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**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 Dec 1, 2011, **and ending** Nov 30, 2012

Name of foundation THE BEHR CHARITABLE FOUNDATION		A Employer identification number 22-6830026
Number and street (or P O box number if mail is not delivered to street address) ONE PALMER SQUARE		B Telephone number (see the instructions) (609) 924-9622
City or town PRINCETON		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code NJ 08542		
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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		
H Check type of organization:		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 788,611.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	0.			
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	22,405.			
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		27,548.		
8 Net short-term capital gain			16,186.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	22,405.	27,548.	16,186.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	925.	925.	925.	925.
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instrs) See Line 18, Stmt	297.	297.	297.	297.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	4,638.	4,638.	4,638.	4,638.
24 Total operating and administrative expenses. Add lines 13 through 23	5,860.	5,860.	5,860.	5,860.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	5,860.	5,860.	5,860.	5,860.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	16,545.			
b Net investment income (if negative, enter -0-)		21,688.		
c Adjusted net income (if negative, enter -0-)			10,326.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash -- non-interest-bearing		216,811.	39,219.	39,219.	
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments -- U.S. and state government obligations (attach schedule)					
	b	Investments -- corporate stock (attach schedule)			473,192.	651,848.	749,392.
	c	Investments -- corporate bonds (attach schedule)					
	11	Investments -- land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments -- mortgage loans						
13	Investments -- other (attach schedule)						
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe)						
16	Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item l)			690,003.	691,067.	788,611.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable			35,000.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)				35,000.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			690,003.	656,067.	
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)			690,003.	656,067.	
	31	Total liabilities and net assets/fund balances (see instructions)			690,003.	691,067.	

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	690,003.
2	Enter amount from Part I, line 27a	2	16,545.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Other Increases Stmt	3	
4	Add lines 1, 2, and 3	4	706,548.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	15,481.
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	691,067.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 220 shs Bristol Myers Squibb CO	P	12/07/11	01/09/12
b 350 shs Bristol Myers Squibb Co	P	11/28/11	01/09/12
c 490 shs A T & T Inc	P	06/20/11	01/10/12
d 210 shs Dominion Res Inc VA New	P	09/27/11	01/10/12
e See Columns (a) thru (d)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,460.		7,372.	88.
b 11,869.		10,863.	1,006.
c 14,573.		15,232.	-659.
d 10,787.		10,750.	37.
e See Columns (e) thru (h)		456,347.	27,076.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			88.
b			1,006.
c			-659.
d			37.
e See Columns (j) thru (l)	0.	0.	27,076.

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	27,548.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	16,186.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	43,501.	763,780.	0.056955
2009	40,000.	745,192.	0.053677
2008	5,887.	745,487.	0.007897
2007	55,508.	1,002,729.	0.055357
2006	60,000.	1,107,619.	0.054170

2 Total of line 1, column (d)	2	0.228056
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045611
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	752,794.
5 Multiply line 4 by line 3	5	34,336.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	217.
7 Add lines 5 and 6	7	34,553.
8 Enter qualifying distributions from Part XII, line 4	8	5,860.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	434.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	434.
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	434.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	434.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13		X
14	The books are in care of <u>FREDERICK P. KING III</u> Telephone no. <u>(609) 924-9622</u> Located at <u>81 FARM STREET, DOVER, MA</u> ZIP + 4 <u>02030</u>			
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 <u>15</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country			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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 <u>20__ , 20__ , 20__ , 20__</u>		
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.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
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.)	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)? (see instructions) Yes No

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK P.KING III 81 FARM ST., DOVER, MA 02030	TRUSTEE 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
none				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>Grants to Women of Vision, a part of World Vision [\$8,750.00], Tenacity [\$8750.00] and Loveland Special Needs Riding Program [\$17,500.00] - to provide assistance to charitable endeavors of the recipients</u>	0.
2 -----	
3 -----	
4 -----	

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

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

BAA

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	730,180.
b Average of monthly cash balances	1b	34,078.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	764,258.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	764,258.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,464.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	752,794.
6 Minimum investment return. Enter 5% of line 5	6	37,640.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	37,640.
2a Tax on investment income for 2011 from Part VI, line 5	2a	434.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	434.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	37,206.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	37,206.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,206.

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	5,860.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,860.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,860.

