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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
2010

For calendar year 2010, or tax year beginning 07-01-2010 , and ending 06-30-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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)
100 FOUR FALLS CORPORATE CENTER
ROOM/SUITE 202

Room/suite

B Telephone number (see page 10 of the instructions)
(610) 260-0687

City or town, state, and ZIP code
WEST CONSHOHOCKEN, PA 19428

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 ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)☐\$ 6,259,350

J Accounting method ☒ 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))		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	138,667	136,525		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	21,621			
	b Gross sales price for all assets on line 6a _____ 683,615				
	7 Capital gain net income (from Part IV, line 2)		21,621		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,548	5,548		
	12 Total. Add lines 1 through 11	165,836	163,694		
	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)	3,000	1,800		1,200
	c Other professional fees (attach schedule)	37,102	37,102		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,757	2,168		
	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	44,859	41,070		1,200
	25 Contributions, gifts, grants paid	275,000			275,000
	26 Total expenses and disbursements. Add lines 24 and 25	319,859	41,070		276,200
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-154,023			
	b Net investment income (if negative, enter -0-)		122,624		
	c Adjusted net income (if negative, enter -0-)				

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

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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	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	388,544	173,372	173,372
	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	2,589		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,281,875	3,490,716	4,542,941
	c	Investments—corporate bonds (attach schedule).	1,678,073	1,622,789	1,543,037
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	89,819		
	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)	5,440,900	5,286,877	6,259,350	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	-2,808,263	-2,962,286	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,440,900	5,286,877	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,440,900	5,286,877		

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	5,440,900
2	Enter amount from Part I, line 27a	2	-154,023
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,286,877
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	5,286,877

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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 }			221,621
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			3483

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))
2009	308,099	5,866,955	0 052514
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
2	Total of line 1, column (d).		20 261615
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		30 052323
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		46,136,451
5	Multiply line 4 by line 3.		5321,078
6	Enter 1% of net investment income (1% of Part I, line 27b).		61,226
7	Add lines 5 and 6.		7322,304
8	Enter qualifying distributions from Part XII, line 4. 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		8276,200

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		12,452
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2
3Add lines 1 and 2.		32,452
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		52,452
6Credits/Payments		
a2010 estimated tax payments and 2009 overpayment credited to 2010	6a2,589	
bExempt foreign organizations—tax withheld at source	6b	
cTax paid with application for extension of time to file (Form 8868)	6c	
dBackup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		72,589
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10137
11Enter the amount of line 10 to be Credited to 2011 estimated tax 137 Refunded		11

Part VII-AStatements Regarding Activities			
1aDuring 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
bDid 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
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has 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
3Has 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
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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
7Did 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
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA			
bIf 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
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did 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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>).	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 2010?	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.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

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 R BERRY 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0
BARBARA BERRY 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0
SUSAN BERRY KOHLHAS 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0

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.

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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 24 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	5,767,898
b	Average of monthly cash balances.	1b	462,002
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	6,229,900
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	6,229,900
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	93,449
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,136,451
6	Minimum investment return. Enter 5% of line 5.	6	306,823

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	306,823
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	2,452
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,452
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	304,371
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	304,371
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	304,371

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	276,200
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	276,200
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	276,200
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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 272,783			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 276,200			
a	Applied to 2009, but not more than line 2a 272,783			
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 2010 distributable amount. 3,417			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 300,954			
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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

Form 990-PF (2010)

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)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total</div>			<div>3a</div>	275,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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)	(b)	(c)	(d)
Line No	Amount involved	Name of noncharitable exempt organization	Description of transfers, transactions, and sharing arrangements

