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

**2009**

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

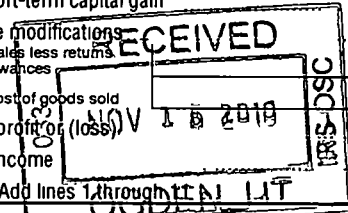
For calendar year **2009**, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE BEKER FOUNDATION</b>	A Employer identification number <b>13-3249239</b>
	C/O THE MILLBURN CORPORATION	B Telephone number <b>(212) 332-7350</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>1270 AVENUE OF THE AMERICAS</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
City or town, state, and ZIP code <b>NEW YORK, NY 10020</b>	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>28,670,326.</b>	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	1,233,561.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	60,848.	60,848.		STATEMENT 2
4 Dividends and interest from securities	153,656.	153,656.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-2,309,937.			STATEMENT 1
b Gross sales price for all assets on line 6a <b>1,952,371.</b>				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	11,027.	11,027.		STATEMENT 4
12 Total. Add lines 1 through 11	-850,845.	225,531.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	90,000.	90,000.		0.
15 Pension plans, employee benefits				
16a Legal fees STMT 5	1,475.	1,475.		0.
b Accounting fees STMT 6	3,000.	3,000.		0.
c Other professional fees STMT 7	201.	201.		0.
17 Interest	5,284.	5,284.		0.
18 Taxes STMT 8	19,641.	19,401.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	120.	120.		0.
23 Other expenses STMT 9	89,566.	88,348.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	209,287.	207,829.		0.
25 Contributions, gifts, grants paid	1,638,851.			1,638,851.
26 Total expenses and disbursements. Add lines 24 and 25	1,848,138.	207,829.		1,638,851.
27 Subtract line 26 from line 12	-2,698,983.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		17,702.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	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	2,135,815.	3,007,732.	3,007,732.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	250,000.		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 10	11,386,621.	11,720,528.	11,720,528.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	10,894,936.	13,942,066.	13,942,066.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	24,667,372.	28,670,326.	28,670,326.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	24,667,372.	28,670,326.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	24,667,372.	28,670,326.		
31 Total liabilities and net assets/fund balances	24,667,372.	28,670,326.		

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	24,667,372.
2 Enter amount from Part I, line 27a	2	-2,698,983.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	6,701,937.
4 Add lines 1, 2, and 3	4	28,670,326.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,670,326.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,952,371.		3,419,032.	-1,466,661.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-1,466,661.

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	-1,466,661.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	1,636,492.	29,089,509.	.056257
2007	1,942,296.	32,886,323.	.059061
2006	2,013,619.	30,701,784.	.065586
2005	1,485,045.	29,143,386.	.050957
2004	1,346,040.	26,261,936.	.051254

2 Total of line 1, column (d)	2	.283115
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	.056623
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	24,744,091.
5 Multiply line 4 by line 3	5	1,401,085.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	177.
7 Add lines 5 and 6	7	1,401,262.
8 Enter qualifying distributions from Part XII, line 4 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	8	1,638,851.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	177.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	177.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	177.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,505.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,505.
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	11,328.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 11,328. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ N/A	13	X	
14	The books are in care of ▶ GREGG BUCKBINDER Telephone no ▶ 212-332-7350 Located at ▶ 1270 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 ▶ 10020			
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   N/A			

**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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

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). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870. X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 12		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RODNEY GRUNDMAN - 16 CHITTENDEN ROAD, FAIRLAWN, NJ 07410	40.00	90,000.	0.	0.

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**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	23,301,879.
b	Average of monthly cash balances	1b	1,819,026.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	25,120,905.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,120,905.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	376,814.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,744,091.
6	Minimum investment return. Enter 5% of line 5	6	1,237,205.

**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	1,237,205.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	177.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	177.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,237,028.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,237,028.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,237,028.

**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	1,638,851.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,638,851.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	177.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,638,674.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,237,028.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006	105,094.			
d From 2007	402,636.			
e From 2008	211,003.			
f Total of lines 3a through e	718,733.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,638,851.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,237,028.
e Remaining amount distributed out of corpus	401,823.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,120,556.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,120,556.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	105,094.			
c Excess from 2007	402,636.			
d Excess from 2008	211,003.			
e Excess from 2009	401,823.			

**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 2009, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the 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) )
- HARVEY BEKER**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE**
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED				1,638,851.
<b>Total</b>				▶ 3a 1,638,851.
b <i>Approved for future payment</i>  NONE				
<b>Total</b>				▶ 3b 0.





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009****Name of the organization**THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION**Employer identification number**

13-3249239

**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- 
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION	Employer identification number 13-3249239
--	--

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HARVEY BEKER 1270 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 200,992.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HARVEY BEKER 1270 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 236,776.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	HARVEY BEKER 1270 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 203,366.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	HARVEY BEKER 1270 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 232,211.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	HARVEY BEKER 1270 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 162,973.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	HARVEY BEKER 1270 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 197,243.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION

Employer identification number

13-3249239

**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	20,936.644 SHS VANGUARD DEVELOPED MARKETS INDEX FUND	\$ 200,992.	12/14/09
2	7,049 SHS URBAN OUTFITTERS INC	\$ 236,776.	12/21/09
3	4,207 SHS SOUTHWESTERN ENERGY CO	\$ 203,366.	12/21/09
4	8,495 SHS RYANAIR HOLDINGS PLC	\$ 232,211.	12/21/09
5	7,733 SHS QUANTA SERVICES INC	\$ 162,973.	12/21/09
6	10,682 SHS KNIGHT TRANSPORTATION INC	\$ 197,243.	12/21/09

