



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



For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

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 202		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WEST CONSHOCKEN, PA 19428		B Telephone number (see instructions) (610) 260-0687	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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) \$ 6,804,259		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))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (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	141,549	141,549		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	79,100			
	b Gross sales price for all assets on line 6a 1,271,071				
	7 Capital gain net income (from Part IV, line 2) . . .		79,100		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,844	7,844		
	12 Total. Add lines 1 through 11	228,493	228,493		
	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).	3,300	1,980		1,320
	c Other professional fees (attach schedule)	44,661	44,661		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	5,012	3,839		
	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	52,973	50,480		1,320
	25 Contributions, gifts, grants paid	351,000			351,000
	26 Total expenses and disbursements. Add lines 24 and 25	403,973	50,480		352,320
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-175,480			
	b Net investment income (if negative, enter -0-)		178,013		
	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	222,180	522,630	522,630
	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)	3,954,959	3,896,977	6,281,449
	c	Investments—corporate bonds (attach schedule)	418,064	116	180
	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)	4,595,203	4,419,723	6,804,259	
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	-3,653,960	-3,829,440	
	30	Total net assets or fund balances(see instructions)	4,595,203	4,419,723	
31	Total liabilities and net assets/fund balances(see instructions)	4,595,203	4,419,723		

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 4,595,203
2	Enter amount from Part I, line 27a	2 -175,480
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 4,419,723
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 4,419,723

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
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	79,100
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	-46,450

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 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	353,240	7,464,898	0 047320
2013	316,400	6,905,830	0 045816
2012	309,920	6,190,161	0 050067
2011	311,118	5,984,342	0 051989
2010	276,200	6,136,451	0 045010

2	Total of line 1, column (d).	2	0 240202
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 048040
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	6,955,180
5	Multiply line 4 by line 3.	5	334,127
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,780
7	Add lines 5 and 6.	7	335,907
8	Enter qualifying distributions from Part XII, line 4.	8	352,320

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,780
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	1,780
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	1,780
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,970	
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	2,970
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,190
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 1,190 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 Instructions for 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		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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <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? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No


Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	15		
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes No	No 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? <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"/>	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 2015?	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 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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).	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 2015?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here. 	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
<i>If "Yes" to 6b, file Form 8870</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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 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	6,637,499
b	Average of monthly cash balances.	1b	423,597
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,061,096
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	7,061,096
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	105,916
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,955,180
6	Minimum investment return. Enter 5% of line 5.	6	347,759

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	347,759
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,780
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,780
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	345,979
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	345,979
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	345,979

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	352,320
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	352,320
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	1,780
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	350,540

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				345,979
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			325,144	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 352,320				
a Applied to 2014, but not more than line 2a			325,144	
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 2015 distributable amount.				27,176
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				318,803
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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
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

b

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

Part XV

1

a

b

2

Check here ☐ unsolicited re
other conditio

a

b

C

d

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>▶ 3a</div>	351,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
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.		

[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) is based on all information of which preparer has any knowledge.		
	<div style="border-bottom: 1px solid black; text-align: center; margin-bottom: 5px;">*****</div> <div style="border-bottom: 1px solid black; text-align: center;">Signature of officer or trustee</div>	<div style="border-bottom: 1px solid black; text-align: center; margin-bottom: 5px;">2016-11-29</div> <div style="border-bottom: 1px solid black; text-align: center;">Date</div>	<div style="border-bottom: 1px solid black; text-align: center; margin-bottom: 5px;">*****</div> <div style="border-bottom: 1px solid black; text-align: center;">Title</div>

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

Paid Preparer Use Only	Print/Type preparer's name EVERETT J MOHATT	Preparer's Signature	Date 2016-12-06	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00404222
	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 <input type="checkbox"/>	(307) 672-6494

