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Return of Private Foundation

Form 990-PF

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

2014

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation  
**THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**1270 AVENUE OF THE AMERICAS**

City or town, state or province, country, and ZIP or foreign postal code  
**NEW YORK, NY 10020**

**A** Employer identification number  
**13-3249239**

**B** Telephone number  
**(212) 332-7350**

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 36,044,121.** (Part I, column (d) must be on cash basis)

**J** Accounting method:  Cash  Accrual  
 Other (specify)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	506,880.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	449,125.	449,125.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,449,517.			STATEMENT 1
	b Gross sales price for all assets on line 6a	5,003,929.			
	7 Capital gain net income (from Part IV, line 2)		3,496,469.		
	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	<231,740.>	<235,022.>		STATEMENT 3	
12 Total Add lines 1 through 11	4,173,782.	3,710,572.			
<b>Operating and Administrative Expenses</b>	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	7,295.	0.		7,295.
	16a Legal fees	191.	0.		191.
	b Accounting fees				
	c Other professional fees				
	17 Interest	73,877.	73,877.		0.
	18 Taxes	34,099.	12,829.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	140.	0.		140.
	23 Other expenses	248,381.	245,618.		2,375.
	24 Total operating and administrative expenses Add lines 13 through 23	453,983.	332,324.		100,001.
	25 Contributions, gifts, grants paid	1,510,569.			1,510,569.
26 Total expenses and disbursements Add lines 24 and 25	1,964,552.	332,324.		1,610,570.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,209,230.				
b Net investment income (if negative, enter -0-)		3,378,248.			
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	216,230.	1,070,397.	1,070,397.
	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 7	5,972,009.	5,658,297.	5,658,297.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	27,464,409.	29,315,427.	29,315,427.	
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 I)	33,652,648.	36,044,121.	36,044,121.	
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	33,652,648.	36,044,121.	
	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	33,652,648.	36,044,121.		
31 Total liabilities and net assets/fund balances	33,652,648.	36,044,121.		

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	33,652,648.
2 Enter amount from Part I, line 27a	2	2,209,230.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	182,243.
4 Add lines 1, 2, and 3	4	36,044,121.
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	36,044,121.

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**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	<b>SEE ATTACHED STATEMENT</b>			
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	5,003,929.	1,507,460.	3,496,469.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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				
b				
c				
d				
e			3,496,469.	
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	3,496,469.
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))
2013	1,762,049.	31,754,382.	.055490
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
2	Total of line 1, column (d)		2 .317056
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 .063411
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4 33,486,752.
5	Multiply line 4 by line 3		5 2,123,428.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 33,782.
7	Add lines 5 and 6		7 2,157,210.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 1,610,570.

**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	67,565.
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	67,565.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	67,565.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	110,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	110,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	220.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	42,215.
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>42,215.</b> <input checked="" type="checkbox"/> <b>Refunded</b>	11	0.

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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 ► <u>N/A</u>	X		
14	The books are in care of ► <u>GREGG BUCKBINDER</u> Telephone no. ► <u>212-332-7350</u> Located at ► <u>1270 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10020</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		16	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		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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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
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 2014 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 2014)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		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 4945(d)(4)(A)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**  
 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**  Yes  No **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? **7b**  Yes  No **N/A**

**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
SEE STATEMENT 9		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
RODNEY GRUNDMAN - 16 CHITTENDEN ROAD, FAIRLAWN, NJ 07410	40.00	90,000.	0.	0.

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	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	33,417,810.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	578,893.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	33,996,703.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	33,996,703.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	509,951.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	33,486,752.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,674,338.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,674,338.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	67,565.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	9,384.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	76,949.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,597,389.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,597,389.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,597,389.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,610,570.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,610,570.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,610,570.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,597,389.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	401,823.			
b From 2010	435,395.			
c From 2011	546,631.			
d From 2012	452,896.			
e From 2013	201,116.			
f Total of lines 3a through e	2,037,861.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,610,570.				
a Applied to 2013, 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 2014 distributable amount				1,597,389.
e Remaining amount distributed out of corpus	13,181.			
5 Excess distributions carryover applied to 2014 (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:	2,051,042.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	401,823.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	1,649,219.			
10 Analysis of line 9:				
a Excess from 2010	435,395.			
b Excess from 2011	546,631.			
c Excess from 2012	452,896.			
d Excess from 2013	201,116.			
e Excess from 2014	13,181.			

