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Return of Private Foundation

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

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2015

Open to Public Inspection

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2015 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 11TH FLOOR**

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) **\$ 33,569,905.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	499,723.		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	460,241.	460,241.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,951,701.			STATEMENT 1
b	Gross sales price for all assets on line 6a	4,946,841.			
7	Capital gain net income (from Part IV, line 2)		1,953,197.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a					
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<252,515.>	<253,302.>		STATEMENT 3
12	Total Add lines 1 through 11	2,659,150.	2,160,136.		
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	7,301.	0.		7,301.
16a	Legal fees				
b	Accounting fees	6,150.	0.		6,150.
c	Other professional fees				
17	Interest	64,201.	64,077.		124.
18	Taxes	139,902.	16,733.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	145.	0.		145.
23	Other expenses	229,121.	223,559.		4,913.
24	Total operating and administrative expenses Add lines 13 through 23	536,820.	304,369.		108,633.
25	Contributions, gifts, grants paid	1,437,638.			1,437,638.
26	Total expenses and disbursements. Add lines 24 and 25	1,974,458.	304,369.		1,546,271.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	684,692.			
b	Net investment income (if negative, enter -0-)		1,855,767.		
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		1,070,397.	574,058.	574,058.
	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 <b>STMT 7</b>		5,658,297.	7,504,476.	7,504,476.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 8</b>		29,315,427.	25,491,371.	25,491,371.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		36,044,121.	33,569,905.	33,569,905.	
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	<b>Total liabilities</b> (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		36,044,121.	33,569,905.	
	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	<b>Total net assets or fund balances</b>		36,044,121.	33,569,905.	
	31	<b>Total liabilities and net assets/fund balances</b>		36,044,121.	33,569,905.	

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	36,044,121.
2	Enter amount from Part I, line 27a	2	684,692.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	36,728,813.
5	Decreases not included in line 2 (itemize) ▶ <b>UNREALIZED LOSSES</b>	5	3,158,908.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	33,569,905.

**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 4,946,841.		2,993,644.	1,953,197.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			1,953,197.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,953,197.
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))
2014	1,610,570.	33,486,752.	.048096
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

2 Total of line 1, column (d)	2	.298927
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	.059785
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	34,215,355.
5 Multiply line 4 by line 3	5	2,045,565.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,558.
7 Add lines 5 and 6	7	2,064,123.
8 Enter qualifying distributions from Part XII, line 4	8	1,546,271.

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.

THE BEKER FOUNDATION  
C/O THE MILLBURN CORPORATION

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	37,115.
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	37,115.
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	37,115.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	42,215.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	82,215.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	45,100.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 45,100. Refunded <input type="checkbox"/>	11	0.	

**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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 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?	4b	X
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) ▶ <u>DE, NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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 2015 or the taxable year beginning in 2015 (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

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**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)		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 C/O THE MILLBURN C</u> Telephone no. ► <u>212-332-7350</u> Located at ► <u>1270 AVENUE OF THE AMERICAS 11TH FL, 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	N/A	
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►	16	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	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015) <u>N/A</u>	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 2015?	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 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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	33,428,395.
b	Average of monthly cash balances	1b	1,308,006.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	34,736,401.
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	34,736,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	521,046.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,215,355.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,710,768.

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

1	Minimum investment return from Part X, line 6	1	1,710,768.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	37,115.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	37,115.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,673,653.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,673,653.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,673,653.

**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	1,546,271.
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	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,546,271.
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	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	1,546,271.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,673,653.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	435,395.			
b From 2011	546,631.			
c From 2012	452,896.			
d From 2013	201,116.			
e From 2014	13,181.			
f Total of lines 3a through e	1,649,219.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,546,271.				
a Applied to 2014, 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 2015 distributable amount				1,546,271.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	127,382.			127,382.
6 Enter the net total of each column as indicated below:	1,521,837.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	308,013.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,213,824.			
10 Analysis of line 9:				
a Excess from 2011	546,631.			
b Excess from 2012	452,896.			
c Excess from 2013	201,116.			
d Excess from 2014	13,181.			
e Excess from 2015				

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

**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 2015, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

	Tax year		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**HARVEY BEKER**

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

**NONE**

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>  FROM SCHEDULE K-1S - PASS-THROUGH PARTNERSHIPS				3.
SEE SCHEDULE ATTACHED				1,437,635.
<b>Total</b>			▶ <b>3a</b>	1,437,638.
<i>b Approved for future payment</i>  NONE				
<b>Total</b>			▶ <b>3b</b>	0.





**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

**2015**

Name of the organization <b>THE BEKER FOUNDATION C/O THE MILLBURN CORPORATION</b>	Employer identification number <b>13-3249239</b>
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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) (2015)

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	\$ 274,689.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	HARVEY BEKER C/O THE MILLBURN CORP, 1270 AVE OF THE AMERICAS  NEW YORK, NY 10020	\$ 225,034.	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)

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 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	3,560 SHS LOWE'S COMPANIES INC <hr/> <hr/>	\$ 274,689.	12/30/15
2	12,450 SHS PULTEGROUP INC <hr/> <hr/>	\$ 225,034.	12/30/15
	<hr/> <hr/>	\$ _____	_____
	<hr/> <hr/>	\$ _____	_____
	<hr/> <hr/>	\$ _____	_____
	<hr/> <hr/>	\$ _____	_____

