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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION		A Employer identification number 13-3249239
Number and street (or P O box number if mail is not delivered to street address) 1270 AVENUE OF THE AMERICAS	Room/suite	B Telephone number (212) 332-7350
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10020		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 33,652,648. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		513,648.	513,648.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,047,780.			STATEMENT 1
b Gross sales price for all assets on line 6a 6,552,705.					
7 Capital gain net income (from Part IV, line 2)			1,027,844.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<40,210.>	<41,841.>		STATEMENT 3
12 Total. Add lines 1 through 11		1,521,218.	1,499,651.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		90,000.	0.		90,000.
15 Pension plans, employee benefits		10,278.	0.		10,278.
16a Legal fees STMT 4		311.	311.		0.
b Accounting fees STMT 5		6,000.	0.		6,000.
c Other professional fees					
17 Interest		25,403.	25,403.		0.
18 Taxes STMT 6		17,380.	10,380.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		28.	0.		28.
22 Printing and publications		135.	0.		135.
23 Other expenses STMT 7		129,646.	126,062.		3,568.
24 Total operating and administrative expenses. Add lines 13 through 23		279,181.	162,156.		110,009.
25 Contributions, gifts, grants paid		1,652,040.			1,652,040.
26 Total expenses and disbursements. Add lines 24 and 25		1,931,221.	162,156.		1,762,049.
27 Subtract line 26 from line 12		<410,003.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,337,495.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		604,546.	216,230.	216,230.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 8		9,627,606.	5,972,009.	5,972,009.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		20,643,029.	27,464,409.	27,464,409.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		30,875,181.	33,652,648.	33,652,648.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		30,875,181.	33,652,648.	
	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		30,875,181.	33,652,648.		
31	Total liabilities and net assets/fund balances		30,875,181.	33,652,648.		

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	30,875,181.
2	Enter amount from Part I, line 27a	2	<410,003.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	3,187,470.
4	Add lines 1, 2, and 3	4	33,652,648.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,652,648.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	6,552,705.	5,524,861.	1,027,844.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			1,027,844.	
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	1,027,844.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,913,043.	29,654,193.	.064512
2011	2,082,366.	31,024,504.	.067120
2010	1,800,789.	28,265,725.	.063709
2009	1,638,674.	24,744,091.	.066225
2008	1,636,492.	29,089,509.	.056257
2	Total of line 1, column (d)		2 .317823
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 .063565
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 31,754,382.
5	Multiply line 4 by line 3		5 2,018,467.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 13,375.
7	Add lines 5 and 6		7 2,031,842.
8	Enter qualifying distributions from Part XII, line 4		8 1,762,049.

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.

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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	26,750.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	26,750.
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	26,750.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,980.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	20,980.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	82.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. SEE STATEMENT 10	9	5,852.
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 2014 estimated tax. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ GREGG BUCKBINDER Telephone no ▶ 212-332-7350 Located at ▶ 1270 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 ▶ 10020			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	31,639,028.
b	Average of monthly cash balances	1b	598,923.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,237,951.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,237,951.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	483,569.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,754,382.
6	Minimum investment return. Enter 5% of line 5	6	1,587,719.

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

1	Minimum investment return from Part X, line 6	1	1,587,719.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	26,750.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	36.
c	Add lines 2a and 2b	2c	26,786.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,560,933.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,560,933.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,560,933.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,762,049.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,762,049.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,762,049.

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

THE BEKER FOUNDATION
C/O THE MILLBURN CORPORATION

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,560,933.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	211,003.			
b From 2009	401,823.			
c From 2010	435,395.			
d From 2011	546,631.			
e From 2012	452,896.			
f Total of lines 3a through e	2,047,748.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,762,049.				
a Applied to 2012, 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 2013 distributable amount				1,560,933.
e Remaining amount distributed out of corpus	201,116.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,248,864.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	211,003.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	2,037,861.			
10 Analysis of line 9				
a Excess from 2009	401,823.			
b Excess from 2010	435,395.			
c Excess from 2011	546,631.			
d Excess from 2012	452,896.			
e Excess from 2013	201,116.			