**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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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







**THE BEKER FOUNDATION**

#13-3249239

12/31/14

Schedule \_\_\_\_\_

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Aleph Society 25 West 45 St., Suite 1409, New York, NY 10036	PC	General Operations	18,000
American Cte. for Shaare Zedek Medical Ctr. Suite 1100, 49 West 45th St., New York NY 10036	PC	General Operations	1,000
American Friends of the Israel Museum 500 Fifth Ave., Suite. 2540, New York, NY 10110	PC	General Operations	7,500
American Friends of Dental Volunteers for Israel PO Box 127, New York, NY 10185	PC	General Operations	1,800
American Friends of Jacob's Ladder c/o Phyllis Kass, 260 Central Avenue, Suite 218, Lawrence, NY 11559	PC	General Operations	1,800
American Friends of Shalva 22 W. 38 St., New York NY 10016	PC	General Operations	10,500
Artbarn Community Theater PO Box 470504, Brookline, MA 02447	PC	General Operations	2,500
B*Cured PO Box 1071, Greenwich, CT 06836	PC	General Operations	500
Bay State Learning Center P.O. Box 1357, Dedham, MA 02027	PC	General Operations	5,000
Ben Porat Yosef E 243 Frisch Court, Paramus, NJ 07652	PC	General Operations	25,400
Boston Children's Museum 308 Congress St., Boston, MA 02210	PC	General Operations	5,000
Boston Marathon Jimmy Walk PO Box 3595, Boston, MA 02241-3595	PC	General Operations	500
Brandeis University PO Box 9110, Mail Stop 122 Waltham, MA 02254-9110	PC	General Operations	132,000
Bris Avroham 910 Salem Ave., Hillside, NJ 07205	PC	General Operations	1,300

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Cape Cod Health Care PO Box 370, Hyannis, MA 02601	PC	General Operations	25,000
Celebrate Israel Parade 225 W. 34 St., Ste. 1607, NYC 10122	PC	General Operations	500
Center for Jewish History 555 West 57th Street, Suite 1100, NYC, NY 10019	PC	General Operations	2,500
Central Fund for Israel 980 Sixth Ave., 3rd Flr., New York NY 10018	PC	General Operations	10,000
Chabad at Harvard 38 Banks Street, Cambridge, MA 02138	PC	General Operations	2,500
Chabad Jewish Center 745 West Main St., Hyannis, MA 02601	PC	General Operations	1,800
Children's Cancer & Blood Foundation 111 W. 57 St., Suite 420 New York, NY 10019	PC	General Operations	1,000
Combined Jewish Philanthropies 126 High St., Boston, MA 02110	PC	General Operations	75,000
Congregation Kehillath Israel (KINS PTO) 384 Harvard St., Brookline MA 02446	PC	General Operations	5,350
Congregation Mishkan Israel Day Camp 777 Mt. Pleasant Dr, Trumbull, CT 06611	PC	General Operations	2,500
Foundation for Jewish Camp 15 W. 36 St., New York, NY 10018	PC	General Operations	500
Frisch School 120 W. Century Rd., Paramus, NJ 07652	PC	General Operations	20,000
Gann Academy 333 Forest Street, Waltham, MA 02452	PC	General Operations	1,800
Harold Grinspoon Foundation 380 W. Union St., Suite 200, W. Springfield, MA 01089	PC	General Operations	5,000
Hebrew Home at Riverdale Foundation 5901 Palisade Avenue, Riverdale, NY 10471	PC	General Operations	2,500
Hebrew Institute of Riverdale 3700 Henry Hudson Pky., Bronx,, NY 10463	PC	General Operations	12,600

