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Return of Private Foundation

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

2010

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 2010, 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

Name of foundation THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION		A Employer identification number 13-3249239
Number and street (or P O box number if mail is not delivered to street address) 1270 AVENUE OF THE AMERICAS	Room/suite	B Telephone number (212) 332-7350
City or town, state, and ZIP code NEW YORK, NY 10020		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,592,575. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>

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))		(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		1,497,708.		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					
4 Dividends and interest from securities		651,176.	651,176.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,169,009.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,717,757.					
7 Capital gain net income (from Part IV, line 2)			1,916,970.		
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		<44,502.>	<44,502.>		STATEMENT 3
12 Total. Add lines 1 through 11		3,273,391.	2,523,644.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		90,000.	0.		90,000.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		895.	895.		0.
b Accounting fees STMT 5		3,500.	0.		3,500.
c Other professional fees					
17 Interest		3,258.	3,258.		0.
18 Taxes STMT 6		22,286.	13,121.		9,165.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		125.	0.		125.
23 Other expenses STMT 7		114,751.	111,725.		3,026.
24 Total operating and administrative expenses. Add lines 13 through 23		234,815.	128,999.		105,816.
25 Contributions, gifts, grants paid		1,718,919.			1,718,919.
26 Total expenses and disbursements. Add lines 24 and 25		1,953,734.	128,999.		1,824,735.
27 Subtract line 26 from line 12		1,319,657.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,394,645.		
c Adjusted net income (if negative, enter -0-)				N/A	

REVENUE
 OPERATING AND ADMINISTRATIVE EXPENSES
 NOV 9 2011

5 5/8

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			3,007,732.	2,945,098.	2,945,098.
	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					
	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 8			11,720,528.	13,263,047.	13,263,047.
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9			13,942,066.	16,011,838.	16,011,838.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ PROCEEDS RECEIVABLE)			0.	372,592.	372,592.	
16 Total assets (to be completed by all filers)			28,670,326.	32,592,575.	32,592,575.	
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			28,670,326.	32,592,575.	
	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			28,670,326.	32,592,575.		
31 Total liabilities and net assets/fund balances			28,670,326.	32,592,575.		

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	28,670,326.
2 Enter amount from Part I, line 27a	2	1,319,657.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	2,602,592.
4 Add lines 1, 2, and 3	4	32,592,575.
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	32,592,575.

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	2,717,757.	800,787.	1,916,970.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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			1,916,970.		
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	1,916,970.
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))
2009	1,638,674.	24,744,091.	.066225
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
2	Total of line 1, column (d)		.298086
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		.059617
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		28,265,725.
5	Multiply line 4 by line 3		1,685,118.
6	Enter 1% of net investment income (1% of Part I, line 27b)		23,946.
7	Add lines 5 and 6		1,709,064.
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		1,824,735.

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	23,946.
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	23,946.
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	23,946.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	11,328.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	21,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	32,328.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	8,382.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 8,382. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
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 checked="" type="checkbox"/> Yes <input 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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) N/A	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 2010 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 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2010?	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 propoganda, 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.

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 10		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	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶ 0.	

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	26,588,502.
b	Average of monthly cash balances	1b	2,107,666.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,696,168.
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	28,696,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	430,443.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,265,725.
6	Minimum investment return. Enter 5% of line 5	6	1,413,286.

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	1,413,286.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	23,946.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,946.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,389,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,389,340.
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	1,389,340.

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	1,824,735.
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	1,824,735.
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	23,946.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,800,789.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,389,340.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	105,094.			
c From 2007	402,636.			
d From 2008	211,003.			
e From 2009	401,823.			
f Total of lines 3a through e	1,120,556.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,824,735.				
a Applied to 2009, 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 2010 distributable amount				1,389,340.
e Remaining amount distributed out of corpus	435,395.			
5 Excess distributions carryover applied to 2010 (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:	1,555,951.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,555,951.			
10 Analysis of line 9				
a Excess from 2006	105,094.			
b Excess from 2007	402,636.			
c Excess from 2008	211,003.			
d Excess from 2009	401,823.			
e Excess from 2010	435,395.			

