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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: Berkshire Charitable Foundation

Number and street (or P O box number if mail is not delivered to street address): Foundation Source 501 Silverside Rd

Room/suite: 123

City or town, state, and ZIP code: Wilmington DE 19809-1377

A Employer identification number: 20-1812559

B Telephone number (see instructions): (800) 839-1754

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 ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☒ 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)* ▶ $ 9,879,414

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 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)	50			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,445	1,445		
	4	Dividends and interest from securities	185,783	185,171		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	228,482			
	b	Gross sales price for all assets on line 6a 2,371,214				
	7	Capital gain net income (from Part IV, line 2)		228,067		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	10,961	10,705		
	12	**Total.** Add lines 1 through 11	426,721	425,388		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	48,476	48,476		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,778	155		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	671			671
	22	Printing and publications				
	23	Other expenses (attach schedule)	59,200	14,728		44,160
	24	**Total operating and administrative expenses.** Add lines 13 through 23	115,125	63,359		44,831
	25	Contributions, gifts, grants paid	249,000			249,000
	26	Total expenses and disbursements Add lines 24 and 25	364,125	63,359		293,831
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	62,596			
	b	**Net investment income** (if negative, enter -0-)		362,029		
	c	**Adjusted net income** (if negative, enter -0-)				

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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	826,530	623,108	623,108
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	11,152		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)	1,558,693	1,501,609	1,552,090
	b	Investments—corporate stock (attach schedule)	4,101,282	3,296,324	3,417,157
	c	Investments—corporate bonds (attach schedule)	439,695	593,314	583,728
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,689,649	3,675,242	3,703,331
	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)	9,627,001	9,689,597	9,879,414
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	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			
	29	Retained earnings, accumulated income, endowment, or other funds	9,627,001	9,689,597	
	30	**Total net assets or fund balances** (see instructions)	9,627,001	9,689,597	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,627,001	9,689,597	

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	9,627,001
2	Enter amount from Part I, line 27a	2	62,596
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,689,597
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	9,689,597

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	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
c	NB OFFSHORE DIVERSIFIED ARBITRAGE FUND LTD			
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	2,370,478		2,174,952	195,526
b				31,805
c	736			736
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				195,526
b				31,805
c				736
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	228,067
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	152,949	9,754,431	0 015680
2009	354,279	8,246,609	0 042961
2008	600,928	10,465,630	0 057419
2007	561,952	11,427,378	0 049176
2006	593,245	10,967,826	0 054090

2	**Total** of line 1, column (d)	2	0 219326
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 043865
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,412,982
5	Multiply line 4 by line 3	5	412,900
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,620
7	Add lines 5 and 6	7	416,520
8	Enter qualifying distributions from Part XII, line 4	8	293,831

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	7,241
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	7,241
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	7,241
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,334		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,652		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,986
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	745
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 745 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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*	3		X
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

			Yes	No
16	At any time during calendar year 2011, 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		X
	See 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? ☐ 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	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 ▶ 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 2011 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 2011)*	3b	N/A	
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 2011?	4b		X

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 instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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

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** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			

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 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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	6,146,953
b	Average of monthly cash balances			1b	675,398
c	Fair market value of all other assets (see instructions)			1c	2,733,976
d	**Total** (add lines 1a, b, and c)			1d	9,556,327
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	9,556,327
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	143,345
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	9,412,982
6	**Minimum investment return.** Enter 5% of line 5			6	470,649

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

1	Minimum investment return from Part X, line 6			1	470,649
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,241		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	7,241
3	Distributable amount before adjustments Subtract line 2c from line 1			3	463,408
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	463,408
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	463,408

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	293,831
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	293,831
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	293,831

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

Part XIII Undistributed Income (see instructions)

