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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 07-01-2011 , and ending 06-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
ARCHIE W & GRACE BERRY FOUNDATION

A Employer identification number
23-6951678

Number and street (or P O box number if mail is not delivered to street address)
100 FOUR FALLS CORPORATE CENTER
ROOM/SUITE 202

Room/suite

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

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

C If exemption application is pending, check here ☐

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)
\$ 5,809,234

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	150,272	150,272		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,693			
	b Gross sales price for all assets on line 6a _____ 511,750				
	7 Capital gain net income (from Part IV , line 2)		5,693		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,056	5,056		
	12 Total. Add lines 1 through 11	161,021	161,021		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,795	1,677		1,118
	c Other professional fees (attach schedule)	36,762	36,762		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,887	3,564		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).				
	24 Total operating and administrative expenses. Add lines 13 through 23	45,444	42,003		1,118
	25 Contributions, gifts, grants paid	310,000			310,000
	26 Total expenses and disbursements. Add lines 24 and 25	355,444	42,003		311,118
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-194,423			
b Net investment income (if negative, enter -0-)			119,018		
c Adjusted net income (if negative, enter -0-)					

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



Cat No 11289X

Form **990-PF** (2011)

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	173,372	268,612
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	3,490,716 	3,449,563
	c	Investments—corporate bonds (attach schedule).	1,622,789 	1,374,279
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,286,877	5,092,454
	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)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	8,249,163	8,249,163
	29	Retained earnings, accumulated income, endowment, or other funds	-2,962,286	-3,156,709
	30	Total net assets or fund balances (see page 17 of the instructions)	5,286,877	5,092,454
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,286,877	5,092,454

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	5,286,877
2	Enter amount from Part I, line 27a	2	-194,423
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,092,454
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,092,454

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,693
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-11,443

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	276,200	6,136,451	0 045010
2009	308,099	5,866,955	0 052514
2008	360,724	5,946,507	0 060661
2007	437,358	8,054,943	0 054297
2006	381,405	7,984,290	0 047769

2	Total of line 1, column (d).	2	0 260251
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 052050
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,984,342
5	Multiply line 4 by line 3.	5	311,485
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,190
7	Add lines 5 and 6.	7	312,675
8	Enter qualifying distributions from Part XII, line 4.	8	311,118

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,380
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	2,380
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	2,380
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,460	
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	2,460
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	80
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 80	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> PA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	Yes	
14	The books are in care of PRADERE MOHATT & RINALDO LLP Telephone no (307) 672-6494 Located at 2 NORTH MAIN STE 301 SHERIDAN WY ZIP +4 82801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT R BERRY 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0
BARBARA BERRY 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0
SUSAN BERRY KOHLHAS 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0

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

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

Total number of other employees paid over \$50,000.

Part VIII

[illegible]

Total number of others receiving over \$50,000 for professional services.	▶
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Part IX-A

1	
2	
3	
4	

Part IX-B

Form **990-PF** (2011)

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,762,204
b	Average of monthly cash balances.	1b	313,270
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,075,474
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,075,474
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	91,132
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,984,342
6	Minimum investment return. Enter 5% of line 5.	6	299,217

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	299,217
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,380
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,380
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	296,837
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	296,837
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	296,837

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	311,118
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	311,118
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	311,118
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 300,954			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008.			
d	From 2009.			
e	From 2010.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 311,118			
a	Applied to 2010, but not more than line 2a 300,954			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2011 distributable amount. 10,164			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 286,673			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2007.			
b	Excess from 2008.			
c	Excess from 2009.			
d	Excess from 2010.			
e	Excess from 2011.			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	310,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities. . . .			14	150,272	
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	5,056	
8 Gain or (loss) from sales of assets other than inventory			18	5,693	
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). .				161,021	
13 Total. Add line 12, columns (b), (d), and (e).					161,021

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****		2012-12-05		*****
	Signature of officer or trustee		Date		Title
	Paid Preparer's Use Only	Preparer's Signature ANNETTE M RINALDO		Date 2012-12-05	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name PRADERE MOHATT & RINALDO LLP		Firm's EIN	
Firm's address PO BOX 603 SHERIDAN, WY 828010603		Phone no (307) 672-6494			

