



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2011**

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

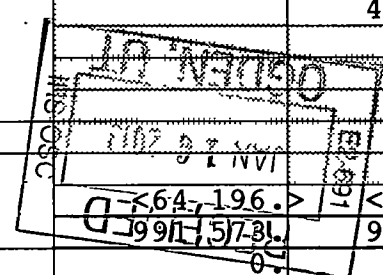
For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION</b>		<b>A Employer identification number</b> 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>B Telephone number</b> (212) 332-7350
City or town, state, and ZIP code NEW YORK, NY 10020		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 29,363,134. (Part I, column (d) must be on cash basis.)	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received	303,913.		N/A	
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	20.	20.		STATEMENT 2
<b>4</b> Dividends and interest from securities	568,341.	568,341.		STATEMENT 3
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	183,495.			STATEMENT 1
<b>b</b> Gross sales price for all assets on line 6a	1,131,394.			
<b>7</b> Capital gain net income (from Part IV, line 2)		403,192.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income	<64,196.>	<64,196.>		STATEMENT 4
<b>12</b> Total. Add lines 1 through 11	991,573.	907,357.		
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.		0.
<b>14</b> Other employee salaries and wages	90,000.	0.		90,000.
<b>15</b> Pension plans, employee benefits	7,227.	0.		7,227.
<b>16a</b> Legal fees <b>STMT 5</b>	754.	754.		0.
<b>b</b> Accounting fees <b>STMT 6</b>	3,000.	0.		3,000.
<b>c</b> Other professional fees				
<b>17</b> Interest	1,507.	1,507.		0.
<b>18</b> Taxes <b>STMT 7</b>	31,305.	10,305.		0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses <b>STMT 8</b>	123,649.	120,303.		3,346.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	257,442.	132,869.		103,573.
<b>25</b> Contributions, gifts, grants paid	1,986,538.			1,986,538.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	2,243,980.	132,869.		2,090,111.
<b>27</b> Subtract line 26 from line 12	<1,252,407.>			
<b>a</b> Excess of revenue over expenses and disbursements				
<b>b</b> Net investment income (if negative, enter -0-)		774,488.		
<b>c</b> Adjusted net income (if negative, enter -0-)			N/A	

SCANNED JAN 22 2013



G/S 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,945,098.	361,301.	361,301.
	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 9	11,227,042.	9,838,724.	9,838,724.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	18,047,843.	19,163,109.	19,163,109.
14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶ PROCEEDS RECEIVABLE)	372,592.	0.	0.	
16 Total assets (to be completed by all filers)	32,592,575.	29,363,134.	29,363,134.	
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	32,592,575.	29,363,134.	
	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	32,592,575.	29,363,134.		
31 Total liabilities and net assets/fund balances	32,592,575.	29,363,134.		

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	32,592,575.
2 Enter amount from Part I, line 27a	2	<1,252,407.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,340,168.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES	5	1,977,034.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,363,134.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,131,394.		728,202.	403,192.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			403,192.

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	403,192.
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))
2010	1,800,789.	28,265,725.	.063709
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

2 Total of line 1, column (d)	2	.310838
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	.062168
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,024,504.
5 Multiply line 4 by line 3	5	1,928,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,745.
7 Add lines 5 and 6	7	1,936,476.
8 Enter qualifying distributions from Part XII, line 4	8	2,090,111.

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

THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION

Form 990-PF (2011)

13-3249239 Page 4

**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	7,745.
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	7,745.
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	7,745.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,382.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	18,382.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,637.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 10,637.   Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

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

Form 990-PF (2011)

**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			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 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 2011 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 2011.) 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 2011?	4b	X

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

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

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

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

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

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

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

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

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

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

**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 11		0.	0.	0.

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

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	30,696,485.
b	Average of monthly cash balances	1b	800,473.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	31,496,958.
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	31,496,958.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	472,454.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,024,504.
6	Minimum investment return. Enter 5% of line 5	6	1,551,225.

**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	1,551,225.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,745.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,745.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,543,480.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,543,480.
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	1,543,480.