				(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1		Distributable amount for 2011 from Part XI, line 7 .					463,408
2		Undistributed income, if any, as of the end of 2011					
	a	Enter amount for 2010 only				291,626	
	b	Total for prior years 20____, 20____, 20____			0		
3		Excess distributions carryover, if any, to 2011					
	a	From 2006	0				
	b	From 2007 .	0				
	c	From 2008	0				
	d	From 2009	0				
	e	From 2010	0				
	f	**Total** of lines 3a through e		0			
4		Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 293,831					
	a	Applied to 2010, but not more than line 2a				291,626	
	b	Applied to undistributed income of prior years (Election required—see instructions)			0		
	c	Treated as distributions out of corpus (Election required—see instructions)					
	d	Applied to 2011 distributable amount					2,205
	e	Remaining amount distributed out of corpus		0			
5		Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6		**Enter the net total of each column as indicated below:**					
	a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
	b	Prior years' undistributed income Subtract line 4b from line 2b			0		
	c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed .					
	d	Subtract line 6c from line 6b Taxable amount—see instructions			0		
	e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0	
	f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					461,203
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8		Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9		**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0			
10		Analysis of line 9					
	a	Excess from 2007	0				
	b	Excess from 2008	0				
	c	Excess from 2009	0				
	d	Excess from 2010	0				
	e	Excess from 2011	0				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed .	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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 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*				
BERKS WOMEN IN CRISIS 50 N 4TH ST STE 101 READING PA 19601	N/A	509(a)(1)	General & Unrestricted	50,000
BRADLEY FREE CLINIC OF ROANOKE VALLEY 1240 3RD ST SW ROANOKE VA 24016	N/A	509(a)(1)	General & Unrestricted	15,000
CHARLOTTE CENTER FOR URBAN MINISTRY INC 945 N COLLEGE ST CHARLOTTE NC 28206	N/A	509(a)(1)	General & Unrestricted	5,000
EASY DOES IT INC 1300 HILLTOP RD LEESPORT PA 19533	N/A	509(a)(1)	General & Unrestricted	5,000
FNDTN FOR THE READING PUBLIC MUSEUM 500 MUSEUM RD READING PA 19611	N/A	509(a)(1)	General & Unrestricted	5,000
GOGGLE WORKS 201 WASHINGTON ST READING PA 19601	N/A	509(a)(1)	General & Unrestricted	10,000
HISTORIC PRSRVTN TRST OF BERKS CNTY PA PO BOX 245 DOUGLASSVILLE PA 19518	N/A	509(a)(1)	General & Unrestricted	5,000
HISTORICAL SOCIETY OF BERKS COUNTY 940 CENTRE AVE READING PA 19601	N/A	509(a)(2)	General & Unrestricted	14,000
OLIVET BYS & GRLS CLB OF RDG & BERKS CNTY 1161 PERSHING BLVD READING PA 19611	N/A	509(a)(1)	General & Unrestricted	5,000
OPPORTUNITY HOUSE 430 N 2ND ST READING PA 19601	N/A	509(a)(1)	General & Unrestricted	10,000
PENNSYLVANIA STATE UNIVERSITY - BERKS P O BOX 7009 READING PA 19610	N/A	509(a)(1)	Perkins Plaza Project	25,000
Total See Attached Statement			▶ 3a	249,000
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See 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	1,445	
4 Dividends and interest from securities			14	185,783	
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	525990	414	18	229,335	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Pass-Through Income	525990	254	14	10,707	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		668		427,270	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 427,938

(See worksheet in line 13 instructions 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 instructions)

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

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

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) is based on all information of which preparer has any knowledge

▶ 10/30/12 ▶ Treasurer/ EVP/COO Cann Foundation

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	10/22/2012		P01345770

Firm's name ▶ Foundation Source

Firm's EIN ▶ 51-0398347

Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824

Phone no (800) 839-1754

Berkshire Charitable Foundation
EIN: 20-1812559
Taxable Year Ending December 31, 2011

