

## See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



## 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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending Name of foundation A Employer identification number Berkshire Charitable Foundation 20-1812559 Number and street (or P O box number if mail is not delivered to street address) Room/surte Telephone number (see instructions) 123 Foundation Source 501 Silverside Rd (800) 839-1754 City or town, state, and ZIP code C If exemption application is pending, check here Wilmington DE 19809-1377 G Check all that apply Initial return Initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, Address change Name change check here and attach computation H Check type of organization X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here J Accounting method I Fair market value of all assets at end X Cash If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here of year (from Part II, col (c), line 16) ▶ \$ 10,203,378 (Part I, column (d) must be on cash basis ) Part I Analysis of Revenue and Expenses (The total of (d) Disbursements (a) Revenue and (c) Adjusted net (b) Net investment for charitable amounts in columns (b), (c), and (d) may not necessarily equal expenses per income ıncome purposes the amounts in column (a) (see instructions) ) books (cash basis only) 50 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► X If the foundation is not required to attach Sch B 502 502 3 Interest on savings and temporary cash investments Dividends and interest from securities 208,554 207,841 4 5 a Gross rents b Net rental income or (loss) -47,258 6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule) 11 9,940 9,922 Other income (attach schedule) 12 Total. Add lines 1 through 11 171,788 218,265 0 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16 a Legal fees (attach schedule) b Accounting fees (attach schedule) Administrative c Other professional fees (attach schedule) SEP O 44,470 17 18 Taxes (attach schedule) (see instructions Depreciation (attach schedule) and depletion 19 20 Occupancy 21 431 Travel, conferences, and meetings 431 and 22 Printing and publications 23 Other expenses (attach schedule) 58,270 13,234 44,861 Operating 24 Total operating and administrative expenses. 110,148 45,292 Add lines 13 through 23 57,729 0 25 416,000 416,000 Contributions, gifts, grants paid 26 Total expenses and disbursements Add lines 24 and 25 0 526,148 57,729 461,292 27 Subtract line 26 from line 12 -354,360 a Excess of revenue over expenses and disbursements 160,536 **b Net investment income** (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

9-14-27

Form **990-PF** (2012)

Form	990-P	F (2012) Berkshire Charitable Foundation		20-1	1812559 Page <b>2</b>
D۵	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End o	f year
ra	ч	should be for end-of-year amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	623,108	636,829	636,829
	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 instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
ß	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
AS	10 a	a Investments—U S and state government obligations (attach schedule)	1,501,609	1,104,457	1,139,043
•		b Investments—corporate stock (attach schedule)	3,296,324	3,589,320	4,130,121
	(	c Investments—corporate bonds (attach schedule)	593,314	598,231	608,882
	11	Investments—land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,675,242	3,406,400	3,688,503
	14	Land, buildings, and equipment basis ▶		· · · · · ·	
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe  )			
	16	Total assets (to be completed by all filers—see the			
	'	instructions Also, see page 1, item I)	9,689,597	9,335,237	10,203,378
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<u>ë</u>	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ab	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶			
	23	Total liabilities (add lines 17 through 22)	0	0	
		. 🗇			
es		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
lances	24				
	25	Unrestricted Temporarily restricted			
m	26				
p	20	Permanently restricted  Foundations that do not follow SFAS 117, check here			
Net Assets or Fund Ba	1	and complete lines 27 through 31.			
ō	27	Capital stock, trust principal, or current funds			
įs	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
386	29	Retained earnings, accumulated income, endowment, or other funds	9,689,597	9,335,237	
ğ	30	Total net assets or fund balances (see instructions)	9,689,597	9,335,237	
<u>fe</u>	31	Total liabilities and net assets/fund balances (see			
2		instructions)	9,689,597	9,335,237	
Pa	rt III	Analysis of Changes in Net Assets or Fund Balances			
		I net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with		
	end-	of-year figure reported on prior year's return)		1	9,689,597
2	Ente	er amount from Part I, line 27a		2	-354,360
3	Othe	er increases not included in line 2 (itemize)		3	
				ı	i e

4 Add lines 1, 2, and 3
5 Decreases not included in line 2 (itemize) ►
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 5 6

9,335,237

Part IV	Capital Gains and	Losses for Tax on Inve	stment In			_	
	(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 acqui (mo , day, y		(d) Date sold (mo , day, yr )
la Public	ly-traded Securities						
	ass-Through Capital Gai						
***	ativeFocus Brevan How	'		P	11/27		3/8/2012
	6 - International Growth	=quity, Ltd	<del></del>	P	1/1.	/2008	12/13/2012
е	<u> </u>	(6 Description offerred	(=\ C			(h) Com or (l	
(e)	Gross sales price	(f) Depreciation allowed (or allowable)		ost or other basis expense of sale		(h) Gain or (l ) plus (f) min	
а	2,925,617			2,974,771			-49,154
<u>b</u>							42,791
c	2,518			2,300			218
_d	300,000			341,113			-41,113
Comp	lete only for assets showin	g gain in column (h) and owned	by the found	tation on 12/31/69	#\ Co.	no (Cal. (b)	
<u> </u>	M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) I	Excess of col (i) er col (j), if any	col (k)	ns (Col (h) g but not less sses (from c	than -0-) or
а							-49,154
b							42,791
С							218
d							-41,113
е				D 7	<u> </u>		
3 Nets	2 Capital gain net income or (net capital loss)  { If gain, also enter in Part I, line 7   If (loss), enter -0- in Part						-47,258
_	n, also enter in Part I, lin rt I, line 8	e 8, column (c) (see ınstructı	ons) If (los:	s), enter -0-	3		0
Part V	Qualification Unde	er Section 4940(e) for Re	educed Ta	x on Net Investm	ent Income	!	
Was the If "Yes,"	the foundation does not	section 4942 tax on the distri qualify under section 4940(e nt in each column for each ye	) Do not co	mplete this part			Yes X No
Calendar	(a) Base period years year (or tax year beginning in)	(b) Adjusted qualifying distributio	ns Net v	(c) alue of noncharitable-use a	ssets	(c Distribut col (b) divide	•
	2011	29	3,831	9,412		` '	0 031216
	2010	15:	2,949	9,754	1,431		0 015680
	2009	35	4,279	8,246	5,609		0 042961
	2008		0,928	10,465			0 057419
	2007	56	1,952	11,427	7,378		0 049176
	I of line 1, column (d)	the 5-year base period—divi	do the total	on line 2 by 5 or by	2		0 196452
		dation has been in existence			3		0 039290
4 Ente	r the net value of nonch	aritable-use assets for 2012 f	rom Part X,	line 5	4		9,912,073
5 Multiply line 4 by line 3							
5 Multi	ply line 4 by line 3				5_		
		ncome (1% of Part I, line 27b	)		6		389,445
6 Ente		ncome (1% of Part I, line 27b	)				389,445 1,605 391,050

20-1812559

Р	art	VI Excise Tax Based on Investment Income (Section 4940	(a), 49	40(b), 4	·940(e), or 4948-	-see	instruct	ions)		
1	а	Exempt operating foundations described in section 4940(d)(2), check here	an	d enter "I	N/A" on line 1		ŀ			
		Date of ruling or determination letter(attach copy of letter if	necess	ary—see i	instructions)					
	b	Domestic foundations that meet the section 4940(e) requirements in Part V, chec	k		}	1			,605	
		here $\blacktriangleright [X]$ and enter 1% of Part I, line 27b		40/	[	İ				
		All other domestic foundations enter 2% of line 27b Exempt foreign organizations	s enter	4%	,					
2		of Part I, line 12, col. (b) Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundation	ns only	Others	enter -0-)	2			0	
3		Add lines 1 and 2	113 01119	Culcio	criter o ,	3	<del> </del>		,605	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundation	ns only	Others	enter -0-)	4			,	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, el	_		,	5			,605	
6		Credits/Payments								
	a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 4,045									
	b Exempt foreign organizations—tax withheld at source 6b									
	С	c Tax paid with application for extension of time to file (Form 8868)								
		d Backup withholding erroneously withheld								
7									1,045	-
8			n 2220	is attach	ea 🛌	8 9	<del> </del>		0	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount	ovorn	aid		10	<del>                                     </del>		2,440	$\vdash$
1		Enter the amount of line 10 to be Credited to 2013 estimated tax	overp	1,700	Refunded >	-	<del> </del>		740	
		VII-A Statements Regarding Activities		1,700		1	1		740	L
			-					<b></b>	Yes	No
1	а	During the tax year, did the foundation attempt to influence any national, state, or participate or intervene in any political campaign?	riocai	egisiatio	n or ala It			1a	103	X
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see								-	<del>  ^-</del>
	Instructions for the definition)?									x
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials									<u> </u>
	published or distributed by the foundation in connection with the activities									
	c Did the foundation file Form 1120-POL for this year?									Х
	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year									
	(1) On the foundation ▶ \$ (2) On foundation managers ▶ \$									
	е	Enter the reimbursement (if any) paid by the foundation during the year for politic	cal exp	enditure :	tax imposed				1	
_		on foundation managers  \$							ł	<del> </del>
2		Has the foundation engaged in any activities that have not previously been report	rted to	the IRS?				2		X
•		If "Yes," attach a detailed description of the activities  Has the foundation made any changes, not previously reported to the IRS, in its	anuarr	una inetri	imont adialos					1
3	,	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a confo						3	1	Х
4	a	Did the foundation have unrelated business gross income of \$1,000 or more dur			ic changes			4a		X
		If "Yes," has it filed a tax return on Form 990-T for this year?		,				4b	N/A	
5		Was there a liquidation, termination, dissolution, or substantial contraction during	g the ye	ear?				5		Х
		If "Yes," attach the statement required by General Instruction T								
6	•	Are the requirements of section 508(e) (relating to sections 4941 through 4945)	satısfie	d either					ļ	
		By language in the governing instrument, or								
		By state legislation that effectively amends the governing instrument so that r	no man	datory di	rections			<u>-</u> -	<del> </del>	ļ
		that conflict with the state law remain in the governing instrument?			. 5. 4 11 (-)		-13217	6	X	-
7		Did the foundation have at least \$5,000 in assets at any time during the year? If			e Part II, coI (c), a	na Pa	πχν	7	X	-
•	а	Enter the states to which the foundation reports or with which it is registered (see DE, PA	e instru	ictions)						
	h	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990	-PF to	the Attor	 nev					
		General (or designate) of each state as required by General Instruction G? If "N						8b	X	1
ç	•	Is the foundation claiming status as a private operating foundation within the me								Ĭ.
		or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see i				,				
		complete Part XIV						9		X
1	0	Did any persons become substantial contributors during the tax year? If "Yes," a	attach a	a schedu	le listing					
_		their names and addresses						10		<u> </u>
		<del> </del>					For	ա 99	0-PF	(2012

