



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



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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 07-01-2013 , and ending 06-30-2014

Name of foundation ARCHIE W & GRACE BERRY FOUNDATION		A Employer identification number 23-6951678	
Number and street (or P O box number if mail is not delivered to street address) 100 FOUR FALLS CORPORATE CENTER ROOM/SUITE 202		B Telephone number (see instructions) (610) 260-0687	
City or town, state or province, country, and ZIP or foreign postal code WEST CONSHOHOCKEN, PA 19428		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 7,373,129		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.	176,000	176,000		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	105,169			
	b Gross sales price for all assets on line 6a 585,298				
	7 Capital gain net income (from Part IV, line 2) . . .		105,169		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,247	6,247		
	12 Total. Add lines 1 through 11	287,416	287,416		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,500	2,100		1,400
	c Other professional fees (attach schedule)	43,141	43,141		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,100	3,914		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	52,741	49,155		1,400
	25 Contributions, gifts, grants paid	315,000			315,000
	26 Total expenses and disbursements. Add lines 24 and 25	367,741	49,155		316,400
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-80,325			
	b Net investment income (if negative, enter -0-)		238,261		
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	390,172	155,466	155,466
	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)	3,488,414	<input checked="" type="checkbox"/> 3,820,073	6,491,937
	c	Investments—corporate bonds (attach schedule).	1,009,047	<input checked="" type="checkbox"/> 831,769	725,726
	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)	4,887,633	4,807,308	7,373,129	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	8,249,163	8,249,163	
	29	Retained earnings, accumulated income, endowment, or other funds	-3,361,530	-3,441,855	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,887,633	4,807,308	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,887,633	4,807,308		

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	4,887,633
2	Enter amount from Part I, line 27a	2	-80,325
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,807,308
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,807,308

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

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

(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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	105,169
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	-2

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	309,920	6,190,161	0 050067
2011	311,118	5,984,342	0 051989
2010	276,200	6,136,451	0 045010
2009	308,099	5,866,955	0 052514
2008	360,724	5,946,507	0 060661

2	Total of line 1, column (d).	2	0 260241
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 052048
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,905,830
5	Multiply line 4 by line 3.	5	359,435
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,383
7	Add lines 5 and 6.	7	361,818
8	Enter qualifying distributions from Part XII, line 4.	8	316,400

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,765
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2.	3	4,765
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,765
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,285
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	2,285
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,480
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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	Yes	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)? <i>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.</i>	1b		No
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> PA _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address NONE	13	Yes	
14	The books are in care of MOHATT RINALDO JOHNSON & GODWIN Telephone no (307) 672-6494 Located at 2 NORTH MAIN STE 301 SHERIDAN WY ZIP +4 82801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	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		
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?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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

5b

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)?

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT R BERRY 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0
BARBARA BERRY 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0
SUSAN BERRY KOHLHAS 100 FOUR FALLS CORPORATE CENTER SUITE 202 WEST CONSHOHOCKEN, PA 19428	TRUSTEE 2 00	0	0	0

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total

number of other employees paid over \$50,000.

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,536,548
b	Average of monthly cash balances.	1b	474,447
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,010,995
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	7,010,995
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	105,165
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,905,830
6	Minimum investment return. Enter 5% of line 5.	6	345,292

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	345,292
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,765
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,765
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	340,527
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	340,527
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	340,527

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	316,400
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	316,400
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	316,400
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				340,527
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			283,980	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 316,400				
a Applied to 2012, but not more than line 2a			283,980	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				32,420
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				308,107
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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. . . .