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 2013, enter the date of the ruling ▶ _____
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

HARVEY BEKER

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

NONE

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

a The name, address, and telephone number or e-mail address 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
<p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				<p>1,652,037.</p>
<p>FROM SCHEDULE K-1S - PASS-THROUGH PARTNERSHIPS</p>				<p>3.</p>
<p>Total</p>			<p>▶ 3a</p>	<p>1,652,040.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>			<p>▶ 3b</p>	<p>0.</p>

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	12/31/13
b FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	12/31/13
c LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/13
d LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/13
e SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g LIQUIDATION OF KOVI CAPITAL PARTNERS LP	P	07/01/96	03/19/13
h LIQUIDATION OF 3F INVESTMENT CORP CLASS B	P	VARIOUS	09/30/13
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		320,996.	<320,996.>
b	510,752.		510,752.
c		5,093.	<5,093.>
d		14,843.	<14,843.>
e	14,825.	13,779.	1,046.
f	679,707.	463,283.	216,424.
g	226,988.	226,791.	197.
h	5,111,737.	4,480,076.	631,661.
i	8,696.		8,696.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<320,996.>
b			510,752.
c			<5,093.>
d			<14,843.>
e			1,046.
f			216,424.
g			197.
h			631,661.
i			8,696.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 if (loss), enter "-0-" in Part I, line 7)	2	1,027,844.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

THE BEKER FOUNDATION

#13-3249239

12/31/13

Schedule _____

Name and Address	Recipient Status	Purpose	Amount (\$)
Aleph Society 25 West 45 St., Suite 1409, New York, NY 10036	Public Charity	General Operations	37,000
American Friends of Oxford Center for Hebrew-Jewish Studies Yarnton Manor, Yarnton, Oxford OX5 1PY, United Kingdom	Public Charity	General Operations	10,000
American Cte. for Shaare Zedek Medical Ctr. Suite 1100, 49 West 45th St., New York NY 10036	Public Charity	General Operations	2,500
American Friends of the Israel Museum 500 Fifth Ave., Suite. 2540, New York, NY 10110	Public Charity	General Operations	10,000
American Friends of Dental Volunteers for Israel PO Box 127, New York, NY 10185	Public Charity	General Operations	1,800
American Friends of Shalva 22 W. 38 St., New York NY 10016	Public Charity	General Operations	10,000
AMIT 817 Broadway, New York, NY 10003	Public Charity	General Operations	500
Archaeological Institute of America 656 Beacon Street, Boston, MA 02215	Public Charity	General Operations	3,000
Ben Porat Yosef E 243 Frisch Court, Paramus, NJ 07652	Public Charity	General Operations	5,400
Boston Children's Museum 308 Congress St., Boston, MA 02210	Public Charity	General Operations	5,000
Brandeis University PO Box 9110, Mail Stop 122 Waltham, MA 02254-9110	Public Charity	General Operations	122,000
Bris Avroham 910 Salem Ave., Hillside, NJ 07205	Public Charity	General Operations	1,300
Bronx Jewish Community Council 2930 Wallace Ave, Bronx, NY 10467	Public Charity	General Operations	3,600

Name and Address	Recipient Status	Purpose	Amount (\$)
Brookline Art Center 86 Monmouth Street, Brookline, MA 02446	Public Charity	General Operations	1,000
Cape Cod Health Care PO Box 370, Hyannis, MA 02601	Public Charity	General Operations	25,000
Celebrate Israel Parade 225 W. 34 St., Ste. 1607, NYC 10122	Public Charity	General Operations	500
Center for Jewish History 555 West 57th Street, Suite 1100, NYC, NY 10019	Public Charity	General Operations	2,500
Central Fund for Israel 980 Sixth Ave., 3rd Flr., New York NY 10018	Public Charity	General Operations	10,000
Chabad Jewish Center 745 West Main St., Hyannis, MA 02601	Public Charity	General Operations	1,000
Chabad of Brandeis 54 Turner Street, Waltham, MA 02453	Public Charity	General Operations	10,000
Chai Lifeline 151 W. 30 St., New York, NY 10001	Public Charity	General Operations	5,360
Children's Cancer & Blood Foundation 111 W. 57 St., Suite 420 New York, NY 10019	Public Charity	General Operations	1,000
Combined Jewish Philanthropies 126 High St., Attn Jamie Bornstein Boston, MA 02110	Public Charity	General Operations	75,000
Congregation Kehillath Israel (KINS PTO) 384 Harvard St., Brookline MA 02446	Public Charity	General Operations	5,290
Congregation Sons of Israel of the Bronx 2521 Cruger Avenue, Bronx, NY 10467	Public Charity	General Operations	600
Cradles to Crayons 155 North Beacon Street, Brighton, MA 02135	Public Charity	General Operations	2,500
Cycle for Survival 633 3 rd Ave., 28th Fl, New York, NY 10017	Public Charity	General Operations	100
Etzion Foundation 160 Broadway, New York, NY 10038	Public Charity	General Operations	1,000
Foundation for Jewish Camp 15 W. 36 St., New York, NY 10018	Public Charity	General Operations	500

