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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning Dec 1, 2012, **and ending** Nov 30, 2013

Name of foundation: **THE BEHR CHARITABLE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **ONE PALMER SQUARE**

Room/suite: **415**

City or town: **PRINCETON** State: **NJ** ZIP code: **08542**

A Employer identification number: **22-6830026**

B Telephone number (see the instructions): **(609) 924-9622**

C If exemption application is pending, check here

D 1 Foreign organizations, check here

D 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16): **\$ 916,034.**

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

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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	20,390.	20,390.	20,390.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		61,488.		
	8 Net short-term capital gain			61,488.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		20,390.	81,878.	81,878.	
ADMINISTRATIVE EXPENSES AND OPERATING AND DISBURSEMENTS	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	925.	925.	925.	925.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	464.	464.	464.	464.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	4,937.	4,937.	4,937.	4,937.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,326.	6,326.	6,326.	6,326.
	25 Contributions, gifts, grants paid				45,000.
26 Total expenses and disbursements. Add lines 24 and 25	6,326.	6,326.	6,326.	51,326.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	14,064.				
b Net investment income (if negative, enter -0-)		75,552.			
c Adjusted net income (if negative, enter -0-)			75,552.		

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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	39,219.	55,953.	55,953.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule)	651,848.	685,083.	860,081.
		c Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	691,067.	741,036.	916,034.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable	35,000.	45,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	35,000.	45,000.	
FUND ASSETS BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	656,067.	696,036.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	656,067.	696,036.	
	31	Total liabilities and net assets/fund balances (see instructions)	691,067.	741,036.	

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	656,067.
2	Enter amount from Part I, line 27a	2	14,064.
3	Other increases not included in line 2 (itemize) <u>Adjustments for MLP Distributions</u>	3	25,905.
4	Add lines 1, 2, and 3	4	696,036.
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	696,036.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
P	various	02/01/13
P	various	02/01/13
P	various	08/02/13
P	various	04/03/13

1 a 200 shares Consolidated Edison Inc	P	various	02/01/13
b 270 shares Southern Co	P	various	02/01/13
c 95 shares Exxon Mobil Corp	P	various	08/02/13
d 390 shares Cisco Systems Inc	P	various	04/03/13
e See Columns (a) thru (d)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,382.		10,915.	467.
b 11,885.		10,968.	917.
c 8,697.		8,548.	149.
d 8,292.		8,045.	247.
e See Columns (e) thru (h)		622,539.	59,708.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			467.
b			917.
c			149.
d			247.
e See Columns (i) thru (l)			59,708.

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	61,488.
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	61,488.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	0.	0.	0.000000
2010	43,501.	763,780.	0.056955
2009	40,000.	745,192.	0.053677
2008	5,887.	745,487.	0.007897
2007	55,508.	1,002,729.	0.055357

2 Total of line 1, column (d)	2	0.173886
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	0.034777
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	824,933.
5 Multiply line 4 by line 3	5	28,689.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	756.
7 Add lines 5 and 6	7	29,445.
8 Enter qualifying distributions from Part XII, line 4	8	51,326.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	756.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	756.
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	756.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	17.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	773.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13		X
14	The books are in care of <u>FREDERICK P. KING III</u> Telephone no. <u>(609) 924-9622</u> Located at <u>81 FARM STREET, DOVER, MA</u> ZIP + 4 <u>02030</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
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	Yes	No X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1 b		
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? 1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions) 2 b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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.) 3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a		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? 4 b		X

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

5 a 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)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

- Yes No

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

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

- Yes No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

X

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

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

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

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

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

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

None

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	1 a	790,566.
b Average of monthly cash balances	1 b	46,929.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	837,495.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	837,495.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,562.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	824,933.
6 Minimum investment return. Enter 5% of line 5	6	41,247.

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	41,247.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	756.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b	2 c	756.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	40,491.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	40,491.	
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	40,491.	

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	1 a	51,326.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,326.
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	756.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,570.

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				40,491.
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 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	55,550.			
b From 2008	0.			
c From 2009	0.			
d From 2010	43,768.			
e From 2011	0.			
f Total of lines 3a through e	99,318.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 51,326.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	51,326.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	150,644.			
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				40,491.
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)	55,550.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	95,094.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	43,768.			
d Excess from 2011	0.			
e Excess from 2012	51,326.			

