittsfield, MA 01201
Vice President:	Gayle P. Fawcett	327 Cross Place Road Washington, MA 01223	327 Cross Place Road Washington, MA 01223
Vice President:	Michael J. Ferry	89 Kimberly Drive Dalton, MA 01226	89 Kimberly Drive Dalton, MA 01226
Vice President:	Shepard Rainie	76 Lexington Parkway Pittsfield, MA 01201	76 Lexington Parkway Pittsfield, MA 01201
Directors:	Michael P. Daly	14 Lynne Court Lanesborough, MA 01237	14 Lynne Court Lanesborough, MA 01237
	Michael J. Ferry	89 Kimberly Drive Dalton, MA 01226	89 Kimberly Drive Dalton, MA 01226
	Catherine B. Miller	130 Root Lane Sheffield, MA 01257	130 Root Lane Sheffield, MA 01257
	Corydon L. Thurston	464 Stratton Road Williamstown, MA 01267	464 Stratton Road Williamstown, MA 01267
	Wallace W. Altes	65 Third Street, Apt. 50 Troy, NY 12180	65 Third Street, Apt. 50 Troy, NY 12180
	John R. Hand	241 High Hill Road Manchester Center, VT 05255	241 High Hill Road Manchester Center, VT 05255

(c) The fiscal year (i.e. tax year) of the surviving corporation shall end on the last day of the month of:

December

(d) The name and business address of the resident agent, if any, of the surviving corporation is:

Peter J. Lafayette, 43 East Street, Pittsfield, Massachusetts 01201

FOR MASSACHUSETTS CORPORATIONS

The undersigned President and Clerk of Greater Berkshire Foundation, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 180, Section 10 and in compliance with all pertinent requirements of the Articles of Organization of such corporation at a meeting of directors of such corporation held on: August 13, 2009.

__________________________, President

__________________________, Clerk

FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS

The undersigned President and Secretary of Berkshire Bank Foundation, a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by the laws of Delaware and in compliance with all pertinent requirements of the Articles of Organization of such corporation on: August 13, 2009.

__________________________, President

__________________________, Secretary

The undersigned President and Secretary of Berkshire Bank Foundation-Pioneer Valley, a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by the laws of Delaware and in compliance with all pertinent requirements of the Articles of Organization of such corporation on: August 13, 2009.

__________________________, President
Thomas R. Creed

__________________________, Secretary
Cornelius D. Mahoney

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

September 30, 2009 4:26 PM

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Berkshire Bank Foundations Grant Application Guidelines

The following Guidelines are intended to inform our communities about the Foundations' mission, priorities, and operating and application procedures. We invite your interest in our work, and welcome your participation in seeking to strengthen our communities and improve the lives of those who live here.

MISSION

The mission of the Berkshire Bank Foundations is to strengthen our communities and improve the quality of life for those who live in them. We seek to fulfill our mission by supporting (1) community and economic development activities, and (2) programs that will enhance educational opportunities for the children and adults of Berkshire County and the Pioneer Valley in Massachusetts, and communities in eastern New York State and southern Vermont served by Berkshire Bank.

STRATEGIC FOCUS

Consistent with our mission and values, the Foundations' grantmaking focuses primarily on improving the quality of life in our communities by:

1. Supporting organizations and projects committed to community and/or economic development

2. Supporting programs that enhance educational opportunity for the children and adults of our communities

Examples of priority community development projects include:

- programs that encourage entrepreneurship and economic development
- projects that help revitalize low-income neighborhoods and downtown centers
- the development or retention of affordable housing
- projects that promote economic diversity and community growth
- programs that help economically disadvantaged persons play a stronger role in the local economy
- programs that help better prepare people-at-risk for the workforce
- programs that support the growth and strengthening of communities

Examples of priority education projects are those that:

- create educational opportunity and foster skill development, particularly for those who are economically disadvantaged or low performing
- represent innovative efforts to improve educational outcomes and skill development, through such programs as early childhood development, tutoring programs, mentoring, school retention and adult literacy programs
- help deserving students access higher education through scholarship programs
- enhance creativity through arts education and student access to cultural institutions, particularly for those who are low performing in school
- financial literacy programs
- environmental education projects

FUNDING CRITERIA AND PRIORITIES

The Berkshire Bank foundations will also give priority to education and community development applications that are:

- Efforts targeting disadvantaged communities or populations - those with significant unmet needs - in order to help build sustainable communities and to help individuals lead independent lives
- Results-oriented programs that positively affect the lives of the people they serve
- Programs in which our contributions can make a long-term measurable, sustainable difference in the quality of an agency's work, and/or on the lives of the people they serve
- Programs that evidence partnership and collaboration among organizations and agencies that seek to address or solve critical problems in common cause
- Programs in which Foundation funds will leverage other funding or resources

The Foundations may also seek to generate particular interest in a proactive initiative by requesting proposals from organizations or agencies within their jurisdiction.

ELIGIBILITY CRITERIA

To be considered for grant funding organizations must:

- Be recognized by the IRS as a tax-exempt 501(c)3 non-profit organization
- Be located in or provide service in Berkshire Bank's market areas as described above
- Submit a completed Foundation application and provide such other documentation as may be requested.

