Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

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

A Employer identification number
20-6297485

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4700 BAY SHORE ROAD

B Telephone number
941-355-3448

City or town, state or province, country, and ZIP or foreign postal code
SARASOTA, FL 34234

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 11,887,682.

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

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

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

		(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	2,000,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	303.	303.		STATEMENT 1
	4 Dividends and interest from securities	351,422.	125,645.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47,580.			
	b Gross sales price for all assets on line 6a 1,645,284.				
	7 Capital gain net income (from Part IV, line 2)		47,580.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	2,399,305.	173,528.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,091.	0.		4,091.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	835.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	4,926.	0.		4,091.
	25 Contributions, gifts, grants paid	1,093,000.			1,093,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,097,926.	0.		1,097,091.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,301,379.			
	b Net investment income (if negative, enter -0-)		173,528.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Form **990-PF** (2013)

20080403 759428 18462 2013.03020 THE HENRY E. BECKER AND PAU 18462__1

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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	1,907,426.	1,352,540.	1,352,540.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	1,888,844.	2,479,283.	2,516,741.
	b Investments - corporate stock STMT 6	2,105,717.	3,979,691.	4,707,162.
	c Investments - corporate bonds STMT 7	203,882.	395,530.	388,601.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,803,011.	3,003,672.	2,916,571.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	6,524.	6,067.	6,067.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,915,404.	11,216,783.	11,887,682.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,915,404.	11,216,783.	
	30 **Total net assets or fund balances**	9,915,404.	11,216,783.	
	31 **Total liabilities and net assets/fund balances**	9,915,404.	11,216,783.	

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	9,915,404.
2	Enter amount from Part I, line 27a	2	1,301,379.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,216,783.
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	11,216,783.

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	1,645,284.		1,597,704.	47,580.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				47,580.

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 — 47,580.

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	1,284,810.	10,252,749.	.125314
2011	1,470,011.	10,025,331.	.146630
2010	1,003,610.	9,435,430.	.106366
2009	1,034,672.	8,333,014.	.124165
2008	501,050.	7,186,456.	.069721

2	Total of line 1, column (d)	2	.572196
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	.114439
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,298,131.
5	Multiply line 4 by line 3	5	1,292,947.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,735.
7	Add lines 5 and 6	7	1,294,682.
8	Enter qualifying distributions from Part XII, line 4	8	1,097,091.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,471.
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	3,471.
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	3,471.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 680.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	680.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,791.
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 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

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

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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323561 10-10-13

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	9,921,589.
b	Average of monthly cash balances	1b	1,548,595.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,470,184.
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	11,470,184.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	172,053.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,298,131.
6	**Minimum investment return.** Enter 5% of line 5	6	564,907.

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	564,907.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a 3,471.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	3,471.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	561,436.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	561,436.
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	561,436.

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	1,097,091.
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	1,097,091.
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	1,097,091.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				561,436.
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 — 148,096.				
b From 2009 — 620,197.				
c From 2010 — 533,763.				
d From 2011 — 969,750.				
e From 2012 — 773,523.				
f **Total** of lines 3a through e	3,045,329.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,097,091.				
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				561,436.
e Remaining amount distributed out of corpus	535,655.			
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	3,580,984.			
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	148,096.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	3,432,888.			
10 Analysis of line 9:				
a Excess from 2009 — 620,197.				
b Excess from 2010 — 533,763.				
c Excess from 2011 — 969,750.				
d Excess from 2012 — 773,523.				
e Excess from 2013 — 535,655.				

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

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

1 **Information Regarding Foundation Managers:**

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

PAULINE S. BECKER

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

NONE

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

Check here ▶ ☒ 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
a Paid during the year				
AGAPE FLIGHTS INC. 7990 - 15TH STREET EAST SARASOTA, FL 34243	NONE	PC	GENERAL	15,000.
ALL FAITHS FOOD BANK 8171 BLAIKIE CT SARASOTA, FL 34240	NONE	PC	GENERAL	10,000.
ANTIQUE AUTOMOBILE CLUB OF AMERICA P.O. BOX 417 HERSHEY, PA 17033	NONE	PC	GENERAL	25,000.
BOYS & GIRLS CLUBS OF SARASOTA COUNTY P.O. BOX 4068 SARASOTA, FL 34230	NONE	PC	GENERAL FUND	50,000.
COMMUNITY MOBILE MEALS ON WHEELS 421 N. LIME AVE. SARASOTA, FL 34237	NONE	PC	GENERAL FUND	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,093,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	303.	
4 Dividends and interest from securities			14	351,422.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	47,580.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		399,305.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 399,305.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Pauline S. Becker | 4/12/14 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLINE D. STRICKLAND	Caroline Strickland	4/12/14		P00096238

Firm's name ▶ KERKERING, BARBERIO & CO. — Firm's EIN ▶ 59-1753337

Firm's address ▶ P.O. BOX 49348 SARASOTA, FL 34230-6348 — Phone no. 941-365-4617

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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

Organization type (check one).

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAULINE S. BECKER 4700 BAYSHORE ROAD SARASOTA, FL 34234	$ 2,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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

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

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

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

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

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

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

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

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST-NOW ACCOUNT	226.	226.	
UBS FINANCIAL SERVICES	77.	77.	
TOTAL TO PART I, LINE 3	303.	303.	

