



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2009

Department of the Treasury
 Internal Revenue Service

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

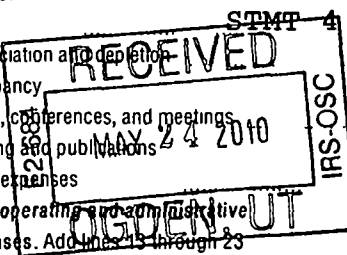
For calendar year **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation VALLIERE FOUNDATION	A Employer identification number 38-3385006
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O BESSEMER TRUST, 630 FIFTH AVENUE	B Telephone number (212) 708-9216
	City or town, state, and ZIP code NEW YORK, NY 10111	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,968,554. (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	42,193.	36,842.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<51,939.>			
b Gross sales price for all assets on line 6a 608,885.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	<9,746.>	36,842.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	4,600.	0.		4,600.
c Other professional fees STMT 3	6,770.	6,770.		0.
17 Interest				
18 Taxes STMT 4	440.	440.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	11,810.	7,210.		4,600.
25 Contributions, gifts, grants paid	100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25	111,810.	7,210.		104,600.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<121,556.>			
b Net investment income (if negative, enter -0-)		29,632.		
c Adjusted net income (if negative, enter -0-)			N/A	

POS... ENVELOPE POSTMARK DATE MAY 17 2010
 SCANNED MAY 27 2010



1
 GUY
 8
 AG

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		33,324.		
	2	Savings and temporary cash investments			78,261.	78,261.
	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 5	1,223,111.	1,355,307.	1,436,584.
	c	Investments - corporate bonds	STMT 6	570,182.	426,128.	453,709.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment; basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ OTHER INVESTMENTS)		154,629.	0.	0.	
16	Total assets (to be completed by all filers)		1,981,246.	1,859,696.	1,968,554.	
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 type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		1,981,246.	1,859,696.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		1,981,246.	1,859,696.		
31	Total liabilities and net assets/fund balances		1,981,246.	1,859,696.		

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	1,981,246.
2	Enter amount from Part I, line 27a	2	<121,556.>
3	Other increases not included in line 2 (itemize) ▶ DUE TO TRUNCATION	3	6.
4	Add lines 1, 2, and 3	4	1,859,696.
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	1,859,696.

Form 990-PF (2009)

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 PUBLICLY TRADED SECURTY	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURTY	P	VARIOUS	VARIOUS
c LITIGATION PROCEED	P	VARIOUS	VARIOUS
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 178,402.		198,643.	<20,241.>
b 429,930.		462,181.	<32,251.>
c 553.			553.
d			
e			

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			<20,241.>
b			<32,251.>
c			553.
d			
e			

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	<51,939.>
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 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))
2008	114,145.	2,113,174.	.054016
2007	105,100.	2,368,747.	.044369
2006	100,700.	2,186,763.	.046050
2005	90,100.	2,048,118.	.043992
2004	98,564.	1,994,221.	.049425

2 Total of line 1, column (d)	2	.237852
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	.047570
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,804,508.
5 Multiply line 4 by line 3	5	85,840.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	296.
7 Add lines 5 and 6	7	86,136.
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	104,600.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	296.
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	296.
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	296.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,115.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,115.	
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	2,819.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,819. Refunded <input checked="" 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 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MI		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► BESSEMER TRUST CO., NA Telephone no. ► (212) 708-9216 Located at ► 630 FIFTH AVE NEW YORK, NEW YORK ZIP+4 ► 10111			
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

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009 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 2009) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD E VALLIERE BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 0111	PRESIDENT, TREASURER 1.00	0.	0.	0.
JUDITH ANN VALLIERE BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 0111	VICE PRESIDENT, SECRETARY 1.00	0.	0.	0.
JENNIFER ANN VALLIERE BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 0111	TRUSTEE 1.00	0.	0.	0.
ELIZABETH NICHOLSON BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 0111	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,775,637.
b	Average of monthly cash balances	1b	56,351.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,831,988.
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	1,831,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,480.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,804,508.
6	Minimum investment return. Enter 5% of line 5	6	90,225.

