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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

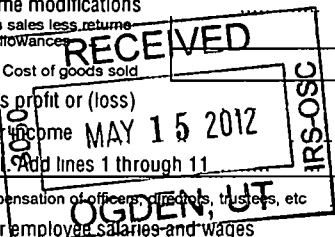
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE COPPER BEECH FOUNDATION, INC.		A Employer identification number 22-3793126
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 <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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt 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) ▶ \$ 8,623,991.	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)
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	185,251.	185,251.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	280,285.			
b Gross sales price for all assets on line 6a 1,635,193.				
7 Capital gain net income (from Part IV, line 2)		280,285.		
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	<4,666.>	<8,870.>		STATEMENT 2
12 Total. Add lines 1 through 11	460,870.	456,666.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	5,036.	0.		5,036.
c Other professional fees STMT 4	5,516.	5,516.		0.
17 Interest				
18 Taxes STMT 5	4,110.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	14,662.	5,516.		5,036.
25 Contributions, gifts, grants paid	1,145,000.			1,145,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,159,662.	5,516.		1,150,036.
27 Subtract line 26 from line 12	<698,792.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		451,150.		
c Adjusted net income (if negative, enter -0-)			N/A	



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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	78,787.		
	2 Savings and temporary cash investments	177,337.	196,444.	196,444.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock	STMT 7 5,424,664.	5,371,691.	6,264,801.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 8 2,768,420.	2,182,281.	2,162,746.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	8,449,208.	7,750,416.	8,623,991.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,449,208.	7,750,416.	
	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	8,449,208.	7,750,416.		
31 Total liabilities and net assets/fund balances	8,449,208.	7,750,416.		

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	8,449,208.
2 Enter amount from Part I, line 27a	2	<698,792.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,750,416.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,750,416.

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			VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
c LITIGATION			VARIOUS	VARIOUS
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 1,482,100.		1,315,066.	167,034.	
b 35,000.		40,167.	<5,167.>	
c			325.	
d 118,093.			118,093.	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			167,034.	
b			<5,167.>	
c			325.	
d			118,093.	
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	280,285.
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	915,000.	8,822,932.	.103707
2009	858,000.	8,639,198.	.099315
2008	962,923.	6,438,092.	.149567
2007	793,600.	9,402,482.	.084403
2006	826,850.	8,511,802.	.097142

2 Total of line 1, column (d)	2	.534134
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	.106827
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,806,423.
5 Multiply line 4 by line 3	5	1,047,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,512.
7 Add lines 5 and 6	7	1,052,103.
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	1,150,036.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,512.
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	4,512.
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	4,512.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,120.
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	6,120.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,608.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,608. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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.		
1c		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		X
If "Yes," attach a detailed description of the activities.		
3		X
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		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
7	X	
If "Yes," complete Part II, col. (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ	
b		X
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		
9		X
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		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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 WWW.COPPERBEECHFOUNDATION.ORG
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
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

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
CHARLES SNYDER C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
SUSAN SNYDER C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
ANN MARIE SNYDER C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	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	
Total. Add lines 1 through 3 ▶ 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,433,946.
b	Average of monthly cash balances	1b	521,813.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,955,759.
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	9,955,759.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	149,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,806,423.
6	Minimum investment return. Enter 5% of line 5	6	490,321.

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	490,321.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,512.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,512.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	485,809.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	485,809.
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	485,809.

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	1,150,036.
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	1,150,036.
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	4,512.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,145,524.

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				485,809.
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	419,443.			
b From 2007	339,608.			
c From 2008	643,402.			
d From 2009	486,454.			
e From 2010	479,969.			
f Total of lines 3a through e	2,368,876.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,150,036.				
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)	0.			
d Applied to 2011 distributable amount				485,809.
e Remaining amount distributed out of corpus	664,227.			
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	3,033,103.			
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	419,443.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,613,660.			
10 Analysis of line 9				
a Excess from 2007	339,608.			
b Excess from 2008	643,402.			
c Excess from 2009	486,454.			
d Excess from 2010	479,969.			
e Excess from 2011	664,227.			

