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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2008**

Department of the Treasury  
Internal Revenue Service

*Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements*

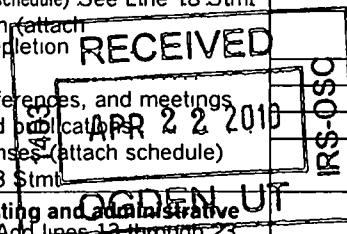
**For calendar year 2008, or tax year beginning** Dec 1, **2008, and ending** Nov 30, 2009

**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>THE BEHR CHARITABLE FOUNDATION</b>		<b>A</b> Employer identification number 22-6830026
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>ONE PALMER SQUARE 415</b>	<b>B</b> Telephone number (see the instructions) (609) 924-9622	
	City or town State ZIP code <b>PRINCETON NJ 08542</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 810,758.	<b>J</b> 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 the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc., received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	12,580.	12,580.	12,580.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-116,510.	L-6a Stmt		
	<b>b</b> Gross sales price for all assets on line 6a	2,041,014.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule) See Line 11 Stmt	384.	384.	384.		
<b>12 Total.</b> Add lines 1 through 11	-103,546.	12,964.	12,964.		
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	<b>14</b> Other employee salaries and wages	0.	0.	0.	0.
	<b>15</b> Pension plans, employee benefits	0.	0.	0.	0.
	<b>16a</b> Legal fees (attach schedule)	0.	0.	0.	0.
	<b>b</b> Accounting fees (attach sch)	925.	925.	925.	925.
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) See Line 18 Stmt	176.	176.	176.	176.
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publication					
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	4,786.	4,786.	4,786.	4,786.	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23.	5,887.	5,887.	5,887.	5,887.	
<b>25</b> Contributions, gifts, grants paid					
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	5,887.	5,887.	5,887.	5,887.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-109,433.				
<b>b Net investment income</b> (if negative, enter -0-)		7,077.			
<b>c Adjusted net income</b> (if negative, enter -0-)			7,077.		

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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	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	301,895.	36,979.	36,979.
	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 the 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)	576,915.	689,327.	773,779.
		c Investments – corporate bonds (attach schedule)			
	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	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	878,810.	726,306.	810,758.	
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 ▶ <u>Outstanding Grant check</u> )			
	23	<b>Total liabilities</b> (add lines 17 through 22)			
NET FUND ASSET BALANCES	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	878,810.	726,306.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds .				
30	<b>Total net assets or fund balances</b> (see the instructions)	878,810.	726,306.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	878,810.	726,306.		

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	878,810.
2	Enter amount from Part I, line 27a	2	-109,433.
3	Other increases not included in line 2 (itemize) ▶ <u>See Other Increases Stmt</u>	3	1,929.
4	Add lines 1, 2, and 3	4	771,306.
5	Decreases not included in line 2 (itemize) ▶ <u>Grant Check drawn post 11/30/08</u>	5	45,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	726,306.

**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 (month, day, year)	(d) Date sold (month, day, year)
1a 500 shs Proshares	P	various	12/02/08
b 100 shs Apple	P	various	12/15/08
c 10 shs Berkshire Hathaway B	P	various	12/15/08
d 300 shs Norfolk Southern	P	various	01/05/09
e See Columns (a) thru (d)			

(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 38,041.		38,457.	-416.
b 9,322.		10,793.	-1,471.
c 31,473.		39,883.	-8,410.
d 13,326.		17,224.	-3,898.
e See Columns (e) thru (h)		2,046,174.	-102,315.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-416.
b			-1,471.
c			-8,410.
d			-3,898.
e See Columns (i) thru (l)	0.	0.	-102,315.

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-116,510.
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 the instructions). If (loss), enter -0- in Part I, line 8 <span style="float: right;">]</span>	3	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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 (column (b) divided by column (c))
2007	55,508.	1,002,729.	0.055357
2006	60,000.	1,107,619.	0.054170
2005	55,000.	1,055,118.	0.052127
2004	50,000.	989,647.	0.050523
2003	50,000.	946,040.	0.052852

2 Total of line 1, column (d)	2	0.265029
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	0.053006
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	745,487.
5 Multiply line 4 by line 3	5	39,515.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71.
7 Add lines 5 and 6	7	39,586.
8 Enter qualifying distributions from Part XII, line 4	8	5,887.