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Hillel: Foundation for Jewish Campus Life 800 W. 8th St. NW, Wash. DC 20001	PC	General Operations	60,000
Horizons for Homeless Children 1705 Columbus Ave., Roxbury, MA 02119	PC	General Operations	2,500
Human Rights Watch 485 Fifth Ave., New York NY 10017	PC	General Operations	2,000
Institute for Music and Neurologic Function 612 Allerton Avenue, Bronx, NY 10467	PC	General Operations	3,500
Israel Special Kids Foundation 505 Eighth Ave., Suite 803, New York NY 10018	PC	General Operations	1,000
JCC Camp Kingswood 333 Nahanton St., Newton MA 02459	PC	General Operations	1,000
Jewish Center of Boston 146 Marlborough Street, Boston, MA 02116	PC	General Operations	36,000
Jewish Family & Children's Services 1430 Main St., Waltham, MA 02451	PC	General Operations	25,000
Jewish Federation of Northern NJ 50 Eisenhower Drive, Paramus, NJ 07652	PC	General Operations	1,500
Lev Chesed Charity Fund 90 Croft Terrace, New Rochelle, NY 10804	PC	General Operations	1,000
Maimonides School 34 Philbrick Road, Brookline, MA 02146	PC	General Operations	52,000
Manhattan Theatre Club 311 West 43 St., 11 flr., New York, NY 10036	PC	General Operations	10,000
MassArtCollege of Art & Design 621 Huntington Ave., Boston, MA 02115	PC	General Operations	26,500
Mayyin Hayyim 1838 Washington St., Newton, MA 02466	PC	General Operations	30,000
Mt. Sinai Schl. of Medicine 5 East 98 St., New York NY 10029	PC	General Operations	162,000
MyJewish Learning 377 Fifth Ave., 2 flr., New York NY 10016	PC	General Operations	10,000

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Nesiya Institute 234 Fifth Ave., Suite 411, New York NY 10001	PC	General Operations	10,000
New York University 70 Washington Sq. So., New York, NY 10012	PC	General Operations	75,000
Ohel Children's Home & Family Services 4510 16th Ave., Brooklyn, NY 11204	PC	General Operations	1,500
Project Ezra 95 Cedar Lane, Suite 12, Englewood, NJ 07631	PC	General Operations	3,600
Project Keshet 2144 Ashland Ave, Suite 3, Evanston, IL 60201	PC	General Operations	1,000
RAJE (Russian American Jewish Experience) 2915 Ocean Pky, Brooklyn NY 11235	PC	General Operations	1,000
Ramaz School 60 East 78th St., New York, NY 10021	PC	General Operations	10,000
Riverdale Hatzalah P. O. Box 181, Riverdale Station, NY 10471	PC	General Operations	5,000
Riverdale Jewish Center 3700 Independence Ave., Bronx, NY 10463	PC	General Operations	23,660
Riverdale Mental Health Assn. 5676 Riverdale Ave., Bronx, New York 10471	PC	General Operations	1,000
Riverdale Neighborhood House 5521 Mosholu Ave., Bronx, NY 10471	PC	General Operations	1,000
Riverdale Senior Services 2600 Netherland Avenue Bronx, New York 10463	PC	General Operations	750
Riverdale YM-YWHA 5625 Arlington Ave., Bronx, NY 10471	PC	General Operations	22,500
Room to Grow 142 Berkeley St., Boston 02116	PC	General Operations	1,000
SAR Academy 655 W. 254 St., Bronx, Ny 10471	PC	General Operations	122,000
Shady Hill School 178 Coollidge Hill, Cambridge, MA 02138	PC	General Operations	10,000

Name and Address	Recipient Status	Purpose	Amount (\$)
Shalem Foundation 845 Third Ave., 6 Flr., New York NY 10022	PC	General Operations	200,000
Shalom Hartman Institute of North America One Penn Plaza, Suite 1606, New York, NY 10119	PC	General Operations	2,500
Shomrei Torah 19-10 Morlot Ave., Fair Lawn, NJ 07410	PC	General Operations	12,500
Sinai Special Needs Institute 1600 Queen Anne Rd., Teaneck, NJ 07666	PC	General Operations	10,000
Solomon Schechter Day School 125 Wells Avenue, Newton, MA 02459	PC	General Operations	5,000
UJA-Federation 130 East 59th St., New York, NY 10022	PC	General Operations	72,500
Washington Square Minyan 207 Mason Terr. #1, Brookline, MA 02446	PC	General Operations	1,800
Wave Hill 675 West 252nd St., Bronx, NY 10471	PC	General Operations	27,500
Yad Chesed Fund PO Box 470752, Brookline, MA 02447	PC	General Operations	3,600
Yavneh Academy 155 Fairview Ave., Paramus NJ 07652	PC	General Operations	2,500
YCT Rabbinical School 475 Riverside Dr., #244, New York, NY 10115	PC	General Operations	50,000
Yeshiva University 500 West 185th St., New York, NY 10033	PC	General Operations	25,000
Yeshivat Noam 70 W. Century Rd., Paramus, NJ 07652	PC	General Operations	500
Young Israel of Riverdale 4502 Henry Hudson Parkway, Bronx NY 10471	PC	General Operations	1,800
Zamir Chorale of Boston PO Box 126, Newton Centre, MA 02459	PC	General Operations	1,000
		<b>TOTAL</b>	<b>1,510,560</b>

