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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2010

Department of the Treasury  
Internal Revenue Service

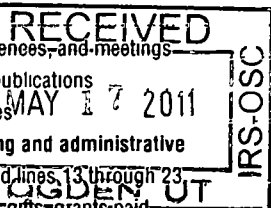
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, 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

|                                                                                                                                                                                                                                                  |                                                                                                                                                 |                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>CHARLOTTE &amp; EDWARD K WHEELER FOUNDATION</b>                                                                                                                                                                         |                                                                                                                                                 | A Employer identification number<br><b>52-1503237</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>C/O BESSEMER TRUST, 630 FIFTH AVENUE</b>                                                                                                                  | Room/suite                                                                                                                                      | B Telephone number<br><b>212 708-9100</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>NEW YORK, NY 10111</b>                                                                                                                                                                                   |                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                                                                 | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year<br>(from Part II, col (c), line 16)<br><b>\$ 2,623,023.</b> (Part I, column (d) must be on cash basis.)                                                                                         | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><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"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(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                                                                                                           |  | 71,513.                            | 71,355.                   |                         | STATEMENT 1                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 66,230.                            |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>754,542.</b>                                                                                      |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 66,230.                   |                         |                                                             |
| 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                                                                                                                   |  | 137,743.                           | 137,585.                  |                         |                                                             |
| 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                                                                                                                   |  | 12,369.                            | 12,369.                   |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 4                                                                                                                                    |  | 464.                               | 464.                      |                         | 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                                                                            |  | 15,583.                            | 12,833.                   |                         | 2,750.                                                      |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 154,751.                           |                           |                         | 154,751.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 170,334.                           | 12,833.                   |                         | 157,501.                                                    |
| 27 Subtract line 26 from line 12                                                                                                                   |  | -32,591.                           |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  |                                    | 124,752.                  |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |



**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 |
| <b>Assets</b>                                           | 1 Cash - non-interest-bearing                                                                                               | 5,000.            | 5,000.            | 5,000.                |
|                                                         | 2 Savings and temporary cash investments                                                                                    | 43,608.           | 182,129.          | 182,129.              |
|                                                         | 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 6                                                              | 545,481.          | 434,573.          | 457,504.              |
|                                                         | b Investments - corporate stock STMT 7                                                                                      | 1,761,831.        | 1,575,630.        | 1,844,534.            |
|                                                         | c Investments - corporate bonds STMT 8                                                                                      | 0.                | 125,957.          | 133,856.              |
| 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 ▶)                            |                                                                                                                             |                   |                   |                       |
| <b>16 Total assets (to be completed by all filers)</b>  | <b>2,355,920.</b>                                                                                                           | <b>2,323,289.</b> | <b>2,623,023.</b> |                       |
| <b>Liabilities</b>                                      | 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 ▶)                                                                                           |                   |                   |                       |
| <b>23 Total liabilities (add lines 17 through 22)</b>   | <b>0.</b>                                                                                                                   | <b>0.</b>         |                   |                       |
| <b>Net Assets or Fund Balances</b>                      | 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                                                                         | 2,355,920.        | 2,323,289.        |                       |
|                                                         | 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.                |                       |
|                                                         | <b>30 Total net assets or fund balances</b>                                                                                 | <b>2,355,920.</b> | <b>2,323,289.</b> |                       |
|                                                         | <b>31 Total liabilities and net assets/fund balances</b>                                                                    | <b>2,355,920.</b> | <b>2,323,289.</b> |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 2,355,920. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -32,591.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 2,323,329. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5                                                                                                  | 5 | 40.        |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 2,323,289. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> BESSEMER TRUST A/C                                                                                                      | P                                                | VARIOUS                              | VARIOUS                          |
| <b>b</b> BESSEMER TRUST A/C                                                                                                       | P                                                | VARIOUS                              | VARIOUS                          |
| <b>c</b> CAPITAL GAINS DIVIDENDS                                                                                                  |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                          |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                          |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 224,729.     |                                            | 228,983.                                        | -4,254.                                      |
| <b>b</b> 520,302.     |                                            | 459,329.                                        | 60,973.                                      |
| <b>c</b> 9,511.       |                                            |                                                 | 9,511.                                       |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | -4,254.                                                                                         |
| <b>b</b>                                                                                    |                                      |                                                 | 60,973.                                                                                         |
| <b>c</b>                                                                                    |                                      |                                                 | 9,511.                                                                                          |
| <b>d</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                      |                                                                                     |          |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|---------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                               | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | <b>2</b> | 66,230. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 | { }                                                                                 | <b>3</b> | 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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                 | 138,525.                                 | 2,314,348.                                   | .059855                                                     |
| 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                                                     |

|                                                                                                                                                                                       |          |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | .298909    |
| <b>3</b> 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 | <b>3</b> | .059782    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                 | <b>4</b> | 2,471,098. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 147,727.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 1,248.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 148,975.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 157,501.   |

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 <input type="checkbox"/> and enter "N/A" on line 1<br>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      | 1,248. |
| 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      | 1,248. |
| 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      | 1,248. |
| 6 Credits/Payments                                                                                                                                                                                                                   |    |        |        |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                  | 6a | 1,207. |        |
| 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  | 1,207. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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  | 41.    |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                         | 10 |        |        |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax                                                                                                                                                                  | 11 |        |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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:<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input 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 type="checkbox"/> \$ 0.                                                                                                                                                                     |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?                                                                                                                                                                                                                                                                        |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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 type="checkbox"/> 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                                                                                                                             | 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 2010 or the taxable year beginning in 2010 (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  |

Form 990-PF (2010)

**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)                                                                                                                                                      | 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?<br>Website address ► N/A                                                                                                                                                                                                 | 13 | X   |         |
| 14. The books are in care of ► C/O BESSEMER TRUST Telephone no ► 212 708-9100<br>Located at ► 630 FIFTH AVENUE, NEW YORK, NY, 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<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                       | 15 | N/A |         |
| 16. At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes                                                                 | No   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                     |      |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input 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 22 of the instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                       | 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 2010?                                                                                                                                                                                                                                                                                                         |                                                                     | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |      |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)                                                                                                                                                                                       | N/A                                                                 | 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<br>►                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |      |
| 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 2010 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 2010.) | 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 2010?                                                                                                                                                                                                                                                               |                                                                     | 4b X |

Form 990-PF (2010)

**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

☐ Yes ☒ No

(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?