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 the instructions)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions)		
<b>b</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	<b>1</b>	142.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) . . . .		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	142.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	142.
<b>6 Credits/Payments:</b>		
<b>a</b> 2008 estimated tax prmts and 2007 overpayment credited to 2008	<b>6a</b>	
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	142.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0.
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . .		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> 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
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> _____ NJ - New Jersey		
<b>b</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	
<b>9</b> 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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**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)(3)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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>FREDERICK P. KING III</u> Telephone no. <u>(609) 924-9622</u> Located at <u>81 FARM STREET, DOVER, MA</u> ZIP + 4 <u>02030</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>15</u>			

**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
<b>1 a</b>	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>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1 b</b>	
<b>c</b>	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 2008?	<b>1 c</b>	X
<b>2</b>	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)).		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	<b>2 b</b>	X
<b>c</b>	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>		
<b>3 a</b>	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>b</b>	If 'Yes,' did it have excess business holdings in 2008 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 2008)	<b>3 b</b>	
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4 a</b>	X
<b>b</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 2008?	<b>4 b</b>	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?.  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?.  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

If you answered 'Yes' to 6b, also 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?

5b		
6b		X
7b		X

**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
FREDERICK P.KING III 81 FARM ST., DOVER, MA 02030	TRUSTEE 0.50	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				
0				
0				
0				
0				

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

None

**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
David S. Mulchinock One Palmer Square Princeton NJ 08542	legal/accounting	925.
Moody, Lynn & Co., Investment Counsel One Boston Place, Boston, MA 02108	investment advisory fees	4,444.
Investors Bank & Trust Co. One Boston Place Boston MA 02108	custody fees	342.
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		None

**Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 -----	
2 -----	
All other program-related investments. See instructions. 3 -----	
<b>Total.</b> Add lines 1 through 3	

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	667,074.
<b>b</b> Average of monthly cash balances	<b>1b</b>	89,766.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	0.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	756,840.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	756,840.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	11,353.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	745,487.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	37,274.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	37,274.
<b>2a</b> Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	142.
<b>b</b> Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	142.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	37,132.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	37,132.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	37,132.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	5,887.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,887.
<b>5</b> 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)	<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	5,887.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				37,132.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			50,094.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	50,000.			
b From 2004	50,000.			
c From 2005	0.			
d From 2006	60,000.			
e From 2007	55,550.			
f Total of lines 3a through e.	215,550.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 5,887.				
a Applied to 2007, but not more than line 2a				
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 2008 distributable amount				
e Remaining amount distributed out of corpus	5,887.			
5 Excess distributions carryover applied to 2008 (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	221,437.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount — see instructions			50,094.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				37,132.
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 2003 not applied on line 5 or line 7 (see instructions)	50,000.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	171,437.			
10 Analysis of line 9:				
a Excess from 2004	50,000.			
b Excess from 2005	0.			
c Excess from 2006	60,000.			
d Excess from 2007	55,550.			
e Excess from 2008	5,887.			

**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 2008, 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)

**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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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:**

**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).)  
N/A

**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.  
N/A

**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.  
Frederick P. King, III,  
81 Farm Street  
Dover MA 02030 (609) 924-9622

**b** The form in which applications should be submitted and information and materials they should include  
No particular form is required, but information should show charitable purpose

**c** Any submission deadlines:  
None

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
None

**Part XV Supplementary Information (continued)**

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

Recipient 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
<i>a Paid during the year</i>				
<b>Total</b>				▶ <b>3a</b>
<i>b Approved for future payment</i>				
Massachusetts General Hospital 165 Cambridge Street Boston MA 02114	n/a	501(c)(3)	Laurie Family Autism Center	10,000.
Independent Feature Project, Inc. 104 W. 29th Street, 12th Fl New York NY 10001-5310	n/a	501(c)(3)	Independent Film Projects	10,000.
Home Front, Inc. 1880 Princeton Avenue Lawrenceville NJ 08648	n/a	501(c)(3)	Trenton Area Distressed Families	20,000.
<b>Total</b>				▶ <b>3b</b> 40,000.





## Power of Attorney and Declaration of Representative

OMB No 1545-0150

**For IRS Use Only**

Received by  
 Name \_\_\_\_\_  
 Telephone \_\_\_\_\_  
 Function \_\_\_\_\_  
 Date        /        /

▶ Type or print. ▶ See the separate instructions.

