Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE ROXE FOUNDATION

A Employer identification number: 06-1480884

Number and street (or P O box number if mail is not delivered to street address): C/O BESSEMER TRUST,630 FIFTH AVENUE

Room/suite:

B Telephone number: 212 708-9216

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,703,882.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	79,546.	79,546.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	96,886.			
b	Gross sales price for all assets on line 6a 1,526,144.				
7	Capital gain net income (from Part IV, line 2)		96,886.		
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	<2,178.>	<2,178.>		STATEMENT 2
12	**Total.** Add lines 1 through 11	174,254.	174,254.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	18,308.	0.		18,308.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	3,418.	0.		3,418.
16a	Legal fees				
b	Accounting fees STMT 3	4,673.	0.		4,673.
c	Other professional fees STMT 4	12,687.	10,489.		2,198.
17	Interest				
18	Taxes STMT 5	7,194.	48.		0.
19	Depreciation and depletion				
20	Occupancy	71,275.	0.		71,275.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	2,170.	0.		2,170.
24	**Total operating and administrative expenses.** Add lines 13 through 23	119,725.	10,537.		102,042.
25	Contributions, gifts, grants paid	289,649.			289,649.
26	**Total expenses and disbursements.** Add lines 24 and 25	409,374.	10,537.		391,691.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<235,120.>			
b	**Net investment income** (if negative, enter -0-)		163,717.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,522.	1,522.
	2	Savings and temporary cash investments	343,735.	263,297.	263,297.
	3	Accounts receivable ▶ 7,365.			
		Less allowance for doubtful accounts ▶	3,009.	7,365.	7,365.
	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 7	662,339.	606,842.	611,175.
	b	Investments - corporate stock STMT 8	1,829,598.	1,566,948.	1,558,332.
	c	Investments - corporate bonds STMT 9	201,456.	358,901.	372,578.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	642,766.	642,766.	889,613.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,682,903.	3,447,641.	3,703,882.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	3,682,903.	3,447,641.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	3,682,903.	3,447,641.	
	31	**Total liabilities and net assets/fund balances**	3,682,903.	3,447,641.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,682,903.
2	Enter amount from Part I, line 27a	2	<235,120.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,447,783.
5	Decreases not included in line 2 (itemize) ▶ SALE OF SEC WITH RETURN OF CAP	5	142.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,447,641.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	SECURITIES LITIGATION	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,111,230.		1,000,864.	110,366.
b	392,195.		428,394.	<36,199.>
c	329.			329.
d	22,390.			22,390.
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a		.		110,366.
b				<36,199.>
c				329.
d				22,390.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	96,886.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	416,356.	4,180,677.	.099591
2009	475,617.	4,081,987.	.116516
2008	451,145.	4,789,468.	.094195
2007	446,762.	5,502,841.	.081188
2006	415,839.	5,348,677.	.077746

2 Total of line 1, column (d)	2	.469236
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.093847
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,093,286.
5 Multiply line 4 by line 3	5	384,143.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,637.
7 Add lines 5 and 6	7	385,780.
8 Enter qualifying distributions from Part XII, line 4	8	391,691.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,637.
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	1,637.
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	1,637.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,400.		
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	4,400.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,763.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	2,763.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST COMPANY Telephone no ▶212-708-9216

Located at ▶630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶10111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2011, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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.

		Line	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations *section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?*	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)* 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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH D. ROXE C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE/.CHM 4.00	0.	0.	0.
MARYANN B TOLAN (THRU NOV 2011) C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE/ VP 25.00	18,308.	3,418.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	3,839,539.
b	Average of monthly cash balances			1b	316,081.
c	Fair market value of all other assets			1c	
d	Total (add lines 1a, b, and c)			1d	4,155,620.
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	4,155,620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	62,334.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,093,286.
6	***Minimum investment return.*** Enter 5% of line 5			6	204,664.

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	204,664.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,637.		
b	Income tax for 2011. *(This does not include the tax from Part VI.)*	2b			
c	Add lines 2a and 2b			2c	1,637.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	203,027.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	203,027.
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	203,027.

