Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
BERKSHIRE CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite
123

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19809-1377

A Employer identification number
20-1812559

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 10,864,763.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	214.	214.		
	4	Dividends and interest from securities	169,125.	169,125.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	654,375.			
	b	Gross sales price for all assets on line 6a 4,542,788.				
	7	Capital gain net income (from Part IV, line 2)		654,303.		
	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) ATCH 1	9,813.	8,868.		
	12	**Total** Add lines 1 through 11	833,527.	832,510.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	39,796.	39,796.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 3	5,702.	202.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	432.			432.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	57,525.	11,415.		46,019.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	103,455.	51,413.		46,451.
	25	Contributions, gifts, grants paid	449,500.			449,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	552,955.	51,413.		495,951.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	280,572.			
	b	**Net investment income** (if negative, enter -0-)		781,097.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II		Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	636,829.	933,877.	933,877.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	1,104,457.	401,592.	398,449.
	b	Investments - corporate stock (attach schedule) ATCH 6	3,589,320.	3,835,537.	4,473,132.
	c	Investments - corporate bonds (attach schedule) ATCH 7	598,231.	198,649.	191,758.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	3,406,400.	4,246,154.	4,867,547.
	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)	9,335,237.	9,615,809.	10,864,763.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	9,335,237.	9,615,809.	
	30	**Total net assets or fund balances** (see instructions)	9,335,237.	9,615,809.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,335,237.	9,615,809.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,335,237.
2	Enter amount from Part I, line 27a	2	280,572.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,615,809.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,615,809.

**ATCH 5

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 PART IV SCHEDULE			
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				
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				
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	654,303.
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	459,687.	9,912,073.	0.046376
2011	293,831.	9,412,982.	0.031216
2010	152,949.	9,754,431.	0.015680
2009	354,279.	8,246,609.	0.042961
2008	600,928.	10,465,630.	0.057419

2 **Total** of line 1, column (d)	2	0.193652
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	0.038730
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,523,313.
5 Multiply line 4 by line 3	5	407,568.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,811.
7 Add lines 5 and 6	7	415,379.
8 Enter qualifying distributions from Part XII, line 4	8	495,951.

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

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

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	7,811.
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	7,811.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,811.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,449.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,649.
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	838.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 838. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, PA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
ATCH 9		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		0
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 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	5,751,609.
b	Average of monthly cash balances	1b	642,044.
c	Fair market value of all other assets (see instructions)	1c	4,289,913.
d	**Total** (add lines 1a, b, and c)	1d	10,683,566.
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	10,683,566.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	160,253.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,523,313.
6	**Minimum investment return.** Enter 5% of line 5	6	526,166.

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	526,166.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,811.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,811.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	518,355.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	518,355.
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	518,355.

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	495,951.
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	495,951.
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	7,811.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	488,140.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					518,355.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				493,910.	
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 495,951.					
a Applied to 2012, but not more than line 2a				493,910.	
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 2013 distributable amount					2,041.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					516,314.
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 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012					
e Excess from 2013					

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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 or e-mail address 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*				
ATCH 10				
Total . . . . ▶ **3a**				449,500.
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			14	214.	
4 Dividends and interest from securities			14	169,125.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	72.	18	654,303.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11		205.		9,608.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		277.		833,250.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 833,527.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Jonathan G. Shumate | 10/15/14 | ▶ Secretary/Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	10/10/2014		P01345770

Firm's name ▶ FOUNDATION SOURCE

Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY 11042

Phone no 8008391754

Berkshire Charitable Foundation
Taxable Year Ending December 31, 2013

20-1812559

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 4,291,805	$ 3,690,116	$ 601,689
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 40,070
Distributions in Excess of Basis						$ 1,690
BWAS - Strategic Commodities Fund LTD	11/30/09			$ 250,000	$ 240,129	$ 9,871
NB Offshore Div Arbitrage Fund LTD	04/30/09			$ 401	$ -	$ 401
NB Offshore Div Arbitrage Fund LTD	04/30/09			$ 582	$ -	$ 582
Total included in Part IV				$ 4,542,788	$ 3,930,245	$ 654,303
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 72
Part I, Line 6a Total						$ 654,375

