Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation THE HENRY E. BECKER AND PAULINE S. BECKER CHARITABLE FOUNDATION	A Employer identification number 20-6297485
Number and street (or P O box number if mail is not delivered to street address) 4700 BAY SHORE ROAD — Room/suite	B Telephone number 941-355-3448
City or town, state, and ZIP code SARASOTA, FL 34234	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 10,276,407. — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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	600,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,901.	1,901.		STATEMENT 1
	4 Dividends and interest from securities	293,315.	62,854.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,826.			
	b Gross sales price for all assets on line 6a 216,847.				
	7 Capital gain net income (from Part IV, line 2)		2,826.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	898,042.	67,581.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,485.	0.		3,485.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	-937.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	35.	35.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,583.	35.		3,485.
	25 Contributions, gifts, grants paid	1,282,000.			1,282,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,284,583.	35.		1,285,485.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-386,541.			
	b **Net investment income** (if negative, enter -0-)		67,546.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

21320409 759428 18462 2012.03030 THE HENRY E. BECKER AND PAU 18462__1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,789,290.	1,907,426.	1,907,426.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	2,002,937.	1,888,844.	2,031,912.
	b Investments - corporate stock STMT 7	397,564.	2,105,717.	2,091,464.
	c Investments - corporate bonds STMT 8	303,886.	203,882.	203,283.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,803,011.	3,803,011.	4,035,798.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	5,257.	6,524.	6,524.
	16 **Total assets** (to be completed by all filers)	10,301,945.	9,915,404.	10,276,407.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,301,945.	9,915,404.	
	30 **Total net assets or fund balances**	10,301,945.	9,915,404.	
	31 **Total liabilities and net assets/fund balances**	10,301,945.	9,915,404.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,301,945.
2	Enter amount from Part I, line 27a	2	-386,541.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,915,404.
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	9,915,404.

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	216,847.		214,021.	2,826.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,826.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 2,826.

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	1,470,011.	10,025,331.	.146630
2010	1,003,610.	9,435,430.	.106366
2009	1,034,672.	8,333,014.	.124165
2008	501,050.	7,186,456.	.069721
2007	1,055,798.	6,245,107.	.169060

2	**Total** of line 1, column (d)	2	.615942
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	.123188
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,252,749.
5	Multiply line 4 by line 3	5	1,263,016.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	675.
7	Add lines 5 and 6	7	1,263,691.
8	Enter qualifying distributions from Part XII, line 4	8	1,285,485.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	675.
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	675.
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	675.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	520.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	520.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	155.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PAULINE S. BECKER Telephone no.▶ 941-355-3448
Located at ▶ 4700 BAYSHORE ROAD, SARASOTA, FL ZIP+4 ▶ 34234

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAULINE S. BECKER 4700 BAYSHORE ROAD SARASOTA, FL 34234	TRUSTEE 1.00	0.	0.	0.

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

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

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

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	7,331,734.
b	Average of monthly cash balances		1b	3,077,148.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,408,882.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,408,882.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	156,133.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,252,749.
6	**Minimum investment return.** Enter 5% of line 5		6	512,637.

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	512,637.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 675.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	675.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	511,962.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	511,962.
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	511,962.

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	1,285,485.
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	1,285,485.
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	675.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,284,810.

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				511,962.
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 749,157.				
b From 2008 148,096.				
c From 2009 620,197.				
d From 2010 533,763.				
e From 2011 969,750.				
f Total of lines 3a through e	3,020,963.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,285,485.				
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				511,962.
e Remaining amount distributed out of corpus	773,523.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,794,486.			
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	749,157.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,045,329.			
10 Analysis of line 9:				
a Excess from 2008 148,096.				
b Excess from 2009 620,197.				
c Excess from 2010 533,763.				
d Excess from 2011 969,750.				
e Excess from 2012 773,523.				