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	391,691.
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	391,691.
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	1,637.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	390,054.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					203,027.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007	349,325.				
c From 2008	452,021.				
d From 2009	476,349.				
e From 2010	420,694.				
f Total of lines 3a through e		1,698,389.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 391,691.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions) **		391,691.			
d Applied to 2011 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		203,027.			203,027.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		1,887,053.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		1,887,053.			
10 Analysis of line 9					
a Excess from 2007	146,298.				
b Excess from 2008	452,021.				
c Excess from 2009	476,349.				
d Excess from 2010	420,694.				
e Excess from 2011	391,691.				

** SEE STATEMENT 11

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

JOSEPH D. ROXE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED		PUBLIC CHARITY	GENERAL	289,649.
Total			▶ 3a	289,649.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	79,546.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	<2,178.>	
8 Gain or (loss) from sales of assets other than inventory			18	96,886.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		174,254.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 174,254.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

15 May 12 Chairman

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAI NGOR YEE	Lai Ngor Yee			P00377226

Firm's name ▶ BESSEMER TRUST
Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE
NEW YORK, NE 10111
Phone no (212) 708-9216

Form 990-PF (2011)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST CAP GAIN DIV	22,390.	22,390.	0.
BESSEMER TRUST DIV	45,244.	0.	45,244.
BESSEMER TRUST INT	34,302.	0.	34,302.
TOTAL TO FM 990-PF, PART I, LN 4	101,936.	22,390.	79,546.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TR - CURRENCY LOSS	<2,178.>	<2,178.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,178.>	<2,178.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEE	1,673.	0.		1,673.
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	4,673.	0.		4,673.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	10,489.	10,489.		0.
ADMINISTRATIVE EXP	2,198.	0.		2,198.
TO FORM 990-PF, PG 1, LN 16C	12,687.	10,489.		2,198.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	48.	48.		0.
EXCISE TAX PAID IN 2011	7,146.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,194.	48.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC OFFICE EXPENSES	773.	0.		773.
INTERNET/ COMPUTER SERVICES	1,397.	0.		1,397.
TO FORM 990-PF, PG 1, LN 23	2,170.	0.		2,170.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		606,842.	611,175.
TOTAL U.S. GOVERNMENT OBLIGATIONS			606,842.	611,175.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			606,842.	611,175.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	1,566,948.	1,558,332.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,566,948.	1,558,332.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	236,080.	250,704.
OTHER INVESTMENTS	122,821.	121,874.
TOTAL TO FORM 990-PF, PART II, LINE 10C	358,901.	372,578.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	642,766.	889,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		642,766.	889,613.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

THE ROXE FOUNDATION
FORM 990-PF
EIN: 06-1480884

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 ROXE FOUNDATION, INC. HEREBY ELECTS TO TREAT CURRENT YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNATURE

THE ROXE FOUNDATION
GRANTS DISTRIBUTED
2011

Organization	Address	City, State	CK NO.	Deductible Amount	Date
St.Thomas More	374 Middlesex Road	Darien, CT 06820			
- Contribution			(a)	$14,000.00	
- 4 July Receptions			1379	$2,600.00	9/26/11
- Women's Circle			1380	$200.00	9/26/11
Holy Cross Catholic Church	500 Iris Lane	Vero Beach, FL 32963	(b)	$1,100.00	$100/mo.
Order of Malta	1011 First Avenue, Rm. 1350	New York, NY10022			
-Annual Contribution			1288/9	$3,000.00 (1)	1/4/11
Darien Library	1441 Post Road	Darien, CT 06820	1327	$260.00	6/2/11
	238 Jewett Avenue	Bridgeport, CT 06606	1339	$5,000.00	6/22/11
ABA - Diocese of Bridgeport	c/o Fr. Paul Murphy St. Thomas More	374 Middlesex Road Darien, CT 06820	1334	$10,000.00	6/15/11
Boston Symphony Orchestra	Symphony Hall	Boston, MA 02115-4511			
Higginson Society	301 Massachusetts Avenue		1335	$12,500.00	6/15/11
Tanglewood - Koussevitzky Society			1336	$12,500.00	6/15/11
Opening Night at Symphony			1355	$6,900.00 (4)	7/13/11
Whitney Museum of American Art	945 Madison Avenue	New York, NY 10131	1354	$250.00	7/13/11
The Metropolitan Museum of Art	1000 Fifth Avenue	New York, NY 10130	1345	$1,700.00 (3)	6/23/11
Bruce Museum	1 Museum Drive	Greenwich, CT 06830	1319	$45.00 (2)	5/26/11
Reception			1378	$750.00	9/22/11