**Part I Power of Attorney**  
**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS

**1 Taxpayer information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address THE BEHR CHARITABLE FOUNDATION  ONE PALMER SQUARE, #415  PRINCETON, NJ 08542	<b>Social security number(s)</b>   Daytime telephone number (609) 924-9622	<b>Employer identification number</b> 22-6830026 Plan number (if applicable)
--	--	--

hereby appoint(s) the following representative(s) as attorney(s)-in-fact

**2 Representative(s)** must sign and date this form on page 2, Part II

Name and address David S. Mulchinock One Palmer Square, Suite 415 Princeton, New Jersey 08542	CAF No. <u>2605-28296R</u> Telephone No. <u>(609) 924-9622</u> Fax No <u>(609) 924-9628</u> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters

**3 Tax matters**

Type of Tax (Income, Employment, Excise, etc) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc)	Year(s) or Period(s) (see the instructions for line 3)
<i>Return of Private Foundation</i>	990 PF	2000-2009

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Uses Not Recorded on CAF**

**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information

**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** in the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here \_\_\_\_\_ and list the name of that representative below.

Name of representative to receive refund check(s) \_\_\_\_\_ ▶

**7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

**a** If you also want the second representative listed to receive a copy of notices and communications, check this box

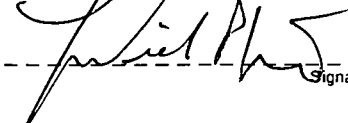
**b** If you do not want any notices or communications sent to your representative(s), check this box

**8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**9 Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

**▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**


 Signature \_\_\_\_\_ Date 4/13/10 Title (if applicable) Trustee  
 \_\_\_\_\_  
Frederick P. King \_\_\_\_\_ THE BEHR CHARITABLE FOUNDATION \_\_\_\_\_  
 Print Name Pin Number Print name of taxpayer from line 1 if other than individual  
 \_\_\_\_\_  
 Signature \_\_\_\_\_ Date \_\_\_\_\_ Title (if applicable) \_\_\_\_\_  
 \_\_\_\_\_  
 Print Name Pin Number

**Part II Declaration of Representative**

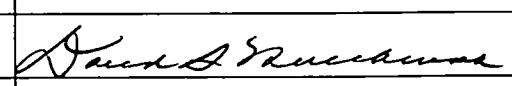
**Caution:** Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II

Under penalties of perjury, I declare that

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there, and
- I am one of the following:
  - a** Attorney — a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b** Certified Public Accountant — duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c** Enrolled Agent — enrolled as an agent under the requirements of Circular 230.
  - d** Officer — a bona fide officer of the taxpayer's organization.
  - e** Full-Time Employee — a full-time employee of the taxpayer.
  - f** Family Member — a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister)
  - g** Enrolled Actuary — enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h** Unenrolled Return Preparer — the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** in the instructions.
  - k** Student Attorney — student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
  - l** Student CPA — student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
  - r** Enrolled Retirement Plan Agent — enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e))

**▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.**

See the Part II instructions.

Designation — Insert above letter (a - r)	Jurisdiction (state) or identification	Signature	Date
a	NJ		4/13/10

Name THE BEHR CHARITABLE FOUNDATION Employer Identification Number 22-6830026

Asset Information:

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: 2,041,014. Cost or other basis (do not reduce by depreciation) 2,157,524.  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss): -116,510. Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
AT&T Wireless Class Action	10.	10.	10.
Martek Bio Class Action	166.	166.	166.
AIG Class Action	208.	208.	208.
<b>Total</b>	<b>384.</b>	<b>384.</b>	<b>384.</b>

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
U.S. TREASURY	72.	72.	72.	72.
NJ Division of Consumer Affairs	30.	30.	30.	30.
Foreign Taxes WH	74.	74.	74.	74.
<b>Total</b>	<b>176.</b>	<b>176.</b>	<b>176.</b>	<b>176.</b>

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IB & T CO. - custody fees	342.	342.	342.	342.
Moody Lynn & Co. - inv adv	4,444.	4,444.	4,444.	4,444.
<b>Total</b>	<b>4,786.</b>	<b>4,786.</b>	<b>4,786.</b>	<b>4,786.</b>

Form 990-PF, Page 2, Part III, Line 3

**Other Increases Stmt**

Item adjustments on Rounding Sales [includes prior year decrease]	1,929.
<b>Total</b>	<b>1,929.</b>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (a) thru (d)**

