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

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

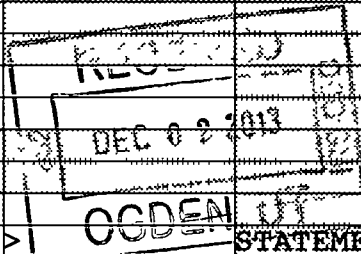
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION		A Employer identification number 13-3249239
Number and street (or P O box number if mail is not delivered to street address) 1270 AVENUE OF THE AMERICAS	Room/suite	B Telephone number (212) 332-7350
City or town, state, and ZIP code NEW YORK, NY 10020		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 30,875,181. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	619,969.	619,969.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	673,426.			STATEMENT 1
	b Gross sales price for all assets on line 6a	3,011,999.			
	7 Capital gain net income (from Part IV, line 2)		672,037.		
	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	<34,858.>	<38,087.>		STATEMENT 3	
12 Total. Add lines 1 through 11	1,258,537.	1,253,919.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	90,000.	0.		90,000.
	15 Pension plans, employee benefits	7,218.	0.		7,218.
	16a Legal fees STMT 4	836.	836.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest	3,176.	3,176.		0.
	18 Taxes STMT 5	29,068.	19,068.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	130.	0.		130.
	23 Other expenses STMT 6	118,286.	115,128.		3,115.
	24 Total operating and administrative expenses. Add lines 13 through 23	248,714.	138,208.		100,463.
	25 Contributions, gifts, grants paid	1,823,737.			1,823,737.
26 Total expenses and disbursements. Add lines 24 and 25	2,072,451.	138,208.		1,924,200.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<813,914.>				
b Net investment income (if negative, enter -0-)		1,115,711.			
c Adjusted net income (if negative, enter -0-)			N/A		



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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			361,301.	604,546.	604,546.	
	3 Accounts receivable						
	Less allowance for doubtful accounts						
	4 Pledges receivable						
	Less allowance for doubtful accounts						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	7 Other notes and loans receivable						
	Less allowance for doubtful accounts						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U S and state government obligations						
	b Investments - corporate stock	STMT 7			9,838,724.	9,627,606.	9,627,606.
	c Investments - corporate bonds						
11 Investments - land, buildings, and equipment basis							
Less accumulated depreciation							
12 Investments - mortgage loans							
13 Investments - other	STMT 8			19,163,109.	20,643,029.	20,643,029.	
14 Land, buildings, and equipment basis							
Less accumulated depreciation							
15 Other assets (describe)							
16 Total assets (to be completed by all filers)				29,363,134.	30,875,181.	30,875,181.	
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe)						
	23 Total liabilities (add lines 17 through 22)				0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here		<input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted				29,363,134.	30,875,181.	
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here		<input type="checkbox"/>				
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
28 Paid-in or capital surplus, or land, bldg, and equipment fund							
29 Retained earnings, accumulated income, endowment, or other funds							
30 Total net assets or fund balances				29,363,134.	30,875,181.		
31 Total liabilities and net assets/fund balances				29,363,134.	30,875,181.		

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	29,363,134.
2 Enter amount from Part I, line 27a	2	<813,914.>
3 Other increases not included in line 2 (itemize) UNREALIZED GAINS	3	2,325,961.
4 Add lines 1, 2, and 3	4	30,875,181.
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	30,875,181.

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 3,011,999.		2,339,962.	672,037.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			
b			
c			
d			
e			672,037.

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	672,037.
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 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 (col (b) divided by col (c))
2011	2,082,366.	31,024,504.	.067120
2010	1,800,789.	28,265,725.	.063709
2009	1,638,674.	24,744,091.	.066225
2008	1,636,492.	29,089,509.	.056257
2007	1,942,296.	32,886,323.	.059061

2 Total of line 1, column (d)	2	.312372
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	.062474
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,654,193.
5 Multiply line 4 by line 3	5	1,852,616.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,157.
7 Add lines 5 and 6	7	1,863,773.
8 Enter qualifying distributions from Part XII, line 4	8	1,924,200.

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

THE BEKER FOUNDATION
C/O THE MILLBURN CORPORATION

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	11,157.
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	11,157.
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	11,157.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,637.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	17,137.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,980.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,980. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ GREGG BUCKBINDER Telephone no ▶ 212-332-7350 Located at ▶ 1270 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 ▶ 10020			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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

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

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

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

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

	5b	
6b	X	
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
SEE STATEMENT 9		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

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	29,809,250.
b	Average of monthly cash balances	1b	296,530.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,105,780.
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	30,105,780.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	451,587.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,654,193.
6	Minimum investment return. Enter 5% of line 5	6	1,482,710.