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	90,225.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	296.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	296.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	89,929.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	89,929.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	89,929.

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	104,600.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,600.
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	296.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	104,304.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				89,929.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			99,591.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 104,600.				
a Applied to 2008, but not more than line 2a			99,591.	
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 2009 distributable amount				5,009.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				84,920.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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).)

NONE

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 of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> DETROIT PROVINCE OF THE SOCIETY OF JESUS 7303 WEST 7 MILE ROAD DETROIT, MI 48221	N/A	PUBLIC CHARITY	GENERAL PURPOSE	25,000.
KINSHIP CENTER 124 RIVER ROAD SALINAS, CA 93908	N/A	PUBLIC CHARITY	GENERAL PURPOSE	32,500.
THE NATIONAL ABILITY CENTER PO BOX 682799 PARK CITY, UT 84068	N/A	PUBLIC CHARITY	GENERAL PURPOSE	42,500.
Total			▶ 3a	100,000.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a: N/A), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (c: 14, d: 42,193.), 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (c: 18, d: <51,939.>), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal (b: 0., d: <9,746.>, e: 0.), 13 Total (b: 0., d: <9,746.>, e: <9,746.>).

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

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

Table with 2 columns: Line No. (with a downward arrow), and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). The table contains multiple empty rows for explanation.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No. Rows 1a(1) through 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

Signature of officer or trustee: Richard C. Valliere, Date: 5/10/10, Title: PRESIDENT. Preparer's signature: Bessmer Trust, Date: 5/13/10, Firm's name: BESSEMER TRUST, 630 FIFTH AVENUE, NEW YORK, NEW YORK 10111. Phone no. 212-708-9100.

Account Details

Report dated December 31, 2009
 Amortized tax cost
 Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
VALLIERE FOUNDATION											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0.0%	\$0	\$0	\$0
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0.0%	\$0	\$0	\$0
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0.0%	\$0	\$0	\$0
Total CASH AVAILABLE					\$0		\$0	0.0%	\$0	\$0	\$0
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		78,261 580	\$1 00	\$78,261	\$1 000	\$78,261	100.0%	\$0	\$117	0.15%
Total CASH EQUIVALENTS					\$78,261		\$78,261	100.0%	\$0	\$117	0.15%
Total CASH AND SHORT TERM											
FIXED INCOME											
US GOVT AND AGENCY BONDS											
153641	FEDERAL HOME LOAN BANK	5.125% 09/10/2010	25,000 000	\$100.83	\$25,208	\$103 280	\$25,820	5.7%	\$611	\$1,281	4.96%
153679	FEDERAL HOME LOAN BANK	4.750% 12/09/2011	75,000 000	\$99.43	\$74,571	\$106 563	\$79,922	17.6%	\$5,350	\$3,562	4.46%
110218	US TREASURY NOTES	4.625% 11/15/2016	71,000 000	\$102.12	\$72,508	\$108 194	\$76,818	16.9%	\$4,309	\$3,283	4.27%
Total US GOVT AND AGENCY BONDS					\$172,287		\$182,560	40.2%	\$10,270	\$8,126	4.45%
MUNICIPAL BONDS											
344402	CLEVELAND OHIO LT GO FGIC	5.250% 08/01/2022	150,000 000	\$106.25	\$159,374	\$114 448	\$171,672	37.8%	\$12,297	\$7,875	4.59%
Total MUNICIPAL BONDS					\$159,374		\$171,672	37.8%	\$12,297	\$7,875	4.59%
CORPORATE BONDS											
200816	MEDTRONIC INC NOTE	04/15/2011	10,000 000	\$95.00	\$9,500	\$101 500	\$10,150	2.2%	\$650	\$150	1.48%
275402	GENERAL ELEC CAP CORP	5.250% 10/19/2012	15,000 000	\$104.57	\$15,686	\$106 420	\$15,963	3.5%	\$276	\$787	4.93%
270595	AMER EXPRESS CREDIT CO	7.300% 08/20/2013	10,000 000	\$99.83	\$9,983	\$112 380	\$11,238	2.5%	\$1,255	\$730	6.50%
200566	NOVARTIS CAPITAL CORP	02/10/2014	15,000 000	\$99.89	\$14,984	\$105 113	\$15,767	3.5%	\$783	\$618	3.92%
200567	PROCTER & GAMBLE CO	02/15/2015	15,000 000	\$99.58	\$14,937	\$102 300	\$15,345	3.4%	\$408	\$525	3.42%
200657	PFIZER INC	03/15/2015	10,000 000	\$99.87	\$9,987	\$109 290	\$10,929	2.4%	\$941	\$535	4.90%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
 As a result there may be instances where market price information may differ from other
 Bessemer reporting systems that utilize finalized market prices

