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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BERLIN FAMILY FUND C/O ARNOLD M. BERLIN		A Employer identification number 36-6057143
Number and street (or P.O. box number if mail is not delivered to street address) 715 PROSPECT AVENUE	Room/suite	B Telephone number 1-847-446-5994
City or town, state, and ZIP code WINNETKA, IL 60093		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. 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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,021,253.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9.	9.		
4 Dividends and interest from securities		60,076.	60,076.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,428.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			3,428.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		130.	130.		STATEMENT 2
12 Total. Add lines 1 through 11		63,643.	63,643.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		5,100.	2,100.		3,000.
c Other professional fees STMT 4		9,931.	9,931.		0.
17 Interest					
18 Taxes STMT 5		968.	968.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		2,974.	2,949.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		18,973.	15,948.		3,025.
25 Contributions, gifts, grants paid		103,656.			103,656.
26 Total expenses and disbursements. Add lines 24 and 25		122,629.	15,948.		106,681.
27 Subtract line 26 from line 12.		<58,986.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			47,695.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		36,568.	154,463.	154,463.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 7		853,144.	777,324.	1,434,156.
	c	Investments - corporate bonds STMT 8		512,161.	408,661.	432,634.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,401,873.	1,340,448.	2,021,253.	
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				
	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		1,401,873.	1,340,448.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		1,401,873.	1,340,448.		
31	Total liabilities and net assets/fund balances		1,401,873.	1,340,448.		

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	1,401,873.
2	Enter amount from Part I, line 27a	2	<58,986.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,342,887.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	5	2,439.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,340,448.

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 NORTHERN TRUST #1995 - SEE STATEMENT	P	VARIOUS	VARIOUS
b NORTHERN TRUST #1995 - CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			3,256.
b			
c			172.
d			
e			

(i) FMV 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			3,256.
b			
c			172.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,428.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	113,130.	1,970,566.	.057410
2009	93,920.	1,785,748.	.052594
2008	108,306.	2,574,921.	.042062
2007	140,745.	2,956,757.	.047601
2006	128,652.	2,681,676.	.047974

2 Total of line 1, column (d)	2	.247641
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	.049528
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,133,087.
5 Multiply line 4 by line 3	5	105,648.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	477.
7 Add lines 5 and 6	7	106,125.
8 Enter qualifying distributions from Part XII, line 4	8	106,681.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	477.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	477.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	477.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	1,794.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	1,794.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,317.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL		
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ ARNOLD M. BERLIN Telephone no ▶ 847-446-5994 Located at ▶ 715 PROSPECT AVENUE, WINNETKA, IL ZIP+4 ▶ 60093			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐	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 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 ▶		
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) N/A	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. ▶		
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.) N/A	3b	
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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

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

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

7b

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

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.

(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
ARNOLD M. BERLIN WINNETKA, ILLINOIS 60093	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ANN R. BERLIN WINNETKA, ILLINOIS 60093	SECRETARY/DIRECTOR 0.00	0.	0.	0.
A. MARK BERLIN JR. WAYZATA, MINNESOTA 55391	DIRECTOR 0.00	0.	0.	0.
* ALL OFFICERS ARE PART-TIME	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services	0
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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 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	2,056,203.
b	Average of monthly cash balances	1b	109,368.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,165,571.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,165,571.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,484.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,133,087.
6	Minimum investment return. Enter 5% of line 5	6	106,654.

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	106,654.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	477.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	477.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,177.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106,177.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	106,177.

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	106,681.
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	
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	106,681.
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	5	477.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,204.

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				106,177.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				16,299.
f Total of lines 3a through e	16,299.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 106,681.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				106,177.
e Remaining amount distributed out of corpus	504.			
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	16,803.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	16,803.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	16,299.			
e Excess from 2011	504.			

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)

- 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

[illegible]

- 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

- 3** Complete 3a, b, or c for the alternative test relied upon

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

ARNOLD M. BERLIN

- 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:

N/A

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

N/A

- c Any submission deadlines**

N/A

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

N/A

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE		UNRESTRICTED	103,656.
Total			3a	103,656.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	60,076.	
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			14	130.	
8 Gain or (loss) from sales of assets other than inventory			18	3,428.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		63,643.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	63,643.

