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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**2010**

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 , 2010, and ending , 20

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 Beining Family Foundation		A Employer identification number 20-7450964
Number and street (or P O box number if mail is not delivered to street address) 12231 Manchester Road	Room/suite	B Telephone number (see page 10 of the instructions) 314-966-3400
City or town, state, and ZIP code Des Peres, MO 63131		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 538,392.40	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"/>
(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"/>

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 page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	6,360.41	6,360.41		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,361.72			
	b Gross sales price for all assets on line 6a 89,736.23				
	7 Capital gain net income (from Part IV, line 2)		2,361.72		
	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) (attach schedule)					
11 Other income (attach schedule)	41				
12 Total. Add lines 1 through 11	8,763.13	8,763.13			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	5,105.18	5,105.18		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000.00	1,000.00		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	79.61	79.61		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	6,184.79	6,184.79		
	25 Contributions, gifts, grants paid	25,000.00			25,000.00
26 Total expenses and disbursements. Add lines 24 and 25	31,184.79	6,184.79		25,000.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<22,421.66>				
b Net investment income (if negative, enter -0-)		2,578.34			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	67,793.38	26,588.88	26,588.88
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	164,487.90	235,732.49	235,732.49
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment, basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	290,123.24	276,071.03	276,071.03
	14 Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	522,404.52	538,392.40	538,392.40
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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 (see page 17 of the instructions)	522,404.52	538,392.40	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	522,404.52	538,392.40	

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	522,404.52
2	Enter amount from Part I, line 27a	2	<22,421.66>
3	Other increases not included in line 2 (itemize) ▶ <u>unrealized net gains</u>	3	38,409.54
4	Add lines 1, 2, and 3	4	538,392.40
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	538,392.40

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	see attached schedule	P	various	various
b				
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 89,736.23		87,374.51	2,361.72	
b				
c				
d				
e				
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))	
(j) F.M.V. as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (j) over col. (l), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,361.72
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	<3,170.27>

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.

(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	23,501.37	457,003.76	0.05142
2008	41,539.94	644,784.93	0.06442
2007	41,354.19	819,376.02	0.05047
2006			
2005			
2	Total of line 1, column (d)		2 0.16631
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 0.05544
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4 498,232.59
5	Multiply line 4 by line 3		5 27,620.32
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 25.78
7	Add lines 5 and 6		7 27,656.10
8	Enter qualifying distributions from Part XII, line 4		8 25,025.78

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	51	57
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	51	57
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	51	57
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		
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	51	57
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Missouri		
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? <i>If "No," attach explanation</i>	✓	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ James T. Reding, trustee	Telephone no. ▶	3149663400	
	Located at ▶ 12231 Manchester Road, Des Peres, MO	ZIP+4 ▶	63131-4314	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. ▶ <input checked="" type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			0
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?	16	Yes	No
	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 ▶			✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	✓
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 ▶ 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 page 22 of the instructions.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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 page 22 of the 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 page 22 of the 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? ☐ 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

5b		
6b		✓
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 page 22 of the 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
James T. Reding 12231 Manchester Road Des Peres, MO 63131-4314	trustee, nominal	5,103.18	n/a	n/a

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
none		
Total number of others receiving over \$50,000 for professional services		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 n/a	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 n/a	
2	
All other program-related investments. See page 24 of the instructions	
3 n/a	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	505,819.89
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	505,819.89
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	7,587.30
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	498,232.59
6	Minimum investment return. Enter 5% of line 5	6	24,911.63

Part XI Distributable Amount (see page 25 of the 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	24,911.63
2a	Tax on investment income for 2010 from Part VI, line 5	2a	51.57
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	51.57
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,860.06
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,860.06
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,860.06

Part XII Qualifying Distributions (see page 25 of the 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	25,000.00
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,000.00
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 page 26 of the instructions)	5	25.78
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,025.78

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				24,860.06
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				385.39
d From 2008				9,406.17
e From 2009				676.29
f Total of lines 3a through e	10,467.85			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 25,000.00				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				24,860.06
e Remaining amount distributed out of corpus	139.94			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,607.79			
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 page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,607.79			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				385.39
c Excess from 2008				9,406.17
d Excess from 2009				676.29
e Excess from 2010	139.94			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a 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 page 28 of 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).)

