Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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
CHARLOTTE & EDWARD K WHEELER FOUNDATION

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

City or town, state, and ZIP code
NEW YORK, NY 10111

A Employer identification number
52-1503237

B Telephone number
212 708-9100

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 ▶ [ ]

H Check type of organization: [X] 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) ▶$ 2,495,134.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	55,792.	55,611.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-59,911.			
	b Gross sales price for all assets on line 6a 624,683.				
	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	-4,119.	55,611.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,750.	0.		2,750.
	c Other professional fees STMT 3	12,939.	12,939.		0.
	17 Interest				
	18 Taxes STMT 4	562.	562.		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	16,251.	13,501.		2,750.
	25 Contributions, gifts, grants paid	136,196.			136,196.
	26 **Total expenses and disbursements.** Add lines 24 and 25	152,447.	13,501.		138,946.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-156,566.			
	b **Net investment income** (if negative, enter -0-)		42,110.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 24 2010
OGDEN, UT
IRS-OSC
E264

ENVELOPE POSTMARK DATE MAY 17 2010

SCANNED MAY 27 2010

12 NS
G14

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,000.	5,000.	5,000.
	2 Savings and temporary cash investments	93,294.	43,608.	43,608.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	655,759.	545,481.	627,525.
	b Investments - corporate stock STMT 6	1,758,433.	1,761,831.	1,819,001.
	c Investments - corporate bonds			
	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 ▶)			
	16 Total assets (to be completed by all filers)	2,512,486.	2,355,920.	2,495,134.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,512,486.	2,355,920.	
	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	2,512,486.	2,355,920.	
	31 Total liabilities and net assets/fund balances	2,512,486.	2,355,920.	

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	2,512,486.
2	Enter amount from Part I, line 27a	2	-156,566.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,355,920.
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	2,355,920.

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 SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	624,683.		684,594.	-59,911.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-59,911.
b				
c				
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 -59,911.

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	168,288.	2,681,429.	.062761
2007	202,735.	3,084,927.	.065718
2006	158,723.	2,911,641.	.054513
2005	155,127.	2,767,079.	.056062
2004	128,206.	2,780,913.	.046102

2	Total of line 1, column (d)	2	.285156
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	.057031
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,314,348.
5	Multiply line 4 by line 3	5	131,990.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	421.
7	Add lines 5 and 6	7	132,411.
8	Enter qualifying distributions from Part XII, line 4	8	138,946.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	421.
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	421.
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	421.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,628.		
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	1,628.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,207.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,207.	**Refunded** ▶		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C/O BESSEMER TRUST Telephone no. ▶ 212 708-9100

Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Form **990-PF** (2009)

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
IAN K SNOW 655 PARK AVENUE, APT. 3D NEW YORK, NY 10021	TREASURER & SECRETARY 0.00	0.	0.	0.
KENDALL WHEELER 5201 NORWAY DRIVE CHEVY CHASE, MD 20815	PRESIDENT 0.00	0.	0.	0.
FREDERICA JOHNSON 6700 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	CHAIRMAN 0.00	0.	0.	0.

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

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

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

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

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

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

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

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

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

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

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	126,150.
b	Average of monthly cash balances			1b	2,223,442.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,349,592.
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	2,349,592.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	35,244.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,314,348.
6	**Minimum investment return.** Enter 5% of line 5			6	115,717.

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	~~115,717.~~
2a	Tax on investment income for 2009 from Part VI, line 5	2a	421.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	421.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	115,296.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	115,296.
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	115,296.

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	138,946.
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	138,946.
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	421.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	138,525.

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				115,296.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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 43,850.				
f Total of lines 3a through e	43,850.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 138,946.				
a Applied to 2008, 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)	138,946.			
d Applied to 2009 distributable amount				0.
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).)	43,850.			43,850.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	138,946.			
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				71,446.
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	138,946.			
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 138,946.				

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ [X] 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:

IAN SNOW C/O RIPPLEWOOD HOLDINGS
ONE ROCKEFELLER PLAZA, 32ND FL, NEW YORK, NY 10020

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

TYPED WRITTEN FORMAT; ALL APPLICATIONS SHOULD SPECIFY THE APPROPRIATE USES

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED		PUBLIC CHARITY		136,196.
Total			▶ 3a	136,196.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	55,792.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-59,911.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-4,119.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -4,119.