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)	(b)	(c)
Name of organization	Type of organization	Description of relationship
<div><div><div>Sign Here</div><div><div>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.</div><div><div><div>*****</div><div>2011-08-15</div><div>*****</div></div><div><div>Signature of officer or trustee</div><div>Date</div><div>Title</div></div></div><div><div><div>Paid Preparer's Use Only</div><div><div>Preparer's Signature</div><div>ANNETTE M RINALDO</div><div>Date</div><div>2011-08-11</div><div>Check if self-employed <input checked="" type="checkbox"/></div><div>PTIN</div></div><div><div>Firm's name</div><div>PRADERE MOHATT & RINALDO LLP</div><div>Firm's EIN</div></div><div><div>Firm's address</div><div>SHERIDAN, WY 828010603</div><div>Phone no</div><div>(307) 672-6494</div></div></div></div></div></div></div> <div data-bbox="12 1941 1596 1975" data-label="Page-Footer"><div>Form 990-PF (2010)</div></div>		

Additional Data

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	POTASH CORP SASK INC	P	2010-04-05	2010-09-02
B	GILEAD SCIENCES INC	P	2006-07-10	2011-03-04
C	CISCO SYSTEMS INC	P	1998-11-02	2011-04-13
D	GILEAD SCIENCES INC	P	2007-06-06	2011-03-04
E	MICROSOFT CORP	P	2000-05-22	2011-05-12
F	CISCO SYSTEMS	P	1998-07-29	2011-04-13
G	IOWA STUDENT LOAN	P	2005-01-20	2010-07-22
H	MICOSOFT CORP	P	2002-11-13	2011-05-12
I	IOWA STUDENT LOAN	P	2005-01-20	2010-07-27
J	MICOSOFT CORP	P	2003-11-20	2011-05-12
K	UTAH ST BRD REGENTS	P	2005-10-05	2010-07-27
L	MICOSOFT CORP	P	2005-12-08	2011-05-12
M	ANADARKO FIN CO	P	2010-08-31	2010-10-29
N	HEWLETT-PACKARD CO	P	2008-03-24	2011-06-16
O	MINNESOTA ST	P	2007-12-21	2011-01-01
P	ROYAL CARIBBEAN	P	2010-08-25	2011-02-02
Q	ILLINOIS ST	P	2010-08-24	2011-04-15
R	BEST BUY INC	P	2001-10-10	2010-08-12
S	BEST BUY INC	P	2002-07-31	2010-08-12
T	L-3 COMMUNICATIONS HLDGS	P	2002-06-06	2010-09-08
U	L-3 COMMUNICATIONS HLDGS	P	2002-08-14	2010-09-08
V	L-3 COMMUNICATIONS HLDGS	P	2003-09-18	2010-09-08


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	13,177		10,487	2,690
B	34,205		26,109	8,096
C	5,161		4,809	352
D	14,085		14,319	-234
E	12,621		15,981	-3,360
F	3,438		3,171	267
G	50,000		50,000	
H	10,102		11,112	-1,010
I	50,000		50,000	
J	10,102		10,187	-85
K	50,000		50,000	
L	20,203		22,202	-1,999
M	103,188		102,819	369
N	17,481		23,309	-5,828
O	10,000		10,000	
P	100,000		102,576	-2,576
Q	100,000		100,000	
R	32,618		21,929	10,689
S	7,527		4,878	2,649
T	5,179		4,392	787
U	13,811		9,200	4,611
V	20,717		14,514	6,203

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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						2,690
B						8,096
C						352
D						-234
E						-3,360
F						267
G						
H						-1,010
I						
J						-85
K						
L						-1,999
M						369
N						-5,828
O						
P						-2,576
Q						
R						10,689
S						2,649
T						787
U						4,611
V						6,203