Account Details

Report dated December 31, 2009

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
VALLIERE FOUNDATION											
FIXED INCOME											
CORPORATE BONDS											
600510	TRANSOCEAN INC CONV SER B	12/15/2037	10,000,000	\$93.93	\$9,393	\$96.500	\$9,650	2.1%	\$256	\$150	1.55%
Total CORPORATE BONDS					\$84,470		\$89,042	19.6%	\$4,569	\$3,495	3.93%
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN	03/21/2014	10,000,000	\$99.97	\$9,997	\$104.350	\$10,435	2.3%	\$438	\$400	3.83%
Total INTERNATIONAL BONDS					\$9,997		\$10,435	2.3%	\$438	\$400	3.83%
Total FIXED INCOME					\$426,128		\$453,709	100.0%	\$27,574	\$19,896	4.39%
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
817150	CISCO SYSTEMS INC	17275R102	850,000	\$15.93	\$13,542	\$23.940	\$20,349	4.2%	\$6,806	\$0	0.00%
821020	CORNING INC	219350105	700,000	\$13.56	\$9,492	\$19.310	\$13,517	2.8%	\$4,024	\$140	1.04%
825987	EMC CORP	268648102	850,000	\$12.84	\$10,915	\$17.469	\$14,849	3.1%	\$3,934	\$0	0.00%
836142	GOOGLE INC	38259P508	26,000	\$411.35	\$10,695	\$619.962	\$16,119	3.3%	\$5,424	\$0	0.00%
851360	MICROSOFT CORP	594918104	525,000	\$27.55	\$14,465	\$30.480	\$16,002	3.3%	\$1,536	\$273	1.71%
863118	PAYCHEX INC	704326107	450,000	\$29.64	\$13,338	\$30.640	\$13,788	2.9%	\$449	\$558	4.05%
Total INFORMATION TECHNOLOGY					\$72,447		\$94,624	19.6%	\$22,173	\$971	1.03%
INDUSTRIALS											
829361	FEDEX CORP	31428X106	125,000	\$80.92	\$10,115	\$83.448	\$10,431	2.2%	\$315	\$55	0.53%
841546	ILLINOIS TOOL WORKS INC	452308109	325,000	\$31.59	\$10,267	\$47.988	\$15,596	3.2%	\$5,329	\$403	2.58%
881939	UNITED PARCEL SERVICE CL B	911312106	160,000	\$52.52	\$8,404	\$57.369	\$9,179	1.9%	\$774	\$288	3.14%
882670	UNION PACIFIC CORP	907818108	150,000	\$52.84	\$7,926	\$63.900	\$9,585	2.0%	\$1,658	\$162	1.69%
901201	TYCO INTL LTD NEW	H89128104	425,000	\$35.23	\$14,971	\$35.680	\$15,164	3.1%	\$192	\$340	2.24%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	400,000	\$35.73	\$14,291	\$35.740	\$14,296	3.0%	\$4	\$112	0.78%
Total INDUSTRIALS					\$65,974		\$74,251	15.4%	\$8,272	\$1,360	1.83%
HEALTH CARE											

Market prices are updated nightly and therefore will not reflect pricing changes made intraday. As a result there may be instances where market price information may differ from other Bessemer reporting systems that utilize finalized market prices.