none

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 page 28 of the 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 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
a Paid during the year Lutheran High School Association, 20-0785264	n/a	509a1	unrestricted	25,000.00
Total			3a	25,000.00
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

[illegible]

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>		Yes	No
	1a(1)		✓
	1a(2)		✓
	1b(1)		✓
	1b(2)		✓
	1b(3)		✓
	1b(4)		✓
	1b(5)		✓
	1b(6)		✓
	1c		✓


[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here *James E. Ledwith, Trustee* 15/11/11 **trustee**

Paid Preparer Use Only	Signature of officer or trustee		Date		Title	
	Print type preparer's name	Preparer's signature	Date	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN	
	Russell A. Willis III		5/11/11		PO1080958	
	Firm's name ▶ Estate Administration Services, LLC			Firm's EIN ▶ 04-3622056		
	Firm's address ▶ 12231 Manchester Road, Des Peres, MO 63131			Phone no 314-966-3400		

May 11, 2011

Realized Gain/Loss Report Fiscal Year Ending 12/31/2010

Rob & Kathy Beining Family Foundation Acct #: 89964809

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Chevrontexaco Corp	10/21/2009	02/04/2010	130.000	9,238.63	10,132.60	-893.97
Goldman Sachs Group Inc.	05/18/2010	08/24/2010	95.000	13,746.89	13,625.80	121.09
Google	06/08/2009	02/05/2010	20.000	10,454.12	8,729.95	1,724.17
United States Nat Gas Fd	10/21/2009	03/30/2010	840.000	5,885.15	10,006.71	-4,121.56
Short Term Gains (Sales)				39,324.79	42,495.06	-3,170.27

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
iShares Russell 2000 Index	12/16/2008	05/06/2010	30.000	1,907.21	1,392.19	515.02
iShares Russell 2000 Index	12/16/2008	05/06/2010	100.000	6,357.34	4,640.64	1,716.70
iShares Russell 2000 Index	12/16/2008	05/06/2010	100.000	6,357.34	4,640.64	1,716.70
iShares Russell 2000 Index	12/16/2008	05/06/2010	200.000	12,714.68	9,281.28	3,433.40
			430.000	27,336.57	19,954.75	7,381.82
Oil Service Holders Tr	05/31/2007	02/05/2010	100.000	11,537.43	17,052.95	-5,515.52
Oil Service Holders Tr	12/16/2008	02/05/2010	100.000	11,537.44	7,871.75	3,665.69
			200.000	23,074.87	24,924.70	-1,849.83
Long Term Gains (Sales)				50,411.44	44,879.45	5,531.99
Total Gains (Sales)				89,736.23	87,374.51	2,361.72

Long Term Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Pay Date</u>	<u>Long Term Gains</u>
MATTHEWS INTL FDS CHINA FD	12/09/2010	22.66
Long Term Gains (Distributions)		22.66
Total Gains (Distributions)		22.66
Total Short Term Gains		-3,170.27
Total Long Term Gains		5,554.65
Total Gains		2,384.38

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31/12-CTCJ6219-000004-LRG-63131431400 499935 *5-6

JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996
12231 MANCHESTER RD
DES PERES MO 63131-4314

Your Independent Investment Manager and/or Advisor

PARADIGM WEALTH ADVISORS, LLC
12231 MANCHESTER RD
DES PERES MO 63131-4314
1 (314) 966-3400

The custodian of your brokerage account is: Charles Schwab & Co., Inc
For questions about this statement, please contact your Independent Investment Manager and/or Advisor.

