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 , and ending

Name of foundation
BERLIN FAMILY FUND
C/O ARNOLD M. BERLIN

A Employer identification number
36-6057143

Number and street (or P O box number if mail is not delivered to street address) 715 PROSPECT AVENUE — Room/suite

B Telephone number 1-847-446-5994

City or town, state or province, country, and ZIP or foreign postal code
WINNETKA, IL 60093

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,406,282.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	65,748.	65,748.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	268,601.			
b Gross sales price for all assets on line 6a 446,910.				
7 Capital gain net income (from Part IV, line 2)		268,601.		
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)				
11 Other income	<91.>	<91.>		STATEMENT 2
12 **Total** Add lines 1 through 11	334,258.	334,258.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	938.	0.		0.
b Accounting fees STMT 4	5,200.	2,100.		3,100.
c Other professional fees STMT 5	10,615.	10,615.		0.
17 Interest				
18 Taxes STMT 6	1,100.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	3,043.	3,018.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	20,896.	15,733.		3,100.
25 Contributions, gifts, grants paid	125,470.			125,470.
26 **Total expenses and disbursements.** Add lines 24 and 25	146,366.	15,733.		128,570.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	187,892.			
b **Net investment income** (if negative, enter -0-)		318,525.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	41,451.	44,804.	44,804.
	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	46.		
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	820,240.	1,004,825.	1,920,791.
	c Investments - corporate bonds STMT 9	408,661.	408,661.	440,687.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	1,270,398.	1,458,290.	2,406,282.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,270,398.	1,458,290.	
	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**	1,270,398.	1,458,290.	
	31 **Total liabilities and net assets/fund balances**	1,270,398.	1,458,290.	

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	1,270,398.
2	Enter amount from Part I, line 27a	2	187,892.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,458,290.
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	1,458,290.

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	NORTHERN TRUST #1995 - SEE STATEMENT	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	442,285.		178,309.	263,976.
b	4,625.			4,625.
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				263,976.
b				4,625.
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	268,601.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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	187,074.	2,131,399.	.087771
2011	106,204.	2,133,087.	.049789
2010	113,130.	1,970,566.	.057410
2009	93,920.	1,785,748.	.052594
2008	108,306.	2,574,921.	.042062

2	Total of line 1, column (d)	2	.289626
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	.057925
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,298,070.
5	Multiply line 4 by line 3	5	133,116.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,185.
7	Add lines 5 and 6	7	136,301.
8	Enter qualifying distributions from Part XII, line 4	8	128,570.

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	6,371.
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	6,371.
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	6,371.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,278.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 8,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	9,278.
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	2,907.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,907. **Refunded** ▶	11	0.

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 ▶ $ 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? *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? N/A	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) ▶ IL			
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 ▶ ARNOLD M. BERLIN Telephone no ▶847-446-5994
Located at ▶715 PROSPECT AVENUE, WINNETKA, IL ZIP+4 ▶60093

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 N/A

			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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	N/A	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.)*	N/A	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)? ☐ 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)? N/A | 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? N/A ☐ 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 (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? N/A | 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.

(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
ARNOLD M. BERLIN WINNETKA, ILLINOIS 60093	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ANN R. BERLIN WINNETKA, ILLINOIS 60093	SECRETARY/DIRECTOR 0.00	0.	0.	0.
A. MARK BERLIN JR. WAYZATA, MINNESOTA 55391	DIRECTOR 0.00	0.	0.	0.
* ALL OFFICERS ARE PART-TIME	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See 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	2,265,512.
b	Average of monthly cash balances	1b	67,554.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,333,066.
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	2,333,066.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,996.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,298,070.
6	**Minimum investment return.** Enter 5% of line 5	6	114,904.

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	114,904.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,371.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,371.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	108,533.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	108,533.
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	108,533.

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	128,570.
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	128,570.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	128,570.

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				108,533.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010 16,299.				
d From 2011 504.				
e From 2012 81,282.				
f Total of lines 3a through e	98,085.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 128,570.				
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				108,533.
e Remaining amount distributed out of corpus	20,037.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	118,122.			
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 instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	118,122.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 16,299.				
c Excess from 2011 504.				
d Excess from 2012 81,282.				
e Excess from 2013 20,037.				