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)

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

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

Part XV Supplementary Information (Complete this part only if the 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))
N/A

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
Frederick P. King, III,
81 Farm Street
Dover MA 02030 (609) 924-9622

b The form in which applications should be submitted and information and materials they should include:
No particular form is required, but information should show charitable purpose

c Any submission deadlines:
None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.
None

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total				▶ 3a
<i>b Approved for future payment</i>				
Intrepid Fallen Heroes Fund West 46th & 12th Avenue New York NY 10036	N/A	501(c)(3)	Charitable Benefits	11,250.
Loveland Special Needs Riding 40 Baker Bridge Road Lincoln MA 01773	N/A	501(c)(3)	Charitable Benefits	22,500.
Home Front 1880 Princeton Avenue Lawrenceville NJ 08648	N/A	501(c)(3)	Charitable Benefits	11,250.
Total				▶ 3b 45,000.

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
U.S. TREASURY	434.	434.	434.	434.
NJ Division of Consumer Affairs	30.	30.	30.	30.
Total	464.	464.	464.	464.

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IB & T CO.-custody fees	358.	358.	358.	358.
Moody Lynn & Co. - inv adv	4,579.	4,579.	4,579.	4,579.
Total	4,937.	4,937.	4,937.	4,937.

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
290 shares Mondelez International	P	various	06/03/13
200 shares Sanofi ADR	P	various	09/03/13
400 shares IShares IBoxx Invt Gr Corp Bd ETF	P	various	01/04/13
180 shares Wisdomtree Japan Hedged Equity Fd	P	various	06/04/13
170 shares FMC Technologies Inc	P	various	03/04/13
110 shares National Oilwell Varco Inc	P	various	03/04/13
80 shares Continental Resources Inc-OK	P	various	11/04/13
15 shares Blackrock Inc	P	various	04/05/13
50 shares Eaton Corp PLC	P	various	04/05/13
15 shares Google Inc - A	P	various	04/05/13
255 shares Johnson Controls Inc	P	various	04/05/13
55 shares Phillips 66	P	various	04/05/13
235 shares American Tower Corp	P	various	07/05/13
400 shares BCE Inc	P	various	05/06/13
90 shares Philip Morris Intl Inc	P	various	05/06/13
260 shares SPDR Euro STOXX 50 Fund	P	various	02/07/13
240 shares Anadarko Petroleum Corp	P	various	11/07/13
80 shares Visa Inc - Class A Shares	P	various	02/08/13
400 shares Comcast Corp 5% PFD	P	various	05/08/13
70 shares Chevron Corp	P	various	10/08/13
10 shares Praxair Inc	P	various	06/10/13
115 shares Automatic Data Processing Inc	P	various	10/10/13
130 shares Ebay Inc	P	various	10/10/13
375 shares Vanguard FTSE Emerging Markets ETF	P	various	02/11/13
45 shares Pioneer Natural Resources Co	P	various	11/11/13
255 shares BB&T Corporation	P	various	09/11/13
220 shares Vanguard FTSE Developed Markets ETF	P	various	04/12/13
170 shares JP Morgan Chase & Co	P	various	08/12/13
140 shares Mosaic Co/The-WI	P	various	06/12/13
47 shares 3D Systems Corp	P	various	11/12/13
215 shares Vanguard FTSE Emerging Markets ETF	P	various	11/13/13
225 shares SPDR Euro STOXX 50 Fund	P	various	02/14/13