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

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

1 **Information Regarding Foundation Managers:**

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

PAULINE S. BECKER

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

NONE

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

Check here ▶ [X] 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:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AGAPE FLIGHTS INC. 7990 - 15TH STREET EAST SARASOTA, FL 34243	NONE	509(A)(1)	GENERAL	15,000.
ALL FAITHS FOOD BANK 8171 BLAIKIE CT SARASOTA, FL 34240	NONE	509(A)(1)	GENERAL	10,000.
ANTIQUE AUTOMOBILE CLUB OF AMERICA P.O. BOX 417 HERSHEY, PA 17033	NONE	509(A)(1)	GENERAL	25,000.
BOYS & GIRLS CLUBS OF SARASOTA COUNTY P.O. BOX 4068 SARASOTA, FL 34230	NONE	509(A)(2)	GENERAL FUND	50,000.
COMMUNITY MOBILE MEALS ON WHEELS 421 N. LIME AVE. SARASOTA, FL 34237	NONE	509(A)(1)	GENERAL FUND	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,282,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,901.	
4 Dividends and interest from securities			14	293,315.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,826.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		298,042.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 298,042.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Pauline S. Becker | 4-15-13 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLINE D. STRICKLAND	Caroline Strickland	4/15/13		P00096238
Firm's name ▶ KERKERING, BARBERIO & CO.			Firm's EIN ▶ 59-1753337	
Firm's address ▶ P.O. BOX 49348 SARASOTA, FL 34230-6348			Phone no. 941-365-4617	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Employer identification number
20-6297485

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAULINE S. BECKER 4700 BAYSHORE ROAD SARASOTA, FL 34234	$ 600,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

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

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

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

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

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

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

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

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CASH IN LIEU KRAFT FOODS	P	10/05/12	10/05/12
b	100,000 SH JEA FLA ELEC SYS	P	08/01/05	02/13/12
c	5,000 SH JEA FLA WTR & SWR SYS	P	10/20/04	02/24/12
d	5,000 SH MAINE HEALTH & HIGHER EDL	P	10/20/04	01/03/12
e	5,000 SH NEW JERSEY ST TPK AUTH TPK REV	P	10/20/04	05/01/12
f	100,000 SH PRUDENTIAL FINL INC	P	02/09/05	08/15/12
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	16.			16.
b	100,000.		99,050.	950.
c	5,000.		5,000.	0.
d	5,000.		4,971.	29.
e	5,000.		5,000.	0.
f	100,000.		100,000.	0.
g	1,831.			1,831.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				16.
b				950.
c				0.
d				29.
e				0.
f				0.
g				1,831.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,826.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FLORIDA SHERIFF'S YOUTH RANCHES P.O. BOX 2000 BOYS RANCH, FL 32064	NONE	509(A)(1)	GENERAL FUND	10,000.
FOUNDATION FOR DREAMS, INC. 2620 MANATEE AVENUE WEST, STE D BRADENTON, FL 34205	NONE	509(A)(1)	GENERAL FUND	10,000.
HENRY KESSLER FOUNDATION 300 EXECUTIVE DR., STE 150 WEST ORANGE, NJ 07052	NONE	509(A)(1)	GENERAL FUND/HURRICANE SANDY EMERGENCY FUND	35,000.
LIGHTHOUSE OF MANASOTA 7319 N. TAMIAMI TRAIL SARASOTA, FL 34230	NONE	509(A)(1)	GENERAL FUND	10,000.
MOTE MARINE LABORATORY 1600 KEN THOMPSON PARKWAY SARASOTA, FL 34237	NONE	509(A)(1)	FLOOD/LIBRARY/SCHOLARS	307,000.
NY PRESBYTERIAN HOSPITAL 525 E 68TH ST NEW YORK, NY 10065	NONE	509(A)(1)	MEMORIUM	10,000.
PHILLIPSBURG RAILROAD HISTORIANS/RAILROAD MUSEUM P.O. BOX 5104 PHILLIPSBURG, NJ 08865	NONE	509(A)(1)	GENERAL/MEMORIUM	15,000.
RESURRECTION HOUSE 507 KUMQUAT CT SARASOTA, FL 34236	NONE	509(A)(1)	GENERAL	10,000.
RINGLING SCHOOL OF ART AND DESIGN 2700 NORTH TAMIAMI TRAIL SARASOTA, FL 34234	NONE	509(A)(1)	HEB SCHOLARSHIP, TRUSTEE SCHOLARSHIP, SMOA, HEALTH CARE CENTER ;LISTTOTAL 1101000	601,000.
SARASOTA MEMORIAL HEALTHCARE FOUNDATION 1838 WALDEMERE STREET SARASOTA, FL 34239	NONE	509(A)(1)	GENERAL FUND	50,000.
Total from continuation sheets				1,172,000.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAVE THE MANATEE CLUB 500 N MAITLAND AVE MAITLAND, FL 32751	NONE	509(A)(1)	GENERAL FUND	3,000.
SERTOMA CAMP ENDEAVOR 1300 CAMP ENDEAVOR BLVD DUNDEE, FL 33838	NONE	509(A)(1)	GENERAL	5,000.
SMITH CENTER FOR THERAPEUTIC RIDING (STRIDE) P.O. BOX 365 NOKOMIS, FL 34274	NONE	509(A)(2)	GENERAL FUND	10,000.
SOUTHEASTERN GUIDE DOGS 4210 77TH STREET EAST PALMETTO, FL 34221	NONE	509(A)(1)	GENERAL FUND	45,000.
SPARCC 2139 MAIN ST SARASOTA, FL 34237	NONE	509(A)(1)	GENERAL	6,000.
THE NATURE CONSERVANCY FLORIDA CHAPTER 1718 MAIN STREET #202 SARASOTA, FL 34236	NONE	509(A)(1)	GENERAL FUND	25,000.
THRONE OF GRACE MINISTERIES, INC. P.O. BOX 669153 MARIETTA, GA 30066	NONE	509(A)(1)	GENERAL FUND	10,000.
TIDEWELL HOSPICE 5955 RAND BLVD. SARASOTA, FL 34238	NONE	509(A)(1)	GENERAL	10,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
NORTHERN TRUST-NOW ACCOUNT	1,901.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,901.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST - ACCRUED INTEREST PAID	-75.	0.	-75.
NORTHERN TRUST - DIVIDENDS & INTEREST	64,685.	1,831.	62,854.
NORTHERN TRUST - MUNI INCOME	230,536.	0.	230,536.
TOTAL TO FM 990-PF, PART I, LN 4	295,146.	1,831.	293,315.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