**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	12/31/14
b FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	12/31/14
c LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/14
d LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/14
e SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g LIQUIDATION OF PARTNERSHIP INTERESTS IN CROSS LED	P	05/31/11	12/31/14
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 895,191.			895,191.
b 2,173,852.			2,173,852.
c		7,114.	<7,114.>
d		59,987.	<59,987.>
e 60,934.		62,834.	<1,900.>
f 1,572,579.		1,139,498.	433,081.
g 259,568.		238,027.	21,541.
h 41,805.			41,805.
i			
j			
k			
l			
m			
n			
o			

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

(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			895,191.
b			2,173,852.
c			<7,114.>
d			<59,987.>
e			<1,900.>
f			433,081.
g			21,541.
h			41,805.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,496,469.
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

**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](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

**THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION**

Employer identification number

**13-3249239**

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

Name of organization <b>THE BEKER FOUNDATION</b> <b>C/O THE MILLBURN CORPORATION</b>	Employer identification number <b>13-3249239</b>
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**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	HARVEY BEKER C/O THE MILLBURN CORP, 1270 AVE OF THE AMERICAS  NEW YORK, NY 10020	\$ 506,880.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization

Employer identification number

**THE BEKER FOUNDATION**  
**C/O THE MILLBURN CORPORATION**

**13-3249239**

**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
1	9,016 SHARES THOR INDUSTRIES INC	\$ 506,880.	12/29/14
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization <b>THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION</b>	Employer identification number <b>13-3249239</b>
--	---

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
895,191.	0.	0.	0.	895,191.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)			PURCHASED	VARIOUS	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,173,852.	0.	0.	0.	2,173,852.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT			PURCHASED	VARIOUS	12/31/14
(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 12/31/14**

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	64	1,384	64	1,384
Hilltop Partners LP	-	-	-	-
Nestor Partners	536,507	507,656	536,507	507,656
NCH Balkan Fund LP	-	1,091	-	1,091
Millburn Hedge Fund	332,448	528,300	332,448	528,300
Millburn Equity Partners LLC	(4,419)	237,377	(4,419)	237,377
Sharevest Partners LP	-	459,275	-	459,275
Cross Ledge Long/Short Fund LP	(5,123)	30,853	(5,123)	30,853
Millburn Mco Partners LP	35,714	407,916	35,714	407,916
<b>Total</b>	<b>895,191</b>	<b>2,173,852</b>	<b>895,191</b>	<b>2,173,852</b>

**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 12/31/14**

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)
	UBIT	UBIT	UBIT	UBIT
	Amount	Amount	Amount	Amount
Accolade Partners IP	-	-	-	-
Hilltop Partners, LP	-	-	-	-
Nestor Partners	-	-	-	-
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	-	175	4,496
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	-	46
Cross Ledge Long/Short Fund LP	-	-	-	-
Millburn Mco Partners LP	-	-	6,939	55,445
<b>Adjustment for Capital Gains (Losses) from Pass-Through Entities Subject to UBT</b>	<b>-</b>	<b>-</b>	<b>7,114</b>	<b>59,987</b>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT			PURCHASED	VARIOUS	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
60,934.	62,834.	0.	0.	<1,900.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,572,579.	1,253,551.	0.	0.	319,028.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIQUIDATION OF PARTNERSHIP INTERESTS IN CROSS LEDGE LONG/SHORT FUND LP			PURCHASED	05/31/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
259,568.	238,027.	0.	0.	21,541.	

CAPITAL GAINS DIVIDENDS FROM PART IV	41,805.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,449,517.