FORM 990-PF.	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	86,624.	86,624.		0.
PAYROLL EXPENSES	1,166.	1,166.		0.
FILING FEES AND REGISTRATION	1,039.	0.		0.
INSURANCE	558.	558.		0.
PENALTY *	170.	0.		0.
MISCELLANEOUS	9.	0.		0.
TO FORM 990-PF, PG 1, LN 23	89,566.	88,348.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MJ WHITMAN-CUSTODIAN	762,385.	762,385.	
MUTUAL DISCOVERY FUND	13,744.	13,744.	
THIRD AVENUE VALUE FUND	530,986.	530,986.	
THIRD AVENUE SMALL CAP FUND	66,118.	66,118.	
VANGUARD 500 INDEX	16,738.	16,738.	
ARIEL FUND LIMITED	515,737.	515,737.	
HILLTOP PARTNERS LP	13,860.	13,860.	
KOVI CAPITAL PARTNERS LP	275,948.	275,948.	
NESTOR PARTNERS	5,218,242.	5,218,242.	
SATELLITE OFFSHORE	215,297.	215,297.	
THIRD AVENUE REAL ESTATE FUND	339,935.	339,935.	
WHITMAN ADVISORY	2,872,592.	2,872,592.	
NCH BALKAN FUND LP	456,709.	456,709.	
WYNNEFIELD SMALL CAP	220,443.	220,443.	
VANGUARD DEVELOPED MARKETS INDEX	201,794.	201,794.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,720,528.	11,720,528.	

The Beker Foundation  
13-3249239

Attachment to Form 990-PF  
Y/E December 31, 2009

The requirements for filing Form 5471 for The Beker Foundation's investment in 3F Investments Ltd. (98-0352327) have been satisfied. Form 5471 has been filed on behalf of The Beker Foundation by:

The Malcolm Wiener Foundation  
1270 Avenue of the Americas  
New York, NY 10020  
13-3250321  
Filed at IRS Service Center: Ogden Utah-11/15/10

FORM 990-PF. GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	277,993.	0.	0.	-277,993.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	509,632.	0.	0.	-509,632.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
140,746.	276,210.	0.	0.	-135,464.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,811,625.	3,198,473.	0.	0.	-1,386,848.	

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					-2,309,937.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
ACCOLADE PARTNERS LP	496.
BROOKFIELD INFRASTRUCTURE PARTNERS LP	15.
MILLBURN EQUITY PARTNERS LLC	1,044.
MJ WHITMAN ADVISORY	2.
NCH BALKAN FUND LP	721.
NESTOR PARTNERS	57,675.

**The Beker Foundation**  
**EIN: 13-3249239**  
**Statement Attached To and Made Part of**  
**Form 990-PF Return of Private Foundation**  
**Capital Gains From Pass-Through Entities**  
**For the Year Ended 12/31/09**

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)
Accolade Partners LP	-	11,379	-	11,379
Hilltop Partners LP	-	509	-	509
Kovi Capital Partners LP	-	-	-	-
Nestor Partners	(223,257)	(152,369)	(223,257)	(152,369)
NCH Balkan Fund LP	(4,584)	(16,486)	(4,584)	(16,486)
Millburn Hedge Fund	(87,412)	23,354	(87,412)	23,354
Millburn Equity Partners LLC	37,255	(376,027)	37,255	(376,027)
Sharevest Partners LP	-	-	-	-
Obrem Capital (QP) LP	5	8	5	8
Brookfield Infrastructure Partners LP	-	-	-	-
<b>Total</b>	<b>(277,993)</b>	<b>(509,632)</b>	<b>(277,993)</b>	<b>(509,632)</b>

**The Beker Foundation**  
**EIN: 13-3249239**  
**Statement Attached To and Made Part of**  
**Form 990-PF Return of Private Foundation**  
**Adjustment for Capital Gains (Losses) From Pass-Through Entities Subject to UBT**  
**For the Year Ended 12/31/09**

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)
	UBIT Amount	UBIT Amount	UBIT Amount	UBIT Amount
Accolade Partners IP	-	-	-	-
Hilltop Partners, LP	-	-	-	-
Kovi Capital Partners, LP	-	-	-	-
Nestor Partners	-	-	-	-
NCH Balkan Fund LP	-	-	(598)	(2,150)
Millburn Hedge Fund	-	-	(236)	(245)
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	-	-
Obrem Capital(QP) LP	-	-	527	(100)
Brookfield Infrastructure Partners LP	-	-	-	-
Ariel Fund Limited	-	-	-	-
Sattelite Offshore	-	-	-	-
<b>Adjustment for Capital Gains (Losses) from Pass-Through Entities Subject to UBT</b>	-	-	<b>(307)</b>	<b>(2,495)</b>

**THE BEKER FOUNDATION**  
**EIN: 13-3249239**  
**STATEMENT ATTACHED TO AND MADE PART OF**  
**FORM 990-PF RETURN OF PRIVATE FOUNDATION**  
**CAPITAL GAINS/LOSSES**  
**FOR THE YEAR ENDED 12/31/09**