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

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	-937.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-937.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	35.	35.		0.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	1,888,844.	2,031,912.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,888,844.	2,031,912.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,888,844.	2,031,912.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,105,717.	2,091,464.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,105,717.	2,091,464.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	203,882.	203,283.
TOTAL TO FORM 990-PF, PART II, LINE 10C	203,882.	203,283.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	3,803,011.	4,035,798.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,803,011.	4,035,798.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	5,257.	6,524.	6,524.
TO FORM 990-PF, PART II, LINE 15	5,257.	6,524.	6,524.

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

Holdings

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

CASH AND CASH EQUIVALENTS - 9.21% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	12/31/12 Market Value	Estimated Annual Income
Money Markets					
NORTHERN MONEY MARKET FUND 7 DAY YIELD .01% Dividend Option Reinvest Capital Gain Option Reinvest	NORXX CASH	848,561 65	$1 00	$848,561.65	
Total Cash and Cash Equivalents				**$848,561.65**	

HOLDINGS > EQUITIES - 22.71% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity							
ALTRIA GROUP INC Estimated Yield 5 59% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 01/10/13	MO CASH	5,564	$31 44	$174,932 16	$9,792 64	$200,886 70	($25,954 54)
AMERICAN WTR WKS CO INC NEW COM Estimated Yield 2 69% Dividend Option Cash Capital Gain Option Cash	AWK CASH	2,644	$37 13	$98,171 72	$2,644 00	$100,495 55	($2,323 83)