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

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
28 shares Apple Inc	P	various	01/14/13
115 shares American Express Co	P	various	06/14/13
95 shares Dominion Resources Inc	P	various	01/15/13
140 shares Wisdomtree Japan Hedged Equity Fund	P	various	04/16/13
440 shares Altria Group Inc	P	various	01/16/13
175 shares Glaxo Smithkline PLC ADR	P	various	07/17/13
1,125 shares Regions Finl Corp	P	various	01/18/13
25 shares Blackrock Inc	P	various	03/18/13
50 shares Phillips 66	P	various	03/18/13
325 shares IShares MSCI Germany ETF	P	various	09/18/13
170 shares Home Depot Inc	P	various	08/19/13
8 shares Amazon.com Inc	P	various	07/19/13
170 shares Fastenal Co	P	various	08/20/13
305 shares EGShares Emerging Mkts Consumer ETF	P	various	06/20/13
375 shares Biomed Realty Trust Inc	P	various	05/20/13
345 shares Home Loan Servicing Solutions Ltd	P	various	05/20/13
220 shares Vanguard FTSE Emerging Markets ETF	P	various	08/21/13
31 shares Apple Inc	P	various	06/21/13
90 shares Becton Dickinson & Co	P	various	06/21/13
190 shares Textainer Group Holdings Ltd	P	various	05/21/13
140 shares Aflac Inc	P	various	10/21/13
200 shares Comcast Corp - A	P	various	05/23/13
15 shares Wisdomtree Japan Hedged Equity Fund	P	various	05/24/13
345 shares Seacube Container Leasing LT	P	various	04/25/13
460 shares Oracle Corp	P	various	03/25/13
40 shares Biogen Idec Inc	P	various	10/25/13
560 shares Fifth Third Bancorp	P	various	09/25/13
170 shares Walgreen Co	P	various	06/26/13
40 shares United Parcel Service Inc - B	P	various	08/27/13
70 shares Toyota Motor Corp ADR	P	various	10/28/13
160 shares Catamaran Corp	P	various	01/29/13
315 shares Government Properties Income Trust	P	various	05/29/13
115 shares Nestle SA Sponsored ADR	P	various	05/29/13
205 shares ABBVIE Inc	P	various	05/30/13
230 shares Enterprise Products Partners LP	P	various	05/30/13
145 shares Kinder Morgan Energy Partners LP	P	various	05/30/13
70 shares Wisdomtree Japan Hedged Equity Fund	P	various	05/30/13
400 shares Schwab Charles Corp	P	various	09/30/13
85 shares Occidental Petroleum Corp	P	various	12/31/12
200 shares BP Plc ADR	P	various	07/31/13
360 shares Tortoise Energy Infrastructure Corp	P	various	05/31/13

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

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,548.		8,040.	508.
9,422.		7,538.	1,884.

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

Continued

(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)
48,186.		45,199.	2,987.
8,378.		6,780.	1,598.
8,714.		7,953.	761.
7,247.		8,188.	-941.
9,492.		8,952.	540.
3,649.		2,981.	668.
2,927.		2,583.	344.
11,775.		8,208.	3,567.
8,355.		8,009.	346.
3,326.		1,783.	1,543.
16,800.		13,440.	3,360.
18,820.		15,822.	2,998.
8,391.		8,246.	145.
8,930.		8,592.	338.
21,609.		17,920.	3,689.
12,606.		7,841.	4,765.
10,376.		10,000.	376.
8,237.		7,836.	401.
1,148.		1,134.	14.
8,217.		8,208.	9.
6,940.		7,097.	-157.
16,549.		15,897.	652.
8,510.		9,580.	-1,070.
8,627.		7,904.	723.
8,171.		8,070.	101.
9,204.		8,372.	832.
8,100.		8,489.	-389.
3,594.		2,586.	1,008.
8,565.		8,670.	-105.
7,747.		7,355.	392.
14,077.		3,616.	10,461.
8,506.		8,741.	-235.
4,975.		4,973.	2.
6,481.		5,451.	1,030.
14,394.		12,336.	2,058.
9,172.		8,220.	952.
8,334.		7,984.	350.
6,393.		5,382.	1,011.
3,236.		1,683.	1,553.
8,944.		8,704.	240.
12,865.		12,696.	169.
2,435.		2,196.	239.
7,620.		8,152.	-532.
7,337.		7,560.	-223.
8,493.		7,999.	494.
8,163.		7,982.	181.
8,323.		8,872.	-549.
12,662.		13,644.	-982.
8,653.		8,736.	-83.
7,153.		8,071.	-918.
9,163.		7,818.	1,345.
8,321.		7,936.	385.
729.		584.	145.

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

Continued

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,935.		7,921.	14.
14,530.		16,308.	-1,778.
10,031.		9,135.	896.
10,232.		7,827.	2,405.
7,644.		8,613.	-969.
3,429.		3,542.	-113.
8,980.		9,165.	-185.
8,390.		7,932.	458.
7,713.		8,046.	-333.
7,725.		8,300.	-575.
9,140.		8,167.	973.
13,917.		8,538.	5,379.
12,297.		8,806.	3,491.
3,326.		2,694.	632.
8,438.		8,290.	148.
6,383.		7,661.	-1,278.
8,330.		8,437.	-107.
16,218.		14,548.	1,670.
Total		<u>622,539.</u>	<u>59,708.</u>

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

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			508.
			1,884.
			2,987.
			1,598.
			761.
			-941.
			540.
			668.
			344.
			3,567.
			346.
			1,543.
			3,360.
			2,998.
			145.
			338.
			3,689.
			4,765.
			376.
			401.
			14.