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

1 a 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
2 a 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))

ARNOLD M. BERLIN

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

NONE

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

Check here ▶ [X] 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
N/A

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

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE		UNRESTRICTED	125,470.
Total			▶ 3a	125,470.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,748.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<91.>	
8 Gain or (loss) from sales of assets other than inventory			18	268,601.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		334,258.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 334,258.

(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)
	N/A

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	

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? [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	
	N/A	
	N/A	
	N/A	

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

Arnold M. Berlin 8/13/14 President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
BRIAN KOLOMS		6/13/14		P00426329
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 111 SOUTH WACKER DRIVE CHICAGO, IL 60606			Phone no (312) 486-1000	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST #1995	27,019.	0.	27,019.	27,019.	
NORTHERN TRUST #1995	43,354.	4,625.	38,729.	38,729.	
TO PART I, LINE 4	70,373.	4,625.	65,748.	65,748.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	<91.>	<91.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<91.>	<91.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	938.	0.		0.
TO FM 990-PF, PG 1, LN 16A	938.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	5,200.	2,100.		3,100.
TO FORM 990-PF, PG 1, LN 16B	5,200.	2,100.		3,100.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	10,615.	10,615.		0.
TO FORM 990-PF, PG 1, LN 16C	10,615.	10,615.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,100.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,100.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL FILING FEE	25.	0.		0.
ACCOUNT MANAGEMENT FEES	3,018.	3,018.		0.
TO FORM 990-PF, PG 1, LN 23	3,043.	3,018.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,004,825.	1,920,791.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,004,825.	1,920,791.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	408,661.	440,687.
TOTAL TO FORM 990-PF, PART II, LINE 10C	408,661.	440,687.

EIN 36-6057143

Account Statement

December 1, 2013 - December 31, 2013

Account Number 03-01995
BERLIN FAMILY FUND

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBOTT LABORATORIES COMMON STOCK USD (ABT)	$38.330	1,800.00	$68,994.00	$10,934.28	$58,059.72		$1,584.00	2.3%	3.6%
BAXTER INTL INC COMMON STOCK (BAX)	69.550	1,800.00	125,190.00	8,474.05	116,715.95	882.00	3,528.00	2.8%	6.5%
BERKSHIRE HATHAWAY INC-CL B (BRK/B)	118.560	600.00	71,136.00	35,772.00	35,364.00				3.7%
BLACKSTONE GROUP LP COMMON UNITS (BX)	31.500	2,000.00	63,000.00	46,995.00	16,005.00		2,360.00	3.7%	3.3%
COACH INC COM (COH)	56.130	1,000.00	56,130.00	51,363.59	4,766.41	337.50	1,350.00	2.4%	2.9%
CONOCOPHILLIPS COM (COP)	70.650	200.00	14,130.00	7,335.45	6,794.55		552.00	3.9%	0.7%
DEVON ENERGY CORP NEW COM (DVN)	61.870	1,200.00	74,244.00	64,195.30	10,048.70		1,056.00	1.4%	3.9%
GOOGLE INC CL A (GOOG)	1,120.710	40.00	44,828.40	35,414.00	9,414.40				2.3%
JOHNSON & JOHNSON COM USD1 (JNJ)	91.590	600.00	54,954.00	33,126.00	21,828.00		1,584.00	2.9%	2.9%
M & T BK CORP COMMON STOCK (MTB)	116.420	600.00	69,852.00	2,422.50	67,429.50		1,680.00	2.4%	3.6%
MERCK & CO INC NEW COM (MRK)	50.050	1,600.00	80,080.00	30,319.75	49,760.25	704.00	2,816.00	3.5%	4.2%
MICROSOFT CORP COM (MSFT)	37.430	1,400.00	52,402.00	48,626.90	3,775.10		1,568.00	3.0%	2.7%
NATIONAL OILWELL VARCO COM (NOV)	79.530	1,000.00	79,530.00	67,661.64	11,868.36		1,040.00	1.3%	4.1%
SCHLUMBERGER LTD COM (SLB)	90.110	700.00	63,077.00	43,025.27	20,051.73	218.75	875.00	1.4%	3.3%
UNION PAC CORP COM (UNP)	168.000	300.00	50,400.00	6,496.12	43,903.88	237.00	948.00	1.9%	2.6%
US BANCORP (USB)	40.400	2,100.00	84,840.00	59,547.63	25,292.37	483.00	1,932.00	2.3%	4.4%

