Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
THE HENRY E. BECKER AND PAULINE S. BECKER CHARITABLE FOUNDATION

A Employer identification number
20-6297485

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4700 BAY SHORE ROAD

B Telephone number
941-355-3448

City or town, state, and ZIP code
SARASOTA, FL 34234

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 10,406,717.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	1,000,000.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,539.	2,539.		STATEMENT 1
4 Dividends and interest from securities	300,546.	47,750.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,304.			
b Gross sales price for all assets on line 6a 440,741.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	1,301,781.	50,289.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	3,485.	0.		3,485.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	2,765.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	29.	0.		29.
24 **Total operating and administrative expenses.** Add lines 13 through 23	6,279.	0.		3,514.
25 Contributions, gifts, grants paid	1,467,000.			1,467,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,473,279.	0.		1,470,514.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-171,498.			
b **Net investment income** (if negative, enter -0-)		50,289.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions Form **990-PF** (2011)

14

19150410 759428 18462 2011.03040 THE HENRY E. BECKER AND PAU 18462__1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,518,347.	3,789,290.	3,789,290.
	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 STMT 6	2,145,261.	2,002,937.	2,096,432.
	b Investments - corporate stock STMT 7	397,564.	397,564.	369,480.
	c Investments - corporate bonds STMT 8	603,889.	303,886.	281,894.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,803,011.	3,803,011.	3,864,364.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	5,371.	5,257.	5,257.
	16 **Total assets** (to be completed by all filers)	10,473,443.	10,301,945.	10,406,717.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,473,443.	10,301,945.	
	30 **Total net assets or fund balances**	10,473,443.	10,301,945.	
	31 **Total liabilities and net assets/fund balances**	10,473,443.	10,301,945.	

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	10,473,443.
2	Enter amount from Part I, line 27a	2	-171,498.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,301,945.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,301,945.

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	440,741.		442,045.	-1,304.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-1,304.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -1,304.

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	1,003,610.	9,435,430.	.106366
2009	1,034,672.	8,333,014.	.124165
2008	501,050.	7,186,456.	.069721
2007	1,055,798.	6,245,107.	.169060
2006	389,000.	5,228,860.	.074395

2	Total of line 1, column (d)	2	.543707
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	.108741
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,025,331.
5	Multiply line 4 by line 3	5	1,090,165.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	503.
7	Add lines 5 and 6	7	1,090,668.
8	Enter qualifying distributions from Part XII, line 4	8	1,470,514.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b		1	503.
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	503.
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	503.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,960.		
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	1,960.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	1,457.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 520. **Refunded** ▶		11	937.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PAULINE S. BECKER Telephone no. ▶941-355-3448

Located at ▶4700 BAYSHORE ROAD, SARASOTA, FL ZIP+4 ▶34234

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

			Yes	No
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?	16		X
	See 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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)? N/A | 1b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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? ☐ Yes ☒ 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? ☐ Yes ☒ 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 | |

			Yes	No
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)? N/A | 5b |

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? N/A ☐ 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? | 6b | | X

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? N/A | 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.

(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
PAULINE S. BECKER 4700 BAYSHORE ROAD SARASOTA, FL 34234	TRUSTEE 1.00	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
NONE				

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

Form **990-PF** (2011)

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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	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,627,401.
b	Average of monthly cash balances	1b	3,550,600.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,178,001.
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	10,178,001.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	152,670.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,025,331.
6	**Minimum investment return.** Enter 5% of line 5	6	501,267.

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	501,267.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 503.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	503.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	500,764.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	500,764.
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	500,764.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,470,514.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,470,514.
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	503.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,470,011.

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				500,764.
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 132,595.				
b From 2007 749,157.				
c From 2008 148,096.				
d From 2009 620,197.				
e From 2010 533,763.				
f **Total** of lines 3a through e	2,183,808.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,470,514.				
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				500,764.
e Remaining amount distributed out of corpus	969,750.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,153,558.			
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	132,595.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	3,020,963.			
10 Analysis of line 9:				
a Excess from 2007 749,157.				
b Excess from 2008 148,096.				
c Excess from 2009 620,197.				
d Excess from 2010 533,763.				
e Excess from 2011 969,750.				

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

PAULINE S. BECKER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient 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*				
AGAPE FLIGHTS INC. 7990 - 15TH STREET EAST SARASOTA, FL 34243	NONE	509(A)(1)	HAITI	10,000.
ANTIQUE AUTOMOBILE CLUB OF AMERICA P.O. BOX 417 HERSHEY, PA 17033	NONE	509(A)(1)	GENERAL	25,000.
BOYS & GIRLS CLUBS OF SARASOTA COUNTY P.O. BOX 4068 SARASOTA, FL 34230	NONE	509(A)(2)	GENERAL FUND	50,000.
COMMUNITY MOBILE MEALS ON WHEELS 421 N. LIME AVE. SARASOTA, FL 34237	NONE	509(A)(1)	GENERAL FUND	5,000.
FLORIDA SHERIFF'S YOUTH RANCHES P.O. BOX 2000 BOYS RANCH, FL 32064	NONE	509(A)(1)	GENERAL FUND	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,467,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,539.	
4 Dividends and interest from securities			14	300,546.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,304.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		301,781.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 301,781.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Pauline S. Becker | 4/14/12 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLINE D. STRICKLAND	Caroline Strickland	4/11/12		P00096238

Firm's name ▶ KERKERING, BARBERIO & CO. | Firm's EIN ▶ 59-1753337

Firm's address ▶ P.O. BOX 49348 SARASOTA, FL 34230-6348 | Phone no. 941-365-4617

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	Employer identification number
THE HENRY E. BECKER AND PAULINE S. BECKER CHARITABLE FOUNDATION	20-6297485

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 foundation

Check 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).