roiii :	Berkshire Charitable Foundation 20-181	<u> </u>	Pa	ige <b>3</b>
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		<u>X</u> _
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	_13	Х	
	Website address	<b></b>		
14	The books are in care of ► c/o Foundation Source  Located at ► 501 Silverside Road, Suite 123 Wilmington DE  ZIP+4 ► 19809-1377	(800	) 839-	1754
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		<b>•</b>	
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	. 1	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		<u> </u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			
_	the foreign country	L	1	
Par	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required	- ···· ·- <b>·</b> -		
	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)		l	1
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes X No		ŀ	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  X Yes No		ŀ	1
	(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 X 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)		i	
h	——————————————————————————————————————			ŀ
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here	- <del></del>		$\widehat{}$
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,			İ
	that were not corrected before the first day of the tax year beginning in 2012?	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))			
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d			
	and 6e, Part XIII) for tax year(s) beginning before 2012?			
	If "Yes," list the years 20 , 20 , 20 , 20			Ì
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)			
	to all years listed, answer "No" and attach statement—see instructions )	2b	N/A	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
3.	Did the foundation held more than a 20' direct or indirect interest in any business			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes X No	1		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Х
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 2012?	4b		X

Form	n 990-PF (2012) Berkshire Charitabl	e Foundation						20-1	312559	Pa	age 6
Pa	rt VII-B Statements Regardir	ng Activities	for Which For	m 4	720 May Be	Req	uired (continu	ıed)			
5a	During the year did the foundation pay	or incur any amo	ount to		· · · · ·	•					
	(1) Carry on propaganda, or otherwis	se attempt to infli	uence legislation (s	ectio	n 4945(e))?		Yes	X No	,		
	(2) Influence the outcome of any spe	ecific public electi	on (see section 49	55), (	or to carry		_				İ
	on, directly or indirectly, any vote	r registration driv	re?				Yes	X No	•		
	(3) Provide a grant to an individual for	or travel, study, o	r other similar purp	oses	,?		Yes	s X No	,		
	(4) Provide a grant to an organizatio	n other than a ch	aritable, etc., orgai	nızatı	on described		<u></u>				
	in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)						Yes	s 🛛 No	,		
	(5) Provide for any purpose other that	an religious, char	table, scientific, lite	erary	, or						
	educational purposes, or for the	prevention of cru	elty to children or a	ınıma	ıls?		Yes	s X No	,		
b	If any answer is "Yes" to 5a(1)-(5), did	any of the trans	actions fail to qualif	fy und	der the exception	ns des	scribed in				
	Regulations section 53 4945 or in a cu	rrent notice rega	rding disaster assis	stance	e (see instruction	ns)?			5b	N/A	
	Organizations relying on a current notic	ce regarding disa	ister assistance ch	eck h	iere		!	▶ ∐	1		-
C	If the answer is "Yes" to question 5a(4)	), does the found	ation claim exempt	ion fr	om the						
	tax because it maintained expenditure	responsibility for	the grant?				Yes	s 📙 No	<b>,</b>		
	If "Yes," attach the statement required	l by Regulations	section 53 4945–5	(d)							
6a	Did the foundation, during the year, red		directly or indirectly	/, to p	oay		_				
	premiums on a personal benefit contra	ct?					Yes	s X No	<b>-</b>		
b	Did the foundation, during the year, pa	y premiums, dire	ctly or indirectly, or	n a pe	ersonal benefit o	ontra	ct?		6b		<u> </u>
	If "Yes" to 6b, file Form 8870										
7a	At any time during the tax year, was th	e foundation a pa	arty to a prohibited	tax s	helter transaction	n?	Yes	s [X] No	<b>`</b>	ļ	
	If "Yes," did the foundation receive any								7b	N/A	
Р	art VIII Information About	Officers, Di	rectors, Truste	es,	Foundation	Man	nagers, Highl	y Paid E	mploy	ees,	
	and Contractors										
_1	List all officers, directors, trustee					ı (see					
	(a) Name and address	'			Compensation not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation			(e) Expense account, other allowances		
SE	E ATTACHMENT										
	· · · · · · · · · · · · · · · · · · ·					<b></b>					
						-					
2	Compensation of five highest-pa	id employees	other than thos	e ind	·luded on line	1—6	ee instructions	s) If none	<u> </u>		
_	enter "NONE."	na cinpicycco	(00.101 0.100	•				.,	-,		
			(L) T. (L)	T	- · · · · · · · · · · · · · · · · · · ·		(d) Contribution	s to			
(:	a) Name and address of each employee paid m	nore than \$50,000	(b) Title, and avera hours per week		(c) Compensate	on	employee beni plans and defer	efit	(e) Exper	ise acco llowance	
•	, , , ,		devoted to position	on			compensatio		outera	llowance	:5
NC	ONE									-	
				00							
				00							
								- 1			
				00							
				1			ı				
				00							
	otal number of other employees paid			00 00			-	•			

Berkshire Charitable Foundation		20-1812559 Page /
Part VIII Information About Officers, Directors, Trustees and Contractors (continued)	s, Foundation Managers, Highly Pai	d Employees,
3 Five highest-paid independent contractors for professional services (	see instructions). If none, enter "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	<u> </u>	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant the number of organizations and other beneficiaries served, conferences convened, research p		Expenses
1		
2		
3		
4		
Part IX-B Summary of Program-Related Investments (se		····
Describe the two largest program-related investments made by the foundation during the tax ye	ear on lines 1 and 2	Amount
1		
2		
All other program-related investments. See instructions		
3		

Total. Add lines 1 through 3

Par		founda	itions,
	see instructions )	'managar	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
а	purposes Average monthly fair market value of securities	1a	5,810,646
b	Average monthly fair market value of securities  Average of monthly cash balances	1b	562,582
C	Fair market value of all other assets (see instructions)	1c	3,689,790
d	·	1d	10,063,018
e	Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and		10,003,010
e	1 . 1		
2		2	
2 3	Acquisition indebtedness applicable to line 1 assets Subtract line 2 from line 1d	3	10,063,018
3 4			10,003,010
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see	4	150 045
_	Instructions)	5	150,945 9,912,073
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	6	495,604
6 Dom	Minimum investment return. Enter 5% of line 5	10	495,004
Par	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 )		
	Minimum investment return from Part X, line 6	1	495,604
	Tax on investment income for 2012 from Part VI, line 5	- CONTRACTOR OF THE PARTY OF TH	495,004
2a b		4	
	Income tax for 2012 (This does not include the tax from Part VI )  Add lines 2a and 2b	2c	1 605
c		3	1,605 493,999
3 4	Distributable amount before adjustments Subtract line 2c from line 1	4	493,999
5	Recoveries of amounts treated as qualifying distributions	5	493,999
5 6	Add lines 3 and 4	6	493,999
7	Deduction from distributable amount (see instructions)	<del>  •  </del> -	<del></del>
′	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	402 000
			493,999
Par	XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	461,292
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	200	-
а	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	461,292
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		<del> </del>
	income Enter 1% of Part I, line 27b (see instructions)	5	1,605
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	459,687
	<b>Note.</b> The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the found	dation	
	qualifies for the section 4940(e) reduction of tax in those years		

ĊL	٧.	Undistributed incor	ne (see instructions	<u>)                                    </u>		···· I	
				(a)	(b)	(c)	(d)
1		Distributable amount for 2012 fro	om Part XI,	Corpus	Years prior to 2011	2011	2012
_		line 7					493,999
2		Undistributed income, if any, as	of the end of 2012				
_		Enter amount for 2011 only				461,203	
		Total for prior years 20,					
3		Excess distributions carryover, if	f any, to 2012				
•		From 2007					
ı		From 2008					
•		From 2009					
•		From 2010		}			
(		From 2011					
1		Total of lines 3a through e		0			· · · · · · · · · · · · · · · · · · ·
4		Qualifying distributions for 2012					
		XII, line 4 ► \$					
		Applied to 2011, but not more th				461,203	
		Applied to undistributed income					
		(Election required—see instruction	•				
•	С	Treated as distributions out of co	orpus (Election				
	_	required—see instructions)					· · · · · · · · · · · · · · · · · · ·
		Applied to 2012 distributable am					89
		Remaining amount distributed o	•				; 
5		Excess distributions carryover a	• •				
		(If an amount appears in colum					
_		same amount must be shown ii	, , ,				
6		Enter the net total of each co	lumn as				
		indicated below:		<u>-</u>			
		Corpus Add lines 3f, 4c, and 4e		0			
	b	Prior years' undistributed incom	e Subtract		_		
		line 4b from line 2b			0		
	С	Enter the amount of prior years'					
		income for which a notice of def	-				
		been issued, or on which the se	, ,				
		tax has been previously assess					
	a	Subtract line 6c from line 6b Ta	axable				
		amount—see instructions					
	е	Undistributed income for 2011					
		4a from line 2a Taxable amoun	nt—see			ا	
		instructions				0	
	f	Undistributed income for 2012					
		lines 4d and 5 from line 1 This	amount must				400.010
_		be distributed in 2013		-			493,910
7		Amounts treated as distributions					
		corpus to satisfy requirements i	•				
_		section 170(b)(1)(F) or 4942(g)	` ' ' '				
8		Excess distributions carryover f					
_		not applied on line 5 or line 7 (s			1		
9		Excess distributions carryov					
4.5		Subtract lines 7 and 8 from line	ба				
10		Analysis of line 9	1	1			
	a			4			
	b	Excess from 2009		4			
	C	Excess from 2010		-			
	d	Excess from 2011		-			
	e	Excess from 2012					