Market Monitor

Rates	Yield
Schwab Govt MMF ¹	0.01%

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Change in Account Value	This Period	Year to Date
Starting Value	\$ 502,314.52	\$ 522,404.52
Cash Value of Purchases & Sales	0.00	(16,251.61)
Investments Purchased/Sold	0.00	16,251.61
Deposits & Withdrawals	0.00	(26,016.74)
Dividends & Interest	1,762.33	6,169.03
Fees & Charges	0.00	(5,105.18)
Transfers	0.00	0.00
Income Reinvested	(0.46)	(3.67)
Change in Value of Investments	34,316.01	40,944.44
Ending Value on 12/31/2010	\$ 538,392.40	\$ 538,392.40
Total Change in Account Value	\$ 36,077.88	\$ 15,987.88
(Totals include Deposits & Withdrawals)		

Asset Composition	Market Value
Money Market Funds [Sweep]	\$ 26,588.88
Equities	235,732.49
Equity Funds	104,051.63
Other Assets	172,019.40
Total Assets Long	\$ 538,392.40
Total Account Value	\$ 538,392.40

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.46	0.00	3.67
Cash Dividends	0.00	1,739.21	0.00	6,068.33
Total Capital Gains	0.00	22.66	0.00	22.66
Total Income	0.00	1,762.33	0.00	6,094.66

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield
SCHWAB GOVT MONEY FUND, SWGXX	26,588.8800	1.0000	26,588.88	0.01%
Total Money Market Funds [Sweep]			26,588.88	
Total Money Market Funds [Sweep]			26,588.88	

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
APPLE INC SYMBOL: AAPL	61.0000	322.5600	19,676.16
BANK OF AMERICA CORP SYMBOL: BAC	3,559.0000	13.3400	47,477.06
BERKSHIRE HATHAWAY B NEW CLASS B SYMBOL: BRKB	250.0000	80.1100	20,027.50

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
CHESAPEAKE ENERGY CORP	255.0000	25.9100	6,607.05
SYMBOL: CHK			
CITIGROUP INC	8,260.0000	4.7300	39,069.80
SYMBOL: C			
DRYSHIPS INC F	1,370.0000	5.4900	7,521.30
SYMBOL: DRY			
GENERAL ELECTRIC COMPANY	1,503.0000	18.2900	27,489.87
SYMBOL: GE			
GOOGLE INC CLASS A	20.0000	593.9700	11,879.40
SYMBOL: GOOG			
JOHNSON & JOHNSON	200.0000	61.8500	12,370.00
SYMBOL: JNJ			
PEPSICO INCORPORATED	160.0000	65.3300	10,452.80
SYMBOL: PEP			
PHILIP MORRIS INTL INC	200.0000	58.5300	11,706.00
SYMBOL: PM			
PNC FINL SERVICES GP INC	39.0000	60.7200	2,368.08
SYMBOL: PNC			
REGIONS FINANCIAL CP NEW	420.0000	7.0000	2,940.00
SYMBOL: RF			
TRANSCOCEAN INC NEW F	206.0000	69.5100	14,319.06
SYMBOL: RIG			

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
WELLS FARGO & CO NEW SYMBOL: WFC	59.0000	30.9900	1,828.41
Total Equities	16,562.0000		235,732.49

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value
DODGE & COX BALANCED FD SYMBOL: DODBX	327.8590	70.2200	23,022.26
MATTHEWS CHINA FUND SYMBOL: MCHFX	1,081.0810	29.3600	31,740.54
OAKMARK EQUITY INCOME FD SYMBOL: OAKBX	900.4950	27.7400	24,979.73
VANGUARD WELLINGTON FD INVESTOR SHARE SYMBOL: VWELX	781.6430	31.1000	24,309.10
Total Equity Funds	3,091.0780		104,051.63

Total Mutual Funds	3,091.0780	104,051.63
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Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
ISHARES MSCI BRAZIL INDX BRAZIL FREE INDEX FUND SYMBOL: EWZ	250 0000	77.4000	19,350.00
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND SYMBOL: IWP	200 0000	56.6100	11,322.00
ISHARES RUSSELL MIDCAP VALUE INDEX FUND SYMBOL: IWS	300.0000	45.0100	13,503.00
ISHARES S&P EURO 350 IDX S&P EURO 350 INDEX FUND SYMBOL: IEV	200.0000	39.2800	7,856.00
ISHARES S&P GSCI CMDTY COMMODITY INDEXED TRUST SYMBOL: GSG	1,136 0000	34.1000	38,737.60
ISHARES TR BARCLAYS TIPS BOND FUND SYMBOL: TIP	195.0000	107.5200	20,966.40
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX FUND SYMBOL: IYF	655.0000	57.4800	37,649.40
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL: SPY	180.0000	125 7500	22,635 00
Total Other Assets	3,116.0000		172,019.40