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
BRISTOL MYERS SQUIBB Estimated Yield 4.29% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 02/01/13	BMY CASH	6,091	$32 59	$198,505 69	$8,527 40	$200,962.69	($2,457.00)
CITIGROUP CAP XVI GTD ENHANCED TR PFD SECS-TRUPS% 6 45% DUE 12/31/2066 ISIN #US17310L2016 Estimated Yield 6 44%	CPRW CASH	4,000	$25.02	$100,080 00	$6,450.00	$100,000.00	$80 00
EMERSON ELECTRIC CO Estimated Yield 3.09% Dividend Option Cash Capital Gain Option Cash	EMR CASH	1,929	$52.96	$102,159 84	$3,163 56	$100,438.40	$1,721.44
GENERAL ELECTRIC CO Estimated Yield 3.62% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/25/13	GE CASH	9,541	$20 99	$200,265 59	$7,251.16	$201,055 69	($790.10)
GENERAL MILLS INC Estimated Yield 3.26% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 02/01/13	GIS CASH	5,167	$40 42	$208,850 14	$6,820 44	$200,945.33	$7,904 81
HAWAIIAN ELEC INDS Estimated Yield 4 93% Dividend Option Cash Capital Gain Option Cash	HE CASH	3,536	$25.14	$88,895 04	$4,384.64	$100,502.31	($11,607.27)
HEINZ H J CO Estimated Yield 3.57% Dividend Option Cash Capital Gain Option Cash	HNZ CASH	1,798	$57.68	$103,708.64	$3,703 88	$100,431.04	$3,277.60
JOHNSON & JOHNSON Estimated Yield 3.48% Dividend Option Cash Capital Gain Option Cash	JNJ CASH	1,464	$70 10	$102,626 40	$3,572 16	$100,470 70	$2,155 70

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
JPMCHASE CAPITAL XVI TR PFD SECS 6 35% 06/01/2035 Estimated Yield 6.28%	JPMPRP CASH	4,000	$25 28	$101,120 00	$6,350 00	$100,000 00	$1,120 00
KRAFT FOODS GROUP INC COM NPV Estimated Yield 4 39% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/14/13	KRFT CASH	1,642	$45.47	$74,661 74	$3,284.00	$70,534 96	$4,126 78
MONDELEZ INTL INC COM Estimated Yield 2.04% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/14/13	MDLZ CASH	4,927	$25 453	$125,406.93	$2,562.04	$130,476 61	($5,069 68)
MORGAN STANLEY CAP TR V GTD CAP SECS 5 75% 07/15/2033 Estimated Yield 5.82% Next Dividend Payable: 01/15/13	MWO CASH	4,000	$24.66	$98,640.00	$5,750.00	$97,955 20	$684 80
PACCAR INC Estimated Yield 1.77% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 03/05/13	PCAR CASH	2,428	$45.21	$109,769 88	$1,942.40	$100,468.76	$9,301.12
PROCTER & GAMBLE CO Estimated Yield 3.31% Dividend Option Cash Capital Gain Option Cash	PG CASH	1,507	$67.89	$102,310 23	$3,387 74	$100,483.72	$1,826 51
WELLS FARGO CAP VIII GTD TR PFD SECS TRUPS 5 625% DUE 08/01/2033 Estimated Yield 5 55% Next Dividend Payable 02/01/13	GWF CASH	4,000	$25 34	$101,360.00	$5,625 00	$99,609 20	$1,750 80
Total Equity				**$2,091,464 00**	**$85,211.06**	**$2,105,716.86**	**($14,252 86)**
Total Equities				**$2,091,464.00**	**$85,211.06**	**$2,105,716.86**	**($14,252.86)**

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME - 24.27% of Total Account Value

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

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

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
Corporate Bonds								
HANCOCK JOHN LIFE INS CO SIGNA 3 66234% 02/15/2015 VR MOODY'S A2 /S&P AA- CPN PMT MONTHLY Next Interest Payable 01/15/13 FLOATING COUPON RESET FREQUENCY MONTHLY NEXT RESET 01/15/2013 Accrued Interest $162 77	41013NLB2 CASH	100,000	$100 358	$100,358.00	$3,662.34	$100,000 00		
Adjusted Cost Basis						$100,000 00	D	$358 00
BANK AMER CORP SUB INTNTS BE 5 25000% 08/15/2025 CALL MOODY'S Baa3 /S&P BBB+ CPN PMT MONTHLY Next Interest Payable 01/15/13 CALLABLE ON 01/15/2013 @ 100.0000 Accrued Interest $233.33	06050XVF7 CASH	100,000	$97.944	$97,944.00	$5,250 00	$100,000 00		
Adjusted Cost Basis						$100,000 00	D	($2,056 00)