(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 (month, day, year)	(d) Date sold (month, day, year)
400 shs Wal-Mart	P	various	01/26/09
300 shs Proctor & Gamble	P	various	02/05/09
600 shs Campbell Soup	P	various	02/10/09
300 shs General Mills	P	various	02/11/09
350 shs McDonalds	P	various	02/12/09
400 shs Jacobs Engineering	P	various	02/18/09
400 shs Hewlett-Packard	P	various	02/18/09
300 shs Apache Corp	P	various	02/18/09
500 shs Accenture	P	various	03/03/09
400 shs Covidien	P	various	03/03/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(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 (month, day, year)	(d) Date sold (month, day, year)
200 shs Chevron	P	various	03/03/09
400 shs Exelon	P	various	03/03/09
150 shs Genzyme	P	various	03/03/09
475 shs ISHARES Russell	P	various	03/03/09
300 shs Johnson & Johnson	P	various	03/03/09
1000 shs SemiConductor	P	various	03/03/09
1000 shs Oracle	P	various	03/04/09
325 Southern Co	P	various	03/04/09
300 shs Becton Dickson	P	various	03/26/09
300 shs Gilead Sciences	P	various	03/26/09
500 shs Baxter International	P	various	03/26/09
500 shs Proshares Ultra Short	P	various	04/01/09
1000 shs Bristol Myers Squibb	P	various	04/03/09
200 shs Proshares Ultra Short	P	various	04/09/09
700 shs Verizon	P	various	04/09/09
300 shs Exxon Mobil	P	various	04/13/09
500 shs Market Vectors	P	various	04/16/09
1300 shs SPDR Gold	P	various	04/17/09
800 shs Morgan Stanley	P	various	04/21/09
500 shs PetroBrazil	P	various	04/21/09
300 shs Teva	P	various	04/23/09
1000 shs Weatherford Int'l	P	various	04/24/09
250 shs Dunn & Bradstreet	P	various	04/30/09
500 shs SPDR Gold	P	various	04/30/09
800 shs EQT Corp	P	various	04/30/09
500 shs ISHARES Barclay's TIP	P	various	04/30/09
350 shs Questar	P	various	04/30/09
850 shs Southern Copper Corp	P	various	05/08/09
500 shs ISHARES Russell 2000	P	various	05/13/09
550 shs ISHARES MSCI	P	various	05/15/09
225 shs ISHARES MSCI Emerging	P	various	05/18/09
300 shs Northern Trust	P	various	05/19/09
300 shs BH Billiton	P	various	05/22/09
500 shs Caterpillar	P	various	05/22/09
600 shs Eaton Vance	P	various	05/22/09
400 shs FTI Consulting	P	various	05/22/09
400 shs Freeport-McMoran	P	various	05/22/09
1300 shs Technology Select	P	various	05/22/09
1100 shs Charles Schwab	P	various	05/27/09
700 shs Bank of New York Mellon	P	various	05/29/09
1000 shs Financial Select	P	various	06/17/09
800 shs Petrohawk	P	various	06/18/09
700 shs Select Sector	P	various	06/18/09
500 shs Market Vectors	P	various	06/18/09
100 shs Master Card	P	various	06/18/09
200 shs Toyota Motors	P	various	06/22/09
200 shs Praxir	P	various	06/22/09
325 shs ISHARES Brazil	P	various	06/18/09
200 shs Monsanto	P	various	06/18/09
300 shs Transocean	P	various	06/24/09
500 shs XTO	P	various	06/29/09
400 shs Southwest Energy	P	various	06/29/09