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

1	Minimum investment return from Part X, line 6	1	1,482,710.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,157.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	249.
c	Add lines 2a and 2b	2c	11,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,471,304.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,471,304.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,471,304.

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	1,924,200.
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	1,924,200.
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	11,157.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,913,043.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,471,304.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	402,636.			
b From 2008	211,003.			
c From 2009	401,823.			
d From 2010	435,395.			
e From 2011	546,631.			
f Total of lines 3a through e	1,997,488.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,924,200.				
a Applied to 2011, 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 2012 distributable amount				1,471,304.
e Remaining amount distributed out of corpus	452,896.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,450,384.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	402,636.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,047,748.			
10 Analysis of line 9				
a Excess from 2008	211,003.			
b Excess from 2009	401,823.			
c Excess from 2010	435,395.			
d Excess from 2011	546,631.			
e Excess from 2012	452,896.			

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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

HARVEY BEKER

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

THE BEKER FOUNDATION
C/O THE MILLBURN CORPORATION

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				<p>1,823,737.</p>
<p>Total</p>				<p>▶ 3a 1,823,737.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>▶ 3b 0.</p>

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	12/31/12
b FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	12/31/12
c LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/12
d LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/12
e SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g LIQUIDATION OF SATELLITE OFFSHORE	P	11/01/99	03/29/12
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		51,036.	<51,036.>
b 109,406.			109,406.
c		67.	<67.>
d		1,322.	<1,322.>
e 56,973.		56,957.	16.
f 1,750,543.		1,492,230.	258,313.
g 1,094,111.		738,350.	355,761.
h 966.			966.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			<51,036.>
b			109,406.
c			<67.>
d			<1,322.>
e			16.
f			258,313.
g			355,761.
h			966.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	672,037.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

 FORM 990-PF . GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	0.	51,036.	0.	PURCHASED	VARIOUS	12/31/12
						<51,036.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	109,406.	0.	0.	PURCHASED	VARIOUS	12/31/12
						109,406.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	0.	0.	0.	PURCHASED	VARIOUS	12/31/12
						0.

The Beker Foundation
EIN: 13-3249239
Statement Attached To and Made Part of
Form 990-PF Return of Private Foundation
Capital Gains From Pass-Through Entities
For the Year Ended 12/31/12

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)
Accolade Partners LP	20	46,849	20	46,849
Hilltop Partners LP	-	-	-	-
Kovi Capital Partners LP	-	-	-	-
Nestor Partners	(61,736)	(163,216)	(61,736)	(163,216)
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	-	-	-
Millburn Equity Partners LLC	20,448	49,075	20,448	49,075
Sharevest Partners LP	7,849	166,057	7,849	166,057
Cross Ledge Long/Short Fund LP	(17,617)	10,641	(17,617)	10,641
Total	(51,036)	109,406	(51,036)	109,406

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

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)
	UBIT	UBIT	UBIT	UBIT
	Amount	Amount	Amount	Amount
Accolade Partners IP	-	-	-	(89)
Hilltop Partners, LP	-	-	-	-
Kovi Capital Partners, LP	-	-	-	-
Nestor Partners	-	-	-	-
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	-	-	-
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	67	1,411
Cross Ledge Long/Short Fund LP	-	-	-	-
Adjustment for Capital Gains (Losses) from Pass-Through Entities Subject to UBT	-	-	67	1,322

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	0.	0.	0.	PURCHASED	VARIOUS	12/31/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT	56,973.	56,957.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT	1,750,543.	1,492,230.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
LIQUIDATION OF SATELLITE OFFSHORE	1,094,111.	738,350.	0.	PURCHASED	11/01/99	03/29/12

CAPITAL GAINS DIVIDENDS FROM PART IV						966.
TOTAL TO FORM 990-PF, PART I, LINE 6A						673,426.