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				37,206.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			37,922.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	60,000.			
b From 2007	55,550.			
c From 2008	0.			
d From 2009	0.			
e From 2010	43,768.			
f Total of lines 3a through e	159,318.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 5,860.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	5,860.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	165,178.			
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				
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 instructions			37,922.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 ..				37,206.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	60,000.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	105,178.			
10 Analysis of line 9				
a Excess from 2007	55,550.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	43,768.			
e Excess from 2011	5,860.			

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test – enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

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

Frederick P. King, III,
81 Farm Street

Dover MA 02030 (609) 924-9622

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

No particular form is required, but information should show charitable purpose

c Any submission deadlines:

None

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

None

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total				▶ 3a
<i>b Approved for future payment</i>				
Women of Vision]World Vision] 34834 Weyerhauser Way S Federal Way WA 98001	N/A	501(c)(3)	Charitable Benefits	8,750.
Loveland Special Needs Riding 40 Baker Bridge Road Lincoln MA 01773	N/A	501(c)(3)	Charitable Benefits	17,500.
Tenacity 38 Everett Street Boston MA 02134	N/A	501(c)(3)	Charitable Benefits	8,750.
Total				▶ 3b 35,000.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
U.S. TREASURY	267.	267.	267.	267.
NJ Division of Consumer Affairs	30.	30.	30.	30.
Total	297.	297.	297.	297.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IB & T CO.-custody fees	335.	335.	335.	335.
Moody Lynn & Co.- inv adv	4,303.	4,303.	4,303.	4,303.
Total	4,638.	4,638.	4,638.	4,638.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Adjustment for MLP Distributions	
Adjustment for fiscal year reporting	

Total

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
40 shs International Business Machines	P	09/20/11	01/12/12
30 shs International Business Machines	P	06/24/11	01/12/12
75 shs American Tower Reit Com	P	11/03/11	01/17/12
25 shs Apple Inc.	P	12/08/11	01/17/12
5 shs Chipotle Mexican Grill Inc Cl A	P	10/13/11	01/17/12
15 shs Google Inc CL A	P	09/20/11	01/17/12
195 shs Starbucks Corp Com	P	08/10/11	01/17/12
15 shs Chipotle Mexican Grill Inc Cl A	P	10/13/11	01/31/12
25 shs Chipotle Mexican Grill Inc Cl A	P	10/11/11	01/31/12
1,250 shs ProShares TR II Ultrshrt Euro	P	12/13/11	01/31/12
5 shs Apple Inc.	P	12/08/11	02/29/12
235 shs Petrobras Barsileiro ADR Sponsored	P	01/25/12	03/12/12
165 shs Freeport McMoran Copper & Gold Cl B	P	02/13/12	03/27/12
345 shs ABB Ltd Sponsored ADR	P	02/09/12	04/03/12
500 shs Blackstone Group L P Com Unit Ltd	P	03/02/12	04/23/12
90 shs Airgas Inc	P	11/28/11	05/03/12
175 shs Morgan Stanley Dean Witter	P	03/20/12	05/03/12
400 shs Morgan Stanley Dean Witter	P	03/01/12	05/03/12
120 shs Verizon Communications	P	09/27/11	05/03/12
200 shs IShares TR IBoxx Corp Bd Fd	P	12/28/11	05/07/12
200 shs Vanguard Bd Index Fd Total Bond Mrkt	P	03/01/12	05/07/12
305 shs Starbucks Corp Com	P	08/10/11	05/11/12
110 shs Alexion Pharmaceuticals Inc Com	P	10/13/11	05/15/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
250 shs Wells Fargo New	P	01/18/12	05/15/12
210 shs Boeing Co	P	12/13/11	06/15/12
110 shs Hess Corp	P	03/12/12	06/29/12
120 shs Nike Inc Class B	P	12/27/12	06/29/12
80 shs Nike Inc Class B	P	10/13/11	06/29/12
95 shs Johnson Nutrition Co	P	06/04/12	07/26/12
175 shs Potash Sask Inc	P	07/11/12	09/12/12
175 shs TJX Companies Inc	P	06/21/12	09/24/12
95 shs BHP Billiton Ltd Sponsored ADR	P	01/18/12	09/25/12
150 shs Caterpillar Inc	P	01/12/12	09/25/12
165 shs IShares TR High Yld Corp	P	01/18/12	09/25/12
155 shs Du Pont E I de Nemours CO	P	08/02/12	10/01/12
235 shs First Rep Bk San Fran Cali Ncom	P	07/18/12	11/02/12
190 shs Centurytel, Inc	P	05/30/12	11/05/12
200 shs Dollar Tree Inc	P	07/26/10	01/17/12
25 shs Dollar Tree Inc	P	07/02/10	01/17/12
700 shs Linn Energy LLC Unit Ltd Liab	P	12/09/10	02/08/12
2 shs Apple Inc	P	05/26/09	02/29/12
1 shs Vanguard Bd Index Fd Total Bond Mrkt	P	04/08/11	04/09/12
25 shs Dollar Tree Inc	P	07/02/10	05/03/12
0.500 shs Phillips 66 Com	P	01/11/11	05/06/12
60 shs International Business Machines	P	06/24/11	07/11/12
300 shs Dollar Tree Inc	P	07/02/10	08/02/12
90 shs Amazon	P	various	12/02/11
70 shs SPDR	P	12/02/11	12/14/11
30 shs SPDR	P	12/02/11	12/15/11
30 shs SPDR	P	12/02/11	12/16/11
265 shs Accenture	P	11/30/11	12/19/11
140 shs Cameron	P	various	12/27/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,182.		7,073.	109.
5,386.		4,961.	425.
4,677.		4,308.	369.
10,627.		9,838.	789.
1,770.		1,585.	185.
9,431.		8,254.	1,177.
9,315.		6,868.	2,447.
5,524.		4,754.	770.
9,206.		7,811.	1,395.
24,412.		24,896.	-484.
2,683.		1,968.	715.
6,372.		7,328.	-956.
6,440.		7,459.	-1,019.
7,028.		7,514.	-486.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,634.		7,699.	-1,065.
8,294.		6,565.	1,729.
2,846.		3,614.	-768.
6,504.		7,686.	-1,182.
4,865.		4,438.	427.
23,296.		22,700.	596.
16,780.		16,712.	68.
16,929.		10,743.	6,186.
9,489.		7,395.	2,094.
8,113.		7,451.	662.
15,092.		15,084.	8.
4,672.		6,854.	-2,182.
10,761.		11,750.	-989.
7,174.		7,338.	-164.
6,533.		7,436.	-903.
7,409.		7,805.	-396.
7,731.		7,537.	194.
6,494.		7,414.	-920.
13,326.		14,971.	-1,645.
15,340.		14,700.	640.
7,811.		7,660.	151.
8,148.		7,763.	385.
7,291.		7,514.	-223.
9,969.		8,603.	1,366.
8,641.		8,371.	270.
16,772.		8,784.	7,988.
2,096.		1,081.	1,015.
25,419.		25,361.	58.
1,073.		258.	815.
8.		0.	8.
2,589.		1,081.	1,508.
16.		16.	0.
11,048.		9,922.	1,126.
15,130.		6,487.	8,643.
17,872.		18,016.	-144.
10,804.		11,910.	-1,106.
4,619.		5,104.	-485.
4,645.		5,104.	-459.
14,197.		15,397.	-1,200.
6,940.		7,406.	-466.
Total		<u>456,347.</u>	<u>27,076.</u>