**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	2,090,111.
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	2,090,111.
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	7,745.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,082,366.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,543,480.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	105,094.			
b From 2007	402,636.			
c From 2008	211,003.			
d From 2009	401,823.			
e From 2010	435,395.			
f Total of lines 3a through e	1,555,951.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,090,111.				
a Applied to 2010, 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 2011 distributable amount				1,543,480.
e Remaining amount distributed out of corpus	546,631.			
5 Excess distributions carryover applied to 2011 (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:	2,102,582.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	105,094.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,997,488.			
10 Analysis of line 9				
a Excess from 2007	402,636.			
b Excess from 2008	211,003.			
c Excess from 2009	401,823.			
d Excess from 2010	435,395.			
e Excess from 2011	546,631.			

**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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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:

THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION

Form 990-PF (2011)

13-3249239 Page 11

**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
<p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				<p>1,986,538.</p>
<p><b>Total</b></p>			<p>▶ 3a</p>	<p>1,986,538.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p><b>Total</b></p>			<p>▶ 3b</p>	<p>0.</p>





**Schedule B**

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

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

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

OMB No 1545-0047

**2011****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, total 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 total 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 Part I, 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) (2011)**

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

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARVEY BEKER  1270 AVENUE OF THE AMERICAS  NEW YORK, NY 10020	\$ 303,913.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$ _____	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.)



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

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

• 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions <b>THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-3249239</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1270 AVENUE OF THE AMERICAS</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10020</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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, 2012.**

5 For calendar year **2011**, 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	\$	18,382.
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	\$	18,382.
c <b>Balance due.</b> 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 must be completed for Part II only.**

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  **8/14/12**

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **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
- 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](http://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.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-3249239</b>
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. <b>1270 AVENUE OF THE AMERICAS</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10020</b>	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2011** 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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	18,382.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	8,382.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	10,000.

**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.

**THE BEKER FOUNDATION**

#13-3249239

12/31/11

Schedule \_\_\_\_\_

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Aleph Society 25 West 45 St., New York, NY 10036	Public Charity	Funds for general operations purposes.	\$ 36,000
American Cte. for Shaare Zedek Medical Ctr. Suite 1100, 49 West 45th St., New York NY 10036	Public Charity	Funds for general operations purposes.	18,000
American Friends of the Israel Museum 500 Fifth Ave., Suite. 2540, New York, NY 10110	Public Charity	Funds for general operations purposes.	2,500
American Friends of MESHI 1112 Ocean Ave., Lakewood NJ 08701	Public Charity	Funds for general operations purposes.	50,000
American Friends of Shalva 22 W. 38 St., New York NY 10016	Public Charity	Funds for general operations purposes.	10,000
Arava Institute 2041 Herr St, Suite 18, Harrisburg PA 17103	Public Charity	Funds for general operations purposes.	180
Brandeis University PO Box 9110, Mail Stop 122 Waltham, MA 02254-9110	Public Charity	Funds for general operations purposes.	131,000
Bris Avroham 910 Salem Ave., Hillside, NJ 07205	Public Charity	Funds for general operations purposes.	1,300
Bronx Jewish Community Council 2930 Wallace Ave, Bronx, NY 10467	Public Charity	Funds for general operations purposes.	5,000
Cabin Creek Farm-Old Friends New York 483 Sandhill Rd., Greenfield Ctr., NY 12833	Public Charity	Funds for general operations purposes.	180
Center for Jewish History 555 West 57th St., Suite 1100 New York, NY 10019	Public Charity	Funds for general operations purposes.	12,000