Name of organization
THE HENRY E. BECKER AND PAULINE S.
BECKER CHARITABLE FOUNDATION

Employer identification number
20-6297485

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	PAULINE S. BECKER 4700 BAYSHORE ROAD SARASOTA, FL 34234	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE HENRY E. BECKER AND PAULINE S. BECKER CHARITABLE FOUNDATION	20-6297485

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

THE HENRY E. BECKER AND PAULINE S. BECKER CHARITABLE FOUNDATION

Employer identification number

20-6297485

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	20,000 SH BROWARD CNTY FLA PORT FACS REV	P	01/20/04	12/23/11
b	100,000 SH GENERAL ELEC CAP CORP MTN BE 6%	P	02/09/05	08/25/11
c	100,000 HSBC FIN CORP 5.35%	P	09/15/05	01/18/11
d	100,000 SH LASALLE FDG LLC	P	07/13/06	07/15/11
e	5,000 SH MAINE HEALTH & HIGHER EDL FAC	P	10/20/04	09/09/11
f	10,000 SH NAPLES FLA HOSP REV	P	10/20/04	05/19/11
g	5,000 SH NJ ST TPK AUTH	P	10/20/04	05/02/11
h	50,000 SH TAMPA BAY WTR FLA UTIL SYS	P	10/20/04	10/03/11
i	50,000 SH TAMPA FLA WTR & SWR REV	P	10/20/04	10/19/11
j	CAPITAL GAINS DIVIDENDS			
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	20,000.		20,026.	-26.
b	100,000.		100,000.	0.
c	100,000.		100,000.	0.
d	100,000.		100,000.	0.
e	5,000.		4,971.	29.
f	10,000.		10,242.	-242.
g	5,000.		5,209.	-209.
h	50,000.		50,795.	-795.
i	50,500.		50,802.	-302.
j	241.			241.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-26.
b				0.
c				0.
d				0.
e				29.
f				-242.
g				-209.
h				-795.
i				-302.
j				241.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-1,304.
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

123591
05-01-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST-NOW ACCOUNT	2,539.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,539.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST - ACCRUED INTEREST PAID	-254.	0.	-254.
NORTHERN TRUST - DIVIDENDS & INTEREST	48,245.	241.	48,004.
NORTHERN TRUST - MUNI INCOME	252,796.	0.	252,796.
TOTAL TO FM 990-PF, PART I, LN 4	300,787.	241.	300,546.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,485.	0.		3,485.
TO FORM 990-PF, PG 1, LN 16B	3,485.	0.		3,485.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,765.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,765.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	29.	0.		29.
TO FORM 990-PF, PG 1, LN 23	29.	0.		29.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	2,002,937.	2,096,432.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,002,937.	2,096,432.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,002,937.	2,096,432.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	397,564.	369,480.
TOTAL TO FORM 990-PF, PART II, LINE 10B	397,564.	369,480.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	303,886.	281,894.
TOTAL TO FORM 990-PF, PART II, LINE 10C	303,886.	281,894.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	3,803,011.	3,864,364.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,803,011.	3,864,364.

FORM 990-PF — OTHER ASSETS — STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	5,371.	5,257.	5,257.
TO FORM 990-PF, PART II, LINE 15	5,371.	5,257.	5,257.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOUNDATION FOR DREAMS, INC. 2620 MANATEE AVENUE WEST, STE D BRADENTON, FL 34205	NONE	509(A)(1)	GENERAL FUND	6,000.
HENRY KESSLER FOUNDATION 300 EXECUTIVE DR., STE 150 WEST ORANGE, NJ 07052	NONE	509(A)(1)	GENERAL FUND	10,000.
LIGHTHOUSE OF MANASOTA 7319 N. TAMIAMI TRAIL SARASOTA, FL 34230	NONE	509(A)(1)	GENERAL FUND	6,000.
MOTE MARINE LABORATORY 1600 KEN THOMPSON PARKWAY SARASOTA, FL 34237	NONE	509(A)(1)	SCHOLARSHIPS, GENERAL, LIBRARY	146,000.
PHILLIPSBURG RAILROAD HISTORIANS/RAILROAD MUSEUM P.O. BOX 5104 PHILLIPSBURG, NJ 08865	NONE	509(A)(1)	GENERAL FUND	10,000.
RINGLING SCHOOL OF ART AND DESIGN 2700 NORTH TAMIAMI TRAIL SARASOTA, FL 34234	NONE	509(A)(1)	HEB SCHOLARSHIP, TRUSTEE SCHOLARSHIP, SMOA, HEALTH CARE CENTER	1,101,000.
SARASOTA MEMORIAL HEALTHCARE FOUNDATION 1838 WALDEMERE STREET SARASOTA, FL 34239	NONE	509(A)(1)	GENERAL FUND	30,000.
SAVE THE MANATEE CLUB 500 N MAITLAND AVE MAITLAND, FL 32751	NONE	509(A)(1)	GENERAL FUND	2,000.
SMITH CENTER FOR THERAPEUTIC RIDING (STRIDE) P.O. BOX 365 NOKOMIS, FL 34274	NONE	509(A)(2)	GENERAL FUND	6,000.
SOUTHEASTERN GUIDE DOGS 4210 77TH STREET EAST PALMETTO, FL 34221	NONE	509(A)(1)	GENERAL FUND	20,000.
Total from continuation sheets				1,371,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SPARCC 2139 MAIN ST SARASOTA, FL 34237	NONE	509(A)(1)	GENERAL	5,000.
THE NATURE CONSERVANCY FLORIDA CHAPTER 1718 MAIN STREET #202 SARASOTA, FL 34236	NONE	509(A)(1)	GENERAL FUND	15,000.
THRONE OF GRACE MINISTERIES, INC. P.O. BOX 669153 MARIETTA, GA 30066	NONE	509(A)(1)	GENERAL FUND	6,000.
TIDEWELL HOSPICE AND PALLIATIVE CARE 5955 RAND BLVD. SARASOTA, FL 34238	NONE	509(A)(1)	MEMORIUM, GENERAL	8,000.
Total from continuation sheets				

