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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 **Dec 1**, 2009, and ending **Nov 30**, 2010

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 The Behr Charitable Foundation		A Employer identification number 22-6830026
	Number and street (or P O box number if mail is not delivered to street address) Room/suite One Palmer Square 415		B Telephone number (see the instructions) (609) 924-9622
	City or town State ZIP code Princeton NJ 08542		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"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 784,602.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	11,678.	11,678.	11,678.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		3,138.		
8 Net short-term capital gain			3,038.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	726.	726.		
12 Total. Add lines 1 through 11	12,404.	15,542.	15,442.	
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	925.	925.	925.	925.
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	257.	257.	257.	257.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	4,656.	4,656.	4,656.	4,656.
24 Total operating and administrative expenses. Add lines 13 through 23	5,838.	5,838.	5,838.	5,838.
25 Contributions, gifts, grants paid	40,000.			40,000.
26 Total expenses and disbursements. Add lines 24 and 25	45,838.	5,838.	5,838.	45,838.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-33,434.			
b Net investment income (if negative, enter -0-)		9,704.		
c Adjusted net income (if negative, enter -0-)			9,604.	

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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	36,979.	34,143.	34,143.
	2	Savings and temporary cash investments			
	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)	689,327.	662,467.	750,459.
		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	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	726,306.	696,610.	784,602.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	726,306.	696,610.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	726,306.	696,610.		
31	Total liabilities and net assets/fund balances (see the instructions)	726,306.	696,610.		

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	726,306.
2	Enter amount from Part I, line 27a	2	-33,434.
3	Other increases not included in line 2 (itemize) ▶ <u>Per Moody Lynn Capital Gains</u>	3	3,738.
4	Add lines 1, 2, and 3	4	696,610.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	696,610.

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 300 shs Beckman Coulter	P	various	12/01/09
b 100 shs Blackrock Inc	P	various	12/01/09
c 350 shs Kohls Corporation	P	various	12/01/09
d 600 shs Loews Corp	P	various	12/03/09
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 19,721.		16,763.	2,958.
b 22,613.		19,003.	3,610.
c 18,606.		17,999.	607.
d 21,235.		19,133.	2,102.
e See Columns (e) thru (h)		1,811,795.	-6,139.

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 0.	0.	0.	2,958.
b 0.	0.	0.	3,610.
c 0.	0.	0.	607.
d 0.	0.	0.	2,102.
e See Columns (i) thru (l)	0.	0.	-6,139.

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	3,138.
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]	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))
2008	5,887.	745,487.	0.007897
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

2 Total of line 1, column (d)	2	0.220074
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	0.044015
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	745,192.
5 Multiply line 4 by line 3	5	32,800.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	97.
7 Add lines 5 and 6	7	32,897.
8 Enter qualifying distributions from Part XII, line 4	8	45,838.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		
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	97.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	97.
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	97.
6 Credits/Payments.		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	
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	97.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>NJ - New Jersey</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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 Frederick P. King III Telephone no (609) 924-9622 Located at 81 Farm Street Dover MA ZIP + 4 02030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20__ , 20__ , 20__ , 20__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 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 'Yes' to 6b, file Form 8870

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

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

5b		
6b		X
7b		

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

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

(a) Name and address	(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 Street 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	4,320.
Investors Bank & Trust Co. One Boston Place Boston MA 02108	custody service	335.

Total 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 -----	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	687,500.
b	Average of monthly cash balances	1 b	69,040.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	756,540.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	756,540.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,348.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	745,192.
6	Minimum investment return. Enter 5% of line 5	6	37,260.

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	37,260.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	97.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	97.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	37,163.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	37,163.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,163.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	45,838.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45,838.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	97.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,741.

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				37,163.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years 20 <u>08</u> , 20 <u>07</u> , 20 <u>06</u>				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	50,000.			
b From 2005	0.			
c From 2006	60,000.			
d From 2007	55,550.			
e From 2008				
f Total of lines 3a through e	165,550.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>45,838.</u>				
a Applied to 2008, 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 2009 distributable amount				
e Remaining amount distributed out of corpus	45,838.			
5 Excess distributions carryover applied to 2009 (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	211,388.			
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				37,163.
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 2004 not applied on line 5 or line 7 (see instructions)	50,000.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	161,388.			
10 Analysis of line 9.				
a Excess from 2005	0.			
b Excess from 2006	60,000.			
c Excess from 2007	55,550.			
d Excess from 2008	0.			
e Excess from 2009	45,838.			