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED				1,718,919.
Total				▶ 3a 1,718,919.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 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

2010**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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

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	\$ 997,708.	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	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

• 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 your return. See instructions	Name of exempt organization	Employer identification number	
	THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION	13-3249239	
	Number, street, and room or suite no. If a P.O. box, see instructions.		
	1270 AVENUE OF THE AMERICAS		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	NEW YORK, NY 10020		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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, 2011.

5 For calendar year 2010, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 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.

8a 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.	8a	\$	32,328.
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.	8b	\$	32,328.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

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 CPA

Date 8/8/11

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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.

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 | 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2010** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return; Final return; Change in accounting period

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	\$	32,328.
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.	3b	\$	11,328.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	21,000.

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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

THE BEKER FOUNDATION

#13-3249239

12/31/10

Schedule _____

Name and Address	Recipient Status	Purpose	Amount (\$)
Aleph Society 25 West 45 St., New York, NY 10036	Public Charity	Contribution	36,000
American Cte. for Shaare Zedek Medical Ctr. Suite 1100, 49 West 45th St. New York NY 10036	Public Charity	Contribution	18,000
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	17,500
American Friends of Jaffa Institute 171-06 76 Ave., Flushing NY 11366	Public Charity	Contribution	500
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 410 Park Ave., 15 flr., New York NY 10022	Public Charity	Contribution	23,000
AMIT 817 Broadway, New York NY 10003	Public Charity	Contribution	500
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
Center for Jewish History 555 West 57th St., Suite 1100 New York, NY 10019	Public Charity	Contribution	1,250
Chabad of Binghamton 420 Murray Hill Rd., Vestal, NY 13850	Public Charity	Contribution	600

Name and Address	Recipient Status	Purpose	Amount (\$)
Chai Lifeline/Camp Simcha 48 West 25th St., New York, NY 10010	Public Charity	Contribution	6,000
Children's Cancer & Blood Foundation 111 W. 57 St., Suite 420 New York, NY 10019	Public Charity	Contribution	5,000
Children's Hospital Trust PO Box 414428 Boston, MA 02241-4428 ('10)	Public Charity	Contribution	20,000
Combined Jewish Philanthropies 126 High St., Attn Jamie Bornstein Boston, MA 02110	Public Charity	Contribution	10,000
Congregation Mishkan Israel Day Camp 777 Mt. Pleasant Dr, Trumbull, CT 06611	Public Charity	Contribution	2,500
Etzion Foundation Har Etzion 160 Broadway New York, NY 10038	Public Charity	Contribution	400
Friends of Dental Volunteers of Israel (DVI) c/o Mrs. Leila Seiler 11 Sage Circle Scarsdale, NY 10583	Public Charity	Contribution	1,800
Friends of Israel Sci-Tech Schools 25 W. 45 St., Ste 1405, New York NY 10036	Public Charity	Contribution	1,000
Frisch School Frisch Court, Paramus, NJ 07652	Public Charity	Contribution	32,500
Gift of Life Bone Marrow Foundation 7700 Conress Ave., Suite 2201 Boca Raton, FL 33487	Public Charity	Contribution	5,000
Graenum Berger Bronx Jewish Fed. Service Center 2432 Grand Councourse, Room 502 Bronx, NY 10458	Public Charity	Contribution	1,000
Haazinu Charitable Foundation 1122 Avenue J., Brooklyn 11230	Public Charity	Contribution	500
Harold Grinspoon Foundation 380 W. Union St., Suite 200 W. Springfield, MA 01089-4134	Public Charity	Contribution	5,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Healthcare Foundation of Cape Cod Lightkeepers Society PO Box 370, Hyannis, MA 02601	Public Charity	Contribution	5,000
Hebrew Free Burial Assn. 224 West 35 St., Room 300 New York, NY 10001	Public Charity	Contribution	500
Hebrew Free Loan Assn. 675 Third Ave., Suite 1905 New York NY 10017	Public Charity	Contribution	1,000
Hebrew Institute of Riverdale 3700 Henry Hudson Pky., Bronx,, NY 10463	Public Charity	Contribution	162,950
Hillel: Foundation for Jewish Campus Life 800 Eighth St., NW, Washington, DC 20002	Public Charity	Contribution	75,000
Human Rights Watch 485 Fifth Ave., New York NY 10017	Public Charity	Contribution	2,000
Israel Special Kids Fund 505 Eighth Ave., Suite 803 New York NY 10018	Public Charity	Contribution	1,000
Jewish Children's Learning Lab c/o The Board of Jewish Education 426 West 58th St., New York, NY 10019	Public Charity	Contribution	6,000
Jewish Community Center in Manhattan (JCC) 334 Amsterdam Ave., New York, NY 10023	Public Charity	Contribution	1,000
Jewish Community Ctr. of Greater Boston 333 Nahanton St. Newton MA 02459	Public Charity	Contribution	1,000
Jewish Family & Children's Services 1430 Main St., Waltham, MA 02451	Public Charity	Contribution	25,000
Jewish Federation of Rhode Island 130 Sessions St., Providence RI 02906	Public Charity	Contribution	100
Lehman, Herbert College Foundation Benefit Office, 156 Fifth Ave., Suite 22 New York NY 10010	Public Charity	Contribution	500