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

(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



**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 12/31/15**

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	15	19,192	15	19,192
Hilltop Partners LP	-	229	-	229
Nestor Partners	262,133	195,357	262,133	195,357
NCH Balkan Fund LP	-	(4,783)	-	(4,783)
Millburn Hedge Fund	184,354	93,364	184,354	93,364
Millburn Equity Partners LLC	(12,908)	211,799	(12,908)	211,799
Sharevest Partners LP	-	418,400	-	418,400
Millburn Mco Partners LP	75,127	267,682	75,127	267,682
Apollo Fund	24,405	26,157	24,405	26,157
<b>Total</b>	<b>533,126</b>	<b>1,227,397</b>	<b>533,126</b>	<b>1,227,397</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 12/31/15**

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 LP	-	-	-	-
Hilltop Partners, LP	-	-	-	-
Nestor Partners	-	-	-	-
NCH Balkan Fund LP	-	-	-	-
Millburn Hedge Fund	-	-	-	-
Millburn Equity Partners LLC	-	-	-	-
Sharevest Partners LP	-	-	-	-
Millburn Mco Partners LP	-	-	(9,853)	8,357
Apollo Fund	-	-	-	-
<b>Adjustment for Capital Gains (Losses) from Pass-Through Entities Subject to UBT</b>	<b>-</b>	<b>-</b>	<b>(9,853)</b>	<b>8,357</b>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD 12/31/15
LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	0.	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE ATTACHED STATEMENT	825,167.	886,175.	0.	0.	<61,008.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE ATTACHED STATEMENT	2,292,071.	2,108,965.	0.	0.	183,106.	

CAPITAL GAINS DIVIDENDS FROM PART IV					69,080.	
TOTAL TO FORM 990-PF, PART I, LINE 6A					1,951,701.	