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

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

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

923621 02-02-10

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee 11/30/10 Date ▶ Trustee Title

Paid Preparer's Use Only

Preparer's signature ▶ Kopach	Date 11/27/10	Check if self-employed ▶ ☐	Preparer's identifying number P00961267
Firm's name (or yours if self employed), address, and ZIP code ▶ BESSEMER TRUST 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333		EIN ▶	
		Phone no. 212-708-9100	

Form 990-PF (2009)

923622 02-02-10

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
C. AND E. WHEELER FOUNDATION											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0.00	$0	$0 000	$0	0 0%	$0	$0	
999996	NET CASH		0 000	$0 00	$0	$0 000	$0	0.0%	$0	$0	
Total CASH AVAILABLE					**$0**		**$0**	**0.0%**	**$0**	**$0**	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		43,608 010	$1 00	$43,608	$1 000	$43,608	100 0%	$0	$65	0 15%
Total CASH EQUIVALENTS					**$43,608**		**$43,608**	**100.0%**	**$0**	**$65**	**0.15%**
Total CASH AND SHORT TERM					**$43,608**		**$43,608**	**100 0%**	**$0**	**$65**	**0.15%**
FIXED INCOME											
US GOVT AND AGENCY BONDS											
153585	FEDERAL HOME LOAN BANK 5 250% 06/10/2011	3133XFJY3	175,000 000	$99 41	$173,974	$105 906	$185,335	31 6%	$11,361	$9,187	4 96%
154109	FEDERAL HOME LOAN BANK 3 750% 06/14/2013	3133XR5U0	100,000 000	$99 51	$99,509	$105 156	$105,156	17 9%	$5,647	$3,750	3 57%
110218	US TREASURY NOTES 4 625% 11/15/2016	912828FY1	153,000 000	$102.72	$157,168	$108 195	$165,538	28 2%	$8,369	$7,076	4 27%
Total US GOVT AND AGENCY BONDS					**$430,651**		**$456,029**	**77.7%**	**$25,377**	**$20,013**	**4.39%**
CORPORATE BONDS											
200816	MEDTRONIC INC NOTE 04/15/2011	585055AL0	15,000 000	$95 00	$14,250	$101 500	$15,225	2 6%	$975	$225	1 48%
276402	GENERAL ELEC CAP CORP 5 250% 10/19/2012	36962G3K8	20,000 000	$104 58	$20,915	$106 420	$21,284	3 6%	$368	$1,050	4 93%
270595	AMER EXPRESS CREDIT CO 7 300% 08/20/2013	0258M0CY3	15,000 000	$99.83	$14,975	$112 387	$16,858	2.9%	$1,882	$1,095	6 50%
200566	NOVARTIS CAPITAL CORP 02/10/2014	66989HAA6	15,000 000	$99 89	$14,984	$105.113	$15,767	2 7%	$783	$618	3 92%
200567	PROCTER & GAMBLE CO 02/15/2015	742718DM8	15,000 000	$99 58	$14,937	$102 300	$15,345	2 6%	$408	$525	3 42%
200657	PFIZER INC 03/15/2015	717081DA8	15,000 000	$99 87	$14,981	$109 287	$16,393	2.8%	$1,412	$802	4.89%
600510	TRANSOCEAN INC CONV SER B 12/15/2037	893830AV1	15,000 000	$93 93	$14,090	$96 500	$14,475	2 5%	$384	$225	1 55%
Total CORPORATE BONDS					**$109,132**		**$115,347**	**19.6%**	**$6,212**	**$4,540**	**3.94%**
INTERNATIONAL BONDS											

