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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
2009

For calendar year 2009, or tax year beginning 07-01-2009 , and ending 06-30-2010

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ARCHIE W & GRACE BERRY FOUNDATION		A Employer identification number 23-6951678		
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1122 SOLDIER CREEK RD		B Telephone number (see page 10 of the instructions) (307) 655-9225		
	City or town, state, and ZIP code WOLF, WY 82844		C If exemption application is pending, check here ☐		
			D 1. Foreign organizations, check here ☐		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			2. Foreign organizations meeting the 85% test, check here and attach computation ☐		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,517,943		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
				F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	137,746	137,746		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-247,535			
	b Gross sales price for all assets on line 6a _____ 2,349,963				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,786	1,786		
	12 Total. Add lines 1 through 11	-108,003	139,532		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,800	1,680		1,120
	c Other professional fees (attach schedule)	34,939	34,939		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,854	833		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	39,593	37,452		1,120
	25 Contributions, gifts, grants paid	308,000			308,000
	26 Total expenses and disbursements. Add lines 24 and 25	347,593	37,452		309,120
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-455,596			
	b Net investment income (if negative, enter -0-)		102,080		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	266,448	388,544	388,544
	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	3,610	2,589	2,589
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,443,944	☒ 3,281,875	3,439,805
	c	Investments—corporate bonds (attach schedule).	2,196,262	☒ 1,678,073	1,617,161
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		☒ 89,819	69,844
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,910,264	5,440,900	5,517,943	
Liabilities	17	Accounts payable and accrued expenses			
	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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	8,249,163	8,249,163	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,338,899	-2,808,263	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,910,264	5,440,900	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,910,264	5,440,900	

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 5,910,264
2	Enter amount from Part I, line 27a	2 -455,596
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 5,454,668
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5 13,768
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6 5,440,900

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	
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))
2008	360,724	5,946,507	0 060661
2007	437,358	8,054,943	0 054297
2006	381,405	7,984,290	0 047769
2005	363,335	7,834,824	0 046374
2004	380,970	7,635,499	0 049895
2 Total of line 1, column (d).			2 0 258996
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 051799
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.			4 5,866,955
5 Multiply line 4 by line 3.			5 303,902
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,021
7 Add lines 5 and 6.			7 304,923
8 Enter qualifying distributions from Part XII, line 4.			8 309,120
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 or determination letter _____ (attach copy of 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	1,021
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	1,021
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			5	1,021
6 Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,610	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.			7	3,610
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	2,589
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 2,589 Refunded			11	

Part VII-A

Statements Regarding Activities

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		No
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)? 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.	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA			
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	Yes	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	Yes	
14	The books are in care of PRADERE MOHATT & RINALDO LLP Telephone no (307) 672-6494 Located at 2 NORTH MAIN STE 301 SHERIDAN WY ZIP+4 82801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		

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)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2009?.	1c		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
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 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

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

5b

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)? Organizations relying on a current notice regarding disaster assistance check here.

☐

6a

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6b

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

7a

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☐ No

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

7b

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☐ No

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ROBERT B BERRY	TRUSTEE	0	0	0
1122 SOLDIER CREEK RD WOLF, WY 82844	2 00			
ARCHIE BERRY JR	TRUSTEE	0	0	0
1122 SOLDIER CREEK WOLF, WY 82844	2 00			
LOUIS F RIVITUSO	TRUSTEE	0	0	0
1122 SOLDIER CREEK WOLF, WY 82844	2 00			

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.

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.		

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	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	5,455,171
b	Average of monthly cash balances.	1b	501,128
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,956,299
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	
3	Subtract line 2 from line 1d.	3	5,956,299
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	89,344
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,866,955
6	Minimum investment return. Enter 5% of line 5.	6	293,348

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	293,348
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	1,021
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,021
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	292,327
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	292,327
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	292,327

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	309,120
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	309,120
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	1,021
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	308,099
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 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only. 289,576			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 309,120			
a	Applied to 2008, but not more than line 2a 289,576			
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 2009 distributable amount. 19,544			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2009 (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			
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 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. 272,783			
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.			
e	Excess from 2009.			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	308,000
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2009)

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

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[illegible]

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

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				
	*****	2010-09-28	*****	
	Signature of officer or trustee	Date	Title	

Paid Preparer's Use Only	Preparer's Signature ANNETTE M RINALDO	Date 2010-10-08	Check if self-employed ☒	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code		EIN	
	PRADERE MOHATT & RINALDO LLP PO BOX 603 SHERIDAN, WY 828010603		Phone no (307) 672-6494	