**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 12/31/15**

**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	
2,205	Telefonica Deutschland Hldg	02/03/15	04/25/14	12,252 76	14,357 13	(2,104)	14,357	(2,104)	
956	Telefonica Deutschland Hldg	02/03/15	04/28/14	5,312 31	6,246 25	(934)	6,246	(934)	
684	Target Corp	03/04/15	11/04/14	53,356 54	41,784 81	11,572	41,785	11,572	
138	TopBuild Corp	07/01/15	04/28/15	3,854 09	3,669 55	185	3,670	185	
1	Total SA	07/01/15	07/01/15	12 61	42 63	(30)	43	(30)	
0	TopBuild Corp	08/24/15	04/28/15	23 59	0 00	24	0	24	
319	Michelin CGDE CL B Ord	09/09/15	03/27/15	31,046 99	31,850 71	(804)	31,851	(804)	
65	Alleghany Corp-Del	12/07/15	03/27/15	33,026 87	31,421 99	1,605	31,422	1,605	
610	Anixter International Inc	12/07/15	07/01/15	39,282 15	39,933 59	(651)	39,934	(651)	
70	Apache Corp	12/07/15	01/05/15	3,104 38	4,307 70	(1,203)	4,308	(1,203)	
136	Apache Corp	12/07/15	01/16/15	6,031 36	8,497 52	(2,466)	8,498	(2,466)	
206	Apache Corp	12/07/15	02/20/15	9,135 73	13,831 86	(4,696)	13,832	(4,696)	
753	Baxalta Inc	12/07/15	10/08/15	26,298 04	23,373 00	2,925	23,373	2,925	
792	Brookdale Senior Living	12/07/15	08/19/15	16,239 84	23,317 52	(7,078)	23,318	(7,078)	
587	Brookdale Senior Living	12/07/15	10/08/15	12,036 35	13,516 98	(1,481)	13,517	(1,481)	
318	CBS Corp	12/07/15	01/05/15	15,931 36	17,188 13	(1,257)	17,188	(1,257)	
257	Comerica Inc	12/07/15	12/12/14	11,327 59	11,572 81	(245)	11,573	(245)	
581	Comerica Inc	12/07/15	01/05/15	25,608 29	26,279 51	(671)	26,280	(671)	
302	Comerica Inc	12/07/15	01/13/15	13,311 02	12,769 45	542	12,769	542	
99	Comerica Inc	12/07/15	02/06/15	4,363 55	4,577 85	(214)	4,578	(214)	
918	Covanta Holding Corp	12/07/15	03/11/15	13,834 01	19,314 21	(5,480)	19,314	(5,480)	
1,146	Covanta Holding Corp	12/07/15	03/13/15	17,269 90	24,164 74	(6,895)	24,165	(6,895)	
1,509	Covanta Holding Corp	12/07/15	09/09/15	22,740 21	29,225 28	(6,485)	29,225	(6,485)	
1,314	Covanta Holding Corp	12/07/15	11/02/15	19,801 62	22,181 64	(2,380)	22,182	(2,380)	
699	General Motors Co	12/07/15	12/15/14	25,216 03	21,866 23	3,350	21,866	3,350	
1,065	Keycorp	12/07/15	02/06/15	14,015 37	15,174 33	(1,159)	15,174	(1,159)	
6,454	Kingfisher PLC	12/07/15	08/24/15	33,168 66	34,609 30	(1,441)	34,609	(1,441)	
889	Loews Corp	12/07/15	02/26/15	33,929 20	36,646 30	(2,717)	36,646	(2,717)	
381	Loews Corp	12/07/15	02/27/15	14,541 09	15,708 95	(1,168)	15,709	(1,168)	
1,250	Masco Corp	12/07/15	04/28/15	37,194 57	30,026 95	7,168	30,027	7,168	
933	Masco Corp	12/07/15	09/01/15	27,762 02	24,060 08	3,702	24,060	3,702	
565	PNC Financial Svcs Group Inc	12/07/15	03/05/15	54,267 38	52,084 11	2,183	52,084	2,183	
255	PNC Financial Svcs Group Inc	12/07/15	10/08/15	24,492 36	22,986 14	1,506	22,986	1,506	
678	Posco	12/07/15	02/25/15	23,955 82	42,955 15	(18,999)	42,955	(18,999)	
378	Posco	12/07/15	02/26/15	13,355 90	23,838 77	(10,483)	23,839	(10,483)	
1,363	Symantec Corp	12/07/15	03/27/15	27,313 88	31,808 84	(4,495)	31,809	(4,495)	
702	Total SA	12/07/15	01/02/15	32,316 77	35,549 32	(3,233)	35,549	(3,233)	
254	Total SA	12/07/15	01/16/15	11,692 96	12,785 03	(1,092)	12,785	(1,092)	
437	Total SA	12/07/15	02/12/15	20,117 42	23,698 94	(3,582)	23,699	(3,582)	
22	Total SA	12/07/15	07/01/15	1,012 78	1,042 17	(29)	1,042	(29)	
111	Valmont Industries Inc	12/07/15	02/27/15	12,544 65	13,832 57	(1,288)	13,833	(1,288)	
99	Valmont Industries Inc	12/07/15	03/04/15	11,188 47	12,325 66	(1,137)	12,326	(1,137)	
3,631	Vodafone Group Plc	12/07/15	10/20/15	11,880 92	11,751 76	129	11,752	129	
<b>TOTAL</b>					<b>825,167</b>	<b>886,175</b>	<b>(61,008)</b>	<b>886,175</b>	<b>(61,008)</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	
22	Bank NY Mellon Corp	01/06/15	02/08/06	866 94	761 38	105 55	761	106	
612	Bank NY Mellon Corp	01/06/15	07/19/06	24,116 61	21,168 06	2,948 55	21,168	2,949	
200	Bristow Group	01/06/15	09/15/08	12,441 72	7,600 77	4,840 95	7,601	4,841	
280	Hutchinson Whampoa Ltd	01/06/15	04/15/04	6,222 92	4,039 38	2,183 55	4,039	2,184	
813	Hutchinson Whampoa Ltd	01/06/15	05/04/04	18,068 71	11,223 51	6,845 19	11,224	6,845	
152	Sanofi Aventis	01/06/15	05/14/10	13,280 55	9,669 97	3,610 58	9,670	3,611	
400	Weyerhaeuser Co	01/06/15	01/29/10	14,466 78	16,011 31	(1,544 53)	16,011	(1,545)	
200	Weyerhaeuser Co	01/06/15	02/05/10	7,233 39	7,710 58	(477 19)	7,711	(477)	
91	Weyerhaeuser Co	01/06/15	05/07/10	3,291 19	4,182 46	(891 26)	4,182	(891)	
541	Daimler AG	01/16/15	10/25/11	46,549 07	28,466 40	18,082 67	28,466	18,083	
536	Sanofi Aventis	01/16/15	05/14/10	49,421 14	34,099 38	15,321 76	34,099	15,322	
225	Sanofi Aventis	01/16/15	05/14/10	20,532 86	14,314 10	6,218 76	14,314	6,219	
38	Sanofi Aventis	01/16/15	06/16/11	3,467 77	2,660 23	807 54	2,660	808	
117	Sanofi Aventis	01/16/15	08/15/11	10,677 09	8,226 33	2,450 76	8,226	2,451	
75	Sanofi Aventis	01/16/15	09/16/13	6,844 29	7,251 69	(407 40)	7,252	(407)	
76	Sanofi Aventis	01/16/15	10/18/13	6,935 55	7,634 22	(698 67)	7,634	(699)	
1,422	Telefonica Deutschland Hldg	02/02/15	12/09/13	7,940 73	9,354 36	(1,413 63)	9,354	(1,414)	
1,207	Telefonica Deutschland Hldg	02/02/15	12/10/13	6,740 12	7,935 78	(1,195 66)	7,936	(1,196)	
1,856	Telefonica Deutschland Hldg	02/03/15	12/10/13	10,313 44	12,202 83	(1,889 39)	12,203	(1,889)	
3,524	Telefonica Deutschland Hldg	02/03/15	01/31/14	19,582 20	22,339 49	(2,757 29)	22,339	(2,757)	
60	Nexans Paris Act	02/24/15	05/22/12	2,299 49	2,270 21	29 28	2,270	29	
377	Nexans Paris Act	02/25/15	05/22/12	13,981 17	14,264 51	(283 34)	14,265	(283)	
49	Nexans Paris Act	02/27/15	05/22/12	1,817 83	1,854 01	(36 18)	1,854	(36)	
12	Nexans Paris Act	02/27/15	06/26/12	445 18	417 09	28 10	417	28	
113	Nexans Paris Act	02/28/15	06/26/12	4,180 03	3,927 57	252 46	3,928	252	
614	Keycorp	03/05/15	02/05/10	8,494 70	4,132 91	4,361 79	4,133	4,362	
2,890	Keycorp	03/05/15	05/12/11	39,983 20	24,604 01	15,379 19	24,604	15,379	
249	Nexans Paris Act	03/06/15	06/26/12	8,952 67	8,654 56	298 11	8,655	298	
743	Bank NY Mellon Corp	03/27/15	07/19/06	29,376 08	25,699 13	3,676 95	25,699	3,677	
881	Hutchinson Whampoa Ltd	03/27/15	05/04/04	24,314 55	12,162 26	12,152 29	12,162	12,152	
1,378	Leucadia National Corp	03/27/15	05/29/09	30,504 60	27,417 38	3,087 22	27,417	3,087	
128	Leucadia National Corp	03/27/15	06/25/09	2,833 52	2,581 70	251 81	2,582	252	
145	Bank NY Mellon Corp	04/14/15	07/19/06	5,940 27	5,015 31	924 96	5,015	925	
500	Bank NY Mellon Corp	04/14/15	08/30/07	20,483 69	20,009 83	473 86	20,010	474	
192	Brookfield Asset Mgmt	04/17/15	09/13/07	10,978 15	6,288 05	4,690 10	6,288	4,690	
531	Investor AB	04/17/15	01/31/13	20,939 12	15,174 67	5,764 45	15,175	5,764	
32	Bristow Group	04/30/15	09/15/08	2,000 24	1,216 12	784 12	1,216	784	
185	Bristow Group	05/05/15	09/15/08	11,570 72	7,030 71	4,540 02	7,031	4,540	
73	Bristow Group	05/05/15	09/29/08	4,565 75	2,614 72	1,951 02	2,615	1,951	
37	Nexans Paris Act	06/03/15	06/26/12	1,463 34	1,286 02	177 32	1,286	177	
350	Nexans Paris Act	06/03/15	10/12/12	13,842 42	15,732 37	(1,889 95)	15,732	(1,890)	
221	Nexans Paris Act	06/03/15	10/15/12	8,740 50	9,979 74	(1,239 24)	9,980	(1,239)	
153	Nexans Paris Act	06/03/15	04/18/13	6,051 12	6,595 46	(544 34)	6,595	(544)	
270	Nexans Paris Act	06/03/15	06/25/13	10,678 44	13,326 42	(2,647 98)	13,326	(2,648)	
1	CK Hutchison Hldgs ADR	06/19/15	05/04/04	14 34	6 14	8 20	6	8	
418	CK Hutchison Hldgs ADR	06/30/15	05/04/04	3,709 61	3,709 61	0 00	3,710	0	
2,394	CK Hutchison Hldgs ADR	06/30/15	05/20/04	21,245 93	21,245 93	0 00	21,246	0	
3,420	CK Hutchison Hldgs ADR	06/30/15	06/18/04	30,351 32	30,351 32	0 00	30,351	0	
3,420	CK Hutchison Hldgs ADR	07/01/15	06/18/04	(642 02)	0 00	(642 02)	0	(642)	
852	Bristow Group	09/09/15	09/29/08	30,557 03	30,517 03	40 00	30,517	40	
2,156	Nvidia Corp	09/10/15	01/29/13	47,754 68	26,702 89	21,051 79	26,703	21,052	
122	Leucadia National Corp	10/08/15	06/25/09	2,537 80	2,460 69	77 12	2,461	77	
875	Leucadia National Corp	10/08/15	07/02/09	18,201 47	17,863 17	338 30	17,863	338	
435	Leucadia National Corp	10/08/15	05/21/12	9,048 73	8,899 65	149 08	8,900	149	
785	Leucadia National Corp	10/08/15	05/31/12	16,329 32	15,641 70	687 62	15,642	688	
22	Leucadia National Corp	10/08/15	01/04/13	457 64	513 58	(55 94)	514	(56)	
257	Nvidia Corp	10/09/15	01/29/13	6,721 87	3,183 04	3,538 83	3,183	3,539	
330	Leucadia National Corp	10/20/15	01/04/13	6,643 68	7,703 69	(1,060 00)	7,704	(1,060)	
1,080	Leucadia National Corp	10/20/15	06/27/13	21,742 96	27,891 57	(6,148 61)	27,892	(6,149)	
913	Leucadia National Corp	10/20/15	10/17/14	18,380 86	20,319 80	(1,938 94)	20,320	(1,939)	