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
PUBLIC SVC ELEC & GAS CO 8 00000% 06/01/2037 1ST & REF MOODY'S A1 /S&P A- CPN PMT SEMI-ANNUAL ON DEC 01, JUN 01 Next Interest Payable 06/01/13 Accrued Interest $13 33	744567BA5 CASH	2,000	$144 333	$2,886 66	$160.00	$2,255 00 C	
Adjusted Cost Basis						$2,232.10 C D	$654 56
YTD Amortized Premium	$3 51 E						
PUBLIC SVC ELEC & GAS CO 5.00000% 07/01/2037 1ST & REF MOODY'S A1 /S&P A- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable 01/01/13 Accrued Interest $50 00	744567BB3 CASH	2,000	$104 725	$2,094 50	$100 00	$1,650.00 C	
Adjusted Cost Basis						$1,650 00 C D	$444 50
Unrealized Market Discount Income	$10 71 O						
Total Corporate Bonds		204,000		$203,283 16	$9,172.34	$203,882.10	($598.94)

Municipal Bonds

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
BROWARD CNTY FLA WTR & SWR UTIL REV REF 04 50000% 10/01/2025 BDS SER. 2003 INSURED BY NATL PUBLIC FINANCE REVENUE MOODY'S Aa2 /S&P AA CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable 04/01/13 PRE-REFUNDED ON 10/01/2013 @ 100 000 CONTINUOUSLY CALLABLE FROM 10/01/2013 Accrued Interest $1125.00	115117FL2 CASH	100,000	$103 154	$103,154 00	$4,500 00	$99,995 00	
Adjusted Cost Basis						$99,995 00 D	$3,159.00

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
TAMPA-HILLSBOROUGH CNTY FLA EXP	875301DG5	100,000	$110.367	$110,367 00	$4,250 00	$95,358.00		
WY AUTH 04 25000% 07/01/2027 REV	CASH							
REV BDS SER 2005A								
INSURED BY AMBAC								
REVENUE								
MOODY'S A3 /S&P A-								
CPN PMT SEMI-ANNUAL								
ON JAN 01, JUL 01								
Next Interest Payable: 01/01/13								
PRE-REFUNDED ON 07/01/2015 @ 101 000								
CONTINUOUSLY CALLABLE FROM 07/01/2015								
Accrued Interest $2125.00								
Adjusted Cost Basis						$95,358 00	D	$15,009 00
TAMPA-HILLSBOROUGH CNTY FLA EXP	875301DJ9	100,000	$110.677	$110,677 00	$4,375 00	$99,685 00		
WY AUTH 04.37500% 07/01/2029 REV	CASH							
REV BDS SER 2005A								
INSURED BY AMBAC								
REVENUE								
MOODY'S A3 /S&P A-								
CPN PMT SEMI-ANNUAL								
ON JAN 01, JUL 01								
Next Interest Payable. 01/01/13								
PRE-REFUNDED ON 07/01/2015 @ 101 000								
CONTINUOUSLY CALLABLE FROM 07/01/2015								
Accrued Interest $2187.50								
Adjusted Cost Basis						$99,685 00	D	$10,992 00

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
LAKELAND FLA ELEC & WTR REV ELEC	511678LT9	10,000	$109.64	$10,964 00	$575.00	$11,070 40 C	
& WTR 05 75000% 10/01/2019 REV	CASH						
BDS SER 1989							
REVENUE							
S&P AA ETM							
CPN PMT SEMI-ANNUAL							
ON APR 01, OCT 01							
Next Interest Payable 04/01/13							
ESCROWED TO MATURITY							
CONTINUOUSLY CALLABLE FROM 10/01/1999							
CALLABLE ON 01/28/2013 @ 100 0000							
CALL SCHEDULE DEFEASED							
SUBJECT TO SINKING FUND							
SINK SCHEDULE DEFEASED							
Accrued Interest $143.75							
Adjusted Cost Basis						$10,576 44 C D	$387.56
YTD Amortized Premium	$70 93 E						
FLORIDA ST BRD ED PUB ED PUB ED	341535UM2	100,000	$107 449	$107,449 00	$4,000 00	$100,898 00	
CAP 04 00000% 06/01/2021 OUTLAY	CASH						
REF BDS SER 2005A							
INSURED BY FGIC/REINSRD BY MBIA							
DOUBLE-BARRELED							
MOODY'S Aa1 /S&P AAA							
CPN PMT SEMI-ANNUAL							
ON JUN 01, DEC 01							
Next Interest Payable 06/01/13							
CONTINUOUSLY CALLABLE FROM 06/01/2015							
CALLABLE ON 06/01/2015 @ 101.0000							
Accrued Interest $333.33							
Adjusted Cost Basis						$100,898 00 D	$6,551 00