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

Additional Data

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

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
NINTENTO , 430	P	2010-04-09	2011-11-02
MONSANTO , 200	P	2009-03-16	2012-02-09
SCOTTS MIRACLE GRO , 950	P	2011-06-16	2011-11-17
MONSANTO , 250	P	2009-05-26	2012-02-09
ASTRAZENECA , 305	P	2010-04-09	2012-02-03
PROCTOR & GAMBLE , 350	P	2002-09-12	2012-02-09
WAL-MART DE MEXICO , 294	P	2010-04-05	2012-03-12
PROCTOR & GAMBLE , 400	P	2002-11-13	2012-02-09
RENHE COML HOLDINGS	P	2010-04-07	2012-05-18
MINNESOTA BONDS, 20,000	P	2007-12-21	2012-05-01
MINNESOTA BONDS, 5,000	P	2007-12-21	2011-07-01
MINNESOTA BONDS, 10,000	P	2007-12-21	2012-06-01
VERIZON BONDS, 100,000	P	2006-08-23	2011-11-28
PRUDENTIAL FINL, 100,000	P	2011-06-20	2012-06-15
MINNESOTA BONDS, 10,000	P	2007-12-21	2012-01-01
AMERICAN TOWER REIT, 400	P	2008-07-28	2012-06-20
LEHMAN BROS, 200,000	P	2008-05-14	2012-04-17
HEWLETT-PACKARD, 200	P	2008-03-24	2011-11-17
HEWLETT-PACKARD, 300	P	2009-03-16	2011-11-17
WPX ENERGY, 300	P	2001-03-20	2012-01-19
WPX ENERGY, 200	P	2003-03-13	2012-01-19
BUNGE LTD, 500	P	2005-11-10	2012-02-09
BUNGE LTD, 250	P	2006-02-09	2012-02-09


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,950		17,979	-10,029
15,641		16,162	-521
40,036		46,403	-6,367
19,550		21,434	-1,884
14,414		13,728	686
22,393		15,941	6,452
9,255		7,619	1,636
25,592		17,174	8,418
2,941		17,732	-14,791
20,000		20,001	-1
5,000		5,000	
10,000		10,000	
101,500		100,694	806
100,000		105,076	-5,076
10,000		10,000	
27,365		16,404	10,961
12,095			12,095
5,421		9,324	-3,903
8,131		8,886	-755
4,393		6,733	-2,340
2,929		440	2,489
31,429		25,200	6,229
15,715		14,127	1,588

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-10,029
			-521
			-6,367
			-1,884
			686
			6,452
			1,636
			8,418
			-14,791
			-1
			806
			-5,076
			10,961
			12,095
			-3,903
			-755
			-2,340
			2,489
			6,229
			1,588

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ASS'N FR COLONIAL THEATRE227 BRIDGE STREET PHOENIXVILLE,PA 19460	NONE	EXEMPT	PURCHASE 225 BRIDGE STREET	50,000
FRENCH PICKERING CREEKS511 KIMBERTON ROAD PHOENIXVILLE,PA 19460	NONE	EXEMPT	GENERAL OPERATING SUPPORT	50,000
GOOSE CREEK ASSOCIATIONPO BOX 1178 MIDDLEBURG,VA 20118	NONE	EXEMPT	UNRESTRICTED	5,000
LUDWIG'S CORNER HORSE SHOPO BOX 754 UWCHLAND,PA 19480	NONE	EXEMPT	BUILD SCHOOLING/EXERCISE RING	30,000
MENDELSSOHN CLUB OF PHILAPO BOX 59522 PHILADELPHIA,PA 19102	NONE	EXEMPT	2012 RITUALS EAST/WEST CONCERT	45,000
PA LUNG CANCER PARTNRSHIPPO BOX 13060 PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	5,000
PHIL MUSEUM OF ARTBOX 7646 PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	50,000
WAYNE ART CENTER413 MAPLEWOOD AVE WAYNE,PA 19087	NONE	EXEMPT	GENERAL OPERATING SUPPORT	35,000
AMERICAN CHESTNUT FOUND206 FOREST RESOURCES LAB UNIVERSITY PARK,PA 16802	NONE	EXEMPT	UNRESTRICTED	10,000
AMERICAN BIRD CONSERVANCY PO BOX 249 THE PLAINS,VA 201982237	NONE	EXEMPT	UNRESTRICTED	15,000
CAMPHILL SOLTANE224 NANTMEAL RD GLENMOORE,PA 19343	NONE	EXEMPT	UNRESTRICTED	15,000
Total  3a				310,000