Continued on next page

Account Statement

December 1 2013 - December 31, 2013

Account Number 03-01995
BERLIN FAMILY FUND

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Large Cap			**$1 052 787 40**	**$551 709 28**	**$501,078 12**	**$2 862 25**	**$22,873 00**	**2 2%**	**54 8%**
Equity Securities - Mid Cap									
LABORATORY CORP AMER HLDGS COM NEW (LH)	$91 370	700 00	$63 959 00	$27 079 85	$36,879 15				3.3%
[illegible]	93 340	1 300 00	121 342 00	28 973 14	92 838 96		1 075 00	0 9%	6 3%
MARKEL [illegible] HOLDING CO COM (MKL)	580 350	100 00	58,035 00	52 077 19	5 957.81				3 0%
NOBLE CORP PLC COMMON STOCK (NE)	37 470	400 00	14 988 00	11 931 88	3 056 12		400 00	2 7%	0 8%
RENAISSANCE RE HLDGS LTD COMMON STOCK (RNR)	97 340	400 00	38 936 00	21,190 96	17,745 04		448 00	1 2%	2 0%
ROPER INDS INC NEW COM (ROP)	138,680	750 00	104 010 00	4,300 31	99,709 69		600 00	0 6%	5 4%
SUBSEA 7 S A SPONSORED ADR (SUBCY)	19 137	1 600 00	30,619 20	38,578 30	(7 959 10)		928 00	3 0%	1 6%
WATERS CORP COM (WAT)	100 000	500 00	50 000 00	20 174 80	29 825 20				2 6%
Total Mid Cap			**$482,409 20**	**$204 306 43**	**$278,102 77**		**$3,451 00**	**0 7%**	**25.1%**
Equity Securities - Small Cap									
ENSTAR GROUP LIMITED COM (ESGR)	$138 910	900 00	$125,019 00	$59 517 22	$65,501 78				6 5%
Total Small Cap			**$125 019 00**	**$59,517 22**	**$65,501 78**				**6 5%**
Equity Securities - International Developed									
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR (BUD)	$106.460	800 00	$85,168 00	$43 865 20	$41 302 80		$2 004 20	2 4%	4 4%

Continued on next page

EIN 36-6057143

Account Statement

December 1, 2013 - December 31, 2013

Account Number 03-01995
BERLIN FAMILY FUND

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Belgium - USD			$85,168 00	$43 865 20	$41,302 80		$2,003 78	2 4%	4 4%
BROOKFIELD ASSET MGMT INC VOTING SHS CL A [illegible]	38 830	1 000 00	38 830.00	17,748 00	21,082 00		800 00	2 1%	2 0%
Total Canada - USD			$38,830 00	$17,748 00	$21,082 00		$800 00	2 1%	2 0%
[illegible] GLOBAL [illegible]	18 520	7,374 57	136 577 03	127,679 09	8 897 94		4 704 98	3 4%	7 1%
Total International Region USD			$136,577 03	$127 679 09	$8 897 94		$4 704 98	3 4%	7 1%
Total International Developed			$260,575 03	$189,292.29	$71 282 74		$7 508 18	2 9%	13 6%
Total Equity Securities			$1 920,790 63	$1 004,825 22	$915 965 41	$2,862 25	$33 832 18	1 8%	100 0%