Name and Address	Recipient Status	Purpose	Amount (\$)
Frisch School 120 W. Century Rd., Paramus, NJ 07652	Public Charity	General Operations	40,500
Gann Academy 333 Forest Street, Waltham, MA 02452	Public Charity	General Operations	1,800
Harold Grinspoon Foundation 380 W. Union St., Suite 200 W. Springfield, MA 01089-4134	Public Charity	General Operations	5,000
Hebrew Institute of Riverdale 3700 Henry Hudson Pky., Bronx,, NY 10463	Public Charity	General Operations	142,636
Hillel: Foundation for Jewish Campus Life 800 W. 8th St. NW, Wash. DC 20001	Public Charity	General Operations	60,000
Horizons for Homeless Children 1705 Columbus Ave., Roxbury, MA 02119	Public Charity	General Operations	2,500
Human Rights Watch 485 Fifth Ave., New York NY 10017	Public Charity	General Operations	2,000
Israel Special Kids Fund 505 Eighth Ave., Suite 803 New York NY 10018	Public Charity	General Operations	1,000
JCC Camp Kingswood 333 Nahanton St. Newton MA 02459	Public Charity	General Operations	1,000
Jewish Center of Boston 146 Marlborough Street Boston, MA 02116	Public Charity	General Operations	22,500
Jewish Federation of Northern New Jersey 111 Kinderkamack Rd., River Edge, NJ 07661	Public Charity	General Operations	1,200
Jewish Family & Children's Services 1430 Main St., Waltham, MA 02451	Public Charity	General Operations	25,000
Jewish Learning Initiative on Campus (JLIC) 11 Broadway, New York, NY 10004	Public Charity	General Operations	500
JOFA – Jewish Orthodox Feminist Alliance 520 Eighth Ave., 4th flr., New York NY 10018	Public Charity	General Operations	2,000
Just One Life 587 5 th Ave., Suite 702, New York, NY 10017	Public Charity	General Operations	50