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
ACCRUED INTEREST PAID	-3,605.	0.	-3,605.	-2,026.	
NORTHERN TRUST - DIVIDENDS & INTEREST	299,274.	434.	298,840.	105,601.	
UBS FINANCIAL SERVICES	56,187.	0.	56,187.	22,070.	
TO PART I, LINE 4	351,856.	434.	351,422.	125,645.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,091.	0.		4,091.
TO FORM 990-PF, PG 1, LN 16B	4,091.	0.		4,091.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	835.	0.		0.
TO FORM 990-PF, PG 1, LN 18	835.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	2,479,283.	2,516,741.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,479,283.	2,516,741.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,479,283.	2,516,741.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,881,736.	4,617,682.
PREFERRED STOCK	97,955.	89,480.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,979,691.	4,707,162.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	395,530.	388,601.
TOTAL TO FORM 990-PF, PART II, LINE 10C	395,530.	388,601.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	3,003,672.	2,916,571.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,003,672.	2,916,571.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	6,524.	6,067.	6,067.
TO FORM 990-PF, PART II, LINE 15	6,524.	6,067.	6,067.

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	48,261.978 SH ALLIANCE/BERNSTEIN INTER MUNI DIVER	P	VARIOUS	11/25/13
b	17,436.792 SH FT FRANKLIN FED INTERM	P	01/26/10	11/25/13
c	100,000 SH TAMPA HILLSBOROUGH CNTY FLA EXPWY	P	11/04/05	10/21/13
d	100,000 SH TAMPA HILLSBOROUGH CNTY FL EXPWY	P	08/01/05	10/21/13
e	1,798 SH HEINZ HJ CO	P	08/14/12	06/10/13
f	100,000 SH BROWARD CNTY FLA WTR & SWR UTIL	P	11/04/05	10/01/13
g	4,000 SH CITIGROUP CAP WVI GTD ENCHANCED	P	11/16/06	07/15/13
h	4,000 SH JPMCHASE CAPITAL SVITR PFD SEC 6.35%	P	05/19/05	05/08/13
i	4,000 SH WELLS FARGO CAP VIIGTD TR PFD SEC	P	08/01/05	02/04/13
j	CAPITAL GAINS DIVIDENDS			
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	692,072.		700,000.	-7,928.
b	209,062.		200,000.	9,062.
c	106,576.		97,669.	8,907.
d	106,785.		100,000.	6,785.
e	130,355.		100,431.	29,924.
f	100,000.		99,995.	5.
g	100,000.		100,000.	0.
h	100,000.		100,000.	0.
i	100,000.		99,609.	391.
j	434.			434.
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-7,928.
b				9,062.
c				8,907.
d				6,785.
e				29,924.
f				5.
g				0.
h				0.
i				391.
j				434.
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 47,580.

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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FLORIDA SHERIFF'S YOUTH RANCHES P.O. BOX 2000 BOYS RANCH, FL 32064	NONE	PC	GENERAL FUND	50,000.
FOUNDATION FOR DREAMS, INC. 2620 MANATEE AVENUE WEST, STE D BRADENTON, FL 34205	NONE	PC	GENERAL FUND	10,000.
HENRY KESSLER FOUNDATION 300 EXECUTIVE DR., STE 150 WEST ORANGE, NJ 07052	NONE	PC	GENERAL FUND/HURRICANE SANDY EMERGENCY FUND	25,000.
INSTRIDE THERAPY 1629 RANCH RD NOKOMIS, FL 34275		PC	GENERAL FUND	10,000.
LIGHTHOUSE OF MANASOTA 7319 N. TAMIAMI TRAIL SARASOTA, FL 34230	NONE	PC	GENERAL FUND	15,000.
MOTE MARINE LABORATORY 1600 KEN THOMPSON PARKWAY SARASOTA, FL 34237	NONE	PC	SCHOLARSHIP, HURRICANE SHUTTERS, GENERAL	108,000.
PHILLIPSBURG RAILROAD HISTORIANS/RAILROAD MUSEUM P.O. BOX 5104 PHILLIPSBURG, NJ 08865	NONE	PC	GENERAL/MEMORIUM	17,000.
RESURRECTION HOUSE 507 KUMQUAT CT SARASOTA, FL 34236	NONE	PC	GENERAL	15,000.
RINGLING SCHOOL OF ART AND DESIGN 2700 NORTH TAMIAMI TRAIL SARASOTA, FL 34234	NONE	PC	HEB SCHOLARSHIP, TRUSTEE SCHOLARSHIP, SMOA	601,000.
SARASOTA MEMORIAL HEALTHCARE FOUNDATION 1838 WALDEMERE STREET SARASOTA, FL 34239	NONE	PC	GENERAL FUND	50,000.
Total from continuation sheets				983,000.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHEASTERN GUIDE DOGS 4210 77TH STREET EAST PALMETTO, FL 34221	NONE	PC	GENERAL FUND	25,000.
SPARCC 2139 MAIN ST SARASOTA, FL 34237	NONE	PC	GENERAL	6,000.
THE NATURE CONSERVANCY FLORIDA CHAPTER 1718 MAIN STREET #202 SARASOTA, FL 34236	NONE	PC	GENERAL FUND	25,000.
THRONE OF GRACE MINISTERIES, INC. P.O. BOX 669153 MARIETTA, GA 30066	NONE	PC	GENERAL FUND	10,000.
TIDEWELL HOSPICE 5955 RAND BLVD. SARASOTA, FL 34238	NONE	PC	B BRUNNQUELL MEMORIAL, GENERAL	16,000.
Total from continuation sheets				