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
ST PETERSBURG FLA PUB UTIL REV PUB 04.00000% 10/01/2021 UTIL REF REV BDS SER 2006 INSURED BY NATL PUBLIC FINANCE REVENUE MOODY'S Aa2 CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable 04/01/13 CONTINUOUSLY CALLABLE FROM 10/01/2016 CALLABLE ON 10/01/2016 @ 100.0000 Accrued Interest $1000.00	793323JR8 CASH	100,000	$107.614	$107,614 00	$4,000.00	$100,000.00		
Adjusted Cost Basis						$100,000 00	D	$7,614 00
BOYNTON BEACH FLA PUB SVC TAX REV PUB 04.00000% 11/01/2021 SERVICE TAX REV BDS SER 2006 INSURED BY NATL PUBLIC FINANCE REVENUE MOODY'S A1 /S&P A CPN PMT SEMI-ANNUAL ON MAY 01, NOV 01 Next Interest Payable 05/01/13 CONTINUOUSLY CALLABLE FROM 11/01/2016 CALLABLE ON 11/01/2016 @ 100.0000 Accrued Interest $666.67	103575DA1 CASH	100,000	$106 736	$106,736.00	$4,000 00	$100,000 00		
Adjusted Cost Basis						$100,000 00	D	$6,736 00
CHICAGO ILL WASTEWATER 05.12500% 01/01/2024 TRANSMISSION REV SECOND LIEN REV BDS SER. 2008A INSURED BY AMBAC/SECONDARY BHAC REVENUE MOODY'S Aa1 /S&P AA+ CPN PMT SEMI-ANNUAL ON JUL 01, JAN 01 Next Interest Payable 01/01/13 CONTINUOUSLY CALLABLE FROM 01/01/2018 CALLABLE ON 01/01/2018 @ 100 0000 Accrued Interest $2562 50	167727SA5 CASH	100,000	$113.20	$113,200 00	$5,125.00	$98,700.00		
Adjusted Cost Basis						$98,700 00	D	$14,500.00

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
ORLANDO FLA CAP IMPT SPL REV REV BDS SER. 04 00000% 10/01/2024 2005 A INSURED BY NATL PUBLIC FINANCE REVENUE MOODY'S Aa2 /S&P AA- CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable. 04/01/13 CONTINUOUSLY CALLABLE FROM 10/01/2014 CALLABLE ON 10/01/2014 @ 100 0000 SUBJECT TO SINKING FUND Accrued Interest $1000.00	68641HDL5 CASH	100,000	$103.161	$103,161.00	$4,000 00	$100,000 00	
Adjusted Cost Basis						$100,000 00 D	$3,161 00
NEW YORK N Y GO BDS SER. 2010 E 04 00000% 08/01/2025 UNLIMITED GEN OBLIG MOODY'S Aa2 /S&P AA CPN PMT SEMI-ANNUAL ON FEB 01, AUG 01 Next Interest Payable 02/01/13 CONTINUOUSLY CALLABLE FROM 08/01/2019 CALLABLE ON 08/01/2019 @ 100.0000 Accrued Interest $1666 67	64966HSQ4 CASH	100,000	$109.677	$109,677.00	$4,000.00	$98,738.00	
Adjusted Cost Basis						$98,738.00 D	$10,939 00
PEMBROKE PINES FLA GO BDS SER. 2007 04.50000% 09/01/2025 INSURED BY NATL PUBLIC FINANCE UNLIMITED GEN OBLIG MOODY'S Aa2 CPN PMT SEMI-ANNUAL ON MAR 01, SEP 01 Next Interest Payable 03/01/13 CONTINUOUSLY CALLABLE FROM 09/01/2017 CALLABLE ON 09/01/2017 @ 100 0000 Accrued Interest $1500.00	70643FBZ4 CASH	100,000	$109 571	$109,571.00	$4,500 00	$99,915 00	
Adjusted Cost Basis						$99,915 00 D	$9,656 00