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)

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

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

1 Information Regarding Foundation Managers:

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>				
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 Floor New York NY 10001	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.
Total				40,000.
<i>b Approved for future payment</i>				
Total				3b

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

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Foreign Div Receipt	305.	305.	305.
Class Action Settle	49.	49.	49.
Class Action BG	238.	238.	238.
Class Action ML	99.	99.	99.
Class Action Settle	35.	35.	35.
Total	<u>726.</u>	<u>726.</u>	<u>726.</u>

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
United States Treasury	142.	142.	142.	142.
NJ Division of Consumer Affairs	30.	30.	30.	30.
ADR Fee	20.	20.	20.	20.
Foreign Taxes w/h	65.	65.	65.	65.
Total	<u>257.</u>	<u>257.</u>	<u>257.</u>	<u>257.</u>

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
Custody Fees	336.	336.	336.	336.
Investment Advisors	4,320.	4,320.	4,320.	4,320.
Total	<u>4,656.</u>	<u>4,656.</u>	<u>4,656.</u>	<u>4,656.</u>

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)
175 shs Adobe Systems Inc	P	various	12/09/09
250 shs Franklin Resources	P	various	12/09/09
400 shs Royal Bank of Canada	P	various	12/09/09
500 shs EBay Inc	P	various	12/09/09
400 shs T Rowe Price	P	various	12/09/09
150 shs Apache Corp	P	various	12/09/09
100 shs Anadarko Petroleum Corp	P	various	12/10/09
100 shs Anadarko Petroleum Corp	P	various	12/10/09
1000 shs Banco Bradesco ADR	P	various	12/18/09
600 shs Barrick Gold Corp	P	various	12/21/09
600 shs Goldcorp Inc	P	various	12/21/09
900 shs ISHARES IBOXX	P	various	12/22/09
50 shs Google Inc	P	02/04/09	01/28/10
200 shs BHP Billiton	P	01/10/10	01/28/10
150 shs Amazon Com Inc	P	01/08/10	01/28/10
375 shs SPDR Gold Trust	P	11/27/09	01/29/10
300 shs Hess Corp	P	10/16/09	02/08/10

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

Continued

(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 IBM Corp	P	02/03/09	02/09/10
700 shs Carmax Inc	P	12/14/09	02/12/10
300 shs Forest Labs Inc	P	12/21/09	02/23/10
500 shs Scripps Networks	P	12/28/09	02/23/10
300 shs Diageo PLC ADR	P	07/06/09	03/02/10
300 shs General Mills Inc	P	11/02/09	03/31/10
500 shs Heinz Co	P	01/27/10	03/31/10
400 shs Microsoft Corp	P	07/13/10	04/01/10
300 shs Colgate Palmolive Co	P	11/05/09	04/01/10
600 shs Merck & Co Inc	P	12/21/09	04/07/10
400 shs Medco Health Solutions	P	07/09/09	04/12/10
625 American Tower Corp	P	11/17/09	04/12/10
375 shs Allergan Inc	P	10/16/09	04/13/10
200 shs Express Scripts Inc	P	11/05/09	04/14/10
300 shs General Dynamics Corp	P	10/06/09	04/19/10
150 shs Anadarko Petroleum Corp	P	04/15/09	05/03/10
30 shs Google Inc	P	03/31/10	05/04/10
600 shs ISHARES TRUST RUSSELL 2000	P	03/16/10	05/04/10
200 shs J Crew Group Inc	P	03/15/10	05/05/10
75 shs ITAU Unibanco	P	04/14/10	05/06/10
375 shs ITAU Unibanco	P	04/14/10	05/07/10
400 shs AFLAC Inc	P	02/14/10	05/10/10
600 shs Covidien PLC	P	11/02/09	05/10/10
400 shs TJX Companies	P	03/15/10	05/20/10
500 shs American Express	P	12/14/09	05/20/10
100 shs Celgene Corp	P	03/16/10	05/21/10
45 shs Mastercard Inc	P	04/07/10	05/21/10
125 shs VISA Inc	P	12/23/09	05/21/10
400 shs Microsoft Corp	P	07/13/09	05/26/10
125 shs VISA Inc	P	12/23/09	05/27/10
300 shs Baker Hughes Inc	P	02/16/10	06/02/10
300 shs Rockwell Automation	P	02/22/10	06/07/10
300 shs Riverbed Technology Inc	P	04/12/10	06/08/10
40 shs Mastercard Inc	P	04/07/10	06/09/10
250 shs United Technologies Corp	P	02/11/09	06/09/10
375 shs Cisco Systems Inc	P	10/14/09	06/10/10
200 shs L-3 Communications	P	12/14/09	06/10/10
1000 shs General Electric Co	P	04/15/10	06/14/10
825 shs Oracle Corp	P	03/10/10	06/18/10
325 shs Juniper Networks Inc	P	04/14/10	06/23/10
450 shs SPDR S&P 500 ETF	P	06/09/10	06/30/10
500 shs Agilent Technologies Inc	P	03/18/10	06/30/10
300 shs FMC Technologies Inc	P	01/08/10	06/30/10
175 shs Prudential Financial Inc	P	05/11/10	06/30/10
300 shs Tyco Electronics LTD	P	02/24/10	07/01/10
500 shs ISHARES Russell 2000	P	06/16/10	07/01/10
500 shs Danaher Corp	P	05/12/10	07/02/10
300 shs Tyco Electronics LTD	P	02/24/10	07/02/10
225 shs Dollar Tree Inc	P	07/02/10	07/07/10
600 shs SPDR Gold Trust	P	02/18/10	07/27/10
300 shs Express Scripts	P	05/24/10	08/04/10
150 shs EOG Resources Inc	P	06/23/10	08/11/10