323631
05-01-13

Account name: PAULINE S BECKER TTEE
Friendly account name: Foundation

Your Financial Advisor:
THE BRUEN GROUP
973-360-4200/800-631-8179

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC Money market sweep balances are protected by SIPC but are not insured by the FDIC See the *Important information about your statement* at the end of this document for details about those balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period	Cap amount ($)
Cash	313,912 92	13 09					
UBS BANK USA DEP ACCT	250,000 00	250,000.00					250,000.00
UBS AG DEPOSIT ACCOUNT	101,729.33	141,357.95					
Total	**$665,642.25**	**$391,371.04**					

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ABBOTT LABS								
Symbol. ABT Exchange: NYSE								
EAI. $4,609 Current yield: 2 30%	Jan 24, 13	3,046.000	33.131	100,920 04	38 330	116,753 18	15,833 14	ST
	Feb 21, 13	2,191.000	34.591	75,789.71	38.330	83,981.03	8,191.32	ST
Security total		5,237.000	33.743	176,709.75		200,734.21	24,024.46	
ALTRIA GROUP INC								
Symbol. MO Exchange: NYSE								
EAI: $10,683 Current yield: 5 00%	Aug 3, 12	5,564.000	36.104	200,886.70	38.390	213,601.96	12,715.26	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
AMERICAN WATER WORKS CO INC NEW Symbol: AWK Exchange: NYSE EAI: $5,693 Current yield: 2.65%	Aug 13, 12	2,644.000	38.008	100,495.55	42.260	111,735.44	11,239.89	LT
	Aug 20, 13	2,439 000	41.405	100,988.03	42.260	103,072.14	2,084.11	ST
Security total		5,083.000	39.639	201,483.58		214,807.58	13,324.00	
BAKER HUGHES INC Symbol: BHI Exchange: NYSE EAI: $1,319 Current yield: 1.09%	Mar 27, 13	2,199.000	46 053	101,270.95	55.260	121,516.74	20,245.79	ST
BRISTOL MYERS SQUIBB CO Symbol: BMY Exchange: NYSE EAI: $8,771 Current yield: 2.71%	Aug 3, 12	6,091.000	32.993	200,962.69	53.150	323,736.65	122,773.96	LT
C H ROBINSON WORLDWIDE INC NEW Symbol: CHRW Exchange: OTC EAI: $2,376 Current yield: 2.40%	Mar 27, 13	1,697.000	59.505	100,981.05	58.350	99,019.95	-1,961.10	ST
CLOROX CO Symbol: CLX Exchange: NYSE EAI: $1,704 Current yield: 3.06%	Oct 21, 13	600.000	86.354	51,812.80	92.760	55,656.00	3,843.20	ST
COCA COLA CO COM Symbol: KO Exchange: NYSE EAI: $3,018 Current yield: 2.71%	Jan 24, 13	2,695.000	37.455	100,942 43	41.310	111,330.45	10,388.02	ST
DU PONT DE NEMOURS Symbol: DD Exchange: NYSE EAI: $3,686 Current yield: 2.77%	Mar 27, 13	2,048 000	49.286	100,938.18	64.970	133,058.56	32,120.38	ST
EMERSON ELECTRIC CO Symbol: EMR Exchange: NYSE EAI: $5,580 Current yield: 2.45%	Aug 14, 12	1,929.000	52.067	100,438.40	70 180	135,377.22	34,938.82	LT
	Feb 21, 13	1,315.000	57.625	75,777.25	70.180	92,286.70	16,509.45	ST
Security total		3,244.000	54.320	176,215.65		227,663.92	51,448.27	
GENL ELECTRIC CO Symbol: GE Exchange: NYSE EAI: $8,396 Current yield: 3.14%	Aug 3, 12	9,541.000	21.072	201,055.69	28.030	267,434 23	66,378.54	LT
GENL MILLS INC Symbol: GIS Exchange: NYSE EAI: $7,854 Current yield: 3.05%	Aug 3, 12	5,167.000	38.890	200,945.33	49.910	257,884.97	56,939.64	LT