Organization	Address	City, State	CK NO.	Deductible Amount	Date
St. Jude Children's Research Hospital	501 St. Jude Place	Memphis, TN 38105-9959	1352	$3,000.00	7/13/11
Harvard University - Kennedy School of Gov't.	79 JFK Street	Cambridge, MA 02138	1313	$25,000.00	5/3/11
Chaminade Development Fund	340 Jackson Avenue	Mineola, NY	1314	$10,000.00	5/3/11
Colgate University	13 Oak Drive	Hamilton, NY 13346-1398	1318	$5,000.00	5/23/11
Princeton U. Class of 1958 Dues	c/o 1st Constitution Bank P. O. Box 634	Cranbury, NJ 08512-0634	1387	$200.00	10/26/11
Princeton U. - Annual Giving	P. O. Box 5357	Princeton, NJ 08543-5357	1393	$2,500.00	11/9/11
City Harvest, Inc.	575 Eighth Avenue	New York, NY 10018	1340	$10,000.00	6/23/11
Kolbe House of Studies	535 Colorado Avenue	Bridgeport, CT 06605	1342	$25,000.00	6/23/11
Museum of Fine Arts, Boston - Opening of Linde Wing	465 Huntington Avenue	Boston, MA 02115	1315 1358	$30,000.00 $200.00 (5)	5/3/11 7/27/11
Gallivant + Aging in Place	Town Hall, 2 Renshaw Road	Darien, CT 06820	1344	$1,000.00	6/23/11
Newport Historical Society	82 Touro Street	Newport, RI 02840	1350	$125.00	7/13/11
Preservation Society of Newport	P. O. Box 510	Newport, RI 02840-0939	1351	$75.00	7/13/11
Princeton-in-Asia	194 Nassau Street, Suite 212	Princeton, NJ 08542	1338	$30,000.00	6/21/11
Wee Burn (MacMannis) Scholarship	c/o Wee Burn Country Club P. O. Box 1046	Darien, CT 06820	1353	$500.00	7/13/11

Organization	Address	City, State	CK NO.	Deductible Amount	Date
Princess Grace Foundation-USA	162 West 56th Street, Ste. 405	New York, NY 10019	1365	$2,500.00	8/23/11
The Clark Art Institute	225 South Street	Williamstown, MA 01267	1346	$10,000.00	6/23/11
MDA (Muscular Dystrophy Association	c/o Darien Letter Carriers		1369	$100.00	8/31/11
	P. O. Box 912	Norwalk, CT 06856			
Darien EMS - Post 53, Inc.	P. O. Box 2066	Darien, CT 06820	1394	$500.00	11/9/11
The Community Fund of Darien	701 Post Rd., POBox 926	Darien, CT 06820	1381	$1,000.00	9/28/11
Museum of Modern Art (MOMA)	P. O. Box 3948	New York, NY	1377	$1,578.00 (6)	9/15/11
Naval War College Foundation	686 Cushing Road	Newport, RI 02841	1392	$5,000.00	11/7/11
Woods Hole Oceanographic Inst.					
(WHOI - Chaminade Program)	c/o James Yoder	Woods Hole, MA 02543	1337	$5,000.00	6/16/11
TeamWHOI	266 Woods Hole Road	Woods Hole, MA 02543	1357	$300.00	7/25/11
3 of 5 payments on $100,000 pledge			1388	$20,000.00	10/26/11
Jacob's Pillow	358 George Carter Road	Becket,MA 01223			
- Neil Chrisman Endowment Fund			1386	$1,666.00	10/24/11
- Directors' Challenge			1386	$1,000.00	10/24/11
Andrew Shaw Memorial Trust	140 West Avenue				
	P. O. Box 2315	Darien, CT 06820	1396	$1,000.00	11/9/11
Vero Beach Museum	3001 Riverside Park Drive	Vero Beach, FL 32963	1395	$1,000.00	11/9/11
Chairman's Club			1399	$1,500.00	11/21/11
Parade Fund (John Kavanagh)	Box 238	Greenwich, CT 06836	1301	$500.00	6/14/11