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

[illegible]

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	
	N/A	
	N/A	
	N/A	

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.

Sign Here		<u>13/16/12</u>	
	Signature of officer or trustee	Date	Title PRESIDENT

May the IRS discuss this return with the preparer shown below (see Instr. 7)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	STEVEN HUEFFNER		3/16/12		P01087725
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 111 SOUTH WACKER DRIVE CHICAGO, IL 60606			Phone no (312) 486-1000	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST #1995	60,076.	0.	60,076.
TOTAL TO FM 990-PF, PART I, LN 4	60,076.	0.	60,076.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	130.	130.	
TOTAL TO FORM 990-PF, PART I, LINE 11	130.	130.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	5,100.	2,100.		3,000.
TO FORM 990-PF, PG 1, LN 16B	5,100.	2,100.		3,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,931.	9,931.		0.
TO FORM 990-PF, PG 1, LN 16C	9,931.	9,931.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	968.	968.			0.
TO FORM 990-PF, PG 1, LN 18	968.	968.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
IL FILING FEE	25.	0.			25.
ACCOUNT MANAGEMENT FEES	2,949.	2,949.			0.
TO FORM 990-PF, PG 1, LN 23	2,974.	2,949.			25.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED	777,324.	1,434,156.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	777,324.	1,434,156.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED	408,661.	432,634.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	408,661.	432,634.		

Account Statement

December 1, 2011 - December 31, 2011

Account
BERLIN FAMILY FUND 01995

Portfolio Details

EIN: 36-6057143

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBOTT LABORATORIES, COMMON STOCK, NO PAR (ABT)	\$56.230	1,800.00	\$101,214.00	\$22,791.58	\$78,422.42		\$3,456.00	3.4%	7.1%
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR (AXP)	47.170	400.00	18,868.00	18,476.52	391.48		288.00	1.5%	1.3%
BAXTER INTL INC COMMON STOCK (BAX)	49.480	1,800.00	89,064.00	8,474.05	80,589.95	603.00	2,412.00	2.7%	6.2%
BERKSHIRE HATHAWAY INC-CL B (BRK/B)	76.300	600.00	45,780.00	35,772.00	10,008.00				3.2%
CONOCOPHILLIPS COM (COP)	72.870	200.00	14,574.00	9,648.44	4,925.56		528.00	3.6%	1.0%
EXXON MOBIL CORP COM (XOM)	84.760	100.00	8,476.00	6,930.50	1,545.50		188.00	2.2%	0.6%
JOHNSON & JOHNSON COM USD1 (JNJ)	65.580	600.00	39,348.00	33,126.00	6,222.00		1,368.00	3.5%	2.7%
MERCK & CO INC NEW COM (MRK)	37.700	1,600.00	60,320.00	30,319.75	30,000.25	672.00	2,432.00	4.0%	4.2%
SCHLUMBERGER LTD COM COM (SLB)	68.310	500.00	34,155.00	28,890.17	5,264.83	125.00	500.00	1.5%	2.4%
SPECTRA ENERGY CORP COM STK (SE)	30.750	1,000.00	30,750.00	15,254.80	15,495.20		1,120.00	3.6%	2.1%
UNION PAC CORP COM (UNP)	105.940	400.00	42,376.00	9,045.22	33,330.78	240.00	960.00	2.3%	3.0%
US BANCORP (USB)	27.050	1,700.00	45,985.00	46,597.51	(612.51)	212.50	850.00	1.8%	3.2%
WILLIAMS COMPANY INC COMMON STOCK \$1 PAR (WMB)	33.020	1,000.00	33,020.00	19,831.41	13,188.59		1,000.00	3.0%	2.3%
Total Large Cap			\$563,930.00	\$285,157.95	\$278,772.05	\$1,852.50	\$15,102.00	2.7%	39.3%

Continued on next page.