N/A

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)?

☒

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

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<br>655 PARK AVENUE, APT. 3D<br>NEW YORK, NY 10021          | TREASURER & SECRETARY<br>0.00                             | 0.                                        | 0.                                                                    | 0.                                    |
| KENDALL WHEELER<br>5201 NORWAY DRIVE<br>CHEVY CHASE, MD 20815         | PRESIDENT<br>0.00                                         | 0.                                        | 0.                                                                    | 0.                                    |
| FREDERICA JOHNSON<br>6700 CONNECTICUT AVENUE<br>CHEVY CHASE, MD 20815 | CHAIRMAN<br>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

Form 990-PF (2010)



**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 | 2,503,729. |
| b | Average of monthly cash balances                                                                           | 1b | 5,000.     |
| c | Fair market value of all other assets                                                                      | 1c |            |
| d | Total (add lines 1a, b, and c)                                                                             | 1d | 2,508,729. |
| 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  | 2,508,729. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 37,631.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 2,471,098. |
| 6 | Minimum investment return. Enter 5% of line 5                                                              | 6  | 123,555.   |

**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  | 123,555. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                             | 2a | 1,248.   |
| b  | Income tax for 2010 (This does not include the tax from Part VI)                                   | 2b |          |
| c  | Add lines 2a and 2b                                                                                | 2c | 1,248.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 122,307. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.       |
| 5  | Add lines 3 and 4                                                                                  | 5  | 122,307. |
| 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  | 122,307. |

**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 | 157,501. |
| 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  | 157,501. |
| 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  | 1,248.   |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 156,253. |

**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.

Form 990-PF (2010)

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

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2010 from Part XI, line 7                                                                                                                       |               |                            |             | 122,307.    |
| <b>2</b> Undistributed income, if any, as of the end of 2010                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2009 only                                                                                                                                               |               |                            | 71,446.     |             |
| <b>b</b> Total for prior years                                                                                                                                                    |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2010                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2005                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2009                                                                                                                                                                |               |                            |             | 138,946.    |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 138,946.      |                            |             |             |
| <b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$                                                                                                             |               |                            |             | 157,501.    |
| <b>a</b> Applied to 2009, but not more than line 2a                                                                                                                               |               |                            | 71,446.     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 86,055.       |                            |             |             |
| <b>d</b> Applied to 2010 distributable amount                                                                                                                                     |               |                            |             | 0.          |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 122,307.      |                            |             | 122,307.    |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 102,694.      |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions                                                                                                          |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr                                                                                   |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011                                                                |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a                                                                                              | 102,694.      |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2006                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2009                                                                                                                                                         |               |                            |             | 16,639.     |
| <b>e</b> Excess from 2010                                                                                                                                                         |               |                            |             | 86,055.     |

**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 2010, enter the date of the ruling

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

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

- 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.

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(i)(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**

[illegible]

**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

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

|                |                                              |
|----------------|----------------------------------------------|
| <b>Part XV</b> | <b>Supplementary Information</b> (continued) |
|----------------|----------------------------------------------|

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

| Recipient                                        | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount               |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------------------|
| Name and address (home or business)              |                                                                                                                    |                                      |                                     |                      |
| a Paid during the year<br><b>SEE ATTACHED</b>    |                                                                                                                    | <b>PUBLIC<br/>CHARITY</b>            |                                     | <b>154,751.</b>      |
| <b>Total</b>                                     |                                                                                                                    |                                      |                                     | <b>▶ 3a 154,751.</b> |
| b Approved for future payment<br><br><b>NONE</b> |                                                                                                                    |                                      |                                     |                      |
| <b>Total</b>                                     |                                                                                                                    |                                      |                                     | <b>▶ 3b 0.</b>       |



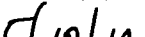
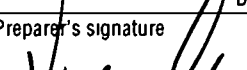
**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

[illegible]

- 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. |  |                                                                                              |  |                                                                                                |
|                        | <br>Signature of officer or trustee                                                                                                                                                                                                              |  | <br>Date |  | <br>Title |
| Paid Preparer Use Only | Print/Type preparer's name                                                                                                                                                                                                                                                                                                          |  | Preparer's signature                                                                         |  | Date                                                                                           |
|                        | VIRGINIA CHAN                                                                                                                                                                                                                                                                                                                       |  |           |  | 5/10/11                                                                                        |
|                        | Firm's name ▶ BESSEMER TRUST<br>630 FIFTH AVENUE, 34TH FLOOR                                                                                                                                                                                                                                                                        |  | Firm's EIN ▶                                                                                 |  |                                                                                                |
|                        | Firm's address ▶ NEW YORK, NY 10111-0333                                                                                                                                                                                                                                                                                            |  |                                                                                              |  | Phone no 212-708-9100                                                                          |