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Chabad Jewish Center 745 W. Main St., Hyannis, MA 02601	Public Charity	Funds for general operations purposes.	1,000
Chai Lifeline/Camp Simcha 48 West 25th St., New York, NY 10010	Public Charity	Funds for general operations purposes.	5,500
Children's Cancer & Blood Foundation 111 W. 57 St., Suite 420 New York, NY 10019	Public Charity	Funds for general operations purposes.	5,000
Children's Hospital Trust PO Box 414428 Boston, MA 02241-4428 ('10)	Public Charity	Funds for general operations purposes.	10,000
Combined Jewish Philanthropies 126 High St., Attn Jamie Bornstein Boston, MA 02110	Public Charity	Funds for general operations purposes.	10,000
Congregation Kehillath Israel (KINS PTO) 384 Harvard St., Brookline MA 02446	Public Charity	Funds for general operations purposes.	1,800
Congregation Mishkan Israel Day Camp 777 Mt. Pleasant Dr, Trumbull, CT 06611	Public Charity	Funds for general operations purposes.	2,500
FJC-Foundation for Jewish Camp 15 W. 36 St., New York, NY 10018	Public Charity	Funds for general operations purposes.	2,000
Forward Association 125 Maiden Lane, New York NY 10038	Public Charity	Funds for general operations purposes.	1,000
Friends of Israel Sci-Tech Schools 25 W. 45 St., Ste 1405, New York NY 10036	Public Charity	Funds for general operations purposes.	1,000
Friendship Circle 66 W. Mt., Pleasant Av.,#205, Livingston NJ 07039	Public Charity	Funds for general operations purposes.	1,800
Frisch School Frisch Court, Paramus, NJ 07652	Public Charity	Funds for general operations purposes.	20,000
Harold Grinspoon Foundation 380 W. Union St., Suite 200 W. Springfield, MA 01089-4134	Public Charity	Funds for general operations purposes.	5,000

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Healthcare Foundation of Cape Cod PO Box 370, Hyannis, MA 02601	Public Charity	Funds for general operations purposes.	5,000
Hebrew Institute of Riverdale 3700 Henry Hudson Pky., Bronx., NY 10463	Public Charity	Funds for general operations purposes.	96,200
Hillel: Foundation for Jewish Campus Life 800 W. 8 <sup>th</sup> St. NW, Wash. DC 20001	Public Charity	Funds for general operations purposes.	78,000
Horizons for Homeless Children 1701 Columbus Ave., Roxbury, MA 02119	Public Charity	Funds for general operations purposes.	2,500
Human Rights Watch 485 Fifth Ave., New York NY 10017	Public Charity	Funds for general operations purposes.	2,000
IDF, Friends of 154 Wells Ave., Newton MA 02459	Public Charity	Funds for general operations purposes.	1,000
Israel Special Kids Fund 505 Eighth Ave., Suite 803 New York NY 10018	Public Charity	Funds for general operations purposes.	1,000
JESNA 318 W. 39 St. 5 flr., New York NY 10018	Public Charity	Funds for general operations purposes.	2,500
Jewish Children's Learning Lab c/o The Board of Jewish Education 426 West 58th St., New York, NY 10019	Public Charity	Funds for general operations purposes.	5,000
Jewish Community Center in Manhattan (JCC) 334 Amsterdam Ave., New York, NY 10023	Public Charity	Funds for general operations purposes.	1,000
Jewish Community Ctr. of Greater Boston 333 Nahanton St. Newton MA 02459	Public Charity	Funds for general operations purposes.	1,000
Jewish Family & Children's Services 1430 Main St., Waltham, MA 02451	Public Charity	Funds for general operations purposes.	25,000
Jewish Museum 355 Lexington Ave., #1001, New York NY 10017	Public Charity	Funds for general operations purposes.	1,500