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
MELBOURNE FLA WTR & SWR REV REF REV BDS 04.50000% 10/01/2025 SER 2004 INSURED BY FGIC/REINSRD BY MBIA REVENUE MOODY'S Aa3 CPN PMT SEMI-ANNUAL ON APR 01, OCT 01 Next Interest Payable: 04/01/13 CONTINUOUSLY CALLABLE FROM 10/01/2014 CALLABLE ON 10/01/2014 @ 100 0000 Accrued Interest $1125 00	585395M60 CASH	100,000	$103.194	$103,194 00	$4,500 00	$99,995 00	
Adjusted Cost Basis						$99,995 00 D	$3,199 00
CHICAGO ILL WASTEWATER 05.25000% 01/01/2027 TRANSMISSION REV SECOND LIEN REV BDS SER 2008A INSURED BY AMBAC/SECONDARY BHAC REVENUE MOODY'S Aa1 /S&P AA+ CPN PMT SEMI-ANNUAL ON JUL 01, JAN 01 Next Interest Payable. 01/01/13 CONTINUOUSLY CALLABLE FROM 01/01/2018 CALLABLE ON 01/01/2018 @ 100.0000 Accrued Interest $2625 00	167727SD9 CASH	100,000	$112.33	$112,330.00	$5,250 00	$98,614.00	
Adjusted Cost Basis						$98,614.00 D	$13,716.00
TAMPA FLA SPORTS AUTH REV REF REV BDS 04.50000% 01/01/2027 STADIUM PROJECT SER. 2005 INSURED BY AGMC FORMERLY FSA SALES/EXCISE TAX MOODY'S Aa2 /S&P AA- CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable. 01/01/13 CONTINUOUSLY CALLABLE FROM 01/01/2015 CALLABLE ON 01/01/2015 @ 100.0000 Accrued Interest $2250 00	875263PK5 CASH	100,000	$104 358	$104,358.00	$4,500.00	$99,060 00	
Adjusted Cost Basis						$99,060 00 D	$5,298 00

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
PORT ORANGE FLA CMNTY REDEV AGY FOR 04 50000% 04/01/2027 PORT ORANGE TOWER CTR TAX INCREMENT REV REV BDS INSURED BY AMBAC TAX ALLOC/INCREMENT CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable 04/01/13 CONTINUOUSLY CALLABLE FROM 04/01/2014 CALLABLE ON 04/01/2014 @ 100 0000 SUBJECT TO SINKING FUND Accrued Interest $1125.00	735041AQ8 CASH	100,000	$100 317	$100,317.00	$4,500 00	$99,364 00		
Adjusted Cost Basis						$99,364.00	D	$953.00
FLORIDA GULF COAST UNIV FING CORP FLA 04 50000% 08/01/2027 CAP IMPT REV REV BDS SER 2003 INSURED BY NATL PUBLIC FINANCE REVENUE MOODY'S Baa2 /S&P A- CPN PMT SEMI-ANNUAL ON FEB 01, AUG 01 Next Interest Payable 02/01/13 CONTINUOUSLY CALLABLE FROM 08/01/2017 CALLABLE ON 08/01/2017 @ 100 0000 SUBJECT TO EXTRAORDINARY CALL SUBJECT TO SINKING FUND Accrued Interest $1875 00	34073XCF3 CASH	100,000	$101 943	$101,943 00	$4,500 00	$98,964 00		
Adjusted Cost Basis						$98,964 00	D	$2,979 00

Northern Trust Securities, Inc.

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
ORANGE CNTY FLA TOURIST DEV TAX REV 04 50000% 10/01/2027 TAX REF REV BDS SER. 2007 INSURED BY ASSD GUAR CORP REVENUE MOODY'S Aa3 /S&P AA- CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable 04/01/13 CONTINUOUSLY CALLABLE FROM 10/01/2017 CALLABLE ON 10/01/2017 @ 100.0000 Accrued Interest $1125 00	684545VZ6 CASH	100,000	$107.082	$107,082.00	$4,500 00	$98,982.00		
Adjusted Cost Basis						$98,982 00	D	$8,100.00
JEA FLA WTR & SWR SYS REV REV BDS SER 04 25000% 10/01/2029 2004 B INSURED BY NATL PUBLIC FINANCE REVENUE MOODY'S Aa2 /S&P AA CPN PMT SEMI-ANNUAL ON OCT 01, APR 01 Next Interest Payable. 04/01/13 CONTINUOUSLY CALLABLE FROM 10/01/2013 CALLABLE ON 10/01/2013 @ 100.0000 SUBJECT TO SINKING FUND Accrued Interest $1062 50	46613PHB5 CASH	100,000	$101 253	$101,253 00	$4,250 00	$100,000 00		
Adjusted Cost Basis						$100,000 00	D	$1,253 00