**SHORT TERM**

# OF SHARES	DESCRIPTION	DATE		PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME		
		DATE SOLD	ACQUIRED		COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS	
150	KIRBY CORP	02/10/09	07/25/08	3,568	7,074	(3,506)	7,074	(3,506)	
100	AVON PRODUCTS INC	02/12/09	10/03/08	2,128	3,879	(1,751)	3,879	(1,751)	
100	MDU RES GROUP	02/27/09	08/11/08	1,522	3,243	(1,721)	3,243	(1,721)	
100	NRG ENERGY INC	02/27/09	08/11/08	1,887	3,404	(1,517)	3,404	(1,517)	
100	ACENTURE LTD	03/25/09	11/04/08	3,086	3,290	(204)	3,290	(204)	
50	COVIDIEN LTD	03/25/09	10/01/08	1,603	2,591	(988)	2,591	(988)	
100	AGL RESOURCES INC	03/25/09	02/27/09	2,635	2,844	(209)	2,844	(209)	
50	AMGEN CORP	03/25/09	11/07/08	2,438	2,921	(483)	2,921	(483)	
100	BANCORPSOUTH INC	03/25/09	09/24/08	1,992	2,904	(912)	2,904	(912)	
80	CSX CORPORATION	03/25/09	10/01/08	1,992	3,878	(1,886)	3,878	(1,886)	
110	CVS CAREMARK CORP	03/25/09	02/12/09	3,148	2,995	152	2,995	152	
100	DPL INC	03/25/09	02/27/09	2,236	2,050	186	2,050	186	
46	DUN & BRADSTREET CORP	03/25/09	02/10/09	3,445	3,645	(200)	3,645	(200)	
60	FMC CORP	03/25/09	11/07/08	2,564	2,590	(27)	2,590	(27)	
120	FAMILY DOLLAR STORES	03/25/09	11/07/08	3,723	3,130	593	3,130	593	
150	FASTENAL CO	03/25/09	06/27/08	4,707	6,708	(2,002)	6,708	(2,002)	
40	GENERAL MILLS INC	03/25/09	11/07/08	1,939	2,618	(679)	2,618	(679)	
150	HUDSON CITY BANCORP	03/25/09	11/04/08	1,678	2,810	(1,132)	2,810	(1,132)	
100	KRAFT FOODS INC	03/25/09	10/01/08	2,264	3,350	(1,086)	3,350	(1,086)	
80	MCKESSON CORP	03/25/09	09/24/08	2,882	4,387	(1,505)	4,387	(1,505)	
160	ORACLE CORP	03/25/09	10/01/08	2,834	3,183	(349)	3,183	(349)	
80	PROGRESS ENERGY INC	03/25/09	10/03/08	2,821	3,613	(792)	3,613	(792)	
40	SOHU COM INC	03/25/09	11/04/08	1,632	2,314	(682)	2,314	(682)	
150	SYBASE INC	03/25/09	07/25/08	4,483	5,049	(566)	5,049	(566)	
100	WALMART STORES	03/25/09	02/12/09	5,081	4,766	315	4,766	315	
85	GENENTECH INC	03/26/09	03/28/08	8,075	6,951	1,124	6,951	1,124	
50	MBIA Inc	02/09/09	02/12/08	236	621	(385)	621	(385)	
725	Legg Mason Inc	03/10/09	03/10/08	8,601	45,666	(37,065)	45,666	(37,065)	
400	Legg Mason Inc	03/10/09	03/19/08	4,745	22,481	(17,736)	22,481	(17,736)	
225	Legg Mason Inc	03/10/09	05/20/08	2,669	12,413	(9,744)	12,413	(9,744)	
400	Legg Mason Inc	03/10/09	07/17/08	4,745	14,322	(9,576)	14,322	(9,576)	
210	Eurazeo Paris	03/11/09	06/06/08	5,071	24,496	(19,425)	24,496	(19,425)	
115	Eurazeo Paris	03/12/09	06/06/08	2,802	13,415	(10,613)	13,415	(10,613)	
135	Eurazeo Paris	03/12/09	09/23/08	3,289	11,510	(8,221)	11,510	(8,221)	
240	Eurazeo Paris	03/16/09	09/23/08	6,188	20,463	(14,275)	20,463	(14,275)	
900	CIT Group Inc	07/01/09	09/26/08	1,959	7,127	(5,168)	7,127	(5,168)	
725	Hammerson PLC	11/24/09	03/19/09	5,146	1,540	3,606	1,540	3,606	
1,600	Hammerson PLC	11/25/09	03/19/09	10,943	3,398	7,544	3,398	7,544	
1,210	Hammerson PLC	11/26/09	03/19/09	7,988	2,570	5,418	2,570	5,418	
<b>TOTAL</b>					<b>140,746</b>	<b>276,210</b>	<b>(135,464)</b>	<b>276,210</b>	<b>(135,464)</b>

**LONG TERM**

# OF SHARES	DESCRIPTION	DATE		PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME	
		DATE SOLD	ACQUIRED		COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
110	CHATTEM INC	02/12/09	01/24/08	7,001	7,717	(716)	7,717	(716)
120	ARCH CAPITAL GROUP LTD	03/25/09	09/26/07	6,434	8,788	(2,355)	8,788	(2,355)
200	AT&T INC	03/25/09	03/09/07	5,138	7,319	(2,181)	7,319	(2,181)
100	CHEVRON CORP	03/25/09	09/10/04	6,787	5,052	1,736	5,052	1,736
260	CISCO SYSTEMS	03/25/09	11/15/01	4,229	5,189	(960)	5,189	(960)
130	HESS CORP	03/25/09	06/30/06	8,131	6,939	1,192	6,939	1,192
180	HEWLETT PACKARD CO	03/25/09	06/19/07	5,406	8,269	(2,864)	8,269	(2,864)
200	INTEL CORP	03/25/09	02/06/08	2,926	4,094	(1,168)	4,094	(1,168)
100	JOHNSON AND JOHNSON	03/25/09	03/12/03	5,197	5,466	(269)	5,466	(269)
160	JP MORGAN CHASE	03/25/09	05/08/06	4,163	7,412	(3,249)	7,412	(3,249)
100	MCDONALDS CORP	03/25/09	11/05/07	5,336	5,949	(613)	5,949	(613)
200	MICROSOFT CORP	03/25/09	12/03/02	3,496	5,719	(2,223)	5,719	(2,223)
135	NIKE INC	03/25/09	01/24/08	6,099	7,684	(1,585)	7,684	(1,585)