TY 2011 Accounting Fees Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,795	1,677		1,118

TY 2011 Compensation Explanation**Name:** ARCHIE W & GRACE BERRY FOUNDATION**EIN:** 23-6951678

Person Name	Explanation
ROBERT R BERRY	
BARBARA BERRY	
SUSAN BERRY KOHLHAS	

**TY 2011 Investments Corporate
Bonds Schedule****Name:** ARCHIE W & GRACE BERRY FOUNDATION**EIN:** 23-6951678

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED FARM CR BK 5.0% 9104113	257,141	263,683
GNMA 9.50% 06/15/20	206	1,353
AMGEN INC 4.85% 11/18/14	203,023	215,460
GENERAL ELECTRIC 5% 2101113	205,235	205,207
GOLDMAN SACHS 5.125% 01115	205,215	208,970
LEHMAN 5.00% 01/14/11	198,455	45,500
MINNESOTA ST 4.76% 1101113	130,004	136,422
VERMONT ST VAR 12115/39-TAXA	175,000	175,000
PRUDENTIAL FINL 5.8% 6/15/12		
VERIZON MD 6.125% 3/01/12		

TY 2011 Investments Corporate
 Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMAZON.COM	40,944	74,214
LOWES COMPANIES INC	47,399	62,568
NIKE INC	40,621	65,835
NORDSTROM INC	28,000	36,025
TARGET CORPORATION	17,033	64,009
YUM BRANDS INC.	24,746	45,094
YUM BRANDS INC.	26,117	45,094
BRAZIL FOODS S A ADR F	9,582	7,138
COSTO WHOLESALE CORPORATION	54,002	90,250
CVS CORP	62,356	74,768
JM SMUCKERS CO	52,580	67,968
PEPSICO INC.	47,889	63,594
APACHE CORP	18,824	61,523
EXXON MOBIL CORPORATION	20,934	64,178
NEWFIELD EXPLORATION CO	41,565	43,965
NOBLE DRILLING CORP	32,513	48,795
NOBLE ENERGY INC	49,384	84,820
BLACKSTONE GROUP LP	25,367	24,180
BLACKSTONE GROUP LP	26,555	24,180
GOLDMAN SACHS GROUP INC	52,866	33,551
J.P. MORGAN CHASE & CO	57,858	42,876
PRUDENTIAL FINANCIAL	25,879	25,426
PRUDENTIAL FINANCIAL	22,253	18,161
VISA INC.	42,541	83,450
WELLS FARGO & CO.	52,858	66,880
ALLERGAN INC	27,898	27,771
CELGENE CORP	55,966	64,160
MERCK & CO INC.	49,877	58,450
THERMO FISHER SCIENTIFIC	65,464	59,697
VARIAN MEDICAL SYSTEMS INC	29,000	60,770