THE BEKER FOUNDATION
EIN: 13-3249239
STATEMENT ATTACHED TO AND MADE PART OF
FORM 990-PF RETURN OF PRIVATE FOUNDATION
CAPITAL GAINS/LOSSES
FOR THE YEAR ENDED 12/31/12

SHORT TERM

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME	
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
0 439	Sun Hung Kai Properties Ltd	01/19/12	01/19/12	6	5	0	5	0
2,750	Sun Hung Kai Properties Ltd	03/30/12	11/18/11	34,378	33,916	463	33,916	463
69	Sun Hung Kai Properties Ltd	03/30/12	01/19/12	863	845	18	845	18
0 231	Resolution LD	05/21/12	05/21/12	1	1	(0)	1	(0)
5	White Mountain Insurance	06/15/12	05/31/12	2,516	2,578	(62)	2,578	(62)
65	Devon Energy Corporation New	06/15/12	04/23/12	3,705	4,310	(605)	4,310	(605)
1,288	Segro PLC ORD	06/18/12	12/28/11	4,307	4,045	263	4,045	263
49	Daimler AG	06/18/12	10/25/11	2,132	2,578	(446)	2,578	(446)
44	Nexans Paris Act	06/18/12	05/22/12	1,673	1,665	8	1,665	8
0 196	Henderson Land Development	10/16/12	10/16/12	1	1	(0)	1	(0)
1,991	Resolution LD	11/22/12	05/21/12	7,390	7,013	377	7,013	377
TOTAL				56,973	56,957	16	56,957	16

LONG TERM

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME	
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
2,000	Royal Palm Beach Colony LP	06/30/12	01/03/86	0	2,874	(2,874)	2,874	(2,874)
1,000	Royal Palm Beach Colony LP	06/30/12	01/06/86	0	1,471	(1,471)	1,471	(1,471)
386 554	Third Avenue Value Fund	03/05/12	12/15/00	18,110	13,413	4,697	13,413	4,697
148 561	Third Avenue Value Fund	03/05/12	12/18/01	6,961	5,363	1,598	5,363	1,598
45 655	Third Avenue Value Fund	03/05/12	12/18/01	2,140	1,648	492	1,648	492
3,688 173	Third Avenue Value Fund	03/05/12	01/04/02	172,784	137,719	35,066	137,719	35,066
200	Lanxess AG	01/05/12	10/15/08	10,820	4,214	6,605	4,214	6,605
1,000	Toyota Industries	01/05/12	01/20/05	27,600	24,376	3,224	24,376	3,224
3,000	Cheung Kong Holdings Ltd	01/05/12	05/25/06	35,792	31,819	3,973	31,819	3,973
980	Lanxess AG	03/06/12	10/15/08	67,446	20,651	46,795	20,651	46,795
3,300	Viterra Inc	03/09/12	08/13/09	44,593	27,374	17,218	27,374	17,218
2,000	Mitsubishi Estate Co Ltd	03/21/12	06/25/07	36,742	54,144	(17,402)	54,144	(17,402)
3,000	Mitsubishi Estate Co Ltd	03/21/12	03/21/08	55,113	70,390	(15,277)	70,390	(15,277)
1,050	Sampo OYJ	03/29/12	06/01/10	29,462	22,062	7,401	22,062	7,401
800	Sampo OYJ	03/30/12	06/01/10	22,815	16,809	6,006	16,809	6,006
350	Sampo OYJ	03/30/12	06/16/10	9,981	8,002	1,979	8,002	1,979
700	Electronics for Imaging	04/26/12	12/17/07	12,787	15,431	(2,643)	15,431	(2,643)
50	Electronics for Imaging	04/27/12	12/17/07	915	1,102	(187)	1,102	(187)
950	Electronics for Imaging	04/27/12	12/18/07	17,351	20,938	(3,587)	20,938	(3,587)
225	Viterra Inc	05/24/12	08/13/09	3,485	1,866	1,618	1,866	1,618
3,400	Viterra Inc	05/24/12	09/17/09	52,656	31,411	21,245	31,411	21,245
875	Viterra Inc	05/24/12	03/11/10	13,551	8,295	5,256	8,295	5,256
2,000	Viterra Inc	06/13/12	03/11/10	31,364	18,960	12,404	18,960	12,404
1,650	Viterra Inc	06/14/12	04/01/10	25,878	15,778	10,100	15,778	10,100
875	Viterra Inc	06/14/12	04/05/10	13,724	8,391	5,333	8,391	5,333
400	Canfor Corporation	06/15/12	02/09/07	4,404	4,238	166	4,238	166
465	Investment Technology Group	06/15/12	01/12/09	4,303	10,713	(6,410)	10,713	(6,410)
595	Hutchinson Whampoa Ltd	06/15/12	04/15/04	9,982	8,584	1,398	8,584	1,398
945	Keycorp	06/15/12	01/15/10	6,917	6,351	566	6,351	566
360	Leucadia National Corp	06/15/12	05/29/09	7,654	7,374	280	7,374	280

