

**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.

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning _____ **, 2015, and ending** _____

BERKOWITZ II FOUNDATION INC
C/O MICHAEL MARTIN
140 SILVER SPRINGS ROAD
MILFORD, PA 18337-7774

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 3,624,785.

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

A Employer identification number
26-4464319

B Telephone number (see instructions)
(917) 533-0087

C If exemption application is pending, check here

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

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

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

Part II 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)
1	Contributions, gifts, grants, etc. received (attach schedule)				
2	Chk <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	132,432.	57,891.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	64,128.			
b	Gross sales price for all assets on line 6a <u>894,386.</u>				
7	Capital gain net income (from Part IV, line 2)		64,128.		
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)				
12	Total. Add lines 1 through 11	196,560.	122,019.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) <u>SEE ST 1</u>	7,500.			
c	Other prof fees (attach sch) <u>SEE ST 2</u>	37,570.	37,570.		
17	Interest				
18	Taxes (attach schedule)(see instrs) <u>SEE STM 3</u>	669.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <u>SEE STATEMENT 4</u>	14,400.			
24	Total operating and administrative expenses. Add lines 13 through 23 <u>PART XV</u>	60,139.	37,570.		
25	Contributions, gifts, grants paid	173,495.			173,495.
26	Total expenses and disbursements. Add lines 24 and 25	233,634.	37,570.		173,495.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-37,074.			
b	Net investment income (if negative, enter -0-)		84,449.		
c	Adjusted net income (if negative, enter -0-)				

REVENUE

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	160,494.	710,716.	710,716.
	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 sch)			
		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)	687,529.	806,176.	724,616.
		c Investments – corporate bonds (attach schedule)	2,826,760.	2,120,817.	2,189,453.
	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)	3,674,783.	3,637,709.	3,624,785.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,674,783.	3,637,709.	
30	Total net assets or fund balances (see instructions)	3,674,783.	3,637,709.		
31	Total liabilities and net assets/fund balances (see instructions)	3,674,783.	3,637,709.		

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	3,674,783.
2	Enter amount from Part I, line 27a	2	-37,074.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,637,709.
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	3,637,709.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a VARIOUS UBS FINANCIAL- DETAIL ON FILE	P	VARIOUS	VARIOUS
b VARIOUS UBS FINANCIAL- DETAIL ON FILE	P	VARIOUS	VARIOUS
c UBS CAPITAL GAIN DISTRIBUTIONS ON FILE	P		
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 6,752.		7,064.	-312.
b 853,942.		823,194.	30,748.
c 33,692.			33,692.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-312.
b			30,748.
c			33,692.
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	64,128.
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	33,380.

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))
	2014	194,956.	3,730,317.	0.052263
	2013	196,000.	3,710,884.	0.052818
	2012	179,530.	3,868,655.	0.046406
	2011	126,500.	3,772,259.	0.033534
	2010	116,000.	3,856,067.	0.030082
2 Total of line 1, column (d)				0.215103
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				0.043021
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5				3,664,343.
5 Multiply line 4 by line 3				157,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)				844.
7 Add lines 5 and 6				158,488.
8 Enter qualifying distributions from Part XII, line 4				173,495.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	844.
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	844.
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	844.
6 Credits/Payments:			
a 2015 estimated tax prmts and 2014 overpayment credited to 2015		6 a	
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	13.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	857.
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 2016 estimated tax		11	
		Refunded	

Part VII A Statements Regarding Activities

	Yes	No
1 a 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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
1 c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		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?	X	
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>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MICHAEL MARTIN</u> Telephone no <u>917-533-0087</u> Located at <u>140 SILVER SPRINGS ROAD MILFORD PA</u> ZIP + 4 <u>18377-7744</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2015, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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 2015?	1 c	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2015 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 2015)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2015?	4 b	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 4945(d)(4)(A)? (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	N/A	
6b		X
7b		

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)?