Attachment to 2011 Form 8621, Return by a Shareholder of a PFIC or QEF

During this tax year, Berkshire Charitable Foundation (the "Foundation") recognized capital gain on cash distributions received in excess of its basis (not treated as unrelated business income) in NB Offshore Diversified Arbitrage Fund, Ltd., (the "PFIC") in the amount of $736. That amount is reported as capital gain subject to §4940 excise tax in the Foundation's Form 990-PF. Treasury Regulations §1.1291-1(e) provides that if a PFIC shareholder is a tax-exempt organization, the tax and interest charge imposed under §1291 of the Internal Revenue Code and the regulations thereunder will only apply to the shareholder if income from the PFIC would be taxable to the shareholder under Subchapter F of the Code. Therefore this Form 8621 is filed due to the instructions which indicate that a U.S. person that is a direct or indirect shareholder of a PFIC must file Form 8621 for each tax year in which that U.S. person receives a certain direct or indirect distribution from the PFIC or recognizes capital gain on a partial or complete disposition of its interest in a PFIC, not to calculate and pay tax and interest charges assessed under §1291.

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

	Gross Sales	Cost Basis	Net Gain or Loss
TOTAL:	0	0	414

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec.	Net Gain or Loss
1	Pass-Through K-1 Capital Gain UBI						414
2							
3							
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part I, Line 11 - Other Income

	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	TOTAL:	10,961	10,705	0
1	LAZARD LTD K-1 Pass-Through Share of Income/(Loss)	80	80	0
2	NB CROSSROADS FUND XVII - ASSET ALLOCATION, LP K-1 Pass-Through Share of Income/(Loss)	3,591	3,591	0
3	NB CROSSROADS FUND XVIII - ASSET ALLOCATION, LP K-1 Pass-Through Share of Income/(Loss)	7,290	7,034	0
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16c - Other Professional Fees

		TOTAL:	48,476	48,476	0	0

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	48,476	48,476	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	6,778	155	0	0
1	Estimated Tax for 2011	3,500	0	0	0
2	Foreign Tax Paid	155	155	0	0
3	IRS Excise Tax Payment with 2nd ext 2010 990-PF	3,123	0	0	0
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	59,200	14,728	0	44,160
	Description				
1	Administrative Fees	44,135	0	0	44,135
2	Bank Charges	739	739	0	0
3	LAZARD LTD K-1 Pass-Through Share of Expenses	1	1	0	0
4	NB CROSSROADS FUND XVII - ASSET ALLOCATION, LP K-1 Pass-Through Share of Expenses	6,473	6,466	0	0
5	NB CROSSROADS FUND XVIII - ASSET ALLOCATION, LP K-1 Pass-Through Share of Expenses	7,827	7,522	0	0
6	State or Local Filing Fees	25	0	0	25
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