Name and Address	Recipient Status	Purpose	Amount (\$)
JOFA (Jewish Women Feminist Alliance) 520 8 <sup>th</sup> Ave. 4 flr., New York NY 10018	Public Charity	Funds for general operations purposes.	3,600
KAV L'Noar 348 Brook Ave., Passaic, NJ 07055	Public Charity	Funds for general operations purposes.	500
Lincoln Center for Performing Arts 150 W. 65 St., New York, NY 10023	Public Charity	Funds for general operations purposes.	2,500
Ma'aleh Film School c/o Central Fund of Israel 988 Sixth Ave., New York NY 10018	Public Charity	Funds for general operations purposes.	1,000
Maimonides School 34 Philbrick Road, Brookline, MA 02146	Public Charity	Funds for general operations purposes.	50,000
Manhattan Theatre Club 311 West 43 St., 11 flr., New York, NY 10036	Public Charity	Funds for general operations purposes.	10,000
MassArtCollege of Art & Design 621 Huntington Ave., Boston, MA 02115	Public Charity	Funds for general operations purposes.	40,000
Mayyin Hayyim 1838 Washington St., Newton, MA 02466	Public Charity	Funds for general operations purposes.	5,000
Metro Community Church 2460 Lemoine Ave., #503, Ft. Lee, NJ 07074	Public Charity	Funds for general operations purposes.	2,500
Mt. Sinai Schl. of Medicine Goldsmith Center for Multiple Sclerosis 5 East 98 St., New York NY 10029	Public Charity	Funds for general operations purposes.	150,000
MyJewish Learning 377 Fifth Ave., 2 flr., New York NY 10016	Public Charity	Funds for general operations purposes.	10,000
NCSY (Nat'l Center for Synagogue Youth) 333 Seventh Ave., New York NY 10001	Public Charity	Funds for general operations purposes.	1,000
Nesiya Institute 234 Fifth Ave., #411, New York NY 10001	Public Charity	Funds for general operations purposes.	96,495

Name and Address	Recipient Status	Purpose	Amount (\$)
New York University 70 Washington Sq. So., New York, NY 10012	Public Charity	Funds for general operations purposes.	141,000
Ohel Children's Home & Family Services 4510 16th Ave., Brooklyn, NY 11204	Public Charity	Funds for general operations purposes.	1,500
ORA c/o Riverdale ParlorMmtg., 551 W. 181 St. (Ste. 123) New York NY 10033	Public Charity	Funds for general operations purposes.	180
Osterville Historical Society PO Box 3, 155 W. Bay Rd., Osterville MA 02655	Public Charity	Funds for general operations purposes.	250
Osterville Village Library PO Box 183, Osterville, MA 02655	Public Charity	Funds for general operations purposes.	100
Palestine Media Watch (Central Fund of Israel) 3rd flr., 980 Sixth Ave., New York NY 10018	Public Charity	Funds for general operations purposes.	5,000
Project Ezra 95 Cedar Lane, Suite 12 Englewood, NJ 07631	Public Charity	Funds for general operations purposes.	3,600
RAJE (Russian American Jewish Experience) 2915 Ocean Pky, Brooklyn NY 11235	Public Charity	Funds for general operations purposes.	1,800
Ramaz School 60 East 78th St., New York, NY 10021	Public Charity	Funds for general operations purposes.	10,000
Revlon Run/Walk for Women c/o Rehage Entertainment, Inc. Church St. Station, PO Box 6714 New York, NY 10249-6714	Public Charity	Funds for general operations purposes.	360
Riverdale Hatzalah P. O. Box 181 Riverdale Station, NY 10471	Public Charity	Funds for general operations purposes.	5,000
Riverdale Jewish Center 3700 Independence Ave., Bronx, NY 10463	Public Charity	Funds for general operations purposes.	26,780

