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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.

2012

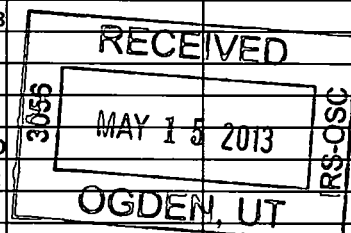
Open to Public Inspection

For calendar year 2012 or tax year beginning**, 2012, and ending****, 20**

Name of foundation The Beining Family Foundation		A Employer identification number 20-7450964
Number and street (or P O box number if mail is not delivered to street address) 12231 Manchester Road	Room/suite	B Telephone number (see instructions) 314-966-3400
City or town, state, and ZIP code Des Peres, MD 63131		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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 506,281.19	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)				
	2 Check <input 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	7,700.22	7,700.22		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4168.15			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		4168.15		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	11,868.37	11,868.37			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	4784.78	4784.78		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000.00	1,000.00		
	c Other professional fees (attach schedule)	248.xx	248.xx		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	71.54	71.54		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	6104.32	6104.32		
	25 Contributions, gifts, grants paid	24,242.35			24,242.35
26 Total expenses and disbursements. Add lines 24 and 25	30,346.67	6104.32		24,242.35	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<18,478.30>				
b Net investment income (if negative, enter -0-)		5,764.05			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing			24,703.97	15,359.54	15,359.54
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)			146,226.97	208,022.14	208,022.14
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)			281,719.77	282,899.51	282,899.51
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			452,650.71	506,281.19	506,281.19
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 (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	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 ▶ <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 (see instructions)			452,650.71	506,281.19	
	31 Total liabilities and net assets/fund balances (see instructions)			452,650.71	506,281.19	

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	452,650.71
2 Enter amount from Part I, line 27a	2	<18,478.30>
3 Other increases not included in line 2 (itemize) ▶ <u>unrealized gains</u>	3	72,108.78
4 Add lines 1, 2, and 3	4	506,281.19
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	506,281.19

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 327.85 sh. Dodge & Cox Balanced Fund, CUSIP 256201104	P	04/30/08	03/08/12
b 568.00 sh. iShares S&P GSCI Commodity, CUSIP 46428R107	P	05/05/09	09/20/12
c capital gains distributions from Schwab account	P	various	various
d net long term loss from iShares K-1	P	various	various
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 23,965.72		25,000.00	<1,034.28>
b 18,996.24		15,006.20	3,990.04
c			1,253.39
d			<41.xx>
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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	4168.15
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	

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	24,911.58	488,088.73	0.05104
2010	24,974.22	498,252.59	0.05012
2009	23,501.37	457,003.76	0.05142
2008	41,539.94	644,784.93	0.06442
2007	41,354.19	819,376.02	0.05047

2 Total of line 1, column (d)	2	0.26747
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05349
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	478,232.12
5 Multiply line 4 by line 3	5	25,580.64
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57.64
7 Add lines 5 and 6	7	25,638.28
8 Enter qualifying distributions from Part XII, line 4 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.	8	24,242.35

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	115	2E
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		
3	Add lines 1 and 2	3	115	2E
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	115	2E
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		
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	115	2E
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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Missouri</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ James T. Reding Telephone no. ▶ 3149663400			
Located at ▶ 12231 Manchester Road, Des Peres, MO ZIP+4 ▶ 63131-4314				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	c		
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 ▶	16	Yes	No
				✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	✓
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 ▶ 20____, 20____, 20____, 20____		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. ▶ 20____, 20____, 20____, 20____		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870. **6b**
- 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 **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James T. Reding 12231 Manchester Road Des Peres, MO 63131-4314	trustee, nominal	4 784.78	n/a	n/a

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

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

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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
none		
Total number of others receiving over \$50,000 for professional services		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 (see instructions)

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 n/a	
Total. Add lines 1 through 3	C

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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	485,514.84
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	485,514.84
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,282.72
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	478,232.12
6	Minimum investment return. Enter 5% of line 5	6	23,911.61

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	23,911.61
2a	Tax on investment income for 2012 from Part VI, line 5	2a	115.28
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	115.28
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,796.33
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,796.33
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,796.33

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	24,242.35
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,242.35
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	C
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,242.35