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes 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? Yes No

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
MICHAEL MARTIN 140 SILVER SPRINGS ROAD MILFORD, PA 18337-7744	PRES/CEO 4.00	0.	0.	0.
ROBERTA MARTIN 140 SILVER SPRINGS ROAD MILFORD, PA 18337-7774	VICE PRES 4.00	0.	0.	0.
HELEN SHERMAN 73 ETON TERRACE NORWOOD, NJ 07648	SEC/TREAS 4.00	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 0

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

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

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

Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount	
1 N/A		
2 -----		
3 All other program-related investments See instructions.		
Total. Add lines 1 through 3		0.

BAA Form 990-PF (2015)

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	1 a	3,284,540.
b	Average of monthly cash balances	1 b	435,605.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	3,720,145.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,720,145.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	55,802.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,664,343.
6	Minimum investment return. Enter 5% of line 5	6	183,217.

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	183,217.
2a	Tax on investment income for 2015 from Part VI, line 5	2 a	844.
b	Income tax for 2015 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	844.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	182,373.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	182,373.
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	182,373.

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	1 a	173,495.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	173,495.
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	844.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	172,651.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				182,373.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			159,025.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 173,495.				
a Applied to 2014, but not more than line 2a			159,025.	
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 2015 distributable amount				14,470.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	0.			
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 2014. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				167,903.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a</i> Paid during the year SEE STATEMENT 5</p>				
Total				▶ 3a 173,495.
b Approved for future payment				
Total				▶ 3b

2015

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CLIENT BEROWITZ

BERKOWITZ II FOUNDATION INC
C/O MICHAEL MARTIN

26-4464319

10/30/16

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MILTON STRAUS & CO ACCOUNTING & TAX PREP	\$ 7,500.			
TOTAL	\$ 7,500.	\$ 0.		\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS INVESTMENT ADVISORY FEES	\$ 37,570.	\$ 37,570.		
TOTAL	\$ 37,570.	\$ 37,570.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRS TAXES	\$ 669.			
TOTAL	\$ 669.	\$ 0.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RENTAL EXPENSES	\$ 14,400.			
TOTAL	\$ 14,400.	\$ 0.		\$ 0.

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BERKOWITZ II FOUNDATION INC
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**STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PIKE COUNTY HUMANE SOCIETY PO BOX 255 MILFORD PA 18337		PUBLIC	UNRESTRICTED	\$ 5,000.
MILFORD VOLUNTEER FIRE DEPT 2185 MILFORD SQUARE PIKE QUAKERTOWN PA 18951		PUBLIC	UNRESTRICTED	5,000.
WASHINGTON COLLEGE 300 WASHINGTON AVENUE CHESTERTOWN MD 21620		PUBLIC	UNRESTRICTED	4,500.
ULMAN CANCER FUND 6310 STEVENS FOREST ROAD, STE 210 COLUMBIA MD 21045		PUBLIC	UNRESTRICTED	1,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK NY 10065		PUBLIC	UNRESTRICTED	6,000.
TROOP R CAMP CADET 85 KEYSTONE INDUSTRIAL PARK DUNMORE PA 18512		PUBLIC	UNRESTRICTED	500.
CHABAD OF THE POCONOS 226-20 FRANCIS LEWIS BLVD CAMBRIA HEIGHTS NY 11411		PUBLIC	UNRESTRICTED	2,000.
SAFE HAVEN OF PIKE COUNTY 420 BROAD STREET MILFORD PA 18337		PUBLIC	UNRESTRICTED	10,000.
DELEWARE HIGHLANDS CONSERVANCY PO BOX 218 HAWLEY PA 18428		PUBLIC	UNRESTRICTED	5,000.
ENGLEWOOD HOSPITAL FOUNDATION		PUBLIC	UNRESTRICTED	2,500.
ARC OF BROWARD COUNTY FL 10250 NW 53RD STREET SUNRISE FL 33351		PUBLIC	UNRESTRICTED	600.
FRIENDS OF NORTH BEACH ELEMENTARY 4100 PRAIRIE AVENUE MIAMI BEACH FL 33140		PUBLIC	UNRESTRICTED	1,500.

