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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE BERRY FAMILY FOUNDATION		A Employer identification number 31-6026144	
Number and street (or P O box number if mail is not delivered to street address) 3055 KETTERING BLVD STE 418		B Telephone number (see instructions) (937) 293-0398	
City or town, state or province, country, and ZIP or foreign postal code DAYTON, OH 45439		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 21,417,436		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	445,515	445,515		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-43,539			
	b Gross sales price for all assets on line 6a 2,160,000				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	401,976	445,515		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	101	0		0
	b Accounting fees (attach schedule)	9,498	0		0
	c Other professional fees (attach schedule)	95,850	47,850		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,151	14,833		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,788	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	141,388	62,683		0
	25 Contributions, gifts, grants paid	1,043,850			1,043,850
	26 Total expenses and disbursements. Add lines 24 and 25	1,185,238	62,683		1,043,850
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-783,262			
	b Net investment income (if negative, enter -0-)		382,832		
	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	128,687	477,103	477,103
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	19,748,863 <input checked="" type="checkbox"/>	15,772,400	18,978,081
	c	Investments—corporate bonds (attach schedule).	1,023,669 <input checked="" type="checkbox"/>	3,868,454	1,962,252
	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)	20,901,219	20,117,957	21,417,436	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	20,901,219	20,117,957	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	20,901,219	20,117,957	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,901,219	20,117,957		

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	20,901,219
2	Enter amount from Part I, line 27a	2	-783,262
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	20,117,957
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,117,957

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)
1 a	BNY MELLON 3060	P		
b	BNY MELLON 3060	P		
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 79,738		76,515	3,223
b 2,080,262		2,127,024	-46,762
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			3,223
b			-46,762
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	-43,539
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	

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))
2012	1,183,863	20,802,219	0 056910
2011	1,105,560	21,173,978	0 052213
2010	995,725	20,192,282	0 049312
2009	866,337	18,187,529	0 047634
2008	940,250	22,197,336	0 042359

2 Total of line 1, column (d).	2	0 248428
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 049686
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	22,365,744
5 Multiply line 4 by line 3.	5	1,111,264
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,828
7 Add lines 5 and 6.	7	1,115,092
8 Enter qualifying distributions from Part XII, line 4. 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	8	1,043,850

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 <input type="checkbox"/> and enter "N/A" on line 1		1	7,657
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	7,657
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	7,657
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,440
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,224
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	7,664
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	7
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
OH			
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 2013 or the taxable year beginning in 2013 (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 ▶N/A				
14	The books are in care of ▶BERRY INVESTMENTS INC Telephone no ▶(937) 293-0398 Located at ▶3055 KETTERING BLVD SUITE 418 DAYTON OH DAYTON OH ZIP +4 ▶45439			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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	Yes	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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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
See Additional Data Table				

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.

0

Form 990-PF (2013)

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.		0

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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	22,706,339
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,706,339
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	22,706,339
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	340,595
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,365,744
6	Minimum investment return. Enter 5% of line 5.	6	1,118,287

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	1,118,287
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,657
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,657
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,110,630
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,110,630
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,110,630

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	1,043,850
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,043,850
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,043,850
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				1,110,630
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				54,041
e From 2012.				156,626
f Total of lines 3a through e.	210,667			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,043,850				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				1,043,850
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	66,780			66,780
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	143,887			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	143,887			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				143,887
e Excess from 2013. . . .				

Part XIVPrivate 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 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 or e-mail address of the person to whom applications should be addressed