Form **990-PF** (2010)

| FORM 990-PF                      |              | DIVIDENDS AND INTEREST FROM SECURITIES |                      | STATEMENT | 1 |
|----------------------------------|--------------|----------------------------------------|----------------------|-----------|---|
| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS             | COLUMN (A)<br>AMOUNT |           |   |
| BESSEMER TRUST A/C               | 81,024.      | 9,511.                                 | 71,513.              |           |   |
| TOTAL TO FM 990-PF, PART I, LN 4 | 81,024.      | 9,511.                                 | 71,513.              |           |   |

| FORM 990-PF                  |                              | ACCOUNTING FEES                   |                               | STATEMENT                     | 2 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>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)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT MANAGEMENT<br>FEES-BESSEMER TRUST | 12,369.                      | 12,369.                           |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C                 | 12,369.                      | 12,369.                           |                               | 0.                            |   |

| FORM 990-PF                 |                              | TAXES                             |                               | STATEMENT                     | 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOREIGN TAX                 | 464.                         | 464.                              |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 464.                         | 464.                              |                               | 0.                            |   |

|             |                                                |           |   |
|-------------|------------------------------------------------|-----------|---|
| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 5 |
|-------------|------------------------------------------------|-----------|---|

| DESCRIPTION                            | AMOUNT |
|----------------------------------------|--------|
| ROUNDING                               | 1.     |
| INGERSOLL-ADJUSTMENT                   | 39.    |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 40.    |

|             |                                            |           |   |
|-------------|--------------------------------------------|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 6 |
|-------------|--------------------------------------------|-----------|---|

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|------------|----------------------|
| SEE SCHEDULE ATTACHED                            | X             |                | 434,573.   | 457,504.             |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 434,573.   | 457,504.             |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |            |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 434,573.   | 457,504.             |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|-----------------------------------------|------------|----------------------|
| SEE SCHEDULE ATTACHED                   | 1,575,630. | 1,844,534.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,575,630. | 1,844,534.           |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|-----------------------------------------|------------|----------------------|
| SEE SCHEDULE ATTACHED                   | 125,957.   | 133,856.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 125,957.   | 133,856.             |

**C and E Wheeler Foundation**  
**A/C # 8G6016**  
**EIN: 52-1503237**  
**TAX YEAR ENDED: 12/31/10**

**Supplemental Schedule of Information**

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

| DATE       | CHECK # | CHARITABLE GIFTS TO DONEES         | CITY & STATE     | AMOUNT        |
|------------|---------|------------------------------------|------------------|---------------|
| 03/05/2010 | 453     | MUSEUM OF THE CITY OF NEW YORK     | NEW YORK, NY     | (\$600 00)    |
| 04/30/2010 | 515     | THE BOYS CLUB OF NEW YORK          | NEW YORK, NY     | (\$3,000 00)  |
| 05/03/2010 | 517     | MUSEUM OF THE CITY OF NEW YORK     | NEW YORK, NY     | (\$400 00)    |
| 05/06/2010 | 516     | MEMORIAL SLOAN KETTERING           | NEW YORK, NY     | (\$2,000 00)  |
| 06/30/2010 | 518     | LENOX HILL NEIGHBORHOOD HOUSE      | NEW YORK, NY     | (\$11,875 00) |
| 07/22/2010 | 521     | OLD WESTBURY GARDENS               | OLD WESTBURY, NY | (\$720 00)    |
| 10/01/2010 | 522     | NORTH SHORE LAND ALLIANCE          | OLD WESTBURY, NY | (\$700.00)    |
| 10/06/2010 | 524     | ANIMAL RESCUE FUND OF THE HAMPTONS | WAINSCOTT, NY    | (\$750 00)    |
| 10/19/2010 | 209836  | HOPE HOUSE OF COLORADO             | ARVADA, CO       | (\$1,000 00)  |
| 11/15/2010 | 215765  | DANA-FARBER CANCER INSTITUTE       | BOSTON, MA       | (\$500.00)    |
| 11/15/2010 | 215763  | DARTMOUTH COLLEGE                  | HANOVER, NH      | (\$500 00)    |
| 11/15/2010 | 215761  | GLACIER FUND                       | WEST GLACIER, MT | (\$5,000 00)  |
| 11/15/2010 | 215764  | KELLOGG SCHOOL OF MANAGEMENT       | EVANSTON, IL     | (\$500 00)    |
| 11/15/2010 | 706     | LENOX HILL NEIGHBORHOOD HOUSE      | NEW YORK, NY     | (\$5,366 00)  |
| 11/15/2010 | 215760  | THE RED CROSS                      | WASHINGTON, DC   | (\$1,000.00)  |
| 11/16/2010 | 216132  | BAL SWAN CHILDREN'S CENTER         | BROOMFIELD, CO   | (\$2,000 00)  |
| 11/16/2010 | 216128  | HOPE HOUSE OF COLORADO             | ARVADA, CO       | (\$1,000 00)  |
| 11/17/2010 | 525     | NEW YORK PUBLIC LIBRARY            | NEW YORK, NY     | (\$890 00)    |
| 11/17/2010 | 702     | THE BOYS CLUB OF NEW YORK          | NEW YORK, NY     | (\$2,000 00)  |
| 11/18/2010 | 216629  | BURTON K. WHEELER CENTER           | BOZEMAN, MT      | (\$8,500.00)  |