Name and Address	Recipient Status	Purpose	Amount (\$)
Ma'aleh Film School c/o Central Fund of Israel 988 Sixth Ave., New York NY 10018	Public Charity	Contribution	1,000
Maimonides School 34 Philbrick Road Brookline, MA 02146	Public Charity	Contribution	50,000
Manhattan Theatre Club 311 West 43 St., 11 flr., New York, NY 10036	Public Charity	Contribution	10,000
MassArt College of Art & Design 621 Huntington Ave., Boston, MA 02115	Public Charity	Contribution	40,000
Mesivtha Tifereth Jerusalem 141-7 East Broadway, New York NY 10002	Public Charity	Contribution	500
Mt. Sinai Schl. of Medicine Goldsmith Center for Multiple Sclerosis 5 East 98 St., New York NY 10029	Public Charity	Contribution	33,500
National Center for Jewish Film Brandeis Univ – Low 102, MS 053 Waltham, MA 02454	Public Charity	Contribution	500
National M.S. Society New York City Chapter 30 West 26th Street New York, NY 10010	Public Charity	Contribution	500
Nesiya Institute 220 Fifth Ave., Suite 11301 New York NY 10001	Public Charity	Contribution	102,177
New York University 70 Washington Sq. So., New York, NY 10012	Public Charity	Contribution	70,000
Ohaley Avraham Yaakov Yad Assaf 1303 – 53 St., Suite 287, Brooklyn NY 11219	Public Charity	Contribution	500
Ohel Children's Home & Family Services 4510 16 th 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

Name and Address	Recipient Status	Purpose	Amount (\$)
PEF Endowment Funds 41 East 42nd Street Suite 607 New York, New York 10017	Public Charity	Contribution	1,000
Project Ezra 95 Cedar Lane, Suite 12 Englewood, NJ 07631	Public Charity	Contribution	3,600
Ramaz School 60 East 78th St., New York, NY 10021	Public Charity	Contribution	5,000
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
Riverdale Hatzalah P. O. Box 181 Riverdale Station, NY 10471	Public Charity	Contribution	5,000
Riverdale Jewish Center 3700 Independence Ave., Bronx, NY 10463	Public Charity	Contribution	29,372
Riverdale Mental Health Assn. 5676 Riverdale Avenue Bronx, New York 10471	Public Charity	Contribution	2,000
Riverdale Nature Preservancy c/o Rivedale Neighborhood House 5521 Mosholu Ave. BX 10471	Public Charity	Contribution	500
Riverdale Neighborhood House 5521 Mosholu Ave.,Bronx, NY 10471	Public Charity	Contribution	1,000
Riverdale Senior Services 2600 Netherland Avenue Bronx, New York 10463	Public Charity	Contribution	750
Riverdale YM-YWHA 5625 Arlington Ave., Bronx, NY 10471	Public Charity	Contribution	22,500
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 St.,Bronx, NY 10471	Public Charity	Contribution	201,100