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

## Columns (a) thru (d)

(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 (month, day, year)	(d) Date sold (month, day, year)
200 shs Apache Corp	P	various	07/02/09
400 shs BHP Billiton	P	various	07/06/09
500 shs Airgas	P	various	07/07/09
200 shs Proshares Ultra Short	P	various	07/08/09
100 shs RIM	P	various	07/10/09
100 shs RIM	P	various	07/13/09
500 shs Proshares Ultra Short	P	various	07/21/09
600 shs SPDR Gold Trust	P	various	07/27/09
200 shs Alcon	P	various	07/30/09
500 shs Barrick Gold	P	various	07/30/09
500 shs Co De Minas	P	various	07/30/09
500 shs SPDR Trust	P	various	08/05/09
200 shs International Exchange	P	various	08/10/09
400 shs Qualcomm	P	various	08/18/09
400 shs ISHARES Canada	P	various	08/31/09
200 shs Amazon	P	various	09/02/09
225 shs Colgate Palmolive	P	various	09/09/09
300 shs SPDR Trust Series 1	P	various	09/11/09
500 shs St Jude Medical	P	various	09/18/09
675 shs Health Care	P	various	09/22/09
200 shs ISHARES Canada	P	various	09/24/09
300 shs SPDR Trust Series 1	P	various	09/25/09
400 shs Teva	P	various	09/25/09
1325 shs Financial Select	P	various	10/01/09
1200 shs Technology Select	P	various	10/01/09
800 shs Boston Scientific	P	various	10/12/09
600 shs ISHARES Russell 2000	P	various	10/16/09
375 shs Baxter International	P	various	10/16/09
1000 shs Bank of America	P	various	10/26/09
700 shs ISHARES MSCI Emerging	P	various	10/29/09
200 shs ISHARES Canada	P	various	10/30/09
800 shs Materials Select	P	various	11/03/09
200 shs ISHARES Canada	P	various	11/03/09
200 shs Oil Services Holdings	P	various	11/04/09
250 shs Petrobank	P	various	11/04/09
250 shs Petrobank	P	various	11/04/09
600 shs McAfee	P	various	11/17/09
1650 shs EMC Mass	P	various	11/24/09
350 shs Proshares Ultra	P	various	01/15/09

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (e) thru (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)
19,526.		23,853.	-4,327.
15,805.		20,651.	-4,846.
18,348.		22,151.	-3,803.
17,584.		19,670.	-2,086.
19,549.		19,559.	-10.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (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)
14,809.		18,163.	-3,354.
13,593.		14,412.	-819.
19,937.		32,449.	-12,512.
13,837.		16,699.	-2,862.
12,140.		21,175.	-9,035.
11,474.		15,822.	-4,348.
17,906.		29,111.	-11,205.
7,745.		11,058.	-3,313.
14,811.		17,770.	-2,959.
14,226.		21,188.	-6,962.
15,732.		18,491.	-2,759.
15,323.		18,052.	-2,729.
9,425.		11,587.	-2,162.
19,518.		24,638.	-5,120.
13,186.		14,175.	-989.
24,270.		29,101.	-4,831.
21,361.		21,882.	-521.
20,109.		18,391.	1,718.
7,795.		18,599.	-10,804.
22,377.		21,369.	1,008.
20,490.		22,791.	-2,301.
16,261.		16,869.	-608.
111,252.		110,709.	543.
19,820.		19,580.	240.
16,159.		13,156.	3,003.
12,903.		12,858.	45.
17,283.		11,995.	5,288.
20,172.		19,151.	1,021.
43,534.		44,277.	-743.
26,596.		37,517.	-10,921.
50,195.		49,595.	600.
10,414.		14,659.	-4,245.
16,926.		14,407.	2,519.
23,929.		23,145.	784.
16,747.		14,747.	2,000.
7,019.		6,032.	987.
15,849.		19,304.	-3,455.
15,928.		15,833.	95.
17,545.		19,526.	-1,981.
15,319.		14,545.	774.
20,703.		19,619.	1,084.
19,344.		16,158.	3,186.
21,972.		21,865.	107.
18,318.		20,353.	-2,035.
18,968.		19,997.	-1,029.
11,526.		12,565.	-1,039.
18,173.		18,270.	-97.
18,450.		16,244.	2,206.
17,336.		16,663.	673.
16,264.		16,393.	-129.
15,078.		16,691.	-1,613.
14,062.		13,836.	226.
17,243.		14,552.	2,691.
16,549.		24,016.	-7,467.