# OF SHARES	DESCRIPTION	DATE		PROCEEDS	COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
		DATE SOLD	ACQUIRED					
1,200	Tellabs Inc	06/15/12	06/17/04	3,910	9,604	(5,694)	9,604	(5,694)
250	Tellabs Inc	06/15/12	11/18/04	815	2,159	(1,344)	2,159	(1,344)
550	Weyerhaeuser Co	06/15/12	01/29/10	11,272	22,016	(10,743)	22,016	(10,743)
200	Applied Materials	06/15/12	11/06/08	2,183	2,405	(222)	2,405	(222)
500	Brookfield Asset Mgmt	06/15/12	04/15/04	15,952	5,319	10,634	5,319	10,634
215	Bristow Group	06/15/12	08/08/08	8,332	8,191	142	8,191	142
175	Broadridge Financial Solutions, Inc	06/15/12	05/24/11	3,596	3,924	(329)	3,924	(329)
525	Bank NY Mellon Corp	06/15/12	02/08/06	10,980	18,169	(7,189)	18,169	(7,189)
225	Encana Corp	06/15/12	02/11/09	4,897	4,997	(100)	4,997	(100)
500	Electronics for Imaging	06/15/12	12/18/07	7,837	11,020	(3,182)	11,020	(3,182)
215	Forest City Enterprises Inc	06/15/12	07/03/07	3,133	13,223	(10,090)	13,223	(10,090)
2,944	Resolution LD	06/18/12	07/30/10	9,076	10,395	(1,319)	10,395	(1,319)
104	Pargesa Holding SA Geneve	06/18/12	03/25/11	6,067	9,906	(3,840)	9,906	(3,840)
200	Daibiru Corp	06/18/12	03/10/08	1,441	1,673	(231)	1,673	(231)
400	Daibiru Corp	06/18/12	03/11/08	2,883	3,411	(528)	3,411	(528)
300	Toyota Industries	06/18/12	01/20/05	8,279	7,313	966	7,313	966
200	Tokio Marine Holdings Inc	06/18/12	09/12/08	4,818	7,130	(2,312)	7,130	(2,312)
645	Investor AB	06/18/12	01/20/05	11,436	7,982	3,454	7,982	3,454
1,000	Cheung Kong Holdings Ltd	06/18/12	05/25/06	12,044	10,606	1,438	10,606	1,438
1,000	Henderson Land Development	06/18/12	09/23/08	5,393	5,059	334	5,059	334
70	Allianz AG	06/18/12	05/13/10	6,575	7,451	(876)	7,451	(876)
137	Lanxess AG	06/18/12	10/15/08	8,696	2,887	5,809	2,887	5,809
97	Sanofi Aventis	06/18/12	05/14/10	6,957	6,171	786	6,171	786
374	Brookfield Asset Mgmt	07/11/12	04/15/04	12,511	3,978	8,532	3,978	8,532
708	Lanxess AG	08/31/12	10/15/08	53,327	14,919	38,407	14,919	38,407
425	Lanxess AG	08/31/12	10/20/08	32,011	7,902	24,109	7,902	24,109
375	Lanxess AG	08/31/12	02/19/09	28,245	6,056	22,189	6,056	22,189
1,500	Brookfield Asset Mgmt	10/23/12	04/15/04	51,361	15,956	35,406	15,956	35,406
750	Bristow Group	10/23/12	08/08/08	36,875	28,572	8,304	28,572	8,304
350	Electronics for Imaging	10/23/12	12/18/07	6,125	7,714	(1,589)	7,714	(1,589)
250	Electronics for Imaging	10/23/12	01/02/08	4,375	5,485	(1,110)	5,485	(1,110)
2,750	Tellabs Inc	10/23/12	11/18/04	8,820	23,751	(14,931)	23,751	(14,931)
6,200	Tellabs Inc	10/23/12	04/06/05	19,884	44,428	(24,544)	44,428	(24,544)
3,100	Tellabs Inc	10/23/12	03/03/09	9,943	11,767	(1,824)	11,767	(1,824)
4,100	Tellabs Inc	10/23/12	12/15/09	13,150	22,330	(9,180)	22,330	(9,180)
7,575	Resolution LD	10/23/12	07/30/10	26,204	26,746	(543)	26,746	(543)
2,425	Resolution LD	10/23/12	10/04/10	8,389	9,435	(1,047)	9,435	(1,047)
800	Daibiru Corp	10/24/12	03/11/08	6,091	6,823	(732)	6,823	(732)
100	Daibiru Corp	10/24/12	03/12/08	761	932	(171)	932	(171)
2,000	Daibiru Corp	10/24/12	04/09/08	15,227	21,532	(6,305)	21,532	(6,305)
1,700	Daibiru Corp	10/24/12	04/10/08	12,943	18,272	(5,329)	18,272	(5,329)
1,200	Daibiru Corp	10/24/12	06/27/08	9,136	12,982	(3,846)	12,982	(3,846)
500	Daibiru Corp	10/24/12	08/14/08	3,807	4,607	(800)	4,607	(800)
800	Daibiru Corp	10/24/12	08/15/08	6,091	7,602	(1,511)	7,602	(1,511)
17,525	Resolution LD	11/22/12	10/04/10	65,050	68,187	(3,137)	68,187	(3,137)
317	Resolution LD	11/22/12	10/08/10	1,177	1,257	(80)	1,257	(80)
1,472	Resolution LD	11/22/12	05/26/11	5,464	7,137	(1,673)	7,137	(1,673)
854	Resolution LD	11/22/12	10/07/11	3,170	3,244	(74)	3,244	(74)
4 103	3F Investment Corp Ltd Class B	08/31/12	Various	8,507	6,979	1,528	6,979	1,528
188 626	3F Investment Corp Ltd Class B	12/31/12	Various	400,000	320,866	79,134	320,866	79,134
TOTAL				1,750,543	1,492,230	258,313	1,492,230	258,313