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

Bessemer Trust

Account Details

C. AND E. WHEELER FOUNDATION

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
FIXED INCOME												
INTERNATIONAL BONDS												
600464	SHELL INTERNATIONAL FIN	03/21/2014	822582AF9	15,000 000	$99 97	$14,995	$104 347	$15,652	2 7%	$657	$600	3 83%
Total INTERNATIONAL BONDS						**$14,995**		**$15,652**	**2.7%**	**$657**	**$600**	**3.83%**
Total FIXED INCOME						**$554,778**		**$587,028**	**100.0%**	**$32,246**	**$25,153**	**4.28%**
U.S. LARGE CAP												
INFORMATION TECHNOLOGY												
817150	CISCO SYSTEMS INC		17275R102	1,145 000	$19 66	$22,509	$23 940	$27,411	4 4%	$4,901	$0	0 00%
821020	CORNING INC		219350105	850 000	$14 89	$12,655	$19 309	$16,413	2 6%	$3,757	$170	1.04%
825987	EMC CORP		268648102	1,100 000	$12 92	$14,214	$17 470	$19,217	3 1%	$5,002	$0	0 00%
836142	GOOGLE INC		38259P508	32 000	$411 34	$13,163	$619 969	$19,839	3 2%	$6,675	$0	0 00%
851360	MICROSOFT CORP		594918104	675 000	$27 59	$18,621	$30 480	$20,574	3 3%	$1,952	$351	1 71%
863118	PAYCHEX INC		704326107	625 000	$29 83	$18,641	$30 640	$19,150	3 1%	$508	$775	4 05%
Total INFORMATION TECHNOLOGY						**$99,803**		**$122,604**	**19.5%**	**$22,795**	**$1,296**	**1.06%**
INDUSTRIALS												
829361	FEDEX CORP		31428X106	150 000	$80.76	$12,114	$83 447	$12,517	2 0%	$402	$66	0 53%
841546	ILLINOIS TOOL WORKS INC		452308109	425 000	$32 03	$13,611	$47 988	$20,395	3 3%	$6,784	$527	2.58%
881939	UNITED PARCEL SERVICE CL B		911312106	200 000	$52 68	$10,536	$57 370	$11,474	1 8%	$937	$360	3.14%
882670	UNION PACIFIC CORP		907818108	200 000	$52.80	$10,559	$63 900	$12,780	2 0%	$2,220	$216	1 69%
901201	TYCO INTL LTD NEW		H89128104	525 000	$35 13	$18,442	$35 680	$18,732	3 0%	$289	$420	2 24%
902026	INGERSOLL-RAND PUBLIC LTD		G47791101	550 000	$35 90	$19,746	$35 740	$19,657	3 1%	($89)	$154	0 78%
Total INDUSTRIALS						**$85,008**		**$95,555**	**15.2%**	**$10,543**	**$1,743**	**1.82%**
HEALTH CARE												
815323	CELGENE CORP		151020104	380 000	$36 73	$13,956	$55 679	$21,158	3 4%	$7,202	$0	0.00%
843800	JOHNSON & JOHNSON		478160104	189 000	$50 83	$9,606	$64 407	$12,173	1 9%	$2,567	$370	3 04%
864075	PFIZER INC		717081103	950 000	$17 29	$16,428	$18 189	$17,280	2 8%	$852	$684	3 96%