**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 12/31/14**

**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	
251 000	Verizon Communications	07/16/14	02/24/14	12,756	12,077	679	12,077	679	
253	Verizon Communications	07/16/14	02/24/14	12,857	12,173	684	12,173	684	
1,422	Telefonica Deutschland Hldg	09/12/14	12/09/13	1,941	2,474	(533)	2,474	(533)	
3,063 000	Telefonica Deutschland Hldg	09/12/14	12/10/13	4,180	5,326	(1,146)	5,326	(1,146)	
3,524	Telefonica Deutschland Hldg	09/12/14	01/31/14	4,809	5,908	(1,099)	5,908	(1,099)	
2,205	Telefonica Deutschland Hldg	09/12/14	04/25/14	3,009	3,797	(788)	3,797	(788)	
956	Telefonica Deutschland Hldg	09/12/14	04/28/14	1,305	1,652	(347)	1,652	(347)	
319	Mantech Int'l Corp	10/31/14	12/09/13	8,976	8,943	33	8,943	33	
458	Canfor Corp	12/16/14	04/24/14	11,100	10,484	616	10,484	616	
TOTAL					<b>60,934</b>	<b>62,834</b>	<b>(1,900)</b>	<b>62,834</b>	<b>(1,900)</b>

**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
6,787	Thor Industries Inc	12/29/14	11/21/06	380,832	381,566	(734)	295,710	85,122
2,229	Thor Industries Inc	12/30/14	11/21/06	124,257	125,314	(1,057)	97,117	27,140
	Primary Fund	12/10/14	12/09/13	89	0	89	0	89
930 000	Tokio Marine Holdings Inc	01/28/14	09/12/08	28,026	33,155	(5,129)	33,155	(5,129)
1,500 000	Tokio Marine Holdings Inc	01/28/14	10/07/09	45,203	41,682	3,521	41,682	3,521
495 000	Electronics for Imaging	01/31/14	04/25/08	21,357	7,199	14,159	7,199	14,159
320	Electronics for Imaging	02/07/14	04/25/08	13,585	4,654	8,931	4,654	8,931
60	Forest City Enterprises Inc	02/07/14	07/03/07	1,087	3,690	(2,603)	3,690	(2,603)
1,150	Forest City Enterprises Inc	02/07/14	02/22/08	20,843	41,017	(20,175)	41,017	(20,175)
650	Forest City Enterprises Inc	02/07/14	06/06/08	11,781	26,025	(14,244)	26,025	(14,244)
525	Forest City Enterprises Inc	02/07/14	08/19/08	9,515	14,339	(4,824)	14,339	(4,824)
194	Electronics for Imaging	02/28/14	04/25/08	8,694	2,821	5,873	2,821	5,873
606	Electronics for Imaging	02/28/14	06/29/10	27,158	5,944	21,214	5,944	21,214
200	Electronics for Imaging	03/03/14	06/29/10	8,840	1,962	6,878	1,962	6,878
700	Toyota Industries	03/06/14	01/20/05	31,974	17,063	14,912	17,063	14,912
300	Toyota Industries	03/06/14	02/09/05	13,703	7,423	6,281	7,423	6,281
94	Brookfield Asset Mgmt	03/13/14	04/15/04	3,721	966	2,756	966	2,756
1,630	Brookfield Asset Mgmt	03/13/14	05/07/04	64,529	16,450	48,079	16,450	48,079
427	Comerica Inc	03/20/14	11/09/12	22,274	12,174	10,100	12,174	10,100
1,705	Keycorp	03/20/14	01/15/10	24,628	11,459	13,169	11,459	13,169
2,461	Keycorp	03/20/14	02/05/10	35,548	16,565	18,983	16,565	18,983
1,070	Brookfield Asset Mgmt	06/19/14	05/07/04	45,720	10,799	34,922	10,799	34,922
50	Brookfield Asset Mgmt	06/19/14	09/13/07	2,136	1,638	499	1,638	499
394	Electronics for Imaging	07/18/14	06/29/10	18,084	3,864	14,220	3,864	14,220
600	Electronics for Imaging	07/18/14	06/30/10	27,539	5,902	21,637	5,902	21,637
600	Toyota Industries	09/25/14	02/09/05	29,485	14,846	14,639	14,846	14,639
300	Toyota Industries	09/25/14	04/18/08	14,742	10,045	4,697	10,045	4,697
75	Toyota Industries	09/25/14	06/11/08	3,686	2,511	1,174	2,511	1,174
180	Allianz AG	09/26/14	05/13/10	29,367	19,160	10,207	19,160	10,207
220	Allianz AG	09/26/14	05/14/10	35,893	23,157	12,736	23,157	12,736
200	Allianz AG	09/26/14	06/10/11	32,630	26,646	5,984	26,646	5,984
95	Allianz AG	09/26/14	06/13/11	15,499	12,703	2,796	12,703	2,796