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME	
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS
239	Nvidia Corp	10/20/15	01/29/13	6,617 56	2,960 11	3,657 45	2,960	3,657
302	Nvidia Corp	10/20/15	12/09/13	8,361 94	4,630 57	3,731 37	4,631	3,731
1,253	Nvidia Corp	11/06/15	12/09/13	39,101 02	19,212 27	19,888 75	19,212	19,889
260	AGCO Corp	12/07/15	06/19/14	13,203 78	14,427 75	(1,223 97)	14,428	(1,224)
892	AGCO Corp	12/07/15	06/26/14	45,299 11	49,928 72	(4,629 61)	49,929	(4,630)
374	AGCO Corp	12/07/15	10/17/14	18,993 12	16,285 67	2,707 45	16,286	2,707
488	Apache Corp	12/07/15	06/27/13	21,641 93	40,986 12	(19,344 19)	40,986	(19,344)
568	Apache Corp	12/07/15	02/07/14	25,189 79	45,779 67	(20,589 88)	45,780	(20,590)
99	Apache Corp	12/07/15	11/26/14	4,390 47	7,168 15	(2,777 68)	7,168	(2,778)
550	Bank NY Mellon Corp	12/07/15	08/30/07	23,867 29	22,010 82	1,856 47	22,011	1,856
300	Bank NY Mellon Corp	12/07/15	06/10/08	13,018 52	12,523 04	495 48	12,523	495
300	Bank NY Mellon Corp	12/07/15	07/28/08	13,018 52	10,244 12	2,774 40	10,244	2,774
700	Bank NY Mellon Corp	12/07/15	09/23/08	30,376 55	22,417 11	7,959 44	22,417	7,959
350	Bank NY Mellon Corp	12/07/15	10/06/08	15,188 27	9,425 32	5,762 95	9,425	5,763
275	Bank NY Mellon Corp	12/07/15	06/17/10	11,933 64	7,181 13	4,752 51	7,181	4,753
705	Bank NY Mellon Corp	12/07/15	07/19/11	30,593 52	17,456 58	13,136 94	17,457	13,137
1,083	Brookdale Senior Living	12/07/15	11/11/14	22,206 75	35,523 72	(13,316 97)	35,524	(13,317)
424	Brookfield Asset Mgmt	12/07/15	09/13/07	14,208 18	9,268 33	4,939 85	9,268	4,940
938	Brookfield Asset Mgmt	12/07/15	09/29/08	31,432 24	15,859 53	15,572 71	15,860	15,573
1,147	Canfor Corp	12/07/15	04/24/14	16,501 80	26,256 40	(9,754 60)	26,256	(9,755)
1,817	Canfor Corp	12/07/15	04/25/14	26,141 04	42,012 39	(15,871 35)	42,012	(15,871)
796	Canfor Corp	12/07/15	06/09/14	11,451 99	17,570 53	(6,118 54)	17,571	(6,119)
370	Canfor Corp	12/07/15	06/10/14	5,323 16	8,190 04	(2,866 88)	8,190	(2,867)
474	Canfor Corp	12/07/15	06/11/14	6,819 40	10,490 86	(3,671 46)	10,491	(3,671)
26,544	Capstone Mining Corp	12/07/15	03/26/14	6,087 90	70,544 92	(64,457 02)	70,545	(64,457)
2,081	Capstone Mining Corp	12/07/15	05/23/14	477 28	5,246 85	(4,769 57)	5,247	(4,770)
8,675	Capstone Mining Corp	12/07/15	05/27/14	1,989 62	22,167 64	(20,178 02)	22,168	(20,178)
6,462	Capstone Mining Corp	12/07/15	09/23/14	1,482 07	13,787 41	(12,305 34)	13,787	(12,305)
624	Capstone Mining Corp	12/07/15	10/17/14	143 12	1,156 99	(1,013 87)	1,157	(1,014)
784	CBS Corp	12/07/15	10/31/14	39,277 31	42,271 54	(2,994 23)	42,272	(2,994)
312	CBS Corp	12/07/15	11/11/14	15,630 77	16,146 48	(515 71)	16,146	(516)
418	CK Hutchison Hldgs ADR	12/07/15	05/04/04	5,494 52	508 60	4,985 92	509	4,986
2,394	CK Hutchison Hldgs ADR	12/07/15	05/20/04	31,468 62	921 07	30,547 55	921	30,548
3,420	CK Hutchison Hldgs ADR	12/07/15	06/18/04	44,955 17	2,243 58	42,711 59	2,244	42,712
3,000	CK Hutchison Hldgs Ltd	12/07/15	05/25/06	39,475 74	19,545 28	19,930 45	19,545	19,930
3,000	CK Hutchison Hldgs Ltd	12/07/15	02/05/09	39,475 74	15,468 36	24,007 37	15,468	24,007
3,000	CK Property Ltd	12/07/15	05/25/06	19,728 86	12,273 77	7,455 08	12,274	7,455
3,000	CK Property Ltd	12/07/15	02/05/09	19,728 86	9,713 61	10,015 25	9,714	10,015
809	Comerica Inc	12/07/15	11/09/12	35,657 67	23,064 47	12,593 21	23,064	12,593
603	Comerica Inc	12/07/15	01/31/14	26,577 97	27,898 52	(1,320 55)	27,899	(1,321)
610	Devon Energy Corporation New	12/07/15	04/23/12	22,977 90	40,450 88	(17,472 98)	40,451	(17,473)
135	Devon Energy Corporation New	12/07/15	05/21/12	5,085 27	8,422 28	(3,337 01)	8,422	(3,337)
220	Devon Energy Corporation New	12/07/15	09/04/12	8,287 11	12,659 49	(4,372 38)	12,659	(4,372)
374	Devon Energy Corporation New	12/07/15	09/25/12	14,088 09	22,448 44	(8,360 35)	22,448	(8,360)
210	Devon Energy Corporation New	12/07/15	03/06/13	7,910 42	11,403 46	(3,493 04)	11,403	(3,493)
1,353	General Motors Co	12/07/15	10/31/14	48,808 71	42,552 80	6,255 91	42,553	6,256
3,553	Investor AB	12/07/15	01/31/13	135,086 81	101,535 98	33,550 83	101,536	33,551
2,685	Keycorp	12/07/15	05/12/11	35,334 54	22,858 74	12,475 79	22,859	12,476
296	Pargesa Holding SA Geneve	12/07/15	03/25/11	18,879 34	28,194 69	(9,315 34)	28,195	(9,315)
100	Pargesa Holding SA Geneve	12/07/15	10/25/11	6,378 16	7,773 81	(1,395 65)	7,774	(1,396)
232	Pargesa Holding SA Geneve	12/07/15	03/06/12	14,797 32	16,546 72	(1,749 40)	16,547	(1,749)
118	Pargesa Holding SA Geneve	12/07/15	03/07/12	7,526 23	8,456 50	(930 27)	8,457	(930)
296	Pargesa Holding SA Geneve	12/07/15	03/19/12	18,879 34	22,105 76	(3,226 42)	22,106	(3,226)
34	Pargesa Holding SA Geneve	12/07/15	03/20/12	2,168 57	2,550 89	(382 32)	2,551	(382)
70	Pargesa Holding SA Geneve	12/07/15	03/21/12	4,464 71	5,214 99	(750 28)	5,215	(750)
897	Total SA	12/07/15	12/03/14	41,293 65	51,009 55	(9,715 90)	51,010	(9,716)
5,214	Vodafone Group Plc	12/07/15	12/09/13	17,060 62	36,893 42	(19,832 80)	36,893	(19,833)
5,242	Vodafone Group Plc	12/07/15	01/31/14	17,152 24	35,406 70	(18,254 46)	35,407	(18,254)
8,154	Vodafone Group Plc	12/07/15	04/25/14	26,680 54	29,995 88	(3,315 34)	29,996	(3,315)
709	Weyerhaeuser Co	12/07/15	05/07/10	22,431 50	32,586 38	(10,154 88)	32,586	(10,155)
3,320	Weyerhaeuser Co	12/07/15	09/01/10	105,038 92	51,603 66	53,435 26	51,604	53,435
1,290	Weyerhaeuser Co	12/07/15	06/10/11	40,813 32	26,826 68	13,986 64	26,827	13,987
27	White Mountain Insurance	12/07/15	05/31/12	21,062 99	13,920 00	7,142 99	13,920	7,143