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 <i>Paid during the year</i>				
AMERICAN CHESTNUT FOUND 206 FOREST RESOURCES LAB UNIVERSITY PARK,PA 16802	NONE	EXEMPT	UNRESTRICTED	5,000
AMERICAN LEGION BASEBALL PO BOX 12 SHERIDAN,WY 82801	NONE	EXEMPT	INDOOR BATTING/PITCHING FACILITY	10,000
ASS'N FR COLONIAL THEATRE 227 BRIDGE STREET PHOENIXVILLE,PA 19460	NONE	EXEMPT	PURCHASE 225 BRIDGE STREET	100,000
FRENCH PICKERING CREEKS 511 KIMBERTON ROAD PHOENIXVILLE,PA 19460	NONE	EXEMPT	GENERAL OPERATING SUPPORT	25,000
GOOSE CREEK ASSOCIATION PO BOX 1178 MIDDLEBURG,VA 20118	NONE	EXEMPT	UNRESTRICTED	5,000
LUDWIG'S CORNER HORSE SHO PO BOX 754 UWCHLAND,PA 19480	NONE	EXEMPT	BUILD SCHOOLING/EXERCISE RING	25,000
MENDELSSOHN CLUB OF PHILA PO BOX 59522 PHILADELPHIA,PA 19102	NONE	EXEMPT	2012 RITUALS EAST/WEST CONCERT	25,000
PA LUNG CANCER PARTNRSHIP PO BOX 13060 PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	5,000
PHIL MUSEUM OF ART BOX 7646 PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	50,000
WAYNE ART CENTER 413 MAPLEWOOD AVE WAYNE,PA 19087	NONE	EXEMPT	GENERAL OPERATING SUPPORT	25,000
Total  3a				275,000

TY 2010 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	3,000	1,800		1,200

TY 2010 Compensation Explanation

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Person Name	Explanation
ROBERT R BERRY	
BARBARA BERRY	
SUSAN BERRY KOHLHAS	

**TY 2010 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		
FED FARM CR BK 5.0% 9104113	254,416	272,653
GNMA 9.00% 09/15/17		1,185
GNMA 9.50% 06/15/20	115	374
AMGEN INC 4.85% 11/18/14	202,177	223,005
GENERAL ELECTRIC 5% 2101113	203,062	212,234
GOLDMAN SACHS 5.125% 01115	203,789	213,908
LEHMAN 5.00% 01/14/11	198,455	51,000
PRUDENTIAL FINL 5.8% 06/15/12	105,076	104,661
VERIZON MD 6.125% 03/01/12	100,694	103,459
MINNESOTA ST 4.76% 1101113	180,005	185,558
VERMONT ST VAR 12115/39-TAXA	175,000	175,000

**TY 2010 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 9116793 EQUITIES		
ACCOUNT 11957725 EQUITIES		
AMAZON.COM	40,944	66,459
LOWES COMPANIES INC	47,399	51,282
NIKE INC	40,621	67,485
NORDSTROM INC	28,000	34,032
TARGET CORPORATION	17,033	51,601
YUM BRANDS INC.	24,746	38,668
YUM BRANDS INC.	26,117	38,668
BUNGE LIMITED	39,328	51,713
COSTO WHOLESALE CORPORATION	54,002	77,178
CVS CORP	62,356	60,128
JM SMUCKERS CO	52,580	68,795
PEPSICO INC.	47,889	63,386
PROCTER & GAMBLE CO.	33,115	47,677
SCOTTS MIRACLE-GRO COMPANY	46,403	48,744
APACHE CORP	18,824	86,372
EXXON MOBIL CORPORATION	20,934	61,035
NEWFIELD EXPLORATION CO	41,565	102,030
NOBLE DRILLING CORP	32,513	59,114
NOBLE ENERGY INC	49,384	89,630
BLACKSTONE GROUP LP	25,367	30,635
BLACKSTONE GROUP LP	26,555	30,635
GOLDMAN SACHS GROUP INC	52,866	46,581
J.P. MORGAN CHASE & CO	57,858	49,127
PRUDENTIAL FINANCIAL	25,879	33,384
PRUDENTIAL FINANCIAL	22,253	23,846
VISA INC.	42,541	56,876
WELLS FARGO & CO.	52,858	56,120
ABBOTT LABORATORIES	51,250	55,251