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

Continued

(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)
50 shs Occidental Petroleum Corp	P	10/06/09	08/11/10
50 shs Intuitive Surgical Inc	P	05/27/10	08/16/10
300 shs SPDR S&P 500	P	07/27/10	08/19/10
300 shs SPDR S&P 500	P	07/27/10	08/24/10
400 shs Broadcom Corp	P	06/23/10	08/25/10
150 shs F5 Network Inc	P	06/23/10	08/27/10
200 shs BHP Billiton LTD ADR	P	08/05/10	08/31/10
250 shs 3M Co	P	12/23/09	08/31/10
350 shs TJX Companies	P	06/14/10	09/09/10
400 shs Campbell Soup Co	P	08/26/10	09/10/10
250 shs Boeing CO	P	07/26/10	09/14/10
500 shs Comcast Corp	P	07/27/10	09/20/10
150 shs JM Smucker Co	P	01/26/10	09/27/10
250 shs Pioneer Natural Resources Co	P	06/23/10	09/28/10
150 shs JM Smucker Co	P	01/26/10	09/28/10
100 shs Vanguard Short Term Bond ETF	P	02/11/10	09/29/10
500 ssh Vanguard Short Term Bond ETF	P	02/11/10	10/15/10
400 shs ISHARES MSCI Brazil	P	09/14/10	10/21/10
700 shs Bristol Myers Squibb	P	08/20/10	10/25/10
500 shs EMC Corp Mass	P	10/06/09	10/26/10
450 shs EMC Corp Mass	P	10/06/09	10/25/10
400 shs Dominion Resources Inc	P	06/07/10	10/27/10
750 shs Eldorado Gold Corp	P	09/10/10	10/27/10
300 shs Cognizant Technology	P	06/14/10	11/04/10
300 shs Boeing Co	P	01/18/10	11/15/10
450 shs Duke Energy Corp	P	12/01/09	03/15/10
300 shs Pfizer Inc	P	11/25/09	03/15/10
700 shs Duke Energy Corp	P	12/01/09	03/16/10
200 shs ITRON Inc	P	12/30/09	03/16/10
700 shs Pfizer Inc	P	11/25/09	03/16/10
500 shs Altria Group	P	01/28/10	03/18/10
425 shs Cisco Systems Inc	P	10/14/09	05/18/10
50 shs EMC Corp Mass	P	12/23/09	10/26/10
150 shs Goldman Sachs Group	P	various	12/01/09

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)
6,242.		6,221.	21.
26,786.		19,545.	7,241.
20,572.		20,766.	-194.
11,247.		12,438.	-1,191.
19,328.		18,962.	366.
14,169.		15,134.	-965.
5,830.		6,576.	-746.
5,999.		6,576.	-577.
20,273.		18,008.	2,265.
23,115.		22,564.	551.