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS NB CROSSROADS FUND XVII	2,838.	2,838.
K-1 INC/LOSS NB CROSSROADS FUND XVIII	6,235.	6,030.
FEDERAL TAX REFUND	740.	
TOTALS	9,813.	8,868.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	39,796.	39,796.
TOTALS	39,796.	39,796.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2013	5,500.	
FOREIGN TAX PAID	202.	202.
TOTALS	5,702.	202.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	45,994.		45,994.
BANK CHARGES	202.	202.	
K-1 EXP NB CROSSROADS FD XVII	5,166.	5,162.	
K-1 EXP NB CROSSROADS FD XVIII	6,138.	6,051.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	57,525.	11,415.	46,019.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDL NATL MTG ASSN POOL #AU374	21,455.	21,642.
FEDL NATL MTG ASSN POOL #MA145	10,972.	10,540.
FHLMC A97040 - 4.000% - 02/01/	18,150.	19,163.
FNMA - 1.125% - 04/27/2017	14,109.	14,049.
FNMA - 1.250% - 01/30/2017	17,235.	17,181.
FNMA - 4.500% -09/01/2040	25,649.	26,022.
FNMA - 5.375% - 07/15/2016	12,964.	12,309.
FNMA POOL #AH0969 - 3.50% - 12	4,602.	4,597.
UNITED STATES TREAS NTS - 1.2	30,810.	30,392.
UNITED STATES TREAS NTS - 1.7	38,063.	36,950.
US TREAS - 1.250% - 08/31/201	14,328.	14,223.
US TREAS - 4.375% - 05/15/204	5,171.	5,432.
US TREAS BDS - 3.000% - 05/15	8,768.	8,386.
US TREAS NOTE - 1.000% - 03/3	30,526.	30,066.
US TREAS NOTE - 3.500% - 05/1	18,455.	17,261.
US TREASURY NTS - 0.625% - 10	26,006.	25,953.
US TIPS - 2.375% - 01/15/2025	4,329.	4,282.
US OBLIGATIONS TOTAL	301,592.	298,448.
DISTRICT COLUMBIA SAVRS 6.22%	100,000.	100,001.
STATE OBLIGATIONS TOTAL	100,000.	100,001.
US AND STATE OBLIGATIONS TOTAL	401,592.	398,449.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	32,040.	49,088.
ABBVIE INC.	10,174.	13,783.
ACCENTURE PLC	27,578.	43,988.
ACTUANT CORP CL A	7,709.	7,328.
AIR LEASE CORP	7,864.	8,702.
ALEXION PHARMACEUTICALS, INC.	5,307.	19,932.
ALLETE INC	6,167.	6,484.
ALTRIA GROUP INC	15,525.	18,312.
AMAZON COM	16,488.	43,468.
AMER EQ INV LIFE HLD	5,178.	7,123.
AMERICAN ELECTRIC POWER INC.	3,766.	4,207.
AMERICAN EXPRESS CO	18,458.	36,746.
AMERISOURCEBERGEN CORP	12,201.	29,882.
ARM HOLDINGS PLC	16,076.	20,962.
ASML HOLDING NV NY	12,915.	22,957.
ASTRAZENECA	12,726.	15,971.
AT&T CORP	18,534.	18,072.
ATHENAHEALTH	4,807.	8,608.
BAIDU.COM - ADR	25,696.	38,244.
BANCORPSOUTH INC	5,591.	7,118.
BANK NEW YORK MELLON CORP	30,570.	44,374.
BCE INC	4,866.	4,632.
BERKSHIRE HATHAWAY INC. CL B	25,191.	40,903.