Organization	Address	City, State	CK NO.	Deductible Amount	Date
Catholic Charities of Chicago (1 of 5)	c/o Msgr. Michael Boland	721 North LaSalle Street Chicago, IL 60654	1330	$5,000.00	6/14/11
Human Rights First (B. Zabel)	333 Seventh Avenue, 13th Fl.	New York, NY 10001-5108	1341	$3,000.00	6/23/11
Darien Land Trust	P. O. Box 1074	Darien, CT 06820	1343	$1,000.00	6/23/11
Pan Mass Challenge (Jay)	c/o J. L. Roxe 1723 Washington St., #511	Boston, MA 02118	1363	$1,500.00	8/11/11
Yankee Institute for Public Policy	P. O. Box 260660	Hartford, CT 06126-0660	1364	$1,000.00	8/18/11
Hackers for Hope	P. O. Box 545	New Canaan, CT 06840	1370	$5,000.00	8/31/11
BSA - CT Yankee Council	P. O. Box 32	Miflord, CT 06460-0032	1383	$500.00	10/10/11
Center for Security Policy	1901 Pennsylvania Ave -# 201	Washington, DC 20006	1329	$5,000.00	6/15/11
Opera Lafayette	10 Fourth Street NW	Washington, DC 20002	1292	$600.00	2/4/11
VNA & Hospice Foundation	1110 35th Lane #1	Vero Beach, FL 32960	1303	$1,000.00	4/21/11
	Total 2011 Distributions			$289,649.00	

Account Details

Report dated December 30, 2011
Amortized tax cost
Trade date basis

Security no	Security name		CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	THE ROXE FOUNDATION I/M ACCOUNT											
CASH AND SHORT TERM												
CASH AVAILABLE												
999994	PRINCIPAL CASH			0.000	$0.00	$0	$0.000	$0	0.0%	$0	$0	
999995	INCOME CASH			0.000	$0.00	$0	$0.000	$0	0.0%	$0	$0	
999996	NET CASH			0.000	$0.00	$0	$0.000	$0	0.0%	$0	$0	
Total CASH AVAILABLE						**$0**		**$0**	**0.0%**	**$0**	**$0**	
CASH EQUIVALENTS												
999990	BESSEMER SWEEP PROGRAM			123,412.990	$1.00	$123,412	$1.000	$123,412	27.8%	$0	$12	0 01%
				139,885.410	$1.00	$139,885	$1.000	$139,885	31.6%	$0	$13	0.01%
Total CASH EQUIVALENTS						**$263,297**		**$263,297**	**59.4%**	**$0**	**$25**	**0.01%**
T-BILLS & ST DISC AGENCIES												
108766	US TREASURY BILLS	05/03/2012	9127953N9	180,000.000	$99.99	$179,976	BOOK	$179,976	40.6%	$0	$42	0 02%
Total T-BILLS & ST DISC AGENCIES						**$179,976**		**$179,976**	**40.6%**	**$0**	**$42**	**0.02%**
Total CASH AND SHORT TERM						**$443,273**		**$443,273**	**100.0%**	**$0**	**$67**	**0.02%**
STRATEGIC CURRENCY												
603903	HK DOLLAR DEPOSIT - BNYM			389,505.000	$0.13	$50,000	$0.129	$50,129	41.1%	$129	$0	0 00%
603904	SG DOLLAR DEPOSIT - BNYM			40,009.370	$0.78	$31,250	$0.772	$30,871	25 3%	($378)	$0	0 00%
603905	NO KRONE DEPOSIT - BNYM			144,925.000	$0.17	$25,000	$0.168	$24,303	19.9%	($696)	$173	0 71%
605213	US DOLLAR DEPOSIT - BNYM			16,571.530	$1 00	$16,571	$1.000	$16,571	13.6%	$0	$0	0 00%
Total STRATEGIC CURRENCY						**$122,821**		**$121,874**	**100.0%**	**($945)**	**$173**	**0.14%**
FIXED INCOME												
US GOVT AND AGENCY BONDS												
105645	FEDERAL HOME LOAN BANK	06/08/2012	3133XWKU2	20,000.000	$100.54	$20,109	$100.530	$20,106	2 9%	($3)	$275	1.37%
109116	US TREASURY NOTES	12/31/2017	912828PN4	375,000.000	$108.47	$406,757	$109.625	$411,093	60.3%	$4,335	$10,312	2 51%
Total US GOVT AND AGENCY BONDS						**$426,866**		**$431,199**	**63.2%**	**$4,332**	**$10,587**	**2.46%**
CORPORATE BONDS												