# OF SHARES	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	REVENUE PER BOOKS		REVENUE PER NET INVESTMENT INCOME		
					COST BASIS	GAIN/LOSS	COST BASIS	GAIN/LOSS	
17	White Mountain Insurance	12/07/15	06/01/12	13,261 88	8,771 62	4,490 26	8,772	4,490	
20	White Mountain Insurance	12/07/15	11/08/12	15,602 21	10,192 07	5,410 14	10,192	5,410	
15	White Mountain Insurance	12/07/15	11/13/12	11,701 66	7,655 53	4,046 13	7,656	4,046	
14	White Mountain Insurance	12/07/15	11/14/12	10,921 55	7,144 76	3,776 79	7,145	3,777	
12	White Mountain Insurance	12/07/15	06/24/13	9,361 33	6,898 24	2,463 09	6,898	2,463	
TOTAL					<u>2,292,071</u>	<u>2,108,965</u>	<u>183,106</u>	<u>2,108,965</u>	<u>183,106</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ACCOLADE PARTNERS LP	470.	0.	470.	470.	
APOLLO FUND	866.	0.	866.	866.	
FIRST REPUBLIC BANK	2.	0.	2.	2.	
LOCORR					
MULTI-STRATEGY FUND CLASS I	2,020.	0.	2,020.	2,020.	
MILLBURN EQUITY PARTNERS LLC	90,049.	0.	90,049.	90,049.	
MILLBURN HEDGE FUND	31,054.	0.	31,054.	31,054.	
MILLBURN MCO PARTNERS LP	91,114.	0.	91,114.	91,114.	
MJ WHITMAN	18,694.	0.	18,694.	18,694.	
MJ WHITMAN ADVISORY	49,150.	0.	49,150.	49,150.	
MUTUAL GLOBAL DISCOVERY FUND	1,900.	1,342.	558.	558.	
NCH BALKAN FUND LP	34,645.	0.	34,645.	34,645.	
NESTOR PARTNERS	11,272.	0.	11,272.	11,272.	
SHAREVEST PARTNERS LP	108,375.	0.	108,375.	108,375.	
THIRD AVENUE REAL ESTATE FUND	32,192.	25,687.	6,505.	6,505.	
THIRD AVENUE SMALL CAP FUND	13,965.	13,730.	235.	235.	
THIRD AVENUE VALUE FUND	34,968.	28,321.	6,647.	6,647.	
VANGUARD 500 INDEX FUND	720.	0.	720.	720.	
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	7,865.	0.	7,865.	7,865.	
TO PART I, LINE 4	529,321.	69,080.	460,241.	460,241.	