BIOGEN IDEC INC	14,133.	21,527.
BIOMARIN PHARMACEUTICAL INC.	6,585.	9,568.
BP PLC SPONSORED ADR	13,382.	15,895.
BRISTOL-MYERS SQUIBB CO	2,718.	4,571.
BROADRIDGE FINANCIAL SOLUTIONS	10,062.	13,042.
CAPITOL FEDERAL FINANCIAL	7,949.	7,750.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CBOE HOLDINGS INC	10,005.	10,912.
CERNER CORPORATION	11,022.	15,663.
CHARLES SCHWAB CORP	14,129.	15,522.
CHEMTURA CORPORATION	9,718.	12,006.
CHEVRON CORP	3,361.	3,997.
CHICAGO BRIDGE & IRON	7,297.	9,977.
CHIPOTLE MEX GRILL	14,028.	25,041.
CINTAS CRP	11,355.	26,816.
CIRCOR INTL INC	7,678.	10,501.
COCA-COLA CO	3,554.	4,048.
COMERICA INC	20,478.	34,942.
COMVERSE INC	4,563.	5,820.
CONOCOPHILLIPS	15,705.	18,934.
COVIDIEN LTD	28,080.	37,455.
CST BRANDS INC	6,932.	8,446.
DANA HOLDING CP	10,067.	9,221.
DELTIC TIMBER CP	6,332.	6,794.
DENNYS CORPORATION	5,397.	6,902.
DEVON ENERGY CORPORATION	33,699.	35,266.
DINEEQUITY INC	7,326.	9,191.
DOMINION RESOURCES INC	7,780.	8,992.
DOUBLELINE TOTAL RETURN BOND	300,000.	284,100.
DUKE ENERGY CO	13,782.	14,216.
ELI LILLY & CO	3,169.	3,774.
ENPRO INDUSTRIES INC	10,350.	10,377.
EXPEDITORS INTL WASH INC.	23,424.	27,435.
FACEBOOK INC	14,298.	30,331.
FAIRCHILD SEMI INTL	6,288.	6,809.
FEDERAL-MOGUL CORP. CLASS A	5,272.	6,298.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIRST AMERICAN CORP	7,330.	9,588.
FIRSTMERIT CORPORATION	9,905.	10,004.
FLOWERS FOODS INC	9,976.	10,091.
FMC TECHS INC COM	8,967.	14,306.
FORESTAR REAL ESTATE GROUP INC	7,193.	7,657.
FORTUNE BRANDS HOME & SECURITY	4,111.	5,027.
GENERAC HOLDING INC	8,835.	11,894.
GENESEE	6,144.	6,724.
GLAXOSMITHKLINE PLC	25,323.	30,326.
GOOGLE INC	28,821.	50,432.
GROUPE DANONE ADS	30,633.	31,363.
GULFPORT ENERGY CORP	12,245.	13,257.
HANGER INC	5,254.	5,901.
HANOVER INS GROUP	10,408.	11,345.
HARSCO CORP	5,501.	5,886.
HEALTH CARE PPTY INVS INC	4,798.	4,032.
HEALTH CARE REIT INC.	8,087.	6,964.
HELIX ENERGY SOLUTIONS GROUP I	8,463.	7,418.
HILL-ROM HOLDINGS, INC.	8,236.	9,922.
HILLENBRAND, INC	5,687.	5,884.
IBERIABANK CORPORATION	6,994.	8,171.
ILLINOIS TOOL WORKS	28,158.	44,983.
INTUITIVE SURGICAL, INC.	11,930.	13,443.
ISHARES TRUST- ISHARES MSCI	401,793.	428,200.
ITT CORP.	11,404.	14,763.
JOHN BEAN TECH CORP	4,878.	6,159.
JOHNSON & JOHNSON	9,470.	12,914.
KAISER ALUMINUM CORPORATION	9,056.	9,131.
KIMBERLY CLARK CORP	7,500.	10,133.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KOPPERS HOLDINGS INC	3,983.	4,575.
KRAFT FOODS GROUP, INC.	15,024.	16,820.