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CELGENE CORP	55,966	60,320
MERCK & CO INC.	49,877	49,406
THERMO FISHER SCIENTIFIC	65,464	74,049
VARIAN MEDICAL SYSTEMS INC	29,000	70,020
3M COMPANY	45,134	56,910
DANAHER CORP	39,442	74,186
FEDEX CORP	38,039	56,910
FLUOR CORP	40,664	51,728
FLUOR CORP	24,031	33,947
GENERAL ELECTRIC CO	93,625	66,010
UNION PACIFIC CORP	40,490	88,740
ACCENTURE LTD CI A	28,125	57,399
APPLE COMPUTER INC	13,471	67,134
CISCO SYSTEMS INC	28,538	28,098
CORNING INC	46,094	37,208
CORNING INC	13,531	13,613
EMC CORP	40,570	82,650
GOOGLE INC	12,538	12,660
GOOGLE INC	42,982	37,979
HEWLETT-PACKARD CO	18,209	18,200
INTEL CORP	70,688	66,480
INTERNATIONAL BUSINESS MACHIN	14,633	51,465
ORACLE CORP	16,954	18,101
ORACLE CORP	26,782	37,024
QUALCOMM INC	30,612	45,432
QUALCOMM INC	19,479	28,395
SANDISK CORP	64,528	61,213
FREEPORT MCMORAN CP&GLD	49,517	52,900
MONSANTO CO	37,596	32,643
PRAXAIR INC	16,488	65,034

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN TOWER CORP CL A	57,413	73,262
DOMINION RESOURCES INC	33,011	57,924
WILLIAMS COMPANIES INC.	38,817	45,375
POWERSHARES MENA	10,272	9,672
POWERSHARES MENA(FOREIGN)	31,615	27,771
CARNIVAL CORP	10,415	9,408
CARNIVAL CORP	16,155	15,428
NINTENDO LTD	17,979	10,030
TATA MOTORS LTD	30,493	35,566
DANONE SPON ADR	17,264	20,961
WAL-MART DE MEXICO	66,226	75,860
CHINA SHENHUA ENERGO CO	42,529	42,911
CNOOC LTD	29,724	40,108
PETROLEO BRASILEIRO	73,349	54,345
SCHLUMBERGER LTD.	34,904	86,400
AXA ADS	14,473	14,693
HSBC PLC	18,053	17,367
ICICI BANK LTD ADR	51,051	56,202
ITAU UNIBANCO MULTIPLO	89,071	93,140
TURKIYE GARANTI BKS	18,139	16,089
ASTRAZENECA PLC	13,728	15,271
GLAXOSMITHKLINE PLC	15,565	17,160
ROCHE HOLDING AG ORD NEW	51,507	66,841
TEVA PHARMACEUTICAL LTD	27,310	20,735
TEVA PHARMACEUTICAL IND	13,663	48,220
CHIYODA CORP	9,735	10,915
GUANGSHEN RAILWAY LTD	16,471	17,283
KOMATSU LTD ADR NEW	16,061	24,055
LI & FUNG LTD ORD	61,265	47,808
RYANAIR HOLDINGS PLC	20,439	20,479

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEEKAY LNG PARTNERS	30,380	31,442
TEEKAY LNG PARTNERS-FOREIGN	24,175	29,074
CHECK POINT SOFTWARE	13,813	21,887
INFOSYS TECHNOLOGIES LTD	9,664	9,785
INFOSYS TECHNOLOGIES LTD	35,611	38,160
METTLER TOLEDO INTL	19,512	29,517
SAP AKTIENGESSELL	12,221	15,163
TAIWAN SEMICONDUCTOR	17,683	20,933
BAYER A G SPONSORED ADR	16,707	19,693
POTASH CORP OF SASKATCHEWAN	10,439	15,387
PT INDOCEMENT TUNGGAL PRAKA	17,093	20,081
VALE S.A.	58,979	56,552
CHEUNG KONG	19,352	21,061
RENHE COMMERCIAL HOLDINGS	17,732	14,267
CHINA MOBILE	10,052	9,253
VODAFONE GROUP PLC	25,258	44,409
VODAFONE GROUP PLC	11,101	12,692

TY 2010 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		
OTHER INVESTMENTS 7725	AT COST		

TY 2010 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
PTP DISTRIBUTIONS	3,456	3,456	
OTHER INCOME	2,092	2,092	

TY 2010 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	37,102	37,102		

TY 2010 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	2,168	2,168		
FEDERAL EXCISE TAX	2,589			