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GLAXO SMITHKLINE PLC ADR								
Symbol: GSK Exchange: NYSE								
EAI. $2,409 Current yield: 4.51%	Oct 21, 13	1,000 000	51 604	51,604.13	53 390	53,390 00	1,785 87	ST
HALLIBURTON CO								
(HOLDING COMPANY)								
Symbol. HAL Exchange: NYSE								
EAI: $1,494 Current yield 1 18%	Mar 27, 13	2,490 000	40 567	101,012.51	50 750	126,367.50	25,354 99	ST
HAWAIIAN ELECTRIC INDS INC								
Symbol: HE Exchange: NYSE								
EAI: $7,860 Current yield. 4.76%	Aug 7, 12	3,536 000	28.422	100,502.31	26 060	92,148 16	-8,354 15	LT
	Feb 21, 13	2,803.000	27.058	75,843.97	26.060	73,046 18	-2,797.79	ST
Security total		6,339 000	27 819	176,346 28		165,194.34	-11,151.94	
ILLINOIS TOOL WORKS INC								
Symbol. ITW Exchange. NYSE								
EAI: $1,092 Current yield: 2.00%	Oct 21, 13	650.000	77.974	50,683.11	84 080	54,652 00	3,968 89	ST
INTL PAPER CO								
Symbol: IP Exchange. NYSE								
EAI: $1,540 Current yield. 2.86%	Oct 21, 13	1,100 000	44 825	49,307 69	49.030	53,933.00	4,625.31	ST
JOHNSON & JOHNSON COM								
Symbol: JNJ Exchange: NYSE								
EAI: $3,865 Current yield: 2.88%	Aug 7, 12	1,464.000	68 627	100,470 70	91 590	134,087.76	33,617.06	LT
KELLOGG CO								
Symbol: K Exchange: NYSE								
EAI: $3,143 Current yield 3.01%	Jan 24, 13	1,708 000	59.101	100,946.10	61.070	104,307.56	3,361.46	ST
KRAFT FOODS GROUP INC								
Symbol. KRFT Exchange: OTC								
EAI. $7,390 Current yield: 3.90%	Aug 3, 12	1,642 000	42 956	70,534 96	53.910	88,520 22	17,985.26	LT
	Aug 20, 13	1,877.000	53 831	101,041.82	53.910	101,189 07	147 25	ST
Security total		3,519 000	48 757	171,576.78		189,709 29	18,132.51	
MERCK & CO INC NEW COM								
Symbol: MRK Exchange: NYSE								
EAI: $7,202 Current yield: 3.52%	Jan 24, 13	2,322.000	43 474	100,946.89	50.050	116,216 10	15,269.21	ST
	Feb 21, 13	1,770 000	42 800	75,756 64	50 050	88,588 50	12,831.86	ST
Security total		4,092 000	43 183	176,703.53		204,804 60	28,101 07	

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Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MONDELEZ INTL INC								
Symbol: MDLZ Exchange: OTC								
EAI: $4,327 Current yield: 1.59%	Aug 3, 12	4,927.000	26.481	130,476.61	35.300	173,923.10	43,446 49	LT
	Feb 21, 13	2,799.000	27.076	75,786.61	35.300	98,804.70	23,018.09	ST
Security total		7,726.000	26.697	206,263.22		272,727.80	66,464.58	
NORFOLK STHN CORP								
Symbol: NSC Exchange: NYSE								
EAI: $5,593 Current yield: 2.24%	Mar 27, 13	1,321.000	76.466	101,012.90	92.830	122,628.43	21,615.53	ST
	Aug 20, 13	1,368.000	73.827	100,995.79	92.830	126,991.44	25,995.65	ST
Security total		2,689.000	75.124	202,008 69		249,619.87	47,611.18	
NUCOR CORP								
Symbol: NUE Exchange: NYSE								
EAI: $3,241 Current yield: 2.77%	Mar 27, 13	2,190.000	46.105	100,970.17	53.380	116,902.20	15,932.03	ST
PACCAR INC								
Symbol: PCAR Exchange: OTC								
EAI: $3,233 Current yield: 1.35%	Aug 14, 12	2,428.000	41.379	100,468.76	59.170	143,664.76	43,196.00	LT
	Feb 21, 13	1,613.000	46.991	75,796.94	59.170	95,441.21	19,644.27	ST
Security total		4,041.000	43.619	176,265.70		239,105.97	62,840.27	
PEPCO HOLDINGS INC								
Symbol: POM Exchange: NYSE								
EAI: $5,599 Current yield: 5.65%	Jan 28, 13	5,184.000	19.481	100,992.57	19.130	99,169.92	-1,822.65	ST
PEPSICO INC								
Symbol: PEP Exchange: NYSE								
EAI: $2,815 Current yield: 2.74%	Aug 20, 13	1,240.000	81.445	100,992.62	82.940	102,845.60	1,852.98	ST
PPL CORP								
Symbol: PPL Exchange: NYSE								
EAI: $4,970 Current yield: 4.89%	Jan 28, 13	3,381.000	29.844	100,903.27	30.090	101,734.29	831.02	ST
PROCTER & GAMBLE CO								
Symbol: PG Exchange: NYSE								
EAI: $3,626 Current yield: 2.96%	Aug 7, 12	1,507.000	66.677	100,483.72	81.410	122,684.87	22,201.15	LT
Total				**$3,881,735.59**		**$4,617,681.79**	**$735,946.20**	

Total estimated annual income: $133,088

Your assets (continued)

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
JOHN HANCOCK SIGNATURE ADJ RATE MATURES 02/15/15 CUSIP 41013NLB2 Moody: A2 S&P AA- EAI: $2,464 Current yield. 2.41%	Feb 09, 05	100,000.000	100.000	100,000.00[1]	102.095	102,095.00	2,095.00	LT
COLGATE-PALMOLIVE CO OBP RATE 02 300% MATURES 05/03/22 ACCRUED INTEREST $370.56 CUSIP 19416QDZ0 Moody: Aa3 S&P. AA- EAI. $2,300 Current yield: 2.51%	Oct 21, 13	100,000.000	96.862	96,862 25	91 691	91,691 00	-5,171 25	ST
WALT DISNEY COMPANY/THE CALL@MW+15BP RATE 02.350% MATURES 12/01/22 ACCRUED INTEREST $195.83 CUSIP 25468PCW4 Moody: A2 S&P A EAI: $2,350 Current yield: 2 59%	Oct 21, 13	100,000.000	94 789	94,789 25	90 859	90,859.00	-3,930 25	ST
BANK OF AMER INTERNOTES CALLABLE RATE 05.250% MATURES 08/15/25 ACCRUED INTEREST $233.33 CUSIP 06050XVF7 Moody: Baa3 S&P BBB+ EAI: $5,250 Current yield. 5.32%	Aug 01, 05	100,000.000	100 000	100,000.00	98 717	98,717.00	-1,283.00	LT