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

Continued

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			9.
			-157.
			652.
			-1,070.
			723.
			101.
			832.
			-389.
			1,008.
			-105.
			392.
			10,461.
			-235.
			2.
			1,030.
			2,058.
			952.
			350.
			1,011.
			1,553.
			240.
			169.
			239.
			-532.
			-223.
			494.
			181.
			-549.
			-982.
			-83.
			-918.
			1,345.
			385.
			145.
			14.
			-1,778.
			896.
			2,405.
			-969.
			-113.
			-185.
			458.
			-333.
			-575.
			973.
			5,379.
			3,491.
			632.
			148.
			-1,278.

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

Continued

Columns (j) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
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Total

59,708.



STATE STREET.

Account Holdings
As of November 30, 2013
Page 3 of 14

BEHR CHARITABLE FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
CASH AND EQUIVALENTS								
	CASH BALANCE		\$78.59		\$78.59	0.01%		
	Custody Holdings			1,000	\$55,874.51	6.10%	\$0.06	
	55,874.51 DREYFUS TREAS PRIME CASH MGT PRT 592	CMIDPRXX6	\$55,874.51		\$55,953.10	6.11%	\$0.06	
	TOTAL CASH AND EQUIVALENTS		\$55,953.10					
OTHER FIXED INCOME								
MUTUAL FUNDS								
	Custody Holdings				\$13,951.25	1.52%	\$208.25	
	125,000 ISHARES TIPS BOND ETF	464287176	\$14,771.25	\$11,610	\$13,951.25	1.52%	\$208.25	1.49%
	TOTAL MUTUAL FUNDS		\$14,771.25		\$13,951.25	1.52%	\$208.25	
	TOTAL OTHER FIXED INCOME		\$14,771.25		\$13,951.25	1.52%	\$208.25	
EQUITIES								
CONSUMER DURABLES								
AUTOMOTIVE								
	Custody Holdings				\$33,136.00	3.62%	\$860.00	2.59%
	400,000 GENUINE PARTS CO	372460105	\$19,048.27	82,840	\$33,136.00	3.62%	\$860.00	2.59%
	TOTAL CONSUMER DURABLES		\$19,048.27		\$33,136.00	3.62%	\$860.00	
CONSUMER NON-DURABLES								
BEVERAGES								
	Custody Holdings				\$4,219.95	0.46%	\$117.60	2.79%
	105,000 COCA COLA CO	191216100	\$4,075.84	40,190	\$4,219.95	0.46%	\$117.60	2.79%
DRUGS								
	Custody Holdings				\$9,218.55	1.01	\$325.60	3.53
	15,000 HEAD JOHNSON NUTRITION CO COMMON STK	582839106	\$9,471.53	84,510	\$9,218.55	1.06%	\$156.40	1.61%
	185,000 HERCK & CO INC	58933Y105	7,544.88	49,630	9,218.55	1.01	325.60	3.53
	980,000 PFIZER INC	717081103	20,269.73	31,730	31,095.40	3.39	940.80	3.03
HEALTH CARE								
	Custody Holdings				\$11,595.55	1.27%	\$277.20	2.79%
	155,000 GILEAD SCIENCES INC	375558103	\$8,128.12	74,810	\$11,595.55	1.27%	\$277.20	2.79%
	105,000 JOHNSON & JOHNSON	478160104	8,636.83	94,660	9,939.30	1.09	277.20	2.79
	TOTAL CONSUMER NON-DURABLES		\$58,066.93		\$75,787.40	8.28%	\$1,817.60	



STATE STREET.