Additional Data

Software ID: 09000034
Software Version: 09530951
EIN: 23-6951678
Name: ARCHIE W & GRACE BERRY FOUNDATION

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN BIRD CONSERVANCYPO BOX 249 THE PLAINS,VA 20198	NONE	EXEMPT	UNRESTRICTED	25,000
AMERICAN CHESTNUT FOUNDAT 469 MAIN ST BENNINGTON,VT 05201	NONE	EXEMPT	UNRESTRICTED	5,000
AMERICAN TINNITUS ASSOCIAPO BOX 5 PORTLAND,OR 97207	NONE	EXEMPT	UNRESTRICTED	5,000
BRADFORD BRINTON MEM MUSPO BOX 460 BIG HORN,WY 82833	NONE	EXEMPT	UNRESTRICTED	5,000
CHESTER CO COMMUNITY FDN28 W MAIN STREET WEST CHESTER,PA 19382	NONE	EXEMPT	RESTRICTED-MUSIC EDUCATION	5,000
CORNELL LABORATORY OF ORN159 SAPSUCKER WOODS RD ITHACA,NY 14850	NONE	EXEMPT	UNRESTRICTED	25,000
DEEP PORTAGE LEARNING CEN 2197 NATURE CENTER DRIVE NW HACKENSACK,MN 56452	NONE	EXEMPT	UNRESTRICTED	10,000
EARTHSPAN1450 SOUTH ROLLING RD BALTIMORE,MD 21227	NONE	EXEMPT	UNRESTRICTED	12,000
FRENCH PICKERING CR TR511 KIMBERTON RD PHOENIXVILLE,PA 19460	NONE	EXEMPT	UNRESTRICTED	10,000
GLOBAL HERITAGE FUND625 EMERSON ST PALO ALTO,CA 94301	NONE	EXEMPT	EL MIRADOR PROJECT	25,000
GOOSE CREEK CONSERVATION45 HORNER ST WARRENTON,VA 20188	NONE	EXEMPT	UNRESTRICTED	5,000
ISLAND CONSERVATION100 SHAFER RD SANTA CRUZ,CA 95060	NONE	EXEMPT	UNRESTRICTED	25,000
LAND TRUST ALLIANCE1331 H STREET SUITE 400 WASHINGTON,DC 20005	NONE	EXEMPT	UNRESTRICTED	10,000
PEREGRINE FUND566 W FLYING HAWK LN BOISE,ID 83709	NONE	EXEMPT	UNRESTRICTED	25,000
PHILADELPHIA MUSEUM ARTBOX 7646 PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	25,000
Total ▶ 3a				308,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
PIEDMONT ENVIRON COUNCIL45 HORNER STREET WARRENTON,VA 20186	NONE	EXEMPT	UNRESTRICTED	25,000
POWDER RIVER BASIN RESOUR934 N MAIN SHERIDAN,WY 82801	NONE	EXEMPT	UNRESTRICTED	10,000
SHERIDAN CO HISTORICAL SPO BOX 73 SHERIDAN,WY 82801	NONE	EXEMPT	UNRESTRICTED	5,000
SHERIDAN SENIOR CENTER211 SMITH STREET SHERIDAN,WY 82801	NONE	EXEMPT	UNRESTRICTED	5,000
THE BAUEN CAMP1162 PASS CREEK RD PARKMAN,WY 82838	NONE	EXEMPT	UNRESTRICTED	1,000
THE RAPTOR CENTER1920 FITCH AVE ST PAUL,MN 55108	NONE	EXEMPT	UNRESTRICTED	25,000
TROUT UNLIMITEDPO BOX 64 LANDER,WY 82520	NONE	EXEMPT	UNRESTRICTED	5,000
WYO THEATERPO BOX 528 SHERIDAN,WY 82801	NONE	EXEMPT	UNRESTRICTED	5,000
WYOMING OUTDOOR COUNCIL262 LINCOLN ST LANDER,WY 82520	NONE	EXEMPT	UNRESTRICTED	10,000
Total			3a	308,000

TY 2009 Accounting Fees Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,800	1,680		1,120

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Gain/Loss from Sale of Other Assets Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION
EIN: 23-6951678