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				23,796.33
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	385.39			
b From 2008	9,406.17			
c From 2009	676.29			
d From 2010	139.94			
e From 2011	532.84			
f Total of lines 3a through e	11,140.63			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 24,242.35				
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				23,796.33
e Remaining amount distributed out of corpus	446.02			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			C
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,586.65			
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 instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				C
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	385.39			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,201.26			
10 Analysis of line 9:				
a Excess from 2008	9,406.17			
b Excess from 2009	676.29			
c Excess from 2010	139.94			
d Excess from 2011	532.84			
e Excess from 2012	446.02			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
85% of line 2a				
Qualifying distributions from Part XII, line 4 for each year listed				
Amounts included in line 2c not used directly for active conduct of exempt activities				
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).)

none

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:

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 <i>Paid during the year</i>				
Emmaus Homes, Inc., 43-0653309	n/a	509a1	unrestricted	12,121.16
Lutheran High School Association, 20-0785264	n/a	509a1	unrestricted	9,121.17
Abiding Savior Evangelical Lutheran Church	n/a	509a1	unrestricted	3,000.00
Total			3a	24,242.35
b <i>Approved for future payment</i>				
Total			3b	c

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	7,700.22	
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	4,168.15	
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)				11,868.37	
13	Total. Add line 12, columns (b), (d), and (e)				13	11,868.37

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

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

[illegible]

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



[illegible]

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

Sign Here correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Date Title trustee

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Russell A. Willis III		5-2-13		P010809598
	Firm's name ▶ Estate Administration Services, LLC			Firm's EIN ▶	04-3622056
	Firm's address ▶ 12231 Manchester Road, Des Peres, MO 63131			Phone no	314-966-3400

attachment to Form 990-PF for calendar 2012
The Beining Family Foundation, EIN 20-7450964

part I

line 16b, return preparation fee
line 16c, per schedule K-1, Form 1065 from iShares S&P GSCI Commodity Indexed
Trust, EIN 51-6573369, line 13 code K and line 20 code B

part II

line 10b, see Schwab statement attached

part III

line 3, see Schwab statement attached

Need help reading this statement?

Visit www.schwab.com/StatementHelp for more information.

12/31-00000-DTCP1107 *1-2-3
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996
12231 MANCHESTER RD
DES PERES MO 63131-4314

Your Independent Investment Manager and/or Advisor

PARADIGM FINANCIAL ADVISORS LL
12231 MANCHESTER ROAD
DES PERES MO 63131
1 (314) 966-3400

The custodian of your brokerage account is: Charles Schwab & Co., Inc
For questions about this statement, or if there is a change in your financial situation, investment objectives, or risk profile, please contact your Independent Investment Manager and/or Advisor

Market Monitor

Rates	Yield
Schwab Govt MMF ¹	0.01%

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A "fee-only" Registered Investment Advisory Firm

Change in Account Value	This Period	Year to Date
Starting Value	\$ 493,851.96	\$ 452,650.71
Cash Value of Purchases & Sales	(235.79)	11,672.87
Investments Purchased/Sold	235.79	(11,672.87)
Deposits & Withdrawals	16.62	(25,251.43)
Dividends & Interest	3,716.17	9,018.91
Fees & Charges	0.00	(4,784.78)
Transfers	0.00	0.00
Income Reinvested	(235.79)	(236.35)
Change in Value of Investments	8,932.23	74,884.13
Ending Value on 12/31/2012	\$ 506,281.19	\$ 506,281.19
Total Change in Account Value (Totals include Deposits & Withdrawals)	\$ 12,429.23	\$ 53,630.48

Asset Composition	Market Value
Cash and Money Market Funds	
[Sweep]	\$ 15,359.54
Equities	208,022.14
Equity Funds	95,290.84
Other Assets	187,608.67
Total Assets Long	\$ 506,281.19
Total Account Value	\$ 506,281.19

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	0.56
Cash Dividends	0.00	2,463.49	0.00	7,627.05
Total Capital Gains	0.00	1,252.68	0.00	1,252.68
Total Income	0.00	3,716.17	0.00	8,880.29

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value
Cash	624.47
Total Cash	624.47

Money Market Funds [Sweep]