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
130	NORTHERN TRUST CORP	03/25/09	06/19/07	7,962	8,561	(599)	8,561	(599)
125	OCCIDENTAL PETROLEUM	03/25/09	11/30/07	7,129	8,728	(1,599)	8,728	(1,599)
120	PEPSICO INC	03/25/09	09/12/05	6,210	6,674	(464)	6,674	(464)
130	PROCTOR AND GAMBLE	03/25/09	05/08/06	6,148	7,339	(1,191)	7,339	(1,191)
140	SMITH INTERNATIONAL INC	03/25/09	03/09/07	3,381	6,110	(2,729)	6,110	(2,729)
250	TEVA PHARMACEUTICALS INC	03/25/09	11/10/04	11,228	6,422	4,806	6,422	4,806
130	UNITED TECHNOLOGIES CORP	03/25/09	09/12/05	5,557	6,703	(1,146)	6,703	(1,146)
2,800	BW Gas ASA	01/19/09	01/19/07	8,470	34,625	(26,155)	34,625	(26,155)
1,400	BW Gas ASA	01/19/09	01/22/07	4,235	17,702	(13,467)	17,702	(13,467)
3,600	BW Gas ASA	01/19/09	01/23/07	10,890	45,685	(34,795)	45,685	(34,795)
1,300	BW Gas ASA	01/19/09	01/24/07	3,933	16,470	(12,537)	16,470	(12,537)
2,900	BW Gas ASA	01/19/09	09/17/07	8,773	36,417	(27,644)	36,417	(27,644)
200	BW Gas ASA	01/19/09	09/18/07	605	2,452	(1,847)	2,452	(1,847)
600	BW Gas ASA	01/19/09	09/21/07	1,815	7,417	(5,602)	7,417	(5,602)
950	MDC Holdings Inc	02/03/09	06/26/07	30,621	45,243	(14,622)	45,243	(14,622)
550	MBIA Inc	02/09/09	07/21/04	2,592	31,278	(28,686)	31,278	(28,686)
1,075	MBIA Inc	02/09/09	04/20/05	5,066	54,706	(49,640)	54,706	(49,640)
600	MBIA Inc	02/23/09	02/12/08	2,138	7,451	(5,312)	7,451	(5,312)
996	MBIA Inc	02/24/09	02/12/08	3,370	12,368	(8,998)	12,368	(8,998)
204	MBIA Inc	02/25/09	02/12/08	664	2,533	(1,869)	2,533	(1,869)
872	MBIA Inc	02/25/09	02/22/08	2,838	9,717	(6,880)	9,717	(6,880)
704	MBIA Inc	02/26/09	02/22/08	2,180	7,845	(5,665)	7,845	(5,665)
824	MBIA Inc	02/27/09	02/22/08	2,259	9,183	(6,924)	9,183	(6,924)
243	Brookfield Infrastructure	03/03/09	01/14/08	2,500	5,062	(2,562)	5,062	(2,562)
225	Eurazeo Paris	03/03/09	03/14/07	4,922	28,998	(24,075)	28,998	(24,075)
700	Power Corp of Canada	03/03/09	05/01/07	9,822	23,840	(14,018)	23,840	(14,018)
950	Power Corp of Canada	03/03/09	05/02/07	13,330	32,839	(19,510)	32,839	(19,510)
150	Eurazeo Paris	03/04/09	03/14/07	3,239	19,332	(16,093)	19,332	(16,093)
100	Eurazeo Paris	03/05/09	03/14/07	2,078	12,888	(10,810)	12,888	(10,810)
186	Eurazeo Paris	03/06/09	03/14/07	3,741	23,971	(20,231)	23,971	(20,231)
114	Eurazeo Paris	03/06/09	08/09/07	2,293	14,797	(12,504)	14,797	(12,504)
43	Eurazeo Paris	03/09/09	08/09/07	874	5,581	(4,708)	5,581	(4,708)
157	Eurazeo Paris	03/09/09	02/12/08	3,190	16,272	(13,082)	16,272	(13,082)
106	Eurazeo Paris	03/10/09	02/12/08	2,384	10,986	(8,602)	10,986	(8,602)
144	Eurazeo Paris	03/10/09	02/13/08	3,239	15,272	(12,033)	15,272	(12,033)
1,497	Forest City Enterprises Inc	03/10/09	07/03/07	6,736	92,068	(85,333)	92,068	(85,333)
550	Legg Mason Inc	03/10/09	10/11/06	6,525	47,709	(41,184)	47,709	(41,184)
350	Legg Mason Inc	03/10/09	04/12/07	4,152	32,841	(28,689)	32,841	(28,689)
225	Legg Mason Inc	03/10/09	07/24/07	2,669	21,549	(18,880)	21,549	(18,880)
750	Legg Mason Inc	03/10/09	08/07/07	8,898	65,262	(56,364)	65,262	(56,364)
250	Legg Mason Inc	03/10/09	09/10/07	2,966	19,747	(16,781)	19,747	(16,781)
40	Eurazeo Paris	03/11/09	02/13/08	966	4,242	(3,276)	4,242	(3,276)
299	Forest City Enterprises Inc	03/11/09	07/03/07	1,340	18,389	(17,049)	18,389	(17,049)
804	Forest City Enterprises Inc	03/12/09	07/03/07	3,591	49,447	(45,856)	49,447	(45,856)
3,000	CIT Group Inc	04/03/09	10/17/07	10,249	107,641	(97,392)	107,641	(97,392)
500	CIT Group Inc	04/03/09	10/25/07	1,708	16,427	(14,718)	16,427	(14,718)
2,100	CIT Group Inc	04/03/09	11/19/07	7,174	60,396	(53,222)	60,396	(53,222)
619	CIT Group Inc	04/03/09	12/05/07	2,115	15,469	(13,355)	15,469	(13,355)
306	CIT Group Inc	04/03/09	12/12/07	1,045	7,664	(6,619)	7,664	(6,619)
1,250	CIT Group Inc	04/03/09	03/04/08	4,270	25,662	(21,391)	25,662	(21,391)
75	CIT Group Inc	04/03/09	03/05/08	256	1,552	(1,296)	1,552	(1,296)
1,250	Electroscentific Industries	04/27/09	01/03/05	10,343	23,707	(13,363)	23,707	(13,363)
1,700	Electroscentific Industries	04/27/09	01/20/05	14,067	28,940	(14,873)	28,940	(14,873)
500	Hutchinson Whampoa Ltd	04/27/09	04/15/04	13,725	18,033	(4,308)	18,033	(4,308)
200	Power Corp of Canada	04/27/09	05/02/07	3,664	6,914	(3,250)	6,914	(3,250)
350	Power Corp of Canada	05/29/09	05/02/07	8,115	12,099	(3,983)	12,099	(3,983)
325	Power Corp of Canada	05/29/09	05/03/07	7,536	11,261	(3,726)	11,261	(3,726)
10,000	Wheelock and Co Ltd	06/01/09	09/19/06	27,481	17,261	10,221	17,261	10,221
1,200	CIT Group Inc	06/29/09	03/05/08	2,753	24,834	(22,081)	24,834	(22,081)
2,750	CIT Group Inc	06/29/09	03/19/08	6,309	36,958	(30,649)	36,958	(30,649)
1,600	CIT Group Inc	06/29/09	04/22/08	3,671	17,461	(13,790)	17,461	(13,790)
2,650	CIT Group Inc	06/29/09	05/30/08	6,080	27,466	(21,386)	27,466	(21,386)
1,300	CIT Group Inc	06/30/09	05/30/08	2,868	13,474	(10,606)	13,474	(10,606)
50	CIT Group Inc	06/30/09	06/03/08	110	481	(371)	481	(371)
850	CIT Group Inc	07/01/09	06/03/08	1,850	8,178	(6,328)	8,178	(6,328)
1,450	CIT Group Inc	07/01/09	06/04/08	3,156	13,963	(10,808)	13,963	(10,808)
1,150	Derwent london	08/06/09	06/19/08	19,155	25,077	(5,923)	25,077	(5,923)
88	Derwent london	08/06/09	06/20/08	1,466	1,893	(427)	1,893	(427)
2,750	Louisiana Pacific Corp	08/07/09	04/10/07	18,144	55,312	(37,168)	55,312	(37,168)
550	Power Corp of Canada	08/07/09	05/03/07	14,717	19,058	(4,340)	19,058	(4,340)
1,450	Louisiana Pacific Corp	08/10/09	04/10/07	9,338	29,164	(19,826)	29,164	(19,826)
1,875	Louisiana Pacific Corp	08/10/09	06/06/07	12,075	37,532	(25,457)	37,532	(25,457)
225	Power Corp of Canada	08/11/09	05/03/07	5,982	7,796	(1,814)	7,796	(1,814)
175	Power Corp of Canada	09/16/09	05/03/07	4,667	6,064	(1,397)	6,064	(1,397)
500	Power Corp of Canada	09/16/09	01/16/08	13,333	17,740	(4,406)	17,740	(4,406)
300	Power Corp of Canada	09/16/09	02/22/08	8,000	10,341	(2,341)	10,341	(2,341)