123631 08-03-11

Client. *The Henry E. Becker and Pauline S. Becker Charitable Foundation*
Engagement *2011 990PF Becker Foundation*
Period Ending *12/31/11*
Workpaper *Basis Schedule*

Account	Description	Maturity Date	FINAL 12/31/10	Adjustmt to Cost	Quantity Sold	Date of Sale	Proceeds	Cost Basis	Date of Purchase	Purchase Price	Accrued Interest	Gain/Loss	Ending Quantity	FINAL 12/31/11 8 10
225	**Equities**													
4,000	Citigroup CAP XVI Gtd Enhanced Tr Pfd 6 45%	12/31/2066	100,000 00					-				-	4,000	100,000 00
4,000	JPM Chase Capital XVI Prd		100,000 00					-				-	4,000	100,000 00
4,000	Morgan Stanley Cap Tr V 5 75%		97,955 20					-				-	4,000	97,955 20
4,000	Wells Fargo Cap VIII 5 625%		99,609 20					-				-	4,000	99,609 20
			-					-				-	-	-
			-					-						-
Equities			397,564.40				0 00	0.00		0 00	0 00	0.00		397,564.40 GL
260	**Corporate Bonds**													
100,000	Bank America Corp Sub Intnts 5 25%	8/15/2025	100,000 00					-				-	100,000	100,000 00
100,000	GECC Sr Mtn 4 125%	8/25/2015	100,000 00		-100,000	8/25/2011	100,000 00	(100,000 00)				-	-	-
100,000	HSBC Fin Corp 5 35%	9/15/2020	100,000 00		-100,000	1/18/2011	100,000 00	(100,000 00)				-	-	-
100,000	John Hancock Life Ins 4 76%	2/15/2015	100,000 00					-				-	100,000	100,000 00
100,000	LaSalle Fdg LLC	7/15/2026	100 000 00		-100,000	7/15/2011	100,000 00	(100,000 00)				-	-	-
100,000	Prudential Financial Inc 4 875%	2/15/2015	100 000 00					-				-	100,000	100,000 00
2,000	Public Svc Elec & Gas Co 5%	7/1/2037	1,650 00					-				-	2,000	1,650 00
2,000	Public Svc Elec & Gas Co 8%	6/1/2037	2,238 95	(3 30)				-				-	2,000	2,235 65
														-
Corporate Bonds			603,888 95	(3 30)			300,000 00	(300,000.00)		0.00	0.00	0 00		303,885 65 GL
350	**Municipal Bonds**													
100,000	Boynton Beach FL Pub Svc 4%	11/1/2021	100,000 00									-	100,000	100,000 00
20,000	Broward Cnty Fla Port 5 0%	9/1/2027	20,025 91		-20,000	12/23/2011	20,000 00	(20,025 91)				(25 91)	-	0 00
100,000	Broward Cnty Fla W&S 4 5%	10/1/2025	99,995 00									-	100,000	99,995 00
100,000	Chicago Ill Wastwater 5 125%	1/1/2024	98,700 00									-	100,000	98,700 00
100,000	Chicago Ill Wastwater 5 25%	1/1/2027	98,614 00									-	100,000	98,614 00
100,000	Florida Gulf Coast Univ Fing 4 5%	8/1/2027	98,964 00									-	100,000	98,964 00
100,000	Florida St Brd Ed Pub Ed 4 0%	6/1/2021	100,898 00									-	100,000	100,898 00
100,000	JEA Fla Elec Sys Rev 4 125%	10/1/2023	99,050 00									-	100,000	99,050 00
100,000	Jea Fla Wtr & Swr 4 25%	10/1/2029	100,000 00									-	100,000	100,000 00
15,000	Jea Fla Wtr & Swr 4 8%	10/1/2032	5,002 33	(2 33)								-	15,000	5,000 00
10,000	Lakeland Fla Elec & Wtr Rev 5 75%	10/1/2019	10 715 25	(67 70)								-	10,000	10,647 55
10 000	Maine Health & Higher Edl 4 875%	7/1/2023	9,942 00	29 00	-5,000	9/9/2011	5,000 00	(4,971 00)				29 00	5,000	5,000 00
100,000	Melbourne Fl W&S 4 5%	10/1/2025	99 995 00									-	100,000	99,995 00
10,000	Naples Fla Hosp Rev 5 0%	10/1/2019	10,241 68		-10,000	5/19/2011	10,000 00	(10 241 68)				(241 68)	-	-
10,000	New Jersey St Tpk Auth 5 7%	5/1/2013	10,418 85	(209 43)	-5,000	5/2/2011	5,000 00	(5,209 43)				(209 43)	5,000	5,000 00
100,000	New York NY 4 %	8/1/2019	98,738 00									-	100,000	98,738 00
100,000	Orange Cnty Fla Tourist Dev Tax 4 5%	10/1/2027	98,982 00									-	100,000	98,982 00
100,000	Orlando FL Cap Impt Spl Rev 4 0%	10/1/2024	100,000 00									-	100,000	100,000 00
100,000	Pembroke Pines FL Go Bds 4 5%	9/1/2025	99,915 00									-	100,000	99,915 00
100,000	Port Orange FL Cmnty Redev Agy 4 5%	4/1/2027	99 364 00									-	100,000	99,364 00
190,000	Sarasota Cnty Fl Pub Hosp 5 625%		190,000 00									-	190,000	190,000 00
100,000	St Petersburg FL Public Util 4%	10/1/2021	100,000 00									-	100,000	100,000 00
50,000	Tampa Bay Wtr Fla Util 5 0%	10/1/2028	50,794 75		-50,000	10/3/2011	50,000 00	(50,794 75)				(794 75)	-	-
100,000	Tampa Fl Sports Aut 4 5%	1/1/2027	99,060 00									-	100,000	99,060 00
50,000	Tampa Fla Wtr & Swr 4 75%	10/1/2021	50,801 90		-50,000	10/19/2011	50,500 00	(50,801 90)				(301 90)	-	-
100,000	Tampa-Hillsborough Cnt Expwy Auth 4 25%	7/1/2027	95,358 00									-	100,000	95,358 00
100,000	Tampa-Hillsborough Cnt Expwy Auth 4 375%	7/1/2029	99,685 00									-	100,000	99,685 00
			-									-	-	-
Municipal Bonds			2,145 260 67	(250 46)			140,500 00	(142,044.67)		0 00	0 00	(1,544 67)		2,002,965 55 GL
														2,145,260.67
410	U S. Treasury/Agency Securities													