SCHWAB GOVT MONEY FUND: SWGXX	Quantity	Market Price	Market Value	Current Yield
	14,735.0700	1.0000	14,735.07	0.01%
Total Money Market Funds [Sweep]			14,735.07	
Total Cash & Money Market [Sweep]			15,359.54	

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
APPLE INC	61.0000	532.1729	32,462.55
SYMBOL: AAPL			

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
BANK OF AMERICA CORP SYMBOL: BAC	3,559.0000	11.6100	41,319.99
BERKSHIRE HATHAWAY B NEW CLASS B SYMBOL: BRKB	250.0000	89.7000	22,425.00
CATERPILLAR INC SYMBOL: CAT	75.0000	89.6085	6,720.64
CISCO SYSTEMS INC SYMBOL: CSCO	300.0000	19.6494	5,894.82
CITIGROUP INC NEW SYMBOL: C	826.0000	39.5600	32,676.56
DEERE & CO SYMBOL: DE	85.0000	86.4200	7,345.70
FREEMPORT MCMORAN COPPER SYMBOL: FCX	118.0000	34.2000	4,035.60
GENERAL ELECTRIC COMPANY SYMBOL: GE	1,503.0000	20.9900	31,547.97
PEPSICO INCORPORATED SYMBOL: PEP	160.0000	68.4300	10,948.80
PNC FINL SERVICES GP INC SYMBOL: PNC	39.0000	58.3100	2,274.09
REGIONS FINANCIAL CP NEW SYMBOL: RF	420.0000	7.1300	2,994.60

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
TRANSCOCEAN INC NEW F SYMBOL: RIG	120 0000	44.6600	5,359.20
WELLS FARGO & CO NEW SYMBOL: WFC	59.0000	34 1800	2,016.62
Total Equities	7,575.0000		208,022.14

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value
MATTHEWS CHINA FUND SYMBOL: MCHFX	1,081.0810	23.4700	25,372.97
OAKMARK EQUITY & INCOME FD CL I SYMBOL: OAKBX	900.4950	28.5000	25,664.11
PIMCO COMMODITY REAL ◊ RETURN STRAT CL INSTL SYMBOL: PCRIX	2,681.1680	6.6400	17,802.96
VANGUARD WELLINGTON FD INVESTOR SHARE SYMBOL: VWELX	781.6430	33.8400	26,450.80
Total Equity Funds	5,444.3870		95,290.84
Total Mutual Funds	5,444.3870		95,290.84

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
ISHARES MSCI BRAZIL INDX BRAZIL FREE INDEX FUND SYMBOL: EWZ	250.0000	55.9400	13,985.00
ISHARES S&P EURO 350 IDX S&P EURO 350 INDEX FUND SYMBOL: IEV	200.0000	39.3000	7,860.00
ISHARES S&P GSCI CMDTY COMMODITY INDEXED TRUST SYMBOL: GSG	568.0000	32.7900	18,624.72
ISHARES TR BARCLAYS TIPS BOND FUND SYMBOL: TIP	195.0000	121.4100	23,674.95
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX FUND SYMBOL: IYF	655.0000	60.7000	39,758.50
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL: SPY	180.0000	142.4100	25,633.80
VANGUARD DIV APPRCIATION SYMBOL: VIG	400.0000	59.5700	23,828.00
VANGUARD MID CAP SYMBOL: VO	120.0000	82.4400	9,892.80
VANGUARD SMALL CAP SYMBOL: VB	301.0000	80.9000	24,350.90
Total Other Assets	2,868.0000		187,668.67

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Total

Total Investment Detail	506,281.19
Total Account Value	506,281.19

Transaction Detail - Purchases & Sales

Equity Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/12/12	12/12/12	Reinvested Shares	PIMCO COMMODITY REAL RETURN STRAT CL INSTL PCRIX	19.2580	6.7800	(130.57)
12/12/12	12/12/12	Reinvested Shares	PIMCO COMMODITY REAL RETURN STRAT CL INSTL PCRIX	7.8190	6.7800	(53.01)
12/27/12	12/27/12	Reinvested Shares	PIMCO COMMODITY REAL RETURN STRAT CL INSTL PCRIX	7.8510	6.6500	(52.21)

Total Equity Funds Activity

(235.79)

Total Purchases & Sales

(235.79)