continued next page

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
PUBLIC SVC ELEC & GAS CO RATE 08.000% MATURES 06/01/37 ACCRUED INTEREST $13.33 CUSIP 744567BA5 Moody: A1 S&P: A EAI: $160 Current yield: 6.32% Original cost basis: $2,229.09	Oct 20, 04	2,000.000	111.414	2,228.29	126.538	2,530.76	302.47	LT
PUBLIC SVC ELEC & GAS CO RATE 05.000% MATURES 07/01/37 ACCRUED INTEREST $50.00 CUSIP 744567BB3 Moody: A1 S&P: A EAI: $100 Current yield: 5.42%	Oct 20, 04	2,000.000	82.500	1,650.00	92.275	1,845.50	195.50	LT
Total		**$404,000.000**		**$395,529.79**		**$387,738.26**	**-$7,791.53**	

Total accrued interest: $863.05

Total estimated annual income: $12,624

[1] Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy.

Municipal securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been automatically adjusted for mandatory amortization of bond premium on coupon tax-exempt municipal securities and for accreted original issue discount for securities issued at a discount. When original cost basis is displayed, amortization has been done using the constant yield method, otherwise amortization has been done using the straight line method.

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MELBOURNE FLA WTR & SWR REV FGIC OID98.663B/E/R/ PRE-REFUNDED RATE 04.500% MATURES 10/01/25 PREREFUNDED 10/01/14 @ 100.00 ACCRUED INTEREST $1,125.00 CUSIP 585395M60 Moody: Aa3 S&P: Not rated EAI: $4,500 Current yield: 4.36% Original cost basis: $99,999.36	Nov 04, 05	100,000.000	99.999	99,999.50	103.201	103,201 00	3,201 50	LT

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Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
LAKELAND FL ELEC & WTR SR 89 REV MSF B/E/R/ ESCROW TO MAT RATE 05.750% MATURES 10/01/19 CALLABLE 01/31/14 @ 100.00 ACCRUED INTEREST $143.75 CUSIP 511678LT9 Moody. Not rated S&P: AA EAI: $575 Current yield: 5 34% Original cost basis: $10,517 54	Oct 20, 04	10,000 000	105 019	10,501 90	107 695	10,769.50	267.60	LT
FLORIDA ST BD ED PUB ED SR A FGIC OID98.235BE/R/ RATE 04.000% MATURES 06/01/21 CALLABLE 06/01/15 @ 101 00 ACCRUED INTEREST $333.33 CUSIP 341535UM2 Moody: Aa1 S&P. AAA EAI: $4,000 Current yield: 3.88% Original cost basis· $100,245 43	Feb 09, 05	100,000 000	100 227	100,227.09	103.065	103,065 00	2,837.91	LT
ST PETERSBURG FLORIDA NPFG OID@98.0000 BE /R/ RATE 04.000% MATURES 10/01/21 CALLABLE 10/01/16 @ 100 00 ACCRUED INTEREST $1,000.00 CUSIP 793323JR8 Moody: Aa2 S&P. Not rated EAI: $4,000 Current yield. 3.89%	Nov 16, 06	100,000 000	100.000	100,000 00	102.884	102,884.00	2,884.00	LT
BOYNTON BCH FL SV/TX REV NPFG OID98.4413 BE /R/ RATE 04.000% MATURES 11/01/21 CALLABLE 11/01/16 @ 100.00 ACCRUED INTEREST $666 67 CUSIP 103575DA1 Moody: A1 S&P. A EAI: $4,000 Current yield: 3.89%	Nov 16, 06	100,000.000	100 000	100,000 00	102 931	102,931.00	2,931 00	LT

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Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CHICAGO IL WSTWTR TRANSM BHAC SR A OID98.7 BE/R/ RATE 05.125% MATURES 01/01/24 CALLABLE 01/01/18 @ 100.00 ACCRUED INTEREST $2,562.50 CUSIP 167727SA5 Moody: Aa1 S&P: AA+ EAI: $5,125 Current yield: 4.77% Original cost basis: $99,016.91	Nov 07, 08	100,000.000	99.031	99,031.90	107.406	107,406.00	8,374.10	LT
JACKSONVILLE ELEC AU FL OID98.305 BE /R/ RATE 02.500% MATURES 10/01/24 CALLABLE 10/01/18 @ 100.00 ACCRUED INTEREST $625.00 CUSIP 46613CX67 Moody: Aa3 S&P: A+ EAI: $2,500 Current yield: 2.81% Original cost basis: $91,269.25	Nov 25, 13	100,000.000	91.281	91,281.96	89.058	89,058.00	-2,223.96	ST
ORLANDO FLA CAP SPL REV NPFG B/E /R/ RATE 04.000% MATURES 10/01/24 CALLABLE 10/01/14 @ 100.00 ACCRUED INTEREST $1,000.00 CUSIP 68641HDL5 Moody: Aa2 S&P: AA- EAI: $4,000 Current yield: 3.99%	Feb 09, 05	100,000.000	100.000	100,000.00	100.344	100,344.00	344.00	LT
ORLANDO ORANGE CNTY FL ASSUR 2012 BE/R/ RATE 03.000% MATURES 07/01/25 CALLABLE 07/01/22 @ 100.00 ACCRUED INTEREST $1,500.00 CUSIP 686543TT6 Moody: A2 S&P: AA- EAI: $3,000 Current yield: 3.28%	Nov 25, 13	100,000.000	94.726	94,726.25	91.595	91,595.00	-3,131.25	ST