# OF SHARES	DESCRIPTION	DATE		PROCEEDS	COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
		DATE SOLD	ACQUIRED					
650	Power Corp of Canada	09/16/09	05/12/08	17,333	21,685	(4,351)	21,685	(4,351)
700	Power Corp of Canada	09/16/09	05/14/08	18,667	23,712	(5,045)	23,712	(5,045)
2,525	Hammerson PLC	11/24/09	06/16/08	17,922	44,523	(26,602)	44,523	(26,602)
8,900	Journal Company	12/08/09	04/17/07	33,843	117,076	(83,233)	117,076	(83,233)
3,100	Louisiana Pacific Corp	12/11/09	06/06/07	19,073	62,054	(42,981)	62,054	(42,981)
2,025	Louisiana Pacific Corp	12/11/09	12/05/07	12,459	30,080	(17,621)	30,080	(17,621)
500	Louisiana Pacific Corp	12/11/09	02/22/08	3,076	5,750	(2,673)	5,750	(2,673)
2,650	Louisiana Pacific Corp	12/11/09	03/19/08	16,304	23,458	(7,153)	23,458	(7,153)
1,000	Louisiana Pacific Corp	12/11/09	06/09/08	6,153	10,606	(4,454)	10,606	(4,454)
4,000	Louisiana Pacific Corp	12/11/09	06/10/08	24,610	42,341	(17,731)	42,341	(17,731)
1,550	Louisiana Pacific Corp	12/11/09	10/15/08	9,536	7,192	2,345	7,192	2,345
1,400	Louisiana Pacific Corp	12/11/09	10/24/08	8,614	4,765	3,848	4,765	3,848
2,025	Louisiana Pacific Corp	12/11/09	10/27/08	12,459	6,925	5,534	6,925	5,534
5,000	Wheelock and Co Ltd	12/23/09	09/19/06	15,055	8,630	6,425	8,630	6,425
2,000	Wheelock and Co Ltd	12/24/09	09/19/06	6,076	3,452	2,624	3,452	2,624
2,000	Wheelock and Co Ltd	12/28/09	09/19/06	6,039	3,452	2,587	3,452	2,587
7,049	Urban Outfitters Inc	12/21/09	04/08/02	237,019	236,776	243	20,724	216,295
4,207	Southwestern Energy Co	12/21/09	08/30/07	203,926	203,366	560	75,810	128,116
8,495	Ryanair Holdings PLC	12/21/09	01/20/99	232,423	232,211	212	33,470	198,953
7,733	Quanta Services Inc	12/21/09	09/30/04	163,553	162,973	580	44,465	119,088
10,682	Knight Transportation Inc	12/21/09	06/06/95	197,215	197,243	(28)	17,625	179,590
4 126	3F Investment Corp Ltd Class B	08/31/09	Various	6,986	6,064	922	6,064	922
TOTAL				1,811,625	3,198,473	(1,386,848)	2,357,999	(546,373)