L B FOSTER COMPANY	4,340.	4,729.
LAS VEGAS SANDS CORP	7,000.	19,244.
LINKEDIN CORPORATION	14,832.	13,660.
LORILLARD INC	8,500.	10,136.
MCDONALD'S CORP	8,722.	9,509.
MERCK & CO INC.	15,836.	18,218.
MICROSOFT CORPORATION	16,637.	22,259.
MONSANTO CO	14,426.	17,366.
NATIONAL GRID TRANSCO PLC	13,161.	16,069.
NATL OILWELL VARCO	12,480.	17,497.
NESTLE S.A.	23,224.	31,644.
NIKE INC-CL B	10,740.	20,210.
NORTHWEST BANCSHARES INC	7,831.	8,572.
NORTHWESTERN CORP	6,525.	6,931.
OASIS PETROLEUM CORP	7,197.	8,455.
PACCAR INC	17,723.	24,260.
PATTERSON COMPANIES INC	6,800.	7,004.
PENSKE AUTOMOTIVE GROUP, INC	11,096.	13,205.
PEPSICO INC	3,660.	4,396.
PHILIP MORRIS INTL	7,984.	7,667.
PNM RESOURCES INC	4,524.	4,824.
POTASH CORPORATION OF SASKATCH	54,143.	51,253.
PPL CORPORATION	9,718.	9,689.
PRICELINE.COM INCORPORATED	16,494.	33,710.
PROCTER GAMBLE CO	3,874.	4,803.
REALTY INCOME CORP	5,219.	4,554.
REGAL BELOITE CP	7,800.	8,846.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
REGENERON PHARMACEUTICALS, INC	12,092.	17,340.
REYNOLDS AMERICAN INC	13,570.	15,247.
RIDGEWORTH FDS SEIX FLOATING	300,000.	298,680.
RITCHIE BROS AUCTIONEERS	5,886.	5,962.
ROYAL DUTCH SHEL PLC	15,871.	16,449.
RYMAN HOSPITALITY PROPERTIES	8,335.	9,609.
SABRA HEALTHCARE REIT INC	6,557.	7,581.
SALESFORCE.COM	12,953.	38,357.
SALLY BEAUTY HLDG	7,093.	8,162.
SANCHEZ ENERGY CORPORATION	5,664.	6,128.
SCHLUMBERGER LTD	44,760.	59,563.
SENIOR HOUSING PPTYS TR REIT	6,403.	5,491.
SMITH A O CORP DEL	7,637.	9,709.
SOUTHERN CO	13,490.	12,867.
SOUTHWESTERN ENERGY	15,321.	17,384.
SPIRIT REALTY CAPITAL, INC	6,090.	6,881.
SPLUNK INC	10,125.	14,901.
STARBUCKS CORP	3,934.	11,131.
TE CONNECTIVITY LTD	14,291.	26,177.
THE BABCOCK AND WILCOX COMPANY	5,945.	6,496.
TIME WARNER INC.	10,077.	22,310.
TOTAL FINA ELF S.A.	14,893.	18,258.
TRIANGLE PETROLEUM CORPORATION	5,594.	4,576.
ULTA SALON, COSMETICS & FRAGR	13,593.	14,381.
UMB FINANCIAL CORPORATION	5,429.	6,428.
UNILEVER PLC AMER	20,572.	21,342.
UNITEDHEALTH GROUP INC.	20,722.	21,837.
VAIL RESORTS INC	9,779.	10,532.
VANGUARD INTERMEDIATE TERM INV	262,070.	258,784.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD SF REIT ETF	348,776.	366,377.
VANGUARD ST BOND ETF	402,054.	399,649.
VECTREN CORP	9,142.	9,585.
VENTAS INC	4,109.	3,723.
VERINT SYSTEMS INC.	7,160.	9,017.
VERIZON COMMUNICATIONS	13,634.	16,708.
VIEWPOINT FINANCIAL GROUP	7,312.	9,882.
VISA INC	15,229.	45,872.
VODAFONE GROUP PLC	13,520.	18,043.
