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

**2011**

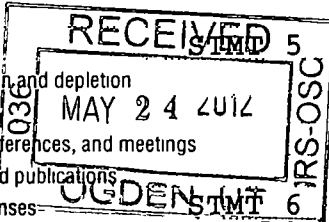
Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>ALBERT C. BOSTWICK FOUNDATION</b>		A Employer identification number <b>11-6003740</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O BESSEMER TRUST, 630 FIFTH AVE</b>	Room/suite <b>34 FL</b>	B Telephone number <b>212-708-9216</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10111</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>3,477,407.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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 <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	85,305.	85,305.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	159,447.			
	b Gross sales price for all assets on line 6a <b>1,744,572.</b>				
	7 Capital gain net income (from Part IV, line 2)		159,447.		
	8 Net short-term capital gain				
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	<4,351.>	<4,351.>		STATEMENT 2	
12 Total. Add lines 1 through 11	240,401.	240,401.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,050.	0.		1,050.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	5,000.	0.		5,000.
	c Other professional fees <b>STMT 4</b>	10,857.	7,238.		3,169.
	17 Interest				
	18 Taxes	67.	67.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	375.	0.		375.	
24 Total operating and administrative expenses Add lines 13 through 23	17,349.	7,305.		9,594.	
25 Contributions, gifts, grants paid	145,000.			145,000.	
26 Total expenses and disbursements Add lines 24 and 25	162,349.	7,305.		154,594.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	78,052.				
b Net investment income (if negative, enter -0-)		233,096.			
c Adjusted net income (if negative, enter -0-)			N/A		



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13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		36,390.	481,278.	481,278.
	3	Accounts receivable ▶ 3,809.			3,809.	
		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 8		936,709.	974,382.	1,008,416.
	b	Investments - corporate stock STMT 9		2,127,104.	1,648,528.	1,717,698.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		225,295.	295,295.	270,015.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ )					
16	<b>Total assets (to be completed by all filers)</b>		<b>3,325,498.</b>	<b>3,403,292.</b>	<b>3,477,407.</b>	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,325,498.	3,403,292.	
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	<b>Total net assets or fund balances</b>		<b>3,325,498.</b>	<b>3,403,292.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>3,325,498.</b>	<b>3,403,292.</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 (must agree with end-of-year figure reported on prior year's return)	1	3,325,498.
2	Enter amount from Part I, line 27a	2	78,052.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,403,550.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	258.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>3,403,292.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 542,735.		578,850.	<36,115.>
b 1,201,337.		1,006,275.	195,062.
c 500.			500.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<36,115.>
b			195,062.
c			500.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	159,447.
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	188,890.	3,598,598.	.052490
2009	196,278.	3,360,695.	.058404
2008	190,955.	3,985,680.	.047910
2007	205,310.	4,489,992.	.045726
2006	220,705.	4,219,358.	.052308

2 Total of line 1, column (d)	2	.256838
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	.051368
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,761,750.
5 Multiply line 4 by line 3	5	193,234.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,331.
7 Add lines 5 and 6	7	195,565.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	154,594.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,662.
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	4,662.
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	4,662.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,686.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,976.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,662.	
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		0.
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ NY		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of C/O BESSEMER TRUST 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
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? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? 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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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

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

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

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

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

**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
ALBERT C. BOSTWICK, JR 531 BERRIE ROAD S.W. AIKEN, SC 29801	TRUSTEE 2.00	1,050.	0.	0.
ANDREW G.C. SAGE II 8 MATINECOCK FARMS ROAD GLEN COVE, NY 11542	TRUSTEE 2.00	0.	0.	0.
MICHAEL R. PARKER 1110 LAKE AVENUE GREENWICH, CT 06831	TRUSTEE 2.00	0.	0.	0.

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

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	3,563,894.
b	Average of monthly cash balances	1b	255,142.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,819,036.
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	3,819,036.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,286.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,761,750.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	188,088.

**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	188,088.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,662.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,662.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	183,426.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	183,426.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	183,426.

**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	154,594.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	154,594.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	154,594.

**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				183,426.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			142,205.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 154,594.				
a Applied to 2010, but not more than line 2a			142,205.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				12,389.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				171,037.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**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		(e) Total
	(a) 2011	(b) 2010	(c) 2009	
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).)