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

Account Details

Report dated December 30, 2011
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXE FOUNDATION I/M ACCOUNT											
FIXED INCOME											
CORPORATE BONDS											
276402	GENERAL ELEC CAP CORP 5.250% 10/19/2012	36962G3K8	30,000.000	$104.58	$31,373	$103.497	$31,049	4.6%	($324)	$1,575	5.07%
270595	AMER EXPRESS CREDIT CO 7.300% 08/20/2013	0258M0CY3	20,000.000	$99.84	$19,967	$108.525	$21,705	3.2%	$1,738	$1,460	6.73%
200566	NOVARTIS CAPITAL CORP 02/10/2014	66989HAA6	25,000.000	$99.90	$24,974	$106.992	$26,748	3.9%	$1,773	$1,031	3.85%
201223	JPMORGAN CHASE & CO 01/20/2015	46625HHP8	25,000.000	$101.05	$25,263	$103.680	$25,920	3.8%	$656	$925	3 57%
201600	BERKSHIRE HATHAWAY INC 02/11/2015	084670AV0	25,000.000	$100.09	$25,023	$106.016	$26,504	3.9%	$1,481	$800	3 02%
200567	PROCTER & GAMBLE CO 02/15/2015	742718DM8	25,000.000	$99.58	$24,895	$107.684	$26,921	3.9%	$2,026	$875	3 25%
200657	PFIZER INC 03/15/2015	717081DA8	25,000.000	$99.87	$24,968	$113.116	$28,279	4.1%	$3,311	$1,337	4 73%
203218	TEXAS INSTRUMENT INC 05/16/2016	882508AR5	15,000.000	$99.49	$14,923	$104.167	$15,625	2.3%	$701	$356	2.28%
Total CORPORATE BONDS					**$191,386**		**$202,751**	**29.7%**	**$11,362**	**$8,359**	**4.12%**
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN 03/21/2014	822582AF9	25,000.000	$99.97	$24,993	$107.484	$26,871	3.9%	$1,877	$1,000	3 72%
Total INTERNATIONAL BONDS					**$24,993**		**$26,871**	**3.9%**	**$1,877**	**$1,000**	**3.72%**
TAXABLE MUNICIPAL BONDS											
310874	N Y ST DORM AUTH ST PIP 03/15/2016	649902Z55	20,000 000	$98.50	$19,701	$105.410	$21,082	3.1%	$1,380	$565	2 68%
Total TAXABLE MUNICIPAL BONDS					**$19,701**		**$21,082**	**3.1%**	**$1,380**	**$565**	**2.68%**
Total FIXED INCOME					**$662,946**		**$681,903**	**100.0%**	**$18,951**	**$20,511**	**3.01%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	20.000	$180.90	$3,618	$183.850	$3,677	3.5%	$59	$60	1.63%
851360	MICROSOFT CORP	594918104	400.000	$25.39	$10,157	$25.960	$10,384	10.0%	$226	$320	3 08%
886611	WESTERN UNION CO	959802109	175.000	$16.29	$2,851	$18.257	$3,195	3.1%	$343	$56	1 75%
902312	ACCENTURE PLC CL A	G1151C101	70.000	$54.60	$3,822	$53.229	$3,726	3.6%	($95)	$94	2 52%
Total INFORMATION TECHNOLOGY					**$20,448**		**$20,982**	**20.2%**	**$533**	**$530**	**2.53%**
INDUSTRIALS											

Account Details

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Amortized tax cost
Trade date basis