WILLIAM LINCOLN
3055 S KETTERING BLVD SUITE 418
DAYTON, OH 45439
(937) 297-3735

b

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

LETTER FORM

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,043,850
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN W BERRY JR	PRESIDENT AND TRUSTEE 0 00	0	0	0
3055 KETTERING BLVD SUITE 418 DAYTON, OH 45439				
WILLIAM T LINCOLN	TREASURER AND TRUSTEE 0 00	0	0	0
3055 KETTERING BLVD SUITE 418 DAYTON, OH 45439				
JAMES O PAYNE	SECRETARY AND TRUSTEE 0 00	0	0	0
6849 GRENADIER BLVD 704 NAPLES, FL 34108				
CHARLES D BERRY	TRUSTEE 0 00	0	0	0
4150 RONDEAU RIDGE DR DAYTON, OH 45429				
GEORGE W BERRY	TRUSTEE 0 00	0	0	0
133 WESTON RD LINCOLN, MA 01773				
DAVID L BERRY	TRUSTEE 0 00	0	0	0
PO BOX 553 WOODACRE, CA 92260				
LELAND W HENRY	TRUSTEE 0 00	0	0	0
7823 CALVERTON SQ NEW ALBANY, OH 43054				
WILLIAM L FRAIM	TRUSTEE 0 00	0	0	0
1280 SHAWNEE TRACE BELLEFONTAINE, OH 43311				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HUNDRED CLUB OF DAYTON C/O KEY NATIONAL ASSOCIATION DAYTON,OH 454012553			MISC /MISC	250
COMMUNITY FOUNDATION OF COLLIER COUNTY 2400 TAMIAMI TRAIL NORTH NAPLES,FL 34103			MISC /MISC	5,000
THE SALVATION ARMY PO BOX 10007 DAYTON,OH 45402			MISC /MISC	500
CULTURE WORKS 1595 KETTERING TOWER DAYTON,OH 45423			MISC /MISC	15,000
US SPORTSMAN ALLIANCE 801 KINGSMILL PARKWAY COLUMBUS,OH 43229			MISC /MISC	5,000
DISCOVERY RIDERS INC 3445 S DIXIE DR DAYTON,OH 45439			MISC /MISC	1,500
HUMANE SOCIETY OF GREATER DAYTON 3445 S DIXIE DR DAYTON,OH 45439			MISC /MISC	1,500
THE SALVATION ARMY PO BOX 10007 DAYTON,OH 45402			MISC /MISC	1,000
DISCOVERY RIDERS INC 3445 S DIXIE DR DAYTON,OH 45439			MISC /MISC	20,000
VOYAGERS NATIONAL PARK ASSN 126 NORTH 3RD STREET STE 400 MINNEAPOLIS,MN 554011678			MISC /MISC	500
ARTEMIS CENTER 3445 S DIXIE DR DAYTON,OH 45439			MISC /MISC	5,000
CAMP JOY P O BOX 157 CLARKSVILLE,OH 45130			YOUTH/MISC	5,000
MARTIN BAYLESS FDN 834 CALLE LAGASCA CHULA VISTA,CA 91910			YOUTH	7,000
YMCA - GREATER DAYTON 117 W MONUMENT DAYTON,OH 45402			YOUTH	500
YMCA - GREATER DAYTON 117 W MONUMENT DAYTON,OH 45402			YOUTH	2,500
Total ▶ 3a				1,043,850


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMPING & EDUCATION FDN 3515 MICHIGAN AVE CINCINNATI, OH 45208			YOUTH	40,000
BOYS & GIRLS CLUB OF DAYTON 3445 S DIXIE DR DAYTON, OH 45439			YOUTH	5,000
HILLIKER YMCA 707 N MADRIVER ST BELLEFONTAINE, OH 43311			YOUTH	25,000
BIG BROTHERSBIG SISTERS 184 SALEM AVENUE DAYTON, OH 45406			YOUTH	5,000
DAYTON PHILHARMONIC ORCHESTRA 125 EAST FIRST ST DAYTON, OH 45402			MISC	10,000
DAYTON HISTORY 1000 CARILLON BLVD DAYTON, OH 45409			MISC	25,000
NATIONAL RIFLE ASSN 3445 S DIXIE DR DAYTON, OH 45439			MISC	1,000
SALVATION ARMY P O BOX 7 DAYTON, OH 45402			MISC	10,000
THE LETTUCE WORK FOUNDATION 3445 S DIXIE DR DAYTON, OH 45439			MISC	5,000
DAYTON ART INSTITUTE 456 BELMONTE PARK NORTH DAYTON, OH 454054700			MISC	50,000
SALVATION ARMY P O BOX 7 DAYTON, OH 45402			MISC	20,000
DAYTON HISTORY 1000 CARILLON BLVD DAYTON, OH 45409			MISC	1,000
SALVATION ARMY P O BOX 7 DAYTON, OH 45402			MISC	2,000
DAYTON PHILHARMONIC ORCHESTRA 125 EAST FIRST ST DAYTON, OH 45402			MISC	12,500
VICTORIA THEATRE ASSN 138 N MAIN ST DAYTON, OH 45402			MISC	7,500
Total			3a	1,043,850