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME		
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS	
73	Allianz AG	09/26/14	08/15/11	11,910	8,233	3,677	8,233	3,677	
148	Bnstow Group	09/29/14	09/15/08	10,007	5,625	4,383	5,625	4,383	
2,507	Investor AB	10/02/14	01/31/13	84,777	71,644	13,133	71,644	13,133	
87	Rofin Sinar Technologies Inc	10/02/14	10/10/12	2,008	1,743	265	1,743	265	
1,550	Mantech Int'l Corp	10/30/14	02/25/13	43,562	39,396	4,166	39,396	4,166	
37	Mantech Int'l Corp	10/30/14	03/06/13	1,040	908	131	908	131	
213	Mantech Int'l Corp	10/31/14	03/06/13	5,994	5,230	764	5,230	764	
100	Mantech Int'l Corp	10/31/14	04/04/13	2,814	2,609	205	2,609	205	
115	Mantech Int'l Corp	10/31/14	04/05/13	3,236	2,986	250	2,986	250	
90	Rofin Sinar Technologies Inc	10/31/14	10/10/12	2,008	1,803	205	1,803	205	
7,037	Segro PLC ORD	11/01/14	12/28/11	42,670	22,098	20,572	22,098	20,572	
2,820 000	Segro PLC ORD	11/01/14	03/21/12	17,099	10,979	6,121	10,979	6,121	
880 000	Rofin Sinar Technologies Inc	11/03/14	10/10/12	19,694	17,628	2,066	17,628	2,066	
713 000	Rofin Sinar Technologies Inc	11/03/14	08/15/13	15,957	16,733	(776)	16,733	(776)	
571 000	Rofin Sinar Technologies Inc	11/03/14	08/16/13	12,779	13,410	(631)	13,410	(631)	
4,220 000	Segro PLC ORD	11/04/14	03/21/12	25,682	16,429	9,253	16,429	9,253	
129 000	Rofin Sinar Technologies Inc	11/04/14	08/16/13	2,884	3,029	(146)	3,029	(146)	
275 000	Encana Corp	11/20/14	02/11/09	4,982	6,107	(1,125)	6,107	(1,125)	
225 000	Encana Corp	11/20/14	03/02/09	4,076	4,272	(195)	4,272	(195)	
225 000	Encana Corp	11/20/14	03/03/09	4,076	4,259	(183)	4,259	(183)	
125 000	Encana Corp	11/20/14	03/11/09	2,265	2,455	(190)	2,455	(190)	
275 000	Encana Corp	11/20/14	07/08/09	4,982	6,437	(1,455)	6,437	(1,455)	
550 000	Encana Corp	11/20/14	02/10/10	9,964	16,741	(6,776)	16,741	(6,776)	
525 000	Encana Corp	11/20/14	03/25/10	9,511	15,792	(6,280)	15,792	(6,280)	
290 000	Encana Corp	11/20/14	08/12/11	5,254	7,478	(2,224)	7,478	(2,224)	
553 000	Bank NY Mellon Corp	11/26/14	02/08/06	22,122	19,138	2,984	19,138	2,984	
25 000	Toyota Industries	12/08/14	06/11/08	1,317	837	480	837	480	
400 000	Toyota Industries	12/08/14	06/12/08	21,077	13,240	7,837	13,240	7,837	
500 000	Toyota Industries	12/08/14	09/24/08	26,346	13,576	12,770	13,576	12,770	
	Reserve Fund Settlement	12/10/14	12/09/13	56	0	56	0	56	
TOTAL					<u>1,572,579</u>	<u>1,253,551</u>	<u>319,028</u>	<u>1,139,498</u>	<u>433,081</u>