Account Holdings
As of November 30, 2013
Page 4 of 14

BEHR CHARITABLE FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield	
EQUITIES (Continued)									
CONSUMER SERVICES									
ENTERTAINMENT & LEISURE TIME									
Custody Holdings									
170,000	DISNEY (THE WALT) COMPANY DEL	294687406	\$7,714.38	70.540	\$11,991.80	1.31%	\$127.50	1.06%	
RESTAURANTS & LODGING									
Custody Holdings									
380,000	DUNKIN' BRANDS GROUP INC	265504100	\$16,921.67	48.980	\$18,612.40	2.03%	\$288.80	1.55%	
190,000	MCDONALDS CORP	580135101	15,346.72	97.370	18,500.30	2.02	615.60	3.33	
240,000	STARBUCKS CORP	855244109	4,426.03	81.460	19,550.40	2.13	249.50	1.28	
RETAIL									
Custody Holdings									
290,000	UNDER ARMOUR INC-A	904311107	\$21,009.34	80.700	\$23,403.00	2.55%			
TOTAL CONSUMER SERVICES							\$92,057.90	10.04%	\$1,281.50
BUSINESS PRODUCTS & SERVICES									
COMPUTER SERVICES									
Custody Holdings									
22,000	AMAZON COM INC	023135106	\$6,040.10	393.620	\$8,659.64	0.95%			
120,000	AUTOMATIC DATA PROCESSING INC	053015103	7,258.97	80.020	9,602.40	1.05	230.40	2.40	
165,000	EBAY INC	278642103	9,007.14	50.520	8,335.80	0.91			
10,000	GOOGLE INC-A	38259P508	5,456.80	1,059.590	10,595.90	1.16			
TELECOMMUNICATION SERVICES									
Custody Holdings									
125,000	QUALCOMM INC	747525103	\$7,789.20	73.580	\$9,197.50	1.00%	\$175.00	1.90%	
380,000	VERIZON COMMUNICATIONS INC	92343V104	14,055.14	49.620	18,855.60	2.06	805.60	4.27	
OTHER BUSINESS PRODS & SVCS									
Custody Holdings									
240,000	ALTRIA GROUP INC	02209S103	\$6,659.22	36.980	\$8,875.20	0.97%	\$460.80	5.19%	



STATE STREET.

BEHR CHARITABLE FOUNDATION



Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
BUSINESS PRODUCTS & SERVICES (Continued)								
OTHER BUSINESS PRODS & SVCS (Continued)								
Custody Holdings (Continued)								
595.000	GOLUB CAPITAL BDC INC	38173M102	10,467.60	18.810	11,191.95	1.22	761.60	6.80
11.000	PRICELINE.COM INC	741503403	9,057.10	1,192.330	13,115.63	1.43		
75.000	3M CO	88579Y101	8,576.30	133.510	10,013.25	1.09	190.50	1.90
TOTAL BUSINESS PRODUCTS & SERVICES								
			\$84,367.57		\$108,442.87	11.84%	\$2,623.90	
CAPITAL GOODS								
ELECTRICAL EQUIPMENT								
Custody Holdings								
330.000	EMERSON ELECTRIC CO	291011104	\$18,970.18	66.990	\$22,106.70	2.41%	\$567.60	2.57%
MANUFACTURING-DIVERSIFIED								
Custody Holdings								
115.000	TILLNOTS TOOL WORKS INC	452308109	\$8,817.37	79.580	\$9,151.70	1.00%	\$193.20	2.11%
90.000	PRECISION CASTPARTS CORP	740189105	14,650.91	258.450	23,260.50	2.54	10.80	0.05
COMPUTER & BUSINESS EQUIPMENT								
Custody Holdings								
118.000	3D SYSTEMS CORP	88554D205	\$6,280.42	75.160	\$8,868.88	0.97%		
TELECOMMUNICATIONS EQUIPMENT								
Custody Holdings								
295.000	AT&T INC	00206F102	\$9,764.35	35.210	\$10,386.95	1.13%	\$531.00	5.11%
TOTAL CAPITAL GOODS								
			\$58,463.23		\$73,774.73	8.05%	\$1,302.60	
ENERGY								
OIL-INTEGRATED								
Custody Holdings								
70.000	CHEVRON CORP	166764100	\$7,836.15	122.440	\$8,570.80	0.94%	\$280.00	3.27%
165.000	CONOCOPHILLIPS	20825C104	8,756.30	72.800	12,012.00	1.31	455.40	3.79