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

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

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

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

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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	315,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge		
	***** _____ Signature of officer or trustee	2014-11-15 _____ Date	***** _____ Title
	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>		

Paid Preparer Use Only	Print/Type preparer's name ANNETTE M RINALDO	Preparer's Signature	Date 2014-11-11	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00406360
	Firm's name <input type="checkbox"/> MOHATT RINALDO JOHNSON & GODWIN LLP			Firm's EIN <input type="checkbox"/> 83-0232295	
	Firm's address <input type="checkbox"/> PO BOX 603 SHERIDAN, WY 828010603			Phone no (307) 672-6494	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CARNIVAL CORP, 205	P	2010-04-05	2013-08-29
VODAFONE GROUP PLC, 0 546	P	1997-10-22	2014-02-25
ORACLE CORP, 1,125	P	2010-05-07	2013-11-14
POWERSHARES MENA, 800	P	2011-05-12	2014-02-26
TURKIYE GARANTI BKS ORDF, 2,550	P	2010-04-06	2013-11-26
CELGENE CORP, 200	P	2007-11-19	2014-02-27
TURKIYE GARANTI BKS ORDF, 1,000	P	2010-04-12	2013-11-26
TARGET CORPORATION, 1,100	P	1997-10-22	2014-02-27
VERIZON - FOREIGN INITIAT SHRS, 0 93	P	2014-02-21	2014-02-21
THERMO FISHER SCIENTIFIC, 150	P	2007-11-19	2014-02-27
VODAFONE GROUP PLC, 0 091	P	2010-04-05	2014-02-25
VISA INC, 150	P	2008-09-12	2014-02-27
POWERSHARES MENA, 2,297	P	2010-09-08	2014-02-26
ADIDAS, 155	P	2013-03-05	2014-05-27
MINDRAY MEDICAL, 167	P	2013-04-02	2014-05-27
FED FARM CR BK 5 0%, 250,000	P	2007-10-30	2013-09-04
LEHMAN BROS, 0	P	2008-05-14	2013-10-03
LEHMAN BROS, 0	P	2008-05-14	2014-04-03
CARNIVAL CORP, 125	P	2011-05-12	2013-08-29
ORACLE CORP, 1,150	P	2011-11-17	2013-11-14
VERIZON COMMUNICATIONS, 0 108	P	2014-02-21	2014-02-21


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,391		8,140	-749
22		13	9
38,647		26,782	11,865
10,882		10,267	615
9,765		12,871	-3,106
32,288		12,990	19,298
3,830		5,268	-1,438
66,521		17,033	49,488
43		45	-2
18,738		8,553	10,185
4		4	
33,911		10,436	23,475
31,243		31,601	-358
8,311		7,244	1,067
5,257		6,548	-1,291
250,000		257,141	-7,141
11,580			11,580
12,851		24,430	-11,579
4,503		5,208	-705
39,506		35,550	3,956
5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-749
			9
			11,865
			615
			-3,106
			19,298
			-1,438
			49,488
			-2
			10,185
			23,475
			-358
			1,067
			-1,291
			-7,141
			11,580
			-11,579
			-705
			3,956

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>				
ASSOCIATION FOR COLONIAL THEATRE 227 BRIDGE STREET PHOENIXVILLE,PA 19460	NONE	EXEMPT	UNRESTRICTED	75,000
FRENCH PICKERING CREEKS FD 511 KIMBERTON ROAD PHOENIXVILLE,PA 19460	NONE	EXEMPT	GENERAL OPERATING SUPPORT	50,000
GOOSE CREEK ASSOCIATION PO BOX 1178 MIDDLEBURG,VA 20118	NONE	EXEMPT	UNRESTRICTED	5,000
MENDELSSOHN CLUB OF PHILA PO BOX 59522 PHILADELPHIA,PA 19102	NONE	EXEMPT	UNRESTRICTED	50,000
WAYNE ART CENTER 413 MAPLEWOOD AVE WAYNE,PA 19087	NONE	EXEMPT	GENERAL OPERATING SUPPORT	50,000
AMERICAN CHESTNUT FOUND 206 FOREST RESOURCES LAB UNIVERSITY PARK,PA 16802	NONE	EXEMPT	UNRESTRICTED	20,000
ADOLESCENT AWARENESS FOUNDATION 28 WEST MARKET STREET WEST CHESTER,PA 19382	NONE	EXEMPT	UNRESTRICTED	15,000
LUDWIG'S CORNER HORSE SHOW ASSC FND PO BOX 754 UWCHLAND,PA 19480	NONE	EXEMPT	UNRESTRICTED	25,000
AUDUBON PENNSYLVANIA 1201 PAWLINGS ROAD AUDUBON,PA 19403	NONE	EXEMPT	UNRESTRICTED	25,000
Total  3a				315,000