Client: *The Henry E. Becker and Pauline S. Becker Charitable Foundation*
Engagement: *2011 990PF Becker Foundation*
Period Ending: *12/31/11*
Workpaper: *Basis Schedule*

Account	Description	Maturity Date	FINAL 12/31/10	Adjustmt to Cost	Quantity Sold	Date of Sale	Proceeds	Cost Basis	Date of Purchase	Purchase Price	Accrued Interest	Gain/Loss	Ending Quantity	FINAL 12/31/11	
U.S. Treasury/Agency Securities			0 00				0 00	0 00		0 00	0.00	0 00		0 00	B 10 GL
400	Mutual Funds														
16013 642	Franklin Florida Tax Free Income Fund		200,000 00										16,014	200,000 00	
109649 123	Eaton Vance Amt Free Muni Bond		1 000,000 00										109,649	1,000,000 00	
	EV AMT Free Lmtd Mat Muni									200,000 00				200,000 00	
	Franklin Fed Intr Term Tax									200,000 00				200,000 00	
68906 115	Franklin Federal Tax Free Class A		800,000 00							200,000 00			68,906	1,000,000 00	
258 029	Franklin Federal Tax Free Class A		3,011 20										258	3,011 20	
	Allianceber Interm Divers		500,000 00							200,000 00			-	700,000 00	
	Allianceber Muni Inc Fd		300,000 00							200,000 00			-	500,000 00	
Mutual Funds			2,803,011 20				0.00	0 00		1,000,000.00	0 00	0.00		3,803,011.20	GL
	Totals		5 949,725 22	(253 76) for interest accrued			440,500.00	(442,044 67)		1,000,000.00	0.00	(1,544.67)		6,507,426.80	GL

Gain/(Loss)

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

Holdings

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for your tax reporting purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information.

CASH AND CASH EQUIVALENTS - 27.81% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income
Money Markets						
NORTHERN MONEY MARKET FUND 7 DAY YIELD .01% Dividend Option Reinvest Capital Gain Option Reinvest	NORXX CASH	2,547,779.24	$1.00	$2,547,779.24	$2,509,747.92	
Total Cash and Cash Equivalents				$2,547,779.24		

HOLDINGS > EQUITIES - 4.04% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
CITIGROUP CAP XVI GTD ENHANCED TR PFD SECS-TRUPS% 6.45% DUE 12/31/2066 ISIN #US17310L2016 CALLABLE ON 12/31/2011 @ 25.0000 Estimated Yield 7.50% Next Dividend Payable: 01/03/12	CPRW CASH	4,000	$21.48	$85,920.00	$88,240.00	$6,450.00	$100,000.00	($14,080.00)
JPMCHASE CAPITAL XVI TR PFD SECS 6.35% 06/01/2035 Estimated Yield 6.31%	JPMPRP CASH	4,000	$25.14	$100,560.00	$100,120.00	$6,350.00	$100,000.00	$560.00
MORGAN STANLEY CAP TR V GTD CAP SECS 5.75% 07/15/2033 Estimated Yield 7.04% Next Dividend Payable: 01/17/12	MWO CASH	4,000	$20.42	$81,680.00	$80,720.00	$5,750.00	$97,955.20	($16,275.20)