Investment Detail - Total

Total Investment Detail 538,392.40

Total Account Value 538,392.40

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/01/10	12/01/10	Qualified Dividend	WELLS FARGO & CO NEW. WFC	2.95
12/07/10	12/07/10	Cash Dividend	ISHARES TR BARCLAYS TIPS: TIP	34.83
12/09/10	12/09/10	Cash Dividend	MATTHEWS CHINA FUND: MCHFX	157.08
12/09/10	12/09/10	LT Cap Gain	MATTHEWS CHINA FUND: MCHFX	22.66
12/14/10	12/14/10	Qualified Dividend	JOHNSON & JOHNSON: JNJ	108.00
12/16/10	12/16/10	Cash Dividend	OAKMARK EQUITY INCOME FD: OAKBX	202.34
12/21/10	12/21/10	Cash Dividend	DODGE & COX BALANCED FD: DODBX	111.47
12/24/10	12/27/10	Qualified Dividend	BANK OF AMERICA CORP: BAC	35.59
12/28/10	12/28/10	Cash Dividend	VANGUARD WELLINGTON FD: VWELX	171.96
12/29/10	12/29/10	Cash Dividend	ISHARES RUSSELL MIDCAP: IWP	35.73
12/29/10	12/29/10	Cash Dividend	ISHARES RUSSELL MIDCAP: IWS	82.78
12/29/10	12/29/10	Cash Dividend	ISHARES TR DJ US FINL: IYF	162.43
12/30/10	12/30/10	Cash Dividend	ISHARES MSCI BRAZIL INDX: EWZ	583.32
12/30/10	12/30/10	Cash Dividend	ISHARES S&P EURO 350 IDX: IEV	50.73
12/31/10	12/31/10	Dividend	SCHWAB GOVT MONEY FUND: SWGXX	0.46
Total Dividends & Interest				1,762.33

Total Transaction Detail 1,762.33

Money Funds Detail

SCHWAB GOVT MONEY FUND Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 24,826.5500					
12/02/10	Purchased	2.9500	1 0000	2 95	
12/08/10	Purchased	34.8300	1 0000	34.83	
12/10/10	Purchased	179.7400	1 0000	179.74	
12/15/10	Purchased	108.0000	1 0000	108.00	
12/17/10	Purchased	202.3400	1 0000	202.34	
12/22/10	Purchased	111.4700	1 0000	111.47	
12/28/10	Purchased	35.5900	1 0000	35.59	
12/29/10	Purchased	171.9600	1 0000	171.96	
12/30/10	Purchased	280.9400	1 0000	280.94	
12/31/10	Purchased	634.0500	1 0000	634.05	
12/31/10	Dividend	0 4600	1 0000	0.46	
Closing # of Shares: 26,588.8800					
Total SCHWAB GOVT MONEY FUND Activity				1,762.33	

Total Money Funds Detail

1,762.33

SCHWAB GOVT MMF Average Yield For The Most Recent Pay Period: 0 01%, 7-Day Yield 0 01%.

Pending Corporate Actions

Transaction	Quantity	Payable Date	Rate per Share	Share Distribution	Cash Distribution
PEPSICO INCORPORATED	160.0000	01/03/11	0 4800		76.80
REGIONS FINANCIAL CP NEW	420.0000	01/03/11	0 0100		4.20
ISHARES TR BARCLAYS TIPS	195.0000	01/04/11	0 2626		51.22
PHILIP MORRIS INTL INC	200.0000	01/10/11	0 6400		128.00
GENERAL ELECTRIC COMPANY	1,503.0000	01/25/11	0 1400		210.42

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

CTCJ6219-000004 499942

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Pending Corporate Actions (continued)

Transaction	Quantity	Payable Date	Rate per Share	Share Distribution	Cash Distribution
S P D R S&P 500 ETF TR	180.0000	01/31/11	0.6527		117.50
Total Pending Corporate Actions					588.14

Pending transactions are not included in account value

Endnotes For Your Account

Symbol Endnote Legend

f 7-day yield: Annualized fund yield based on the average daily yield for the previous 7 days, assuming dividends are paid in cash and not reinvested.