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 07-01-2012 , and ending 06-30-2013

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 instructions)
(610) 260-0687

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,325,272

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	152,365	152,365		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-6,640			
	b	Gross sales price for all assets on line 6a 714,968				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,886	4,886		
	12	**Total.** Add lines 1 through 11	150,611	157,251		
Operating and Administrative Expenses	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)	2,800	1,680		1,120
	c	Other professional fees (attach schedule)	38,236	38,236		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,596	3,296		
	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	46,632	43,212		1,120
	25	Contributions, gifts, grants paid	308,800			308,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	355,432	43,212		309,920
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-204,821			
	b	**Net investment income** (if negative, enter -0-)		114,039		
	c	**Adjusted net income** (if negative, enter -0-)				

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	268,612	390,172	390,172
	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)	3,449,563	3,488,414	5,037,211
	c	Investments—corporate bonds (attach schedule)	1,374,279	1,009,047	897,889
	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) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,092,454	4,887,633	6,325,272
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	8,249,163	8,249,163	
	29	Retained earnings, accumulated income, endowment, or other funds	-3,156,709	-3,361,530	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,092,454	4,887,633	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,092,454	4,887,633	

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	5,092,454
2	Enter amount from Part I, line 27a	2	-204,821
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,887,633
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	4,887,633

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	-6,640
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	7,724

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))
2011	311,118	5,984,342	0 051989
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

2	**Total** of line 1, column (d).	2	0 264471
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 052894
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,190,161
5	Multiply line 4 by line 3.	5	327,422
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,140
7	Add lines 5 and 6.	7	328,562
8	Enter qualifying distributions from Part XII, line 4.	8	309,920

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,281
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	2,281
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	2,281
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,380		
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	2,380
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	99
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 99	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
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 instructions) ▶ 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶MOHATT RINALDO JOHNSON & GODWIN 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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, 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		No

See 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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))				
a	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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
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 2012?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 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 Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	5,851,638
b	Average of monthly cash balances	1b	432,789
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,284,427
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	6,284,427
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,266
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,190,161
6	**Minimum investment return.** Enter 5% of line 5	6	309,508

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

1	Minimum investment return from Part X, line 6			1	309,508
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,281		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,281
3	Distributable amount before adjustments Subtract line 2c from line 1			3	307,227
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	307,227
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	307,227

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	309,920
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	309,920
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	309,920

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				307,227
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			286,673	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 309,920				
a Applied to 2011, but not more than line 2a			286,673	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				23,247
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				283,980
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV **Private Operating Foundations** (see 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 2012, 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)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				308,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	152,365	
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	4,886	
8 Gain or (loss) from sales of assets other than inventory			18	-6,640	
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). .				150,611	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 150,611

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-10-30 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
ANNETTE M RINALDO	ANNETTE M RINALDO	2013-10-31	☑	

Firm's name ▶ MOHATT RINALDO JOHNSON & GODWIN LLP

Firm's EIN ▶

Firm's address ▶ PO BOX 603 SHERIDAN, WY 828010603

Phone no (307) 672-6494

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)
CORNING INC, 750	P	2010-03-15	2012-11-02
PEPSICO INC , 900	P	2005-03-11	2012-11-01
SAP AKTIENGESELL, 250	P	2010-04-09	2013-01-16
CORNING INC, 2,050	P	2007-02-16	2012-11-02
PETROLEO BRASILEIRO ADR, 803	P	2010-04-05	2013-01-22
TEVA PHARMACEUTICAL IND, 1,000	P	2000-06-13	2013-02-14
TEVA PHARMACEUTICAL, 430	P	2010-04-09	2013-02-15
PLAINS EXPLORATION & PRODUCT, 1,000	P	2012-11-01	2013-05-14
CNOOC LTD, 170	P	2010-04-09	2013-03-04
WAL-MART DE MEXICO CV SPN ADR, 738	P	2010-04-05	2013-03-05
GLAXOSMITHKLINE PLC, 400	P	2010-04-09	2013-03-06
GUANGSHEN RAILWAY LTD, 823	P	2011-03-04	2013-04-24
ITAU UNIBANCO MULTIPLO ADR, 0 50	P	2010-04-09	2013-05-24
MINNESOTA ST 4 76% 1/1/13, 5,000	P	2007-12-21	2012-07-01
LEHMAN BROS, 0	P	2008-05-14	2012-10-01
LEHMAN BROS, 0	P	2008-05-14	2013-04-01
MINNESOTA ST 4 76% 1/1/13, 130,000	P	2007-12-21	2013-01-01
GENERAL ELECTRIC 5% 2/1/13, 200,000	P	2007-12-21	2013-02-01
NEWFIELD EXPLORATION CO, 1,500	P	2008-11-24	2012-11-01