Name and Address	Recipient Status	Purpose	Amount (\$)
Riverdale Jewish Community Relations Council\5625 Arlington Ave., Bronx NY 10471	Public Charity	Funds for general operations purposes.	500
Riverdale Mental Health Assn. 5676 Riverdale Ave., Bronx, New York 10471	Public Charity	Funds for general operations purposes.	1,000
Riverdale Nature Preservancy c/o Rivedale Neighborhood House 5521 Mosholu Ave. BX 10471	Public Charity	Funds for general operations purposes.	100
Riverdale Neighborhood House 5521 Mosholu Ave.,Bronx, NY 10471	Public Charity	Funds for general operations purposes.	1,000
Riverdale Senior Services 2600 Netherland Avenue Bronx, New York 10463	Public Charity	Funds for general operations purposes.	750
Riverdale YM-YWHA 5625 Arlington Ave., Bronx, NY 10471	Public Charity	Funds for general operations purposes.	12,700
Room to Grow 142 Berkeley St., Boston 02116	Public Charity	Funds for general operations purposes.	5,000
Safe Kids 1301 Pennsylvania Ave.,#1000, Wash DC 20004	Public Charity	Funds for general operations purposes.	500
Salute to Israel Parade C/o <u>Israel Tribute Committee Inc.</u> 426 West 58 St, New York, NY 10019	Public Charity	Funds for general operations purposes.	1,000
SAR Academy 655 W. 254 St., Bronx, Ny 10471	Public Charity	Funds for general operations purposes.	333,333
Shalem Foundation 845 Third Ave., 6 Flr. New York NY 10022	Public Charity	Funds for general operations purposes.	106,250
Shomrei Torah Orthodox Congregation of Fair Lawn 19-10 Morlot Ave., Fair Lawn, NJ 07410	Public Charity	Funds for general operations purposes.	10,000
Sinai Special Needs Institute 1600 Queen Anne Rd.,Teaneck, NJ 07666	Public Charity	Funds for general operations purposes.	10,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Stein Yeshiva of Lincoln Park 287 Central Park Ave., Yonkers, NY 10709	Public Charity	Funds for general operations purposes.	500
Sudbury Valley School 2 Winch St., Farnham, MA 01701	Public charity	Funds for general operations purposes.	5,000
Team OneFamily 1029 Teaneck Rd., Ste 3B, Teaneck NJ 07666	Public Charity	Funds for general operations purposes.	360
Temple Emanu-el 514 Main St., Haverhill MA 01830	Public charity	Funds for general operations purposes.	720
Tzivos Hashem (Jewish Children's Museum) 792 Eastern Pky., Brooklyn, NY 11213	Public Charity	Funds for general operations purposes.	500
UJA-Federation 130 East 59th St., New York, NY 10022	Public Charity	Funds for general operations purposes.	77,000
UJA of Northern NJ 50 Eisenhower Dr., Paramus, NJ 07652	Public Charity	Funds for general operations purposes.	1,000
UTI – Union for Traditional Judaism 668 Amer. Legion Dr., Teaneck, NJ 07666	Public Charity	Funds for general operations purposes.	1,000
Washington Square Minyan 207 Mason Terr. #1, Brookline, MA 02446	Public Charity	Funds for general operations purposes.	1,800
Wave Hill 675 West 252nd St., Bronx, NY 10471	Public Charity	Funds for general operations purposes.	87,500
Yavneh Academy 155 Fairview Ave., Paramus NJ 07652	Public Charity	Funds for general operations purposes.	2,500
YCT Rabbinical School 475 Riverside Dr., #244, New York, NY 10115	Public Charity	Funds for general operations purposes.	50,000
Yeshiva Ohavei Torah 450 W. 250 St., Bronx, NY 10471	Public Charity	Funds for general operations purposes.	1,200

Name and Address	Recipient Status	Purpose	Amount (\$)
Yeshiva University 500 West 185th St., New York, NY 10033	Public Charity	Funds for general operations purposes.	150,000
Young Israel of Brookline c/o Robert Wolff 62 Green St., Brookline, MA 02446	Public Charity	Funds for general operations purposes.	1,200
Young Israel of Riverdale 4502 Henry Hudson Pky, Bronx NY 10471	Public Charity	Funds for general operations purposes.	500
Zamir Chorale of Boston PO Box 126, Newton Centre, MA 02459	Public Charity	Funds for general operations purposes.	1,000
		<b>TOTAL</b>	<b>\$1,986,538</b>

**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 SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f SATELLITE OFFSHORE	P	VARIOUS	04/25/11
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		103,357.	<103,357.>
b 136,509.			136,509.
c		9.	<9.>
d 10,560.		7,478.	3,082.
e 971,230.		605,708.	365,522.
f 12,593.		11,650.	943.
g 502.			502.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<103,357.>
b			136,509.
c			<9.>
d			3,082.
e			365,522.
f			943.
g			502.
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	403,192.
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
	0.	103,357.	0.	0.	<103,357.>

(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
	136,509.	0.	0.	0.	136,509.

(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.