CLIENT BEROWITZ

BERKOWITZ II FOUNDATION INC
C/O MICHAEL MARTIN

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HBP (HIGHLANDS BUSINESS PARTNERSHIP) PO BOX 375 HIGHLANDS NJ 07732		PUBLIC	UNRESTRICTED	\$ 2,500.
PEEC- POCONO ENVIORNMENTAL EDUCATION CTR 538 EMERY RD DINGMANS FERRY PA 18328		PUBLIC	UNRESTRICTED	10,000.
MILFORD EMS / FIRE DEPT 107 WEST CATHERINE ST MILFORD PA 18337		PUBIC	UNRESTRICTED	1,000.
MILFORD ENHANCEMENT COMMITTEE PO BOX 1172 MILFORD PA 18337		PUBLIC	UNRESTRICTED	4,500.
MILFORD CHABAD OF THE POCONOS PA PO BOX 442 STROUDSBURG PA 18360		PUBLIC	UNRESTRICTED	500.
TOWSON UNIVERSITY FOUNDATION 8000 YORK ROAD TOWSON MD 21252		PUBLIC	UNRESTRICTED	1,000.
UMMS FOUNDATION 22 GREENE ST BALTIMORE MD 21201		PUBLIC	UNRESTRICTED	3,000.
HARTFORD DAY SCHOOL 715 MOORES RD BEL AIR MD 21014		PUBLIC	UNRESTRICTED	1,000.
NATIONAL MILITARY FAMILY ASSOCIATION 3601 EISENHOWER AVE SUITE 425 ALEXANDRIA VA 22304		PUBLIC	UNRESTRICTED	5,000.
DELAWARE VALLEY RAPTOR 416 CUMMINS HILL RD MILFORD PA 18337		PUBLIC	UNRESTRICTED	1,000.
LAB RESCUE OF LRCP INC 4808 MOORLAND LANE ROCKVILLE MD 20850		PUBLIC	UNRESTRICTED	1,000.