	TOTAL:	1,501,609	1,552,090
	Description	Book Value End of Year	FMV End of Year
1	DISTRICT COLUMBIA SAVRS 6.22% 08/01/2038 (254839J79)	100,000	100,000
2	FHLMC - 4 500% - 07/15/2013 (3134A4TZ7)	76,660	74,332
3	FHLMC A97040 - 4.000% - 02/01/2041 (312945ZD3)	100,947	100,757
4	FNMA - 1.000% - 04/04/2012 (31398AH542)	60,442	60,142
5	FNMA - 4 000% -12/01/2040 - POOL #MA0583 (31417YUH8)	42,283	44,870
6	FNMA - 4 500% - 02/01/2041 - POOL #AH5583 (3138A7FZ6)	37,587	37,838
7	FNMA - 4.500% - 05/01/2024 - POOL #931195 (31412PRQ62)	42,831	42,749
8	FNMA - 4 500% - 09/01/2040 - POOL #AE3049 (31419DL741)	117,311	118,959
9	FNMA - 4.500% - 12/01/2039 - POOL PAC8512 (31417VN66)	20,018	19,723
10	FNMA - 5.000% - 11/01/2033 - POOL #725027 (31402CPL09)	75,965	74,506
11	FNMA - 5 375% - 07/15/2016 (31359MS61)	53,036	53,647
12	FNMA - 5.500% - 02/01/2023 - POOL #995431 (31416BY447)	18,474	18,332
13	FNMA - 5 500% - 02/01/2037 - POOL #888129 (31410FVW21)	22,764	22,760
14	FNMA - 5.500% - 04/01/2036 - POOL #745418 (31403DDX49)	100,368	101,154
15	FNMA - 5 500% - 05/01/2037 - POOL #190379 (31368HM426)	51,830	51,755
16	FNMA - 6 000% - 05/01/2038 - POOL #889579 (31410KJY10)	57,733	57,971
17	FNMA POOL #AH0969-3 50%-12/01/2025 (3138A2CF4)	75,782	73,145
18	FNMA POOL AI4815 - 4 500% - 06/01/2041 (3138AJK50)	19,009	19,201
19	US TIPS - 2.375% - 01/15/2025 (912810FR4)	20,379	22,920
20	US TREAS - 0 875% - 11/30/2016 (912828RU6)	41,879	42,146
21	US TREAS - 2 625% - 08/15/2020 (912828NT32)	44,330	48,533
22	US TREAS - 3 500% - 05/15/2020 (912828ND89)	37,235	40,269
23	US TREAS BILL - 4.500% - 05/15/2038 (912810PX0)	58,347	72,480
24	US TREAS BOND - 4.375% - 05/15/2040 (912810QH41)	25,854	32,474
25	US TREAS BOND - 4 750% - 02/15/2037 (912810PT97)	22,133	27,166
26	US TREAS NOTE - 1.875% - 09/30/2017 (912828PA23)	73,661	78,413
27	US TREAS NOTE - 3.125% - 05/15/2019 (912828KQ2)	65,521	72,871
28	US TREAS NOTE - 6 250% - 08/15/2023 (912810EQ7)	39,230	42,977

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	3,296,324	3,417,157
	Description	Shares	Book Value End of Year	FMV End of Year
1	3M CO (MMM)	550	45,687	44,951
2	ABBOTT LABS (ABT)	285	14,091	16,026
3	ACCENTURE PLC (ACN)	600	26,099	31,938
4	ALEXION PHARMACEUTICALS, INC (ALXN)	346	11,971	24,739
5	ALLERGAN INC (AGN)	225	14,148	19,742
6	ALLIANZ SE ADR (AZSEY PK)	876	9,104	8,296
7	ALSTOM (ALSMY PK)	1,906	7,833	5,623
8	ALTRIA GROUP INC (MO)	753	17,256	22,326
9	ALUMINA LTD ADS (AWC)	1,061	9,960	4,891
10	AMAZON COM (AMZN)	187	25,410	32,370
11	AMERICAN EXPRESS CO (AXP)	530	21,580	25,000
12	AMERISOURCEBERGEN CORP (ABC)	800	22,656	29,752
13	ANGLOGOLD LTD (AU)	339	9,439	14,391
14	APPLE INC. (AAPL)	111	23,383	44,954
15	ASML HOLDING NV NY REG SHS (ASML)	410	13,373	17,134
16	ASTRAZENECA (AZN)	769	36,625	35,597
17	AT&T CORP COM (T)	828	24,560	25,039
18	AUTOMATIC DATA PROCESSING INC. (ADP)	515	22,159	27,815
19	AXIS CAPITAL HOLDINGS LTD (AXS)	307	9,052	9,812
20	BANK NEW YORK MELLON CORP COM (BK)	1,645	44,455	32,752
21	BARRICK GOLD CORP COM (ABX)	448	17,656	20,272
22	BCE INC (BCE)	496	12,174	20,668
23	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	450	30,338	34,335
24	BRISTOL-MYERS SQUIBB CO (BMY)	661	16,717	23,294
25	C H ROBINSON WORLDWIDE INC (CHRW)	147	10,453	10,258
26	CAMECO CORPORATION (CCJ)	951	24,255	17,166
27	CARREFOUR S.A. (CRRFY PK)	2,731	19,998	12,235
28	CENTRAIS ELECTRICAS BRASIL BRASILEIRAS (EBR)	698	9,626	6,778
29	CENTURY TEL INC (CTL)	456	15,931	16,963
30	CHARLES SCHWAB CORP (SCHW)	995	16,624	11,204
31	CHEVRON CORP (CVX)	55	4,096	5,852
32	CINCINNATI FINANCIAL CORP (CINF)	180	4,769	5,483
33	CINTAS CRP (CTAS)	690	17,677	24,019
34	COACH INC (COH)	213	13,016	13,002
35	COCA-COLA CO (KO)	88	4,899	6,157
36	COMERICA INC (CMA)	1,070	33,158	27,606
37	CONOCOPHILLIPS (COP)	243	12,151	17,707
38	CONSOLIDATED EDISON INC (ED)	172	7,597	10,669
39	COVIDIEN LTD (COV)	575	27,517	25,881
40	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY PK)	1,616	25,656	15,287
41	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 (DSNKY PK)	365	6,889	7,139