WABTEC	11,124.	14,111.
WADDELL&REED FIN INC	8,228.	11,070.
WAL-MART STORES INC.	23,994.	32,656.
WALTER INVESTMENT MANAGEMENT	8,019.	7,426.
WEX, INC.	10,795.	12,874.
WILLIAMS COS	6,429.	6,750.
WILLIS GROUP HOLDINGS LTD	18,518.	19,940.
WINTRUST FINANCIAL CORPORATION	6,810.	7,840.
TOTALS	3,835,537.	4,473,132.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AETNA INC 02.75000% 11/15/2022	4,987.	4,606.
AMERICAN EXPRESS - 2.375% - 03	7,116.	7,204.
AMERICAN INTL GROUP INC - 3.80	6,306.	6,399.
ANHEUSER BUSCH INBEV WORLDWIDE	8,065.	7,983.
APPLE INC - 01.00% - 05/03/201	5,006.	4,835.
BANK OF AMERICA - 2.60% - 01/	7,033.	7,047.
CAPITAL ONE FINL CORP - 4.750%	8,088.	7,443.
CISCO SYSTEMS INC - 5.500% - 0	10,474.	9,901.
COMCAST CORP - 5.85% - 11/15/2	4,599.	4,376.
DIRECTV HLDGS LLC / DIRECTV -	7,404.	7,348.
ENTERPRISE PRODS OPER LLC - 4.	3,940.	3,501.
GENERAL ELEC CAP CORP - 2.950%	5,071.	5,235.
GOLDMAN SACHS GROUP INC - 5.25	5,019.	5,474.
GS MTG SEC II SER 2007-GG10 CL	19,586.	18,677.
HCP INC NOTE - 02.625% - 02/01	5,992.	5,719.
INTL PAPER CO-4.75%-02/15/2022	4,334.	4,219.
JPMORGAN CHASE & CO - 3.20% -	6,698.	6,636.
KINDER MORGAN ENERGY PARTNERS	5,044.	4,591.
MORGAN STANLEY - 1.75% - 02/25	6,016.	6,081.
ORACLE CORP - 5.250% - 01/15/2	4,583.	4,366.
PFIZER INC - 5.350% - 03/15/20	6,868.	6,340.
SBC COMMUNICATIONS - 5.100% -	4,426.	4,127.
SHELL INTL - 4.000% - 03/21/20	4,314.	4,032.
TOTAL CAPITAL SA BOND 2.125% 0	5,033.	5,016.
UNITEDHEALTH GROUP INC - 01.62	5,018.	4,815.
VENTAS REALTY LP - 4.250% - 03	5,403.	5,022.
VERIZON COMMUNICATIONS - 4.600	9,949.	9,507.
WAL-MART STORES INC NT 1.125%	7,021.	6,794.
WATSON PHARMACEUTICALS INC - 3	8,214.	7,462.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO CO - 3.500% - 03/0	7,042.	7,002.
TOTALS	198,649.	191,758.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE FOCUS SABA CAPITAL	250,000.	226,074.
ALTERNATIVEFOCUS BREVAN HOWARD	247,700.	272,702.
ALTERNATIVEFOCUS HALCYON LTD	300,000.	329,715.
BWAS - INTERNATIONAL GROWTH EQ	766,763.	865,094.
BWAS - STRATEGIC COMMODITIES	209,871.	210,262.
BWAS - LOCAL CURRENCY EMERGING	331,481.	333,909.
BWS INTERNATIONAL VALUE EQUITY	800,000.	901,630.
ESG CROSS BORDER OFFSHORE FUND	400,000.	473,548.
NB CROSSROADS FUND XVII	113,250.	147,019.
NB CROSSROADS FUND XVIII	194,910.	241,130.
NB OFFSHORE DIVERSIFIED ARBITR	257,179.	406,314.
NB OFFSHORE DIVERSIFIED ARBITR		4,638.
SHANNON RIVER PARTNERS LTD	375,000.	455,512.
TOTALS	4,246,154.	4,867,547.