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCOLADE PARTNERS LP	544.	0.	544.	544.	
CROSS LEDGE LONG/SHORT FUND LP	1,276.	0.	1,276.	1,276.	
MILLBURN EQUITY PARTNERS LLC	89,252.	0.	89,252.	89,252.	
MILLBURN HEDGE FUND	21,922.	0.	21,922.	21,922.	
MILLBURN MCO PARTNERS LP	106,605.	0.	106,605.	106,605.	
MJ WHITMAN	4,368.	0.	4,368.	4,368.	
MJ WHITMAN ADVISORY	120,956.	0.	120,956.	120,956.	
MUTUAL GLOBAL DISCOVERY FUND	1,395.	873.	522.	522.	
NCH BALKAN FUND LP	7,004.	0.	7,004.	7,004.	
NESTOR PARTNERS	5,696.	0.	5,696.	5,696.	
SHAREVEST PARTNERS LP	48,880.	0.	48,880.	48,880.	
THIRD AVENUE REAL ESTATE FUND	21,907.	12,097.	9,810.	9,810.	
THIRD AVENUE SMALL CAP FUND	22,829.	20,161.	2,668.	2,668.	
THIRD AVENUE VALUE FUND	27,053.	8,674.	18,379.	18,379.	
VANGUARD 500 INDEX FUND	627.	0.	627.	627.	
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	10,616.	0.	10,616.	10,616.	
TO PART I, LINE 4	490,930.	41,805.	449,125.	449,125.	

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	<234,054.>	<234,054.>		
LESS: UBTI FROM INVESTMENTS PARTNERSHIPS	0.	<1,418.>		
OTHER MISCELLANEOUS INCOME	2,314.	450.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<231,740.>	<235,022.>		

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	191.	0.		191.	
TO FM 990-PF, PG 1, LN 16A	191.	0.		191.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	12,829.	12,829.		0.	
FEDERAL TAXES	21,270.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	34,099.	12,829.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	245,618.	245,618.		0.
PAYROLL EXPENSES	421.	0.		421.
FILING AND REGISTRATION FEES	1,058.	0.		1,058.
INSURANCE	626.	0.		626.
MISCELLANEOUS	658.	0.		270.
<b>TOTAL TO FORM 990-PF, PG 1, LN 23</b>	<b>248,381.</b>	<b>245,618.</b>		<b>2,375.</b>

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MJ WHITMAN-CUSTODIAN	897,545.	897,545.	
MUTUAL GLOBAL DISCOVERY FUND	22,404.	22,404.	
THIRD AVENUE VALUE FUND	489,769.	489,769.	
THIRD AVENUE SMALL CAP FUND	116,362.	116,362.	
VANGUARD 500 INDEX FUND	34,247.	34,247.	
ARIEL FUND LIMITED	216,073.	216,073.	
THIRD AVENUE REAL ESTATE FUND	629,714.	629,714.	
WHITMAN ADVISORY	2,553,522.	2,553,522.	
WYNNEFIELD SMALL CAP	436,393.	436,393.	
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	262,268.	262,268.	
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>5,658,297.</b>	<b>5,658,297.</b>	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLTOP PARTNERS LP	FMV	64,702.	64,702.
NESTOR PARTNERS	FMV	5,255,801.	5,255,801.
ACCOLADE PARTNERS LP	FMV	122,318.	122,318.
NCH BALKAN FUND LP	FMV	687,129.	687,129.
MILLBURN HEDGE FUND	FMV	4,782,352.	4,782,352.
MILLBURN EQUITY PARTNERS LLC	FMV	4,481,880.	4,481,880.
SHAREVEST PARTNERS LP	FMV	8,843,738.	8,843,738.
CROSS LEDGE LONG/SHORT FUND LP	FMV	0.	0.
MILLBURN MCO PARTNERS LP	FMV	5,077,507.	5,077,507.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>29,315,427.</b>	<b>29,315,427.</b>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	PRESIDENT & TREASURER 1.00	0.	0.	0.
JAYNE BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	VP & SECRETARY 1.00	0.	0.	0.
GEORGE E. CRAPPLE C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	ASST TREASURER 0.50	0.	0.	0.
GREGG BUCKBINDER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	ASST SECRETARY 0.50	0.	0.	0.
SHERI GUROCK C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.00	0.	0.	0.
ALISON JUDD C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.00	0.	0.	0.
EMILY BEKER C/O THE MILLBURN CORP. 1270 6TH AVENUE NEW YORK, NY 10020	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.