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
WELLS FARGO CAP VIII GTD TR PFD SECS TRUPS 5.625% DUE 08/01/2033 Estimated Yield 5.55% Next Dividend Payable: 02/01/12	GWF CASH	4,000	$25.33	$101,320.00	$100,248.00	$5,625.00	$99,609.20	$1,710.80
Total Equity				$369,480.00		$24,175.00	$397,564.40	($28,084.40)
Total Equities				$369,480.00		$24,175.00	$397,564.40	($28,084.40)

HOLDINGS > FIXED INCOME - 25.96% of Total Account Value

For an explanation of fixed income pricing, please see the last page Redemption schedule(s), bond rating(s), and other information are provided where available If information does not appear regarding a particular investment, it is not available The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Corporate Bonds								
HANCOCK JOHN LIFE INS CO SIGNA 5.02520% 02/15/2015 VR MOODY'S A2 /S&P AA- CPN PMT MONTHLY Next Interest Payable: 01/15/12 FLOATING COUPON RESET FREQUENCY MONTHLY NEXT RESET 01/13/2012 Accrued Interest $223.34	41013NLB2 CASH	100,000	$100.714	$100,714.00	$99,533.00	$5,025.20	$100,000.00	
Adjusted Cost Basis							$100,000.00 D	$714.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
PRUDENTIAL FINL INC CALL 4.85000% 02/15/2015 MOODY'S Baa2 /S&P A CPN PMT SEMI-ANNUAL ON AUG 15, FEB 15 Next Interest Payable: 02/15/12 CALLABLE ON 02/15/2012 @ 100.0000 Accrued Interest $1832.22	74432AFV7 CASH	100,000	$99.151	$99,151.00	$99,112.00	$4,850.00	$100,000.00	
Adjusted Cost Basis							$100,000.00 D	($849.00)
BANK AMER CORP SUB INTNTS BE 5.25000% 08/15/2025 CALL MOODY'S Baa2 /S&P BBB+ CPN PMT MONTHLY Next Interest Payable: 01/17/12 CALLABLE ON 01/15/2012 @ 100.0000 Accrued Interest $233.33	06050XVF7 CASH	100,000	$77.073	$77,073.00	$79,086.00	$5,250.00	$100,000.00	
Adjusted Cost Basis							$100,000.00 D	($22,927.00)
PUBLIC SVC ELEC & GAS CO 8.00000% 06/01/2037 1ST & REF MOODY'S A2 /S&P A- CPN PMT SEMI-ANNUAL ON DEC 01, JUN 01 Next Interest Payable: 06/01/12 Accrued Interest $13.33	744567BA5 CASH	2,000	$143.558	$2,871.16	$2,806.86	$160 00	$2,255.00 C	
Adjusted Cost Basis							$2,235.65 C D	$635.51
YTD Amortized Premium	$3.29 E							
PUBLIC SVC ELEC & GAS CO 5.000% 07/01/2037 1ST & REF MOODY'S A2 /S&P A- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable: 01/01/12 Accrued Interest $50.00	744567BB3 CASH	2,000	$104.217	$2,084.34	$2,031.26	$100.00	$1,650.00 C	
Adjusted Cost Basis							$1,650.00 C D	$434.34
Total Corporate Bonds		304,000		$281,893.50		$15,385.20	$303,885.65	($21,992.15)

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Municipal Bonds								
NEW JERSEY ST TPK AUTH TPK REV TPK 05.70000% 05/01/2013 IMPT REV BDS PARTIALLY FGIC DUE TO U.I.T. SER. FIRST REVENUE MOODY'S A3 ETM CPN PMT SEMI-ANNUAL ON NOV 01, MAY 01 Next Interest Payable: 05/01/12 ESCROWED TO MATURITY CONTINUOUSLY CALLABLE FROM 05/01/1983 CALLABLE ON 01/29/2012 @ 100.0000 CALL SCHEDULE DEFEASED SUBJECT TO SINKING FUND SINK SCHEDULE DEFEASED	646139CB9 CASH	5,000	$104.052	$5,202.60	$5,222.80	$285.00	$5,683.30 C	
Accrued Interest $47.50								
Adjusted Cost Basis							$5,000.00 C D	$202.60
YTD Amortized Premium $7,246.95 E								
LAKELAND FLA ELEC & WTR REV ELEC & WTR 05.75000% 10/01/2019 REV BDS SER. 1989 REVENUE S&P AA- ETM CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable: 04/01/12 ESCROWED TO MATURITY CONTINUOUSLY CALLABLE FROM 10/01/1999 CALLABLE ON 01/29/2012 @ 100.0000 CALL SCHEDULE DEFEASED SUBJECT TO SINKING FUND SINK SCHEDULE DEFEASED	511678LT9 CASH	10,000	$113.348	$11,334.80	$11,174.90	$575.00	$11,070.40 C	
Accrued Interest $143.75								
Adjusted Cost Basis							$10,647.55 C D	$687.25
YTD Amortized Premium $67.71 E								