BERKSHIRE CHARITABLE FOUNDATION 20-1812559

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
4,291,805.		3,690,116.					601,689.	
		PASSTHROUGH K1 CAPITAL GAIN						
							40,070.	
		BWAS - STRATEGIC COMMODITIES FUND LTD				P	11/30/2009	09/12/2013
250,000.		240,129.					9,871.	
		NB OFFSHORE DIVERSIFIED ARBITRAGE FUND				P	04/30/2009	06/21/2013
401.							401.	
		NB OFFSHORE DIVERSIFIED ARBITRAGE FUND				P	04/30/2009	11/15/2013
582.							582.	
		DISTRIBUTIONS IN EXCESS OF BASIS						
							1,690.	
TOTAL GAIN(LOSS)		....					654,303.	

BERKSHIRE CHARITABLE FOUNDATION 20-1812559

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JEFFREY W BOWMAN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / TRUSTEE / MEMBER 1.00
ANDREW ROTHERMEL FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	TRUSTEE / TREAS 1.00
ELIZABETH B ROTHERMEL FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / TRUSTEE / MEMBER 1.00
HELENE B SHUMATE FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / TRUSTEE / MEMBER 1.00
JONATHAN SHUMATE FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	TRUSTEE / SEC 1.00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMHERST COLLEGE TRUSTEES PO BOX 5000 AMHERST, MA 01002	N/A PC	GENERAL & UNRESTRICTED	6,000
APPLE RIDGE FARM INCORPORATED 541 LUCK AVE SW STE 304 ROANOKE, VA 24016	N/A PC	GENERAL & UNRESTRICTED	36,000
BERKS COUNTY COMMUNITY FOUNDATION INC 237 COURT ST READING, PA 19601	N/A PC	GREATER BERKS FOOD BANK	50,000.
BERKS WOMEN IN CRISIS 255 CHESTNUT ST READING, PA 19602	N/A PC	GENERAL & UNRESTRICTED	25,000.
BRADLEY FREE CLINIC OF ROANOKE VALLEY 1240 3RD ST SW ROANOKE, VA 24016	N/A PC	GENERAL & UNRESTRICTED	15,000
CHARLOTTE LEADERSHIP FORUM 7401 CRML EXE PK DR STE 320 CHARLOTTE, NC 28226	N/A PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHARLOTTE RESCUE MISSION 907 W 1ST ST CHARLOTTE, NC 28202	N/A PC	THE DOVE'S NEST CAPITAL CAMPAIGN	12,000
EASY DOES IT INC 1300 HILLTOP RD LEESPORT, PA 19533	N/A PC	GENERAL & UNRESTRICTED	10,000.
FOUNDATION FOR THE READING PUBLIC MUSEUM 500 MUSEUM RD READING, PA 19611	N/A PC	GENERAL & UNRESTRICTED	12,500.
GOGGLE WORKS 201 WASHINGTON ST READING, PA 19601	N/A PC	GENERAL & UNRESTRICTED	10,000
HABITAT FOR HUMANITY INTERNATIONAL INC 336 S 18TH ST READING, PA 19602	N/A PC	GENERAL & UNRESTRICTED	6,000
HANLEY CENTER FOUNDATION INC 933 45TH ST WEST PALM BCH, FL 33407	N/A PC	GENERAL & UNRESTRICTED	12,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HISTORIC PRESERVATION TRUST OF BERKS COUNTY PA PO BOX 245 DOUGLASSVILLE, PA 19518	N/A PC	GENERAL & UNRESTRICTED	10,000
HISTORICAL SOCIETY OF BERKS COUNTY 940 CENTRE AVE READING, PA 19601	N/A PC	GENERAL & UNRESTRICTED	30,000