Report dated December 31, 2009

Amortized tax cost
Trade date basis

Account Details

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
VALLIERE FOUNDATION											
U.S. LARGE CAP											
HEALTH CARE											
815323	CELGENE CORP	151020104	305 000	\$37.89	\$11,555	\$55,679	\$16,982	3.5%	\$5,426	\$0	0.00%
843800	JOHNSON & JOHNSON	478160104	150 000	\$53.74	\$8,061	\$64,407	\$9,661	2.0%	\$1,600	\$294	3.04%
864075	PFIZER INC	717081103	725 000	\$17.29	\$12,532	\$18,189	\$13,187	2.7%	\$655	\$522	3.96%
880100	THERMO FISHER SCIENTIFIC	883556102	200 000	\$40.84	\$8,167	\$47,690	\$9,538	2.0%	\$1,370	\$0	0.00%
958901	TEVA PHARM INDS LTD ADR	881624209	275 000	\$47.11	\$12,954	\$56,178	\$15,449	3.2%	\$2,495	\$132	0.85%
Total HEALTH CARE					\$53,269		\$64,817	13.4%	\$11,546	\$948	1.46%
FINANCIALS											
803330	AMERICAN EXPRESS	025816109	425 000	\$29.80	\$12,663	\$40,520	\$17,221	3.6%	\$4,557	\$306	1.78%
843894	JPMORGAN CHASE & CO	46625H100	375 000	\$42.89	\$16,082	\$41,689	\$15,626	3.2%	(\$456)	\$75	0.48%
854169	MORGAN STANLEY GRP INC	617446448	525 000	\$30.01	\$15,753	\$29,600	\$15,540	3.2%	(\$213)	\$105	0.68%
878279	T ROWE PRICE GROUP INC	74144T108	250,000	\$41.16	\$10,291	\$53,248	\$13,312	2.8%	\$3,021	\$250	1.88%
Total FINANCIALS					\$54,789		\$61,699	12.8%	\$6,909	\$736	1.19%
CONSUMER STAPLES											
866630	PROCTER & GAMBLE CO	742718109	325 000	\$68.06	\$22,118	\$60,628	\$19,704	4.1%	(\$2,413)	\$572	2.90%
886463	WAL-MART STORES INC	931142103	290,000	\$47.06	\$13,647	\$53,448	\$15,500	3.2%	\$1,852	\$316	2.04%
Total CONSUMER STAPLES					\$35,765		\$35,204	7.3%	(\$561)	\$888	2.52%
MATERIALS											
824450	DOW CHEMICAL	260543103	525 000	\$26.58	\$13,957	\$27,629	\$14,505	3.0%	\$548	\$315	2.17%
842900	INTERNATIONAL PAPER	460146103	800 000	\$24.09	\$19,269	\$26,780	\$21,424	4.4%	\$2,154	\$80	0.37%
Total MATERIALS					\$33,226		\$35,929	7.4%	\$2,702	\$395	1.10%
CONSUMER DISCRETIONARY											
823615	DISNEY (WALT) HOLDING CO	254687106	370 000	\$17.49	\$6,473	\$32,249	\$11,932	2.5%	\$5,458	\$129	1.08%
845207	KOHL'S CORP	500255104	250 000	\$35.21	\$8,802	\$53,928	\$13,482	2.8%	\$4,679	\$0	0.00%
847586	LOWES COS INC	548661107	650 000	\$21.67	\$14,086	\$23,389	\$15,203	3.2%	\$1,116	\$234	1.54%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday. As a result there may be instances where market price information may differ from other Bessemer reporting systems that utilize finalized market prices.