Account Statement

December 1, 2011 - December 31, 2011

Account
BERLIN FAMILY FUND

Portfolio Details (continued)

EIN: 36-6057143

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
AXIS CAPITAL HOLDINGS LTD COM USD0.0125 (AXS)	\$31.960	2,500.00	\$79,900.00	\$69,099.31	\$10,800.69	\$600.00	\$2,400.00	3.0%	5.6%
LABORATORY CORP AMER HLDGS COM NEW COM NEW (LH)	85.970	700.00	60,179.00	27,079.85	33,099.15				4.2%
LEUCADIA NATIONAL CORP. COMMON STOCK \$1 PAR (LUK)	22.740	4,600.00	104,604.00	31,908.67	72,695.33		1,150.00	1.1%	7.3%
M & T BK CORP COMMON STOCK (MTB)	76.340	600.00	45,804.00	2,422.50	43,381.50		1,680.00	3.7%	3.2%
MOLEX INC CL A (MOLXA)	19.780	1,800.00	35,604.00	7,494.93	28,109.07	360.00	1,440.00	4.0%	2.5%
NOBLE CORPORATION (SWITZERLAND) COM USD0.10 (NE)	30.220	400.00	12,088.00	11,931.88	156.12		227.22	1.9%	0.8%
RENAISSANCE RE HLDGS LTD COMMON STOCK (RNR)	74.370	400.00	29,748.00	21,190.96	8,557.04		416.00	1.4%	2.1%
ROPER INDS INC NEW COM (ROP)	86.870	1,000.00	86,870.00	5,733.75	81,136.25		550.00	0.6%	6.1%
WATERS CORP COM (WAT)	74.050	500.00	37,025.00	20,174.80	16,850.20				2.6%
Total Mid Cap			\$491,822.00	\$197,036.65	\$294,785.35	\$960.00	\$7,863.22	1.6%	34.3%
Equity Securities - Small Cap									
ENSTAR GROUP LIMITED COM (ESGR)	\$98.200	1,000.00	\$98,200.00	\$70,072.22	\$28,127.78				6.8%
Total Small Cap			\$98,200.00	\$70,072.22	\$28,127.78				6.8%

Continued on next page.

December 1, 2011 - December 31, 2011

Account Statement

December 1, 2011 - December 31, 2011

Portfolio Details (continued)

FIN: 36-6057143

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Developed									
ANHEUSER BUSCH INBEV SA/NV SPONSOREDADR (BUD)	\$60.990	800.00	\$48,792.00	\$43,865.20	\$4,926.80		\$776.00	1.6%	3.4%
Total Belgium - USD			\$48,792.00	\$43,865.20	\$4,926.80		\$776.00	1.6%	3.4%
BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A (BAM)	27.480	1,000.00	27,480.00	17,748.00	9,732.00		520.00	1.9%	1.9%
CENOVUS ENERGY INC COM (CVE)	33.200	2,400.00	79,680.00	43,090.41	36,589.59		1,910.40	2.4%	5.6%
ENCANA CORP COM NPV (ECA)	18.530	700.00	12,971.00	5,988.13	6,982.87		560.00	4.3%	0.9%
Total Canada - USD			\$120,131.00	\$65,826.54	\$53,304.46		\$2,990.40	2.5%	8.4%
MFO BECK MACK & OLIVER GLOBAL EQ FD (BMGEX)	16.710	6,659.57	111,281.41	114,365.59	(3,084.18)		1,558.34	1.4%	7.8%
Total International Region - USD			\$111,281.41	\$114,365.59	(3,084.18)		\$1,558.34	1.4%	7.8%
Total International Developed			\$280,204.41	\$225,057.33	\$55,147.08		\$5,324.74	1.9%	19.5%
Total Equity Securities			\$1,434,156.41	\$777,324.15	\$656,832.26	\$2,812.50	\$28,289.96	2.0%	100.0%

	Market Price	Par Value/Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/YTM	% of Asset
Fixed Income Securities - Corporate/Government									
2014 AXIS CAPITAL HOLDINGS LTD 5.75% DUE 12-01-2014/11-30-2014 BEC	\$105.143	100,000.00 Baa1	\$105,142.90	\$93,411.00	\$11,731.90	\$479.16	\$5,750.00	5.5% 3.9%	24.39

Continued on next page.