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Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
NEW YORK NY FISCAL SR E OID98.738 BE/R/ RATE 04 000% MATURES 08/01/25 CALLABLE 08/01/19 @ 100 00 ACCRUED INTEREST $1,666.67 CUSIP 64966HSQ4 Moody: Aa2 S&P: AA EAI· $4,000 Current yield· 3.92% Original cost basis. $98,977.21	Dec 14, 09	100,000 000	98 991	98,991.13	101 988	101,988 00	2,996.87	LT
PEMBROKE PINES FLA NPFG OID@97 9341 BE /R/ RATE 04.500% MATURES 09/01/25 CALLABLE 09/01/17 @ 100.00 ACCRUED INTEREST $1,500.00 CUSIP 70643FBZ4 Moody· Aa2 S&P· Not rated EAI $4,500 Current yield. 4 36% Original cost basis. $99,936.60	Aug 08, 07	100,000.000	99 937	99,937.42	103.316	103,316.00	3,378.58	LT
ST JOHNS CO FL ASSUR RV BE/R/ RATE 03.375% MATURES 10/01/25 CALLABLE 10/01/22 @ 100.00 ACCRUED INTEREST $421.87 CUSIP 790399FY0 Moody: Aa3 S&P· AA- EAI: $1,688 Current yield: 3.62% Original cost basis $48,997.75	Nov 25, 13	50,000 000	98 009	49,004 57	93.311	46,655.50	-2,349 07	ST

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Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
FLORIDA ST BRD GOVERNORS SR A RV OID98.478 BE/R/ RATE 03.250% MATURES 07/01/26 DATED DATE 12/19/13 CALLABLE 07/01/23 @ 100.00 ACCRUED INTEREST $108.33 CUSIP 34157TCA2 Moody: Aa2 S&P: AA- EAI: $3,250 Current yield: 3 36% Original cost basis: $100,083.25	Nov 25, 13	100,000.000	100.083	100,083.00	96.671	96,671.00	-3,412.00	ST
ST LUCIE CNTY FL WTR & S RV BE/R/ RATE 04.000% MATURES 10/01/26 DATED DATE 12/12/13 ACCRUED INTEREST $211.11 CUSIP 792104AN1 Moody: Not rated S&P: A+ EAI: $4,000 Current yield: 4.06% Original cost basis: $101,374.25	Nov 25, 13	100,000.000	101.368	101,368.08	98.594	98,594.00	-2,774.08	ST
CHICAGO IL WSTWTR SR A BERKS RV OID98.614 BE/R/ RATE 05.250% MATURES 01/01/27 CALLABLE 01/01/18 @ 100.00 ACCRUED INTEREST $2,625.00 CUSIP 167727SD9 Moody: Aa1 S&P: AA+ EAI: $5,250 Current yield: 4.88% Original cost basis: $98,869.64	Nov 07, 08	100,000.000	98.881	98,881.75	107.525	107,525 00	8,643.25	LT
TAMPA FL SPORTS AUTH ASSUR RV OID97.99 BE/R/ RATE 04.500% MATURES 01/01/27 CALLABLE 01/01/15 @ 100.00 ACCRUED INTEREST $2,250.00 CUSIP 875263PK5 Moody: Aa2 S&P: AA- EAI: $4,500 Current yield: 4.49% Original cost basis: $99,311.64	Nov 04, 05	100,000.000	99.319	99,319.42	100.233	100,233.00	913.58	LT

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Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
PORT ORANGE FLA CMNTY RE DEV AGY FOR PORT /R/ RATE 04.500% MATURES 04/01/27 CALLABLE 04/01/14 @ 100.00 ACCRUED INTEREST $1,125.00 CUSIP 735041AQ8 Moody: Not rated S&P: Not rated EAI. $4,500 Current yield 4 89% Original cost basis· $99,506.63	Aug 08, 07	100,000.000	99 512	99,512 12	91.954	91,954 00	-7,558 12	LT
FL GULF COAST UNIV FING RV NPFG OID96.9206 BE/R/ RATE 04.500% MATURES 08/01/27 CALLABLE 08/01/18 @ 100.00 ACCRUED INTEREST $1,875.00 CUSIP 34073XCF3 Moody Baa1 S&P· A EAI. $4,500 Current yield: 4 45% Original cost basis: $99,189.00	Aug 08, 07	100,000 000	99 197	99,197 62	101.187	101,187.00	1,989 38	LT
ORANGE CNTY FLA TOURIST REV CIFG B/E /R/ RATE 04.500% MATURES 10/01/27 CALLABLE 10/01/17 @ 100 00 ACCRUED INTEREST $1,125 00 CUSIP 684545VZ6 Moody· A1 S&P. AA- EAI: $4,500 Current yield 4.45%	Aug 08, 07	100,000 000	98 982	98,982 00	101.198	101,198.00	2,216.00	LT
ST LUCIE CO FL SCHL BRD SR A RV OID97.404 BE/R/ RATE 03 250% MATURES 07/01/28 CALLABLE 07/01/23 @ 100.00 ACCRUED INTEREST $1,218 75 CUSIP 792075MC4 Moody: Aa3 S&P: A EAI: $2,438 Current yield: 3.73% Original cost basis: $68,052.75	Nov 25, 13	75,000.000	90 750	68,062 61	87 185	65,388.75	-2,673 86	ST