**C and E Wheeler Foundation**  
**A/C # 8G6016**  
**EIN: 52-1503237**  
**TAX YEAR ENDED: 12/31/10**

**Supplemental Schedule of Information**

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

| <b>DATE</b> | <b>CHECK #</b> | <b>CHARITABLE GIFTS TO DONEES</b>    | <b>CITY &amp; STATE</b> | <b>AMOUNT</b> |
|-------------|----------------|--------------------------------------|-------------------------|---------------|
| 11/19/2010  | 703            | SOCIETY OF MEMORIAL SLOAN KETTERING  | NEW YORK, NY            | (\$2,750 00)  |
| 11/23/2010  | 217605         | POTOMAC SCHOOL                       | MCLEAN, VA              | (\$500 00)    |
| 11/23/2010  | 217607         | DAY'S END HORSE RESCUE FARM          | WOODBINE, MD            | (\$1,000.00)  |
| 11/23/2010  | 217606         | FRIENDS OF THE ROMAN CATS            | SAN FRANCISCO, CA       | (\$500 00)    |
| 11/23/2010  | 217602         | GLACIER NATIONAL PARK FUND           | COLUMBIA FALLS, MT      | (\$1,500 00)  |
| 11/23/2010  | 217604         | MADEIRA SCHOOL                       | MCLEAN, VA              | (\$500.00)    |
| 11/23/2010  | 217600         | MILITARY ORDER OF THE PURPLE HEART   | ANNANDALE, VA           | (\$1,000 00)  |
| 11/23/2010  | 217599         | NATIONAL GALLERY OF ART              | WASHINGTON, DC          | (\$1,000 00)  |
| 11/23/2010  | 217610         | PBHTA                                | POTOMAC, MD             | (\$1,500.00)  |
| 11/23/2010  | 701            | SCHOOL OF AMERICAN BALLET            | NEW YORK, NY            | (\$1,600.00)  |
| 11/23/2010  | 217603         | SMITHSONIAN AMERICAN ART MUSEUM      | WASHINGTON, DC          | (\$2,000 00)  |
| 11/23/2010  | 217601         | VASSAR COLLEGE                       | POUGHKEEPSIE, NY        | (\$1,500 00)  |
| 12/06/2010  | 705            | NEW YORK PRESBYTERIAN FUND           | NEW YORK, NY            | (\$1,600 00)  |
| 12/07/2010  | 220649         | AIKEN BLUEGRASS FESTIVAL             | AIKEN, SC               | (\$500 00)    |
| 12/07/2010  | 220575         | AIKEN SPCA                           | AIKEN, SC               | (\$500 00)    |
| 12/07/2010  | 220571         | BURTON K. WHEELER CENTER             | BOZEMAN, MT             | (\$6,000 00)  |
| 12/07/2010  | 220573         | HILLWOOD MUSEUM & GARDENS FOUNDATION | WASHINGTON, DC          | (\$2,500 00)  |
| 12/07/2010  | 220648         | HITCHCOCK WOODS FOUNDATION           | AIKEN, SC               | (\$500 00)    |
| 12/07/2010  | 220565         | HOCKADAY MUSEUM OF ART               | KALISPELL, MT           | (\$500 00)    |
| 12/07/2010  | 220579         | JULLIARD IN AIKEN                    | AIKEN, SC               | (\$2,500 00)  |

**C and E Wheeler Foundation**  
**A/C # 8G6016**  
**EIN: 52-1503237**  
**TAX YEAR ENDED: 12/31/10**

**Supplemental Schedule of Information**

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

| <b>DATE</b> | <b>CHECK #</b> | <b>CHARITABLE GIFTS TO DONEES</b>                      | <b>CITY &amp; STATE</b> | <b>AMOUNT</b> |
|-------------|----------------|--------------------------------------------------------|-------------------------|---------------|
| 12/07/2010  | 220576         | MESDA                                                  | WINSTON-SALEM, NC       | (\$500 00)    |
| 12/07/2010  | 220566         | MONTANA HISTORICAL SOCIETY                             | HELENA, MT              | (\$500 00)    |
| 12/07/2010  | 220647         | MONTANA HISTORY FOUNDATION                             | HELENA, MT              | (\$5,000 00)  |
| 12/07/2010  | 220568         | NATIONAL GALLERY OF ART                                | WASHINGTON, DC          | (\$9,000 00)  |
| 12/07/2010  | 220653         | STAR RIDING, INC                                       | AIKEN, SC               | (\$500 00)    |
| 12/07/2010  | 220651         | WADSWORTH SULGRAVE HISTORIC<br>PRESERVATION FOUNDATION | WASHINGTON, DC          | (\$500 00)    |
| 12/08/2010  | 220879         | AMERICAN LEGION                                        | NEW YORK, NY            | (\$100 00)    |
| 12/08/2010  | 220876         | BIG BROTHERS BIG SISTERS OF PARK COUNTY                | LIVINGSTON, MT          | (\$1,000 00)  |
| 12/08/2010  | 220870         | CRAZY MOUNTAIN PRODUCTIONS                             | LIVINGSTON, MT          | (\$5,000 00)  |
| 12/08/2010  | 220874         | CREADLE SCHOOL OF ART                                  | WINTER PARK, FL         | (\$1,000 00)  |
| 12/08/2010  | 220877         | GLACIER NATIONAL PARK FUND                             | COLUMBIA FALLS, MT      | (\$1,000 00)  |
| 12/08/2010  | 220881         | MANAIA YOUTH PROGRAMS                                  | LIVINGSTON, MT          | (\$150 00)    |
| 12/08/2010  | 220875         | MCNAIR SKATE PARK                                      | LIVINGSTON, MT          | (\$500 00)    |
| 12/08/2010  | 220878         | NATIONAL PARK FOUNDATION                               | WASHINGTON, DC          | (\$250 00)    |
| 12/08/2010  | 220880         | SHE CAN INC                                            | LIVINGSTON, MT          | (\$1,000 00)  |
| 12/08/2010  | 220872         | WHEELER CENTER                                         | BOZEMAN, MT             | (\$5,000 00)  |
| 12/08/2010  | 220873         | YELLOWSTONE BALLET COMPANY                             | LIVINGSTON, MT          | (\$5,000 00)  |
| 12/09/2010  | 221499         | BURTON K WHEELER CENTER                                | BOZEMAN, MT             | (\$5,000 00)  |
| 12/09/2010  | 221501         | GLACIER FUND                                           | WEST GLACIER, MT        | (\$500 00)    |
| 12/09/2010  | 221498         | LIVINGSTON EDUCATION FOUNDATION                        | LIVINGSTON, MT          | (\$10,000 00) |