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (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)
22,006.		16,903.	5,103.
19,088.		21,176.	-2,088.
15,629.		17,868.	-2,239.
13,893.		16,988.	-3,095.
20,174.		21,114.	-940.
19,233.		20,184.	-951.
9,906.		10,805.	-899.
6,643.		6,972.	-329.
6,608.		6,972.	-364.
25,787.		27,800.	-2,013.
56,126.		53,389.	2,737.
25,590.		20,373.	5,217.
16,954.		17,350.	-396.
12,460.		13,420.	-960.
50,000.		48,900.	1,100.
18,606.		22,495.	-3,889.
18,022.		16,182.	1,840.
15,613.		16,948.	-1,335.
15,783.		16,146.	-363.
16,001.		16,215.	-214.
31,367.		29,363.	2,004.
19,219.		18,524.	695.
19,464.		17,577.	1,887.
4,979.		4,972.	7.
31,249.		29,363.	1,886.
20,347.		19,246.	1,101.
19,218.		18,944.	274.
24,458.		22,354.	2,104.
8,075.		8,824.	-749.
28,494.		25,449.	3,045.
20,480.		19,824.	656.
15,228.		16,224.	-996.
27,290.		25,142.	2,148.
4,850.		4,972.	-122.
23,869.		24,584.	-715.
4,830.		4,972.	-142.
24,089.		24,584.	-495.
6,080.		5,813.	267.
6,085.		5,813.	272.
25,268.		23,446.	1,822.
27,968.		28,760.	-792.
8,117.		11,290.	-3,173.
Total		<u>2,046,174.</u>	<u>-102,315.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (i) thru (l)**

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

**(l) Gains** (column (h) gain minus column (k), but not less than -0-) **or losses** (from column (h))

<b>(i) Fair Market Value</b> as of 12/31/69	<b>(j) Adjusted basis</b> as of 12/31/69	<b>(k) Excess of column (i)</b> over column (j), if any	
			-4,327.
			-4,846.
			-3,803.
			-2,086.
			-10.
			-3,354.
			-819.
			-12,512.
			-2,862.
			-9,035.
			-4,348.
			-11,205.
			-3,313.
			-2,959.
			-6,962.
			-2,759.
			-2,729.
			-2,162.
			-5,120.
			-989.
			-4,831.
			-521.
0.	0.	0.	1,718.
			-10,804.
0.	0.	0.	1,008.
			-2,301.
			-608.
0.	0.	0.	543.
0.	0.	0.	240.
0.	0.	0.	3,003.
0.	0.	0.	45.
0.	0.	0.	5,288.
0.	0.	0.	1,021.
			-743.
			-10,921.
0.	0.	0.	600.
			-4,245.
0.	0.	0.	2,519.
0.	0.	0.	784.
0.	0.	0.	2,000.
0.	0.	0.	987.
			-3,455.
0.	0.	0.	95.
			-1,981.
0.	0.	0.	774.
0.	0.	0.	1,084.
0.	0.	0.	3,186.
0.	0.	0.	107.
			-2,035.
			-1,029.
			-1,039.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (i) thru (l)**

Continued

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

**(l)** Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))

<b>(i)</b> Fair Market Value as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of column (i) over column (j), if any	<b>(l)</b> Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-97.
0.	0.	0.	2,206.
0.	0.	0.	673.
			-129.
			-1,613.
0.	0.	0.	226.
0.	0.	0.	2,691.
			-7,467.
0.	0.	0.	5,103.
			-2,088.
			-2,239.
			-3,095.
			-940.
			-951.
			-899.
			-329.
			-364.
			-2,013.
0.	0.	0.	2,737.
0.	0.	0.	5,217.
			-396.
			-960.
0.	0.	0.	1,100.
			-3,889.
0.	0.	0.	1,840.
			-1,335.
			-363.
			-214.
0.	0.	0.	2,004.
0.	0.	0.	695.
0.	0.	0.	1,887.
0.	0.	0.	7.
0.	0.	0.	1,886.
0.	0.	0.	1,101.
0.	0.	0.	274.
0.	0.	0.	2,104.
			-749.
0.	0.	0.	3,045.
0.	0.	0.	656.
			-996.
0.	0.	0.	2,148.
			-122.
			-715.
			-142.
			-495.
0.	0.	0.	267.
0.	0.	0.	272.
0.	0.	0.	1,822.
			-792.
			-3,173.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

**Columns (i) thru (l)**

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

**(l)** Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))**(i)** Fair Market Value as of 12/31/69**(j)** Adjusted basis as of 12/31/69**(k)** Excess of column (i) over column (j), if any

Total

0.0.-102,315.