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
ITAU UNIBANCE MULTIPLO, 0 500	P	2010-04-05	2015-07-21
GNMA 9 00% 9/15/17, 521,854	P	1932-01-01	2016-01-15
YUM BRANDS INC, 700	P	2009-11-30	2016-02-04
PRECISION CASTPARTS CORP, 150	P	2014-08-21	2015-08-20
PETROBRAS INT'L 3 875%, 100,000	P	2014-01-14	2016-01-29
SANDISK CORP, 625	P	2010-05-17	2016-05-13
PJT PARTNERS INC, 0 250	P	2010-03-15	2015-09-30
KINDER MORGAN 3 5% , 100,000	P	2015-02-19	2016-03-01
SANDISK CORP, 525	P	2010-06-18	2016-05-13
PJT PARTNERS INC, 46	P	2010-03-15	2015-10-22

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	Gain or (loss) (h) (e) plus (f) minus (g)
5		8	-3
678			678
50,532		24,746	25,786
34,638		36,614	-1,976
100,000		104,225	-4,225
47,634		26,618	21,016
5		1	4
100,000		102,598	-2,598
40,012		25,692	14,320
1,035		175	860

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	
			-3
			678
			25,786
			-1,976
			-4,225
			21,016
			4
			-2,598
			14,320
			860

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
ALLERGAN 5 75%, 100,000	P	2015-02-19	2016-04-01
SANDISK CORP, 325	P	2010-09-08	2016-05-13
RACKSPACE HOSTING INC, 2,000	P	2013-11-14	2015-10-22
YUM BRANDS 6 25%, 100,000	P	2015-02-19	2016-04-15
WESTERN DIGITAL CORP, 352	P	2016-05-13	2016-05-16
RYANAIR HOLDINGS PLC, 0 550	P	2010-04-05	2015-11-03
PRECISION CASTPARTS CORP, 250	P	2014-08-21	2015-08-20
WESTERN DIGITAL CORP, 0 083	P	2016-05-13	2016-05-16
NOBLE DRILLING CORP, 1,500	P	2002-04-30	2015-12-17
PJT PARTNERS INC, 0 250	P	2009-11-30	2015-09-30

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)
100,000		105,403	-5,403
24,770		12,219	12,551
50,734		80,786	-30,052
100,000		105,943	-5,943
12,419		12,850	-431
46		17	29
57,735		61,018	-3,283
3		3	
18,666		28,509	-9,843
5		1	4

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	
			-5,403
			12,551
			-30,052
			-5,943
			-431
			29
			-3,283
			-9,843
			4

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
TEEKAY LNG PRTNS-FI, 786	P	2010-09-08	2015-12-22
PJT PARTNERS INC, 46	P	2009-11-30	2015-10-22
TAL EDUCATION GROUP, 984	P	2013-05-20	2016-01-07
VARIAN MEDICAL SYSTEMS INC, 500	P	2003-08-08	2015-10-22
MERCK & CO INC, 1,400	P	2010-06-18	2016-02-04
KINDER MORGAN INC, 1,754	P	2014-12-02	2015-12-17
YUM BRANDS INC, 700	P	2010-03-15	2016-02-04
TEEKAY LNG PRTNS, 850	P	2011-05-12	2015-12-23
BG GROUP PLC, 803	P	2013-01-22	2016-03-07
AGILENT TECHNOLOGIES INC, 2,100	P	2012-11-02	2016-02-04

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)
9,533		24,175	-14,642
1,035		175	860
42,034		9,829	32,205
38,008		14,432	23,576
67,674		49,877	17,797
27,809		72,852	-45,043
50,532		26,117	24,415
11,517		30,380	-18,863
12,199		14,664	-2,465
78,459		56,347	22,112

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	
			-14,642
			860
			32,205
			23,576
			17,797
			-45,043
			24,415
			-18,863
			-2,465
			22,112

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MINDRAY MEDICAL, 333	P	2013-01-23	2016-03-08
HAIN CELESTIAL GROUP INC, 2,000	P	2015-10-22	2016-02-04
HOMEINNS HOTEL GP ADR, 133	P	2015-01-08	2016-04-07
INTERNATIONAL BUSINESS MACHINES, 300	P	1997-12-15	2016-02-04
HOMEINNS HOTEL GP ADR, 148	P	2015-04-09	2016-04-07
PRAXAIR INC, 600	P	2002-08-14	2016-02-04