**C and E Wheeler Foundation**  
**A/C # 8G6016**  
**EIN: 52-1503237**  
**TAX YEAR ENDED: 12/31/10**

**Supplemental Schedule of Information**

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

| <b>DATE</b> | <b>CHECK #</b> | <b>CHARITABLE GIFTS TO DONEES</b>                       | <b>CITY &amp; STATE</b> | <b>AMOUNT</b> |
|-------------|----------------|---------------------------------------------------------|-------------------------|---------------|
| 12/09/2010  | 221500         | LIVINGSTON YOUTH SOCCER ASSOCIATION                     | LIVINGSTON, MT          | (\$4,500 00)  |
| 12/16/2010  | 223043         | ANN NORTON SCULPTURE GARDENS<br>FESTIVAL OF TREES       | WEST PALM BEACH, FL     | (\$2,500 00)  |
| 12/16/2010  | 702            | BOYS CLUB OF NEW YORK                                   | NEW YORK, NY            | (\$500 00)    |
| 12/16/2010  | 223039         | EVERGLADES PREPARATORY ACADEMY                          | PAHOKEE, FL             | (\$1,000 00)  |
| 12/16/2010  | 223038         | GLADES ACADEMY OF AGRICULTURE AND<br>ECOLOGICAL STUDIES | PALM BEACH, NY          | (\$2,500 00)  |
| 12/16/2010  | 223045         | HOCKADAY MUSEUM OF ART                                  | KALISPELL, MT           | (\$500 00)    |
| 12/16/2010  | 223035         | MIDDLEBURY COLLEGE                                      | MIDDLEBUR, VT           | (\$2,000 00)  |
| 12/16/2010  | 223034         | MONTANA HISTORY FOUNDATION                              | HELENA, MT              | (\$3,000 00)  |
| 12/16/2010  | 223040         | PRESERVATION FOUNDATION<br>OF PALM BEACH                | PALM BEACH, NY          | (\$1,000.00)  |
| 12/16/2010  | 223036         | SOCIETY OF THE FOUR ARTS                                | PALM BEACH, NY          | (\$1,000 00)  |
| 12/16/2010  | 223041         | THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT                 | GLENDALE, AZ            | (\$2,500 00)  |
| 12/16/2010  | 223037         | WHEELER CENTER                                          | BOZEMAN, MT             | (\$3,500 00)  |
| 12/29/2010  | 226523         | MONTANA HISTORICAL SOCIETY                              | HELENA, MT              | (\$500 00)    |

**(\$154,751.00)**

Contributions are made to these organizations to assist them in carrying out those activities for which they have been granted tax exempt status.

**CHARLOTTE & EDWARD K WHEELER FOUNDATION**

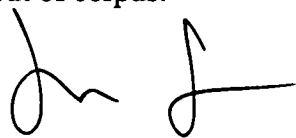
**FORM 990-PF  
EIN 52-1503237  
TAX PERIOD ENDED 12/31/10**

**Supplemental Schedule of Information**

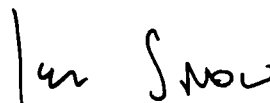
**Part XIII, Undistributed Income, Line 4c**

**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



Name



Title

# Bessemer Trust

## Account Details

Report dated December 31, 2010

Page 4 of 8

Amortized tax cost  
Trade date basis

| Security no                         | Security name          | CUSIP/<br>ISIN/<br>SEDOL | Shares/<br>units | Average<br>cost per<br>share/unit | Cost      | Market value<br>per share/unit | Market<br>value | Percent<br>of asset<br>class | Unrealized<br>gain/(loss) | Estimated<br>annual income | Current<br>yield |
|-------------------------------------|------------------------|--------------------------|------------------|-----------------------------------|-----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| <b>C. AND E. WHEELER FOUNDATION</b> |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>CASH AND SHORT TERM</b>          |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>CASH AVAILABLE</b>               |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 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                        |                  |
| <b>CASH EQUIVALENTS</b>             |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 999990                              | BESSEMER SWEEP PROGRAM |                          | 182,129 170      | \$1.00                            | \$182,129 | \$1.000                        | \$182,129       | 100.0%                       | \$0                       | \$182                      | 0.10%            |
| Total CASH EQUIVALENTS              |                        |                          |                  |                                   | \$182,129 |                                | \$182,129       | 100.0%                       | \$0                       | \$182                      | 0.10%            |
| Total CASH AND SHORT TERM           |                        |                          |                  |                                   | \$182,129 |                                | \$182,129       | 100.0%                       | \$0                       | \$182                      | 0.10%            |
| <b>FIXED INCOME</b>                 |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>US GOVT AND AGENCY BONDS</b>     |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 153585                              | FEDERAL HOME LOAN BANK | 5 250% 06/10/2011        | 3133XFJY3        | \$99.41                           | \$84,501  | \$102.106                      | \$86,790        | 14.7%                        | \$2,288                   | \$4,462                    | 5.14%            |
| 105645                              | FEDERAL HOME LOAN BANK | 06/08/2012               | 3133XWKU2        | \$100.55                          | \$15,082  | \$101.233                      | \$15,185        | 2.6%                         | \$103                     | \$206                      | 1.36%            |
| 154109                              | FEDERAL HOME LOAN BANK | 3 750% 06/14/2013        | 3133XR5U0        | \$99.51                           | \$99,509  | \$106.683                      | \$106,683       | 18.0%                        | \$7,174                   | \$3,750                    | 3.52%            |
| 101591                              | US TREASURY NOTES      | 03/31/2016               | 912828KT6        | \$102.78                          | \$92,506  | \$101.266                      | \$91,139        | 15.4%                        | (\$1,367)                 | \$2,137                    | 2.34%            |
| 110218                              | US TREASURY NOTES      | 4.625% 11/15/2016        | 912828FY1        | \$102.12                          | \$142,975 | \$112.648                      | \$157,707       | 26.7%                        | \$14,732                  | \$6,475                    | 4.11%            |
| Total US GOVT AND AGENCY BONDS      |                        |                          |                  |                                   | \$434,573 |                                | \$457,504       | 77.4%                        | \$22,930                  | \$17,030                   | 3.72%            |
| <b>CORPORATE BONDS</b>              |                        |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 276402                              | GENERAL ELEC CAP CORP  | 5 250% 10/19/2012        | 36962G3K8        | \$104.58                          | \$20,915  | \$106.875                      | \$21,375        | 3.6%                         | \$459                     | \$1,050                    | 4.91%            |
| 270595                              | AMER EXPRESS CREDIT CO | 7.300% 08/20/2013        | 0258MOCY3        | \$99.83                           | \$14,975  | \$112.680                      | \$16,902        | 2.9%                         | \$1,927                   | \$1,095                    | 6.48%            |
| 200566                              | NOVARTIS CAPITAL CORP  | 02/10/2014               | 66989HAA6        | \$99.89                           | \$14,984  | \$106.713                      | \$16,007        | 2.7%                         | \$1,023                   | \$618                      | 3.86%            |
| 201223                              | JPMORGAN CHASE & CO    | 01/20/2015               | 46625HHP8        | \$101.05                          | \$15,157  | \$103.487                      | \$15,523        | 2.6%                         | \$365                     | \$555                      | 3.58%            |
| 201600                              | BERKSHIRE HATHAWAY INC | 02/11/2015               | 084670AV0        | \$100.09                          | \$15,013  | \$103.187                      | \$15,478        | 2.6%                         | \$464                     | \$480                      | 3.10%            |
| 200567                              | PROCTER & GAMBLE CO    | 02/15/2015               | 742718DM8        | \$99.58                           | \$14,937  | \$104.987                      | \$15,748        | 2.7%                         | \$811                     | \$525                      | 3.33%            |
| 200657                              | PFIZER INC             | 03/15/2015               | 717081DA8        | \$99.87                           | \$14,981  | \$112.413                      | \$16,862        | 2.9%                         | \$1,881                   | \$802                      | 4.76%            |