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Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MANATEE CO FL PORT AUTH SR A RV OID97.765 BE/R/ RATE 03.000% MATURES 10/01/28 CALLABLE 10/01/22 @ 100.00 ACCRUED INTEREST $750.00 CUSIP 561850KB3 Moody: Aa2 S&P: Not rated EAI: $3,000 Current yield: 3.52% Original cost basis: $89,880.25	Nov 25, 13	100,000.000	89.891	89,891.47	85.302	85,302.00	-4,589.47	ST
WEST PALM BCH FL UTIL SR A RV OID99.368 BE/R/ RATE 03.000% MATURES 10/01/28 CALLABLE 10/01/22 @ 100.00 ACCRUED INTEREST $750.00 CUSIP 955121PA0 Moody: Aa2 S&P: AA EAI: $3,000 Current yield: 3.47% Original cost basis: $90,302.25	Nov 25, 13	100,000.000	90.305	90,305.43	86.381	86,381.00	-3,924.43	ST
JEA FL WTR & SWR SYS REF OID95.355 04B NPFG BE/R/ RATE 04.250% MATURES 10/01/29 CALLABLE 01/31/14 @ 100.00 ACCRUED INTEREST $1,062.50 CUSIP 46613PHB5 Moody: Aa2 S&P: AA EAI: $4,250 Current yield: 4.33%	Feb 09, 05	100,000.000	100.000	100,000.00	98.191	98,191.00	-1,809.00	LT
DUVAL CO FL SCH COP SR A RV OID98.328 BE/R/ RATE 04.500% MATURES 07/01/31 DATED DATE 12/11/13 CALLABLE 07/01/23 @ 100.00 ACCRUED INTEREST $250.00 CUSIP 267169FF2 Moody. Not rated S&P· AA- EAI: $4,500 Current yield: 4.59% Original cost basis: $100,964.25	Nov 25, 13	100,000.000	100.959	100,959.67	97.983	97,983.00	-2,976.67	ST

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Account name: PAULINE S BECKER TTEE
Friendly account name: Foundation

Your Financial Advisor:
THE BRUEN GROUP
973-360-4200/800-631-8179

Your assets › Fixed income › Municipal securities (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BAY LAUREL CTR CMNTY DEV ASSUR RV OID97 222 BE/R/ RATE 04.500% MATURES 09/01/36 CALLABLE 09/01/21 @ 100.00 ACCRUED INTEREST $1,500 00 CUSIP 07244RAS0 Moody: A2 S&P. AA- EAI: $4,500 Current yield 4 63% Original cost basis: $99,015 25	Nov 25, 13	100,000 000	99 017	99,017.69	97.088	97,088 00	-1,929 69	ST
SARASOTA CO FL PUB HOSP SR A OID97.245 BE/R/ RATE 05.625% MATURES 07/01/39 CALLABLE 07/01/19 @ 100 00 ACCRUED INTEREST $5,343 75 CUSIP 803301CQ1 Moody: A1 S&P: Not rated EAI. $10,688 Current yield: 5.53%	Sep 01, 09	190,000.000	100 000	190,000.00	101.628	193,093 20	3,093.20	LT
Total		**$2,525,000,000**		**$2,479,282.58**		**$2,484,001.95**	**$4,719.37**	

Total accrued interest: $32,739.23

Total estimated annual income: $104,764

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
NUVEEN SELECT TAX FREE INCOME PORTFOLIO 2 SBI Symbol. NXQ Trade date. Jan 28, 13	6,891.000	14.607	100,660.34	100,660.34	12.360	85,172 76	-15,487.58	-15,487.58	ST

EAI. $4,341 Current yield: 5.10%

Your assets › **Fixed income** (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ALLIANCE BERNSTEIN									
MUNI INC NATL FUND A									
Symbol: ALTHX									
Trade date: Dec 4, 09	30,959.752	9.681	299,752.02	299,752.02	9.780	302,786.37	3,034.35		LT
Trade date: Jan 26, 10	20,682.523	9.681	200,247.98	200,247.98	9.780	202,275.07	2,027.09		LT
EAI: $19,159 Current yield: 3.79%									
Security total	51,642.275	9.682	500,000.00	500,000.00		505,061.44	5,061.44	5,061.44	
EATON VANCE									
FLOATING-RATE MUNICIPAL									
INCOME FUND CLASS A									
Symbol: EXFLX									
Trade date: Jan 26, 10	20,040.080	9.980	200,000.00	200,000.00	9.890	198,196.39	-1,803.61	-1,803.61	LT
EAI: $5,190 Current yield: 2.62%									
EATON VANCE AMT FREE									
MUNICIPAL INCOME									
FUND CLASS A									
Symbol: ETMBX									
Trade date: Jun 23, 08	109,649.123	9.119	1,000,000.00	1,000,000.00	8.620	945,175.44	-54,824.56	-54,824.56	LT
EAI: $43,640 Current yield: 4.62%									
FT-FRANKLIN FL T/F									
INCOME A									
Symbol: FRFLX									
Trade date: Feb 10, 05	7,949.126	12.489	99,279.43	99,279 43	10.730	85,294.11	-13,985.32		LT
Trade date: Aug 1, 05	8,064.516	12.489	100,720.57	100,720 57	10.730	86,532.25	-14,188.32		LT
EAI: $6,934 Current yield: 4.04%									