Name and Address	Recipient Status	Purpose	Amount (\$)
La Raza Centro Legal 474 Valencia St., #295, San Francisco, CA 94103	Public Charity	General Operations	10,000
Lev Chesed Charity Fund 90 Croft Terrace, New Rochelle, NY 10804	Public Charity	General Operations	1,000
Lustgarten Foundation 1111 Stewart Ave., Bethpage, NY 11714	Public Charity	General Operations	200
Maimonides School 34 Philbrick Road, Brookline, MA 02146	Public Charity	General Operations	51,850
Manhattan Theatre Club 311 West 43 St., 11 fl., New York, NY 10036	Public Charity	General Operations	10,000
MassArtCollege of Art & Design 621 Huntington Ave., Boston, MA 02115	Public Charity	General Operations	40,000
Mayyin Hayyim 1838 Washington St., Newton, MA 02466	Public Charity	General Operations	30,000
Mesivtha Tifereth Jerusalem 141-7 East Broadway, New York, NY 10002	Public Charity	General Operations	500
Mishkan Israel Day Camp 777 Mt. Pleasant Dr, Trumbull, CT 06611	Public Charity	General Operations	2,500
Mt. Sinai Schl. of Medicine Goldsmith Center for Multiple Sclerosis 5 East 98 St., New York NY 10029	Public Charity	General Operations	167,000
MyJewish Learning 377 Fifth Ave., 2 fl., New York NY 10016	Public Charity	General Operations	10,000
NCSY (Nat'l Center for Synagogue Youth) 333 Seventh Ave., New York NY 10001	Public Charity	General Operations	1,000
New York University 70 Washington Sq. So., New York, NY 10012	Public Charity	General Operations	90,000
Ohel Children's Home & Family Services 4510 16th Ave., Brooklyn, NY 11204	Public Charity	General Operations	1,500
PALS Children's Chorus P.O. Box 470411, Brookline, MA 02447	Public Charity	General Operations	2,500
Project Keshet 2144 Ashland Ave., Suite 3, Evanston, IL 60201	Public Charity	General Operations	1,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Project Sunshine 108 W. 39 St. - Suite 725, New York NY 10018	Public Charity	General Operations	1,500
RAJE (Russian American Jewish Experience) 2915 Ocean Pky, Brooklyn NY 11235	Public Charity	General Operations	1,800
Ramaz School 60 East 78th St., New York, NY 10021	Public Charity	General Operations	10,000
Riverdale Hatzalah P. O. Box 181 Riverdale Station, NY 10471	Public Charity	General Operations	5,000
Riverdale Jewish Center 3700 Independence Ave., Bronx, NY 10463	Public Charity	General Operations	23,996
Riverdale Mental Health Assn. 5676 Riverdale Ave., Bronx, New York 10471	Public Charity	General Operations	1,000
Riverdale Neighborhood House 5521 Mosholu Ave., Bronx, NY 10471	Public Charity	General Operations	2,000
Riverdale Senior Services 2600 Netherland Avenue Bronx, New York 10463	Public Charity	General Operations	750
Riverdale YM-YWHA 5625 Arlington Ave., Bronx, NY 10471	Public Charity	General Operations	22,500
Robin Hood Foundation 111 Broadway, New York, NY 10006	Public Charity	General Operations	7,500
Room to Grow 142 Berkeley St., Boston 02116	Public Charity	General Operations	5,000
SAR Academy 655 W. 254 St., Bronx, Ny 10471	Public Charity	General Operations	133,225
Shalem Foundation 845 Third Ave., 6 Flr. New York NY 10022	Public Charity	General Operations	100,000
Shalom Hartman Institute of North America One Penn Plaza, Suite 1606, New York, NY 10119	Public Charity	General Operations	2,500
Sharsheret PO Box 3245, Teaneck, NJ 07666	Public Charity	General Operations	180

Name and Address	Recipient Status	Purpose	Amount (\$)
Shomrei Torah Orthodox Congregation of Fair Lawn 19-10 Morlot Ave., Fair Lawn, NJ 07410	Public Charity	General Operations	7,500
Sinai Special Needs Institute 1600 Queen Anne Rd., Teaneck, NJ 07666	Public Charity	General Operations	10,000
Solomon Schechter Day School 125 Wells Avenue, Newton, MA 02459	Public Charity	General Operations	5,000
The Hebrew Home at Riverale Foundation 215 Park Ave South, Suite 2014, NYC, NY 10003	Public Charity	General Operations	1,000
The Vilna Shul 18 Phillips Street, Boston, MA 02114	Public Charity	General Operations	500
Tzivos Hashem (Jewish Children's Museum) 792 Eastern Pky., Brooklyn, NY 11213	Public Charity	General Operations	500
UJA-Federation 130 East 59th St., New York, NY 10022	Public Charity	General Operations	80,000
U.S. Friends of Yad Ezra 4670 Douglas Ave., Bronx, NY 10471	Public Charity	General Operations	1,000
Washington Square Minyan 207 Mason Terr. #1, Brookline, MA 02446	Public Charity	General Operations	1,800
Wave Hill 675 West 252nd St., Bronx, NY 10471	Public Charity	General Operations	55,500
Yad Chesed Fund PO Box 470752, Brookline, MA 02447	Public Charity	General Operations	3,600
Yavneh Academy 155 Fairview Ave., Paramus NJ 07652	Public Charity	General Operations	2,500
YCT Rabbinical School 475 Riverside Dr., #244, New York, NY 10115	Public Charity	General Operations	10,000
Yeshiva University 500 West 185th St., New York, NY 10033	Public Charity	General Operations	75,000
Zamir Chorale of Boston PO Box 126, Newton Centre, MA 02459	Public Charity	General Operations	1,000
		TOTAL	1,652,037

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)			PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	320,996.	0.	0.	<320,996.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)			PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
510,752.	0.	0.	0.	510,752.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT			PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