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	3,296,324	3,417,157
	Description	Shares	Book Value End of Year	FMV End of Year
42	DEVON ENERGY CORPORATION (DVN)	535	34,594	33,170
43	DIAGEO PLC ADS (DEO)	330	22,856	28,849
44	DOMINION RESOURCES INC (D)	282	10,780	14,969
45	DUKE ENERGY CO (DUK)	914	16,157	20,108
46	EAST JAPAN RAILWAY C (EJPRY PK)	624	7,232	6,521
47	ELECTRICITE FR UNSP/ADR (ECIFY PK)	1,840	15,181	8,850
48	ELI LILLY & CO (LLY)	497	17,225	20,655
49	F5 NETWORKS, INC (FFIV)	193	20,518	20,481
50	FINMECCANICA ADR (FINMY PK)	3,352	15,445	5,967
51	FMC TECHS INC COM (FTI)	364	10,634	19,012
52	FUJIFILM HOLDINGS (FUJIY.PK)	402	14,343	9,351
53	GLAXOSMITHKLINE PLC (GSK)	1,578	65,976	72,003
54	GOLD FIELDS LTD ADS (GFI)	794	10,373	12,109
55	GOOGLE INC CL A (GOOG)	58	35,519	37,462
56	GRAINGER W W INC. (GWW)	102	10,276	19,093
57	H.J. HEINZ COMPANY (HNZ)	437	19,712	23,615
58	HACHIJUNI BANK LTD ADR (HACBY.PK)	119	7,312	6,759
59	HARBOR HIGH YIELD BD FD INVESTOR CLASS (HYFIX)	10,373	110,311	109,957
60	HEALTH CARE PPTY INVS INC (HCP)	196	7,390	8,120
61	HEALTH CARE REIT INC (HCN)	179	7,686	9,761
62	HOME RETAIL GRP PLC ADR (HMRTY PK)	800	8,828	4,128
63	ILLINOIS TOOL WORKS (ITW)	565	26,262	26,391
64	ILLUMINA INC COM (ILMN)	428	14,685	13,045
65	INGERSOL-RAND PLC (IR)	580	26,016	17,673
66	INTERCNTNTLEXCHANGE (ICE)	132	14,891	15,913
67	INTUITIVE SURGICAL, INC. (ISRG)	48	14,698	22,224
68	JOHNSON & JOHNSON (JNJ)	251	15,118	16,461
69	KIMBERLY CLARK CORP (KMB)	789	49,850	58,038
70	KINROSS GOLD CORP (KGC)	1,077	17,680	12,278
71	KOREA ELECTRIC PW CP (KEP)	925	14,293	10,157
72	LAS VEGAS SANDS CORP (LVS)	356	5,630	15,212
73	LORILLARD INC COMMON STOCK (LO)	60	4,665	6,840
74	MARINE HARVEST ASA (MNHVY)	578	6,101	4,919
75	MCDONALD'S CORP (MCD)	146	9,211	14,648
76	MICROSOFT CORPORATION (MSFT)	935	26,242	24,273
77	MONSANTO CO (MON)	220	13,177	15,415
78	MS&AD INS GROUP ADR (MSADY PK)	1,601	22,453	14,553
79	NATIONAL GRID TRANSCO PLC (NGG)	373	17,943	18,083
80	NATL OILWELL VARCO (NOV)	257	11,435	17,473
81	NESTLE S A. (NSRGY.PK)	580	28,094	33,472
82	NETFLIX INC (NFLX)	79	16,054	5,474