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, 2010

Page 5 of 8

Amortized tax cost

Trade date basis

| Security no                  | Security name             | CUSIP/<br>ISIN/<br>SEDOL | Shares/<br>units | Average<br>cost per<br>share/unit | Cost     | Market value<br>per share/unit | Market<br>value | Percent<br>of asset<br>class | Unrealized<br>gain/(loss) | Estimated<br>annual income | Current<br>yield |
|------------------------------|---------------------------|--------------------------|------------------|-----------------------------------|----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| C. AND E. WHEELER FOUNDATION |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| FIXED INCOME                 |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| CORPORATE BONDS              |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| Total CORPORATE BONDS        |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| INTERNATIONAL BONDS          |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 600464                       | SHELL INTERNATIONAL FIN   | 03/21/2014               | 822582AF9        | 15,000,000                        | \$99.97  | \$14,995                       | \$106,407       | \$15,961                     | 19.9%                     | \$6,930                    | \$5,125 4.35%    |
| Total INTERNATIONAL BONDS    |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| Total FIXED INCOME           |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| U.S. LARGE CAP               |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| INFORMATION TECHNOLOGY       |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 817150                       | CISCO SYSTEMS INC         |                          | 17275R102        | 570,000                           | \$17.63  | \$10,050                       | \$20,230        | \$11,531                     | 2.3%                      | \$1,480                    | \$0 0.00%        |
| 825987                       | EMC CORP                  |                          | 268648102        | 595,000                           | \$10.80  | \$6,426                        | \$22,899        | \$13,625                     | 2.8%                      | \$7,199                    | \$0 0.00%        |
| 836142                       | GOOGLE INC                |                          | 38259P508        | 22,000                            | \$411.32 | \$9,049                        | \$593,955       | \$13,067                     | 2.7%                      | \$4,017                    | \$0 0.00%        |
| 848463                       | MASTERCARD CL A           |                          | 57636Q104        | 60,000                            | \$218.00 | \$13,080                       | \$224,100       | \$13,446                     | 2.7%                      | \$366                      | \$36 0.27%       |
| 851360                       | MICROSOFT CORP            |                          | 594918104        | 735,000                           | \$26.11  | \$19,190                       | \$27,909        | \$20,513                     | 4.2%                      | \$1,323                    | \$470 2.29%      |
| 854350                       | MOTOROLA INC              |                          | 620076109        | 1,220,000                         | \$8.57   | \$10,460                       | \$9,070         | \$11,065                     | 2.2%                      | \$604                      | \$0 0.00%        |
| 867793                       | QUALCOMM INC              |                          | 747525103        | 255,000                           | \$41.11  | \$10,482                       | \$49,486        | \$12,619                     | 2.6%                      | \$2,137                    | \$193 1.53%      |
| Total INFORMATION TECHNOLOGY |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| INDUSTRIALS                  |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 801237                       | HONEYWELL INTL INC        |                          | 438516106        | 305,000                           | \$43.30  | \$13,205                       | \$53,157        | \$16,213                     | 3.3%                      | \$3,008                    | \$369 2.28%      |
| 810900                       | BOEING COMPANY            |                          | 097023105        | 145,000                           | \$64.73  | \$9,386                        | \$65,255        | \$9,462                      | 1.9%                      | \$75                       | \$243 2.57%      |
| 833900                       | GENERAL ELECTRIC CO       |                          | 369604103        | 1,150,000                         | \$16.49  | \$18,969                       | \$18,290        | \$21,033                     | 4.3%                      | \$2,064                    | \$644 3.06%      |
| 902026                       | INGERSOLL-RAND PUBLIC LTD |                          | G47791101        | 435,000                           | \$35.41  | \$15,405                       | \$47,090        | \$20,484                     | 4.2%                      | \$5,078                    | \$121 0.59%      |
| Total INDUSTRIALS            |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| HEALTH CARE                  |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 864075                       | PFIZER INC                |                          | 717081103        | 870,000                           | \$16.83  | \$14,642                       | \$17,509        | \$15,233                     | 13.7%                     | \$10,225                   | \$1,377 2.05%    |
| 870418                       | ST JUDE MEDICAL INC       |                          | 790849103        | 575,000                           | \$38.59  | \$22,192                       | \$42,750        | \$24,581                     | 3.1%                      | \$591                      | \$696 4.57%      |
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# Bessemer Trust