TY 2013 Accounting Fees Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,500	2,100		1,400

TY 2013 Compensation Explanation

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Person Name	Explanation
ROBERT R BERRY	
BARBARA BERRY	
SUSAN BERRY KOHLHAS	

**TY 2013 Investments Corporate
Bonds Schedule****Name:** ARCHIE W & GRACE BERRY FOUNDATION**EIN:** 23-6951678

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED FARM CR BK 5.0% 9104113		
GNMA 9.50% 06/15/20	101	862
AMGEN INC 4.85% 11/18/14	203,023	203,385
GOLDMAN SACHS 5.125% 01115	205,215	204,930
LEHMAN 5.00% 01/14/11	144,205	38,500
VERMONT ST VAR 12115/39-TAXA	175,000	175,000
PETRORAS INT'L 3.875% 1/27/16	104,225	103,049

**TY 2013 Investments Corporate
Stock Schedule**

Name: ARCHIE W & GRACE BERRY FOUNDATION
EIN: 23-6951678

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMAZON.COM	40,944	105,554
LOWES COMPANIES INC	47,399	105,578
NIKE INC	40,622	116,325
NORDSTROM INC	28,000	49,249
TARGET CORPORATION		
YUM BRANDS INC.	24,746	56,840
YUM BRANDS INC.	26,117	56,840
COLGATE-PALMOLIVE CO	45,878	68,180
COSTCO WHOLESALE CORPORATION	54,002	109,402
CVS CORP	62,356	120,592
JM SMUCKERS CO	52,581	95,913
MONDELEZ INTL INC CL A	53,649	75,220
APACHE CORP	43,457	100,620
EXXON MOBIL CORPORATION	20,934	75,510
NOBLE DRILLING CORP	32,513	50,340
NOBLE ENERGY INC	49,384	154,920
BLACKSTONE GROUP LP	25,367	61,864
BLACKSTONE GROUP LP	26,555	61,864
GOLDMAN SACHS GROUP INC	52,866	58,604
J.P. MORGAN CHASE & CO	57,858	69,144
PRUDENTIAL FINANCIAL	25,879	46,604
PRUDENTIAL FINANCIAL	22,253	33,289
VISA INC.	32,105	110,623
WELLS FARGO & CO.	52,858	105,120
ABBOTT LABORATORIES	41,940	63,395
ABBVIE INC	45,001	87,482
ALLERGAN INC	27,898	50,765
ALLERGAN INC	40,729	84,610
CELGENE CORP	42,976	137,408
MERCK & CO INC.	49,877	80,990

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THERMO FISHER SCIENTIFIC	56,911	118,000
VARIAN MEDICAL SYSTEMS INC	29,000	83,140
3M COMPANY	45,134	85,944
DANAHER CORP	39,442	110,222
FEDEX CORP	38,039	90,828
FLUOR CORP	40,664	61,520
FLUOR CORP	24,031	40,373
GENERAL ELECTRIC CO	93,625	91,980
UNION PACIFIC CORP	40,490	169,575
ACCENTURE LTD CL A	28,125	76,798
AGILENT TECHNOLOGIES INC	77,838	120,624
APPLE COMPUTER INC	13,471	130,102
CISCO SYSTEMS INC	28,538	44,730
EMC CORP	40,570	79,020
GOOGLE INC	6,279	14,617
GOOGLE INC	21,525	43,850
INTEL CORP	70,688	92,700
INTERNATIONAL BUSINESS MACHINE	14,633	54,381
ORACLE CORP		
ORACLE CORP		
QUALCOMM INC	30,612	63,360
QUALCOMM INC	19,479	39,600
RACKSPACE HOSTING INC	80,786	67,320
SANDISK CORP	64,528	154,034
CELANESE CORP	23,134	28,926
FREEPORT MCMORAN CP & GLD	49,517	36,500
PRAXAIR INC.	16,488	79,704
AMERICAN TOWER CORP CL A	41,009	89,980
DOMINION RESOURCES INC	33,011	85,824
WILLIAMS COMPANIES INC	31,644	87,315