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3F INVESTMENT CORP LTD	186,080.	0.	186,080.
ACCOLADE PARTNERS LP	2,140.	0.	2,140.
CROSS LEDGE LONG/SHORT FUND LP	1,353.	0.	1,353.
HILLTOP PARTNERS LP	10,413.	0.	10,413.
MILLBURN EQUITY PARTNERS LLC	76,033.	0.	76,033.
MILLBURN HEDGE FUND	49,520.	0.	49,520.
MJ WHITMAN	374.	0.	374.
MJ WHITMAN ADVISORY	71,453.	0.	71,453.
MUTUAL GLOBAL DISCOVERY FUND	1,422.	966.	456.
NESTOR PARTNERS	7,677.	0.	7,677.
SHAREVEST PARTNERS LP	153,809.	0.	153,809.
THIRD AVENUE REAL ESTATE FUND	39,228.	0.	39,228.
THIRD AVENUE SMALL CAP FUND	2,655.	0.	2,655.
THIRD AVENUE VALUE FUND	10,088.	0.	10,088.
VANGUARD 500 INDEX FUND	488.	0.	488.
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	8,202.	0.	8,202.
TOTAL TO FM 990-PF, PART I, LN 4	620,935.	966.	619,969.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM INVESTMENT PARTNERSHIPS	<34,880.>	<34,880.>	
LESS: UBTI FROM INVESTMENTS PARTNERSHIPS	0.	<3,217.>	
OTHER MISCELLANEOUS INCOME	22.	10.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<34,858.>	<38,087.>	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	836.	836.		0.
TO FM 990-PF, PG 1, LN 16A	836.	836.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	19,068.	19,068.		0.
FEDERAL TAXES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	29,068.	19,068.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	115,128.	115,128.		0.
PAYROLL EXPENSES	2,006.	0.		2,006.
FILING AND REGISTRATION FEES	295.	0.		295.
INSURANCE	553.	0.		553.
MISCELLANEOUS	304.	0.		261.
TO FORM 990-PF, PG 1, LN 23	118,286.	115,128.		3,115.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MJ WHITMAN-CUSTODIAN	687,224.	687,224.	
MUTUAL GLOBAL DISCOVERY FUND	16,930.	16,930.	
THIRD AVENUE VALUE FUND	392,921.	392,921.	
THIRD AVENUE SMALL CAP FUND	85,336.	85,336.	
VANGUARD 500 INDEX FUND	22,773.	22,773.	
ARIEL FUND LIMITED	291,726.	291,726.	
THIRD AVENUE REAL ESTATE FUND	478,137.	478,137.	
3F INVESTMENT CORP LTD	4,676,672.	4,676,672.	
WHITMAN ADVISORY	2,386,919.	2,386,919.	
WYNNEFIELD SMALL CAP	361,060.	361,060.	
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	227,908.	227,908.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,627,606.	9,627,606.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLTOP PARTNERS LP	FMV	58,954.	58,954.
KOVI CAPITAL PARTNERS LP	FMV	22,988.	22,988.
NESTOR PARTNERS	FMV	5,095,418.	5,095,418.
ACCOLADE PARTNERS LP	FMV	191,113.	191,113.
NCH BALKAN FUND LP	FMV	667,272.	667,272.
MILLBURN HEDGE FUND	FMV	3,586,416.	3,586,416.
MILLBURN EQUITY PARTNERS LLC	FMV	3,464,430.	3,464,430.
SHAREVEST PARTNERS LP	FMV	7,317,238.	7,317,238.
CROSS LEDGE LONG/SHORT FUND LP	FMV	239,200.	239,200.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,643,029.	20,643,029.