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)
8,901		13,531	-4,630
62,487		47,890	14,597
19,466		12,221	7,245
24,345		46,094	-21,749
15,513		36,863	-21,350
38,872		13,663	25,209
16,616		27,310	-10,694
44,241		36,517	7,724
31,998		29,724	2,274
22,222		19,125	3,097
17,823		15,565	2,258
19,394		16,471	2,923
8		10	-2
5,000			5,000
7,694			7,694
10,031		29,820	-19,789
130,000		130,004	-4
200,000		205,235	-5,235
40,357		41,565	-1,208

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) 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	
			-4,630
			14,597
			7,245
			-21,749
			-21,350
			25,209
			-10,694
			7,724
			2,274
			3,097
			2,258
			2,923
			-2
			5,000
			7,694
			-19,789
			-4
			-5,235
			-1,208

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ASS'N FR COLONIAL THEATRE 227 BRIDGE STREET PHOENIXVILLE,PA 19460	NONE	EXEMPT	UNRESTRICTED	50,000
FRENCH PICKERING CREEKS 511 KIMBERTON ROAD PHOENIXVILLE,PA 19460	NONE	EXEMPT	GENERAL OPERATING SUPPORT	50,000
GOOSE CREEK ASSOCIATION PO BOX 1178 MIDDLEBURG,VA 20118	NONE	EXEMPT	UNRESTRICTED	5,000
MENDELSSOHN CLUB OF PHILA PO BOX 59522 PHILADELPHIA,PA 19102	NONE	EXEMPT	UNRESTRICTED	50,000
WAYNE ART CENTER 413 MAPLEWOOD AVE WAYNE,PA 19087	NONE	EXEMPT	GENERAL OPERATING SUPPORT	35,000
AMERICAN CHESTNUT FOUND 206 FOREST RESOURCES LAB UNIVERSITY PARK,PA 16802	NONE	EXEMPT	UNRESTRICTED	20,000
CAMPHILL SOLTANE 224 NANTMEAL RD GLENMOORE,PA 19343	NONE	EXEMPT	UNRESTRICTED	20,000
ADOLESCENT AWARENESS FOUNDATION 28 WEST MARKET STREET WEST CHESTER,PA 19382	NONE	EXEMPT	UNRESTRICTED	5,000
PHILA MUSEUM OF ART 413 MAPLEWOOD AVE PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	50,000
LUDWIG'S CORNER HORSE SHOW ASSC FND PO BOX 754 UWCHLAND,PA 19480	NONE	EXEMPT	UNRESTRICTED	18,800
PA LUNG CANCER PARTNERSHIP PO BOX 13060 PHILADELPHIA,PA 19101	NONE	EXEMPT	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				308,800

TY 2012 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	2,800	1,680		1,120

TY 2012 Compensation Explanation

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Person Name	Explanation
ROBERT R BERRY	
BARBARA BERRY	
SUSAN BERRY KOHLHAS	

TY 2012 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	257,140	252,123
GNMA 9.50% 06/15/20	34	1,060
AMGEN INC 4.85% 11/18/14	203,023	211,284
GOLDMAN SACHS 5.125% 01115	205,215	210,672
LEHMAN 5.00% 01/14/11	168,635	47,750
VERMONT ST VAR 12115/39-TAXA	175,000	175,000
MINNESOTA ST 4.76% 1101113		
GENERAL ELECTRIC 5% 2101113		

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TY 2012 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	90,249
LOWES COMPANIES INC	47,399	89,980
NIKE INC	40,622	95,520
NORDSTROM INC	28,000	43,456
TARGET CORPORATION	17,033	75,746
YUM BRANDS INC.	24,746	48,538
YUM BRANDS INC.	26,117	48,538
COLGATE-PALMOLIVE CO	45,878	57,290
COSTCO WHOLESALE CORPORATION	54,002	105,042
CVS CORP	62,356	91,488
JM SMUCKERS CO	52,581	92,835
MONDELEZ INTL INC CL A	53,649	57,060
APACHE CORP	18,824	58,681
EXXON MOBIL CORPORATION	20,934	67,763
NOBLE DRILLING CORP	32,513	56,370
NOBLE ENERGY INC	49,384	120,080
BLACKSTONE GROUP LP	25,367	38,960
BLACKSTONE GROUP LP	26,555	38,960
GOLDMAN SACHS GROUP INC	52,866	52,938
J.P. MORGAN CHASE & CO	57,858	63,348
PRUDENTIAL FINANCIAL	25,879	38,340
PRUDENTIAL FINANCIAL	22,253	27,386
VISA INC.	42,541	123,356
WELLS FARGO & CO.	52,858	82,540
ABBOTT LABORATORIES	41,940	54,064
ABBVIE INC	45,001	64,077
ALLERGAN INC	27,898	25,272
ALLERGAN INC	40,729	42,120
CELGENE CORP	55,966	116,980
MERCK & CO INC.	49,877	65,030