**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 12/31/11**

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	(123)	18,992	(123)	18,992
Hilltop Partners LP	-	(36,172)	-	(36,172)
Kovi Capital Partners LP	-	-	-	-
Nestor Partners	(107,044)	(85,856)	(107,044)	(85,856)
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	2,729	-	2,729
Millburn Equity Partners LLC	(2,744)	235,206	(2,744)	235,206
Sharevest Partners LP	1	1,610	1	1,610
Cross Ledge Long/Short Fund LP	6,553	-	6,553	-
<b>Total</b>	<b>(103,357)</b>	<b>136,509</b>	<b>(103,357)</b>	<b>136,509</b>

**The Beker Foundation**  
**EIN: 13-3249239**  
**Statement Attached To and Made Part of**  
**Form 990-PF Return of Private Foundation**  
**Adjustment for Capital Gains (Losses) From Pass-Through Entities Subject to UBT**  
**For the Year Ended 12/31/11**

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital	L/T Capital	S/T Capital	L/T Capital
	Gain (Loss)	Gain (Loss)	Gain (Loss)	Gain (Loss)
	UBIT	UBIT	UBIT	UBIT
	Amount	Amount	Amount	Amount
Accolade Partners LP	-	-	-	-
Hilltop Partners, LP	-	-	-	-
Kovi Capital Partners, LP	-	-	-	-
Nestor Partners	-	-	-	-
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	-	-	3
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	-	6
Cross Ledge Long/Short Fund LP	-	-	-	-
<b>Adjustment for Capital Gains (Losses) from</b> <b>Pass-Through Entities Subject to UBT</b>	-	-	-	<b>9</b>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT	10,560.	7,478.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT	971,230.	825,414.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SATELLITE OFFSHORE	12,593.	11,650.	0.	PURCHASED	VARIOUS	04/25/11

CAPITAL GAINS DIVIDENDS FROM PART IV						502.
TOTAL TO FORM 990-PF, PART I, LINE 6A						183,495.

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

SOURCE	AMOUNT
FIRST REPUBLIC BANK	20.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20.

**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 12/31/11**

**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	
1	Resolution LD	05/26/11	05/26/11	3	3	0	3	0	
62	Resolution LD	05/27/11	05/28/10	313	305	8	305	8	
2,026	Resolution LD	05/27/11	07/30/10	10,228	7,154	3,074	7,154	3,074	
0	Sanofi Aventis	06/23/11	06/16/11	13	13	0	13	0	
1	Resolution LD	10/12/11	10/07/11	4	4	0	4	0	
<b>TOTAL</b>					<b>10,560</b>	<b>7,478</b>	<b>3,082</b>	<b>7,478</b>	<b>3,082</b>