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	3,296,324	3,417,157
83	NEWCREST MINING LTD-SPON ADR (NCMGY.PK)	454	12,442	13,761
84	NEXEN INC (NXY)	923	18,201	14,685
85	NIKE INC-CL B (NKE)	215	14,078	20,720
86	NINTENDO CO LTD ADR OTC (NTDOY PK)	511	14,264	8,656
87	NIPPON TELEPHONE ADR (NTT)	854	17,854	21,632
88	NOKIA (NOK)	2,043	21,971	9,847
89	OAO GAZPROM SPONS GDR (OGZPY PK)	1,192	12,480	12,732
90	OMNICOM GROUP (OMC)	685	29,683	30,537
91	OPEN SOLUTIONS INC (OPEN)	93	9,409	3,639
92	PANASONIC CORP (PC)	874	13,252	7,333
93	PEPSICO INC (PEP)	93	5,785	6,171
94	PHILIP MORRIS INTL (PM)	297	14,677	23,309
95	POLYUS GOLD INTL LTD GDR LEVEL 1 (PLZLY.PK)	1,834	6,646	5,410
96	PPL CORPORATION (PPL)	464	12,793	13,651
97	PRAXAIR INC (PX)	153	13,799	16,356
98	PRICELINE COM INCORPORATED (PCLN)	35	16,960	16,370
99	PROCTER GAMBLE CO (PG)	151	8,190	10,073
100	PT TELEKOM IND TBK ADR (TLK)	217	7,325	6,671
101	QUALCOMM INC (QCOM)	564	23,717	30,851
102	REGENERON PHARMACEUTICALS, INC (REGN)	104	5,965	5,765
103	REYNOLDS AMERN INC (RAI)	441	10,833	18,266
104	ROHM CO LTD UNSP ADR (ROHCY.PK)	344	9,958	7,926
105	ROYAL DUTCH SHEL PLC SPONS ADR B (RDS-B)	343	18,399	26,071
106	SALESFORCE.COM (CRM)	317	23,485	32,163
107	SANOFI-AVENTIS SPONSORED ADR (SNY)	499	17,943	18,233
108	SCHLUMBERGER LTD (SLB)	567	35,161	38,732
109	SEKISUI HOUSE LTD (SKHSY.PK)	1,070	9,921	9,320
110	SEVEN & I HOLDINGS C (SVNDY PK)	208	9,288	11,492
111	SHISEIDO CO LTD (SSDOY.PK)	803	13,932	14,558
112	SIEMENS A G ADR (SI)	94	7,300	8,987
113	SK TELECOM ADS ADS (SKM)	1,093	17,831	14,876
114	SOCIETE GENERALE FRANCE (SCGLY.PK)	585	5,838	2,551
115	SOUTHERN CO (SO)	555	18,469	25,691
116	SOUTHWESTERN ENERGY (SWN)	366	13,030	11,690
117	STAPLES INC. (SPLS)	2,405	48,816	33,405
118	STARBUCKS CORP COM (SBUX)	498	13,165	22,913
119	SUMITOMO MITSUI TR HOLDINGS SPON ADR (SUTNY PK)	2,342	7,440	6,651
120	SWISSCOM AG S/ADR (SCMWY PK)	296	10,062	11,224
121	SYSCO CORP (SYY)	1,445	40,816	42,382
122	TALISMAN ENERGY INC (TLM)	455	6,145	5,801
123	TE CONNECTIVITY LTD (TEL)	970	24,845	29,886