Form	990-PF (2012) Berkshire Charitable Foundat	ion			20-1812	
Par	t XIV Private Operating Foundations (	see instructions	and Part VII-A	, question 9)		V/A
1 a	If the foundation has received a ruling or determina foundation, and the ruling is effective for 2012, enter			•		
b	Check box to indicate whether the foundation is a p	rivate operating fo	undation described	ın section	4942(j)(3) or	4942(j)(5)
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum investment return from Part X for each	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
	year listed					
b	85% of line 2a					0
С	Qualifying distributions from Part XII, line 4 for each year listed	<del>-</del> "				0
d	Amounts included in line 2c not used directly					
_	for active conduct of exempt activities  Qualifying distributions made directly		<del>                                     </del>	<del>                                      </del>		0
-	for active conduct of exempt activities Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the alternative test relied upon		-			
a	"Assets" alternative test—enter  (1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
С				<u> </u>	<del></del>	
	(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					0
	organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0
	Supplementary Information (Cor assets at any time during the ye	ar—see instru	-	undation had \$5	,000 or more in	
1 a	Information Regarding Foundation Manage List any managers of the foundation who have con	tributed more than		,	the foundation	
	before the close of any tax year (but only if they ha	ve contributed moi	e than \$5,000) (Se	e section 507(d)(2))		
NO			-16	/	d f Al-	
	List any managers of the foundation who own 10% ownership of a partnership or other entity) of which		•		ortion of the	
<u>NO</u>	N⊏ Information Regarding Contribution, Grant,	Gift Loan Sch	plarship etc. Pro	ourame:		
-	Check here ► X if the foundation only makes unsolicited requests for funds. If the foundation ma other conditions, complete items 2a, b, c, and d	contributions to pr	eselected chantable	organizations and do		
а	The name, address, and telephone number or e-m	all of the person to	whom applications	should be addressed		
t	The form in which applications should be submitted	d and information a	and materials they s	hould include	·	
<u> </u>	Any submission deadlines					
	Any restrictions or limitations on awards, such as t factors	y geographical are	eas, charitable fields	kinds of institutions,	or other	

## Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment

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	Foundation status of	Purpose of grant or contribution	Amount					
Name and address (home or business)	or substantial contributor	recipient	Contribution						
a Paid during the year									
AMHERST COLLEGE TRUSTEES	N/A	509(a)(1)	General & Unrestricted	5,000					
PO BOX 5000									
AMHERST, MA 01002									
APPLE RIDGE FARM INCORPORATED	N/A	509(a)(1)	General & Unrestricted	10,000					
541 LUCK AVE SW STE 304									
ROANOKE, VA 24016									
BERKS WOMEN IN CRISIS	N/A	509(a)(1)	General & Unrestricted	25,000					
255 CHESTNUT ST									
READING, PA 19602	AL/A	500(=)(4)	David David Tarin	4.000					
BILLY GRAHAM EVANGELISTIC ASSOCIATION PO BOX 668129	N/A	509(a)(1)	Rapid Response Team Ministry	1,000					
CHARLOTTE, NC 28266		ł	IVIII II Sti y						
BOYS & GIRLS CLUBS OF SW VIRGINIA INC	N/A	509(a)(1)	General & Unrestricted	2,000					
1714 9TH ST SE	IN/O	309(a)(1)	General & Onlestricted	2,000					
ROANOKE, VA 24013									
BRADLEY FREE CLINIC OF ROANOKE VALLEY	N/A	509(a)(1)	General & Unrestricted	15,000					
1240 3RD ST SW	13// \	003(4)(1)	General a officación	10,000					
ROANOKE, VA 24016									
CHARLOTTE LEADERSHIP FORUM	N/A	509(a)(1)	General & Unrestricted	1,000					
7401 CRML EXE PK DR STE 320				.,					
CHARLOTTE, NC 28226									
EASY DOES IT INC	N/A	509(a)(1)	General & Unrestricted	10,000					
1300 HILLTOP RD									
LEESPORT, PA 19533			ļ						
FDN FOR THE READING PUBLIC MUSEUM	N/A	509(a)(1)	Stone Terrace Project	20,000					
500 MUSEUM RD									
READING, PA 19611									
HABITAT FOR HUMANITY INTERNATIONAL INC	N/A	509(a)(1)	General & Unrestricted	5,000					
336 S 18TH ST									
READING, PA 19602	N//0	500(-)(4)	0	00.000					
HANLEY CENTER FOUNDATION INC	N/A	509(a)(1)	General & Unrestricted	20,000					
933 45TH ST WEST PALM BEACH, FL 33407									
Total See Attached Statement	L	<u> </u>	<b>▶</b> 3a	416,000					
b Approved for future payment				410,000					
2 Approved for factive payment									
		1							
				1					
Total		<u> </u>	<u> </u>	<del> </del>					
Total			▶ 3b	0					

Part XVI-A Analysis of Income-Producing Act	ivities			20-101	2009 Page 12
	Unrelated busi	ness income	Excluded by sector	on 512, 513, or 514	(2)
Enter gross amounts unless otherwise indicated	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e)  Related or exempt function income
1 Program service revenue	Business code	Amount	Exclusion code	Amount	(See instructions)
a b	-				
	- <del>   </del>				
		<del>-</del>			
· <del>, </del>				· · · · · · · · · · · · · · · · · · ·	
e	-				
g Fees and contracts from government agencies	-				
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	502	
4 Dividends and interest from securities			14	208,554	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
<b>b</b> Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	41	18	-47,299	
9 Net income or (loss) from special events				· ·	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Flow-Through Income	525990	18	14	9,922	
b					
С			·		
d					
e					
12 Subtotal Add columns (b), (d), and (e)		59		171,679	
13 Total. Add line 12, columns (b), (d), and (e)				13	171,738
(See worksheet in line 13 instructions to verify calculations)	<u>.</u>		·		
Part XVI-B Relationship of Activities to the A					
Line No. Explain below how each activity for which incor					
▼ the accomplishment of the foundation's exempt	purposes (other tha	n by providing tu	nds for such purp	oses) (See instru	ctions )
	<del></del>		-		
	· · · · · · · · · · · · · · · · · · ·				<del></del>
<del></del>	<del></del>				
-					-
	· · · · · ·				
		·		·	
				·	
1					
<del></del>	<u> </u>				<del></del> <u></u>

Form 99	0-PF (2	. DOINGING O	haritable Foun					20-1812559	Pag	e_13
Part 2	(VII	Information Reg	arding Trans	sfers To and T	ransactions a	nd Re	lationships Wit	h Noncharitable		
		Exempt Organiz	ations							
ın	section	organization directly on 501(c) of the Code ations?							Yes	No
a Tr	ansfe	rs from the reporting t	foundation to a	noncharitable ex	empt organizatio	on of.				
	) Cas				-			1a(1)		Х
•		er assets						1a(2)		X
		ansactions						41.41		
		es of assets to a nonc chases of assets fron			zation		•	1b(1) 1b(2)		X
•	•	ital of facilities, equip			zation			1b(3)		x
•	•	mbursement arranger	•	4000.0				1b(4)		X
(5	) Loa	ns or loan guarantee:	s				•	1b(5)		Х
•	•	formance of services		_		•	•	1b(6)		Х
	_	of facilities, equipme						1c	ـــــلـ	<u> </u>
va	lue of	swer to any of the ab the goods, other ass any transaction or sh	ets, or service:	s given by the rep	orting foundation	n If the	foundation receive	d less than fair mark	et ed	
(a) Line	no	(b) Amount involved	(c) Name o	of noncharitable exemp	t organization	(d) De	escription of transfers, tra	ensactions, and sharing an	angeme	ents
						<del>  -</del>				
						[				
						<b></b>				
						-				
	$\dashv$	<del></del>								
				····						
									<del></del>	
de	escrib	oundation directly or in ed in section 501(c) o	f the Code (oth					Yes X	] No	
		(a) Name of organization		(b) Type	e of organization		(c) De	escription of relationship		
		<del>.</del>								
	Une	fer penalties of perjury, I declare	that I have exercised t	his return, including accomi	panying schedules and st	tatements, a	I	ge and belief, it is true.		
Sign Here	con	rect, and complete Declaration o	preparer (other than t		ormation of which prepar		knowledge	May the IRS discuss t with the preparer show instructions)?	vn b <u>elov</u>	
		Print/Type preparer's n		Drenarer's signature			Date	DTIN		

Jeffrey D. Haskell

Firm's address ▶ One Hollow Lane, Suite 212, Lake Success, NY 11042

Paid

Preparer Use Only

Jeffrey D Haskell

► Foundation Source

P01345770

(800) 839-1754

Check I if

self-employed

Phone no

Firm's EIN > 51-0398347

7/29/2013

Part I, Line 11 (990-PF) - Other Income

		9,940	9,922	0
		Revenue and Expenses	Net Investment	Adjusted
	Description	per Books	Income	Net Income
1	NB CROSSROADS FUND XVII - K-1 Flow-Through Income	3,898	3,898	
2	NB CROSSROADS FUND XVIII - K-1 Flow-Through Income	6,042	6,024	

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

	44,470	44,470	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 Investment Management Services	44,470	44,470		0

Part I, Line 18 (990-PF) - Taxes

		6,977	25	0	0
		Revenue			Disbursements
		and Expenses	Net Investment	Adjusted	for Charitable
	Description	per Books	Income	Net Income	Purposes
1	Estimated Tax for 2012	3,300	0		0
2	Foreign Tax Paid	25	25		0
_3_	IRS Excise Tax Payment with 1st ext 990-PF	3,652	0		0