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BERKOWITZ II FOUNDATION INC
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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ABANDONED PET RESCUE 1137 N.E. 9TH AVE FT LAUDERDALE FL 33304		PUBLIC	UNRESTRICTED	\$ 500.
FOOD PANTRY OF BROWARD COUNTY FL 610 N.W. 3RD AVE FT LAUDERDALE FL		PUBLIC	UNRESTRICTED	1,000.
WORLD WILDLIFE FUND 1250 24TH ST N.W. WASHINGTON DC 20037		PUBLIC	UNRESTRICTED	1,000.
CHABAD HOUSE ON WHEELS MIAMI BEACH PO BOX 2591 MIAMI BEACH FL 33140		PUBLIC	UNRESTRICTED	500.
CHABAD LUBAVITCH OF THE POCONOS PO BOX 442 STROUDSBURG PA 18360		PUBLIC	UNRESTRICTED	500.
THE BUONICONTI FUND 1095 NW 14TH TERRACE MIAMI FL 33136		PUBLIC	UNRESTRICTED	5,000.
MPM RESEARCH FOUNDATION 180 N MICHIGAN AVE STE 1870 CHICAGO IL 60601		PUBLIC	UNRESTRICTED	1,500.
ICHA PO BOX 30125 BROOKLYN NY 11203		PUBLIC	UNRESTRICTED	1,695.
ECUMENICAL FOOD PANTRY MILFORD PA 110 W CATHARINE STREET MILFORD PA 18337		PUBLIC	UNRESTRICTED	5,000.
THE HEISMAN TROPHY TRUST 111 BROADWAY, SUITE 103A NEW YORK NY 10006		PUBLIC	UNRESTRICTED	1,200.
MT SINAI MEDICAL CENTER FDN MIAMI 4300 ALTON ROAD MIAMI BEACH FL 33140		PUBLIC	UNRESTRICTED	10,000.
COUNTRY ARK FARM 112 GENESIS DRIVE MILFORD PA 18337		PUBLIC	UNRESTRICTED	500.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ECUMENICAL FOOD PANTRY MILFORD PA 110 WESR CATHERINE STREET MILFORD PA		PUBLIC	UNRESTRICTED	\$ 5,000.
GAIT (GREATER AIKEN INTEGRATED TRLS FDN) PO BOX 36 AIKEN SC 29802		PUBLIC	UNRESTRICTED	2,000.
DEVEREUX FDN 215 MAPLE TERRACE NORTH PLAINFIELD NJ 07060		PUBLIC	UNRESTRICTED	1,000.
PIKE COUNTY LIBRARY OF MILFORD PA 119 HARFORD STREET MILFORD PA 18337		PUBLIC	UNRESTRICTED	500.
NFL ALUMNI SO FLORIDA CHAPTER 8830 SW 57TH STREET COOPER CITY FL 33328		PUBLIC	UNRESTRICTED	5,000.
JUNIOR ACHIEVEMENT OF SO EAST PA 994 OLD EAGLE SCHOOL ROAD WAYNE PA 19087		PUBLIC	UNRESTRICTED	300.
RANSOM EVERGLADES SCHOOL 3577 MAIN HIGHWAY MIAMI FL 33133		PUBLIC	UNRESTRICTED	2,000.
POCONO WILDLIFE REHAB CENTER CHERRY DRIVE STROUDSBERG PA 18360		PUBLIC	UNRESTRICTED	200.
DVRC (DELAWARE VALLEY RESIDENTIAL CARE) 1430 DEKALB STREET NORRISTOWN PA 19401		PUBLIC	UNRESTRICTED	2,500.
CONGREGATION TALMUD TORAH 133 EAST 29TH STREET NEW YOR CITY NY 11226		PUBLIC	UNRESTRICTED	1,000.
RAPTOR CENTER OF HUDSON VALLEY NY 148 SOUTH ROAD STANFORDVILLE NY 12581		PUBLIC	UNRESTRICTED	1,000.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILDRENS HOME SOCIETY OF FL 3027 SAN DIEGO ROAD JACKSONVILLE FL 32207		PUBLIC	UNRESTRICTED	\$ 1,000.
TROOP R-PA STATE POLICE 85 KEYSTONE INDUSTRIAL PARK DUNMORE PA 18512		PUBLIC	UNRESTRICTED	500.
ULMAN CANCER FUND FOR YOUNG ADULTS 1215 EAST FORT AVE SUITE 104 BALTIMORE MD 21230		PUBLIC	UNRESTRICTED	1,000.
THE TICK BORNE DISEASE ALLIANCE-LYME 222 RAILROAD AVE #2B GREENWICH CT 06830		PUBLIC	UNRESTRICTED	5,000.
NOW ZAD AMERICAN DOG RESCUE 381 CASALINDA PLAZA DALLAS TX 75218		PUBLIC	UNRESTRICTED	2,500.
DEVEREUX FOUNDATION 400 DEVEREUX WAY RED HOOK NJ 12571		PUBLIC	UNRESTRICTED	1,000.
DELAWARE HIGHLANDS CONSERVANCY 120 SEGAR & ROSENBERG ROAD KAUNEONGA LAKE NY 12749		PUBLIC	UNRESTRICTED	5,000.
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FLOOR NEW YORK NY 10003		PUBLIC	UNRESTRICTED	10,000.
SUNNYSIDE SR CENTER FOR ACTIVE OLDER 43-31 39TH STREET SUNNYSIDE NY 11104		PUBLIC	UNRESTRICTED	2,500.
FDN FOR BALTIMORE COUNTY PUBLIC LIBRARY 320 YORK ROAD TOWSON MD 21204		PUBLIC	UNRESTRICTED	1,000.
ACTION AGAINST HUNGER USA ONE WHITEHALL STREET 2ND FLOOR NEW YORK NY 10004		PUBLIC	UNRESTRICTED	10,000.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BE THE MATCH FOUNDATION 500 NORTH 5TH STREET MINNEAPOLIS MN 55401		PUBLIC	UNRESTRICTED	\$ 10,000.
CONGERGATION TALMUD TORAH OF PA 100 24TH STREET PHILADELPHIA PA 19101		PUBLIC	UNRESTRICTED	1,000.
TOTAL \$				<u>173,495.</u>