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.  
**ALBERT C. BOSTWICK**  
**C/O DAVID ARCELLA, BESSEMER TRUST, 630 FIFTH AVE, NY, NY 0111**

b The form in which applications should be submitted and information and materials they should include:  
**APPLICATIONS SHOULD BE SUBMITTED IN WRITING**

c Any submission deadlines:

NONE

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

NONE

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	if recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED	NONE	EXEMPT	GENERAL PURPOSE	145,000.
<b>Total</b>			▶ 3a	145,000.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			▶ 3b	0.







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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	67.	67.		0.
TO FORM 990-PF, PG 1, LN 18	67.	67.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY STATE FILING FEE	250.	0.		250.
NOTICE OF AVAILABILITY PUBLICATION	125.	0.		125.
TO FORM 990-PF, PG 1, LN 23	375.	0.		375.

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FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ROUNDING	20.
RETURN OF CAPITAL	238.
TOTAL TO FORM 990-PF, PART III, LINE 5	258.

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**FORM 990-PF                      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS                      STATEMENT      8**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		974,382.	1,008,416.
TOTAL U.S. GOVERNMENT OBLIGATIONS			974,382.	1,008,416.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			974,382.	1,008,416.

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**FORM 990-PF                                      CORPORATE STOCK                                      STATEMENT      9**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	1,648,528.	1,717,698.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,648,528.	1,717,698.

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**FORM 990-PF                                      OTHER INVESTMENTS                                      STATEMENT      10**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	295,295.	270,015.
TOTAL TO FORM 990-PF, PART II, LINE 13		295,295.	270,015.

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2011  
**ALBERT C. BOSTWICK FOUNDATION**  
 EIN: 11-6003740

<u>CHARITY</u>	<u>AMOUNT</u>
AMGA General Memorial Fund Po Box 1739 Boulder, CO 80306	5,000
Aiken Rescue, Inc P O Box 878 Aiken, SC 29802-0875	2,500
Aiken SPCA 401 Wire Road Aiken, SC 29801	5,000
Aiken Steeplechase Association P O Box 360 Aiken, SC 29802	500
The Hitchcock Foundation P O Box 1702 Aiken, SC 29802	1,000
Old Forge Fire Dept Chief of Department Box 1170 Old Forge, NY 13420	1,000
James A Baker Institute for Animal Health Cornell University Hungerford Hill Road Ithaca, NY 14853	35,000
Laurel House Po Box 764 Narristown, PA 19404	7,000
Cornell University Ithaca, NY 14850	30,000
Map International 4700 Glynco Parkway Brunswick, GA 31525	-
Holiday Hope / City of Aiken Box 1177 Aiken, SC 29802	1,000
Columbia University Dept of Ophthalmology 100 Haven Avenue, Suite 29D New York, NY 10032	22,000
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York, NY	15,000
Community Foundation for Palm Beach 700 South Dixie Highway Suite 200 West Palm Beach, FL 33401	10,000
Humane Society of West Alabama 1515 Veterans Memorial Parkway Tuscaloosa, AL 35404	5,000
Joplin Humane Society 140 E Emperor Lane Joplin, MO 64801	5,000
	<b>\$ 145,000</b>