Part I, Line 23 (990-PF) - Other Expenses

		58,270	13,234	C	44,861
		Revenue and			Disbursements
		Expenses	Net Investment	Adjusted Net	for Charitable
	Description	per Books	Income	Income	Purposes
1_	Administrative Fees	44,836	. 0		44,836
2	Bank Charges	511	511		0
3	NB CROSSROADS FUND XVII K-1 Flow-Through	5,775	5,766		0
4	NB CROSSROADS FUND XVIII K-1 Flow-Through	7,123	6,957		0
5	State or Local Filing Fees	25	0		25

## Berkshire Charitable Foundation

t Obligations
Government
s - U.S. and State Government Obligatic
J :
nvestments
Part II. Line 10a (990-PF) - Investments

		Federal	1,401,609	1,004,457	0	1,039,042	
		State/Local	100,000	100,000	0	100,001	
		Num Shares/	Book Value	Book Value	FMV	FMV	State/Local
	Description	Face Value	Beg of Year	End of Year	Beg of Year	End of Year	Obligation
-	DISTRICT COLUMBIA SAVRS 6.22% 08/01	100,000		100,000		100,001	×
7	FHLMC A97040 - 4.000% - 02/01/2041	80,788		78,768		86,322	
က	FHLMC J19197 - 3 000% - 05/01/2027	42,817		44,797		45,187	
4	FNMA - 1 125% - 04/27/2017	45,000		45,351		45,806	
2	FNMA - 3 500% - 02/01/2041 - POOL #AE08	42,452		44,124		45,296	
ဖ	FNMA - 4 500% - 02/01/2041 - POOL #AH5	27,327		28,074		29,665	
^	FNMA - 4.500% -09/01/2040 -PAE3049	78,740		82,386		85,064	
<b>∞</b>	FNMA - 5 000% - 11/01/2033 - POOL 72502	33,556		35,893		36,559	
6	FNMA - 5.375% - 07/15/2016	36,000		42,428		42,065	
19	1	46,739		50,837		51,075	
7	_	10,309		11,130		11,093	
12	FNMA POOL #AH0969 - 3 500% - 12/01/203	19,071		19,963		20,243	
13	<del>-</del>	11,462		12,081		12,442	
4	FNMA-1 25%-01/30/2017	25,000		55,761		56,384	
15	-	32,000		31,908		32,452	
16	⊢	17,000		17,580		22,118	
17	US T BILL BDS - 3.000% - 05/15/2042	15,000		16,000		15,281	
18	_	15,000		16,600		20,395	
19	US T BILL NOTE - 0 250% - 03/31/2014	83,000		82,961		83,039	
50	US T BILL NOTE - 0 250% -05/31/2014	74,000		73,986		74,035	
2	US T BILL NOTE - 1.000% - 03/31/2017	41,000		41,787		41,733	
22	US T BILL NOTE - 1.250% - 04/15/2014	22,000		57,842		57,752	
23	-	41,000		41,328		46,433	
24	US T BILL NOTE - 3.500% - 05/15/2020	52,000		57,471		60,373	
25	US TIPS - 2 375% - 01/15/2025	13,499		15,401		18,230	