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

Continued

(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)
22,751.		22,280.	471.
94,125.		90,211.	3,914.
26,717.		17,683.	9,034.
14,259.		16,254.	-1,995.
18,657.		19,715.	-1,058.
39,563.		43,967.	-4,404.
17,358.		18,032.	-674.
24,660.		18,373.	6,287.
14,652.		15,112.	-460.
8,700.		9,632.	-932.
19,900.		20,763.	-863.
19,640.		17,551.	2,089.
21,192.		19,728.	1,464.
22,830.		21,727.	1,103.
11,641.		8,957.	2,684.
25,614.		23,846.	1,768.
22,302.		23,070.	-768.
25,594.		19,892.	5,702.
26,429.		25,541.	888.
23,533.		21,806.	1,727.
20,084.		16,533.	3,551.
22,749.		19,703.	3,046.
9,150.		11,199.	-2,049.
15,355.		17,037.	-1,682.
42,885.		41,366.	1,519.
9,320.		8,970.	350.
1,494.		1,714.	-220.
7,218.		8,572.	-1,354.
19,853.		19,898.	-45.
26,951.		26,439.	512.
17,513.		16,952.	561.
19,801.		20,671.	-870.
5,628.		6,271.	-643.
9,668.		11,660.	-1,992.
9,448.		10,740.	-1,292.
10,382.		10,077.	305.
9,165.		10,740.	-1,575.
11,327.		14,425.	-3,098.
15,055.		16,204.	-1,149.
7,699.		8,784.	-1,085.
7,985.		10,364.	-2,379.
16,040.		17,334.	-1,294.
8,537.		9,149.	-612.
15,795.		16,949.	-1,154.
15,530.		19,534.	-4,004.
19,010.		21,221.	-2,211.
7,900.		10,317.	-2,417.
47,074.		48,730.	-1,656.
14,557.		17,120.	-2,563.
16,113.		18,146.	-2,033.
9,550.		11,192.	-1,642.
7,410.		7,837.	-427.
30,202.		33,423.	-3,221.
18,142.		21,472.	-3,330.

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

Continued

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,350.		7,837.	-487.
9,393.		9,731.	-338.
68,370.		68,826.	-456.
13,496.		15,190.	-1,694.
14,567.		16,018.	-1,451.
3,829.		3,890.	-61.
15,606.		16,226.	-620.
32,302.		33,523.	-1,221.
31,714.		33,523.	-1,809.
12,682.		14,507.	-1,825.
13,145.		11,803.	1,342.
13,248.		15,051.	-1,803.
19,875.		20,500.	-625.
14,418.		16,122.	-1,704.
14,344.		14,826.	-482.
15,657.		17,151.	-1,494.
8,910.		9,636.	-726.
9,159.		9,112.	47.
15,960.		15,732.	228.
9,116.		9,112.	4.
8,173.		8,016.	157.
40,885.		40,150.	735.
30,607.		28,957.	1,650.
18,984.		18,553.	431.
9,482.		7,888.	1,594.
10,672.		8,765.	1,907.
17,325.		16,001.	1,324.
12,340.		14,366.	-2,026.
19,218.		15,821.	3,397.
19,126.		21,596.	-2,470.
7,330.		7,679.	-349.
5,129.		5,548.	-419.
11,588.		11,945.	-357.
13,895.		13,788.	107.
12,020.		13,010.	-990.
10,177.		10,008.	169.
10,841.		10,369.	472.
1,054.		879.	175.
25,401.		18,467.	6,934.
Total		<u>1,811,795.</u>	<u>-6,139.</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))
(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	
0.	0.	0.	21.
0.	0.	0.	7,241.

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))

(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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-194.
			-1,191.
0.	0.	0.	366.
			-965.
			-746.
			-577.
0.	0.	0.	2,265.
0.	0.	0.	551.
0.	0.	0.	471.
0.	0.	0.	3,914.
			9,034.
			-1,995.
			-1,058.
			-4,404.
			-674.
			6,287.
			-460.
			-932.
			-863.
			2,089.
			1,464.
			1,103.
			2,684.
			1,768.
			-768.
			5,702.
			888.
			1,727.
			3,551.
			3,046.
			-2,049.
			-1,682.
			1,519.
			350.
			-220.
			-1,354.
			-45.
			512.
			561.
			-870.
			-643.
			-1,992.
			-1,292.
			305.
			-1,575.
			-3,098.
			-1,149.
			-1,085.
			-2,379.
			-1,294.
			-612.