**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
6,360	Lululemon Athletica Inc	12/28/11	03/03/08	300,245	303,913	(3,668)	84,207	216,038
1,041	Answers Corp	06/10/11	08/15/99	10,930	22,267	(11,337)	22,267	(11,337)
400	Cimarex Energy Co	01/31/11	03/03/09	41,676	6,880	34,796	6,880	34,796
1,625	St Joe Paper Co	02/18/11	06/02/93	45,479	10,262	35,217	10,262	35,217
1,500	St Joe Paper Co	02/18/11	06/02/93	41,980	9,817	32,164	9,817	32,164
375	AVX Corp	05/27/11	01/19/05	5,805	4,525	1,280	4,525	1,280
2,000	AVX Corp	05/27/11	10/22/08	30,960	15,932	15,028	15,932	15,028
525	AVX Corp	05/27/11	10/23/08	8,127	4,177	3,950	4,177	3,950
750	AVX Corp	05/27/11	10/24/08	11,610	6,061	5,549	6,061	5,549
1,150	AVX Corp	05/27/11	10/27/09	17,802	13,208	4,594	13,208	4,594
4,000	Applied Materials	05/27/11	11/06/08	54,178	48,094	6,084	48,094	6,084
400	Brookfield Asset Mgmt	05/27/11	04/15/04	13,233	4,255	8,978	4,255	8,978
400	Bank NY Mellon Corp	05/27/11	02/08/06	11,041	13,843	(2,803)	13,843	(2,803)
500	Electronics for Imaging	05/27/11	12/17/07	8,961	11,022	(2,061)	11,022	(2,061)
300	Pharmaceutical Product Development	05/27/11	04/29/09	8,585	5,574	3,011	5,574	3,011
218	Sycamore Networks	05/27/11	03/03/09	5,072	5,563	(491)	5,563	(491)
261	Sycamore Networks	05/27/11	03/04/09	6,073	6,684	(611)	6,684	(611)
109	Sycamore Networks	05/27/11	03/05/09	2,536	2,797	(261)	2,797	(261)
677	Sycamore Networks	05/27/11	04/27/09	15,751	19,302	(3,550)	19,302	(3,550)
1,200	Tellabs Inc	05/27/11	06/17/04	8,865	16,006	(7,141)	16,006	(7,141)
200	Lanxess AG	05/27/11	10/15/08	16,558	4,214	12,344	4,214	12,344
804	Resolution LD	05/27/11	01/28/10	4,059	4,265	(207)	4,265	(207)
230	Resolution LD	05/27/11	02/16/10	1,161	1,111	50	1,111	50
499	Resolution LD	05/27/11	03/24/10	2,519	2,352	167	2,352	167
111	Resolution LD	05/27/11	03/25/10	560	527	34	527	34
27	Resolution LD	05/27/11	03/26/10	136	128	9	128	9
241	Resolution LD	05/27/11	03/26/10	1,217	1,149	67	1,149	67
1,200	Daibiru Corp	05/30/11	03/06/08	8,543	10,967	(2,424)	10,967	(2,424)
1,300	Daibiru Corp	05/30/11	03/07/08	9,255	11,132	(1,877)	11,132	(1,877)
1,000	Daibiru Corp	05/30/11	03/10/08	7,119	8,364	(1,245)	8,364	(1,245)
1,000	Mitsubishi Estate Co Ltd	05/30/11	06/25/07	17,019	27,072	(10,053)	27,072	(10,053)
750	Pharmaceutical Product Development	09/09/11	04/29/09	23,161	13,935	9,226	13,935	9,226
225	Pharmaceutical Product Development	10/03/11	04/29/09	7,262	4,181	3,081	4,181	3,081
700	Pharmaceutical Product Development	10/03/11	05/13/09	22,592	14,050	8,542	14,050	8,542
450	Pharmaceutical Product Development	10/03/11	05/14/09	14,523	9,034	5,489	9,034	5,489
325	Pharmaceutical Product Development	10/03/11	05/20/09	10,489	6,199	4,290	6,199	4,290