LITERACY COUNCIL OF READING-BERKS 35 S DWIGHT ST WEST LAWN, PA 19609	N/A PC	GENERAL & UNRESTRICTED	10,000
MISS HALLS SCHOOL INC 492 HOLMES RD PITTSFIELD, MA 01201	N/A PC	CHARITABLE EVENT	6,000.
OLIVET BOYS & GIRLS CLUB OF READING AND BERKS CTY 1161 PERSHING BLVD READING, PA 19611	N/A PC	GENERAL & UNRESTRICTED	10,000
OPPORTUNITY HOUSE 430 N 2ND ST READING, PA 19601	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PENNSYLVANIA STATE UNIVERSITY - PENN STATE BERKS P O BOX 7009 READING, PA 19610	N/A PC	GENERAL & UNRESTRICTED	10,000.
PROJECT 658 INC 117 SADIE DR STE B MATTHEWS, NC 28105	N/A PC	GENERAL & UNRESTRICTED	4,000
PTA NORTH CAROLINA CONGRESS 2840 COLONY RD CHARLOTTE, NC 28211	N/A PC	SELWYN ELEMENTARY PTA FUND	1,000.
PTA NORTH CAROLINA CONGRESS 4330 FOXCROFT RD CHARLOTTE, NC 28211	N/A PC	SHARON SCHOOL PTA ANNUAL FUND	2,000
READING HOSPITAL PO BOX 16052 READING, PA 19612	N/A PC	FRIENDS OF THE READING HOSPITAL FUND	5,000
READING SYMPHONY ORCHESTRA ASSN 147 N 5TH ST STE 2 READING, PA 19601	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REGENTS OF THE MERCERSBURG COLLEGE 300 E SEMINARY ST MERCERSBURG, PA 17236	N/A PC	JOHN W BOWMAN JR SCHOLARSHIP FUND	20,000
REGENTS OF THE MERCERSBURG COLLEGE 300 E SEMINARY ST MERCERSBURG, PA 17236	N/A PC	JOHN W. BOWMAN, JR SCHOLARSHIP FUND	2,000
RESCUE MISSION OF ROANOKE INC PO BOX 11525 ROANOKE, VA 24022	N/A PC	GENERAL & UNRESTRICTED	6,000
RICHARD J CARON FOUNDATION PO BOX 150 WERNERSVILLE, PA 19565	N/A PC	GENERAL & UNRESTRICTED	6,500.
RICHARD J CARON FOUNDATION PO BOX 150 WERNERSVILLE, PA 19565	N/A PC	CHARITABLE EVENT	10,000
ROANOKE VALLEY SPEECH AND HEARING CENTER INC 2030 COLONIAL AVE SW ROANOKE, VA 24015	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST STEPHEN UNITED METHODIST PRE-SCHOOL 6800 SARDIS RD CHARLOTTE, NC 28270	N/A PC	GENERAL & UNRESTRICTED	4,000
THE SALVATION ARMY 301 S 5TH ST READING, PA 19603	N/A PC	GENERAL & UNRESTRICTED	25,000
TRACH SHACK FOUNDATION INC 1013 MONTANA ST ORLANDO, FL 32803	N/A PC	GENERAL & UNRESTRICTED	6,000.
UNITED WAY OF BERKS COUNTY PO BOX 702 READING, PA 19603	N/A PC	GENERAL & UNRESTRICTED	10,000.
WELLS COLLEGE 170 MAIN ST AURORA, NY 13026	N/A PC	LISA RYERSON FUND	10,000
WEST READING COMMUNITY REVITALIZATION FOUNDATION 500 CHESTNUT ST WEST READING, PA 19611	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WYOMISSING PUBLIC LIBRARY 9 READING BLVD WYOMISSING, PA 19610	N/A PC	GENERAL & UNRESTRICTED	15,000
YOCUM INSTITUTE FOR ARTS EDUCATION INC 1100 BELMONT AVE WYOMISSING, PA 19610	N/A PC	GENERAL & UNRESTRICTED	10,000
		TOTAL CONTRIBUTIONS PAID	449,500

BERKSHIRE CHARITABLE FOUNDATION 20-1812559

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	205.	14	8,868.	
FEDERAL TAX REFUND			01	740.	
TOTALS		205.		9,608.	