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

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			109.
			425.
			369.
			789.
			185.
			1,177.
			2,447.
			770.
			1,395.
			-484.
			715.
			-956.
			-1,019.
			-486.
			-1,065.
			1,729.
			-768.
			-1,182.
			427.
			596.
			68.
			6,186.
			2,094.
			662.
			8.
			-2,182.
			-989.
			-164.
			-903.
			-396.
			194.
			-920.
			-1,645.
			640.
			151.
			385.
			-223.
			1,366.
			270.
			7,988.
			1,015.
			58.
			815.
			8.
			1,508.
			0.
0.	0.	0.	1,126.
			8,643.
			-144.
			-1,106.

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

Continued

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
_____	_____	_____	-485.
_____	_____	_____	-459.
_____	_____	_____	-1,200.
_____	_____	_____	-466.
Total	<u>0.</u>	<u>0.</u>	<u>27,076.</u>

BEHR CHARITABLE FOUNDATION
22-683006

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

Part X Minimum Investment Return

<u>Date</u>	<u>Cash</u>	<u>Securities</u>
December 2011	\$36,244.15	\$730,836.20
January 2012	11,611.71	720,194.65
February 2012	63,584.99	691,154.79
March 2012	14,402.84	746,477.25
April 2012	12,096.29	753,038.29
May 2012	50,793.61	686,258.00
June 2012	24,611.17	729,808.58
July 2012	41,825.10	728,604.63
August 2012	7,959.73	761,633.52
September 2012	53,205.52	733,292.13
October 2012	53,382.96	731,473.52
November 2012	<u>39,219.15</u>	<u>749,392.45</u>
TOTAL	\$408,937.22	\$8,762,164.01
Divided by	_____/12	_____/12
MONTHLY TOTAL	<u>\$34,078.10</u>	<u>\$730,180.33</u>



STATE STREET.