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
[illegible] CAPITAL HOLDINGS [illegible]	$104 485	100 000 00 Baa3	$104 484 80	$93 411 00	$11,073 80	$479 16	$5 750 00	5 5% 0.8%	23 7%
[illegible] CORPORATION [illegible] 6.2% [illegible]	113 005	100 000 00 Baa2	113 004 60	110 000 00	3 004 60	1 550 00	6,200 00	5 5% 2 5%	25 6%
[illegible] AMERN PIPELINE [illegible]	116 145	50 000 00 Baa2	58 072 80	54 050 00	4 022 80	54 66	3 050 00	5 6% 2 0%	13 2%

Continued on next page

EIN 36-6057143

Account Statement

December 1, 2013 - December 31, 2013

Account Number 03-01995
BERLIN FAMILY FUND

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2017 [illegible]	108.250	50,000.00 / A3	54,125.00	48,700.00	5,425.00	672.91	3,187.50	5.9% / 5.9%	12.3%
Total Corporate/ Government			**$329,687.20**	**$306,161.00**	**$23,526.20**	**$3,243.73**	**$18,387.50**	**5.6%**	**74.8%**
Fixed Income Securities - High Yield									
2015 [illegible]	$111.000	100,000.00 / Ba2	$111,000.00	$102,500.00	$8,500.00	$2,392.36	$8,125.00	7.3% / 1.6%	25.2%
Total High Yield			**$111,000.00**	**$102,500.00**	**$8,500.00**	**$2,392.36**	**$8,125.00**	**7.3%**	**25.2%**
Total Fixed Income Securities			**$440,687.20**	**$408,661.00**	**$32,026.20**	**$5,636.09**	**$26,512.50**	**6.0%**	**100.0%**

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FD.									
PRINCIPAL CASH	$1.000	9,538.64	$9,538.64	$9,538.64	$0.00				
INCOME CASH	1.000	464.63	464.63	464.63	0.00				
Total Cash			**$10,003.27**	**$10,003.27**	**$0.00**		**$1.00**	**0.0%**	
Total Cash and Short Term Investments			**$10,003.27**	**$10,003.27**	**$0.00**		**$1.00**	**0.0%**	

Continued on next page

EIN 36-6057143

Account Statement

December 1, 2013 - December 31, 2013

Account Number 03-01995
BURLIN FAMILY FUND

Portfolio Details *(continued)*

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Net Unsettled Trades (see Activity Details)		$20,782 14	$20 782 14	$0 00				
Total Portfolio		$2 392,263 24	$1,444 271 63	$947,991 61	$8 498 34	$60 345 67	2 5%	
Total Accrual		$8,498 34						
Total Value		$2,400,761 58						

2013 Tax Information Statement

Ref· DZ

Payer's Name and Address.
THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Account Number	03-01995
Recipient's Tax ID Number	XX-XXX7143
Payer's Federal ID Number:	36-7158276
Payer's State ID Number	
State	IL
Questions?	(312)557-3251

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
BERLIN FAMILY FUND
MR ARNOLD M BERLIN PRESIDENT
715 PROSPECT AVE
WINNETKA, IL 60093-2346

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip Description *(Box 8)* Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B								
189754104	COACH INC		COH					
300 0000	08/16/2013	Various	15,563 76	15,506 33	0 00	57 43	0 00	0 00
Total Short Term Sales Reported on 1099-B			✓ **15,563 76**	✓ **15,506 33**	**0 00**	✓ **57 43**	**0 00**	**0 00**

Report on Form 8949, Part I, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported The taxpayer is ultimately responsible for the accuracy of their own tax return

2013 Tax Information Statement

Account Number 03-01995
Recipient's Tax ID Number XX-XXX7143
Payer's Federal ID Number 36-7158276
Payer's State ID Number·
State· IL
Questions? (312)557-3251
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
BERLIN FAMILY FUND
MR ARNOLD M BERLIN PRESIDENT
715 PROSPECT AVE.
WINNETKA, IL 60093-2346