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

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)	S/T Capital Gain (Loss)	L/T Capital Gain (Loss)
Accolade Partners LP	(78)	67,288	(78)	67,288
Hilltop Partners LP	-	1,787	-	1,787
Kovı Capital Partners LP	-	-	-	-
Nestor Partners	(211,476)	(94,385)	(211,476)	(94,385)
NCH Balkan Fund LP	(48)	(1,329)	(48)	(1,329)
Millburn Hedge Fund	(174,482)	(94,284)	(174,482)	(94,284)
Millburn Equity Partners LLC	29,441	186,672	29,441	186,672
Sharevest Partners LP	3,937	289,327	3,937	289,327
Cross Ledge Long/Short Fund LP	(28,500)	9,426	(28,500)	9,426
Millburn Mco Partners LP	60,210	146,250	60,210	146,250
Brookfield Property Partners LP	-	-	-	-
Total	(320,996)	510,752	(320,996)	510,752

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

Partnership Name	Revenue Per Books		Net Investment Income	
	S/T Capital	L/T Capital	S/T Capital	L/T Capital
	Gain (Loss)	Gain (Loss)	Gain (Loss)	Gain (Loss)
	UBIT	UBIT	UBIT	UBIT
	Amount	Amount	Amount	Amount
Accolade Partners IP	-	-	-	(1)
Hilltop Partners, LP	-	-	-	-
Kovi Capital Partners, LP	-	-	-	-
Nestor Partners	-	-	-	-
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	-	9	13
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	-	-
Cross Ledge Long/Short Fund LP	-	-	-	-
Millburn Mco Partners LP	-	-	5,084	14,831
Brookfield Property Partners LP	-	-	-	-
Adjustment for Capital Gains (Losses) from Pass-Through Entities Subject to UBT	-	-	5,093	14,843

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	0.	0.	0.	PURCHASED	VARIOUS	12/31/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHED STATEMENT	14,825.	13,779.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHED STATEMENT	679,707.	463,283.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LIQUIDATION OF KOVI CAPITAL PARTNERS LP	226,988.	226,791.	0.	PURCHASED	07/01/96	03/19/13

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

SHORT TERM

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME	
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
0 700	Crimson Wine Group Ltd	03/07/13	01/04/13	6	5	1	5	1
223	Investor AB	03/11/13	01/31/13	6,659	6,373	286	6,373	286
48	Henderson Land Development	09/23/13	10/16/12	304	277	26	277	26
35 000	Crimson Wine Group Ltd	09/24/13	01/04/13	337	237	99	237	99
241	Investor AB	09/25/13	01/31/13	7,521	6,887	633	6,887	633
TOTAL				14,825	13,779	1,046	13,779	1,046