**BEHR CHARITABLE FOUNDATION**  
**22-6830026**

**Fiscal Year 12/01/08-11/30/09**

**Part X Minimum Investment Return**

<i><u>Date</u></i>	<i><u>Cash</u></i>	<i><u>Securities</u></i>
December 2008	\$291,150.00	\$523,261.00
January 2009	128,704.00	626,734.00
February 2009	(602.00)	708,344.00
March 2009	120,211.00	582,622.00
April 2009	81,775.00	641,566.00
May 2009	113,762.00	636,686.00
June 2009	131,744.00	599,481.00
July 2009	11,766.00	743,757.00
August 2009	30,005.00	733,244.00
September 2009	112,373.00	681,146.00
October 2009	19,320.00	754,262.00
November 2009	36,979.00	773,779.00
<b>TOTAL</b>	<b>\$1,077,187.00</b>	<b>\$8,004,882.00</b>
Divided by	$\div 12$	$\div 12$
<b>MONTHLY TOTAL</b>	<b>\$89,766.00</b>	<b>\$667,074.00</b>



STATE STREET

# Account Holdings

As of November 30, 2009

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BEHR CHARITABLE FOUNDATION  
Account Number: XX21742

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	CASH BALANCE		0.00		\$0.00			
36,979.11	FIDELITY INSTL MONEY MKT FUND #659	CM1FC0XX2	36,979.11	1.000	36,979.11	4.56%	11.09	0.03
	TOTAL CASH AND EQUIVALENTS		\$36,979.11		\$36,979.11	4.56%	\$11.09	
	OTHER FIXED INCOME							
	MUTUAL FUNDS							
300,000	ISHARES IBOXX INVT GRADE CORP BD FD	464287242	\$90,210.68	107.250	\$96,525.00	11.91%	\$5,135.40	5.32%
	TOTAL MUTUAL FUNDS		\$90,210.68		\$96,525.00	11.91%	\$5,135.40	
	TOTAL OTHER FIXED INCOME		\$90,210.68		\$96,525.00	11.91%	\$5,135.40	
	EQUITIES							
	CONSUMER NON-DURABLES							
	FOODS							
300,000	GENERAL MILLS INC	370334104	\$19,728.06	68.000	\$20,400.00	2.52%	\$564.00	2.76%
	TOBACCO							
800,000	LOEWS CORP	540424108	\$19,132.74	35.420	\$21,252.00	2.62%	\$150.00	0.71%
	HOUSEHOLD PRODUCTS							
300,000	COLGATE PALMOLIVE CO	194162103	\$23,846.46	84.190	\$25,257.00	3.12%	\$528.00	2.09%
	HEALTH CARE							
375,000	ALLERGAN INC	018490102	\$21,806.03	58.130	\$21,798.75	2.69%	\$75.00	0.34%
300,000	BECKMAN COULTER INC	075811109	16,763.04	64.960	19,488.00	2.40%	216.00	1.11%
200,000	EXPRESS SCRIPTS INC-A	302182100	16,533.08	85.800	17,160.00	2.12%		
400,000	MEDCO HEALTH SOLUTIONS INC	58405U102	19,891.87	63.160	25,264.00	3.12%		
	TOTAL CONSUMER NON-DURABLES		\$137,701.28		\$150,619.75	18.59%	\$1,533.00	
	CONSUMER SERVICES							
	RETAIL							
350,000	KOHL'S CORPORATION	500255104	\$17,999.24	53.140	\$16,599.00	2.29%		
	TOTAL CONSUMER SERVICES		\$17,999.24		\$18,599.00	2.29%	\$0.00	