Account Details

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

C AND E. WHEELER FOUNDATION

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
U.S. LARGE CAP											
HEALTH CARE											
880100	THERMO FISHER SCIENTIFIC	883556102	280 000	$40 39	$11,309	$47.689	$13,353	2 1%	$2,043	$0	0 00%
958901	TEVA PHARM INDS LTD ADR	881624209	350 000	$46 98	$16,442	$56 180	$19,663	3.1%	$3,220	$168	0 85%
Total HEALTH CARE					**$67,741**		**$83,627**	**13.3%**	**$15,884**	**$1,222**	**1.46%**
FINANCIALS											
803330	AMERICAN EXPRESS	025816109	550 000	$38 99	$21,444	$40 520	$22,286	3 6%	$841	$396	1 78%
843894	JPMORGAN CHASE & CO	46625H100	500.000	$42 60	$21,299	$41.670	$20,835	3 3%	($464)	$100	0 48%
854169	MORGAN STANLEY GRP INC	617446448	700 000	$30 11	$21,080	$29 600	$20,720	3 3%	($360)	$140	0 68%
878279	T ROWE PRICE GROUP INC	74144T108	350 000	$41 26	$14,441	$53 249	$18,637	3 0%	$4,195	$350	1 88%
Total FINANCIALS					**$78,264**		**$82,478**	**13.1%**	**$4,212**	**$986**	**1.20%**
CONSUMER STAPLES											
866630	PROCTER & GAMBLE CO	742718109	435 000	$68 14	$29,642	$60 630	$26,374	4 2%	($3,268)	$765	2 90%
886463	WAL-MART STORES INC	931142103	390 000	$46 93	$18,304	$53.449	$20,845	3 3%	$2,541	$425	2 04%
Total CONSUMER STAPLES					**$47,946**		**$47,219**	**7.5%**	**($727)**	**$1,190**	**2.52%**
MATERIALS											
824450	DOW CHEMICAL	260543103	725 000	$26 67	$19,339	$27 629	$20,031	3 2%	$692	$435	2 17%
842900	INTERNATIONAL PAPER	460146103	1,000 000	$24 55	$24,553	$26 780	$26,780	4 3%	$2,226	$100	0 37%
Total MATERIALS					**$43,892**		**$46,811**	**7.5%**	**$2,918**	**$535**	**1.14%**
CONSUMER DISCRETIONARY											
823615	DISNEY (WALT) HOLDING CO	254687106	500 000	$24 10	$12,050	$32 250	$16,125	2.6%	$4,074	$175	1 09%
845207	KOHL'S CORP	500255104	300 000	$35 62	$10,687	$53 930	$16,179	2 6%	$5,491	$0	0.00%
847586	LOWES COS INC	548661107	800 000	$21 77	$17,416	$23 390	$18,712	3 0%	$1,295	$288	1 54%
876205	STAPLES INC	855030102	825 000	$23 27	$19,195	$24 589	$20,286	3 2%	$1,091	$272	1 34%
Total CONSUMER DISCRETIONARY					**$59,348**		**$71,302**	**11.4%**	**$11,951**	**$735**	**1.03%**
ENERGY											

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
C. AND E. WHEELER FOUNDATION											
U.S. LARGE CAP											
ENERGY											
806043	APACHE CORP	037411105	175 000	$80 64	$14,112	$103 166	$18,054	2 9%	$3,941	$105	0 58%
826663	EOG RES INC	26875P101	255 000	$66.02	$16,835	$97 298	$24,811	4 0%	$7,976	$147	0 59%
839788	HESS CORP	42809H107	325 000	$54 79	$17,807	$60 498	$19,662	3 1%	$1,855	$130	0.66%
967854	WEATHERFORD INTL LTD	H27013103	860 000	$17 12	$14,725	$17 909	$15,402	2.5%	$677	$0	0 00%
Total ENERGY					**$63,479**		**$77,929**	**12.4%**	**$14,449**	**$382**	**0.49%**
Total U.S. LARGE CAP					**$545,481**		**$627,525**	**100.0%**	**$82,025**	**$8,089**	**1.29%**
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	34,074 735	$10 16	$346,187	$9 300	$316,895	100 0%	($29,292)	$4,463	1 41%
Total NON-U.S. LARGE CAP FUNDS					**$346,187**		**$316,895**	**100.0%**	**($29,292)**	**$4,463**	**1.41%**
Total NON-U.S. LARGE CAP					**$346,187**		**$316,895**	**100 0%**	**($29,292)**	**$4,463**	**1.41%**
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	32,295 629	$10 27	$331,807	$12 770	$412,415	100 0%	$80,608	$3,358	0 81%
Total GLOBAL SMALL & MID CAP FUNDS					**$331,807**		**$412,415**	**100.0%**	**$80,608**	**$3,358**	**0.81%**
Total GLOBAL SMALL & MID CAP					**$331,807**		**$412,415**	**100.0%**	**$80,608**	**$3,358**	**0.81%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPTIES FD	680414802	48,324 494	$7 47	$360,980	$7 070	$341,654	100 0%	($19,325)	$8,118	2 38%
Total GLOBAL OPPORTUNITIES FUNDS					**$360,980**		**$341,654**	**100.0%**	**($19,325)**	**$8,118**	**2.38%**
Total GLOBAL OPPORTUNITIES					**$360,980**		**$341,654**	**100.0%**	**($19,325)**	**$8,118**	**2.38%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											

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 run on Mar 6, 2010 by KOPACH
Version GP8 4 1 0