## Berkshire Charitable Foundation

## Part II, Line 10b (990-PF) - Investments - Corporate Stock

1 Month   Preservative   Book Value   Body Value   End of Vetar    Description  3M CO ACCENTURE PLC ALEXION PHARMACEUTICALS, INC ALLERGAN INC ALTRIA GROUP INC AMAZON COM	Num Shares/	Book Value	Book Value	FMV Bea of Year	FMV End of Year	
3M CO         Description         Face Value         Beeg or Year         Ling or Year         Face Value           ALE CORN TURE OF CORN TREE OF THE ALE CORN TREE OF	Description  3M CO ACCENTURE PLC ALEXION PHARMACEUTICALS, INC ALLERGAN INC ALTRIA GROUP INC AMAZON COM	01.00	במא לי במל	במס בכב	Bed of Year	End of Year
AMERICAN EFFOCK	3M CO ACCENTURE PLC ALEXION PHARMACEUTICALS ALLERGAN INC ALTRIA GROUP INC AMAZON COM			Lild Of - Gal	P. C. C. C. C. C. C. C. C. C. C. C. C. C.	52 052
AMERICAN ECETICALS, INC.         268         28,423           ALEXION PHRAMCEUTCALS, INC.         268         24,21           ALERGANINE         337         24,421           ALTERGANINE         357         24,421           ALTERGANINE         223         31,879           AMERICAN ELECTRIC POWER INC.         220         31,879           AMERICAN ELECARAL         223         31,879           AMERICAN ELECTRIC COWART INC.         226         8,884           AMERICAN ELECARAL         386         12,832           AMERICAN ELECARAL         897         22,883           ASTRA CORP COM         80         32,833           ASTRA CORP COM         80         32,833           ASTRA CORP COM         81         82,833           ASTRA CORP COM         215         82,833           ASTRA CORP COM         216         82,333           ASTRA CORP CORP         80         91,434           BERNELING         84         63,10           CONCHILLINS         86         11,635	ACCENTURE PLC ALEXION PHARMACEUTICALS ALLERGAN INC ALTRIA GROUP INC AMAZON COM	280		48,501		55,655
AMERICAN ENCROR PARAMCEUTICALS, INC.         284         9, 183           ALLEGORN INC.         337         24,421           ALLEGORN INC.         1062         28,165           AMARTICORA COMMENT         225         28,165           AMARTICAN ELECTRIC POWER INC.         250         2,1580           AMARTICAN ELECTRIC POWER INC.         250         2,1580           AMARTICAN ELECTRIC POWER INC.         200         2,1580           AMARTICAN ELECTRIC POWER INC.         301         2,2383           AMARTICAN ELECTRIC POWER INC.         301         2,2383           AMARTICAN ELECTRIC POWER INC.         301         2,2383           AMARTICAN ELECTRIC POWER INC.         301         2,2150           ANTATIONATIC DATA PROCESSING INC.         51         2,2169           ANTATIONATIC DATA PROCESSING INC.         51         2,2169           BECK INC.         51         2,22169           BECK INC.         51         2,22169           BECK INC.         51         2,22           BECK INC.         51         2,22           CENTIFY LINK INC.         2,22         2,236           CENTIFY LINK INC.         2,24         2,27           COACH INC.         2,24         2,27	ALLERGAN INC ALTRIA GROUP INC ALTRIA COM	635		28,424		42,228
ALLERA GROUP INC.         337         24,47           ALLERA GROUP INC.         1062         23,43         24,47           ALLERA GROUP INC.         223         31,979         34,47           AMAREIOCAN ELECTRIC POWER INC.         225         31,979         38,447           AMARICAN ELECTRIC POWER INC.         220         36         8,84           AMERICAN ELECTRIC POWER INC.         230         27,558         38,56           AMERICAN ELECTRIC POWER INC.         360         27,58         38,56           ASINAZENECA         807         38,58         38,58         38,58           ASINAZENECA         807         38,58         38,58         38,58           ASTINAZENECA         807         38,58         38,58         38,58           ASTINAZENECA         807         23,38         38,58         38,58           ASTINAZENECA         807         38,58         38,58         38,58         38,58           ANTINAMACELITA CARPORTOR         807         36,58         36,58         36,58         36,58           BERNINTARIA PLANAMACEUTICAL         807         37,58         37,57         37,57         37,57           COACHILIPS         808         808         80,222		264		9,183		24,747
ALTER RECOMPLEX   1002   28.16		337		24,421		30,913
AMAZON COM         223         31979           AMAZON COM         AMAZON COM         31979           AMAERICAN EJECTRIC POWER INC         226         21 889           AMERICAN EJECTRIC POWER INC         530         21 889           AMERICAN EJECTRIC POWER INC         530         21 889           AMAERICAN EJECTRIC POWER INC         336         14 8626           ASIA PLE INC         336         14 8626           ASIA PLE INC         336         14 8626           AST INAZENECA         807         28 383           ATT IN CORP COM         807         28 383           ALT IN CORP COM         81         22 139           ANT IN CORP COM         81         23 383           ANT IN CORP COM         81         22 391           BERKINGE MATHAWANCEUTICAL INC         89         22 391           BERKINGE MATHAWANCEUTICAL INC         89         22 391           BERKINCO LANGORATION         266         89         23 389           CENTINGY LINKING         89         27 55         27 55           CONDACIOLIU INC         890         27 56         27 50           CONDACOPILIUS         860         27 50         27 50           CONDACOPILIUS         <		1,062		28,116		33,389
AMERICAN ENCERING         226         8.894           AMERICAN ELECTRIC POWER INC         520         8.894           AMERISOLRCEBERGEN CORP         800         22.666           AMERISOLRCEBERGEN CORP         300         22.666           ASTATAZERA ELECA         386         3.865           ASTINAZERES CO         386         3.865           ASTINAZERICA         387         2.185           ASTINAZERICA         387         2.185           ANTENDARIALITH         6.310         2.185           BANK NEW YORK MELLON CORP COM         2.185         6.646           BERNISHIRE HATHAWAY INC CLASS B         572         2.656           BERNISHIRE HATHAWAY INC CLASS B         573         2.656           BERNISHIRE HATHAWAY INC CLASS B         575         2.656           BERNISHIRE HATHAWAY INC CLASS B         575         2.650           BERNISHIRE HATHAWAY INC CLASS B         575         2.650           CENTURE COLL FOR COLLING         2.869         2.575           BERNISHIR HATHAMAY INC CLASS B         2.864         1.767           CONDAIN CORP         6.60         2.76         2.767           CONDAIN CORP         6.76         2.76         2.767           CONDAIN CO		223		31,979		55,944
AMERICAN ENPRESS CO         800         21.880           AMERICON ENPRESS CO         20.886         22.666           APPLE INC         AMERICAN PRESIDENT         38.865         28.865           ASM HOLDING NVI NREG SHS         89         1.828         8.865           ASIA HOLDING NVI NREG SHS         89         22.865         8.863           AST TAZENEC         89         22.865         8.863           ANTER CORP COM         81         22.159         22.865           BOANK NEW YORK MELLON CORP COM         802         40.449         8.870           BERNEYLE HATHAWAY INC CLASS B         891         22.159         8.870           BERNEYLE HATHAWAY INC CLASS B         891         22.866         8.96           BERNEYLE WARR SQUIBB CO         893         32.891         11.619           CERVILLY RESS CUIBB CO         893         32.891         11.619           CERVILLY RICK ORD         893         32.891         11.619           CERVILL RICK ORD         893         32.891         11.619           CHANDON ORP         894         17.867         11.610           COMPARION CRANTON         865         17.867         11.810           DEVON ENERGY CO         20         2		226		8,894		9,646
AMMERISOURCEBERGEN CORP         800         22.666           AMPERISOURCEBERGEN CORP         111         23.385           ASPIL HOLDING INV NY REG SHS         396         18.626           ASITAZERA CARL         397         38.368           ATRITORPO COM         2118         22.83           ATRITORALI DATA PROCESSING INC         515         22.169           ANTENHALL HARMACEUTICAL INC         516         22.189         65.246           BERNIX IN NEW YORK MELLON CORP COM         2.185         65.246         65.246           BERNIX IN NEW YORK MELLON CORP COM         2.185         65.246         65.246           BERNIX IN NEW YORK MELLON CORP COM         2.185         65.246         65.246           BERNIX COLANCERS SOUIBB CO         30.245         1.1619         1.1619           BRISTOLANY ERS SOUIBB CO         30.245         1.267         1.267           CENTURY LINK INC         36.96         32.289         1.267           CERTILEY CARPONDATION         650         3.162         3.162           CORACHILLIPS         3.45         2.138         2.205           CONDICIN LINK         5.27         2.28         2.28           CONDICIN LINK SINC         3.162         3.162         3.162	T	530		21,580		30,464
ASMIL HOLDING NOW REG SHS   111   23.383   18.66   1	AMERISOURCEBERGEN COR	800		22,656		34,544
ASML HOLDING NV NP REG SHS         386         18.266           ASML HOLDING NV NP REG SHS         387         38.586           AST CORP COM         221         28.363           ALTOMARIA PROCESSING INC         518         22.159           ALTOMARIA PROCESSING INC         518         25.586           BECKISH RE HATHAWAY INC CLASS B         575         40.449           CENTLUR INC         249         16.940           CENTLUR INC CORP         70         40.449           CENTLUR INC         249         6.802           CINTAG CRP         57.00         57.61           COACH INC         58.62         22.165           COACH INC         58.62         22.165           COACH INC         58.62         22.165           COACH INC         58.62         22.165	1	111		23,383		59,071
AASTRAZENECA         807         38.666           AASTRAZENECA         807         28.666           ATRITORPO COMP         21         22.156           ATHENAHEALTH         84         6.310           ALTHENAHEALTH         84         6.316           BAUK NEW YORK MELLON CORP COM         2.185         5.65.46           BAUK NEW YORK MELLON CORP COM         2.185         5.65.46           BIOMARIN PHARMACEUTICAL INC         892         1.16.19           BIOMARIN PHARMACEUTICAL INC         239         1.16.19           CERNIER CORPORATION         249         1.9.401           CERNIER CORPORATION         249         1.9.401           CERNIER CORPORATION         249         1.9.401           CERNIER CORPORATION         249         1.9.401           CONTENIOR ORP         690         1.7.67           CONTENIOR ORP         670         2.4.51           CONTENIOR ORP         670         2.4.51           CONCA-COLA DO         2.0.6         2.0.2           CONCA-COLA DO         2.0.6         2.0.6           CONCA-COLA DO         2.0.7         2.0.2           CONCA-COLA DO         2.0.7         2.0.2           CONCA-COLA DO <th< td=""><td></td><td>386</td><td></td><td>18,626</td><td></td><td>24,855</td></th<>		386		18,626		24,855
ATRICORPE COM         921         28.963           ATRECAPE COMMATIC DATA PROCESSING INC         515         22,159           BANK NEW YORK MELLON CORP COM         2,185         56,546           BEANK NEW YORK MELLON CORP COM         2,185         22,159           BERNAR NEW YORK MELLON CORP COM         2,185         2,566           BERNAR NEW YORK MELLON CORP COM         373         40,449           BIND CANAID PLANEAU PROCESSING OF CORP COM         569         2,291           CENTURY LINK INC         249         2,291           CENTURY LINK INC         249         2,291           CENTURY CORP         74         6,401           CHENTON CORP         669         17,162           CHENTON CORP         67         17,162           CINTAS CAP         2,249         6,502           CONDACTION         342         17,162           CONDACH INC         342         20,757           CONDACH INC         342         20,757           CONDACH ILLPS         650         2,676           CONDAINION RESOURCES INC         1,87         2,138           CONDAINION RESOURCES INC         1,105         2,138           EKE NETHORIAN INC         2,14         2,138		807	:	38,566		38,147
ATTHERMATHEALTH   84   6.310	1	921		28,363		31,047
AUTOMATIC DATA PROCESSING INC         516         22,159           BOANK NEWLYORK MELLON CORP COM         2,185         5,566           BCENERINE HATHWARY INC CLASS B         375         40,49           BERKSHER HATHWARY INC CLASS B         375         1,619           BIOMARIN PHARMACENTICAL INC         391         25,276           BIOMARIN PHARMACENTICAL INC         249         6,802           CERVILEY LINK INC         249         6,802           CERVILEY CORPORATION         77         6,802           CHIPOLT EMEX GRILL         690         1,712           CHIPOLT EMEX GRILL         690         7,615           COACH INC         342         20,727           COACH INC         342         20,727           COACH INC         342         7,615           COACH INC         342         20,727           COACH INC         34,62         3,1821           CONDERIOR IN         560         34,187           DEVANCENDERIOR         685         3,1821           CONDERIOR         560         20,527           DOMINE ENGLISHING ON         367         20,527           ELI LILLY & CO         547         43,629           ELICITAL & CO <td< td=""><td></td><td>84</td><td></td><td>6,310</td><td></td><td>6,156</td></td<>		84		6,310		6,156
GANIX NEW YORK MELLON CORP COM         2.185         56.546           BOG MINION RESOURCE LOLASS B         575         40,448           BERISTOLAMYERS SOLIBE CO         239         25.216           BRISTOLAMYERS SOLIBE CO         889         25.216           CENTICK LINK IN FAR SOLIBE CO         889         2.5.216           CENTURY LINK INC         7         6.00.2           CHEVRON CORP         7         6.00.2           CHEVRON CORP         342         20,757           CHEVRON CORP         1,070         245         7,152           CHEVRON CORP         342         20,757         7,152           COACH INC         342         20,757         7,615           COACH LINE         650         31,821         7,615           COACH LILD         650         31,821         7,615           COACHILLINE SINT         850         31,821         7,615           COACHILLINE SINT         850         31,821         7,615           DOMINION RESOURCES INC         850         31,821         7,615           EXPEDITORS INTL WASH INC         74         20,809         850           EXPEDITORS INTL WASH INC         10,305         45,639         10,654	Т	515		22,159		29,319
BECE INC         802         25.966           BECKSHIRE HATHAWAY INC CLASS B         873         40.448           BENGALINIA PHARAMACEUTICAL INC         239         1.16.99           BIOMARIN PHARAMACEUTICAL INC         331         1.16.91           CENTURY LINK INC         869         22.201           CENTURY LINK INC         680         22.201           CHENRON CORP         79         6.802           CHENRON CORP         79         6.802           CHENRON CORP         79         6.802           CHINAS CRP         17.677         20.757           COACH INC         342         20.757           COACH INC         592         23.168           COACH ILLPS         650         31.821           COACH INC         650         31.821         20.757           COACH ILLPS         650         31.821         20.257           COAMERICA INC         650         31.836         31.836           COAMERICA INC         650         31.836         32.136           COAMERICA INC         650         31.136         32.136           COAMERICA INC         74         42.157         32.136           DUIKE ENERGY CORPORATION         685 <td>1</td> <td>2,185</td> <td></td> <td>56,546</td> <td></td> <td>56,155</td>	1	2,185		56,546		56,155
BIOLINGERSHIRE HATHAWAY INC CLASS B         875         40,449           BIOWARNIN PERMANCEUTICAL INC         339         1,1619           BIOWARNIN PHARMACEUTICAL INC         349         26,276           CENTURY LINK INC         869         1,1612           CENTURY LINK INC         749         6,802           CHPOLTE MEX GRILL         64         1,7162           CONDENCE INC         245         7,615           COCA-COLA CO         33,168         7,615           COMERICA INC         885         28,676           CONDIEN LTD         885         28,676           CONDIEN LTD         885         28,676           CONDIEN LTD         885         29,189           EK DETONO RESONECES INC         874         10,67	BCE INC	802		25,966		34,438
BIODAMARIN PHARMACEUTICAL INC         239         11.619           BIOLOGARIN PHARMACEUTICAL INC         891         1.619           BRISTOL-MYERS SQUIBBS CO         891         2.5.276           CENTURY LINK INC         869         22.911           CENTURY LINK INC         869         19.401           CHENTISK CORP         79         6.802           CHENTISK CORP         79         6.802           CHENTISK CORP         869         1.767           COACH INC         245         7.615           COACH INC         245         7.615           COACH INC         245         7.615           COMERICA INC         860         33.168           CONDICINICITY         860         33.168           CONDICINICITY         860         33.168           CONDICINICITY         860         33.168           CONDICINICITY         182         7.902           DOMINION RESOURCES INC         860         33.168           EVACEDITORS INTL WASH INC         785         29.869           FACEBOTOR INC         785         45.639           FIND TECHS INC COM         384         45.639           GOOGIE INC CIN         17.67	BERKSHIRE HATHAWAY INC	575		40,449		51,578
BRISTOL-MYERS SQUIBB CO         931         25,276           CENTURY-LINK INC         869         22,991           CENTURY-LINK INC         869         32,991           CENTURY-LINK INC         401         14,011           CHEVEN CORPORATION         79         6,802           CHEVEN CORPORATION         64         17,162           CHINAL SCRIL         690         7,715           COACH INC         342         20,757           COACH INC         360         31,821           COACH INC         360         31,821           COACH INC         650         31,821           CONDIEN LTD         360         31,821           CONDIEN LTD         36,63         43,1821           CONDIEN LTD         43,63         43,63           DEVIN RESOURCES INC         43,63         43,63           EVERDITORS INTL WASH INC         36,63         36,63           FANG TECHSI INC COM <td>BIOMARIN PHARMACEUTICAL</td> <td>239</td> <td></td> <td>11,619</td> <td></td> <td>11,759</td>	BIOMARIN PHARMACEUTICAL	239		11,619		11,759