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	45,134	53,760
DANAHER CORP	39,442	72,912
FEDEX CORP	38,039	54,966
FLUOR CORP	40,664	39,472
FLUOR CORP	24,031	25,904
GENERAL ELECTRIC CO	93,625	72,940
UNION PACIFIC CORP	40,490	101,414
ACCENTURE LTD CI A	28,125	57,086
APPLE COMPUTER INC	13,471	116,800
CISCO SYSTEMS INC	28,538	30,906
CORNING INC	46,094	26,507
CORNING INC	13,531	9,697
EMC CORP	40,570	76,890
GOOGLE INC	12,538	14,502
GOOGLE INC	42,982	43,505
INTEL CORP	70,688	79,950
INTERNATIONAL BUSINESS MACHIN	14,633	58,674
ORACLE CORP	35,549	34,155
ORACLE CORP	26,782	33,413
QUALCOMM INC	30,612	44,544
QUALCOMM INC	19,479	27,840
SANDISK CORP	64,528	53,808
FREEPORT MCMORAN CP&GLD	49,517	34,070
PRAXAIR INC	16,488	65,238
AMERICAN TOWER CORP CL A	41,009	69,910
DOMINION RESOURCES INC	33,011	64,799
WILLIAMS COMPANIES INC.	31,644	43,230
POWERSHARES MENA	10,272	8,520
POWERSHARES MENA(FOREIGN)	31,615	24,463
CARNIVAL CORP	10,415	8,568

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARNIVAL CORP	16,155	14,051
TATA MOTORS LTD	30,493	34,697
DANONE SPON ADR	17,264	17,394
WAL-MART DE MEXICO	58,607	60,366
CHINA SHENHUA ENERGO CO	42,529	31,385
CNOOC LTD	29,724	34,213
PETROLEO BRASILEIRO	73,349	30,126
SCHLUMBERGER LTD.	34,904	64,910
AXA ADS	14,473	8,585
HSBC PLC	18,053	15,446
ICICI BANK LTD ADR	51,051	36,946
ITAU UNIBANCO MULTIPLO	89,071	55,054
TURKIYE GARANTI BKS	18,139	13,936
ABBOTT LABORATORIES	51,250	67,694
GLAXOSMITHKLINE PLC	15,565	18,228
ROCHE HOLDING AG ORD NEW	51,507	69,139
TEVA PHARMACEUTICAL LTD	27,310	16,959
TEVA PHARMACEUTICAL IND	13,663	39,440
CHIYODA CORP	9,735	11,598
GUANGSHEN RAILWAY LTD	16,471	12,361
KOMATSU LTD ADR NEW	16,061	18,446
LI & FUNG LTD ORD	61,265	45,854
RYANAIR HOLDINGS PLC	20,439	21,219
TEEKAY LNG PARTNERS	30,380	32,768
TEEKAY LNG PARTNERS-FOREIGN	24,175	30,300
CHECK POINT SOFTWARE	13,813	19,091
INFOSYS TECHNOLOGIES LTD	9,664	6,759
INFOSYS TECHNOLOGIES LTD	35,611	26,360
METTLER TOLEDO INTL	19,512	27,274
SAP AKTIENGESELL	12,221	14,840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TAIWAN SEMICONDUCTOR	17,683	23,174
BAYER A G SPONSORED ADR	16,707	17,508
POTASH CORP OF SASKATCHEWAN	22,904	21,845
PT INDOCEMENT TUNGGAL PRAKA	17,093	18,657
VALE S.A.	58,979	35,135
CHEUNG KONG	19,352	17,562
CHINA MOBILE	10,053	10,926
VODAFONE GROUP PLC	25,258	46,835
VODAFONE GROUP PLC	11,101	13,386
COLGATE-PALMOLIVE CO	45,878	52,050
ALLERGAN INC.	40,729	46,284
CELANESE CORP	23,133	15,578
ROCHE HOLDING LTD SPOON ADRF	13,250	13,528
POTASH CORP OF SASKATCHEWAN	22,602	23,287
RENHE COMMERCIAL HOLDINGS		
ASTRAZENECA PLC		
NINTENDO LTD		
MONSANTO CO		
HEWLETT PACKARD CO		
ABBOTT LABORATORIES		
PROCTER & GAMBLE CO.		
SCOTTS MIRACLE-GRO COMPANY		
BUNGE LIMITED		

TY 2011 Other Income Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PTP DISTRIBUTIONS	4,977	4,977	
OTHER INCOME	79	79	

TY 2011 Other Professional Fees Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	36,762	36,762		

TY 2011 Taxes Schedule**Name:** ARCHIE W & GRACE BERRY FOUNDATION**EIN:** 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	3,564	3,564		
FEDERAL EXCISE TAX	2,323			