OBREM CAPITAL (QP)

895.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

60,848.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCOLADE PARTNERS LP	1,808.	0.	1,808.
BROOKFIELD INFRASTRUCTURE PARTNERS LP	1.	0.	1.
FAMILY MANAGEMENT SECURITIES LLC	1,311.	0.	1,311.
FIRST REPUBLIC BANK	1,241.	0.	1,241.
MILLBURN EQUITY PARTNERS LLC	35,214.	0.	35,214.
MILLBURN HEDGE FUND	4,638.	0.	4,638.
MJ WHITMAN ADVISORY	53,474.	0.	53,474.
MUTUAL DISCOVERY	155.	0.	155.
NCH BALKAN FUND LP	7,482.	0.	7,482.
OBREM CAPITAL (QP) LP	2,406.	0.	2,406.
SHAREVEST PARTNERS LP	25,677.	0.	25,677.
THIRD AVENUE REAL ESTATE FUND	4,265.	0.	4,265.
THIRD AVENUE SMALL CAP FUND	494.	0.	494.
THIRD AVENUE VALUE FUND	12,748.	0.	12,748.
VANGUARD 500 INDEX	338.	0.	338.
VANGUARD DEVELOPED MARKETS INDEX	2,404.	0.	2,404.
TOTAL TO FM 990-PF, PART I, LN 4	153,656.	0.	153,656.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM INVESTMENT PARTNERSHIPS	10,405.	10,405.	
OTHER MISCELLANEOUS INCOME	622.	622.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,027.	11,027.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	1,475.	1,475.			0.
TO FM 990-PF, PG 1, LN 16A	1,475.	1,475.			0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,000.	3,000.			0.
TO FORM 990-PF, PG 1, LN 16B	3,000.	3,000.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER PROFESSIONAL FEES	201.	201.			0.
TO FORM 990-PF, PG 1, LN 16C	201.	201.			0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	5,241.	5,241.			0.
FEDERAL TAX	7,226.	6,986.			0.
PAYROLL TAXES	7,174.	7,174.			0.
TO FORM 990-PF, PG 1, LN 18	19,641.	19,401.			0.

FORM 990-PF, OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3F INVESTMENT CORP LTD	FMV	4,362,050.	4,362,050.
ACCOLADE PARTNERS LP	FMV	269,988.	269,988.
FAMILY MANAGEMENT SECURITIES LLC	FMV	0.	0.
MILLBURN HEDGE FUND	FMV	1,547,091.	1,547,091.
MILLBURN EQUITY PARTNERS	FMV	2,731,417.	2,731,417.
SHAREVEST PARTNERS LP	FMV	4,679,960.	4,679,960.
OBREM CAPITAL (QP) LP	FMV	351,560.	351,560.
BROOKFIELD INFRASTRUCTURE PARTNERS LP	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,942,066.	13,942,066.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	PRESIDENT 1.00	0.	0.	0.
JAYNE BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	SECRETARY 1.00	0.	0.	0.
GEORGE E. CRAPPLE C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR/ASST TREASURER 0.50	0.	0.	0.
SHERI GUROCK C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.50	0.	0.	0.
ALISON JUDD C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
b FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
c LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	VARIOUS
d LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	VARIOUS
e SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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		277,993.	-277,993.
b		509,632.	-509,632.
c		-307.	307.
d		-2,495.	2,495.
e 140,746.		276,210.	-135,464.
f 1,811,625.		2,357,999.	-546,374.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-277,993.
b			-509,632.
c			307.
d			2,495.
e			-135,464.
f			-546,374.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-1,466,661.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