CENTURY LINK INC         869         32,991           CERNEY LINK INC         869         19,401           CHENCON CORPORATION         79         6,802           CHENCON CORPORATION         690         17,617           CHIPOLITE MEX GRILL         690         17,617           CINTAS CRP         20,517         7,615           COACH COL         242         20,757           COACH COL         242         7,615           COACH COL         242         7,615           COACH COL         242         7,615           COACH COL         243         7,615           COACH COL         33,158         7,615           COACH COL         31,627         28,676           COMERICA INC         650         31,637           DEVOINEN LTD         182         7,902           DEVOINEN LTD         182         7,902           DEVOINEN LTD         182         3,157           DOMINION RESOURCES INC         51         20,604           EN PEDITORS INT. WASH INC         765         20,604           EN EN TELL ILLY & CO         741         45,639           EN CEBOOK INC         10,604         45,639           HEALTH CARE	BRISTOL-MYERS SQUIBB CO	931		25,276		30,341
CERNER CORPORATION         249         19,401           CHENKON CORP         79         6,802           CHEVRON CORP         79         6,802           CHEVRON CORP         74         17,672           CHEVRON CORP         342         20,757           CONCOPILLID         342         20,757           COACH INC         342         20,757           COACH INC         33,168         33,168           COMERICA INC         650         28,676           COMERICA INC         650         31,821           COMERICA INC         865         43,167           DEVINIER CORPORATION         686         43,167           DEVINIER CORPORATION         686         43,167           DEVINIER ENERGY CORPORATION         686         43,167           DEVINIER ENERGY CO         547         20,899           ELI LILLY & CO         20         20           ENCY ENERGY CO         20         20           ENCY ENCY INC         74         45,639           FANC TECHS INC         74         45,639           FANC TECHS INC         74         45,639           HARBOR HIGH YIELD BD FD INVESTOR CL         10,396         11,056		698		32,991		33,995
CHEVRON CORP         79         6,802           CHEVRON CORP         79         6,802           CHIPOLTE MEX GRILL         69         17,162           COMEDICATION         342         20,757           COACH INC         245         20,757           COACH INC         245         26,65           COMERICA INC         245         28,676           COMERICA INC         582         28,676           COMERICA INC         650         33,158           CONDIEN LTD         650         33,157           CONDIEN LTD         665         31,821           DEVON EMERGY CORPORATION         685         34,157           DEVON EMERGY CORPORATION         685         31,821           DIVE EMERGY CO         515         20,002           DIVE EMERGY CO         517         20,002           DIVE EMERGY CO         547         21,138           FACEBOOK INC         741         45,639         66,514           FACEBOOK INC         74         45,639         66,514           GOOGLE INC C.A         74         45,639         76,634           HARBOR HIGH YIELD BD FD INVESTOR C.L         10,396         10,10,561           HEALTH CARE REIT IN		249		19,401		19,300
CHIPOLTE MEX GRILL         64         17,162           CINITAS CRP         690         17,677           CONDERICA INC         245         7,617           COCA-COLA CO         1,070         33,158           COMMERICA INC         1,070         33,168           CONDIEN LIPS         592         28,678           COVIDIEN LIPS         685         43,167           DUKE ENERGY CORPORATION         685         7,302           DUKE ENERGY CO         515         20,303           EVENDITORS INT. WASH INC         785         29,889           FACEBOOK INC         741         20,504           FACEBOOK INC         741         45,639           FANC TECHS INC COLM         74         45,639           GLAXOSMITHKLINE PLC         74         45,639           GLAXOSMITHKLINE PLC         74         45,639           HARIDA COMPANY         10,396         10,143           HEALTH CARE REIT INC.         254         11,057		62		6,802		8,543
CINTAS CRP         690         17,677           COACH INC         342         20,757           COCA-COLA CO         245         20,757           COCA-COLA CO         1,070         33,168           COMENIOR         650         28,676           CONDIEN LTD         650         31,871           CONDIEN LTD         650         31,871           DOMINION RESOURCES INC         685         3,157           DUKE ENERGY CORPORATION         685         21,138           DUKE ENERGY COR         547         21,138           EXPEDITORS INT. WASH INC         785         20,654           EX NETWORKS, INC.         741         20,899           FACEBOOK INC         741         20,899           FACEBOOK INC         741         20,894           HARONE INC COM         364         10,654           GOCGLE INC COM         1,538         66,514           GOCGLE INC COMPANY         1,538         66,514           GOCGLE INC         277         11,067           HEALTH CARE REIT INC.         254         12,143           ILLINOIS TOOL WORKS         680         26,016           INTERCOLTINETALEXCHANGE INC         32		64		17,162		19,037
COACH INC         342         20,757           COACH INC         245         7,615           COCACIOLA CO         245         7,615           COMERICA INC         28,676         28,676           CONDIGEN LTD         650         31,621           CONDIGEN LTD         650         31,821           DOMINION RESOURCES INC         685         43,157           DOMINION RESOURCES INC         547         21,138           EEVON ENERGY CO         547         21,138           EXPEDITORS INTL WASH INC         785         29,869           ES NETWORKS, INC.         741         20,869           FACEBOOK INC         741         20,869           FACEBOOK INC         741         45,639           FACEBOOK INC         74         45,639           GOOGIE INC CIA         74         45,639           GOOGIE INC CIA         74         45,639           HEALTH CARE PAPY INVS INC         277         110,651           HEALTH CARE PAPY INVS INC         254         26,14           HEALTH CARE PAPY INVS INC         254         26,016           ILLINOIS TOOL WORKS         680         26,016           INGERCONTINETALEXCHANGE INC         232		069		17,677		28,221
COCA-COLA CO         245         7,615           COMERICA INC         1,070         33,168           CONDECIPHILIPS         592         3,168           CONDCOPHILLIPS         592         3,167           CONDITIONEN LTD         685         31,871           CONDITIONEN LTD         685         43,167           DEVON ENERGY CORPORATION         685         43,167           DEVON ENERGY CORPORATION         515         30,222           DIVKE ENERGY CO         547         2,138           ELI LILLY & CO         547         20,899           ELI LILLY & CO         547         20,899           EN LETWORKS, INC.         741         20,899           FACEBOOK INC         741         46,539           FACEBOOK INC         74         46,539           GOOGLE INC CLA         74         46,539           GLAXOSMITHKLINE PLC         74         46,539           GLAXOSMITHKLINE PLC         774         45,639           HARBOR HIGH YIELD BD FD INVESTOR CLL         10,396         110,657           HEALTH CARE PEIT INC.         254         110,677           HEALTH CARE PEIT INC.         26,01           HEALTH CARE PEIT INC.         26,01	-	342		20,757		18,984
COMERICA INC         1,070         33,158         6           CONDCOPHILLIPS         592         28,676         28,676           COVIDIEN LTD         550         31,821         6           COVIDIEN LTD         43,157         7,902         7,902           DOMINION RESOURCES INC         515         30,222         7,902           DUKE ENERGY CO         547         21,138         21,138           ELYEDITORS INTL WASH INC         741         20,509         20,654           EN REDOK KIS, INC,         741         20,509         65,14           FACEBOOK INC         364         66,514         66,514           GAXOSMITHKLINE PLC         1,538         66,514         45,639           GAXOSMITHKLINE PLC         617         45,639         10,634           HA J HEINZ COMPANY         617         20,509         10,634           HARBOR HIGH YIELD BD FD INVESTOR CL         10,561         11,067         11,067           HEALTH CARE REIT INC         254         12,143         11,067           HEALTH CARE REIT INC         580         26,016         11,067           HEALTH CARE REIT INC         264         26,016         26,016           INTERCONTINETAD LEXCHANGE INC	$t^-$	245		7,615		8,881
CONOCOPHILLIPS         592         28,676           COVIDIEN LTD         650         31,871           DEVON ENERGY CORPORATION         685         43,167           DEVON ENERGY CORPORATION         182         43,167           DOMINION RESOURCES INC         516         21,138           DOMINION RESOURCES INC         516         21,138           ELI LILLY & CO         547         21,138           EXPEDITORS INTL WASH INC         785         29,869           FACEBOOK INC         741         20,809           FACEBOOK INC         741         10,534           FACEBOOK INC         741         45,639           CACAGEMITHICLINE PLC         74         45,639           FINC COMPANY         617         29,694           HEALTH CARE PPTY INVS INC         277         11,057           HEALTH CARE REIT INC.         680         26,639           HEALTH CARE REIT INC.         680         26,016           HEALTH CARE REIT INC.         680         26,016           ILLINOSIT TOOL WORKS         680         26,016           INTERCONTINETALEXCHANGE INC.         32,013         14,891           INTERCONTINETALEXCHANGE INC.         32,013         67,999	T	1,070		33,158		32,464
COVIDIEN LTD         650         31,821           DEVON ENERGY CORPORATION         685         43,157           DOMINION RESOURCES INC         182         7,902           DOMINION RESOURCES INC         155         21,138           ELI LILLY & CO         21,138         21,138           ELI LILLY & CO         200         20,654           EXPEDITORS INL.         741         20,909           FACEBOOK INC         364         66,514           FMC TECHS INC COM         1,538         66,514           GOOGLE INC CLA         74         45,639           HATHOLOSINC CLA         77         45,639           HEALTH CARE PIPT INVS INC         277         11,067           HEALTH CARE PIPT INVS INC         254         12,43           HEALTH CARE PIPT INC.         680         26,016           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         132         9,799           INTUITIVE SURGICAL, INC         32         9,799	1	592		28,676		34,330
DEVON ENERGY CORPORATION         685         43,157           DOMINION RESOURCES INC         182         7,902           DUKE ENERGY CO         515         30,222           DUKE ENERGY CO         547         21,38           ELILLILY & CO         785         29,669           EXPEDITORS INTL WASH INC         740         20,564           FACEBOOK INC         741         20,809         66,514           FACEBOOK INC         74         45,639         66,514           GOAGLE INC CL A         74         45,639         74           HANDA COMPANY         617         29,664         45,639           HEALTH CARE PPTY INVS INC         277         45,639         710,561           HEALTH CARE REIT INC         264         110,567         74           HEALTH CARE REIT INC         580         26,016         74,43           INGERSOL-RAND PLC         580         26,016         74,891           INTERCONTINETALEXCHANGE INC         32,013         9,799	1	920		31,821		37,531
DOMINION RESOURCES INC         182         7,902           DUKE ENERGY CO         515         30,222           ELI LILLY & CO         547         21,138           EXPEDITORS INTL WASH INC         785         29,869           FS NETWORKS, INC.         741         20,909           FACEBOOK INC         74         20,909           FACEBOOK INC         74         45,639           GLAXOSMITHKLINE PLC         74         45,639           GLAXOSMITHKLINE PLC         74         45,639           GAOGLE INC CL A         74         45,639           H J HEINZ COMPANY         617         29,694           HARBOR HIGH VINS INC         254         11,057           HEALTH CARE PPITY INVS INC         254         12,143           HEALTH CARE REIT INC.         260         26,016           IILLINOIS TOOL WORKS         580         26,016           INGERSOL-RAND PLC         132         14,891           INTERCONTINETALEXCHANGE INC         33,013         14,891           INTUITIVE SURGICAL, INC         32         9,799	DEVON ENERGY CORPORATI	685		43,157		35,647
DUKE ENERGY CO         515         30,222           ELI LILLY & CO         547         21,138           EXPEDITORS INTL WASH INC         785         29,869           F5 NETWORKS, INC.         200         20,869           F5 NETWORKS, INC.         74         20,654           FACEBOOK INC         74         45,639           FMC TECHS INC COM         74         45,639           GLAXOSMITHKLINE PLC         74         45,639           GLOGIE INC CLA         617         20,694           H J HEINZ COMPAN         617         20,694           HARDAR HIGLD BD FD INVESTOR CL         10,396         110,657           HARADA REIT INC.         254         11,067           HEALTH CARE REIT INC.         254         26,016           HEALTH CARE REIT INC.         680         33,013           ILLINOIS TOOL WORKS         680         26,016           INGERSOL-RAND PLC.         580         26,016           INTERCONTINETALEXCHANGE INC.         32,799           INTUITIVE SURGICAL, INC.         32         9,799	DOMINION RESOURCES INC	182		7,902		9,428
ELI LILLY & CO         547         21,138           EXPEDITORS INTL WASH INC         785         29,869           F5 NETWORKS, INC.         200         20,654           F5 NETWORKS, INC.         200         20,654           FACEBOOK INC.         74         20,909           FMC TECHS INC COM         74         45,639           GLAXOSMITHKLINE PLC         74         45,639           GOOGLE INC CL A         74         45,639           H J HEINZ COMPANY         617         29,694           H J HEINZ COMPANY         617         29,694           HEALTH CARE PPTY INVS INC.         277         110,551           HEALTH CARE REIT INC.         254         12,143           ILLINOIS TOOL WORKS         680         33,013           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC.         32,016         14,891           INTUITIVE SURGICAL, INC.         32         9,799	t	515		30,222		32,857
EXPEDITORS INTL WASH INC         785         29,869           F5 NETWORKS, INC.         200         20,654         20,654           FACEBOOK INC.         741         20,909         20,909           FMC TECHS INC COM         364         10,634         20,909           GLAXOSMITHKLINE PLC         74         45,639         20,604           GOGLE INC CL A         74         45,639         20,604           H J HEINZ COMPANY         617         29,694         20,604           H HARBOR HIGH YIELD BD FD INVESTOR CL         277         11,057         20,604           HEALTH CARE REIT INC.         254         12,143         20,604           HEALTH CARE REIT INC.         680         33,013         26,016           INGERSOL-RAND PLC         580         26,016         26,016           INTERCONTINETALEXCHANGE INC         32         9,799           INTUITIVE SURGICAL, INC         32         9,799	┢	547		21,138		26,978
F5 NETWORKS, INC.         200         20,654         CO,909         CO,909 <th< td=""><td></td><td>785</td><td></td><td>29,869</td><td></td><td>31,047</td></th<>		785		29,869		31,047
FACEBOOK INC         741         20,909           FMC TECHS INC COM         364         10,634           GLAXOSMITHKLINE PLC         1,538         66,514           GOGLE INC CL A         74         45,639           HA HEINZ COMPANY         617         29,694           HA HARBOR HIGH YIELD BD FD INVESTOR CL         10,396         110,561           HEALTH CARE REIT INC.         254         12,143           HEALTH CARE REIT INC.         580         33,013           ILLINOIS TOOL WORKS         580         26,016           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         32         14,891           INTUITIVE SURGICAL, INC         32         9,799		200		20,654		19,430
FMC TECHS INC COM         364         10,634         Condected         1,538         66,514         Condected         Condec		741	3	20,909		19,725
GLAXOSMITHKLINE PLC         1,538         66,514           GOOGLE INC CL A         74         45,639           HJ HEINZ COMPANY         617         29,694           HJ HEINZ COMPANY         110,561         110,561           HEALTH CARE PPTY INVS INC         277         11,057           HEALTH CARE REIT INC.         254         12,143           HEALTH CARE REIT INC.         680         33,013           ILLINOIS TOOL WORKS         580         26,016           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         32,739         14,891           INTUITIVE SURGICAL, INC         32         9,799		364		10,634		15,590
GOOGLE INC CL A         74         45,639           H J HEINZ COMPANY         617         29,694           H J HEINZ COMPANY         110,561         617           HARBOR HIGH YIELD BD FD INVESTOR CL         277         11,057           HEALTH CARE PPTY INVS INC         254         12,143           HEALTH CARE REIT INC.         580         33,013           ILLINOIS TOOL WORKS         680         26,016           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         132         14,891           INTUITIVE SURGICAL, INC         32         9,799	$\overline{}$	1,538		66,514		66,857
H J HEINZ COMPANY         617         29,694           HARBOR HIGH YIELD BD FD INVESTOR CL         10,396         110,561           HEALTH CARE PPTY INVS INC         277         11,057           HEALTH CARE REIT INC.         254         12,143           ILLINOIS TOOL WORKS         680         33,013           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         132         14,891           INTUITIVE SURGICAL, INC         32         9,799	-	74		45,639		52,346
HARBOR HIGH YIELD BD FD INVESTOR CL       10,396       110,561         HEALTH CARE PPTY INVS INC       277       11,057         HEALTH CARE REIT INC.       254       12,143         ILLINOIS TOOL WORKS       680       33,013         INGERSOL-RAND PLC       580       26,016         INTERCONTINETALEXCHANGE INC       132       14,891         INTUITIVE SURGICAL, INC       32       9,799	П	617		29,694		35,589
HEALTH CARE PPTY INVS INC         277         11,057           HEALTH CARE REIT INC.         254         12,143           ILLINOIS TOOL WORKS         680         33,013           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         132         14,891           INTUITIVE SURGICAL, INC         32         9,799	HARBOR HIGH YIELD BD FD INVESTOR	10,396		110,561		115,602
HEALTH CARE REIT INC.         254         12,143           ILLINOIS TOOL WORKS         680         33,013           INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         132         14,891           INTUITIVE SURGICAL, INC         32         9,799		277		11,057		12,509
ILLINOIS TOOL WORKS		254		12,143		15,568
INGERSOL-RAND PLC         580         26,016           INTERCONTINETALEXCHANGE INC         132         14,891           INTUITIVE SURGICAL, INC         32         9,799		089		33,013		41,351
INTERCONTINETALEXCHANGE INC   132   14,891   1	INGERSOL-RAND PLC	580		26,016		27,817
INTUITIVE SURGICAL, INC 32	INTERCONTINETALEXCHANG	132		14,891		16,343
		32		662'6		15,692