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
FLORIDA ST BRD ED PUB ED PUB ED CAP 04.00000% 06/01/2021 OUTLAY REF BDS SER. 2005A INSURED BY FGIC/REINSRD BY MBIA DOUBLE-BARRELED MOODY'S Aa1 /S&P AAA CPN PMT SEMI-ANNUAL ON JUN 01, DEC 01 Next Interest Payable: 06/01/12 CONTINUOUSLY CALLABLE FROM 06/01/2015 CALLABLE ON 06/01/2015 @ 101.0000 Accrued Interest $333.33	341535UM2 CASH	100,000	$107.589	$107,589.00	$108,348.00	$4,000.00	$100,898.00		
Adjusted Cost Basis							$100,898.00	D	$6,691.00
ST PETERSBURG FLA PUB UTIL REV PUB 04.00000% 10/01/2021 UTIL REF REV BDS SER. 2006 INSURED BY MBIA REVENUE MOODY'S Aa2 CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2016 CALLABLE ON 10/01/2016 @ 100.0000 Accrued Interest $1000.00	793323JR8 CASH	100,000	$107.379	$107,379.00	$104,086.00	$4,000.00	$100,000.00		
Adjusted Cost Basis							$100,000.00	D	$7,379.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
BOYNTON BEACH FLA PUB SVC TAX REV PUB 04.00000% 11/01/2021 SERVICE TAX REV BDS SER. 2006 INSURED BY MBIA REVENUE MOODY'S A1 /S&P A CPN PMT SEMI-ANNUAL ON MAY 01, NOV 01 Next Interest Payable: 05/01/12 CONTINUOUSLY CALLABLE FROM 11/01/2016 CALLABLE ON 11/01/2016 @ 100.0000 Accrued Interest $666.67	103575DA1 CASH	100,000	$106.055	$106,055.00	$103,145.00	$4,000.00	$100,000.00	
Adjusted Cost Basis							$100,000.00 D	$6,055.00
MAINE HEALTH & HIGHER EDL FACS AUTH 04.87500% 07/01/2023 INSURED BY AGMC FORMERLY FSA REVENUE MOODY'S Aa3 /S&P AA- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable: 01/01/12 CONTINUOUSLY CALLABLE FROM 07/01/2008 CALLABLE ON 01/29/2012 @ 100.0000 SUBJECT TO EXTRAORDINARY CALL SUBJECT TO SINKING FUND Accrued Interest $121.87	5604245V1	5,000	$100.172	$5,008.60	unavailable	$243.75	$4,971.00 C	
Adjusted Cost Basis							$4,971.00 C D	$37.60