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
APACHE CORP	2001-02	PURCHASE	2009-08		8,664	2,689			5,975	
CELGENE CORP	2007-11	PURCHASE	2009-08		18,894	23,193			-4,299	
TEVA PHARM INDS LTD	2004-01	PURCHASE	2009-08		20,643	8,673			11,970	
3M COMPANY	2004-03	PURCHASE	2009-08		10,771	11,384			-613	
METLIFE INC	2008-11	PURCHASE	2009-11		50,601	59,276			-8,675	
NORTHERN TRUST CORP	2006-07	PURCHASE	2009-11		36,763	39,667			-2,904	
BAXTER INTERNATIONAL INC	2009-07	PURCHASE	2010-05		38,934	49,486			-10,552	
DANAHER CORP	2005-11	PURCHASE	2010-05		17,017	13,137			3,880	
APPLE, INC	2006-02	PURCHASE	2010-06		27,370	6,735			20,635	
SEAGATE TAX REFUND RIGHT	2008-12	PURCHASE	2009-09		408				408	
NOKIA CORP	2008-04	PURCHASE	2009-10		26,850	67,967			-41,117	
ARENA RESOURCES INC	2008-04	PURCHASE	2010-03		65,070	84,103			-19,033	
BOLT TECHNOLOGY CORP	2007-03	PURCHASE	2010-03		32,991	49,651			-16,660	
CIMAREX ENERGY CO	1998-09	PURCHASE	2010-03		36,112	5,527			30,585	
COMVERSE TECHNOLOGY INC	1997-12	PURCHASE	2010-03		33,816	40,547			-6,731	
GARMIN LTD	2007-03	PURCHASE	2010-03		70,400	109,030			-38,630	
GRAHAM CORP	2008-04	PURCHASE	2010-03		78,411	101,156			-22,745	
HOLLY CORP	2007-07	PURCHASE	2010-03		59,400	154,728			-95,328	
MODUS LINK GLOBAL SOLUTIONS	1999-09	PURCHASE	2010-03		6,608	120,994			-114,386	
NATURAL GAS SERVICE GP	2008-04	PURCHASE	2010-03		32,527	49,992			-17,465	
UTI WORLDWIDE INC	2003-06	PURCHASE	2010-03		196,717	128,680			68,037	
VALERO ENERGY CORP	2005-06	PURCHASE	2010-03		40,595	76,160			-35,565	
CISCO SYSTEMS INC	1998-11	PURCHASE	2010-03		201,574	123,441			78,133	
GENERAL ELECTRIC CO	1998-09	PURCHASE	2010-03		44,765	66,875			-22,110	
INTEL CORP	1997-10	PURCHASE	2010-03		21,931	23,563			-1,632	
MICROSOFT CORP	2000-05	PURCHASE	2010-03		44,062	47,943			-3,881	
NOBLE DRILLING CORP	2002-04	PURCHASE	2010-03		194,550	97,538			97,012	
NINTENDO LTD	2010-04	PURCHASE	2010-05		15,056	18,595			-3,539	
JOHNSON & JOHNSON	2009-12	PURCHASE	2010-06		50,303	54,063			-3,760	
CIT GROUP INC 4 75% NOTES	2005-07	PURCHASE	2009-07		99,985	202,565			-102,580	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
WAL-MART STORES 6 875	1999-12	PURCHASE	2009-08		300,000	297,426			2,574	
MINNESOTA ST 4 76%	2007-12	PURCHASE	2010-01		10,000	10,000				
ENTERPRISE PRODT	2009-09	PURCHASE	2010-06		150,000	150,890			-890	
SIMON PROPERTY	2009-12	PURCHASE	2010-06		200,000	201,482			-1,482	
CALIFORNIA STREET	2009-09	PURCHASE	2010-06		100,000	100,342			-342	
CLASS ACTION SETTLEMENTS	2009-12	PURCHASE	2009-12		8,175				8,175	

**TY 2009 Investments Corporate
Bonds Schedule**

Name: ARCHIE W & GRACE BERRY FOUNDATION
EIN: 23-6951678

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACCOUNT 91116796 BONDS	1,678,073	1,617,161

**TY 2009 Investments Corporate
Stock Schedule****Name:** ARCHIE W & GRACE BERRY FOUNDATION**EIN:** 23-6951678

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCOUNT 91116793 EQUITIES	1,372,690	1,176,699
ACCOUNT 11957725 EQUITIES	1,909,185	2,263,106

TY 2009 Investments - Other Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS 6793	AT COST	64,452	52,158
OTHER INVESTMENTS 7725	AT COST	25,367	17,686

TY 2009 Other Decreases Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Description	Amount
SECURITIES COST BASIS ADJUSTMENT	13,768

TY 2009 Other Income Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
PARTNERSHIP DISTRIBUTIONS	1,786	1,786	

TY 2009 Other Professional Fees Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	34,939	34,939		

TY 2009 Taxes Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	833	833		
FEDERAL EXCISE TAX	1,021			