Account Statement

December 1, 2011 - December 31, 2011

Account 019
BERLIN FAMILY FUND

Portfolio Details (continued)

EIN: 36-6057143

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% Asse
2017									
EXELON GENERATION CO LLC 6.2% DUE 10-01-2017 REG	114.835	100,000.00 A3	114,835.40	110,000.00	4,835.40	1,550.00	6,200.00	5.4% 3.3%	26.5
2018									
PLAINS ALL AMERN PIPELINE LP / PAA FIN CORP 6.5% DUE 05-01-2018 REG	116.310	50,000.00 Baa3	58,155.20	54,050.00	4,105.20	541.66	3,250.00	5.6% 3.6%	13.4
2067									
CHUBB CORP FLTG RT JR SUB NTS DUE 03-29-2067/04-15-2009 REG	98.750	50,000.00 A3	49,375.00	48,700.00	675.00	672.91	3,187.50	6.5% 6.5%	11.4
Total Corporate/ Government			\$327,508.50	\$306,161.00	\$21,347.50	\$3,243.73	\$18,387.50	5.6%	75.7

Fixed Income Securities - High Yield

2015									
LEUCADIA NATL CORP 8.125% DUE 09-15-2015 REG	\$105.125	100,000.00 B1	\$105,125.00	\$102,500.00	\$2,625.00	\$2,392.36	\$8,125.00	7.7% 6.5%	24.3
Total High Yield			\$105,125.00	\$102,500.00	\$2,625.00	\$2,392.36	\$8,125.00	7.7%	24.3
Total Fixed Income Securities			\$432,633.50	\$408,661.00	\$23,972.50	\$5,636.09	\$26,512.50	6.1%	100.0

Cash and Short Term Investments - Cash

Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FD.

PRINCIPAL CASH	\$1.000	147,628.74	\$147,628.74	\$147,628.74	\$0.00				
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Continued on next page.

2011 Tax Information Statement

Page 8 of 23

Recipient's Name and Address:

BERLIN FAMILY FUND
MR ARNOLD M BERLIN PRESIDENT
715 PROSPECT AVE.
WINNETKA, IL 60093-2346

1995

Account Number:

XX-XXX7143

Recipient's Tax ID Number:

36-7158276

Payer's Federal ID Number:

(312)630-8007

Questions?

☐ 2nd TIN notice

Payer's Name and Address:

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums.

For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service.

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)		(Box 2)			(Box 4)
Long Term 15% Sales Reported on 1099-B							
629855AH0	100000.0000 NALCO CO 8.875% DUE 11-15-2013	01/20/2011	09/25/2009	101,479.00	103,500.00	-2,021.00	0.00
404132102	200.0000 HCC INS HLDGS INC	02/22/2011	06/26/1995	6,342.71	1,409.90	4,932.81	0.00
404132102	200.0000 HCC INS HLDGS INC	02/23/2011	06/26/1995	6,348.55	1,409.90	4,938.65	0.00
404132102	200.0000 HCC INS HLDGS INC	03/08/2011	06/26/1995	6,197.40	1,409.91	4,787.49	0.00
404132102	100.0000 HCC INS HLDGS INC	03/08/2011	06/26/1995	3,105.94	704.95	2,400.99	0.00
404132102	800.0000 HCC INS HLDGS INC	04/01/2011	06/26/1995	25,274.47	5,639.62	19,634.85	0.00
62985Q101	400.0000 #REORG/NALCO HLDG CO CASH MERGER DUE 12/01/2011	07/21/2011	05/23/2005	14,556.28	7,152.84	7,403.44	0.00
62985Q101	400.0000 #REORG/NALCO HLDG CO CASH MERGER DUE 12/01/2011	07/22/2011	05/23/2005	14,654.76	7,152.84	7,501.92	0.00
127055101	800.0000 CABOT CORP	08/11/2011	Various	25,463.03	25,262.06	200.97	0.00
404280406	599.4800 HSBC HLDGS PLC SPONS ADR NEW	11/11/2011	Various	24,022.80	53,604.00	-29,581.20	0.00
591018809	2000.0000 METABOLIX INC COM STK	11/14/2011	11/30/2009	7,920.84	22,025.60	-14,104.76	0.00
G3075P101	200.0000 ENSTAR GROUP LIMITED COM	12/14/2011	05/24/2007	19,742.38	21,110.00	-1,367.62	0.00
G3075P101	200.0000 ENSTAR GROUP LIMITED COM	12/19/2011	05/24/2007	19,716.28	21,110.00	-1,393.72	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2011 Tax Information Statement