STATE STREET

BEHR CHARITABLE FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield	
EQUITIES (Continued)									
ENERGY (Continued)									
OIL-INTEGRATED (Continued)									
Custody Holdings (Continued)									
195,000	OASIS PETROLEUM, INC	674215108	8,931.12	46.130	8,995.35	0.98			
95,000	OCCIDENTAL PETROLEUM CORP	674599105	8,519.65	94.960	9,021.20	0.98	243.20	2.70	
NATURAL GAS									
Custody Holdings									
185,000	DUKE ENERGY CORP	26441C204	\$10,821.44	69.960	\$12,942.60	1.41%	\$577.20	4.46%	
650,000	SPECTRA ENERGY CORP	847560109	19,422.13	33.550	21,807.50	2.38	793.00	3.64	
OTHER ENERGY									
Custody Holdings									
10,000	CONSOLIDATED EDISON, INC	209115104	\$545.77	55.210	\$552.10	0.06%	\$24.60	4.46%	
130,000	NOBLE ENERGY INC	655044105	9,411.56	70.240	9,131.20	1.00	72.80	0.80	
132,000	PHILLIPS 66	718546104	4,254.18	69.610	9,188.52	1.00	205.92	2.24	
TOTAL ENERGY							\$92,221.27	10.06%	\$2,652.12
BASIC INDUSTRIES									
METALS & MINING									
Custody Holdings									
380,000	FREEMONT-MCMORAN COPPER & GOLD	35671D857	\$12,714.22	34.690	\$13,182.20	1.44%	\$475.00	3.60%	
CHEMICALS-MAJOR									
Custody Holdings									
170,000	AIRGAS, INC	009363102	\$12,401.24	108.630	\$18,467.10	2.02%	\$326.40	1.77%	
55,000	PRAXAIR, INC	74005P104	6,239.20	126.260	6,944.30	0.76	132.00	1.90	
CHEMICALS-SPECIALTY									
Custody Holdings									
150,000	ECOLAB, INC	278965100	\$13,266.30	107.170	\$16,075.50	1.75%	\$138.00	0.86%	
TOTAL BASIC INDUSTRIES							\$54,669.10	5.97%	\$1,071.40



STATE STREET.

Account Holdings
As of November 30, 2013
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BEHR CHARITABLE FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
FINANCIAL								
BANKS								
Custody Holdings								
1,155,000	HUNTINGTON BANCSHARES, INC	446150104	\$9,102.90	9.170	\$10,591.35	1.16%	\$231.00	2.18%
INSURANCE								
Custody Holdings								
210,000	AMERICAN INTL GROUP	026874764	\$8,169.80	49.750	\$10,447.50	1.14%	\$94.00	0.80%
95,000	BERKSHIRE HATHAWAY INC	084870702	7,694.70	116.530	11,070.35	1.21		
185,000	LINGOLN NATIONAL CORP	534187109	9,210.43	51.330	9,496.05	1.04	119.40	1.25
165,000	TRAVELERS COS INC	89417E109	12,391.06	90.740	14,972.10	1.63	330.00	2.20
OTHER FINANCIAL								
Custody Holdings								
35,000	BLACKROCK INC	09247X101	\$6,667.76	302.750	\$10,596.25	1.16%	\$235.20	2.22%
55,000	MASTERCARD INC-A	57636Q104	18,533.01	760.810	41,844.55	4.57	132.00	0.31
310,000	MORGAN STANLEY	617446448	9,210.07	31.300	9,703.00	1.06	62.00	0.64
100,000	VISA INC-CLASS A SHARES	92826C839	9,413.12	203.460	20,346.00	2.22	160.00	0.79
REIT								
Custody Holdings								
600,000	FRANKLIN STREET PROPERTIES CORP	35471R106	\$8,400.00	12.860	\$7,716.00	0.84%	\$466.00	5.91%
385,000	STAG INDUSTRIAL INC	85254J102	8,094.78	21.680	8,346.80	0.91	462.00	5.53
TOTAL FINANCIAL UTILITIES			\$106,887.63		\$155,129.95	16.94%	\$2,270.60	
ELECTRIC POWER UTILITIES								
Custody Holdings								
195,000	DTE ENERGY COMPANY	233331107	\$10,166.66	66.740	\$13,014.30	1.42%	\$510.90	3.93%
TOTAL UTILITIES			\$10,166.66		\$13,014.30	1.42%	\$510.90	