Account Holdings
As of November 30, 2012
Page 3 of 12

BEHR CHARITABLE FOUNDATION
Account Number: [REDACTED]

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
	CASH BALANCE		0.00		\$0.00			
	Custody Holdings							
39,219.150	DREYFUS TREAS PRIME CASH MGT PRT 592	CM1DPRXX6	\$39,219.15	1.000	\$39,219.15	4.97%	\$0.04	
	TOTAL CASH AND EQUIVALENTS		\$39,219.15		\$39,219.15	4.97%	\$0.04	
	OTHER FIXED INCOME							
	MUTUAL FUNDS							
	Custody Holdings							
125,000	ISHARES BARCLAYS TIPS BOND FUND	464287176	\$14,771.25	122.910	\$15,363.75	1.95%	\$305.00	1.98%
400,000	ISHARES IBOXX INVT GRADE CORP BD FD	464287242	45,199.04	122.130	48,852.00	6.19	1,869.60	3.83
	TOTAL MUTUAL FUNDS		\$59,970.29		\$64,215.75	8.14%	\$2,174.60	
	TOTAL OTHER FIXED INCOME		\$59,970.29		\$64,215.75	8.14%	\$2,174.60	
	EQUITIES							
	CONSUMER DURABLES							
	AUTOMOTIVE							
	Custody Holdings							
400,000	GENUINE PARTS CO	372460105	\$19,048.27	65.090	\$26,036.00	3.30%	\$792.00	3.04%
	TOTAL CONSUMER DURABLES		\$19,048.27		\$26,036.00	3.30%	\$792.00	
	CONSUMER NON-DURABLES							
	DRUGS							
	Custody Holdings							
90,000	MERCK & CO INC	58933Y105	\$3,452.40	44.300	\$3,987.00	0.51%	\$154.80	3.88%
980,000	PFIZER INC	717081103	20,269.73	25.020	24,519.60	3.11	862.40	3.52
	TOTAL CONSUMER NON-DURABLES		\$23,722.13		\$28,506.60	3.62%	\$1,017.20	
	CONSUMER SERVICES							
	ENTERTAINMENT & LEISURE TIME							
	Custody Holdings							
170,000	DISNEY (THE WALT) COMPANY DEL	254687106	\$7,714.38	49.660	\$8,442.20	1.07%	\$127.50	1.51%
	RESTAURANTS & LODGING							
	Custody Holdings							
190,000	MCDONALDS CORP	580135101	\$15,346.72	87.040	\$16,537.60	2.10%	\$585.20	3.54%



STATE STREET.

BEHR CHARITABLE FOUNDATION
Account Number: [REDACTED]

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
EQUITIES (Continued)								
CONSUMER SERVICES (Continued)								
RESTAURANTS & LODGING (Continued)								
Custody Holdings (Continued)								
55,000	PANERA BREAD CO.-A	69840W108	8,370.71	160.500	8,827.50	1.12%		
TOTAL CONSUMER SERVICES								
BUSINESS PRODUCTS & SERVICES								
COMPUTER SERVICES								
Custody Holdings								
25,000	GOOGLE INC-A	38259P508	\$13,665.00	698.370	\$17,459.25	2.21%		
TELECOMMUNICATION SERVICES								
Custody Holdings								
125,000	QUALCOMM INC	747925103	\$7,789.20	63.620	\$7,952.50	1.01%	\$125.00	1.57%
380,000	VERIZON COMMUNICATIONS INC	92343V104	14,055.14	44.120	16,765.60	2.13%	782.80	4.67%
OTHER BUSINESS PRODS & SVCS								
Custody Holdings								
675,000	ALTRIA GROUP INC	02209S103	\$18,827.13	33.810	\$22,821.75	2.89%	\$1,188.00	5.21%
360,000	TORTOISE ENERGY INFRASTRUCTURE CORP	89147L100	14,547.56	39.174	14,102.64	1.79%	813.60	5.77%
TOTAL BUSINESS PRODUCTS & SERVICES								
CAPITAL GOODS								
MANUFACTURING-DIVERSIFIED								
Custody Holdings								
90,000	PRECISION CASTPARTS CORP	740789105	\$14,650.91	183.390	\$16,505.10	2.09%	\$10.80	0.06%
TRUCKS & PARTS								
Custody Holdings								
185,000	EATON CORP	278058102	\$7,694.32	52.160	\$9,649.60	1.22%	\$281.20	2.91%
COMPUTER & BUSINESS EQUIPMENT								
Custody Holdings								
28,000	APPLE INC	037833100	\$3,615.85	585.280	\$16,387.84	2.08%	\$296.80	1.81%