# Bessemer Trust

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

## Account Details

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>ALBERT C BOSTWICK 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	
<b>Total CASH AVAILABLE</b>					<b>\$0</b>		<b>\$0</b>	<b>0.0%</b>	<b>\$0</b>	<b>\$0</b>	
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		81,965 880	\$1 00	\$81,965	\$1 000	\$81,965	17 1%	\$0	\$8	0.01%
			397,122 860	\$1 00	\$397,122	\$1 000	\$397,122	82 9%	\$0	\$39	0.01%
<b>Total CASH EQUIVALENTS</b>					<b>\$479,087</b>		<b>\$479,087</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$47</b>	<b>0.01%</b>
<b>Total CASH AND SHORT TERM</b>					<b>\$479,087</b>		<b>\$479,087</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$47</b>	<b>0.01%</b>
<b>STRATEGIC CURRENCY</b>											
603903	HK DOLLAR DEPOSIT - BNYM		545,391 000	\$0 13	\$70,000	\$0 129	\$70,191	42 3%	\$191	\$0	0.00%
603904	SG DOLLAR DEPOSIT - BNYM		53,423 130	\$0 82	\$43,750	\$0 772	\$41,221	24 9%	(\$2,528)	\$0	0.00%
603905	NO KRONE DEPOSIT - BNYM		194,180 000	\$0 18	\$35,000	\$0 168	\$32,563	19 6%	(\$2,436)	\$233	0.72%
605213	US DOLLAR DEPOSIT - BNYM		21,899 300	\$1 00	\$21,899	\$1 000	\$21,899	13 2%	\$0	\$0	0.00%
<b>Total STRATEGIC CURRENCY</b>					<b>\$170,649</b>		<b>\$165,874</b>	<b>100.0%</b>	<b>(\$4,773)</b>	<b>\$233</b>	<b>0.14%</b>
<b>LARGE CAP CORE - U.S.</b>											
<b>INFORMATION TECHNOLOGY</b>											
842450	INTERNATIONAL BUS MACHINES	459200101	20 000	\$180 90	\$3,618	\$183 850	\$3,677	3 2%	\$59	\$60	1.63%
851360	MICROSOFT CORP	594918104	430 000	\$25 71	\$11,056	\$25 958	\$11,162	9 6%	\$106	\$344	3.08%
886611	WESTERN UNION CO	959802109	225 000	\$16 40	\$3,690	\$18 258	\$4,108	3 5%	\$417	\$72	1.75%
902312	ACCENTURE PLC CL A	G1151C101	80 000	\$54 60	\$4,368	\$53 225	\$4,258	3 7%	(\$109)	\$108	2.54%
<b>Total INFORMATION TECHNOLOGY</b>					<b>\$22,732</b>		<b>\$23,205</b>	<b>20.0%</b>	<b>\$473</b>	<b>\$584</b>	<b>2.52%</b>
<b>INDUSTRIALS</b>											
833750	GENERAL DYNAMICS CORP	369550108	40 000	\$62 52	\$2,501	\$66 400	\$2,656	2 3%	\$154	\$75	2.82%

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# Bessemer Trust

Report dated December 30, 2011

## Account Details

Amortized tax cost  
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>ALBERT C BOSTWICK FOUNDATION</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>INDUSTRIALS</b>											
<b>Total INDUSTRIALS</b>					\$2,501	\$2,656		2.3%	\$154	\$75	3.48%
<b>TELECOM SERVICES</b>											
815785	CENTURYLINK INC	156700106	80 000	\$37 25	\$2,980	\$37 200	\$2,976	2.6%	(\$4)	\$232	7.80%
<b>Total TELECOM SERVICES</b>					\$2,980	\$2,976		2.6%	(\$4)	\$232	3.65%
<b>HEALTH CARE</b>											
843800	JOHNSON & JOHNSON	478160104	70 000	\$63 11	\$4,418	\$65 571	\$4,590	4.0%	\$172	\$159	3.46%
881943	UNITEDHEALTH GROUP INC	91324P102	90 000	\$44 39	\$3,995	\$50 678	\$4,561	3.9%	\$565	\$58	1.27%
<b>Total HEALTH CARE</b>					\$8,413	\$9,151		7.9%	\$737	\$217	2.41%
<b>FINANCIALS</b>											
986524	ACE LIMITED	H0023R105	170 000	\$49 94	\$8,489	\$70 118	\$11,920	10.3%	\$3,431	\$319	2.68%
<b>Total FINANCIALS</b>					\$8,489	\$11,920		10.3%	\$3,431	\$319	3.58%
<b>CONSUMER STAPLES</b>											
822151	CVS/CAREMARK CORP	126650100	125 000	\$37 82	\$4,728	\$40 776	\$5,097	4.4%	\$368	\$81	1.59%
<b>Total CONSUMER STAPLES</b>					\$4,728	\$5,097		4.4%	\$368	\$81	2.52%
<b>MATERIALS</b>											
832563	FREEMONT-MCMRN CPPR&GOLD	35671D857	105 000	\$37 63	\$3,951	\$36 781	\$3,862	3.3%	(\$88)	\$105	2.72%
857450	NEWMONT MINING CORP	651639106	125 000	\$63 59	\$7,949	\$60 008	\$7,501	6.5%	(\$447)	\$175	2.33%
<b>Total MATERIALS</b>					\$11,900	\$11,363		9.8%	(\$535)	\$280	2.43%
<b>CONSUMER DISCRETIONARY</b>											
805329	COMCAST CORP CL A NEW	20030N101	225 000	\$21 28	\$4,787	\$23 707	\$5,334	4.6%	\$546	\$101	1.89%
814456	CARNIVAL CORP CL A	143658300	200 000	\$31 61	\$6,322	\$32 640	\$6,528	5.6%	\$206	\$200	3.06%
848064	MACY'S INC	55616P104	50 000	\$30 30	\$1,515	\$32 180	\$1,609	1.4%	\$93	\$20	1.24%
850175	MCGRAW-HILL COMPANIES INC	580645109	70 000	\$43 29	\$3,030	\$44 957	\$3,147	2.7%	\$117	\$70	2.22%
878468	TARGET CORP	87612E106	95 000	\$52 23	\$4,962	\$51 211	\$4,865	4.2%	(\$96)	\$114	2.34%