LONG TERM

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME	
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
5,455	Investor AB	01/31/13	01/20/05	155,602	67,503	88,099	67,503	88,099
1,200	Investor AB	01/31/13	12/06/07	34,230	27,542	6,687	27,542	6,687
200 000	Investor AB	01/31/13	07/29/08	5,705	4,024	1,681	4,024	1,681
200 000	Investor AB	01/31/13	08/20/08	5,705	3,950	1,755	3,950	1,755
1,300 000	Electronics for Imaging	02/25/13	01/02/08	30,045	28,523	1,522	28,523	1,522
395 000	Electronics for Imaging	02/25/13	04/25/08	9,129	5,744	3,385	5,744	3,385
85	Bristow Group	03/11/13	08/08/08	4,981	3,238	1,743	3,238	1,743
35	Bristow Group	03/11/13	09/15/08	2,051	1,330	721	1,330	721
470	Tokio Marine Holdings Inc	03/12/13	09/12/08	14,066	16,756	(2,690)	16,756	(2,690)
226	Brookfield prop	04/18/13	04/15/04	4,833	2,181	2,652	2,181	2,652
5,050	Canfor Corporation	05/10/13	02/09/07	96,556	53,501	43,055	53,501	43,055
0	Brookfield prop	05/22/13	04/15/04	9	0	9	0	9
944	Broadridge Financial Solutions, Inc	06/04/13	05/24/11	25,490	21,169	4,322	21,169	4,322
1,006	Broadridge Financial Solutions, Inc	06/04/13	06/03/11	27,164	22,984	4,180	22,984	4,180
135	Investment Technology Group	08/13/13	01/12/09	2,129	3,110	(981)	3,110	(981)
600	Investment Technology Group	08/13/13	01/13/09	9,463	13,776	(4,312)	13,776	(4,312)
250	Investment Technology Group	08/13/13	01/14/09	3,943	4,947	(1,004)	4,947	(1,004)
364	Investment Technology Group	08/14/13	04/09/09	5,734	7,830	(2,096)	7,830	(2,096)
866	Investment Technology Group	08/20/13	04/09/09	13,658	18,629	(4,971)	18,629	(4,971)
343	Investment Technology Group	08/20/13	10/30/09	5,410	7,513	(2,103)	7,513	(2,103)
407	Investment Technology Group	09/04/13	10/30/09	6,942	8,915	(1,973)	8,915	(1,973)
925	Investment Technology Group	09/04/13	04/27/10	15,776	15,670	106	15,670	106
700	Investment Technology Group	09/04/13	04/29/10	11,939	11,810	129	11,810	129
74	Investment Technology Group	09/04/13	05/07/10	1,262	1,254	9	1,254	9
451	Investment Technology Group	09/05/13	05/07/10	7,709	7,640	69	7,640	69
3,773	Henderson Land Development	09/23/13	09/23/08	23,863	17,351	6,511	17,351	6,511
3,300	Henderson Land Development	09/23/13	10/23/08	20,871	10,377	10,495	10,377	10,495
160	Henderson Land Development	09/23/13	10/15/10	1,012	928	84	928	84
190	Henderson Land Development	09/23/13	10/20/11	1,202	931	271	931	271
400	Applied Materials	09/24/13	11/06/08	6,818	4,809	2,009	4,809	2,009
650	Applied Materials	09/24/13	11/07/08	11,080	7,257	3,822	7,257	3,822
475	Applied Materials	09/24/13	11/18/08	8,097	4,485	3,611	4,485	3,611
700	Applied Materials	09/24/13	03/09/09	11,932	6,046	5,886	6,046	5,886
165	Crimson Wine Group LTD	09/24/13	05/29/09	1,586	961	626	961	626
25	Crimson Wine Group LTD	09/24/13	06/25/09	240	148	92	148	92
87	Crimson Wine Group LTD	09/24/13	07/02/09	836	526	311	526	311

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
43	Crimson Wine Group LTD	09/24/13	05/21/12	413	262	151	262	151
78	Crimson Wine Group LTD	09/24/13	05/31/12	750	461	289	461	289
200	Tokio Marine Holdings Inc	09/25/13	09/12/08	6,584	7,130	(546)	7,130	(546)
1,891	Nexans Paris Act rights	10/23/13	05/22/12	10,775	0	10,775	0	10,775
371	Electronics for Imaging	12/11/13	04/25/08	14,288	5,395	8,893	5,395	8,893
262	Leucadia National Corp	12/11/13	05/29/09	7,141	5,213	1,928	5,213	1,928
1,000	Toyota Industries	12/12/13	01/20/05	43,644	24,376	19,269	24,376	19,269
0 070	3F Investment Corp Ltd Class B	01/01/13	Various	149	125	24	125	24
3 900	3F Investment Corp Ltd Class B	08/31/13	Various	8,893	6,963	1,930	6,963	1,930
TOTAL				679,707	463,283	216,424	463,283	216,424

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIQUIDATION OF 3F INVESTMENT CORP CLASS B	PURCHASED	VARIOUS	09/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
5,111,737.	4,480,076.	0.	0.
(F) GAIN OR LOSS	631,661.		

CAPITAL GAINS DIVIDENDS FROM PART IV 8,696.

TOTAL TO FORM 990-PF, PART I, LINE 6A 1,047,780.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
3F INVESTMENT CORP LTD	213,553.	0.	213,553.	213,553.	
ACCOLADE PARTNERS LP	322.	0.	322.	322.	
CROSS LEDGE LONG/SHORT FUND LP	899.	0.	899.	899.	
MILLBURN EQUITY PARTNERS LLC	80,355.	0.	80,355.	80,355.	
MILLBURN HEDGE FUND	20,662.	0.	20,662.	20,662.	
MILLBURN MCO PARTNERS LP	34,092.	0.	34,092.	34,092.	
MJ WHITMAN	3,525.	0.	3,525.	3,525.	
MJ WHITMAN ADVISORY	58,841.	0.	58,841.	58,841.	
MUTUAL GLOBAL DISCOVERY FUND	1,315.	853.	462.	462.	
NCH BALKAN FUND LP	4,533.	0.	4,533.	4,533.	
NESTOR PARTNERS	8,169.	0.	8,169.	8,169.	
SHAREVEST PARTNERS LP	52,547.	0.	52,547.	52,547.	
THIRD AVENUE REAL ESTATE FUND	13,308.	2,510.	10,798.	10,798.	
THIRD AVENUE SMALL CAP FUND	6,875.	5,333.	1,542.	1,542.	
THIRD AVENUE VALUE FUND	15,193.	0.	15,193.	15,193.	
VANGUARD 500 INDEX FUND	547.	0.	547.	547.	

VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	7,608.	0.	7,608.	7,608.
TO PART I, LINE 4	522,344.	8,696.	513,648.	513,648.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM INVESTMENT PARTNERSHIPS	<42,490.>	<42,490.>	
LESS: UBTI FROM INVESTMENTS PARTNERSHIPS	0.	<1,292.>	
OTHER MISCELLANEOUS INCOME	2,280.	1,941.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<40,210.>	<41,841.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	311.	311.		0.
TO FM 990-PF, PG 1, LN 16A	311.	311.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16B	6,000.	0.		6,000.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,380.	10,380.		0.
FEDERAL TAXES	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,380.	10,380.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	126,062.	126,062.		0.
PAYROLL EXPENSES	873.	0.		873.
FILING AND REGISTRATION FEES	1,808.	0.		1,808.
INSURANCE	715.	0.		715.
POSTAGE & DELIVERY	172.	0.		172.
MISCELLANEOUS	16.	0.		0.
TO FORM 990-PF, PG 1, LN 23	129,646.	126,062.		3,568.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MJ WHITMAN-CUSTODIAN	886,568.	886,568.	
MUTUAL GLOBAL DISCOVERY FUND	21,271.	21,271.	
THIRD AVENUE VALUE FUND	466,960.	466,960.	
THIRD AVENUE SMALL CAP FUND	112,193.	112,193.	
VANGUARD 500 INDEX FUND	30,136.	30,136.	
ARIEL FUND LIMITED	217,278.	217,278.	
THIRD AVENUE REAL ESTATE FUND	556,657.	556,657.	
3F INVESTMENT CORP LTD	0.	0.	
WHITMAN ADVISORY	2,972,133.	2,972,133.	
WYNNEFIELD SMALL CAP	430,835.	430,835.	
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	277,978.	277,978.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,972,009.	5,972,009.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLTOP PARTNERS LP	FMV	63,671.	63,671.
KOVI CAPITAL PARTNERS LP	FMV	0.	0.
NESTOR PARTNERS	FMV	4,672,553.	4,672,553.
ACCOLADE PARTNERS LP	FMV	131,055.	131,055.
NCH BALKAN FUND LP	FMV	695,851.	695,851.
MILLBURN HEDGE FUND	FMV	3,733,835.	3,733,835.
MILLBURN EQUITY PARTNERS LLC	FMV	4,550,965.	4,550,965.
SHAREVEST PARTNERS LP	FMV	7,939,337.	7,939,337.
CROSS LEDGE LONG/SHORT FUND LP	FMV	278,485.	278,485.
MILLBURN MCO PARTNERS LP	FMV	5,398,657.	5,398,657.
TOTAL TO FORM 990-PF, PART II, LINE 13		27,464,409.	27,464,409.

FORM 990-PF

OTHER REVENUE

STATEMENT 14

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
FLOW THRU FROM INV PSHIPS	525990	1,292.	14	<1,292.>	
FLOW THRU FROM INV PSHIPS	525990	5,093.	18	<5,093.>	
FLOW THRU FROM INV PSHIPS	525990	14,843.	18	<14,843.>	
TOTAL TO FORM 990-PF, PG 12, LN 11		21,228.		<21,228.>	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

GREGG BUCKBINDER

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

- I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**
- For calendar year **2013**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	20,980.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	20,980.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature *Gregg Buckbinder* Title **CPA** Date **8/12/14**

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

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

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

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

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

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

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

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

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

0 4

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

GREGG BUCKBINDER

- The books are in the care of ▶ **1270 AVENUE OF THE AMERICAS - NEW YORK, NY 10020**
Telephone No. ▶ **212-332-7350** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2013** or
▶ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	20,980.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5,980.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	15,000.

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