STATE STREET

BEHR CHARITABLE FOUNDATION
Account Number: [REDACTED]

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
EQUITIES (Continued)								
CAPITAL GOODS (Continued)								
TELECOMMUNICATIONS EQUIPMENT								
	Custody Holdings							
295,000	AT&T INC	00206R102	\$9,764.35	34.130	\$10,068.35	1.28%	\$531.00	5.27%
	TOTAL CAPITAL GOODS		\$35,725.43		\$52,610.89	6.67%	\$1,119.80	
ENERGY								
OIL-INTEGRATED								
	Custody Holdings							
140,000	CHEVRON CORP	166764100	\$15,672.31	105.690	\$14,796.60	1.88%	\$504.00	3.41%
165,000	CONOCOPHILLIPS	20825C104	8,756.30	56.940	9,395.10	1.19	435.60	4.64
85,000	OCCIDENTAL PETROLEUM CORP	674599105	7,661.21	75.210	6,392.85	0.81	183.60	2.87
	NATURAL GAS							
	Custody Holdings							
310,000	DUKE ENERGY CORP	26441C204	\$18,133.23	63.820	\$19,784.20	2.51%	\$948.60	4.79%
400,000	ENTERPRISE PRODUCTS PARTNERS LP	293792107	14,848.76	51.830	20,732.00	2.63	1,040.00	5.02
400,000	KINDER MORGAN ENERGY PARTNERS LP	494550106	25,134.14	81.510	32,604.00	4.13	2,016.00	6.18
650,000	SPECTRA ENERGY CORP	847560109	19,422.13	27.950	18,167.50	2.30	793.00	4.36
OTHER ENERGY								
	Custody Holdings							
240,000	ANADARKO PETROLEUM CORP	032511107	\$17,920.30	73.190	\$17,565.60	2.23%	\$86.40	0.49%
400,000	CONSOLIDATED EDISON INC	209115104	21,830.68	55.790	22,316.00	2.83	968.00	4.34
237,000	PHILLIPS 66-W/I	718546104	7,720.16	52.370	12,411.69	1.57	237.00	1.91
	TOTAL ENERGY		\$157,099.22		\$174,165.54	22.08%	\$7,212.20	



STATE STREET.

BEHR CHARITABLE FOUNDATION
Account Number. [REDACTED]

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated		
							Annual Income	Current Yield	
EQUITIES (Continued)									
BASIC INDUSTRIES									
CHEMICALS - MAJOR									
	Custody Holdings	009363102	\$12,401.24	88.570	\$15,056.90	1.91%	\$272.00	1.81%	
170,000	AIRGAS, INC.								
65,000	PRAXAIR INC	74005P104	7,373.60	107.210	6,968.65	0.88	143.00	2.05	
TOTAL BASIC INDUSTRIES									
FINANCIAL									
BANKS									
	Custody Holdings	316773100	\$7,827.18	14.640	\$8,198.40	1.04%	\$224.00	2.73%	
560,000	FIFTH THIRD, BANCORP.								
INSURANCE									
	Custody Holdings	084670702	\$7,694.70	88.080	\$8,367.60	1.06%			
95,000	BERKSHIRE HATHAWAY INC								
115,000	TRAVELERS COS INC	89417E109	7,991.30	70.820	8,144.30	1.03	211.60	2.60	
OTHER FINANCIAL									
	Custody Holdings	09247X101	\$8,572.83	197.040	\$8,866.80	1.12%	\$270.00	3.04%	
45,000	BLACKROCK INC								
55,000	MASTERCARD INC-A	57636Q104	18,533.01	488.680	26,877.40	3.41	66.00	0.25	
180,000	VISA INC CL A	92826C839	17,253.64	149.710	26,947.80	3.42	237.60	0.88	
REIT									
	Custody Holdings	03027X100	\$13,440.12	74.930	\$17,608.55	2.23%	\$216.20	1.23%	
235,000	AMERICAN TOWER CORP-CL A								
TOTAL FINANCIAL									
UTILITIES									
ELECTRIC POWER UTILITIES									
	Custody Holdings	233331107	\$18,769.21	60.580	\$21,808.80	2.77%	\$852.80	4.09%	
360,000	DTE ENERGY COMPANY								
TOTAL FINANCIAL UTILITIES									
							\$105,010.85	13.31%	\$1,225.40



STATE STREET.