STATE STREET

Account Holdings  
As of November 30, 2009  
Page 4 of 7

BEHR CHARITABLE FOUNDATION  
Account Number: XX21742

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
<b>EQUITIES (Continued)</b>								
<b>BUSINESS PRODUCTS &amp; SERVICES</b>								
175,000	COMPUTER SERVICES							
	ADOBES SYSTEMS INC	00724F101	\$6,220.57	35.080	\$6,139.00	0.76%		
800,000	CISCO SYSTEMS INC	17275R102	19,518.88	23.400	18,720.00	2.31		
500,000	EBAY INC	27864Z103	12,437.60	24.470	12,235.00	1.51		
50,000	GOOGLE INC CL A	38259P508	17,682.79	583.000	29,150.00	3.60		
700,000	MICROSOFT CORP	594918104	15,881.53	29.410	20,587.00	2.54	364.00	1.77
	<b>TOTAL BUSINESS PRODUCTS &amp; SERVICES</b>		<b>\$71,741.37</b>		<b>\$86,831.00</b>	<b>10.72%</b>	<b>\$364.00</b>	
<b>CAPITAL GOODS</b>								
<b>AEROSPACE &amp; DEFENSE</b>								
300,000	GENERAL DYNAMICS CORP	369550108	\$19,703.08	65.900	\$19,770.00	2.44%	\$456.00	2.31%
<b>COMPUTER &amp; BUSINESS EQUIPMENT</b>								
150,000	APPLE INC	037833100	\$19,370.64	199.910	\$29,986.50	3.70%		
950,000	EMC CORP MASS	268648102	16,652.64	16.830	15,988.50	1.97		
200,000	IBM CORP	459200101	18,372.86	126.350	25,270.00	3.12	440.00	1.74
<b>TELECOMMUNICATIONS EQUIPMENT</b>								
625,000	AMERICAN TOWER CORP-A	029912201	\$25,540.69	40.920	\$25,575.00	3.15%		
	<b>TOTAL CAPITAL GOODS</b>		<b>\$99,639.91</b>		<b>\$116,590.00</b>	<b>14.38%</b>	<b>\$896.00</b>	
<b>ENERGY</b>								
<b>OIL-INTEGRATED</b>								
300,000	HESS CORP	42809H107	\$18,032.25	57.960	\$17,388.00	2.14%	\$120.00	0.69%
300,000	OCCIDENTAL PETROLEUM CORP	674599105	22,130.57	80.790	24,237.00	2.99	396.00	1.63
<b>OTHER ENERGY</b>								
200,000	ANADARKO PETROLEUM CORP	032511107	\$13,152.80	59.530	\$11,906.00	1.47%	\$72.00	0.60%



STATE STREET

# Account Holdings

As of November 30, 2009  
Page 5 of 7

BEHR CHARITABLE FOUNDATION  
Account Number: XX21742

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
<b>EQUITIES (Continued)</b>								
<b>ENERGY (Continued)</b>								
150,000	OTHER ENERGY (Continued) APACHE CORP	037411105	15,133.73	95.280	14,292.00	1.76	90.00	0.63
<b>TOTAL ENERGY</b>			<b>\$68,449.35</b>		<b>\$67,823.00</b>	<b>8.36%</b>	<b>\$678.00</b>	
<b>FINANCIAL</b>								
<b>OTHER FINANCIAL</b>								
100,000	BLACKROCK INC	09247X101	\$19,002.86	227.080	\$22,708.00	2.80%	\$312.00	1.37%
250,000	FRANKLIN RESOURCES	354613101	19,545.29	108.030	27,007.50	3.33	210.00	0.78
150,000	GOLDMAN SACHS GROUP INC	38141G104	18,467.35	169.660	25,449.00	3.14	210.00	0.82
400,000	T ROWE PRICE GROUP INC	74144T108	18,962.44	48.930	19,572.00	2.41	400.00	2.04
<b>TOTAL FINANCIAL</b>			<b>\$75,977.94</b>		<b>\$94,736.50</b>	<b>11.68%</b>	<b>\$1,132.00</b>	
<b>TOTAL EQUITIES</b>			<b>\$471,509.09</b>		<b>\$535,199.25</b>	<b>66.02%</b>	<b>\$4,603.00</b>	
<b>FOREIGN ASSETS</b>								
<b>EQUITIES</b>								
600,000	COVIDIEN PLC	G2554F105	\$26,439.02	46.820	\$28,092.00	3.46%	\$432.00	1.54%
1,000,000	BANCO BRADESCO ADR	059460303	18,007.65	21.190	21,190.00	2.61	101.00	0.48
600,000	BARRICK GOLD CORP	067901108	22,564.14	42.690	25,614.00	3.16	240.00	0.94
300,000	DIAGEO PLC ADR	25243Q205	17,550.57	67.610	20,283.00	2.50	679.50	3.35
600,000	GOLDCORP INC	380956409	22,280.10	42.000	25,200.00	3.11	108.00	0.43
400,000	ROYAL BANK OF CANADA	780087102	20,765.72	54.190	21,676.00	2.67	756.00	3.49
<b>TOTAL EQUITIES</b>			<b>\$127,607.20</b>		<b>\$142,055.00</b>	<b>17.51%</b>	<b>\$2,316.50</b>	
<b>TOTAL FOREIGN ASSETS</b>			<b>\$127,607.20</b>		<b>\$142,055.00</b>	<b>17.51%</b>	<b>\$2,316.50</b>	
<b>TOTAL ACCOUNT HOLDINGS</b>			<b>\$726,306.08</b>		<b>\$810,758.36</b>	<b>100.00%</b>	<b>\$12,065.99</b>	