THE ROXE FOUNDATION I/M ACCOUNT

LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	35.000	$62.51	$2,188	$66.400	$2,324	2.2%	$135	$65	2 80%
Total INDUSTRIALS					**$2,188**		**$2,324**	**2.2%**	**$135**	**$65**	**3.47%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	70.000	$37.24	$2,607	$37.200	$2,604	2.5%	($3)	$203	7 80%
Total TELECOM SERVICES					**$2,607**		**$2,604**	**2.5%**	**($3)**	**$203**	**3.62%**
HEALTH CARE											
843800	JOHNSON & JOHNSON	478160104	60.000	$63.12	$3,787	$65.567	$3,934	3.8%	$147	$136	3 46%
881943	UNITEDHEALTH GROUP INC	91324P102	80.000	$44.39	$3,551	$50.675	$4,054	3.9%	$502	$52	1.28%
Total HEALTH CARE					**$7,338**		**$7,988**	**7.7%**	**$649**	**$188**	**2.45%**
FINANCIALS											
986524	ACE LIMITED	H0023R105	150.000	$50.61	$7,592	$70.120	$10,518	10.1%	$2,925	$282	2.68%
Total FINANCIALS					**$7,592**		**$10,518**	**10.1%**	**$2,925**	**$282**	**3.57%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	125.000	$37.82	$4,728	$40.776	$5,097	4.9%	$368	$81	1 59%
Total CONSUMER STAPLES					**$4,728**		**$5,097**	**4.9%**	**$368**	**$81**	**2.50%**
MATERIALS											
832563	FREEPORT-MCMRN CPPR&GOLD	35671D857	95.000	$37.81	$3,592	$36.789	$3,495	3.4%	($96)	$95	2 72%
857450	NEWMONT MINING CORP	651639106	115.000	$63.48	$7,300	$60.009	$6,901	6.6%	($399)	$161	2.33%
Total MATERIALS					**$10,892**		**$10,396**	**10.0%**	**($495)**	**$256**	**2.44%**
CONSUMER DISCRETIONARY											
805329	COMCAST CORP CL A NEW	20030N101	200.000	$21.28	$4,256	$23.710	$4,742	4.6%	$485	$90	1.90%
814456	CARNIVAL CORP CL A	143658300	175.000	$31.61	$5,531	$32.640	$5,712	5.5%	$180	$175	3 06%
848064	MACY'S INC	55616P104	45.000	$30.31	$1,364	$32.178	$1,448	1.4%	$83	$18	1 24%
850175	MCGRAW-HILL COMPANIES INC	580645109	60.000	$43.28	$2,597	$44.967	$2,698	2.6%	$100	$60	2 22%

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Account Details

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
..	**THE ROXE FOUNDATION I/M ACCOUNT**										
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
878468	TARGET CORP	87612E106	80.000	$52.22	$4,178	$51.212	$4,097	3.9%	($81)	$96	2.34%
888827	YUM BRANDS INC	988498101	140.000	$54.84	$7,677	$59.007	$8,261	8.0%	$583	$159	1 92%
Total CONSUMER DISCRETIONARY					**$25,603**		**$26,958**	**25.9%**	**$1,350**	**$598**	**2.37%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	25.000	$68.36	$1,709	$72.840	$1,821	1.8%	$112	$66	3.62%
848843	MARATHON OIL CORP	565849106	125.000	$25.86	$3,233	$29.264	$3,658	3.5%	$425	$75	2.05%
901258	NOBLE CORPORATION	H5833N103	60.000	$34.52	$2,071	$30.217	$1,813	1.7%	($257)	$35	1.93%
Total ENERGY					**$7,013**		**$7,292**	**7.0%**	**$280**	**$176**	**3.86%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	50.000	$50.50	$2,525	$54.440	$2,722	2.6%	$196	$117	4 30%
828398	EXELON CORP	30161N101	80.000	$43.19	$3,455	$43.362	$3,469	3.3%	$13	$168	4 84%
831264	FIRSTENERGY CORP	337932107	80.000	$43.55	$3,484	$44.300	$3,544	3.4%	$59	$176	4 97%
Total UTILITIES					**$9,464**		**$9,735**	**9.4%**	**$268**	**$461**	**4.21%**
Total LARGE CAP CORE - U.S.					**$97,873**		**$103,894**	**100.0%**	**$6,010**	**$2,840**	**2.73%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	825.000	$10.20	$8,411	$10.613	$8,756	7.1%	$344	$157	1.79%
904803	DEUTSCHE POST AG ADR	25157Y202	285.000	$14 85	$4,233	$15.421	$4,395	3.6%	$161	$256	5 82%
905419	ABERTIS INFRAESTR ADR	003381100	175.000	$7.41	$1,297	$8.006	$1,401	1.1%	$104	$114	8 14%
919005	KON PHILIP ELEC ADR	500472303	70.000	$18.39	$1,287	$20.943	$1,466	1.2%	$178	$66	4 50%
927371	ITOCHU CORP ADR	465717106	125.000	$19.50	$2,437	$20.320	$2,540	2.1%	$103	$66	2 60%
Total INDUSTRIALS					**$17,665**		**$18,558**	**15.1%**	**$890**	**$659**	**3.47%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	135.000	$60.47	$8,163	$57.126	$7,712	6.3%	($451)	$132	1 71%