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
JEA FLA ELEC SYS REV ELEC SYS	46613CHH1	100,000	$100.061	$100,061.00	$100,035.00	$4,125.00	$99,050.00		
REV BDS 04.12500% 10/01/2023	CASH								
SER. 2005D									
INSURED BY AGMC FORMERLY FSA									
REVENUE									
MOODY'S Aa2 /S&P AA-									
CPN PMT SEMI-ANNUAL									
ON OCT 01, APR 01									
Next Interest Payable: 04/01/12									
CONTINUOUSLY CALLABLE FROM 10/01/2010									
CALLABLE ON 01/29/2012 @ 100.0000									
Accrued Interest $1031.25									
Adjusted Cost Basis							$99,050.00	0	$1,011.00
CHICAGO ILL WASTEWATER 05.12500%	167727SA5	100,000	$112.035	$112,035.00	$107,234.00	$5,125.00	$98,700.00		
01/01/2024 TRANSMISSION REV	CASH								
SECOND LIEN REV BDS SER. 2008A									
INSURED BY AMBAC/SECONDARY BHAC									
REVENUE									
MOODY'S Aa1 /S&P AA+									
CPN PMT SEMI-ANNUAL									
ON JUL 01, JAN 01									
Next Interest Payable: 01/01/12									
CONTINUOUSLY CALLABLE FROM 01/01/2018									
CALLABLE ON 01/01/2018 @ 100.0000									
Accrued Interest $2562.50									
Adjusted Cost Basis							$98,700.00	0	$13,335.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
ORLANDO FLA CAP IMPT SPL REV REV BDS SER. 04.00000% 10/01/2024 2005 A INSURED BY MBIA REVENUE MOODY'S Aa2 /S&P AA- CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2014 CALLABLE ON 10/01/2014 @ 100.0000 SUBJECT TO SINKING FUND Accrued Interest $1000.00	68641HDL5 CASH	100,000	$103.093	$103,093.00	$100,658.00	$4,000.00	$100,000.00		
Adjusted Cost Basis							$100,000.00	D	$3,093.00
NEW YORK N Y GO BDS SER. 2010 E 04.00000% 08/01/2025 UNLIMITED GEN OBLIG MOODY'S Aa2 /S&P AA CPN PMT SEMI-ANNUAL ON FEB 01, AUG 01 Next Interest Payable: 02/01/12 CONTINUOUSLY CALLABLE FROM 08/01/2019 CALLABLE ON 08/01/2019 @ 100.0000 Accrued Interest $1666.67	64966HSQ4 CASH	100,000	$105.271	$105,271.00	$102,990.00	$4,000.00	$98,738.00		
Adjusted Cost Basis							$98,738.00	D	$6,533.00
PEMBROKE PINES FLA GO BDS SER. 2007 04.50000% 09/01/2025 INSURED BY MBIA UNLIMITED GEN OBLIG MOODY'S Aa2 CPN PMT SEMI-ANNUAL ON MAR 01, SEP 01 Next Interest Payable: 03/01/12 CONTINUOUSLY CALLABLE FROM 09/01/2017 CALLABLE ON 09/01/2017 @ 100.0000 Accrued Interest $1500.00	70643FBZ4 CASH	100,000	$108.613	$108,613.00	$106,438.00	$4,500.00	$99,915.00		
Adjusted Cost Basis							$99,915.00	D	$8,698.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
BROWARD CNTY FLA WTR & SWR UTIL REV REF 04.50000% 10/01/2025 BDS SER. 2003 INSURED BY MBIA REVENUE MOODY'S Aa2 /S&P AA CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2013 CALLABLE ON 10/01/2013 @ 100.0000 Accrued Interest $1125.00	115117FL2 CASH	100,000	$102.948	$102,948.00	$102,440.00	$4,500.00	$99,995.00		
Adjusted Cost Basis							$99,995.00	D	$2,953.00
MELBOURNE FLA WTR & SWR REV REF REV BDS 04.50000% 10/01/2025 SER. 2004 INSURED BY FGIC/REINSRD BY MBIA REVENUE MOODY'S Aa3 CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2014 CALLABLE ON 10/01/2014 @ 100.0000 Accrued Interest $1125.00	585395M60 CASH	100,000	$102.875	$102,875.00	$101,986.00	$4,500.00	$99,995.00		
Adjusted Cost Basis							$99,995.00	D	$2,880.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
CHICAGO ILL WASTEWATER 05.25000% 01/01/2027 TRANSMISSION REV SECOND LIEN REV BDS SER. 2008A INSURED BY AMBAC/SECONDARY BHAC REVENUE MOODY'S Aa1 /S&P AA+ CPN PMT SEMI-ANNUAL ON JUL 01, JAN 01 Next Interest Payable: 01/01/12 CONTINUOUSLY CALLABLE FROM 01/01/2018 CALLABLE ON 01/01/2018 @ 100.0000 Accrued Interest $2625.00	167727SD9 CASH	100,000	$110.232	$110,232.00	$105,958.00	$5,250.00	$98,614.00		
Adjusted Cost Basis							$98,614.00	D	$11,618.00
TAMPA FLA SPORTS AUTH REV REF REV BDS 04.50000% 01/01/2027 STADIUM PROJECT SER. 2005 INSURED BY AGMC FORMERLY FSA SALES/EXCISE TAX MOODY'S Aa2 /S&P AA- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable: 01/01/12 CONTINUOUSLY CALLABLE FROM 01/01/2015 CALLABLE ON 01/01/2015 @ 100.0000 Accrued Interest $2250.00	875263PK5 CASH	100,000	$103.389	$103,389.00	$102,359.00	$4,500.00	$99,060.00		
Adjusted Cost Basis							$99,060.00	D	$4,329.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
PORT ORANGE FLA CMNTY REDEV AGY FOR 04.50000% 04/01/2027 PORT ORANGE TOWER CTR TAX INCREMENT REV REV BDS INSURED BY AMBAC TAX ALLOC/INCREMENT MOODY'S WR CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 04/01/2014 CALLABLE ON 04/01/2014 @ 100 0000 SUBJECT TO SINKING FUND Accrued Interest $1125.00	735041AQ8 CASH	100,000	$93.589	$93,589.00	$92,363.00	$4,500.00	$99,364.00		
Adjusted Cost Basis							$99,364.00	D	($5,775.00)
TAMPA-HILLSBOROUGH CNTY FLA EXP WY AUTH 04.25000% 07/01/2027 REV REV BDS SER. 2005A INSURED BY AMBAC REVENUE MOODY'S A3 /S&P A- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable: 01/01/12 CONTINUOUSLY CALLABLE FROM 07/01/2015 CALLABLE ON 07/01/2015 @ 101.0000 Accrued Interest $2125.00	875301DG5 CASH	100,000	$102.172	$102,172.00	$100,741.00	$4,250.00	$95,358.00		
Adjusted Cost Basis							$95,358.00	D	$6,814.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
FLORIDA GULF COAST UNIV FING CORP FLA 04.50000% 08/01/2027 CAP IMPT REV REV BDS SER. 2003 INSURED BY MBIA REVENUE MOODY'S Baa2 /S&P A- CPN PMT SEMI-ANNUAL ON FEB 01, AUG 01 Next Interest Payable: 02/01/12 CONTINUOUSLY CALLABLE FROM 08/01/2018 CALLABLE ON 08/01/2018 @ 100.0000 SUBJECT TO EXTRAORDINARY CALL SUBJECT TO SINKING FUND Accrued Interest $1875.00	34073XCF3 CASH	100,000	$101.36	$101,360.00	$100,969.00	$4,500.00	$98,964.00		
Adjusted Cost Basis							$98,964.00	0	$2,396.00
ORANGE CNTY FLA TOURIST DEV TAX REV 04.50000% 10/01/2027 TAX REF REV BDS SER. 2007 INSURED BY ASSD GUAR CORP REVENUE MOODY'S Aa3 /S&P AA- CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2017 CALLABLE ON 10/01/2017 @ 100.0000 Accrued Interest $1125.00	684545VZ6 CASH	100,000	$102.227	$102,227.00	$100,452.00	$4,500.00	$98,982.00		
Adjusted Cost Basis							$98,982.00	0	$3,245.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
TAMPA-HILLSBOROUGH CNTY FLA EXP WY AUTH 04.37500% 07/01/2029 REV REV BDS SER. 2005A INSURED BY AMBAC REVENUE MOODY'S A3 /S&P A- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable: 01/01/12 CONTINUOUSLY CALLABLE FROM 07/01/2015 CALLABLE ON 07/01/2015 @ 101.0000 Accrued Interest $2187.50	875301DJ9 CASH	100,000	$101.773	$101,773.00	$100,305.00	$4,375.00	$99,685.00		
Adjusted Cost Basis							$99,685.00	D	$2,088.00
JEA FLA WTR & SWR SYS REV REV BDS SER. 04.25000% 10/01/2029 2004 B INSURED BY MBIA REVENUE MOODY'S Aa2 /S&P AA- CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2013 CALLABLE ON 10/01/2013 @ 100.0000 SUBJECT TO SINKING FUND Accrued Interest $1062.50	46613PHB5 CASH	100,000	$100.796	$100,796.00	$100,204.00	$4,250.00	$100,000.00		
Adjusted Cost Basis							$100,000.00	D	$796.00