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	<253,438.>	<253,438.>	
LESS: UBTI FROM INVESTMENTS PARTNERSHIPS	0.	102.	
OTHER MISCELLANEOUS INCOME	923.	34.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<252,515.>	<253,302.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	6,150.	0.		6,150.
TO FORM 990-PF, PG 1, LN 16B	6,150.	0.		6,150.

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	16,733.	16,733.		0.
FEDERAL TAXES	123,169.	0.		0.
TO FORM 990-PF, PG 1, LN 18	139,902.	16,733.		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	223,559.	223,559.		0.
PAYROLL EXPENSES	450.	0.		450.
FILING AND REGISTRATION FEES	1,070.	0.		1,070.
INSURANCE	682.	0.		682.
OFFICE SUPPLIES	2,685.	0.		2,685.
MISCELLANEOUS	675.	0.		26.
TO FORM 990-PF, PG 1, LN 23	229,121.	223,559.		4,913.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MJ WHITMAN-CUSTODIAN	3,471,042.	3,471,042.	
MUTUAL GLOBAL DISCOVERY FUND	21,651.	21,651.	
THIRD AVENUE VALUE FUND	448,763.	448,763.	
THIRD AVENUE SMALL CAP FUND	108,614.	108,614.	
VANGUARD 500 INDEX FUND	34,714.	34,714.	
ARIEL FUND LIMITED	149,239.	149,239.	
THIRD AVENUE REAL ESTATE FUND	606,724.	606,724.	
WHITMAN ADVISORY	0.	0.	
WYNNEFIELD SMALL CAP	439,631.	439,631.	
VANGUARD DEVELOPED MARKETS INDEX ADMIRAL	261,790.	261,790.	
CATALYST/MILLBURN HEDGE STRATEGY I	1,877,285.	1,877,285.	
LOCORR MULTI-STRATEGY FUND CLASS I	85,023.	85,023.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,504,476.	7,504,476.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLTOP PARTNERS LP	FMV	65,802.	65,802.
NESTOR PARTNERS	FMV	5,611,684.	5,611,684.
ACCOLADE PARTNERS LP	FMV	30,738.	30,738.
NCH BALKAN FUND LP	FMV	631,234.	631,234.
MILLBURN HEDGE FUND	FMV	0.	0.
MILLBURN EQUITY PARTNERS LLC	FMV	4,139,844.	4,139,844.