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POWERSHARES MENA		
POWERSHARES MENA (FOREIGN)		
ADIDAS	15,424	16,719
CARNIVAL CORP	5,208	4,706
CARNIVAL CORP	15,028	14,307
TAL EDUCATION GROUP	19,477	54,120
TATA MOTORS LTD	30,493	61,715
BRAZIL FOODS S A ADR F	18,356	20,858
DANONE SPON ADR	17,264	20,977
WAL-MART DE MEXICO	39,482	40,782
CHINA SHEHUA ENERGO CO	42,529	26,012
PETROLEO BRASILEIRO	36,486	11,734
SCHLUMBERGER LTD.	34,903	117,950
SEADRILL LTD	15,230	16,459
TUWOY	15,417	13,020
AXA ADS	14,473	15,467
HSBC PLC	18,052	17,780
ICICI BANK LTD ADR	51,051	56,008
ITAU UNIBANCO MULTIPLO	89,061	68,808
TURKIYE GARANTI BKS		
MINDRAY MEDICAL	11,825	10,490
NOVO NORDISK	16,364	21,709
ROCHE HOLDINGS AG ORD NEW	13,250	23,350
ROCHE HOLDINGS LTD SPON ADRF	51,507	119,305
SHIRE PLC ADR	18,467	45,921
CHIYODA CORP	9,735	11,568
KOMATSU LTD ADR NEW	16,061	18,073
LI & FUND LTD ORD	61,265	35,549
RYANAIR HOLDINGS PLC	20,439	38,948
TEEKAY LNG PARTNERS	30,380	39,219

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEEKAY LNG PARTNERS-FOREIGN	24,175	36,266
CHECK POINT SOFTWARE	13,813	25,807
INFOSYS TECHNOLOGIES LTD	9,664	8,066
INFOSYS TECHNOLOGIES LTD	35,611	31,455
METTLER TOLEDO INTL	19,512	44,307
TAIWAN SEMICONDUCTOR	17,683	35,507
BAYER A G SPONSORED ADR	16,707	34,611
POTASH CORP OF SASKATCHEWAN	22,904	18,980
POTASH CORP OF SASKATCHEWAN	22,602	20,233
PT INDOCEMENT TUNGGAL PRAKA	17,093	19,212
VALE S.A.	58,978	23,417
CHEUNG KONG	19,352	25,547
CHINA MOBILE	15,588	15,195
VODAFONE GROUP PLC	37,598	40,268
VODAFONE GROUP PLC	11,097	8,648
BRGY	14,665	17,144
TOWNGAS CHINA	17,742	19,806
LAS VEGAS SANDS CORP	4,485	6,021
LAS VEGAS SANDS CORP	15,070	17,988
ISHARES FRONTIER FUND	10,407	10,821
ISHARES FRONTIER FUND	31,202	32,463
VERIZON COMMUNICATIONS	21,026	21,382
VERIZON COMMUNICATIONS	5,966	6,067
GOOGLE INC	6,259	14,382
GOOGLE INC	21,457	43,146
ZOETIS INC	104,756	109,718
AMERICAN EXPRESS CO	58,722	61,666
KINDER MORGAN ENERGY PARTNERS LP	59,630	65,768
TRACTOR SUPPLY COMPANY	113,127	102,680

TY 2013 Other Income Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PTP DISTRIBUTIONS	6,247	6,247	

TY 2013 Other Professional Fees Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	43,141	43,141		

TY 2013 Taxes Schedule

Name: ARCHIE W & GRACE BERRY FOUNDATION

EIN: 23-6951678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	2,186			
FOREIGN TAXES	3,914	3,914		