Name and Address	Recipient Status	Purpose	Amount (\$)
Sesame Workshop 232 Madison Ave., Suite 1407 New York NY 10016	Public Charity	Contribution	2,500
Shalem Foundation 845 Third Ave., 6 Flr. New York NY 10022	Public Charity	Contribution	100,000
Shomrei Torah Orthodox Congregation of Fair Lawn 19-10 Morlot Ave., Fair Lawn, NJ 07410	Public Charity	Contribution	11,000
Sinai Special Needs Institute 1600 Queen Anne Rd., Teaneck, NJ 07666	Public Charity	Contribution	10,000
Stein Yeshiva of Lincoln Park 287 Central Park Ave., Yonkers, NY 10709	Public Charity	Contribution	10,900
UJA-Federation 130 East 59th St., New York, NY 10022	Public Charity	Contribution	77,000
UJA of Northern NJ 50 Eisenhower Dr. Paramus, NJ 07652	Public Charity	Contribution	1,000
Wave Hill 675 West 252nd St., Bronx, NY 10471	Public Charity	Contribution	86,000
Waxman, Samuel Cancer Research Fdn. 420 Lexington Ave., Ste 825 New York NY 10170	Public Charity	Contribution	1,000
Wellfleet Harbor Actors Theater (WHAT) PO Box 797, Wellfleet MA 02667	Public Charity	Contribution	1,000
YBH of Passaic-Hillel 270 Passaic Ave. Passaic, NJ 07055	Public Charity	Contribution	600
YCT Rabbinical School (Yeshivat Chovevei Torah) 475 Riverside Dr., Suite 244 New York, NY 10115	Public Charity	Contribution	5,000
Yeshiva University 500 West 185th St., New York, NY 10033	Public Charity	Contribution	202,500
Yeshiva Ateres Schmu'el of Waterbury 47 Buckingham St. Waterbury CT 06710	Public Charity	Contribution	360

Name and Address	Public Charity	Purpose	Amount (\$)
Yeshiva University Museum 2520 Amsterdam Avenue New York, New York 10033	Public Charity	Contribution	5,000
Yeshivat Noam 70 W. Century Rd., Paramus NJ 07652	Public Charity	Contribution	5,000
Young Israel of Brookline c/o Robert Wolff 62 Green St., Brookline, MA 02446	Public Charity	Contribution	1,200
Young Israel of Riverdale 4502 Henry Hudson Pky, Bronx NY 10471	Public Charity	Contribution	500
Zamir Chorale of Boston PO Box 126, Newton Centre, MA 02459	Public Charity	Contribution	1,000
			1,718,919

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 LIQUIDATION OF OBREM CAPITAL (QP) LP	P	VARIOUS	12/31/10
f SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
h			
i			
j			
k			
l			
m			
n			
o			

(a) 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 526,512.			526,512.
b 614,747.			614,747.
c		<739.>	739.
d		<50.>	50.
e		16,584.	<16,584.>
f 57,494.		102,166.	<44,672.>
g 1,519,004.		682,826.	836,178.
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) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			526,512.
b			614,747.
c			739.
d			50.
e			<16,584.>
f			<44,672.>
g			836,178.
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	1,916,970.
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

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		
526,512.	0.	0.	0.	526,512.		

(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		
614,747.	0.	0.	0.	614,747.		

(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.	0.	

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 12/31/10

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	(248)	3,964	(248)	3,964
Hilltop Partners LP	-	-	-	-
Kovi Capital Partners LP	-	-	-	-
Nestor Partners	428,066	428,074	428,066	428,074
NCH Balkan Fund LP	72	504	72	504
Millburn Hedge Fund	90,951	137,448	90,951	137,448
Millburn Equity Partners LLC	19,674	23,482	19,674	23,482
Sharevest Partners LP	-	23,371	-	23,371
Obrem Capital (QP) LP	(12,003)	(2,096)	(12,003)	(2,096)
Brookfield Infrastructure Partners LP	-	-	-	-
Total	526,512	614,747	526,512	614,747

(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.
0.	0.	0.	0.
(F) GAIN OR LOSS	0.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIQUIDATION OF OBREM CAPITAL (QP) LP	PURCHASED	VARIOUS	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
(F) GAIN OR LOSS	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.
57,494.	102,166.	0.	0.
(F) GAIN OR LOSS	<44,672.>		

(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.
1,519,004.	1,446,582.	0.	0.
(F) GAIN OR LOSS	72,422.		

CAPITAL GAINS DIVIDENDS FROM PART IV	0.		
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,169,009.		