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))

(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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-1,154.
			-4,004.
			-2,211.
			-2,417.
			-1,656.
			-2,563.
			-2,033.
			-1,642.
			-427.
			-3,221.
			-3,330.
			-487.
			-338.
			-456.
			-1,694.
			-1,451.
			-61.
			-620.
			-1,221.
			-1,809.
			-1,825.
			1,342.
			-1,803.
			-625.
			-1,704.
			-482.
			-1,494.
			-726.
			47.
			228.
			4.
			157.
			735.
			1,650.
			431.
			1,594.
			1,907.
			1,324.
			-2,026.
			3,397.
			-2,470.
			-349.
			-419.
			-357.
			107.
			-990.
			169.
			472.
			175.
0.	0.	0.	6,934.

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	<u>0.</u>	<u>0.</u>	<u>-6,139.</u>

BEHR CHARITABLE FOUNDATION
22-6830026

Fiscal Year 12/01/09-11/30/10

Part X Minimum Investment Return

<u><i>Date</i></u>	<u><i>Cash</i></u>	<u><i>Securities</i></u>
December 2009	\$154,068.00	\$627,817.00
January 2010	18,524.00	718,275.00
February 2010	17,391.00	734,609.00
March 2010	17,302.00	766,491.00
April 2010	81,988.00	714,685.00
May 2010	219,634.00	522,533.00
June 2010	83,338.00	634,584.00
July 2010	113,900.00	615,357.00
August 2010	39,994.00	669,056.00
September 2010	(14,509.00)	774,268.00
October 2010	62,714.00	721,958.00
November 2010	34,143.00	750,459.00
TOTAL	\$828,487.00	\$8,250,002.00
Divided by	<u>÷12</u>	<u>÷12</u>
MONTHLY TOTAL	\$69,041.00	\$687,508.00



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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 AND EQUIVALENTS							
	CASH BALANCE		0.00		\$0.00			
34,143.050	DREYFUS TREAS PRIME CASH MGT PRT 592	CM1DPRXX6	34,143.05	1.000	34,143.05	4.35%	0.03	
	TOTAL CASH AND EQUIVALENTS		\$34,143.05		\$34,143.05	4.35%	\$0.03	
	OTHER FIXED INCOME							
	MUTUAL FUNDS							
710.000	ISHARES IBOXX INVT GRADE CORP BD FD	464287242	\$76,514.43	110.120	\$78,185.20	9.96%	\$3,776.49	4.83%
	TOTAL MUTUAL FUNDS		\$76,514.43		\$78,185.20	9.96%	\$3,776.49	
	TOTAL OTHER FIXED INCOME		\$76,514.43		\$78,185.20	9.96%	\$3,776.49	
	EQUITIES							
	CONSUMER DURABLES							
	AUTOMOTIVE							
400.000	GENUINE PARTS CO	372460105	\$19,048.27	48.140	\$19,256.00	2.45%	\$656.00	3.41%
	TOTAL CONSUMER DURABLES		\$19,048.27		\$19,256.00	2.45%	\$656.00	
	CONSUMER NON-DURABLES							
	HOUSEHOLD PRODUCTS							
200.000	NIKE INC CL B	654106103	\$15,852.74	86.130	\$17,226.00	2.20%	\$248.00	1.44%
	DRUGS							
400.000	MEAD JOHNSON NUTRITION CO COMMON STK	582839106	\$18,500.24	59.570	\$23,828.00	3.04%	\$360.00	1.51%
	HEALTH CARE							
300.000	EXPRESS SCRIPTS INC-A	302182100	\$13,997.67	52.090	\$15,627.00	1.99%	\$608.00	
	TOTAL CONSUMER NON-DURABLES		\$48,350.65		\$56,681.00	7.23%	\$608.00	
	CONSUMER SERVICES							
	BROADCASTING & CABLE							
500.000	DISCOVERY COMMUNICATIONS INC-A	25470F104	\$21,225.00	40.780	\$20,390.00	2.60%		
400.000	LIBERTY MEDIA HOLD-CAP SER A	53071M302	19,302.36	57.580	23,032.00	2.94%		
	ENTERTAINMENT & LEISURE TIME							
500.000	DISNEY (THE WALT) COMPANY DEL	254687106	\$17,364.32	36.510	\$18,255.00	2.33%	\$175.00	0.96%
	RESTAURANTS & LODGING							
150.000	PANERA BREAD CO-A	69840W108	\$14,345.33	100.240	\$15,036.00	1.92%		





STATE STREET.