# Part II, Line 10b (990-PF) - Investments - Corporate Stock

Berkshire Charitable Foundation

		3.296.324	3.589,320	<b>O</b>	- v - '00' 't
Contractor	Num Shares/	Book Value	Book Value	FMV Bed of Year	FMV End of Year
46 ISHABES TRIIST ISHABES MSCIALL CTRI	7 100	50.60	401 793	5	429.691
FO IDUNION & IDUNION	353		22 111		24.745
┱	769		45.086		58,848
$^{+}$	593		27,090		26,964
$\neg$	383		9,092		17,679
54 I ORILLARD INC COMMON STOCK	84		2,660		008'6
55 MCDONALD'S CORP	247		20,282		21,788
-	742		29,920		30,377
-	935		26,242		24,974
	220		13,177		20,823
1	669		34,962		40,151
$\vdash$	257		11,435		17,566
1	465		22,399		30,304
1	430		14,078		22,188
63 OMNICOM GROUP	685		29,683		34,223
T	485		19,489		21,927
65 PEPSICO INC	132		8,574		9,033
+	168		10,723		14,052
1	929		18,499		18,781
t	199		19,039		21,781
69 PRICELINE COM INCORPORATED	35		16,960		21,714
PROCTER GAMBLE CO	149		8,922		10,116
1	409		16,447		25,301
1	105		8,723		17,962
73 REYNOLDS AMERN INC	765		25,226		31,694
	549		33,356		38,919
SALESFORCE.COM	317		23,485		53,288
1	713		44,693		49,410
t	786		29,212		33,649
t	366		13,030		12,228
1	008'6		387,430		398,957
_	357		699'6		19,146
T-	1,445		40,816		45,749
82 TE CONNECTIVITY LTD	1,160		31,224		43,059
г	640		19,488		30,611
T	746		38,957		38,799
1	247		8,136		9,564
Ť	26,243		256,929		270,832
<del>                                     </del>	5,675		348,776		373,414
88 VERIZON COMMUNICATIONS	852		29,648		36,866
89 VISA INC	383		30,087		58,055
90 VODAFONE GROUP PLC	1,357		36,018		34,183
91 WAL-MART STORES INC	525		28,355		35,821
1	220		23,927		19,112
93 WINDSTREAM CORP	691		7,693		5,721