## Account Details

Report dated December 31, 2010

Page 6 of 8

Amortized tax cost  
Trade date basis

| Security no                         | Security name             | CUSIP/<br>ISIN/<br>SEDOL | Shares/<br>units | Average<br>cost per<br>share/unit | Cost     | Market value<br>per share/unit | Market<br>value | Percent<br>of asset<br>class | Unrealized<br>gain/(loss) | Estimated<br>annual income | Current<br>yield |
|-------------------------------------|---------------------------|--------------------------|------------------|-----------------------------------|----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| <b>C. AND E. WHEELER FOUNDATION</b> |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>U.S. LARGE CAP</b>               |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>HEALTH CARE</b>                  |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 958901                              | TEVA PHARM INDS LTD ADR   | 881624209                | 265,000          | \$46.56                           | \$12,338 | \$52.128                       | \$13,814        | 2.8%                         | \$1,475                   | \$176                      | 1.27%            |
| <b>Total HEALTH CARE</b>            |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>FINANCIALS</b>                   |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 803330                              | AMERICAN EXPRESS          | 025816109                | 410,000          | \$35.51                           | \$14,561 | \$42.920                       | \$17,597        | 3.6%                         | \$3,035                   | \$295                      | 1.68%            |
| 843894                              | JPMORGAN CHASE & CO       | 46625H100                | 380,000          | \$42.70                           | \$16,225 | \$42.418                       | \$16,119        | 3.3%                         | (\$106)                   | \$76                       | 0.47%            |
| 854169                              | MORGAN STANLEY GRP INC    | 617446448                | 540,000          | \$29.85                           | \$16,119 | \$27.209                       | \$14,693        | 3.0%                         | (\$1,425)                 | \$108                      | 0.74%            |
| 878279                              | T ROWE PRICE GROUP INC    | 74144T108                | 220,000          | \$46.03                           | \$10,126 | \$64.536                       | \$14,198        | 2.9%                         | \$4,072                   | \$237                      | 1.67%            |
| 986524                              | ACE LIMITED               | H0023R105                | 260,000          | \$51.52                           | \$13,394 | \$62.250                       | \$16,185        | 3.3%                         | \$2,790                   | \$343                      | 2.12%            |
| <b>Total FINANCIALS</b>             |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>CONSUMER STAPLES</b>             |                           |                          |                  |                                   | \$70,425 |                                | \$78,792        | 16.0%                        | \$8,366                   | \$1,059                    | 1.34%            |
| 806061                              | ARCHER-DANIELS-MIDLAND CO | 039483102                | 470,000          | \$27.69                           | \$13,012 | \$30.079                       | \$14,137        | 2.9%                         | \$1,125                   | \$282                      | 1.99%            |
| 845261                              | KRAFT FOODS INC           | 50075N104                | 500,000          | \$30.62                           | \$15,308 | \$31.510                       | \$15,755        | 3.2%                         | \$446                     | \$580                      | 3.68%            |
| 866630                              | PROCTER & GAMBLE CO       | 742718109                | 190,000          | \$67.16                           | \$12,760 | \$64.326                       | \$12,222        | 2.5%                         | (\$538)                   | \$366                      | 2.99%            |
| 886463                              | WAL-MART STORES INC       | 931142103                | 275,000          | \$48.21                           | \$13,258 | \$53.927                       | \$14,830        | 3.0%                         | \$1,571                   | \$332                      | 2.24%            |
| <b>Total CONSUMER STAPLES</b>       |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>MATERIALS</b>                    |                           |                          |                  |                                   | \$54,338 |                                | \$56,944        | 11.6%                        | \$2,604                   | \$1,560                    | 2.74%            |
| 842900                              | INTERNATIONAL PAPER       | 460146103                | 585,000          | \$20.95                           | \$12,257 | \$27.239                       | \$15,935        | 3.2%                         | \$3,678                   | \$292                      | 1.83%            |
| <b>Total MATERIALS</b>              |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>CONSUMER DISCRETIONARY</b>       |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| 705207                              | GENERAL MOTORS CO         | 37045V100                | 325,000          | \$35.07                           | \$11,399 | \$36.858                       | \$11,979        | 2.4%                         | \$580                     | \$0                        | 0.00%            |
| 823615                              | DISNEY (WALT) HOLDING CO  | 254687106                | 365,000          | \$23.80                           | \$8,686  | \$37.510                       | \$13,691        | 2.8%                         | \$5,004                   | \$146                      | 1.07%            |
| 845207                              | KOHL'S CORP               | 500255104                | 235,000          | \$34.83                           | \$8,184  | \$54.336                       | \$12,769        | 2.6%                         | \$4,585                   | \$0                        | 0.00%            |
| 847586                              | LOWES COS INC             | 548661107                | 430,000          | \$20.32                           | \$8,736  | \$25.079                       | \$10,784        | 2.2%                         | \$2,047                   | \$189                      | 1.75%            |
| <b>Total CONSUMER DISCRETIONARY</b> |                           |                          |                  |                                   |          |                                |                 |                              |                           |                            |                  |
| <b>ENERGY</b>                       |                           |                          |                  |                                   | \$37,005 |                                | \$49,223        | 10.0%                        | \$12,216                  | \$335                      | 0.68%            |

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Report run on Mar 1, 2011 by WINTER  
Version GP8.4.1.2