Transaction Detail - Deposits & Withdrawals

Transaction Process Date	Activity	Description	Location	Credit/(Debit)
12/11/12	Funds Received	FUNDS RECEIVED		16.62
Total Deposits & Withdrawals				16.62

The total deposits activity for the statement period was \$16.62. The total withdrawals activity for the statement period was \$0.00

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Process Date	Activity	Description	Credit/(Debit)
12/01/12	Qualified Dividend	WELLS FARGO & CO NEW· WFC	12 98
12/07/12	Cash Dividend	ISHARES TR BARCLAYS TIPS: TIP	94 63
12/12/12	Sttm Cap Gn Rein	PIMCO COMMODITY REAL: PCRIX	130 57
12/12/12	LT Cap Gain Rein	PIMCO COMMODITY REAL: PCRIX	53 01
12/13/12	Cash Dividend	MATTHEWS CHINA FUND· MCHFX	373 41
12/13/12	LT Cap Gain	MATTHEWS CHINA FUND· MCHFX	269 02
12/13/12	Cash Dividend	OAKMARK EQUITY & INCOME: OAKBX	247 19
12/13/12	LT Cap Gain	OAKMARK EQUITY & INCOME: OAKBX	649 26
12/19/12	Qualified Dividend	CISCO SYSTEMS INC: CSCO	42 00
12/24/12	Cash Dividend	ISHARES S&P EURO 350 IDX: IEV	47 29
12/26/12	Cash Dividend	ISHARES TR DJ US FINL: IYF	231 76
12/27/12	Cash Dividend	ISHARES MSCI BRAZIL INDX: EWZ	95 49
12/27/12	Div For Reinvest	PIMCO COMMODITY REAL: PCRIX	52 21
12/27/12	Cash Dividend	VANGUARD DIV APPRCIATION: VIG	199 20
12/28/12	Qualified Dividend	BANK OF AMERICA CORP: BAC	35 59
12/28/12	Short Term Cap Gn	VANGUARD WELLINGTON FD: VWELX	63 31
12/28/12	Cash Dividend	VANGUARD WELLINGTON FD: VWELX	213 39
12/28/12	LT Cap Gain	VANGUARD WELLINGTON FD: VWELX	281 39
12/31/12	Qualified Dividend	CATERPILLAR INC: CAT	39 00
12/31/12	Cash Dividend	VANGUARD MID CAP: VO	138 48
12/31/12	Cash Dividend	VANGUARD SMALL CAP: VB	446 99
Total Dividends & Interest:			3,716.17

Total Transaction Detail

3,497.00

Money Funds Detail

SCHWAB GOVT MONEY FUND Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 11,862.5400					
12/04/12	Purchased	12.9800	1.0000	12.98	
12/10/12	Purchased	94.6300	1.0000	94.63	
12/12/12	Purchased	16.6200	1.0000	16.62	
12/14/12	Purchased	1,538.8800	1.0000	1,538.88	
12/20/12	Purchased	42.0000	1.0000	42.00	
12/26/12	Purchased	47.2900	1.0000	47.29	
12/27/12	Purchased	231.7600	1.0000	231.76	
12/28/12	Purchased	294.6900	1.0000	294.69	
12/31/12	Purchased	593.6800	1.0000	593.68	
Closing # of Shares: 14,735.0700					

Total SCHWAB GOVT MONEY FUND Activity

2,872.53

Total Money Funds Detail

2,872.53

Pending Corporate Actions

Transaction	Quantity	Payable Date	Rate per Share	Share Distribution	Cash Distribution
ISHARES TR BARCLAYS TIPS	195.0000	01/02/13	0.0085		1.67
PEPSICO INCORPORATED	160.0000	01/02/13	0.5375		86.00
REGIONS FINANCIAL CP NEW	420.0000	01/02/13	0.0100		4.20
GENERAL ELECTRIC COMPANY	1,503.0000	01/25/13	0.1900		285.57
S P D R S&P 500 ETF TR	180.0000	01/31/13	1.0218		183.93
Total Pending Corporate Actions					561.37

Pending transactions are not included in account value

Endnotes For Your Account

Symbol Endnote Legend

◇ Dividends paid on this security will be automatically reinvested.

f 7-day yield: Annualized fund yield based on the average daily yield for the previous 7 days, assuming dividends are paid in cash and not reinvested.