Bessemer Trust

Account Details

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

C. AND E. WHEELER FOUNDATION

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
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	16,329 601	$10 29	$168,079	$9 860	$161,009	100 0%	($7,069)	$1,420	0 88%
Total REAL RETURN FUNDS					**$168,079**		**$161,009**	**100.0%**	**($7,069)**	**$1,420**	**0.88%**
Total REAL RETURN/COMMODITIES					**$168,079**		**$161,009**	**100.0%**	**($7,069)**	**$1,420**	**0.88%**
Total					**$2,350,920**		**$2,490,134**		**$139,193**	**$50,666**	**2.03%**
		Checking Account			5000		5000				
					2,355,920		2,495,134				

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 run on Mar 6, 2010 by KOPACH
Version GP8 4 1 0

CHARLOTTE & EDWARD K WHEELER FOUNDATION

FORM 990-PF
EIN 52-1503237
TAX PERIOD ENDED 12/31/09

Supplemental Schedule of Information

Part XIII, Undistributed Income, Line 4c

Election Under IRC REG. Sec. 53-4942(a)-3(d)(2)

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the Charlotte & Edward K Wheeler Foundation hereby elects to treat as a current year's qualifying distributions in excess of the immediately preceding year's undistributed income as being made out of corpus.

Signature

Ian Snow
Name

Trustee
Title

C and E Wheeler Foundation
A/C # 8G6016
EIN: 52-1503237
TAX YEAR ENDED: 12/31/08

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

DONEE		AMOUNT
AIKEN BLUEGRASS FESTIVAL Aiken, SC 29801		(500.00)
AIKEN SPCA 401 Wire Rd. Aiken, SC 29801		(2,000.00)
AMERICAN LEGION Washington, DC		(300.00)
ANN NORTON SCULPTURE GARDEN West Palm Beach, FL 33401		(2,500.00)
BIG BROTHER BIG SISTER PARK COUNTY Livingston, MT 59047		(1,000.00)
BONE MARROW FOUNDATION New York, NY 10028		(1,580.00)
BOYS CLUB OF NEW YORK 321 E 111th St New York, NY 10029		(700.00)
BURTON K. WHEELER CENTER 1102 S. 6th, P.O. Box 170590 Bozeman, MT 59717		(21,500.00)
CM RUSSELL MUSEUM 400 13th Street North Great Falls, MT 59401		(500.00)

COLD SPRING HARBOR LAB Cold Spring Harbor, NY 11724		(1,500.00)
CONSERVATION FUND OF MONTANA Missoula, MT 59802		(750.00)
CRAZY MOUNTAIN PRODUCTIONS PO Box 58, Livingston, MT 59047		(5,000.00)
CREADLE SCHOOL OF ART 600 St. Andrews Boulevard Winter Park, Florida 32792		(1,000.00)
DANA-FARBER CANCER INSTITUTE 10 Brookline Place West, 6th floor Brookline, MA 02445-7226		(500.00)
DARTMOUTH COLLEGE ALUMNI 6068 Blunt Alumni Center Hanover, NH 03755		(500.00)
EQUINE RESCUE OF AIKEN 532 Glenwood Dr Aiken, SC 29803		(2,000.00)
EVERGLADES PREPARATORY ACADEMY West Palm Beach, FL 33401		(500.00)
FORD'S THEATER SOCIETY 511 10th Street, NW Washington, D.C. 20004		(3,000.00)
FRIENDS OF ARK Port Aransas, Tx 78373		(3,288.00)
GLACIER FUND P.O. Box 5600 540 Wisconsin Avenue, Washington, DC		(7,000.00)

GLADES ACADEMY OF AGRICULTURE AND ECOLOGICAL STUDIES West Palm Beach, FL 33401		(2,500.00)
HILLWOOD MUSEUM & GARDENS FOUNDATION 4155 Linnean Avenue, NW Washington, D.C. 20008		(500.00)
HITCHCOCK WOODS FOUNDATION PO Box 1702 Aiken, SC 29802		(500.00)
HOCKADAY MUSEUM OF ART 302 Second Ave East, Kalispell, Montana, 59901		(1,000.00)
HOPE HOUSE OF COLORADO Arvada, CO 80006		(1,500.00)
JULLIARD IN AIKEN 910 Dougherty Rd Aiken , SC 29803		(500.00)
KELLOGG SCHOOL OF MANAGEMENT 2001 Sheridan Rd Evanston, IL 60208		(500.00)
KRAVIS CENTER 701 Okeechobee Boulevard West Palm Beach, FL 33401		(1,000.00)
LENOX HILL NEIGHBORHOOD HOUSE 331 East 70th Street New York, NY 10021		(7,088.00)
LIVINGSTON EDUCATION FOUNDATION P.O Box 14 Livingston, MT 59047		(9,500.00)
LIVINGSTON YOUTH SOCCER ASSOCIATION 503 N 10th Livingston, MT 59047		(4,500.00)