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)
9,324		11,825	-2,501
72,972		115,218	-42,246
4,761		3,721	1,040
38,079		14,633	23,446
5,298		3,812	1,486
62,920		16,488	46,432

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	
			-2,501
			-42,246
			1,040
			23,446
			1,486
			46,432

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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	21,000
LUDWIG'S CORNER HORSE SHOW ASSC FND PO BOX 754 UWCHLAND,PA 19480	NONE	EXEMPT	UNRESTRICTED	20,000
AUDUBON PENNSYLVANIA 1201 PAWLINGS ROAD AUDUBON,PA 19403	NONE	EXEMPT	UNRESTRICTED	25,000
SINGING CITY 1501 CHERRY STREET PHILADELPHIA,PA 19102	NONE	EXEMPT	UNRESTRICTED	15,000
PHILADELPHIA CHAMBER MUSIC SOCIETY 1528 WALNUT STREET PHILADELPHIA,PA 19102	NONE	EXEMPT	UNRESTRICTED	40,000
Total ▶ 3a				351,000

TY 2015 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	3,300	1,980		1,320

TY 2015 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
GNMA 9.50% 06/15/20	116	180
PETRORAS INT'L 3.875% 1/27/16		
KINDER MORGAN 3.5% 3/1/16		
AMGEN INC 4.85% 11/18/14		
YUM BRANDS 6.25% 4/15/16		

TY 2015 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	232,577
LOWES COMPANIES INC	47,399	174,174
NIKE INC	40,621	165,600
NORDSTROM INC	28,000	27,586
YUM BRANDS INC.		
STARBUCKS CORP	49,415	48,552
YUM BRANDS INC.		
COLGATE-PALMOLIVE CO	45,878	73,200
COSTCO WHOLESALE CORPORATION	54,002	149,188
CVS CORP	62,356	153,184
JM SMUCKERS CO	52,581	137,169
MONDELEZ INTL INC CL A	53,649	91,020
APACHE CORP	43,457	55,670
EXXON MOBIL CORPORATION	20,934	70,305
NOBLE DRILLING CORP		
NOBLE ENERGY INC	49,384	71,740
BLACKSTONE GROUP LP	25,191	45,399
BLACKSTONE GROUP LP	26,378	45,399
CAPITAL ONE FINANCIAL	48,632	38,106
GOLDMAN SACHS GROUP INC	52,866	52,003
J.P. MORGAN CHASE & CO	77,843	93,210
PRUDENTIAL FINANCIAL	25,879	37,454
PRUDENTIAL FINANCIAL	22,253	26,753
VISA INC.	32,105	155,756
WELLS FARGO & CO.	52,858	94,660
ABBOTT LABORATORIES	41,940	60,931
ABBVIE INC	45,001	95,961
CELGENE CORP	42,976	157,808
GILEAD SCIENCES INC	49,596	47,967
MERCK & CO INC.		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THERMO FISHER SCIENTIFIC	56,911	147,760
VARIAN MEDICAL SYSTEMS INC		
3M COMPANY	45,134	105,072
DANAHER CORP	39,442	141,400
FEDEX CORP	38,039	91,068
GENERAL ELECTRIC CO	93,625	110,180
UNION PACIFIC CORP	40,490	148,325
ACCENTURE LTD CL A	28,125	107,626
AGILENT TECHNOLOGIES INC		
ADOBE SYSTEMS INC	58,105	64,658
APPLE COMPUTER INC	13,471	133,840
BROADCOM LIMITED	58,727	69,930
CISCO SYSTEMS INC	28,538	51,642
EMC CORP	40,570	81,510
GOOGLE INC	6,279	17,588
GOOGLE INC	21,525	52,765
INTEL CORP	70,688	98,400
INTERNATIONAL BUSINESS MACHINE		
LAM RESEARCH CORPORATION	57,049	67,248
MICROSOFT CORP	51,718	51,170
QUALCOMM INC	30,612	42,855
QUALCOMM INC	19,478	26,785
RACKSPACE HOSTING INC		
SANDISK CORP		
CELANESE CORP	83,903	94,903
PRAXAIR INC.		
AMERICAN TOWER CORP CL A	41,009	113,610
DOMINION RESOURCES INC	33,011	93,516
WILLIAMS COMPANIES INC	31,644	32,445
ADIDAS	15,424	23,658