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## Account Details

Amortized tax cost  
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>ALBERT C BOSTWICK FOUNDATION</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>CONSUMER DISCRETIONARY</b>											
888827	YUM BRANDS INC	988498101	150 000	\$54 73	\$8,209	\$59 007	\$8,851	7 6%	\$642	\$171	1 93%
<b>Total CONSUMER DISCRETIONARY</b>					<b>\$28,825</b>		<b>\$30,334</b>	<b>26.2%</b>	<b>\$1,508</b>	<b>\$676</b>	<b>2.39%</b>
<b>ENERGY</b>											
819413	CONOCOPHILLIPS	20825C104	30 000	\$68 37	\$2,051	\$72 867	\$2,186	1 9%	\$134	\$79	3 61%
848843	MARATHON OIL CORP	565849106	125 000	\$25 86	\$3,233	\$29 264	\$3,658	3 2%	\$425	\$75	2 05%
901258	NOBLE CORPORATION	H5833N103	70 000	\$34 51	\$2,416	\$30 214	\$2,115	1 8%	(\$300)	\$41	1 94%
<b>Total ENERGY</b>					<b>\$7,700</b>		<b>\$7,959</b>	<b>6.9%</b>	<b>\$259</b>	<b>\$195</b>	<b>3.89%</b>
<b>UTILITIES</b>											
823500	DETROIT ENERGY CO	233331107	60 000	\$50 50	\$3,030	\$54 450	\$3,267	2 8%	\$236	\$141	4 32%
828398	EXELON CORP	30161N101	90 000	\$43 19	\$3,887	\$43 367	\$3,903	3 4%	\$15	\$189	4 84%
831264	FIRSTENERGY CORP	337932107	90 000	\$43 54	\$3,919	\$44 300	\$3,987	3 4%	\$67	\$198	4 97%
<b>Total UTILITIES</b>					<b>\$10,836</b>		<b>\$11,157</b>	<b>9.6%</b>	<b>\$318</b>	<b>\$528</b>	<b>4.23%</b>
<b>Total LARGE CAP CORE - U.S.</b>					<b>\$109,104</b>		<b>\$115,818</b>	<b>100.0%</b>	<b>\$6,709</b>	<b>\$3,187</b>	<b>2.75%</b>
<b>LARGE CAP CORE - NON U.S.</b>											
<b>INDUSTRIALS</b>											
900927	EAST JAPAN RAIL ADR	273202101	925 000	\$10 18	\$9,420	\$10 613	\$9,817	7 1%	\$397	\$176	1 79%
904803	DEUTSCHE POST AG ADR	25157Y202	325 000	\$14 86	\$4,828	\$15 422	\$5,012	3 6%	\$183	\$292	5 83%
905419	ABERTIS INFRAESTR ADR	003381100	200 000	\$7 41	\$1,482	\$8 010	\$1,602	1 2%	\$119	\$131	8 18%
919005	KON PHILIP ELEC ADR	500472303	80 000	\$18 39	\$1,471	\$20 950	\$1,676	1 2%	\$204	\$75	4 47%
927371	ITOCHU CORP ADR	465717106	150 000	\$19 50	\$2,925	\$20 327	\$3,049	2 2%	\$123	\$79	2 59%
<b>Total INDUSTRIALS</b>					<b>\$20,126</b>		<b>\$21,156</b>	<b>15.2%</b>	<b>\$1,026</b>	<b>\$753</b>	<b>3.48%</b>
<b>TELECOM SERVICES</b>											
901909	CHINA TELECOM ADR	169426103	150 000	\$60 47	\$9,070	\$57 127	\$8,569	6 2%	(\$501)	\$147	1 72%
905422	TELE2 AB ADR	87952P307	325 000	\$9 48	\$3,082	\$9 763	\$3,173	2 3%	\$91	\$112	3 53%