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THE ROXE FOUNDATION I/M ACCOUNT

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
TELECOM SERVICES											
905422	TELE2 AB ADR	87952P307	275.000	$9.48	$2,607	$9.764	$2,685	2.2%	$78	$95	3.54%
933905	SK TELECOM ADR	78440P108	175.000	$14.27	$2,498	$13.606	$2,381	1.9%	($116)	$127	5.33%
Total TELECOM SERVICES					**$13,268**		**$12,778**	**10.4%**	**($489)**	**$354**	**3.62%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	125.000	$32.94	$4,118	$36.536	$4,567	3.7%	$448	$165	3.61%
924978	MERCK KGAA ADR	589339100	55.000	$31.27	$1,720	$33.327	$1,833	1.5%	$112	$21	1 15%
958901	TEVA PHARM INDS LTD ADR	881624209	100.000	$38.56	$3,856	$40.360	$4,036	3.3%	$179	$78	1 93%
Total HEALTH CARE					**$9,694**		**$10,436**	**8.5%**	**$739**	**$264**	**2.45%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	325.000	$11.78	$3,828	$12.302	$3,998	3.2%	$170	$201	5.03%
904004	CHINA CONSTRUCTION ADR	168919108	375.000	$13.97	$5,240	$13.955	$5,233	4.2%	($6)	$201	3.84%
905386	SUNCORP GROUP ADR	86723Y100	225.000	$8.17	$1,838	$8 587	$1,932	1.6%	$94	$69	3.57%
905424	NORDEA BK SWEDEN AB ADR	65557A206	525.000	$7.58	$3,979	$7.768	$4,078	3.3%	$99	$171	4 19%
905438	WHARF HOLDINGS ADR	962257200	375.000	$9.72	$3,645	$9 037	$3,389	2 7%	($256)	$87	2 57%
906209	BARCLAYS PLC ADR	06738E204	250.000	$10.09	$2,523	$10 988	$2,747	2.2%	$224	$88	3 20%
914068	ALLIANZ AKTIENGES ADR	018805101	175.000	$9.51	$1,665	$9.594	$1,679	1.4%	$13	$84	5 00%
968662	SUMITOMO MITSUI FIN ADR	86562M209	500.000	$5.39	$2,696	$5.510	$2,755	2.2%	$58	$115	4 17%
Total FINANCIALS					**$25,414**		**$25,811**	**20.9%**	**$396**	**$1,016**	**3.57%**
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	325.000	$17.40	$5,655	$17.203	$5,591	4 5%	($64)	$115	2 06%
926008	IMPERIAL TOBACCO LT ADR	453142101	60.000	$70.50	$4,230	$75.683	$4,541	3.7%	$310	$184	4.05%
933964	KON AHOLD ADR	500467402	275.000	$12.68	$3,487	$13.505	$3,714	3.0%	$226	$95	2 56%
962458	UNILEVER NV ADR	904784709	125.000	$32.31	$4,039	$34.368	$4,296	3.5%	$256	$131	3 05%
967819	AJINOMOTO INC ADR	009707100	20.000	$119.00	$2,380	$120.050	$2,401	1.9%	$21	$35	1 46%
Total CONSUMER STAPLES					**$19,791**		**$20,543**	**16.7%**	**$749**	**$560**	**2.50%**