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated 12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
SARASOTA CNTY FLA PUB HOSP DIST HOSP 05.62500% 07/01/2039 REV REV BDS SARASOTA MEM HOSP SER. 2009A REVENUE MOODY'S A1 CPN PMT SEMI-ANNUAL ON JAN 01, JUL 01 Next Interest Payable. 01/01/13 CONTINUOUSLY CALLABLE FROM 07/01/2019 CALLABLE ON 07/01/2019 @ 100.0000 SUBJECT TO EXTRAORDINARY CALL SUBJECT TO SINKING FUND Accrued Interest $5343 75	803301CQ1 CASH	190,000	$109.929	$208,865 10	$10,687 50	$190,000 00	
Adjusted Cost Basis						$190,000 00 D	$18,865.10
Total Municipal Bonds		1,900,000		$2,031,912.10	$86,012.50	$1,888,844.44	$143,067.66
Total Fixed Income		2,104,000		$2,235,195.26	$95,184.84	$2,092,726.54	$142,468 72

HOLDINGS > MUTUAL FUNDS - 43.81% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Fixed Income							
ALLIANCEBER INTERM DIVERSIFIED MUN CL A Estimated Yield 2.50% Dividend Option Cash Capital Gain Option Cash	AIDAX CASH	48,261 978	$14 83	$715,725 13	$17,926 51	$700,000.00	$15,725 13
ALLIANCEBER MUNI INC FD NATL PORT CL A Estimated Yield 3 62% Dividend Option Cash Capital Gain Option Cash	ALTHX CASH	51,642 275	$10 60	$547,408 12	$19,840 80	$500,000 00	$47,408 12

Statement for the Period January 1, 2012 to December 31, 2012

HENRY E & PAULINE S BECKER CHAR FOUNDATION TR

Northern Trust Securities, Inc.

HOLDINGS > MUTUAL FUNDS *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	12/31/12 Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
EATON VANCE AMT FREE MUNI INCOME CL A Estimated Yield 4 08% Dividend Option Cash Capital Gain Option Cash	ETMBX CASH	109,649 123	$9 60	$1,052,631.58	$42,944 86	$1,000,000 00	$52,631.58
EV AMT FREE LMTD MAT MUNI INCOME CLASS A Estimated Yield 3.03% Dividend Option Cash Capital Gain Option Cash	EXFLX CASH	20,040 08	$10.45	$209,418 84	$6,365 05	$200,000 00	$9,418.84
FRANKLIN FEDERAL INTR TERM TAX FREE A Estimated Yield 2.72% Dividend Option Cash Capital Gain Option Cash	FKITX CASH	17,436.792	$12.57	$219,180.48	$5,973 84	$200,000 00	$19,180 48
FRANKLIN FEDERAL TAX FREE CLASS A Estimated Yield 3.85% Dividend Option Cash Capital Gain Option Cash	FKTIX CASH	86,127.672	$12 78	$1,100,711 65	$42,400.65	$1,003,011 20	$97,700 45
FRANKLIN FLORIDA TAX FREE INCOME CL A Estimated Yield 4 01% Dividend Option Cash Capital Gain Option Cash	FRFLX CASH	16,013 642	$11.91	$190,722 48	$7,661.57	$200,000 00	($9,277 52)
Total Fixed Income				$4,035,798.28	$143,113.28	$3,803,011.20	$232,787.08
Total Mutual Funds				$4,035,798.28	$143,113.28	$3,803,011.20	$232,787.08
Total Securities				$8,362,457.54	$323,509 18	$8,001,454.60	$361,002.94
TOTAL PORTFOLIO VALUE				$9,211,019.19	$323,509.18	$8,001,454.60	$361,002.94