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 12/31/10

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	-	-	3	18
Millburn Hedge Fund	-	-	-	-
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	-	135
Obrem Capital(QP) LP	-	-	(742)	(203)
Brookfield Infrastructure Partners LP	-	-	-	-
Ariel Fund Limited	-	-	-	-
Sattelite Offshore	-	-	-	-
Adjustment for Capital Gains (Losses) from Pass-Through Entities Subject to UBT	-	-	(739)	(50)

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 12/31/10

SHORT TERM

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME		
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS	
23	Pharmaceutical Product Development	06/16/10	06/18/09	206	215	(8)	215	(8)	
25	Pharmaceutical Product Development	06/16/10	08/11/09	224	207	18	207	18	
33,573	Resolution LD	07/27/10	05/28/10	39,249	62,925	(23,677)	62,925	(23,677)	
	CIL Resolution LD	08/10/10	05/28/10	4	0	4	0	4	
	CIL Weyerhaeuser Co	09/09/10	09/01/10	12	0	12	0	12	
	CIL Resolution LD	10/12/10	10/08/10	1	0	1	0	1	
	CIL Henderson Land Development	10/28/10	10/15/10	5	0	5	0	5	
4,300	Wilmington Trust Corp	12/14/10	10/22/10	17,793	38,820	(21,027)	38,820	(21,027)	
TOTAL					57,494	102,166	(44,672)	102,166	(44,672)

LONG TERM

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME		
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS	
5,635	Southmark Corp new	03/04/10	12/14/89	4	317	(313)	317	(313)	
3,499	Southmark Corp new	03/04/10	01/22/90	2	2,660	(2,658)	2,660	(2,658)	
32,787	Ryanair Holdings PLC	12/29/10	01/20/99	993,916	997,708	(3,792)	233,953	759,963	
10,000	Wheelock and Co Ltd	01/04/10	09/19/06	30,475	17,261	13,214	17,261	13,214	
100	Cumarex Energy Co	02/11/10	02/12/07	5,520	3,696	1,824	3,696	1,824	
325	Cumarex Energy Co	02/11/10	02/13/07	17,940	12,092	5,848	12,092	5,848	
625	Cumarex Energy Co	02/19/10	02/13/07	37,465	23,253	14,212	23,253	14,212	
750	Derwent london	03/11/10	06/20/08	15,088	16,131	(1,043)	16,131	(1,043)	
87	Derwent london	03/12/10	06/20/08	1,750	1,871	(121)	1,871	(121)	
400	Derwent london	03/12/10	01/28/09	8,045	3,471	4,574	3,471	4,574	
1,550	Kid Brands Inc	04/16/10	07/14/04	14,143	29,939	(15,796)	29,939	(15,796)	
950	Kid Brands Inc	04/16/10	07/15/04	8,668	18,541	(9,873)	18,541	(9,873)	
3,100	Kid Brands Inc	04/16/10	04/06/05	28,286	49,001	(20,715)	49,001	(20,715)	
1,300	Kid Brands Inc	04/16/10	05/24/05	11,862	16,611	(4,749)	16,611	(4,749)	
400	Kid Brands Inc	04/16/10	05/25/05	3,650	5,107	(1,457)	5,107	(1,457)	
469	Cumarex Energy Co	05/11/10	02/13/07	32,261	17,449	14,812	17,449	14,812	
356	Cumarex Energy Co	05/12/10	02/13/07	24,562	13,245	11,317	13,245	11,317	
25	Cumarex Energy Co	05/13/10	02/13/07	1,800	930	870	930	870	
325	Cumarex Energy Co	05/13/10	10/15/08	23,401	11,372	12,029	11,372	12,029	
106	Pharmaceutical Product Development	06/16/10	04/29/09	953	831	121	831	121	
59	Pharmaceutical Product Development	06/16/10	05/13/09	530	493	37	493	37	
37	Pharmaceutical Product Development	06/16/10	05/14/09	332	317	15	317	15	
27	Pharmaceutical Product Development	06/16/10	05/20/09	242	218	25	218	25	
100	Cumarex Energy Co	07/26/10	10/15/08	7,581	3,499	4,082	3,499	4,082	
100	Cumarex Energy Co	07/26/10	03/03/09	7,581	1,720	5,861	1,720	5,861	
10,000	Wheelock and Co Ltd	09/15/10	09/19/06	31,419	17,261	14,158	17,261	14,159	
5,000	Wheelock and Co Ltd	09/16/10	09/19/06	15,764	8,630	7,134	8,630	7,134	
8,000	Wheelock and Co Ltd	09/16/10	02/27/07	25,223	18,246	6,977	18,246	6,977	
1,000	Wheelock and Co Ltd	09/16/10	09/12/08	3,153	2,189	964	2,189	964	
4,000	Wheelock and Co Ltd	09/17/10	09/12/08	12,574	8,754	3,819	8,754	3,819	
6,000	Wheelock and Co Ltd	09/17/10	10/02/08	18,860	10,949	7,911	10,949	7,911	
325	AVX Corp	10/12/10	05/04/04	4,430	4,802	(372)	4,802	(372)	
1,175	AVX Corp	10/12/10	05/06/04	16,017	17,081	(1,063)	17,081	(1,063)	
3,000	AVX Corp	10/12/10	05/20/04	40,895	44,182	(3,287)	44,182	(3,287)	
472	AVX Corp	10/12/10	06/17/04	6,434	7,020	(586)	7,020	(586)	
1,378	AVX Corp	10/13/10	06/17/04	18,872	20,494	(1,623)	20,494	(1,623)	
2,750	Henderson Land Development - warrants	10/28/10	10/23/08	1,374	0	1,374	0	1,374	
1,950	AVX Corp	11/01/10	01/19/05	27,943	23,530	4,413	23,530	4,413	
150	AVX Corp	11/02/10	06/17/04	2,148	2,231	(83)	2,231	(83)	
475	AVX Corp	11/02/10	01/19/05	6,801	5,732	1,069	5,732	1,069	
2,050	Henderson Land Development - warrants	11/05/10	10/23/08	1,024	0	1,024	0	1,024	
5,423	3F Investment Corp Ltd Class B	08/31/10	Various	10,016	7,748	2,268	7,748	2,268	
TOTAL					1,519,004	1,446,582	72,422	682,826	836,178