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## 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
<b>LARGE CAP CORE - NON U.S.</b>											
<b>TELECOM SERVICES</b>											
933905	SK TELECOM ADR	78440P108	200 000	\$14 27	\$2,854	\$13 610	\$2,722	2 0%	(\$132)	\$145	5 33%
<b>Total TELECOM SERVICES</b>					<b>\$15,006</b>		<b>\$14,464</b>	<b>10.4%</b>	<b>(\$542)</b>	<b>\$404</b>	<b>3.65%</b>
<b>HEALTH CARE</b>											
907989	SANOFI - ADR	80105N105	125 000	\$32 94	\$4,118	\$36 536	\$4,567	3 3%	\$448	\$165	3 61%
924978	MERCK KGAA ADR	589339100	65 000	\$31 28	\$2,033	\$33 323	\$2,166	1 6%	\$132	\$25	1 15%
958901	TEVA PHARM INDS LTD ADR	881624209	125 000	\$38 55	\$4,819	\$40 360	\$5,045	3 6%	\$225	\$98	1 94%
<b>Total HEALTH CARE</b>					<b>\$10,970</b>		<b>\$11,778</b>	<b>8.5%</b>	<b>\$805</b>	<b>\$288</b>	<b>2.41%</b>
<b>FINANCIALS</b>											
900901	MUNICH RE GROUP ADR	626188106	375 000	\$11 78	\$4,419	\$12 304	\$4,614	3 3%	\$194	\$232	5 03%
904004	CHINA CONSTRUCTION ADR	168919108	425 000	\$13 97	\$5,939	\$13 955	\$5,931	4 3%	(\$7)	\$228	3 84%
905386	SUNCORP GROUP ADR	86723Y100	250 000	\$8 16	\$2,040	\$8 588	\$2,147	1 5%	\$107	\$77	3 59%
905424	NORDEA BK SWEDEN AB ADR	65557A206	600 000	\$7 58	\$4,548	\$7 767	\$4,660	3 4%	\$111	\$196	4 21%
905438	WHARF HOLDINGS ADR	962257200	425 000	\$9 75	\$4,145	\$9 038	\$3,841	2 8%	(\$303)	\$98	2 55%
906209	BARCLAYS PLC ADR	06738E204	275 000	\$10 09	\$2,775	\$10 989	\$3,022	2 2%	\$246	\$97	3 21%
914068	ALLIANZ AKTIENGES ADR	018805101	200 000	\$9 51	\$1,902	\$9 595	\$1,919	1 4%	\$16	\$96	5 00%
968662	SUMITOMO MITSUI FIN ADR	86562M209	550 000	\$5 39	\$2,965	\$5 509	\$3,030	2 2%	\$64	\$127	4 19%
<b>Total FINANCIALS</b>					<b>\$28,733</b>		<b>\$29,164</b>	<b>21.0%</b>	<b>\$428</b>	<b>\$1,151</b>	<b>3.58%</b>
<b>CONSUMER STAPLES</b>											
900061	AB FOODS LTD ADR	045519402	350 000	\$17 26	\$6,041	\$17 203	\$6,021	4 3%	(\$19)	\$123	2 04%
926008	IMPERIAL TOBACCO LT ADR	453142101	70 000	\$70 50	\$4,935	\$75 671	\$5,297	3 8%	\$362	\$215	4 06%
933964	KON AHOLD ADR	500467402	325 000	\$12 67	\$4,118	\$13 505	\$4,389	3 2%	\$271	\$113	2 57%
962458	UNILEVER NV ADR	904784709	125 000	\$32 31	\$4,039	\$34 368	\$4,296	3 1%	\$256	\$131	3 05%
967819	AJINOMOTO INC ADR	009707100	25 000	\$119 00	\$2,975	\$120 080	\$3,002	2 2%	\$27	\$44	1 47%
<b>Total CONSUMER STAPLES</b>					<b>\$22,108</b>		<b>\$23,005</b>	<b>16.6%</b>	<b>\$897</b>	<b>\$626</b>	<b>2.52%</b>
<b>MATERIALS</b>											