FORM 990-PF . PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	PRESIDENT 1.00	0.	0.	0.
JAYNE BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	SECRETARY 1.00	0.	0.	0.
GEORGE E. CRAPPLE C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR/ASST 0.50	TREASURER 0.	0.	0.
SHERI GUROCK C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.50	0.	0.	0.
ALISON JUDD C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF OTHER REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
FLOW THRU FROM INV PSHIPS	525990	3,217.	14	<3,217.>	
FLOW THRU FROM INV PSHIPS	525990	67.	18	<67.>	
FLOW THRU FROM INV PSHIPS	525990	1,322.	18	<1,322.>	
TOTAL TO FORM 990-PF, PG 12, LN 11		4,606.		<4,606.>	

The Beker Foundation
13-3249239

Attachment to Form 990-PF
Y/E December 31, 2012

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

The Malcolm Wiener Foundation
1270 Avenue of the Americas
New York, NY 10020
13-3250321

Filed at IRS Service Center: Ogden Utah-11/15/13

THE BEKER FOUNDATION

#13-3249239

12/31/12

Schedule _____

Name and Address	Recipient Status	Purpose	Amount (\$)
Aleph Society 25 West 45 St., Suite 1409, New York, NY 10036	Public Charity	General Operations	36,000
American Cte. for Shaare Zedek Medical Ctr. Suite 1100, 49 West 45th St., New York NY 10036	Public Charity	General Operations	2,500
American Friends of the Israel Museum 500 Fifth Ave., Suite. 2540, New York, NY 10110	Public Charity	General Operations	17,500
American Friends of MESH 1112 Ocean Ave., Lakewood, NJ 08701	Public Charity	General Operations	50,000
American Friends of Shalva 22 W. 38 St., New York NY 10016	Public Charity	General Operations	10,000
AmeriCares 88 Hamilton Avenue, Stamford, CT 06902	Public Charity	General Operations	3,047
American Jewish Historical Society 15 West 16th Street, New York, NY 10011	Public Charity	General Operations	5,000
Boston Children's Museum 308 Congress St., Boston, MA 02210	Public Charity	General Operations	2,200
Brandeis University PO Box 9110, Mail Stop 122 Waltham, MA 02254-9110	Public Charity	General Operations	127,000
Bris Avroham 910 Salem Ave., Hillside, NJ 07205	Public Charity	General Operations	1,300
Bronx Jewish Community Council 2930 Wallace Ave, Bronx, NY 10467	Public Charity	General Operations	3,600
Celebrate Israel Parade 225 W. 34 St., Ste. 1607, NYC 10122	Public Charity	General Operations	500
Chabad Jewish Center 745 W. Main St., Hyannis, MA 02601	Public Charity	General Operations	1,000
Chai Lifeline/Camp Simcha 151 W. 30 St., NYC 10001-4007	Public Charity	General Operations	5,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Children's Cancer & Blood Foundation 111 W. 57 St., Suite 420 New York, NY 10019	Public Charity	General Operations	5,000
COJECO 40 Exchange Place, Suite 1302, NYC 10005	Public Charity	General Operations	5,400
Combined Jewish Philanthropies 126 High St., Attn Jamie Bornstein Boston, MA 02110	Public Charity	General Operations	10,000
Congregation Kehillath Israel (KINS PTO) 384 Harvard St., Brookline MA 02446	Public Charity	General Operations	2,500
Congregation Mishkan Israel Day Camp 777 Mt. Pleasant Dr, Trumbull, CT 06611	Public Charity	General Operations	2,500
FJC-Foundation for Jewish Camp 15 W. 36 St., New York, NY 10018	Public Charity	General Operations	500
Frisch School 120 W. Century Rd., Paramus, NJ 07652	Public Charity	General Operations	20,000
Gann Academy 333 Forest Street, Waltham, MA 02452	Public Charity	General Operations	1,800
Gateways 333 Nahanton Street, Newton, MA 02459	Public Charity	General Operations	1,000
Harold Grinspoon Foundation 380 W. Union St., Suite 200 W. Springfield, MA 01089-4134	Public Charity	General Operations	5,000
Healthcare Foundation of Cape Cod PO Box 370, Hyannis, MA 02601	Public Charity	General Operations	5,000