THE BEKER FOUNDATION C/O THE MILLBURN CO

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SHAREVEST PARTNERS LP	FMV	9,095,290.	9,095,290.
MILLBURN MCO PARTNERS LP	FMV	4,639,895.	4,639,895.
APOLLO FUND	FMV	1,276,884.	1,276,884.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,491,371.	25,491,371.

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.

**THE BEKER FOUNDATION**

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12/31/15

Schedule \_\_\_\_\_

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
American Friends of the Israel Museum 500 Fifth Ave., Suite. 2540, New York, NY 10110	Public Charity	General Operations	7,500
American Friends of Dental Volunteers for Israel PO Box 127, New York, NY 10185	Public Charity	General Operations	2,000
American Friends of Shalva 22 W. 38 St., New York NY 10016	Public Charity	General Operations	10,000
American Repertory Theater 64 Brattle St., Cambridge, MA 02138	Public Charity	General Operations	1,885
American Support for Israel (IsraAid) PO Box 3262, Washington, DC 20010	Public Charity	General Operations	1,800
Artbarn Community Theater PO Box 470504, Brookline, MA 02447	Public Charity	General Operations	2,500
Associates of the Boston Public Library 700 Boylston St., Boston, MA 02116	Public Charity	General Operations	1,000
Bay State Learning Center 45 Bullard St., Dedham, MA 02026	Public Charity	General Operations	1,000
Ben Porat Yosef E 243 Frisch Court, Paramus, NJ 07652	Public Charity	General Operations	25,400
Boston Children's Museum 308 Congress St., Boston, MA 02210	Public Charity	General Operations	5,000
Boston Foundation, Committee to Light Comm. Ave. PO Box 990648, Boston, MA 02199	Public Charity	General Operations	2,000
Brandeis University PO Box 9110, Mail Stop 122 Waltham, MA 02254-9110	Public Charity	General Operations	104,000
Bris Avroham 910 Salem Ave., Hillside, NJ 07205	Public Charity	General Operations	1,300
Cape Cod Health Care PO Box 370, Hyannis, MA 02601	Public Charity	General Operations	25,000
Celebrate Israel Parade 225 W. 34 St., Ste. 1607, NYC 10122	Public Charity	General Operations	500

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
Chabad Jewish Center 745 West Main St., Hyannis, MA 02601	Public Charity	General Operations	1,800
Cohen Hillel Academy 6 Community Rd., Marblehead, MA 01945	Public Charity	General Operations	5,000
Combined Jewish Philanthropies 126 High St., Boston, MA 02110	Public Charity	General Operations	110,000
Congregation Kehillath Israel 384 Harvard St., Brookline MA 02446	Public Charity	General Operations	54,000
Cotuit Center for the Arts PO Box 2042, Cotuit, MA 02635	Public Charity	General Operations	2,500
EdenVillage Camp 392 Dennytown Road, Putnam Valley, NY 10579	Public Charity	General Operations	2,500
Frisch School 120 W. Century Rd., Paramus, NJ 07652	Public Charity	General Operations	20,000
Gann Academy 333 Forest Street, Waltham, MA 02452	Public Charity	General Operations	2,500
Gateways 333 Nahanton St. Newton, MA 02459	Public Charity	General Operations	1,000
Harold Grinspoon Foundation 67 Hunt Street, Suite 100, Agawam MA 01001	Public Charity	General Operations	5,000
Harvard University (Dean's Council) 124 Mt. Auburn Street, Cambridge, MA 02138	Public Charity	General Operations	25,000
Hebrew Institute of Riverdale 3700 Henry Hudson Pky., Bronx,, NY 10463	Public Charity	General Operations	18,500
Hillel: Foundation for Jewish Campus Life 800 W. 8th St. NW, Wash. DC 20001	Public Charity	General Operations	50,000
Horizons for Homeless Children 1705 Columbus Ave., Roxbury, MA 02119	Public Charity	General Operations	2,500
Huntington Theater Company 264 Huntington Ave, Boston, MA 02115	Public Charity	General Operations	5,000
Isabella Stewart Gardner Museum 25 Evans Way, Boston, MA 02115	Public Charity	General Operations	15,000