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	3,296,324	3,417,157
	Description	Shares	Book Value End of Year	FMV End of Year
124	TELECOM ITALIA SPA (TI-A)	1,297	18,289	11,543
125	TELEFONICA S A ADR (TEF)	773	19,262	13,288
126	TEMPLETON GLOBAL BD (TGBAX)	21,914	297,665	271,077
127	TIME WARNER INC (TWX)	870	26,253	31,442
128	TNT EXPRESS (TNTEY.PK)	1,140	10,615	8,390
129	TOTAL FINA ELF S A (TOT)	353	19,354	18,042
130	TOYOTA MTR CORP (TM)	142	10,032	9,390
131	TRANSOCEAN LTD (RIG)	140	6,240	5,375
132	UBS AG (UBS)	644	12,984	7,619
133	UNILEVER PLC AMER (UL)	394	10,214	13,207
134	UNITED PARCEL SERVICE (UPS)	515	30,644	37,693
135	VANGUARD INTERMEDIATE TERM INVESTMENT GRD FD ADM (VFIDX)	25,740	251,760	257,146
136	VANGUARD SF REIT ETF (VNQ)	3,400	198,551	197,199
137	VERIZON COMMUNICATIONS (VZ)	603	18,712	24,192
138	VISA INC (V)	477	38,369	48,429
139	VODAFONE GROUP PLC (VOD)	1,384	30,394	38,794
140	WACOAL CORP ADR (WACLY PK)	193	11,566	12,669
141	WAL-MART STORES INC. (WMT)	705	38,086	42,131
142	WILLIS GROUP HOLDINGS LTD (WSH)	570	23,927	22,116
143	WINDSTREAM CORP (WIN)	490	5,760	5,753
144	WOLTERS KLUWER S/ADR (WTKWY PK)	705	12,595	12,070

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:	593,314	583,728
	Description	Shares	Book Value End of Year	FMV End of Year
1	ANHEUSER BUSCH INBEV WORLDWIDE-3 00%-10/15/2012 (03523TAL26)	10,000	10,355	10,000
2	AT&T INC NOTE CALL-5 10%-09/15/2014 (78387GAP81)	20,000	22,131	22,035
3	BARRICK GOLD CORP NT - 2 900% - 05/30/2016 (067901AF5)	20,000	20,477	20,527
4	CAPITAL ONE FINL CORP - 4 750% - 07/15/2021 (14040HAY1)	20,000	20,551	20,562
5	CISCO SYSTEMS INC-5 500%-02/22/2016 (17275RAC60)	40,000	46,553	46,549
6	CITIGROUP INC SR NT - 4 500% - 01/14/2022 (172967FT3)	21,000	19,609	20,267
7	CITIGROUP INC-3.953%-06/15/2016 (172967FS5)	20,000	20,511	19,931
8	COMCAST CORP SER MAKE WHOLE-5.85%-11/15/2015 (20030NAJ00)	20,000	22,993	22,863
9	CONOCOPHILLIPS GTD-4 60%-01/15/2015 (20825CAT18)	20,000	22,185	22,125
10	CREDIT SUISSE FIRST BOSTON NT-6 50%-01/15/2012 (22541LAC72)	20,000	21,254	20,026
11	DIRECTV HLDGS LLC / DIRECTV - 3 500% - 03/01/2016 (25459HAY1)	20,000	21,002	20,618
12	EKSPORTFINANS MTN BENT-3.00%-11/17/2014 (28264QR638)	20,000	20,986	17,800
13	GENERAL ELEC CAP CORP - 2.950% - 05/09/2016 (36962G5C4)	20,000	20,284	20,526
14	GOLDMAN SACHS GROUP INC - 5 250% - 07/27/2021 (38141GGQ1)	21,000	21,081	20,595
15	GOLDMAN SACHS GROUP INC-5.15%-01/15/2014 (38143UAB70)	20,000	21,625	20,595
16	JPMORGAN CHASE & CO SUB NT-5 1250%-09/15/2014 (46625HBV15)	45,000	48,372	47,444
17	ONTARIO(PROVINCE)BOND-2.6250%-01/20/2012 (683234B319)	20,000	20,475	20,019
18	ORACLE CORP / OZARK HLDG INC-5.25%-01/15/2016 (68402LAC81)	15,000	17,184	17,277
19	PEPSICO INC SR NT-4 65%-02/15/2013 (713448BG25)	20,000	21,644	20,934
20	PFIZER INC NOTE CALL-05 35%-03/15/201 (717081DA89)	25,000	28,616	28,403
21	SHELL INTL.FIN BV BOND CALL-04.00%-03/21/14 (822582AF97)	20,000	21,569	21,417
22	TARGET CORP NT-5 875%-03/01/2012 (87612EAH99)	20,000	21,298	20,154
23	TIME WARNER CABLE INC NOTE 4 125% 02/15/2021 (88732JAX6)	41,000	41,655	41,293
24	VERIZON COMMUNICATIONS 4.6% 04/01/2021 CALL (92343VAX2)	37,000	40,904	41,768