NEW APPLICANTS OR NEW PROGRAMS

Organizations seeking funds for the first time or for a new program or a capital project must submit a "Letter of Intent" before submitting a proposal. These letters will be reviewed and the organizations notified if they are invited to submit a full proposal. The letter should be no more than two pages long and include the following information:

- Organization Overview/Purpose
- State Reason for and Amount of Funding Request
- Describe Needs or Problem (including target population, statistics, examples)
- Describe Project or Program
- List other Project Funders (prospective and committed)

LIMITATIONS

The Foundations will consider no more than one application per year from any single non-profit organization.

Organizations that have been funded by one of the Foundations for three consecutive years are not eligible to reapply for foundation support for two years thereafter. This Guideline is intended to help encourage and ensure that agencies and organizations remain entrepreneurial in their efforts to obtain funds from a variety of funding sources.

The Berkshire Bank Foundations do not generally support:

- Religious organizations, unless the grant will support a project that will benefit the community at large
- Fraternal, labor and political organizations, including fraternal orders of police and firefighters
- Lobbying groups
- Private foundations
- Intermediary organizations that raise and distribute funds in their own name

- Golf tournaments or fundraising dinners
- Annual memberships and annual appeals
- Endowments
- Underwriting support for conferences or seminars
- National programs that do not primarily serve the Foundations areas of geographical focus
- Individuals

GRANT APPLICATION PROCESS

Non-profit organizations may apply for funding from the Bank foundations in several ways based on the size and type of donation being sought. These are:

1. **Sponsorships**
   Organizations seeking sponsorships for events or programs for less than $1,000.00 should submit a letter summarizing the key points of the event, the amount of the request, the benefits that Berkshire Bank will receive as a sponsor and a copy of the organization's 501(c) 3 tax exempt determination letter from the IRS. Sponsorships might include purchasing ads or giving other forms of support for fundraising events, sports teams or other activities for which the Bank receives promotional, entertainment or community relations value. For these requests, no formal application is necessary.
2. **Small Project Requests**
   Organizations seeking financial support of $2,500.00 or less for specific programs or projects (not of a sponsorship nature), should submit the Short Form application found below.
3. **Large Project Requests**
   Organizations seeking financial support for more than $2,500.00 for specific projects or programs should submit the Long Form application found below.

Applications can be downloaded from the Berkshire Bank website: **www.berkshirebank.com** and click on the Charitable Foundations link, or by clicking below. Applicants in Berkshire County, Massachusetts, Vermont and New York State should submit one copy of the application and all required supplemental materials. Applicants in Hampden and Hampshire Counties in Massachusetts should submit two (2) copies of the application and all required materials. All applications should be mailed to:

Berkshire Bank Foundations
P.O. Box 1308
Pittsfield, MA 01202

Requests for $2,500 and below are accepted on a rolling basis. Requests for more than $2.500 are made on a quarterly basis and are due on the first of March, June, September and December. Applicants are encouraged to submit their applications well in advance of any program or event deadline.

Funding decisions are based on available resources and the degree to which proposals meet Berkshire Bank Foundation charitable giving priorities and review criteria.

For further information, please call the Foundation's office at (413) 447-1724 or (413) 447-1722.

Peter J. Lafayette
Foundation Executive Director
plafayette@berkshirebank.com

Revised January, 2009

2008 990-EXT ELF Status for Batch ID 4285858:

Locator	Taxpayer Name	Client Code	Alerts	Jurisdiction	Service Center	Filing Type	Filing Status	Date Sent	Date Ack.	DCN	Debts	PIN	EIC
G7V01O	GREATER BERKSHIRE FOUNDATION INC	40724PF		FED		EXT	Accepted	3/4/2010 2 08 00 PM	3/4/2010 2 52 00 PM				

1 record returned.

Refresh Cancel

Form **8868** (Rev April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Chanties & Nonprofits*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	GREATER BERKSHIRE FOUNDATION, INC	04-3365869
	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 1308	
	City, town or post office, state, and ZIP code For a foreign address, see instructions PITTSFIELD, MA 01202-1308	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ MARY ELLEN PUNTIN

Telephone No ▶ 413 447-1724 FAX No ▶ 413 236-0975

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning 11/01, 2008, and ending 10/31, 2009.

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 400.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 1,422.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization GREATER BERKSHIRE FOUNDATION INC	Employer identification number 04-3365869
	Number, street, and room or suite no If a P O. box, see instructions PO BOX 1308	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions PITTSFIELD, MA 01202-1308	

Check type of return to be filed (File a separate application for each return)

- [ ] Form 990
- [ ] Form 990-BL
- [ ] Form 990-EZ
- [X] Form 990-PF
- [ ] Form 990-T (sec 401(a) or 408(a) trust)
- [ ] Form 990-T (trust other than above)
- [ ] Form 1041-A
- [ ] Form 4720
- [ ] Form 5227
- [ ] Form 6069
- [ ] Form 8870

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PETER LAFAYETTE

Telephone No. ▶ 413 447-1724 FAX No ▶ 413 236-0975

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 09/15/2010.

5 For calendar year ______ , or other tax year beginning 11/01/2008, and ending 10/31/2009.

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 1,422.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Harry A. Kalajian Title ▶ TAX MANAGER Date ▶ 06/07/2010

WOLF & COMPANY, PC
99 HIGH STREET, 21ST FLOOR
BOSTON, MA 02110

JSA
8F8055 3 000

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