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Your assets › Fixed income › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Security total	16,013 642	12 489	200,000.00	200,000 00		171,826 37	-28,173.64	-28,173.64	
FT-FRANKLIN FEDERAL									
T/F INC A									
Symbol. FKTIX									
Trade date: Jun 23, 08	68,906 115	11 645	802,455.28	802,455.28	11.740	808,957.79	6,502 51		LT
Trade date Jul 3, 08	258 029	11 645	3,004.91	3,004.91	11 740	3,029.26	24 35		LT
Trade date: Jan 26, 10	16,963.528	11.645	197,551.01	197,551.01	11.740	199,151.82	1,600.81		LT
EAI $41,513 Current yield 4 11%									
Security total	86,127 672	11 646	1,003,011 20	1,003,011 20		1,011,138 86	8,127.67	8,127 67	
Total			**$2,903,011.20**	**$2,903,011.20**		**$2,831,398.50**	**-$71,612.70**	**-$71,612.70**	

Total estimated annual income: $116,436

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MORGAN STANLEY CAP TR V 5.7500% DUE 07/15/33 CALL 07/16/08@25.00 Symbol: MWO Exchange: NYSE EAI: $5,752 Current yield: 6.43%	Aug 1, 05	4,000 000	24 488	97,955 20	22.370	89,480.00	-8,475 20	LT

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	391,371.04	3.58%	391,371.04		
Equities	Common stock	4,617,681.79	42.29%	3,881,735.59	133,088.00	735,946.20
Fixed income	Corporate bonds and notes	387,738 26		395,529 79	12,624 00	-7,791.53
	Municipal securities	2,484,001.95		2,479,282 58	104,764 00	4,719.37
	Closed end funds & Exchange traded products	85,172.76		100,660 34	4,341.00	-15,487.58
	Mutual funds	2,831,398 50		2,903,011.20	116,436 00	-71,612.70
	Preferred securities	89,480.00		97,955.20	5,752.00	-8,475 20

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Your assets › Your total assets (continued)

	Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Total accrued interest	33,602.28				
Total fixed income	5,911,393.75	54.13%	5,976,439.11	243,917.00	-98,647.64
Total	**$10,920,446.58**	**100.00%**	**$10,249,545.74**	**$377,005.00**	**$637,298.56**

Account activity this month

	Date	Activity	Description	Amount ($)
Deposits and other funds credited	Dec 5	Receive	CREDIT CASH BALANCE	0.01
	Total deposits and other funds credited			**$0.01**

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Dec 2	Dividend	AMERICAN WATER WORKS CO INC NEW PAID ON 5083	1,423.24
	Dec 5	Dividend	PACCAR INC PAID ON 4041	808.20
	Dec 10	Dividend	EMERSON ELECTRIC CO PAID ON 3244	1,394.92
	Dec 10	Dividend	JOHNSON & JOHNSON COM PAID ON 1464	966.24
	Dec 10	Dividend	NORFOLK STHN CORP PAID ON 2689	1,398.28
	Dec 11	Dividend	HAWAIIAN ELECTRIC INDS INC PAID ON 6339	1,965.09
	Dec 13	Dividend	DU PONT DE NEMOURS PAID ON 2048	921.60
	Dec 16	Dividend	COCA COLA CO COM PAID ON 2695	754.60
	Dec 16	Dividend	INTL PAPER CO PAID ON 1100	385.00
	Dec 16	Dividend	KELLOGG CO PAID ON 1708	785.68
	Dec 27	Dividend	HALLIBURTON CO (HOLDING COMPANY) PAID ON 2490	373.50
	Dec 30	Dividend	C H ROBINSON WORLDWIDE INC NEW PAID ON 1697	593.95
	Dec 30	Dividend	PEPCO HOLDINGS INC PAID ON 5184	1,399.68
	Total taxable dividends			**$13,169.98**
Tax-exempt dividends	Dec 2	Dividend	EATON VANCE FLOATING-RATE MUNICIPAL INCOME FUND CLASS A AS OF 11/29/13	62.84
	Dec 2	Dividend	EATON VANCE AMT FREE MUNICIPAL INCOME FUND CLASS A AS OF 11/29/13	3,560.26
	Dec 2	Dividend	ALLIANCE/BERNSTEIN INTER MUNI DIVER MUNI FUND A AS OF 11/29/13	337.11
	Dec 2	Dividend	ALLIANCE BERNSTEIN MUNI INC NATL FUND A AS OF 11/29/13	1,622.56
	Dec 2	Dividend	FT-FRANKLIN FL T/F INCOME A AS OF 11/29/13	635.72

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Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC Money market sweep balances are protected by SIPC but are not insured by the FDIC. See the *Important information about your statement* at the end of this document for details about those balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/interest period	Days in period	Cap amount ($)
UBS BANK USA DEP ACCT	250,000.00	250,000 00					250,000 00
UBS AG DEPOSIT ACCOUNT	713,130.94	711,169.29					
Total	**$963,130.94**	**$961,169.29**					

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	961,169.29	100.00%	961,169.29		
Total		**$961,169.29**	**100.00%**	**$961,169.29**		

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable interest	Dec 6	Interest	UBS AG DEPOSIT ACCOUNT AS OF 12/05/13	28.49
	Dec 6	Interest	UBS BANK USA DEPOSIT ACCOUNT AS OF 12/05/13	9.86
	Total taxable interest			**$38.35**
	Total dividend and interest income			**$38.35**