Form 990-PF, Part II, Line 13 - Investments - Other

	Asset Description	Book Value End of Year	FMV End of Year
	TOTAL:	3,675,242	3,703,331
1	ALTERNATIVE FOCUS SABA CAPITAL OFSHORE LTD	250,000	250,000
2	ALTERNATIVEFOCUS BREVAN HOWARD LTD	250,000	271,783
3	ALTERNATIVEFOCUS HALCYON LTD	300,000	286,347
4	BWAS - INTERNATIONAL GROWTH EQUITY LTD	766,820	585,927
5	BWAS - STRATEGIC COMMODITIES FUND LTD	450,000	495,772
6	BWAS-LOCAL CURRENCY EMERGING MARKETS LTD	240,398	233,184
7	ESG CROSS BORDER OFFSHORE FUND LTD LI	400,000	400,000
8	NB CROSSROADS FUND XVII - ASSET ALLOCATION, LP	154,832	197,313
9	NB CROSSROADS FUND XVIII - ASSET ALLOCATION, LP	230,084	246,656
10	NB OFFSHORE DIVERSIFIED ARBITRAGE FUND II LTD	258,108	358,734
11	NB OFFSHORE DIVERSIFIED ARBITRAGE FUND LTD	0	2,615
12	SHANNON RIVER PARTNERS LTD D U	375,000	375,000

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

TOTAL: 0 0 0

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	Jeffrey W Bowman	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Trustee / Member	1	0	0	0
2	Andrew Rothermel	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee / Treasurer	1	0	0	0
3	Elizabeth B Rothermel	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Trustee / Member	1	0	0	0
4	Helene B Shumate	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee / Member / Secretary	1	0	0	0
5	Jonathan Shumate	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
READING HOSPITAL & MEDICAL CENTER	PO BOX 16052	READING	PA	19612		N/A	509(a)(1)	The Friends of the Reading Hospital Program	5,000
UNITED WAY OF BERKS COUNTY	PO BOX 702	READING	PA	19603		N/A	509(a)(1)	General & Unrestricted	10,000
WELLS COLLEGE	RTE 90	AURORA	NY	13026		N/A	509(a)(1)	General & Unrestricted	40,000
WEST READING MAIN STREET FOUNDATION	500 CHESTNUT ST	WEST READING	PA	19611		N/A	509(a)(1)	General & Unrestricted	25,000
WYOMISSING PUBLIC LIBRARY	9 READING BLVD	WYOMISSING	PA	19610		N/A	509(a)(1)	General & Unrestricted	10,000
YOCUM INSTITUTE FOR ARTS EDUCATION INC	1100 BELMONT AVE	WYOMISSING	PA	19610		N/A	509(a)(2)	General & Unrestricted	10,000