**THE BEKER FOUNDATION**

#13-3249239

12/31/09

Schedule \_\_\_\_\_

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Actors Fund of America 1501 Broadway, Suite 518 New York NY 10036	Public Charity	Contribution	1,500
Aleph Society 25 West 45 St. New York, NY 10036	Public Charity	Contribution	18,000
American Cte. for Shaare Zedek Medical Ctr. Suite 1100 49 West 45th Street New York, NY 10036	Public Charity	Contribution	23,000
American Friends of Beit Issie Shapiro c/o Ms. Sybil Weingast 200 West 57 St., Suite 609 New York, NY 10019	Public Charity	Contribution	3,600
American Friends of the Israel Museum 500 Fifth Ave., Ste. 2540 New York, NY 10110	Public Charity	Contribution	3,000
American Friends of Shalva 22 W. 38 St. New York NY 10016	Public Charity	Contribution	10,000
American Friends of Brothers Aid c/o Mr. Shilem Neuman 555 Rue Tosh Boisbriand, Quebec 7JE 4H4	Public Charity	Contribution	15,000
Brandeis University PO Box 9110, Mail Stop 122 Waltham, MA 02254-9110	Public Charity	Contribution	125,000
Bris Avroham 910 Salem Ave. Hillside, NJ 07205	Public Charity	Contribution	1,300
Cary Inst. of Ecoystem Studies 2801 Sharon Turnpike Millbrook, NY 12545	Public Charity	Contribution	3,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Center for Jewish History 555 West 57th Street Suite 1100 New York, NY 10019	Public Charity	Contribution	11,000
Chabad Jewish Center (Hyannis) 745 West Main St. Hyannis, MA 02601	Public Charity	Contribution	1,000
Chabad Lubavitch of Riverdale 535 West 246 St Bronx, NY 10471	Public Charity	Contribution	720
Chai Lifeline/Camp Simcha 48 West 25th Street New York, NY 10010	Public Charity	Contribution	5,000
Children's Cancer & Blood Foundation 111 W. 57 St., Suite 420 New York, NY 10019	Public Charity	Contribution	5,000
City Year New York – Ripples of Hope c/o Tam Storey 20 West 22 St. 3 flr. New York NY 10010	Public Charity	Contribution	750
Congregation Mishkan Israel Day Camp 777 Mt. Pleasant Drive Trumbull, CT 06611	Public Charity	Contribution	2,500
Friends of Lubavitch of Bergen County 513 Kenwood Place Teaneck, NJ 07666	Public Charity	Contribution	1,000
Frisch School Frisch Court Paramus, NJ 07652	Public Charity	Contribution	10,000
Gift of Life Bone marrow Foundation 7700 Conress Ave., Suite 2201 Boca Raton, FL 33487	Public Charity	Contribution	1,000
Graenum Berger Bronx Jewish Fed. Service Center 2432 Grand Councourse, Room 502 Bronx, NY 10458	Public Charity	Contribution	1,000
Harold Grinspoon Foundation 380 W. Union St., Suite 200 W. Springfield, MA 01089-4134	Public Charity	Contribution	500

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Hebrew Free Burial Assn. 224 West 35 St., Room 300 New York, NY 10001	Public Charity	Contribution	500
Hebrew Institute of Riverdale 3700 Henry Hudson Parkway Riverdale, New York 10463	Public Charity	Contribution	97,380
Henry Street Settlement 265 Henry St. New York NY 10002-4804	Public Charity	Contribution	1,350
Hillel: Foundation for Jewish Campus Life 800 Eighth St., NW Washington, DC 20002	Public Charity	Contribution	65,000
Human Rights Watch 485 Fifth Ave. New York NY 10017	Public Charity	Contribution	2,000
Jewish Children's Learning Lab c/o The Board of Jewish Education 426 West 58th St., New York, NY 10019	Public Charity	Contribution	5,000
Jewish Community Center in Manhattan (JCC) 334 Amsterdam Ave. New York, New York 10023	Public Charity	Contribution	1,000
Kadima Comm'ty Day School 41 Central St. Andover, MA 01810	Public Charity	Contribution	500
Lev Chesed Charity Fund 90 Croft Terrace New Rochelle, NY 10804	Public Charity	Contribution	1,000
Manhattan Jewish Experience 131 West 86 St. New York, NY 10024	Public Charity	Contribution	720
Manhattan Theatre Club 311 West 43 St., 11 fl. New York, NY 10036	Public Charity	Contribution	10,000
MassArtCollege of Art & Design 621 Huntington Ave. Boston, MA 02115	Public Charity	Contribution	20,000
Mesivtha Tifereth Jerusalem 141-7 East Broadway New York NY 10002	Public Charity	Contribution	500

Name and Address	Recipient Status	Purpose	Amount (\$)
Mt. Sinai Schl. of Medicine Goldsmith Center for Multiple Sclerosis 5 East 98 St. New York NY 10029	Public Charity	Contribution	17,000
Nesiya Institute 220 Fifth Ave., Suite 11301 New York NY 10001	Public Charity	Contribution	75,000
New York Cares 214 West 29 St., 5 <sup>th</sup> flr. New York NY 10001-5203	Public Charity	Contribution	500
New York University 70 Washington Sq. So. New York, New York 10012	Public Charity	Contribution	96,000
Ohaley Avraham Yaakov 32/3 Zvil Street Beitar Illt 99789 ISRAEL	Public Charity	Contribution	500
Ohel Children's Home & Family Services 4510 16 <sup>th</sup> Ave. Brooklyn, NY 11204	Public Charity	Contribution	1,500
Palestine Media Watch (Central Fund of Israel) 3rd flr., 980 Sixth Ave. New York NY 10018	Public Charity	Contribution	5,000
Partnership for Excellence in Jewish Education 88 Broad St., 6 <sup>th</sup> flr. Boston, MA 02110	Public Charity	Contribution	300,000
Project Ezrah 95 Cedar Lane, Suite 12 Englewood, NJ 07631	Public Charity	Contribution	1,800
Project Sunshine 108 West 39 St., Suite 725 New York NY 10018	Public Charity	Contribution	1,000
Ramaz School 60 East 78th Street New York, NY 10021	Public Charity	Contribution	10,000
Revlon Run/Walk for Women c/o Rehage Entertainment, Inc. Church St. Station, PO Box 6714 New York, NY 10249-6714	Public Charity	Contribution	360