sonds	
orate B	
s - Corpo	
stments	
- Inve	
(990-PF)	
10c (	
ırt II, Liı	

מבן "	vari II, Eine 100 (330-rr) - Investinents	nents - Corporate ponds					
		:		593,314	598,231	0	608,882
L		Interest	Maturity	Book Value	Book Value	FMV	FMV
	Description	Rate	Date	Beg. of Year	End of Year	Beg. of Year	End of Year
-	AETNA INC 02.75000% 11/15/2022				17,953		17,908
7	AMERICAN EXPRESS - 2 375% - 03/24/2017				24,399		25,112
က	Π				27,761		29,223
4	ANHEUSER BUSCH INBEV WORLDWIDE - 1				26,210		26,274
တ					17,763		17,391
ဖ					25,685		27,676
_					34,915		34,291
œ	CITIGROUP INC - 3 953% - 06/15/2016				15,383		16,145
6	Г				16,095		15,959
9	CVS CAREMARK CORP - 2 750% - 12/01/201				18,028		18,067
7	DIRECTV HLDGS LLC / DIRECTV - 3 500% -				24,228		24,366
12	_				16,743		17,065
13	GENERAL ELEC CAP CORP - 2 950% - 05/0				15,213		15,801
4	_				16,301		16,607
15	GOLDMAN SACHS GROUP INC - 5 250% - 0				16,062		18,240
16	GOLDMAN SACHS GROUP INC BOND DTD				15,137		14,601
17					20,972		20,918
18					16,252		16,849
19	JP MORGAN CHASE - 5 125% - 09/15/2014				34,398		34,032
70	ORACLE CORP - 5 250% - 01/15/2016				14,893		14,711
21	PFIZER INC MAKE WHOLE - 5 350% - 03/15				22,892		22,026
22	SBC COMMUNICATIONS - 5 100% - 9/15/201				15,491		15,039
23	SHELL INTL - 4.000% - 03/21/2014				15,098		14,616
24	TIME WARNER CABLE INC NOTE - 4 125%				31,496		33,949
25	VENTAS REALTY LP - 4.250% - 03/01/2022				17,288		16,979
56					30,954		32,682
27	WATSON PHARMACEUTICALS INC - 3 250%				26,476		26,755
28	WELLS FARGO CO - 3 500% - 03/08/2022				24,145		25,600

## Part II, Line 13 (990-PF) - Investments - Other

			3,675,243	3,406,400	3,688,503
		Basis of	Book Value	Book Value	FMV
	Asset Description	Valuation	Beg of Year	End of Year	End of Year
-	1 ALTERNATIVE FOCUS SABA CAPITAL OFS			250,000	240,349
7	ALTERNATIVEFOCUS BREVAN HOWARD L			247,700	268,879
က	3 ALTERNATIVEFOCUS HALCYON LTD			300,000	313,811
4	BWAS - INTERNATIONAL GROWTH EQUITY			416,762	366,599
သ	BWAS - STRATEGIC COMMODITIES FUND			450,000	500,947
ဖ	BWAS-LOCAL CURRENCY EMERGING MAR			350,010	377,560
7	ESG CROSS BORDER OFFSHORE FUND L			400,000	426,063
∞	NB CROSSROADS FUND XVII - ASSET ALL			136,654	168,773
တ	NB CROSSROADS FUND XVIII - ASSET ALL			223,095	244,410
9	10 NB OFFSHORE DIVERSIFIED ARBITRAGE			257,179	369,528
Ξ	11 NB OFFSHORE DIVERSIFIED ARBITRAGE			0	2,463
12	12 SHANNON RIVER PARTNERS LTD D U			375,000	409,121

Managers
Foundation
Trustees and
, Directors,
of Officers
- Compensation
1 (990-PF)
ırt VIII, Line 1
\$2

Г	<del></del>	<del></del>			<u>-</u> T	<del></del>
0	Explanation	0	0	0	0 'Removed from Secretary position on 11/13/2012	0
	Expense Account					
0	Benefits	0	0	0	0	0
0	Compensation	0	0	0	0	0
	Avg Hrs Per Week	100	90	90	- 10	100
	量	VP / Trustee / Member	Trustee / Treas	Pres / Trustee / Member	VP / Trustee / Member / Sec*	Trustee / Sec
	Foreign Country					
	State Zip Code	19809	19809	19809	19809	19809
	State	30	땅	出	岩	띰
	Crty	l Wilmington	Wilmington	l Wilmington	l Wilmington	Wilmington
	Street	Foundation Source 501 Silverside Rd Wilmington	Foundation Source 501 Silverside Rd Wilmington	Foundation Source 501 Silveiside Rd Wilmington	Foundation Source 501 Silverside Rd Wilmington	Foundation Source 501 Silverside Rd Wilmington
	Check "X" if Business					
	Name	Jeffrey W Bowman	Andrew Rothermel	Elzabeth B Rothermel	Helene B Shumate	Jonathan Shumate

### Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year Recipient(s) paid during the year Name OLIVET BOYS AND GIRLS CLUB OF READING AND BERKS COUNTY INC Street 1161 PERSHING BLVD City State Zip Code **Foreign Country** READING 19611 PA Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount Capital Fundraising Fund 100,000 Name OPPORTUNITY HOUSE Street 430 N 2ND ST City State Zip Code Foreign Country READING PA 19601 Foundation Status Relationship 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 10,000 ORLANDO REGIONAL HEALTHCARE FDN Street 1414 S KUHL AVE City State Zip Code Foreign Country **ORLANDO** FL 32806 Foundation Status Relationship N/A 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 5,000 PTA NORTH CAROLINA CONGRESS Street 2840 COLONY RD City State | Zip Code **Foreign Country** CHARLOTTE 28211 NC Foundation Status Relationship 509(a)(2) Purpose of grant/contribution **Amount** Selwyn PTA Fund 1,000 Name **READING HOSPITAL** Street PO BOX 16052 City State Zip Code Foreign Country **READING** 19612 Foundation Status Relationship 509(a)(1) Purpose of grant/contribution Amount Friends of the Reading Hospital 5,000 Name READING SYMPHONY ORCHESTRA ASSN Street 147 N 5TH ST STE 2 Zip Code City State **Foreign Country** READING 19601 PΑ Relationship **Foundation Status** 509(a)(2) Purpose of grant/contribution **Amount** Brundibar Project 6,000

Derkshile Chantable Foundation							
Continuation of Part XV, L	<u>ine 3a (990-PF) -</u>	<u>- Gran</u>	ts and Con	<u>tributions Paid</u>	During th	e Year	
Recipient(s) paid during the year				· · · · · · · · · · · · · · · · · · ·	<u> </u>		
Name							
RESCUE MISSION OF ROANOKE IN	С						
Street	· ·· <u> </u>						
PO BOX 11525							
City		State	Zip Code	Foreign Count	rv		
ROANOKE		VA	24022	· · · · · · · · · · · · · · · · · · ·			
Relationship	Foundation Status						
N/A	509(a)(2)						
Purpose of grant/contribution					Amount		
General & Unrestricted						6,000	
Name							
RICHARD J CARON FOUNDATION							
Street				<del></del>	· · · · · ·		
PO BOX 150							
City		State	Foreign Count	ountry			
WERNERSVILLE		State Zip Code Foreign Count					
Relationship	Foundation Status	;		<u> </u>		<del></del>	
N/A	509(a)(2)						
Purpose of grant/contribution					Amount		
General & Unrestricted						5,000	
Name							
RIVERPLACE DEVELOPMENT CORI	PORATION						
Street	OIATION						
935 BERKSHIRE BLVD							
City	<u> </u>	State	Zip Code	Foreign Count	·n/		
WYOMISSING		PA	19610	l oreign count	a y		
Relationship	Foundation Status		1.00.0	L			
N/A	509(a)(1)	•					
Purpose of grant/contribution	1227-7/			<del></del>	Amount		
City of Reading Initiative						5,000	
Name	EADING OFNITED ING						
ROANOKE VALLEY SPEECH AND H	EARING CENTER INC						
Street							
2030 COLONIAL AVE SW		State   Zip Code   Foreign Country					
City ROANOKE		VA	24015	Foreign Country			
Relationship	Foundation Status		124015				
N/A	1	•					
Purpose of grant/contribution	[509(a)(1)				Amount		
General & Unrestricted					Amount	13,000	
General & Onrestricted						13,000	
Name							
ST STEPHEN UNITED METHODIST	PRESCHOOL		-				
Street							
6800 SARDIS RD							
City			Zip Code	Foreign Count	try		
CHARLOTTE	1	NC_	28270				
Relationship	Foundation Status	3					
N/A	509(a)(1)						
Purpose of grant/contribution					Amount		
General & Unrestricted	· · ·					15,000	
Name							
SUNSYSTEM DEVELOPMENT CORI	PORATION						
Street						<del></del>	
900 HOPE WAY							
City		State	Zip Code	Foreign Count	try		
ALTAMONTE SPG		FL	32714		-		
Relationship	Foundation Status	3					
N/A	509(a)(1)						
Purpose of grant/contribution					Amount		
General & Unrestricted				·-·	1	5,000	

10,000

General & Unrestricted