Report dated December 31, 2009

Account Details

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
VALLIERE FOUNDATION											
U.S. LARGE CAP											
CONSUMER DISCRETIONARY											
876205	STAPLES INC	855030102	650 000	\$23 47	\$15,258	\$24 589	\$15,983	3 3%	\$725	\$214	1 34%
Total CONSUMER DISCRETIONARY					\$44,619		\$56,600	11.7%	\$11,978	\$577	1.02%
ENERGY											
806043	APACHE CORP	037411105	130 000	\$80 49	\$10,464	\$103 169	\$13,412	2 8%	\$2,947	\$78	0 58%
826663	EOG RES INC	26875P101	190 000	\$65 84	\$12,509	\$97 300	\$18,487	3 8%	\$5,977	\$110	0 60%
839788	HESS CORP	42809H107	245 000	\$54 75	\$13,414	\$60 498	\$14,822	3 1%	\$1,408	\$98	0 66%
967854	WEATHERFORD INTL LTD	H27013103	700 000	\$16 78	\$11,748	\$17 910	\$12,537	2 6%	\$788	\$0	0 00%
Total ENERGY					\$48,135		\$59,258	12.3%	\$11,120	\$286	0.48%
Total U.S. LARGE CAP					\$408,224		\$482,382	100.0%	\$74,139	\$6,161	1.28%
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	24,538 713	\$10 23	\$250,971	\$9 300	\$228,210	100 0%	(\$22,761)	\$3,214	1 41%
Total NON-U.S. LARGE CAP FUNDS					\$250,971		\$228,210	100.0%	(\$22,761)	\$3,214	1.41%
Total NON-U.S. LARGE CAP					\$250,971		\$228,210	100.0%	(\$22,761)	\$3,214	1.41%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	21,673 126	\$10 23	\$221,805	\$12 770	\$276,765	100 0%	\$54,959	\$2,254	0 81%
Total GLOBAL SMALL & MID CAP FUNDS					\$221,805		\$276,765	100.0%	\$54,959	\$2,254	0.81%
Total GLOBAL SMALL & MID CAP					\$221,805		\$276,765	100.0%	\$54,959	\$2,254	0.81%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPITIES FD	680414802	44,095 928	\$7 38	\$325,609	\$7 070	\$311,758	100 0%	(\$13,850)	\$7,408	2 38%
Total GLOBAL OPPORTUNITIES FUNDS					\$325,609		\$311,758	100.0%	(\$13,850)	\$7,408	2.38%
Total GLOBAL OPPORTUNITIES					\$325,609		\$311,758	100.0%	(\$13,850)	\$7,408	2.38%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Account Details

Report dated December 31, 2009

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
VALLIERE FOUNDATION										
REAL RETURN/COMMODITIES										
REAL RETURN FUNDS										
860093	OLD WESTBURY REAL RETRN FD	680414703	13,942,097	\$10.67	\$148,698	\$137,469	100.0%	(\$11,229)	\$1,212	0.88%
Total REAL RETURN FUNDS					\$148,698	\$137,469	100.0%	(\$11,229)	\$1,212	0.88%
Total REAL RETURN/COMMODITIES					\$148,698	\$137,469	100.0%	(\$11,229)	\$1,212	0.88%
Total					\$1,859,696	\$1,968,554		\$108,832	\$40,262	2.05%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday. As a result there may be instances where market price information may differ from other Bessemer reporting systems that utilize finalized market prices.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BESSEMER TRUST	42,193.	0.	42,193.	
TOTAL TO FM 990-PF, PART I, LN 4	42,193.	0.	42,193.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX & FINANCIAL SERVICES FEE	4,600.	0.		4,600.	
TO FORM 990-PF, PG 1, LN 16B	4,600.	0.		4,600.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEE	6,770.	6,770.		0.	
TO FORM 990-PF, PG 1, LN 16C	6,770.	6,770.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	440.	440.		0.	
TO FORM 990-PF, PG 1, LN 18	440.	440.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	1,355,307.	1,436,584.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,355,307.	1,436,584.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	426,128.	453,709.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	426,128.	453,709.	