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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
<b>ALBERT C BOSTWICK FOUNDATION</b>											
<b>LARGE CAP CORE - NON U.S.</b>											
<b>MATERIALS</b>											
802483	BARRICK GOLD CORP	067901108	100 000	\$47 80	\$4,780	\$45 250	\$4,525	3 3%	(\$255)	\$40	0 88%
901454	AKZO NOBEL NV ADR	010199305	35 000	\$44 03	\$1,541	\$48 486	\$1,697	1 2%	\$156	\$58	3 42%
904977	BHP BILLITON PLC-ADR	05545E209	85 000	\$56 29	\$4,785	\$58 388	\$4,963	3 6%	\$177	\$171	3 45%
<b>Total MATERIALS</b>					<b>\$11,106</b>		<b>\$11,185</b>	<b>8.1%</b>	<b>\$78</b>	<b>\$269</b>	<b>2.43%</b>
<b>CONSUMER DISCRETIONARY</b>											
848349	MAGNA INTL INC CL A	559222401	75 000	\$33 43	\$2,507	\$33 307	\$2,498	1 8%	(\$8)	\$108	4 32%
<b>Total CONSUMER DISCRETIONARY</b>					<b>\$2,507</b>		<b>\$2,498</b>	<b>1.8%</b>	<b>(\$8)</b>	<b>\$108</b>	<b>2.39%</b>
<b>ENERGY</b>											
915019	ENI S.P.A ADR	26874R108	195 000	\$42 13	\$8,215	\$41 267	\$8,047	5 8%	(\$168)	\$399	4 96%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	45 000	\$102 09	\$4,594	\$105 044	\$4,727	3 4%	\$132	\$142	3 00%
959209	TOTAL SA ADR	89151E109	100 000	\$48 93	\$4,893	\$51 110	\$5,111	3 7%	\$217	\$269	5 26%
<b>Total ENERGY</b>					<b>\$17,702</b>		<b>\$17,885</b>	<b>12.9%</b>	<b>\$181</b>	<b>\$810</b>	<b>3.89%</b>
<b>UTILITIES</b>											
900767	SSE PLC ADR	78467K107	75 000	\$20 04	\$1,503	\$20 053	\$1,504	1 1%	\$0	\$86	5 72%
901986	GDF SUEZ ADR	36160B105	60 000	\$25 42	\$1,525	\$27 417	\$1,645	1 2%	\$119	\$90	5 47%
905429	TOKYO GAS LTD ADR	889115101	100 000	\$43 23	\$4,323	\$46 010	\$4,601	3 3%	\$277	\$95	2 06%
<b>Total UTILITIES</b>					<b>\$7,351</b>		<b>\$7,750</b>	<b>5.6%</b>	<b>\$396</b>	<b>\$271</b>	<b>4.23%</b>
<b>Total LARGE CAP CORE - NON U.S.</b>					<b>\$135,609</b>		<b>\$138,885</b>	<b>100.0%</b>	<b>\$3,261</b>	<b>\$4,680</b>	<b>3.37%</b>
<b>LARGE CAP STRATEGIES</b>											
<b>LARGE CAP STRATEGIES FUNDS</b>											
943344	OW LARGE CAP STRATEGIES FD	680414109	40,543 372	\$8 61	\$348,992	\$8 770	\$355,565	100 0%	\$6,572	\$405	0 11%
<b>Total LARGE CAP STRATEGIES FUNDS</b>					<b>\$348,992</b>		<b>\$355,565</b>	<b>100.0%</b>	<b>\$6,572</b>	<b>\$405</b>	<b>0.11%</b>
<b>Total LARGE CAP STRATEGIES</b>					<b>\$348,992</b>		<b>\$355,565</b>	<b>100.0%</b>	<b>\$6,572</b>	<b>\$405</b>	<b>0.11%</b>
<b>GLOBAL SMALL &amp; MID CAP</b>											