Name and Address	Recipient Status	Purpose	Amount (\$)
Re'uth 411 E. 53 St., Suite 14H, New York NY 10022	Public Charity	Contribution	600
Riverdale Jewish Center 3700 Independence Avenue Bronx, New York 10463	Public Charity	Contribution	15,535
Riverdale Jewish Community Council 5625 Arlington Avenue Bronx, New York 10471	Public Charity	Contribution	500
Riverdale Neighborhood House 5521 Mosholu Avenue Bronx, New York 10471	Public Charity	Contribution	1,500
Riverdale Senior Services 2600 Netherland Avenue Bronx, New York 10463	Public Charity	Contribution	600
Riverdale YM-YWHA 5625 Arlington Avenue Bronx, New York 10471	Public Charity	Contribution	5,336
Room to Grow 142 Berkeley St. Boston, MA 02116-5144	Public Charity	Contribution	2,200
Salute to Israel Parade C/o <u>Israel Tribute Committee Inc.</u> 426 West 58 St. New York, NY 10019	Public Charity	Contribution	1,000
SAR Academy 655 West 254th Street Bronx, New York 10471	Public Charity	Contribution	412,500
Shomrei Torah Orthodox Congregation of Fair Lawn 19-10 Morlot Avenue Fairlawn, NJ 07410	Public Charity	Contribution	10,000
Sinai Special Needs Institute 1600 Queen Anne Road Teaneck, NJ 07666	Public Charity	Contribution	10,000
Stein Yeshiva of Lincoln Park 287 Central Park Avenue Yonkers, NY 10709	Public Charity	Contribution	400

Name and Address	Recipient Status	Purpose	Amount (\$)
Torah Academy of Bergen County 1600 Queen Anne Rd. Teaneck, NJ 07666	Public Charity	Contribution	1,200
Tzivos Hashem (Jewish Children's Museum) 792 Eastern Parkway Brooklyn NY 11213	Public Charity	Contribution	750
UJA-Federation 130 East 59th Street New York, NY 10022	Public Charity	Contribution	77,000
UJA – Federation of N.J. 111 Kinderkamack Road River Edge, NJ 07661-1915	Public Charity	Contribution	1,000
Washington Heights Hatzalah Attn: Dan Ordan 4734 Iselin Ave. Bronx, NY 10471	Public Charity	Contribution	1,000
Wave Hill 675 West 252nd Street Bronx, New York 10471	Public Charity	Contribution	51,000
Wellfleet Harbor Actors Theater (WHAT) PO Box 797 Wellfleet MA 02667	Public Charity	Contribution	1,000
Wornick, Ronald C. Jewish Day School 800 Foster City Blvd. Foster City, CA 94404	Public Charity	Contribution	2,500
YCT Rabbinical School (Yeshivat Chovevei Torah) 475 Riverside Drive Suite 244 New York, NY 10115	Public Charity	Contribution	25,000
Yeshiva University 500 West 185th Street New York, NY 10033	Public Charity	Contribution	50,000
Yeshivat Noam 70 W. Century Rd. Paramus NJ 07652	Public Charity	Contribution	5,000
Yeshivat Sha'alvim 1144 Easaat 29 St. Brooklyn, NY 11210	Public Charity	Contribution	600

Name and Address	Recipient Status	Purpose	Amount (\$)
Young Israel of Brookline c/o Robert Wolff 62 Green St. Brookline, MA 02446	Public Charity	Contribution	3,000
Young Israel of Ohab Zedek 6015 Riverdale Ave. Bronx, New York 10471	Public Charity	Contribution	650
Young Israel of Riverdale 4502 Henry Hudson Parkway Bronx NY 10471	Public Charity	Contribution	500
Zamir Chorale of Boston PO Box 126 Newton Centre, MA 02459	Public Charity	Contribution	2,000
			1,638,851

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Form header section with fields: Type or print, Name of Exempt Organization (THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION), Employer identification number (13-3249239), Number, street, and room or suite no. (1270 AVENUE OF THE AMERICAS), City, town or post office, state, and ZIP code (NEW YORK, NY 10020).

Check type of return to be filed (file a separate application for each return):

- Form 990, Form 990-BL, Form 990-EZ, Form 990-PF [X], Form 990-T (corporation), Form 990-T (sec. 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870

GREGG BUCKBINDER

- The books are in the care of [ ] 1270 AVENUE OF THE AMERICAS - NEW YORK, NY 10020 Telephone No. [ ] 212-332-7350 FAX No. [ ]
If the organization does not have an office or place of business in the United States, check this box [ ]
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) [ ] . If this is for the whole group, check this box [ ] . If it is for part of the group, check this box [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for: [X] calendar year 2009 or [ ] tax year beginning [ ] , and ending [ ] .

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

Table with 3 columns: Description, Line Number, Amount. Row 3a: If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a \$ 11,505. Row 3b: If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b \$ 9,505. Row 3c: Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c \$ 2,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION</b>	Employer identification number <b>13-3249239</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1270 AVENUE OF THE AMERICAS</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10020</b>	

Check type of return to be filed (File a separate application for each return):

- Form 990   
  Form 990-EZ   
  Form 990-T (sec. 401(a) or 408(a) trust)   
  Form 1041-A   
  Form 5227   
  Form 8870  
 Form 990-BL   
 Form 990-PF   
 Form 990-T (trust other than above)   
 Form 4720   
 Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**GREGG BUCKBINDER**

- The books are in the care of **▶ 1270 AVENUE OF THE AMERICAS - NEW YORK, NY 10020**  
Telephone No. **▶ 212-332-7350** FAX No. **▶**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **\_\_\_\_\_**. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension  
**ADDITIONAL TIME IS REQUIRED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>11,505.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>11,505.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶** *Gregg Buckbinder* Title **▶** **CFA** Date **▶** **8/3/10**