Hebrew Free Loan Society 675 3 rd Ave., Suite 1905, New York, NY 10017	Public Charity	General Operations	1,800
Hebrew Institute of Riverdale 3700 Henry Hudson Pky., Bronx,, NY 10463	Public Charity	General Operations	48,850
Hillel: Foundation for Jewish Campus Life 800 W. 8 th St. NW, Wash. DC 20001	Public Charity	General Operations	78,000
Human Rights Watch 485 Fifth Ave., New York NY 10017	Public Charity	General Operations	2,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Israel Special Kids Fund 505 Eighth Ave., Suite 803 New York NY 10018	Public Charity	General Operations	1,000
Jewish Community Ctr. of Greater Boston 333 Nahanton St. Newton MA 02459	Public Charity	General Operations	1,000
Jewish Family & Children's Services 1430 Main St., Waltham, MA 02451	Public Charity	General Operations	25,000
Life is Good Kids Foundation 283 Newbury Street, Boston, MA 02115	Public Charity	General Operations	1,000
Lustgarten Foundation 1111 Stewart Ave., Bethpage, NY 11714	Public Charity	General Operations	200
Maimonides School 34 Philbrick Road, Brookline, MA 02146	Public Charity	General Operations	70,000
Make-A-Wish Foundation Gift Processing Ctr. PO Box 6062, Albert Lea, MN 56007-6662	Public Charity	General Operations	500
Manhattan Theatre Club 311 West 43 St., 11 fl., New York, NY 10036	Public Charity	General Operations	10,000
MassArtCollege of Art & Design 621 Huntington Ave., Boston, MA 02115	Public Charity	General Operations	20,000
Mayyin Hayyim 1838 Washington St., Newton, MA 02466	Public Charity	General Operations	20,000
Mesivtha Tifereth Jerusalem 141-7 East Broadway, New York, NY 10002	Public Charity	General Operations	500
Mt. Sinai Schl. of Medicine Goldsmith Center for Multiple Sclerosis 5 East 98 St., New York NY 10029	Public Charity	General Operations	167,000
MyJewish Learning 377 Fifth Ave., 2 fl., New York NY 10016	Public Charity	General Operations	10,000
National M.S. Society 30 West 26th Street, New York, NY 10010	Public Charity	General Operations	200
NCSY (Nat'l Center for Synagogue Youth) 333 Seventh Ave., New York NY 10001	Public Charity	General Operations	1,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Nesiya Institute 234 Fifth Ave., #411, New York, NY 10001	Public Charity	General Operations	60,000
New York University 70 Washington Sq. So., New York, NY 10012	Public Charity	General Operations	90,000
Ohaley Avraham Yaakov c/o Moshe Zari 1216 58th St., Brooklyn NY 11219	Public Charity	General Operations	500
Ohel Children's Home & Family Services 4510 16 th Ave., Brooklyn, NY 11204	Public Charity	General Operations	1,500
Orthodox Union Eleven Broadway, New York, NY 10004	Public Charity	General Operations	10,000
Palestine Media Watch (Central Fund of Israel) 3rd flr., 980 Sixth Ave., New York NY 10018	Public Charity	General Operations	5,000
Project Ezrah 95 Cedar Lane, Suite 12 Englewood, NJ 07631	Public Charity	General Operations	3,600
RAJE (Russian American Jewish Experience) 2915 Ocean Pky, Brooklyn NY 11235	Public Charity	General Operations	1,800
Ramaz School 60 East 78th St., New York, NY 10021	Public Charity	General Operations	10,000
Revlon Run/Walk for Women c/o Rehage Entertainment, Inc. Church St. Station, PO Box 6714 New York, NY 10249-6714	Public Charity	General Operations	360
Riverdale Hatzalah P. O. Box 181 Riverdale Station, NY 10471	Public Charity	General Operations	5,000
Riverdale Jewish Center 3700 Independence Ave., Bronx, NY 10463	Public Charity	General Operations	25,980
Riverdale Mental Health Assn. 5676 Riverdale Ave., Bronx, New York 10471	Public Charity	General Operations	1,000
Riverdale Nature Preservancy c/o Rivedale Neighborhood House 5521 Mosholu Ave. BX 10471	Public Charity	General Operations	100