Payer's Name and Address:
THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Long Term Sales Reported on 1099-B								
00287Y109	ABBVIE INC COM USD0 01		ABBV					
1800 0000	01/18/2013	06/12/1992	66,702 00	11,857 30	0 00	54,844 70	0 00	0 00
22662X100	CRIMSON WINE GROUP LTD COM		CWGL					
460 0000	02/27/2013	06/07/1999	3,909 91	914 15	0 00	2,995 76	0 00	0 00
G0692U109	AXIS CAPITAL HOLDINGS LTD COM		AXS					
1500 0000	02/28/2013	Various	60,832 03	41,586 21	0 00	19,245 82	0 00	0 00
847560109	SPECTRA ENERGY CORP COM STK		SE					
1000 0000	04/19/2013	05/13/2009	30,360 12	15,254 80	0 00	15,105 32	0 00	0 00
969457100	WILLIAMS COS INC		WMB					
1000 0000	04/19/2013	Various	37,326 16	16,216 54	0 00	21,109 62	0 00	0 00
527288104	LEUCADIA NATIONAL CORP		LUK					
200 0000	05/17/2013	06/07/1999	6,390 55	1,347 59	0 00	5,042 96	0 00	0 00
527288104	LEUCADIA NATIONAL CORP		LUK					
100 0000	05/23/2013	06/07/1999	3,051 25	673 79	0 00	2,377 46	0 00	0 00

2013 Tax Information Statement

Ref: DZ

Account Number	03-01995
Recipient's Tax ID Number:	XX-XXX7143
Payer's Federal ID Number	36-7158276
Payer's State ID Number.	
State	IL
Questions?	(312)557-3251

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
BERLIN FAMILY FUND
MR ARNOLD M BERLIN PRESIDENT
715 PROSPECT AVE
WINNETKA, IL 60093-2346

Payer's Name and Address:
THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
025816109	AMERICAN EXPRESS CO		AXP					
100 0000	06/10/2013	05/09/2005	7,816 44	4,619 13	0 00	3,197 31	0 00	0 00
30231G102	EXXON MOBIL CORP		XOM					
100 0000	06/10/2013	07/02/2009	9,095 84	6,930 50	0 00	2,165 34	0 00	0 00
776696106	ROPER INDS INC NEW		ROP					
100 0000	06/10/2013	10/13/1994	12,370 90	573 38	0 00	11,797 52	0 00	0 00
907818108	UNION PAC CORP COM		UNP					
100 0000	06/10/2013	02/27/1998	15,664 72	2,549 10	0 00	13,115 62	0 00	0 00
G0692U109	AXIS CAPITAL HOLDINGS LTD COM		AXS					
400 0000	06/10/2013	06/06/2005	18,141 16	11,005 24	0 00	7,135 92	0 00	0 00
025816109	AMERICAN EXPRESS CO		AXP					
300 0000	08/16/2013	05/09/2005	22,475 61	13,857 39	0 00	8,618 22	0 00	0 00
G3075P101	ENSTAR GROUP LIMITED COM		ESGR					
100 0000	08/20/2013	05/24/2007	13,999 07	10,555 00	0 00	3,444 07	0 00	0 00
608554200	MOLEX INC CLASS A		MOLXA					
900 0000	09/18/2013	07/25/1990	34,539 96	3,747 47	0 00	30,792 49	0 00	0 00
608554200	MOLEX INC CLASS A		MOLXA					
900 0000	09/19/2013	07/25/1990	34,608 89	3,747 46	0 00	30,861 43	0 00	0 00
G0692U109	AXIS CAPITAL HOLDINGS LTD COM		AXS					
600 0000	10/16/2013	06/06/2005	27,454 68	16,507 86	0 00	10,946 82	0 00	0 00

2013 Tax Information Statement

Account Number	03-01995	
Recipient's Tax ID Number.	XX-XXX7143	
Payer's Federal ID Number	36-7158276	
Payer's State ID Number		
State	IL	
Questions?	(312)557-3251	
☐ **Corrected**	☐ **2nd TIN notice**	

Recipient's Name and Address
BERLIN FAMILY FUND
MR ARNOLD M BERLIN PRESIDENT
715 PROSPECT AVE
WINNETKA, IL 60093-2346