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOGAN COUNTY HISTORICAL SOCIETY 3445 S DIXIE DR DAYTON,OH 45439			MISC	5,000
DAYTON ART INSTITUTE 456 BELMONTE PARK NORTH DAYTON,OH 454054700			MISC	5,000
LITTLE MIAMI INC 3012 SECTION ROAD CINCINNATI,OH 45237			MISC	2,000
AULLWOOD AUDUBON CENTER & FARM 1000 AULLWOD RD DAYTON,OH 45414			MISC	40,000
HUMAN RACE THEATRE COMPANY 3445 S DIXIE DR DAYTON,OH 45439			MISC	25,000
LAW ENFORCEMENT FDN 6277 RIVERSIDE DR DUBLIN,OH 43017			MISC	5,000
BOONSHOFT MUSEUM OF DISCOVERY 2629 RIDGE AVE DAYTON,OH 45414			MISC	50,000
DUCKS UNLIMITED 3445 S DIXIE DR DAYTON,OH 45439			MISC	25,000
MARMON VALLEY MINISTRIES 7754 STATE ROUTE 292 ZANESFIELD,OH 43360			RELIGIOUS/MISC	600
ST PAUL'S EPISCOPAL CHURCH 33 WEST DIXON AVE DAYTON,OH 45419			RELIGIOUS/MISC	150
EPIPHANY LUTHERAN CHURCH 3445 S DIXIE DR DAYTON,OH 45439			RELIGIOUS/MISC	10,000
CALVERY BAPTIST CHURCH 3445 S DIXIE DR DAYTON,OH 45439			RELIGIOUS/MISC	200
THE HERITAGE FOUNDATION 3445 S DIXIE DR DAYTON,OH 45439			PATRIOTIC	2,500
HOOVER INSTITUTION 3445 S DIXIE DR DAYTON,OH 45439			PATRIOTIC	10,000
HOSPICE OF CINCINNATI 3445 S DIXIE DR DAYTON,OH 45439			MEDICAL/MISC	250
Total  3a				1,043,850

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARCH OF DIMES 3445 S DIXIE DR DAYTON, OH 45439			MEDICAL/MISC	2,500
TALBOT HOSPICE FOUNDATION 586 CYNWOOD DRIVE EASTON, MD 21601			MEDICAL/MISC	200
UP ON THE ROOF 3445 S DIXIE DR DAYTON, OH 45439			MEDICAL/MISC	1,500
THE CASTLE 301 REGENCY RIDGE CENTERVILLE, OH 45459			MEDICAL/MISC	1,500
MIAMI VALLEY HOSPITAL FOUNDATION 3445 S DIXIE DR DAYTON, OH 45439			MEDICAL	2,500
FISHERNIGHTENGALE HOUSE 2100 KETTERING TOWER DAYTON, OH 45423			MEDICAL	5,000
MAYO CLINIC 200 FIRST ST SW ROCHESTER, MN 55905			MEDICAL	5,000
CHILDREN'S MEDICAL CENTER ONE CHILDRENS PLAZA DAYTON, OH 45404			MEDICAL	250
DOHENY EYE INSTITUTE 1450 SAN PABLO ST LOS ANGELES, CA 90033			MEDICAL	500
COMMUNITY BLOOD CENTER 349 S MAIN ST DAYTON, OH 45406			MEDICAL	20,000
HOSPICE OF DAYTON 324 WILMINGTON AVE DAYTON, OH 45420			MEDICAL	25,000
GOODWILL EASTER SEALS 3445 S DIXIE DR DAYTON, OH 45439			MEDICAL	50,000
CALIFORNIA FILM INSTITUTE 3445 S DIXIE DR DAYTON, OH 45439			EDUCATION/MISC	5,000
BRIDGE THE GAP COLLEGE PREP SAUSALITO, CA 94965			EDUCATION/MISC	5,000
EUREKA INSTITUTE 3445 S DIXIE DR DAYTON, OH 45439			EDUCATION/MISC	10,000
Total  3a				1,043,850