MADEIRA SCHOOL McLean, VA 22102		(1,000.00)
MADISON BOYS & GIRLS CLUB New York, NY 10118		(160.00)
MCNAIR SKATE PARK 414 East Callender Street Livingston MT 59047		(1,000.00)
MESDA 600 South Main St Winston-Salem NC 27101		(1,000.00)
MIDDLEBURY COLLEGE 5405 Middlebury College Middlebury, VT 05753		(2,000.00)
MILITARY ORDER OF THE PURPLE HEART Annandale, VA 22003		(1,000.00)
MONTANA HISTORICAL SOCIETY 225 N. Roberts P.O. Box 201201, Helena, MT 59620		(3,500.00)
MUSEUM OF THE CITY OF NEW YORK 1220 Fifth Ave New York, NY 10128		(1,540.00)
MUSEUM OF THE ROCKIES 600 West Kagy Boulevard Bozeman, MT 59717		(500.00)
NATIONAL GALLERY OF ART 2000B South Club Drive Landover, MD 20785		(10,000.00)
NATIONAL PARK FOUNDATION 11 Dupont Circle, NW, Suite 600 Washington, DC 20036		(6,700.00)

NORTON MUSEUM OF ART West Palm Beach, FL 33401		(1,000.00)
OLD WESTBURY GARDENS 71 Old Westbury Road Old Westbury, NY 11568		(3,330.00)
PARK COUNTY ENVIRONMENTAL COUNCIL (PCEC) P.O. Box 164 Livingston, MT 59047		(500.00)
PRESERVATION FOUNDATION OF PALM BEACH 311 Peruvian Ave Palm Beach, FL 33480		(1,000.00)
SMITHSONIAN AMERICAN ART MUSEUM 8th and F Streets N.W. Washington, DC		(1,500.00)
SOCIETY OF THE FOUR ARTS 2 Four Arts Plaza Palm Beach, FL 33480		(1,000.00)
SONORAN INSTITUTE Tucson, AZ 85710		(750.00)
STAR RIDING INC New York, NY		(1,500.00)
SULGRAVE CLUB Washington DC 20036		(500.00)
THE RED CROSS Headquarters 2025 E Street NW Washington, DC 20006		(1,000.00)
THE SOCIETY OF MEM. SLOAN KETTERING 1275 York Avenue New York, NY 10065		(4,010.00)

THUNDERBIRD THE GARVIN SCHOOL OF INTL' MGMT. 15249 North 59th Avenue Glendale, AZ 85306		(1,000.00)
VASSAR COLLEGE 124 Raymond Ave. Poughkeepsie, NY 12604		(500.00)
WADSWORTH SULGRAVE HISTORIC PRESERVATION Washington, DC 20036		(500.00)
WASHINGTON ANIMAL RESCUE LEAGUE 71 Oglethorpe St NW Washington, DC 20011		(1,000.00)
YELLOWSTONE BALLET COMPANY 109 S B St Livingston, MT 59047		(4,000.00)

Total: **(136,196.00)**

** All contributions were made to aid and assist the various donees in the function for which they have been granted tax exempt status.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST 8G6016	55,792.	0.	55,792.
TOTAL TO FM 990-PF, PART I, LN 4	55,792.	0.	55,792.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	2,750.	0.		2,750.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		2,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES-BESSEMER TRUST	12,939.	12,939.		0.
TO FORM 990-PF, PG 1, LN 16C	12,939.	12,939.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	562.	562.		0.
TO FORM 990-PF, PG 1, LN 18	562.	562.		0.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		545,481.	627,525.
TOTAL U.S. GOVERNMENT OBLIGATIONS			545,481.	627,525.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			545,481.	627,525.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,761,831.	1,819,001.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,761,831.	1,819,001.