Payer's Name and Address
THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
776696106	ROPER INDS INC NEW		ROP					
150 0000	12/31/2013	10/13/1994	20,782 14	860 06	0 00	19,922 08	0 00	0 00
Total Long Term Sales Reported on 1099-B			✓ **425,521 43** ✓	**162,802 97**	**0 00**	**262,718 46**	**0 00**	**0 00**

Report on Form 8949, Part II, with Box E checked

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Unknown Term (or Cost) Sales Reported on 1099-B								
G16249107	BROOKFIELD PPTY PARTNERS L P		BPY					
4000	04/15/2013	04/15/2013	8 34		0 00	8 34	0 00	0 00
G16249107	BROOKFIELD PPTY PARTNERS L P		BPY					
57 0000	06/10/2013	04/15/2013	1,191 68		0 00	1,191 68	0 00	0 00
Total Unknown Term (or Cost) Sales Reported on 1099-B			**1,200 02**		**0 00**	**1,200 02**	**0 00**	**0 00**

You must determine short-term or long-term based on your records and report on Form 8949, Part I, with Box B checked, or on Form 8949, Part II, with Box E checked, as appropriate

Total 442,285 178,309

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return

Berlin Family Fund
Contributions Paid / Check Register
January 1, 2013 to December 31, 2013

CHECK # *	DATE	GIFT RECIPIENT	AMOUNT OF GIFT ($)
1976	2/3	Webb Center	$250 00
1977	3/5	Princeton university Class of 1980	$1,000 00
1978	3/5	Hamline University	$1,000 00
1979	3/5	Walker Art Center	$250 00
1980	3/5	St David's Center	$750 00
1981	3/5	Princeton university Class of 1984	$500 00
1982	3/5	Pleasanton Partnerships in Education Foundation	$700 00
1983	3/21	Chicago Highschool for the Arts	$250 00
1984	4/8	Princeton University	$1,000 00
1986	5/10	Princeton University Class of 1946	$25,000 00
1988	5/25	Camp Dudley YMCA, Inc	$3,000.00
1989	5/25	Evans Scholars Foundation	$250 00
1990	1/6	MOMA	$70 00
1991	6/21	The Metrapolitan Museum of Art	$275 00
1992	7/16	The Chicago Symphony Orchestra	$1,000 00
1993	8/5	Lydisken PFC	$200 00
1994	8/5	Pleasanton Partnerships in Education Foundation	$350 00
1995	8/5	Foothill Athletic Boosters	$300 00
1996	8/5	Foothill Parent Teacher Organization	$500 00
1997	8/29	SFMOMA	$75.00
1998	10/15	Whidbey Camano Land Trust	$1,000 00
1999	10/15	Tarrio	$1,000 00
2000	10/15	Ryan's House	$500 00
2001	10/15	Friends of Friends	$250 00
2002	10/15	KUOW	$250 00
2003	10/24	Lydisken PFC	$450 00
2005	11/1	Indian Hill Country Club Scholarship Foundation	$1,000 00
2007	11/18	United Way	$5,000 00
2008	11/18	Midwest Palliative & Hospice Care	$5,000 00
2009	11/18	Northshore University Health System Foundation	$25,000 00
2010	11/18	Winnetka Congregational Church	$20,000 00
2011	11/18	Chicago Symphony Orchestra	$20,000 00
2012	11/18	Heartland Alliance	$5,000 00
2013	11/18	Winetka Historical Society	$100 00
2014	11/18	The Arts Club	$100 00
2015	11/18	Music Institute of Chicago	$1,000 00
2016	11/21	Harkness Outreach Center	$100 00
2017	12/17	Scenic Hudson	$1000 00
2018	12/17	CVTC of St Luke's Hospital	$1000 00
2021	12/31	Arts Mid-Hudson	$1,000 00

TOTAL 2012 CHECKS PAID: $125,470.00

Form **8868** (Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. BERLIN FAMILY FUND C/O ARNOLD M. BERLIN	Employer identification number (EIN) or 36-6057143
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 715 PROSPECT AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINNETKA, IL 60093	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ARNOLD M. BERLIN 715 PROSPECT AVENUE - WINNETKA, IL 60093

  Telephone No. ▶ 847-446-5994 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 9,278.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,278.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 8,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.