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	895.	895.		0.
TO FM 990-PF, PG 1, LN 16A	895.	895.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	0.		3,500.
TO FORM 990-PF, PG 1, LN 16B	3,500.	0.		3,500.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	13,121.	13,121.		0.
PAYROLL TAXES	7,165.	0.		7,165.
FEDERAL TAXES	2,000.	0.		2,000.
TO FORM 990-PF, PG 1, LN 18	22,286.	13,121.		9,165.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	111,725.	111,725.		0.
PAYROLL EXPENSES	1,355.	0.		1,355.
FILING FEES AND REGISTRATION	1,039.	0.		1,039.
INSURANCE	627.	0.		627.
MISCELLANEOUS	5.	0.		5.
TO FORM 990-PF, PG 1, LN 23	114,751.	111,725.		3,026.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MJ WHITMAN-CUSTODIAN	862,091.	862,091.	
MUTUAL DISCOVERY FUND	15,307.	15,307.	
THIRD AVENUE VALUE FUND	604,617.	604,617.	
THIRD AVENUE SMALL CAP FUND	76,808.	76,808.	
VANGUARD 500 INDEX	19,237.	19,237.	
ARIEL FUND LIMITED	412,732.	412,732.	
HILLTOP PARTNERS LP	16,999.	16,999.	
KOVI CAPITAL PARTNERS LP	258,245.	258,245.	
NESTOR PARTNERS	6,074,442.	6,074,442.	
SATELLITE OFFSHORE	11,650.	11,650.	
THIRD AVENUE REAL ESTATE FUND	400,390.	400,390.	
WHITMAN ADVISORY	3,488,343.	3,488,343.	
NCH BALKAN FUND LP	504,383.	504,383.	
WYNNEFIELD SMALL CAP	298,783.	298,783.	
VANGUARD DEVELOPED MARKETS INDEX	219,020.	219,020.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,263,047.	13,263,047.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3F INVESTMENT CORP LTD	FMV	4,818,064.	4,818,064.
ACCOLADE PARTNERS LP	FMV	239,714.	239,714.
MILLBURN HEDGE FUND	FMV	1,972,786.	1,972,786.
MILLBURN EQUITY PARTNERS	FMV	3,207,921.	3,207,921.
SHAREVEST PARTNERS LP	FMV	5,773,353.	5,773,353.
OBREM CAPITAL (QP) LP	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,011,838.	16,011,838.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

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.