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# Bessemer Trust

Report dated December 30, 2011

Page 9 of 9

## Account Details

Amortized tax cost  
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>ALBERT C BOSTWICK FOUNDATION</b>											
<b>GLOBAL SMALL &amp; MID CAP</b>											
<b>GLOBAL SMALL &amp; MID CAP FUNDS</b>											
905637	OW GLOBAL SML & MID CAP FD	680414604	37,619,276	\$10.31	\$387,984	\$13,470	\$506,731	100.0%	\$118,747	\$3,573	0.71%
<b>Total GLOBAL SMALL &amp; MID CAP FUNDS</b>					<b>\$387,984</b>		<b>\$506,731</b>	<b>100.0%</b>	<b>\$118,747</b>	<b>\$3,573</b>	<b>0.71%</b>
<b>GLOBAL OPPORTUNITIES</b>											
<b>GLOBAL OPPORTUNITIES FUNDS</b>											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	64,133,526	\$7.74	\$496,190	\$6,780	\$434,825	100.0%	(\$61,364)	\$25,332	5.83%
<b>Total GLOBAL OPPORTUNITIES FUNDS</b>					<b>\$496,190</b>		<b>\$434,825</b>	<b>100.0%</b>	<b>(\$61,364)</b>	<b>\$25,332</b>	<b>5.83%</b>
<b>Total GLOBAL OPPORTUNITIES</b>					<b>\$496,190</b>		<b>\$434,825</b>	<b>100.0%</b>	<b>(\$61,364)</b>	<b>\$25,332</b>	<b>5.83%</b>
<b>REAL RETURN/COMMODITIES</b>											
<b>REAL RETURN FUNDS</b>											
860093	OW REAL RETURN FUND	680414703	29,033,934	\$10.17	\$295,295	\$9,300	\$270,015	100.0%	(\$25,280)	\$6,590	2.44%
<b>Total REAL RETURN FUNDS</b>					<b>\$295,295</b>		<b>\$270,015</b>	<b>100.0%</b>	<b>(\$25,280)</b>	<b>\$6,590</b>	<b>2.44%</b>
<b>Total REAL RETURN/COMMODITIES</b>					<b>\$295,295</b>		<b>\$270,015</b>	<b>100.0%</b>	<b>(\$25,280)</b>	<b>\$6,590</b>	<b>2.44%</b>
<b>Total</b>							<b>\$2,466,800</b>		<b>\$43,872</b>	<b>\$44,047</b>	<b>1.79%</b>

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Report run on Apr 19, 2012 by STANTONE  
Version GP8 4 1 2

# Bessemer Trust

Report dated December 30, 2011

Page 3 of 4

## Account Details

Amortized tax cost  
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>ALBERT C BOSTWICK FOUNDATION FI</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	\$0
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
<b>Total CASH AVAILABLE</b>					<b>\$0</b>		<b>\$0</b>	<b>0.0%</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
			2,191.940	\$1.00	\$2,191	\$1,000	\$2,191	100.0%	\$0	\$0	0.00%
<b>Total CASH EQUIVALENTS</b>					<b>\$2,191</b>		<b>\$2,191</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$0</b>	<b>0.00%</b>
<b>Total CASH AND SHORT TERM</b>					<b>\$2,191</b>		<b>\$2,191</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$0</b>	<b>0.00%</b>
<b>FIXED INCOME</b>											
<b>US GOVT AND AGENCY BONDS</b>											
107092	FEDERAL HOME LOAN BANK	3133XXYX9	160,000,000	\$100.65	\$161,035	\$102,235	\$163,576	16.2%	\$2,540	\$3,000	1.83%
105640	FEDERAL HOME LOAN BANK	3133XWX95	200,000,000	\$99.93	\$199,858	\$106,444	\$212,888	21.1%	\$13,029	\$5,500	2.58%
109116	US TREASURY NOTES	912828FN4	277,000,000	\$108.47	\$300,458	\$109,625	\$303,661	30.1%	\$3,202	\$7,617	2.51%
<b>Total US GOVT AND AGENCY BONDS</b>					<b>\$661,351</b>		<b>\$680,125</b>	<b>67.4%</b>	<b>\$18,771</b>	<b>\$16,117</b>	<b>2.37%</b>
<b>CORPORATE BONDS</b>											
276402	GENERAL ELEC CAP CORP	36962G3K8	30,000,000	\$104.58	\$31,373	\$103,497	\$31,049	3.1%	(\$324)	\$1,575	5.07%
270595	AMER EXPRESS CREDIT CO	0258M0CY3	20,000,000	\$99.84	\$19,967	\$108,525	\$21,705	2.2%	\$1,738	\$1,460	6.73%
200566	NOVARTIS CAPITAL CORP	66989HAA6	20,000,000	\$99.90	\$19,979	\$106,990	\$21,398	2.1%	\$1,419	\$825	3.86%
201223	JPMORGAN CHASE & CO	46625HHP8	20,000,000	\$100.81	\$20,162	\$103,680	\$20,736	2.1%	\$574	\$740	3.57%
201600	BERKSHIRE HATHAWAY INC	084670AV0	20,000,000	\$100.09	\$20,018	\$106,015	\$21,203	2.1%	\$1,184	\$640	3.02%
200567	PROCTER & GAMBLE CO	742718DM8	20,000,000	\$99.58	\$19,916	\$107,680	\$21,536	2.1%	\$1,620	\$700	3.25%
200657	PFIZER INC	717081DA8	20,000,000	\$99.88	\$19,975	\$113,115	\$22,623	2.2%	\$2,648	\$1,070	4.73%
201750	MEDTRONIC INC	585055AR7	20,000,000	\$99.99	\$19,998	\$105,600	\$21,120	2.1%	\$1,122	\$600	2.84%