# OF SHARES	DESCRIPTION	DATE		PROCEEDS	COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
		DATE SOLD	ACQUIRED					
275	Pharmaceutical Product Development	10/03/11	06/18/09	8,875	6,118	2,757	6,118	2,757
300	Pharmaceutical Product Development	10/03/11	08/11/09	9,682	5,886	3,796	5,886	3,796
500	Cenovus Energy	10/12/11	02/11/09	17,245	10,457	6,788	10,457	6,788
225	Cenovus Energy	10/12/11	03/02/09	7,758	4,023	3,735	4,023	3,735
225	Cenovus Energy	10/12/11	03/03/09	7,758	4,011	3,747	4,011	3,747
125	Cenovus Energy	10/12/11	03/11/09	4,310	2,312	1,998	2,312	1,998
275	Cenovus Energy	10/12/11	07/08/09	9,482	6,062	3,420	6,062	3,420
10,000	Henderson Land Development	10/14/11	05/25/06	49,793	52,838	(3,045)	52,838	(3,045)
2,000	Henderson Land Development	10/14/11	07/20/06	9,959	10,156	(197)	10,156	(197)
3,000	Henderson Land Development	10/17/11	07/20/06	15,056	15,234	(178)	15,234	(178)
1,570	Henderson Land Development	10/17/11	09/23/08	7,879	7,942	(63)	7,942	(63)
925	MDC Holdings Inc	10/18/11	06/26/07	18,978	44,052	(25,075)	44,052	(25,075)
4 78	3F Investment Corp Ltd Class B	08/31/11	Various	9,372	7,460	1,912	7,460	1,912
TOTAL				<b>971,230</b>	<b>825,414</b>	<b>145,816</b>	<b>605,708</b>	<b>365,522</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3F INVESTMENT CORP LTD	337,147.	0.	337,147.
ACCOLADE PARTNERS LP	493.	0.	493.
CROSS LEDGE LONG/SHORT FUND LP	748.	0.	748.
MILLBURN EQUITY PARTNERS LLC	58,564.	0.	58,564.
MILLBURN HEDGE FUND	18,841.	0.	18,841.
MJ WHITMAN	319.	0.	319.
MJ WHITMAN ADVISORY	72,372.	0.	72,372.
MUTUAL GLOBAL DISCOVERY FUND	640.	261.	379.
NESTOR PARTNERS	14,339.	0.	14,339.
OBREM CAPITAL (QP) LP	293.	0.	293.
SHAREVEST PARTNERS LP	46,539.	0.	46,539.
THIRD AVENUE SMALL CAP FUND	481.	241.	240.
THIRD AVENUE VALUE FUND	10,545.	0.	10,545.
VANGUARD 500 INDEX FUND	400.	0.	400.
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	7,122.	0.	7,122.
TOTAL TO FM 990-PF, PART I, LN 4	568,843.	502.	568,341.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM INVESTMENT PARTNERSHIPS	<64,248.>	<64,248.>	
OTHER MISCELLANEOUS INCOME	52.	52.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<64,196.>	<64,196.>	

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	754.	754.		0.
TO FM 990-PF, PG 1, LN 16A	754.	754.		0.

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

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,305.	10,305.		0.
FEDERAL TAXES	21,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	31,305.	10,305.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	120,303.	120,303.		0.
PAYROLL EXPENSES	1,725.	0.		1,725.
FILING AND REGISTRATION FEES	1,045.	0.		1,045.
INSURANCE	573.	0.		573.
MISCELLANEOUS	3.	0.		3.
TO FORM 990-PF, PG 1, LN 23	123,649.	120,303.		3,346.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MJ WHITMAN-CUSTODIAN	706,290.	706,290.
MUTUAL GLOBAL DISCOVERY FUND	14,897.	14,897.
THIRD AVENUE VALUE FUND	479,587.	479,587.
THIRD AVENUE SMALL CAP FUND	73,068.	73,068.
VANGUARD 500 INDEX FUND	19,638.	19,638.
ARIEL FUND LIMITED	418,733.	418,733.
SATELLITE OFFSHORE	0.	0.
THIRD AVENUE REAL ESTATE FUND	350,947.	350,947.
3F INVESTMENT CORP LTD	4,653,542.	4,653,542.
WHITMAN ADVISORY	2,625,438.	2,625,438.
WYNNEFIELD SMALL CAP	304,928.	304,928.
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	191,656.	191,656.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,838,724.	9,838,724.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLTOP PARTNERS LP	FMV	23,747.	23,747.
KOVI CAPITAL PARTNERS LP	FMV	234,522.	234,522.
NESTOR PARTNERS	FMV	5,600,727.	5,600,727.
ACCOLADE PARTNERS LP	FMV	230,741.	230,741.
NCH BALKAN FUND LP	FMV	671,182.	671,182.
MILLBURN HEDGE FUND	FMV	3,273,332.	3,273,332.
MILLBURN EQUITY PARTNERS LLC	FMV	3,008,071.	3,008,071.
SHAREVEST PARTNERS LP	FMV	5,876,297.	5,876,297.
CROSS LEDGE LONG/SHORT FUND LP	FMV	244,490.	244,490.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,163,109.	19,163,109.

FORM 990-PF

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

STATEMENT 11

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 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.

The Beker Foundation  
13-3249239

Attachment to Form 990-PF  
Y/E December 31, 2011

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

The Malcolm Wiener Foundation  
1270 Avenue of the Americas  
New York, NY 10020  
13-3250321  
Filed at IRS Service Center: Ogden Utah-11/15/12