BEHR CHARITABLE FOUNDATION
Account Number: XX21742

Account Holdings
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Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
EQUITIES (Continued)								
CONSUMER SERVICES (Continued)								
	RETAIL							
400 000	DOLLAR TREE INC	256746108	\$17,433.78	54 950	\$21,980 00	2 80%		
	TOTAL CONSUMER SERVICES		\$89,670.79		\$98,693.00	12.58%	\$175.00	
BUSINESS PRODUCTS & SERVICES								
	COMPUTER SERVICES							
150 000	AMAZON.COM INC	023135106	\$22,793.00	175.400	\$26,310 00	3 35%		
40 000	GOOGLE INC-A	38259P508	22,074 57	555 710	22,228 40	2 83		
	TELECOMMUNICATION SERVICES							
700 000	VERIZON COMMUNICATIONS INC	92343V104	\$21,004 55	32 010	\$22,407 00	2 86%	\$1,365 00	6 09%
	OTHER BUSINESS PRODS & SVCS							
1,000 000	ALTRIA GROUP INC	02208S103	\$21,563.98	24.000	\$24,000.00	3 06%	\$1,520 00	6.33%
200 000	MOSAIC CO	61945A107	14,031 44	67 630	13,526 00	1 72	40 00	0 30
	TOTAL BUSINESS PRODUCTS & SERVICES		\$101,467.54		\$108,471.40	13.82%	\$2,925.00	
CAPITAL GOODS								
	MACHINERY							
250 000	CATERPILLAR INC	149123101	\$17,581.09	84 600	\$21,150 00	2 70%	\$440 00	2 08%
	COMPUTER & BUSINESS EQUIPMENT							
150 000	APPLE INC	037833100	\$19,370.64	311 150	\$46,672 50	5 95%		
400 000	INTUIT INC	461202103	18,011.40	44 890	17,956 00	2 29		
	TELECOMMUNICATIONS EQUIPMENT							
400 000	AMERICAN TOWER CORP-A	028912201	\$18,007 04	50.570	\$20,228.00	2.58%		
	TOTAL CAPITAL GOODS		\$72,970.17		\$106,006.50	13.52%	\$440.00	
ENERGY								
300 000	FMC TECHNOLOGIES INC	30249U101	\$20,288.41	84 240	\$25,272 00	3 22%		



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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
EQUITIES (Continued)								
ENERGY (Continued)								
400,000	NATURAL GAS ENTERPRISE PRODUCTS PARTNERS LP	293792107	\$14,848.76	42.080	\$16,832.00	2.15%	\$824.00	4.89%
400,000	KINDER MORGAN ENERGY PARTNERS LP	494550106	25,134.14	70.450	28,180.00	3.59	1,584.00	5.62
	TOTAL ENERGY		\$60,271.31		\$70,284.00	8.96%	\$2,408.00	
BASIC INDUSTRIES								
250,000	CHEMICALS-SPECIALTY PPG INDUSTRIES	693506107	\$17,226.67	77.960	\$19,490.00	2.48%	\$550.00	2.82%
	TOTAL BASIC INDUSTRIES		\$17,226.67		\$19,490.00	2.48%	\$550.00	
MUTUAL FUNDS								
175,000	EQUITY MUTUAL FUNDS POMERSHARES QQQ	73935A104	\$8,667.28	52.085	\$9,114.88	1.16%	\$57.75	0.63%
600,000	SPDR GOLD TRUST	78463V107	75,155.48	135.420	81,252.00	10.36		
FOREIGN EQUITY MUTUAL FUNDS								
900,000	VANGUARD EMERGING MARKETS ETF	922042858	\$37,706.85	45.540	\$40,986.00	5.22%	\$490.50	1.20%
	TOTAL MUTUAL FUNDS				\$131,352.88	16.74%	\$548.25	
FOREIGN ASSETS								
EQUITIES								
400,000	COOPER INDUSTRIES PLC-A	G24140108	\$18,243.64	54.500	\$21,800.00	2.78%	\$432.00	1.98%
350,000	ANHEUSER BUSCH INBEV SA/NV-SP ADR	03524A108	19,727.53	54.940	19,229.00	2.45	135.10	0.70
200,000	BAIDU INC ADR	056752108	17,446.00	105.050	21,010.00	2.67		
	TOTAL EQUITIES		\$55,417.17		\$62,039.00	7.90%	\$567.10	
TOTAL FOREIGN ASSETS								
			\$55,417.17		\$62,039.00	7.90%	\$567.10	
TOTAL ACCOUNT HOLDINGS								
			\$696,608.66		\$784,602.03	100.00%	\$12,653.87	