Page 9 of 23

Recipient's Name and Address:

BERLIN FAMILY FUND
MR ARNOLD M BERLIN PRESIDENT
715 PROSPECT AVE.
WINNETKA, IL 60093-2346

1995

XX-XXX7143
36-7158276
(312)630-8007

☐ 2nd TIN notice

Account Number:

Recipient's Tax ID Number:
Payer's Federal ID Number:
Questions?

☐ Corrected

Payer's Name and Address:

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
Total Long Term 15% Sales Reported on 1099-B							
Report on Form 8949, Part II, with Box B checked							
404280406	2.5200 HSBC HLDGS PLC SPONS ADR NEW	11/11/2011	07/06/2006	274,824.44	271,491.62	3,332.82	0.00
Unknown Term (or Cost) Sales Reported on 1099-B							
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked							
404280406	2.5200 HSBC HLDGS PLC SPONS ADR NEW	11/11/2011	07/06/2006	100.98	177.31	< 76.33	0.00
Total Unknown Term (or Cost) Sales Reported on 1099-B							
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked							
				100.98	177.31	< 76.33	0.00
				<u>274,925.42</u>	<u>271,668.93</u>	<u>3,256.49</u>	

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

Berlin Family Fund
Contributions Paid
January 1, 2011 to December 31, 2011
EIN: 36-6057143

DATE.	CONTRIBUTION RECIPIENT:	AMOUNT OF GIFT
2/8	Partners in Health	\$ 500.00
3/16	Evans Scholars Foundation	250.00
4/12	TARIRO	1,500.00
4/12	New Moon Farm and Goat Sanctuary	1,000 00
4/12	Friends of Friends	250.00
4/22	KUDW	250.00
4/27	Princeton University Class of 1984	500.00
4/28	CAL POLY Foundation	250.00
4/29	The North Shore Art League	100.00
5/5	The Metropolitan Museum of Art	120 00
5/17	Princeton University Class of 1980	1,000.00
5/20	Pleasanton Partnerships in Education	600 00
5/24	Princeton University Class of 1946	25,000.00
5/31	University of Wisconsin Foundation	500.00
6/7	Deerfield Academy	500 00
6/13	Walker Art Center	250.00
6/13	Minneapolis Institute of Arts	250 00
6/23	Hamline University Annual Giving	500.00
7/1	Normington Schofield Scholarship Fund	500.00
8/17	San Francisco Museum of Modern Art	65.00
8/23	Foothill High School AABC	400 00
8/26	Lydksen Elementary School PFC	200.00
9/9	Hart Middle School PFA	200.00
9/21	Princeton University Class of 1946	246 00
10/3	Women's Society of the Winnetka Congressional Church	100.00
11/15	Friends of Beacon Dog Park, Inc	500.00
11/18	Winnetka Congressional Church	20,000.00
11/18	Music Institute of Chicago	2,500 00
11/22	North Shore University Health System Foundation	20,000.00
11/22	Chicago Symphony Orchestra	20,000.00
11/23	Heartland Alliance	1,000.00
11/29	Camp Dudley YMCA Inc	1,000.00
12/2	Winnetka Historical Society	100.00
12/2	Friends of the Princeton University Art Museum	75.00
12/6	Harkness Outreach Center	100.00
12/7	Duchess Economic Development Corp.	1,600 00
12/15	Winnetka Community House	500 00
12/20	Sceanic Hudson	400 00
12/27	Foothill High School Girls Volleyball Fair Share Donation	300 00
12/27	Foothill High School Girls Basketball Fair Share Donation	550 00

TOTAL 2011 CONTRIBUTIONS: \$ 103,656.00