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THERMO FISHER SCIENTIFIC	65,464	97,325
VARIAN MEDICAL SYSTEMS INC	29,000	67,450
3M COMPANY	45,134	65,610
DANAHER CORP	39,442	88,620
FEDEX CORP	38,039	59,148
FLUOR CORP	40,664	47,448
FLUOR CORP	24,031	31,138
GENERAL ELECTRIC CO	93,625	81,165
UNION PACIFIC CORP	40,490	131,138
ACCENTURE LTD CL A	28,125	68,361
AGILENT TECHNOLOGIES INC	77,835	89,793
APPLE COMPUTER INC	13,471	79,306
CISCO SYSTEMS INC	28,538	43,803
EMC CORP	40,570	70,860
GOOGLE INC	12,538	22,009
GOOGLE INC	42,982	66,028
INTEL CORP	70,688	72,690
INTERNATIONAL BUSINESS MACHINE	14,633	57,333
ORACLE CORP	35,550	35,317
ORACLE CORP	26,782	34,549
QUALCOMM INC	30,612	48,872
QUALCOMM INC	19,479	30,545
RACKSPACE HOSTING INC	49,294	47,363
SANDISK CORP	64,528	90,123
CELANESE CORP	23,134	20,160
FREEPORT MCMORAN CP & GLD	49,517	27,610
PRAXAIR INC.	16,488	69,096
AMERICAN TOWER CORP CL A	41,009	73,170
DOMINION RESOURCES INC	33,011	68,184
WILLIAMS COMPANIES INC	31,644	48,705

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POWERSHARES MENA	10,267	8,808
POWERSHARES MENA (FOREIGN)	31,601	25,290
ADIDAS	22,668	26,258
CARNIVAL CORP	10,415	8,573
CARNIVAL CORP	16,155	14,059
TAL EDUCATION GROUP	19,477	20,625
TATA MOTORS LTD	30,493	37,035
BRAZIL FOODS S A ADR F	18,356	18,627
DANONE SPON ADR	17,264	21,075
WAL-MART DE MEXICO	39,482	42,784
CHINA SHEHUA ENERGO CO	42,529	22,974
PETROLEO BRASILEIRO	36,486	10,755
SCHLUMBERGER LTD.	34,904	71,660
SEADRILL LTD	15,230	16,785
TUWOY	8,412	6,827
AXA ADS	14,473	12,700
HSBC PLC	18,053	18,165
ICICI BANK LTD ADR	51,051	43,605
ITAU UNIBANCO MULTIPLO	89,061	56,202
TURKIYE GARANTI BKS	18,139	15,492
MINDRAY MEDICAL	18,373	18,725
NOVO NORDISK	16,364	14,567
ROCHE HOLDINGS AG ORD NEW	51,507	99,350
ROCHE HOLDINGS LTD SPON ADRF	13,250	19,365
SHIRE PLC ADR	18,467	18,546
CHIYODA CORP	9,735	11,219
KOMATSU LTD ADR NEW	16,061	18,042
LI & FUND LTD ORD	61,265	32,986
RYANAIR HOLDINGS PLC	20,439	35,968
TEEKAY LNG PARTNERS	30,380	37,145

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEEKAY LNG PARTNERS-FOREIGN	24,175	34,348
CHECK POINT SOFTWARE	13,813	19,127
INFOSYS TECHNOLOGIES LTD	9,664	6,179
INFOSYS TECHNOLOGIES LTD	35,611	24,096
METTLER TOLEDO INTL	19,512	35,210
TAIWAN SEMICONDUCTOR	17,683	30,411
BAYER A G SPONSORED ADR	16,707	26,134
POTASH CORP OF SASKATCHEWAN	22,904	19,065
POTASH CORP OF SASKATCHEWAN	22,602	20,323
PT INDOCEMENT TUNGGAL PRAKA	17,093	24,881
VALE S.A.	58,979	23,276
CHEUNG KONG	19,352	19,531
CHINA MOBILE	10,051	10,443
VODAFONE GROUP PLC	25,258	47,774
VODAFONE GROUP PLC	11,101	13,656
BRGYY	14,665	13,619
ABOTT LABORATORIES		
CORNING INC		
CORNING INC		
CNOOC LTD		
GLAXOSMITHKLINE PLC		
TEVA PHARMACEUTICAL LTD		
TEVA PHARMACEUTICAL LTD		
GUANGSHEN RAILWAY LTD		
SAP AKTIENGESELL		
NEWFIELD EXPLORATION CO		
PEPSI INC		

TY 2012 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	3,404	3,404	
OTHER INCOME	1,482	1,482	

TY 2012 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	38,236	38,236		

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TY 2012 Taxes Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	2,300			
FOREIGN TAXES	3,296	3,296		