<b>Name and Address</b>	<b>Recipient Status</b>	<b>Purpose</b>	<b>Amount (\$)</b>
JCC Camp Kingswood 333 Nahanton St., Newton MA 02459	Public Charity	General Operations	1,000
JCC of Greater Boston 333 Nahanton St., Newton MA 02459	Public Charity	General Operations	20,000
JCDS 57 Stanley Ave., Watertown, MA 02472	Public Charity	General Operations	25,000
Jewish Center of Boston 146 Marlborough Street, Boston, MA 02116	Public Charity	General Operations	36,000
Jewish Communal Fund 575 Madison Avenue, Suite 703, New York, NY 10022	Public Charity	General Operations	12,500
Jewish Family & Children's Services 1430 Main St., Waltham, MA 02451	Public Charity	General Operations	35,000
Joe Cronin Memorial Jimmy Fund Fishing Tournament P.O. Box 625, Centerville, MA 02632	Public Charity	General Operations	2,000
Keshet 284 Armory Street, Jamaica Plain, MA 02130	Public Charity	General Operations	1,800
Leukemia & Lymphoma Society 61 Broadway, Suite 400, New York, NY 10006	Public Charity	General Operations	250
Lev Chesed Charity Fund 90 Croft Terrace, New Rochelle, NY 10804	Public Charity	General Operations	1,000
Ma'ayan P.O. Box 254, Newton, MA 02464	Public Charity	General Operations	2,300
Maimonides School 34 Philbrick Road, Brookline, MA 02146	Public Charity	General Operations	55,000
Manhattan Theatre Club 311 West 43 St., 11 fl., New York, NY 10036	Public Charity	General Operations	10,000
MassArtCollege of Art & Design 621 Huntington Ave., Boston, MA 02115	Public Charity	General Operations	26,500
Mayyim Hayyim 1838 Washington St., Newton, MA 02466	Public Charity	General Operations	36,000
Metrowest Jewish Day School 50 Pamela Rd., Framingham, MA 01701	Public Charity	General Operations	5,000
Mt. Sinai Schl. of Medicine 5 East 98 St., New York NY 10029	Public Charity	General Operations	162,000

Name and Address	Recipient Status	Purpose	Amount (\$)
My Jewish Learning 70/Faces Media 24 West 30th Street, 4th Floor, New York NY 10001	Public Charity	General Operations	12,000
Nesiya Institute 234 Fifth Ave., Suite 411, New York NY 10001	Public Charity	General Operations	20,000
New York University 70 Washington Sq. So., New York, NY 10012	Public Charity	General Operations	25,000
Ohel Children's Home & Family Services 4510 16th Ave., Brooklyn, NY 11204	Public Charity	General Operations	1,500
PEF Israel Endowment Funds 630 Third Avenue, 15th fl., New York, NY 10017	Public Charity	General Operations	5,000
Riverdale Hatzalah P.O. Box 181, Riverdale Station, NY 10471	Public Charity	General Operations	5,000
Riverdale YM-YWHA 5625 Arlington Ave., Bronx, NY 10471	Public Charity	General Operations	12,500
Room to Grow 142 Berkeley St., Boston 02116	Public Charity	General Operations	2,500
SAR Academy 655 W. 254 St., Bronx, NY 10471	Public Charity	General Operations	50,000
Shady Hill School 178 Coollidge Hill, Cambridge, MA 02138	Public Charity	General Operations	40,000
Shalem Foundation 845 Third Ave., 6 Flr., New York NY 10022	Public Charity	General Operations	200,000
Shalom Hartman Institute of North America One Penn Plaza, Suite 1606, New York, NY 10119	Public Charity	General Operations	2,500
Shomrei Torah 19-10 Morlot Ave., Fair Lawn, NJ 07410	Public Charity	General Operations	6,000
Sinai Special Needs Institute 1600 Queen Anne Rd., Teaneck, NJ 07666	Public Charity	General Operations	10,000
Solomon Schechter Day School 125 Wells Avenue, Newton, MA 02459	Public Charity	General Operations	25,500
UJA-Federation 130 East 59th St., New York, NY 10022	Public Charity	General Operations	500

Name and Address	Recipient Status	Purpose	Amount (\$)
US Friends of Yad Ezra 12A North Airmont Road, Suffern NY, 10901	Public Charity	General Operations	1,000
Washington Square Minyan 207 Mason Terr. #1, Brookline, MA 02446	Public Charity	General Operations	1,800
Wave Hill 675 West 252nd St., Bronx, NY 10471	Public Charity	General Operations	32,500
Windrider Institute PO Box 1640, Eagle, ID 83616	Public Charity	General Operations	10,000
Yad Chesed Fund PO Box 470752, Brookline, MA 02447	Public Charity	General Operations	3,600
Yavneh Academy 155 Fairview Ave., Paramus NJ 07652	Public Charity	General Operations	3,600
YCT Rabbinical School 475 Riverside Dr., #244, New York, NY 10115	Public Charity	General Operations	10,000
Yeshiva University 500 West 185th St., New York, NY 10033	Public Charity	General Operations	10,000
Yeshivat Noam 70 W. Century Rd., Paramus, NJ 07652	Public Charity	General Operations	3,600
Zamir Chorale of Boston PO Box 126, Newton Centre, MA 02459	Public Charity	General Operations	1,000
		<b>TOTAL</b>	<b>1,437,635</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	12/31/15
b FROM PASS-THROUGHS (SEE ATTACHED STATEMENT)	P	VARIOUS	12/31/15
c LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/15
d LESS: CAPITAL GAINS/LOSSES SUBJECT TO UBT	P	VARIOUS	12/31/15
e SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g CAPITAL GAINS DIVIDENDS			
h			
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 533,126.			533,126.
b 1,227,397.			1,227,397.
c		<9,853.>	9,853.
d		8,357.	<8,357.>
e 825,167.		886,175.	<61,008.>
f 2,292,071.		2,108,965.	183,106.
g 69,080.			69,080.
h			
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			533,126.
b			1,227,397.
c			9,853.
d			<8,357.>
e			<61,008.>
f			183,106.
g			69,080.
h			
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	1,953,197.
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