Name and Address	Recipient Status	Purpose	Amount (\$)
Riverdale Neighborhood House 5521 Mosholu Ave.,Bronx, NY 10471	Public Charity	General Operations	1,250
Riverdale Senior Services 2600 Netherland Avenue Bronx, New York 10463	Public Charity	General Operations	750
Riverdale YM-YWHA 5625 Arlington Ave., Bronx, NY 10471	Public Charity	General Operations	22,500
Room to Grow 142 Berkeley St., Boston 02116	Public Charity	General Operations	5,000
SAR Academy 655 W. 254 St., Bronx, Ny 10471	Public Charity	General Operations	130,000
Shalem Foundation 845 Third Ave., 6 Flr. New York NY 10022	Public Charity	General Operations	200,000
Shalom Hartman Institute of North America	Public Charity	General Operations	1,800
Shomrei Torah Orthodox Congregation of Fair Lawn 19-10 Morlot Ave., Fair Lawn, NJ 07410	Public Charity	General Operations	13,000
Sinai Special Needs Institute 1600 Queen Anne Rd.,Teaneck, NJ 07666	Public Charity	General Operations	10,000
TedX Beacon Street Ideas in Action 255 Walnut Street, Brookline, MA 02445	Public Charity	General Operations	3,000
Tzivos Hashem (Jewish Children's Museum) 792 Eastern Pky., Brooklyn, NY 11213	Public Charity	General Operations	1,000
UJA-Federation 130 East 59th St., New York, NY 10022	Public Charity	General Operations	85,000
UJA-Federation (of N.J.) 111 Kinderkamack Rd., River Edge, NJ 07661	Public Charity	General Operations	1,000
Washington Square Minyan 207 Mason Terr. #1, Brookline, MA 02446	Public Charity	General Operations	1,800
Wave Hill 675 West 252nd St., Bronx, NY 10471	Public Charity	General Operations	82,500

Name and Address	Recipient Status	Purpose	Amount (\$)
Yad Chesed Fund PO Box 470752, Brookline, MA 02447	Public Charity	General Operations	3,600
Yavneh Academy 155 Fairview Ave., Paramus NJ 07652	Public Charity	General Operations	2,500
YCT Rabbinical School 475 Riverside Dr., #244, New York, NY 10115	Public Charity	General Operations	10,000
Yeshiva Telshe Alumni	Public Charity	General Operations	600
Yeshiva University 500 West 185th St., New York, NY 10033	Public Charity	General Operations	250,000
Young Israel of Brookline c/o Robert Wolff 62 Green St., Brookline, MA 02446	Public Charity	General Operations	1,200
Zamir Chorale of Boston PO Box 126, Newton Centre, MA 02459	Public Charity	General Operations	1,000
		TOTAL	1,823,737

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

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

0 4

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

GREGG BUCKBINDER

- The books are in the care of ▶ **1270 AVENUE OF THE AMERICAS - NEW YORK, NY 10020**
Telephone No. ▶ **212-332-7350** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ . If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2012** or
▶ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	17,137.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	10,637.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	6,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

GREGG BUCKBINDER

• The books are in the care of **1270 AVENUE OF THE AMERICAS - NEW YORK, NY 10020**

Telephone No. **212-332-7350** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	17,137.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	17,137.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Gregg Buckbinder* Title Assistant Secretary Date 8/8/13