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
JEA FLA WTR & SWR SYS REV REV BDS SER 04.80000% 10/01/2032 2002 C INSURED BY SEC MKT MBIA REVENUE MOODY'S Aa2 /S&P AA- CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable: 04/01/12 CONTINUOUSLY CALLABLE FROM 10/01/2007 CALLABLE ON 01/29/2012 @ 100.0000 SUBJECT TO SINKING FUND Accrued Interest $60.00	46613PUS3 CASH	5,000	$100.053	$5,002.65	$5,001.20	$240.00	$5,002.66 C	
Adjusted Cost Basis							$5,000.00 C D	$2.65
YTD Amortized Premium	$29.29 E							
SARASOTA CNTY FLA PUB HOSP DIST HOSP 05.62500% 07/01/2039 REV REV BDS SARASOTA MEM HOSP SER. 2009A REVENUE MOODY'S A1 CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable: 01/01/12 CONTINUOUSLY CALLABLE FROM 07/01/2019 CALLABLE ON 07/01/2019 @ 100.0000 SUBJECT TO EXTRAORDINARY CALL SUBJECT TO SINKING FUND Accrued Interest $5343.75	803301CQ1 CASH	190,000	$104.435	$198,426.50	$194,396.60	$10,687.50	$190,000.00	
Adjusted Cost Basis							$190,000.00 D	$8,426.50
Total Municipal Bonds		2,015,000		$2,096,432.15		$90,906.25	$2,002,936.55	$93,495.60
Total Fixed Income		2,319,000		$2,378,325.65		$106,291.45	$2,306,822.20	$71,503.45

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > MUTUAL FUNDS - 42.19% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Fixed Income								
ALLIANCEBER INTERM DIVERSIFIED MUN CL A Estimated Yield 2.72% Dividend Option Cash Capital Gain Option Cash	AIDAX CASH	48,261.978	$14.80	$714,277.27	$706,072.74	$19,433.32	$700,000.00	$14,277.27
ALLIANCEBER MUNI INC FD NATL PORT CL A Estimated Yield 4.24% Dividend Option Cash Capital Gain Option Cash	ALTHX CASH	51,642.275	$10.14	$523,652.67	$515,906.33	$22,240.20	$500,000.00	$23,652.67
EATON VANCE AMT FREE MUNI INCOME CL A Estimated Yield 4.81% Dividend Option Cash Capital Gain Option Cash	ETMBX CASH	109,649.123	$8.84	$969,298.25	$945,175.44	$46,651.32	$1,000,000.00	($30,701.75)
EV AMT FREE LMTD MAT MUNI INCOME CLASS A Estimated Yield 3.30% Dividend Option Cash Capital Gain Option Cash	EXFLX CASH	20,040.08	$10.31	$206,613.22	$202,805.61	$6,823.28	$200,000.00	$6,613.22
FRANKLIN FEDERAL INTR TERM TAX FREE A Estimated Yield 3.19% Dividend Option Cash Capital Gain Option Cash	FKITX CASH	17,436.792	$12.24	$213,426.33	$208,892.77	$6,810.81	$200,000.00	$13,426.33
FRANKLIN FEDERAL TAX FREE CLASS A Estimated Yield 4.27% Dividend Option Cash Capital Gain Option Cash	FKTIX CASH	86,127.672	$12.19	$1,049,896.32	$1,033,532.06	$44,872.52	$1,003,011.20	$46,885.12

Statement for the Period December 1, 2011 to December 31, 2011

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR
Account Number: NT1-272272

Northern Trust Securities, Inc.

HOLDINGS > MUTUAL FUNDS *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
FRANKLIN FLORIDA TAX FREE INCOME CL A Estimated Yield 4 50% Dividend Option Cash Capital Gain Option Cash	FRFLX CASH	16,013.642	$11 69	$187,199 47	$184,637.29	$8,431 18	$200,000 00	($12,800 53)
Total Fixed Income				$3,864,363.53		$155,262.63	$3,803,011.20	$61,352.33
Total Mutual Funds				$3,864,363.53		$155,262.63	$3,803,011.20	$61,352.33
Total Securities				$6,612,169.18		$285,729.08	$6,507,397.80	$104,771.38
TOTAL PORTFOLIO VALUE				$9,159,948.42		$285,729.08	$6,507,397.80	$104,771.38

Activity

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for your tax reporting purposes Please refer to Footnotes and Cost Basis Information at the end of this statement for more information

TRADING

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
Redemptions							
12/23/11	CASH	REDEEMED	BROWARD CNTY FLA PORT FACS REV REF 05.00000% 09/01/2027 FULL CALL PAYOUT #REOR R0033506590000	(20,000)	$20,000 00	$20,031 80 C	
Total Redemptions					$20,000.00		