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BCCA SCHOLARSHIP FUND 8700 BAY COLONY DRIVE NAPLES,FL 34108			EDUCATION/MISC	1,500
UNIVERSITY OF DAYTON - CPAC STUDENT ACCT 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	3,500
VANGUARD SCHOOL 2249 HIGHWAY 27 N LAKE WALES,FL 33953			EDUCATION	22,000
MAUMEE VALLEY COUNTRY DAY SCHOOL 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	7,500
THE COMMUNITY DAY SCHOOL 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	7,500
DARTMOUTH COLLEGE 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	5,000
OHIO FOUNDATION FOR INDEPENDENT COLLEGES 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	5,000
TEACH FOR AMERICA 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	50,000
UNIVERSITY OF DAYTON 800 COLLEGE PARK DR DAYTON,OH 45463			EDUCATION	5,000
MAUMEE VALLEY COUNTRY DAY SCHOOL 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	7,500
UNIVERSITY OF DAYTON SCHOOL OF LAW 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	250
UNIVERSITY OF NOTRE DAME 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	50,000
OAKWOOD HIGH SCHOOL ATHLETICS - GOLF 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	200
THE OAKWOOD SCHOOLS FOUNDATION ATTN JULIE HALPERN - DIRECTOR DAYTON,OH 45409			EDUCATION	2,500
VANGUARD SCHOOL 2249 HIGHWAY 27 N LAKE WALES,FL 33953			EDUCATION	22,000
Total  3a				1,043,850

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA INSTITUTE OF THE ARTS 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	5,000
ALTER HIGH SCHOOL 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	3,000
UNIVERSITY OF MICHIGAN 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	10,000
CHAMINADE JULIENNE 505 S LUDLOW DAYTON,OH 45402			EDUCATION	15,000
URBANA UNIVERSITY 579 COLLEGE WAY URBANA,OH 43078			EDUCATION	5,000
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE,MI 49242			EDUCATION	20,000
WRIGHT STATE UNIV - SCHOOL OF MEDICINE 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	40,000
CEDARVILLE COLLEGE BOX 601 CEDARVILLE,OH 45314			EDUCATION	25,000
CALIFORNIA INSTITUTE OF THE ARTS 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	2,500
SKIDMORE COLLEGE 815 N BROAD ST SARATOGA SPRINGS,FL 12866			EDUCATION	25,000
MONTGOMERY CO OH COLLEGE PROMISE PROGRAM 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	30,000
UNIVERSITY OF DAYTON 800 COLLEGE PARK DR DAYTON,OH 45463			EDUCATION	50,000
STANFORD UNIVERSITY 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	25,000
CRAYONS TO CLASSROOMS 3445 S DIXIE DR DAYTON,OH 45439			EDUCATION	5,000
CROY CANYON RANCH 3445 S DIXIE DR DAYTON,OH 45439			MISC/MISC	-10,000
Total			3a	1,043,850

TY 2013 Accounting Fees Schedule

Name: THE BERRY FAMILY FOUNDATION

EIN: 31-6026144

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,498	0		0

**TY 2013 Investments Corporate
Bonds Schedule****Name:** THE BERRY FAMILY FOUNDATION**EIN:** 31-6026144

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	3,868,454	1,962,252

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE BERRY FAMILY FOUNDATION
EIN: 31-6026144

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	15,772,400	18,978,081

TY 2013 Legal Fees Schedule

Name: THE BERRY FAMILY FOUNDATION

EIN: 31-6026144

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	101	0		0

TY 2013 Other Expenses Schedule

Name: THE BERRY FAMILY FOUNDATION

EIN: 31-6026144

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	2,215	0		0
BANK FEES	472	0		0
TRUSTEE FEES	4,000	0		0
TRAVEL EXPENSE	1,101	0		0

TY 2013 Other Professional Fees Schedule**Name:** THE BERRY FAMILY FOUNDATION**EIN:** 31-6026144

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	48,000	0		0
INVESTMENT EXPENSES	39,173	39,173		0
INTEREST EXPENSE	8,677	8,677		0

TY 2013 Taxes Schedule**Name:** THE BERRY FAMILY FOUNDATION**EIN:** 31-6026144

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	13,318	0		0
FOREIGN TAXES PAID	14,833	14,833		0