## Account Details

Report dated December 31, 2010

Page 7 of 8

Amortized tax cost

Trade date basis

| Security no                                   | Security name              | CUSIP/<br>ISIN/<br>SEDOL | Shares/<br>units | Average<br>cost per<br>share/unit | Cost      | Market value<br>per share/unit | Market<br>value | Percent<br>of asset<br>class | Unrealized<br>gain/(loss) | Estimated<br>annual income | Current<br>yield |
|-----------------------------------------------|----------------------------|--------------------------|------------------|-----------------------------------|-----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| <b>C. AND E. WHEELER FOUNDATION</b>           |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>U.S. LARGE CAP</b>                         |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>ENERGY</b>                                 |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 806043                                        | APACHE CORP                | 037411105                | 140,000          | \$80.16                           | \$11,222  | \$119,229                      | \$16,692        | 3.4%                         | \$5,469                   | \$84                       | 0.50%            |
| 839788                                        | HESS CORP                  | 42809H107                | 245,000          | \$54.11                           | \$13,256  | \$76,539                       | \$18,752        | 3.8%                         | \$5,495                   | \$98                       | 0.52%            |
| 854973                                        | NATIONAL OILWELL VARCO INC | 637071101                | 380,000          | \$42.98                           | \$16,331  | \$67,250                       | \$25,555        | 5.2%                         | \$9,223                   | \$167                      | 0.65%            |
| <b>Total ENERGY</b>                           |                            |                          |                  |                                   | \$40,809  |                                | \$60,999        | 12.4%                        | \$20,187                  | \$349                      | 0.57%            |
| <b>UTILITIES</b>                              |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 861730                                        | PG & E CORP                | 69331C108                | 285,000          | \$46.74                           | \$13,320  | \$47,839                       | \$13,634        | 2.8%                         | \$313                     | \$518                      | 3.80%            |
| <b>Total UTILITIES</b>                        |                            |                          |                  |                                   | \$13,320  |                                | \$13,634        | 2.8%                         | \$313                     | \$518                      | 3.80%            |
| <b>Total U.S. LARGE CAP</b>                   |                            |                          |                  |                                   | \$413,028 |                                | \$492,213       | 100.0%                       | \$79,169                  | \$7,061                    | 1.43%            |
| <b>NON-U.S. LARGE CAP</b>                     |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>NON-U.S. LARGE CAP FUNDS</b>               |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 943344                                        | OLD WESTBURY NON-US LC FD  | 680414109                | 30,304,707       | \$9.95                            | \$301,475 | \$10,620                       | \$321,835       | 100.0%                       | \$20,360                  | \$2,575                    | 0.80%            |
| <b>Total NON-U.S. LARGE CAP FUNDS</b>         |                            |                          |                  |                                   | \$301,475 |                                | \$321,835       | 100.0%                       | \$20,360                  | \$2,575                    | 0.80%            |
| <b>Total NON-U.S. LARGE CAP</b>               |                            |                          |                  |                                   | \$301,475 |                                | \$321,835       | 100.0%                       | \$20,360                  | \$2,575                    | 0.80%            |
| <b>GLOBAL SMALL &amp; MID CAP</b>             |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>GLOBAL SMALL &amp; MID CAP FUNDS</b>       |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 905637                                        | OLD WEST GL SM & MD CAP FD | 680414604                | 28,407,270       | \$10.33                           | \$293,562 | \$15,470                       | \$439,460       | 100.0%                       | \$145,898                 | \$2,187                    | 0.50%            |
| <b>Total GLOBAL SMALL &amp; MID CAP FUNDS</b> |                            |                          |                  |                                   | \$293,562 |                                | \$439,460       | 100.0%                       | \$145,898                 | \$2,187                    | 0.50%            |
| <b>Total GLOBAL SMALL &amp; MID CAP</b>       |                            |                          |                  |                                   | \$293,562 |                                | \$439,460       | 100.0%                       | \$145,898                 | \$2,187                    | 0.50%            |
| <b>GLOBAL OPPORTUNITIES</b>                   |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| <b>GLOBAL OPPORTUNITIES FUNDS</b>             |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |
| 943328                                        | OLD WESTBURY GL OPPTIES FD | 680414802                | 47,675,143       | \$7.44                            | \$354,486 | \$7,710                        | \$367,575       | 100.0%                       | \$13,088                  | \$16,686                   | 4.54%            |
| <b>Total GLOBAL OPPORTUNITIES FUNDS</b>       |                            |                          |                  |                                   | \$354,486 |                                | \$367,575       | 100.0%                       | \$13,088                  | \$16,686                   | 4.54%            |
| <b>Total GLOBAL OPPORTUNITIES</b>             |                            |                          |                  |                                   | \$354,486 |                                | \$367,575       | 100.0%                       | \$13,088                  | \$16,686                   | 4.54%            |
| <b>REAL RETURN/COMMODITIES</b>                |                            |                          |                  |                                   |           |                                |                 |                              |                           |                            |                  |

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# Bessemer Trust

## Account Details

Report dated December 31, 2010  
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 Trade date basis

| Security no                   | Security name              | CUSIP/<br>ISIN/<br>SEDOL | Shares/<br>units | Average<br>cost per<br>share/unit | Cost        | Market value<br>per share/unit | Market<br>value | Percent<br>of asset<br>class | Unrealized<br>gain/(loss) | Estimated<br>annual income | Current<br>yield |
|-------------------------------|----------------------------|--------------------------|------------------|-----------------------------------|-------------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| 860093                        | OLD WESTBURY REAL RETRN FD | 680414703                | 20,500.129       | \$10.39                           | \$213,079   | \$10.900                       | \$223,451       | 100.0%                       | \$10,371                  | \$615                      | 0.28%            |
| Total REAL RETURN FUNDS       |                            |                          |                  |                                   |             |                                |                 |                              |                           |                            |                  |
|                               |                            |                          |                  |                                   | \$213,079   |                                | \$223,451       | 100.0%                       | \$10,371                  | \$615                      | 0.28%            |
| Total REAL RETURN/COMMODITIES |                            |                          |                  |                                   |             |                                |                 |                              |                           |                            |                  |
|                               |                            |                          |                  |                                   | \$213,079   |                                | \$223,451       | 100.0%                       | \$10,371                  | \$615                      | 0.28%            |
| Total                         |                            |                          |                  |                                   | \$2,318,289 |                                | \$2,618,023     |                              | \$299,711                 | \$52,061                   | 1.99%            |
|                               |                            |                          |                  |                                   | 5,000       |                                | 5,000           |                              |                           |                            |                  |
|                               |                            |                          |                  |                                   | 2,323,289   |                                | 2,623,023       |                              |                           |                            |                  |

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