STATE STREET

BEHR CHARITABLE FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
MUTUAL FUNDS								
EQUITY MUTUAL FUNDS								
Custody Holdings								
170,000	ISHARES RUSSELL 2000 ETF	464287655	\$16,937.49	113.510	\$19,296.70	2.11%	\$289.68	1.50%
860,000	POWERSHARES FINL PREFERRED PORTFOLIO	73935X229	14,645.80	17.210	14,800.60	1.62	984.70	6.65
FOREIGN EQUITY MUTUAL FUNDS								
Custody Holdings								
440,000	VANGUARD FTSE DEVELOPED MKETS ETE	1921943858	\$17,156.57	41.120	\$18,092.80	1.98%	\$535.04	2.96%
TOTAL MUTUAL FUNDS			\$48,739.86		\$52,190.10	5.71%	\$1,809.42	
REAL ESTATE								
AGRICULTURAL LAND								
Custody Holdings								
190,000	MOSAIC CO THE WI	61945C103	\$8,809.31	47.900	\$9,101.00	0.99%	\$190.00	2.09%
TOTAL REAL ESTATE			\$8,809.31		\$9,101.00	0.99%	\$190.00	
OTHER ASSETS								
OTHER ASSETS								
Custody Holdings								
285,000	TWENTY-FIRST CENTURY FOX INC	90130A200	\$8,506.59	33.030	\$9,413.55	1.03%	\$71.25	0.76%
TOTAL OTHER ASSETS			\$8,506.59		\$9,413.55	1.03%	\$71.25	
TOTAL EQUITIES			\$601,593.45		\$768,938.17	83.95%	\$16,461.29	
FOREIGN ASSETS								
CORPORATE OBLIGATIONS								
Custody Holdings								
25,000,000	GLSXSHTKLINE CAP 2.85%	377373AD7	\$5,023.75	95.849	\$23,962.25	2.62%	\$712.50	2.97%
TOTAL CORPORATE OBLIGATIONS			\$25,023.75		\$23,962.25	2.62%	\$712.50	
EQUITIES								
Custody Holdings								
195,000	EATON CORP PLC	G29183103	\$1,221.55	72.660	\$14,168.70	1.55%	\$327.60	2.31%
200,000	ACE LTD	H0023R105	15,421.80	102.780	20,556.00	2.24	408.00	1.98
135,000	ROCHE HOLDINGS LTD ADR	771195104	8,606.84	70.050	9,456.75	1.03	219.24	2.32



STATE STREET.

Account Holdings
As of November 30, 2013
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BEHR CHARITABLE FOUNDATION



Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
	FOREIGN ASSETS (Continued)							
	EQUITIES (Continued)							
	Custody Holdings (Continued)							
150,000	TOTAL SA-SPONSORED ADR	89151E109	8,444.61	60.320	9,048.00	0.98	393.90	4.35
	TOTAL EQUITIES		\$43,694.80		\$53,229.45	5.80%	\$1,348.74	
	TOTAL FOREIGN ASSETS		\$68,718.55		\$77,191.70	8.42%	\$2,061.24	
	TOTAL ACCOUNT HOLDINGS		\$741,036.35		\$916,034.22	100.00%	\$18,730.84	

BEHR CHARITABLE FOUNDATION
22-6830026

Fiscal Year 12/01/12-11/30/13

Part X Minimum Investment Return

<u><i>Date</i></u>	<u><i>Cash</i></u>	<u><i>Securities</i></u>
December 2012	\$ 66,634.85	\$ 715,023.59
January 2013	\$ 30,573.54	\$ 755,838.04
February 2013	\$ 36,273.88	\$ 760,731.17
March 2013	\$ 23,797.98	\$ 799,250.14
April 2013	\$ 28,997.31	\$ 804,246.48
May 2013	\$ 12,920.60	\$ 820,874.01
June 2013	\$ 98,237.56	\$ 729,676.39
July 2013	\$ 58,534.58	\$ 796,063.33
August 2013	\$ 95,237.21	\$ 733,601.54
September 2013	\$ 24,937.79	\$ 840,884.18
October 2013	\$ 31,047.40	\$ 870,519.64
November 2013	\$ 55,953.10	\$ 860,081.12
TOTAL	\$ 563,145.80	\$ 9,486,789.63
Divided by	<u>-12</u>	<u>÷12</u>
MONTHLY TOTAL	\$ 46,928.82	\$ 790,565.81