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; THE ROXE FOUNDATION I/M ACCOUNT											
LARGE CAP CORE - NON U.S.											
MATERIALS											
802483	BARRICK GOLD CORP	067901108	90.000	$47.80	$4,302	$45.244	$4,072	3.3%	($230)	$36	0 88%
901454	AKZO NOBEL NV ADR	010199305	30.000	$44.03	$1,321	$48.467	$1,454	1.2%	$133	$50	3 44%
904977	BHP BILLITON PLC-ADR	05545E209	80.000	$56.28	$4,502	$58.388	$4,671	3.8%	$168	$161	3.45%
Total MATERIALS					**$10,125**		**$10,197**	**8.3%**	**$71**	**$247**	**2.44%**
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	65.000	$33.42	$2,172	$33.308	$2,165	1.8%	($7)	$93	4.30%
Total CONSUMER DISCRETIONARY					**$2,172**		**$2,165**	**1.8%**	**($7)**	**$93**	**2.37%**
ENERGY											
915019	ENI S.P A ADR	26874R108	180.000	$42.16	$7,589	$41.267	$7,428	6.0%	($161)	$368	4.95%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	40.000	$102.10	$4,084	$105.050	$4,202	3 4%	$117	$126	3 00%
959209	TOTAL SA ADR	89151E109	85.000	$48.93	$4,159	$51.106	$4,344	3 5%	$185	$229	5 27%
Total ENERGY					**$15,832**		**$15,974**	**13.0%**	**$141**	**$723**	**3.86%**
UTILITIES											
900767	SSE PLC ADR	78467K107	65.000	$20.05	$1,303	$20.062	$1,304	1.1%	$0	$75	5 75%
901986	GDF SUEZ ADR	36160B105	50.000	$25.42	$1,271	$27.400	$1,370	1.1%	$99	$75	5 47%
905429	TOKYO GAS LTD ADR	889115101	90.000	$43.03	$3,873	$46.000	$4,140	3.4%	$267	$85	2 05%
Total UTILITIES					**$6,447**		**$6,814**	**5.5%**	**$366**	**$235**	**4.21%**
Total LARGE CAP CORE - NON U.S.					**$120,408**		**$123,276**	**100.0%**	**$2,856**	**$4,151**	**3.37%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	34,698.483	$10.19	$353,472	$8.770	$304,305	100.0%	($49,166)	$346	0 11%
Total LARGE CAP STRATEGIES FUNDS					**$353,472**		**$304,305**	**100.0%**	**($49,166)**	**$346**	**0.11%**
Total LARGE CAP STRATEGIES					**$353,472**		**$304,305**	**100.0%**	**($49,166)**	**$346**	**0.11%**
GLOBAL SMALL & MID CAP											

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	THE ROXE FOUNDATION I/M ACCOUNT										
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	31,397.820	$10.23	$321,148	$13.470	$422,928	100.0%	$101,779	$2,982	0.71%
Total GLOBAL SMALL & MID CAP FUNDS					$321,148		$422,928	100.0%	$101,779	$2,982	0.71%
Total GLOBAL SMALL & MID CAP					$321,148		$422,928	100.0%	$101,779	$2,982	0.71%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	59,262.407	$6.91	$409,334	$6.780	$401,799	100.0%	($7,535)	$23,408	5.83%
Total GLOBAL OPPORTUNITIES FUNDS					$409,334		$401,799	100.0%	($7,535)	$23,408	5.83%
Total GLOBAL OPPORTUNITIES					$409,334		$401,799	100.0%	($7,535)	$23,408	5.83%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	21,734.414	$12.18	$264,713	$9.300	$202,130	100.0%	($62,583)	$4,933	2 44%
Total REAL RETURN FUNDS					$264,713		$202,130	100.0%	($62,583)	$4,933	2.44%
Total REAL RETURN/COMMODITIES					$264,713		$202,130	100.0%	($62,583)	$4,933	2.44%
ALTERNATIVE INVESTMENTS											
HEDGE FUNDS											
085091	5TH AVE TECH GR OFF FD S13	5TGOF1930	155.575	$2,480.06	$385,835	$2,808.060	$436,864	49.1%	$51,028	$0	0.00%
085744	5TH AVE TG OFF FD DC1	5TGOF1997	51.506	$1,000.00	$51,506	$0.000	$0	0.0%	($51,506)	$0	
087256	5TH AVE TECH GR OFF FD	5TGOF1914	161.149	$1,274.75	$205,425	$2,809.505	$452,749	50 9%	$247,324	$0	0 00%
Total HEDGE FUNDS					$642,766		$889,613	100.0%	$246,846	$0	0.00%
Total ALTERNATIVE INVESTMENTS					$642,766		$889,613	100.0%	$246,846	$0	0.00%
Total					$3,438,754		$3,694,995		$256,213	$59,411	1.61%

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Report run on Apr 16, 2012 by YEE
Version GP8 4 1 2

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE ROXE FOUNDATION

Employer identification number (EIN) or
☒ 06-1480884

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O BESSEMER TRUST,630 FIFTH AVENUE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10111

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BESSEMER TRUST COMPANY 630 FIFTH AVENUE - NEW YORK, NY 10111

  Telephone No. ▶ 212-708-9216 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2011 or

▶ ☐ tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,637.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 4,400.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

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