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Version GP8 4.1.2

## Account Details

Report dated December 30, 2011

Amortized tax cost  
Trade date basis

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<b>ALBERT C BOSTWICK FOUNDATION FI</b>											
<b>FIXED INCOME</b>											
<b>CORPORATE BONDS</b>											
203218	TEXAS INSTRUMENT INC	882508AR5	20,000,000	\$99.49	\$19,898	\$104,165	\$20,833	2.1%	\$934	\$475	2.28%
<b>Total CORPORATE BONDS</b>					<b>\$191,286</b>		<b>\$202,203</b>	<b>20.1%</b>	<b>\$10,915</b>	<b>\$8,085</b>	<b>4.00%</b>
<b>INTERNATIONAL BONDS</b>											
600464	SHELL INTERNATIONAL FIN	822582AF9	20,000,000	\$99.97	\$19,994	\$107,480	\$21,496	2.1%	\$1,502	\$800	3.72%
602379	DEUTSCHE BANK AG	2515A0U76	20,000,000	\$99.82	\$19,965	\$101,610	\$20,322	2.0%	\$357	\$690	3.40%
602481	TYCO INTERNATIONAL FINAN	902118BN7	20,000,000	\$99.68	\$19,935	\$104,650	\$20,930	2.1%	\$995	\$675	3.23%
<b>Total INTERNATIONAL BONDS</b>					<b>\$59,894</b>		<b>\$62,748</b>	<b>6.2%</b>	<b>\$2,854</b>	<b>\$2,165</b>	<b>3.45%</b>
<b>TAXABLE MUNICIPAL BONDS</b>											
307878	NEW YORK ST URBAN DEV CP	6500346R7	20,000,000	\$107.29	\$21,458	\$107,480	\$21,496	2.1%	\$37	\$930	4.33%
308018	DULUTH MINN ISD NO 709	264474CJ4	20,000,000	\$101.96	\$20,393	\$105,170	\$21,034	2.1%	\$641	\$700	3.33%
310846	MARYLAND ST COP TAXABLE	574195PF4	20,000,000	\$100.00	\$20,000	\$104,050	\$20,810	2.1%	\$810	\$583	2.80%
<b>Total TAXABLE MUNICIPAL BONDS</b>					<b>\$61,851</b>		<b>\$63,340</b>	<b>6.3%</b>	<b>\$1,488</b>	<b>\$2,213</b>	<b>3.49%</b>
<b>Total FIXED INCOME</b>					<b>\$974,382</b>		<b>\$1,008,416</b>	<b>100.0%</b>	<b>\$34,028</b>	<b>\$28,580</b>	<b>2.83%</b>
<b>Total 1</b>					<b>\$976,573</b>		<b>\$1,010,607</b>		<b>\$34,028</b>	<b>\$28,580</b>	<b>2.83%</b>

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## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- 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](http://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*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>ALBERT C. BOSTWICK FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>11-6003740</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O BESSEMER TRUST, 630 FIFTH AVE, NO. 34 FL</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10111</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

**C/O BESSEMER TRUST**

- The books are in the care of ▶ **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

<b>3a</b> 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	<b>3a</b>	\$	4,662.
<b>b</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.	<b>3b</b>	\$	1,686.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	2,976.

**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)