BEHR CHARITABLE FOUNDATION
Account Number: [REDACTED]

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
EQUITIES (Continued)								
UTILITIES (Continued)								
ELECTRIC POWER UTILITIES (Continued)								
Custody Holdings (Continued)								
95,000	DOMINION RESOURCES INC	25746U109	4,973.16	51.110	4,855.45	0.62%	200.45	4.13%
270,000	SOUTHERN CO	842587107	10,968.40	43.550	11,758.50	1.49%	529.20	4.50%
	TOTAL UTILITIES		\$34,710.77		\$38,422.75	4.88%	\$1,622.45	
MUTUAL FUNDS								
EQUITY MUTUAL FUNDS								
Custody Holdings								
305,000	EGSHARES-EMERGING MKTS CONSUMER ETF	268461779	\$7,559.94	25.130	\$7,664.65	0.97%	\$37.21	0.48%
860,000	POWERSHARES FINL PREFERRED PORTFOLIO	73935X229	14,645.80	18.420	15,841.20	2.01%	1,031.14	6.51%
70,000	SPDR GOLD TRUST	78463V107	11,363.80	166.050	11,623.50	1.47%		
230,000	SPDR EURO STOXX 50 FUND	78463X202	7,518.40	33.020	7,594.60	0.96%	296.77	3.93%
FOREIGN EQUITY MUTUAL FUNDS								
Custody Holdings								
175,000	VANGUARD MSCI EMERGING MARKETS ETF	922042858	\$7,342.81	42.015	\$7,352.63	0.93%	\$122.50	1.67%
	TOTAL MUTUAL FUNDS		\$48,430.75		\$50,076.58	6.34%	\$1,489.62	
TOTAL EQUITIES								
FOREIGN ASSETS								
CORPORATE OBLIGATIONS								
Custody Holdings								
25,000,000	GLSXSHITHKLINE CAP	37739AD7	\$25,023.75	103.730	\$25,932.50	3.29%	\$712.50	2.75%
	TOTAL CORPORATE OBLIGATIONS		\$25,023.75		\$25,932.50	3.29%	\$712.50	
EQUITIES								
Custody Holdings								
200,000	ACE LTD	H0023R105	\$15,421.80	79.230	\$15,846.00	2.01%	\$392.00	2.47%
400,000	BCE INC	05534B760	15,822.16	42.300	16,920.00	2.15%	908.00	5.37%
160,000	CATANARAN, CORP	148887102	7,932.22	48.690	7,790.40	0.99%		



STATE STREET

BEHR CHARITABLE FOUNDATION
Account Number: [REDACTED]

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
	FOREIGN ASSETS (Continued)							
	EQUITIES (Continued)							
	Custody Holdings (Continued)							
200.000	SANOFI-AVENTIS ADR	80105N105	7,538.24	44.620	8,924.00	1.14	286.20	3.21
	TOTAL EQUITIES		\$46,714.42		\$49,480.40	6.29%	\$1,586.20	
	TOTAL FOREIGN ASSETS		\$71,738.17		\$75,412.90	9.58%	\$2,298.70	
	TOTAL ACCOUNT HOLDINGS		\$691,067.64		\$788,611.60	100.00%	\$22,989.11	



STATE STREET

BEHR CHARITABLE FOUNDATION
Account Number [REDACTED]

Table with columns: Posting Date, Trade Date, Activity, Description, Commission, Cash Amount. Rows include transactions for AT&T INC, VERIZON COMMUNICATIONS INC, ISHARES BARCLAYS TIPS BOND FUND, ISHARES IBOXX INVT GRADE CORP BD FD, BLACKROCK INC, ENTERPRISE PRODUCTS PARTNERS LP, VANGUARD MSCI EMERGING MARKETS ETF, CENTURYLINK INC, MASTERCARD INC-A, KINDER MORGAN ENERGY PARTNERS LP, APPLE INC, CATARAMAN CORP, QUALCOMM INC, POWERSHARES FINL PREFERRED PORTFOLIO, TORTOISE ENERGY INFRASTRUCTURE CORP, and TOTAL NET MONEY MARKET TRANSACTIONS.

Ending Cash Value \$0.00