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARNIVAL CORP	5,208	5,525
CARNIVAL CORP	29,210	29,481
TAL EDUCATION GROUP	9,648	61,067
TATA MOTORS LTD	33,571	57,760
BRAZIL FOODS S A ADR F	18,356	11,952
DANONE SPON ADR	17,265	19,909
WAL-MART DE MEXICO	39,482	36,741
CHINA SHEHUA ENERGO CO	42,529	16,541
PETROLEO BRASILEIRO	36,486	5,742
ROYAL DUTCH SHELL A ADRF	11,784	13,695
SCHLUMBERGER LTD.	34,903	79,080
AXA ADS	14,473	12,977
HSBC PLC	18,052	10,959
ICICI BANK LTD ADR	51,051	40,926
ITAU UNIBANCO MULTIPLO	88,450	49,682
MINDRAY MEDICAL		
NOVO NORDISK	16,364	25,277
ROCHE HOLDINGS AG ORD NEW	13,250	20,627
ROCHE HOLDINGS LTD SPON ADRF	51,507	104,970
SHIRE PLC ADR	18,467	35,896
CANADIAN PAC LTD	12,598	10,561
CHIYODA CORP		
KOMATSU LTD ADR NEW	16,061	13,405
LI & FUND LTD ORD	51,458	11,599
RYANAIR HOLDINGS PLC	20,422	47,287
TEEKAY LNG PARTNERS		
TEEKAY LNG PARTNERS-FOREIGN		
CHECK POINT SOFTWARE	13,813	30,677
CTRIIP.COM INTL LTD	17,298	16,974
INFOSYS TECHNOLOGIES LTD	9,664	10,710

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INFOSYS TECHNOLOGIES LTD	35,611	41,769
METTLER TOLEDO INTL	19,512	63,861
NXP SEMICONDUCTORS N. V,	12,146	10,498
TAIWAN SEMICONDUCTOR	17,683	43,541
BAYER A G SPONSORED ADR	16,707	24,659
POTASH CORP OF SASKATCHEWAN	22,904	8,120
POTASH CORP OF SASKATCHEWAN	22,602	8,656
PT INDOCEMENT TUNGGAL PRAKA	17,093	12,902
VALE S.A.	58,978	8,956
CHEUNG KONG	7,362	9,001
CHINA MOBILE	22,690	24,408
VODAFONE GROUP PLC	37,598	37,253
VODAFONE GROUP PLC	11,097	8,001
BRGY		
TOWNGAS CHINA	17,742	8,846
LAS VEGAS SANDS CORP	4,485	3,436
LAS VEGAS SANDS CORP	15,070	10,264
ISHARES FRONTIER FUND	10,407	7,347
ISHARES FRONTIER FUND	31,202	22,040
VERIZON COMMUNICATIONS	21,026	24,402
GOOGLE INC	6,242	17,303
GOOGLE INC	21,398	51,908
ZOETIS INC	104,756	161,362
KINDER MORGAN ENERGY PARTNERS LP		
TRACTOR SUPPLY COMPANY	113,127	155,006
ENERGEN CORP	34,454	24,105
ENERGEN CORP	34,454	24,105
EOG RESOURCES	115,541	125,130
CAPITAL ONE FINANCIAL	50,864	38,106
PRECISION CASTPARTS CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRECISION CASTPARTS CORP		
HOMEINNS HOTEL GRP ADR		
ALLERGAN PLC	33,550	25,420
ALLERGAN PLC	117,507	92,436
ALLERGAN PLC	24,152	23,570
CK HUTCHISON HOLDINGS LTD	11,992	15,692

TY 2015 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	7,844	7,844	

TY 2015 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	44,661	44,661		

TY 2015 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	1,173			
FOREIGN TAXES	3,839	3,839		