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	(d) 2008	
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))

SEE STATEMENT 9

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
 WWW.COPPERBEECHFOUNDATION.ORG

b The form in which applications should be submitted and information and materials they should include
 SEE WEBSITE FOR DETAILS

c Any submission deadlines

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

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>				
ANIMAL RESCUE LEAGUE OF SOUTHERN RI 213 ROBINSON STREET SOUTH KINGSTOWN, RI 02879		PUBLIC CHARITY	OPERATIONAL	5,000.
BROOKLYN ARTS EXCHANGE 421 FIFTH AVENUE BROOKLYN, NY 11231		PUBLIC CHARITY	OPERATIONAL	5,000.
CAMP WILLIAM LAWRENCE 139 FEDERAL CORNER ROAD CTR TUFTONBORO, NH 03816		PUBLIC CHARITY	OPERATIONAL	152,500.
CHILDREN'S AID AND FAMILY SERVICES 140 RTE 17 NORTH PARAMUS, NJ 07652		PUBLIC CHARITY	OPERATIONAL	160,000.
CHURCH OF THE TRANSFIGURATION 9 TWO BRIDGES ROAD TOWACO, NJ 07082		PUBLIC CHARITY	OPERATIONAL	20,000.
Total	SEE CONTINUATION SHEET(S)			▶ 3a 1,145,000.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CORA, INC. 117 4TH PLACE APT 3A BROOKLYN, NY 11231		PUBLIC CHARITY	OPERATIONAL	60,000.
NORTH PORCH WOMEN & INFANT'S CENTER 24 RECTOR STREET NEWARK, NJ 07012		PUBLIC CHARITY	OPERATIONAL	5,000.
ORDER OF THE LAMP SCHOLARSHIP FUND PO BOX 314 RIDGEWOOD, NJ 07450		PUBLIC CHARITY	OPERATIONAL	5,000.
PEMBER MUSEUM OF NATURAL HISTORY 33 WEST MAIN STREET GRANVILLE, NY 12832		PUBLIC CHARITY	OPERATIONAL	25,000.
PRO ARTE CHORALE 400 PARAMUS ROAD PARAMUS, NJ 07652		PUBLIC CHARITY	OPERATIONAL	5,000.
PROJECT IMPACT 101 WEST STREET, SUITE 13 HILLSDALE, NJ 07642		PUBLIC CHARITY	OPERATIONAL	30,000.
THE IN-SIGHT PHOTOGRAPHY PROJECT 45 FLAT STREET SUITE 1 BRATTLEBORO, VT 05301		PUBLIC CHARITY	OPERATIONAL	27,000.
THE RIDGEWOOD ART INSTITUTE 12 EAST GLEN AVENUE RIDGEWOOD, NJ 07450		PUBLIC CHARITY	OPERATIONAL	10,500.
RED CROSS BERGEN CHAPTER 74 GODWIN AVE RIDGEWOOD, NJ 07450		PUBLIC CHARITY	OPERATIONAL	10,000.
SOCIAL SERVICES OF RIDGEWOOD 6 STATION PLAZA RIDGEWOOD, NJ 07450		PUBLIC CHARITY	OPERATIONAL	10,000.
Total from continuation sheets				802,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. PAUL'S COMMUNITY DEVELOPMENT 451 VAN HOUTEN STREET PATERSON, NJ 07501		PUBLIC CHARITY	OPERATIONAL	125,000.
ST. PHILIP'S ACADEMY 342 CENTRAL AVENUE NEWARK, NJ 07103		PUBLIC CHARITY	OPERATIONAL	150,000.
THE PHOENIX CENTER 16 MONSIGNOR OWENS PLACE NUTLEY, NJ 07110		PUBLIC CHARITY	OPERATIONAL	50,000.
THE VILLAGE SCHOOL FOR CHILDREN 100 WEST PROSPECT STREET WALDWICK, NJ 07463		PUBLIC CHARITY	OPERATIONAL	75,000.
WEST BERGEN MENTAL HEALTHCARE 120 CHESTNUT STREET RIDGEWOOD, NJ 07450		PUBLIC CHARITY	OPERATIONAL	160,000.
YOUTH CONSULTATION SERVICE 270 UNION ST HACKENSACK, NJ 07601		PUBLIC CHARITY	OPERATIONAL	50,000.
YOUTH SELF DEVELOPMENT, INC. 375 VAN HOUTEN ST PATERSON, NJ 07501		PUBLIC CHARITY	OPERATIONAL	5,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	303,280.	118,093.	185,187.
CHASE	46.	0.	46.
GOLDMAN SACHS	18.	0.	18.
TOTAL TO FM 990-PF, PART I, LN 4	303,344.	118,093.	185,251.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	<8,870.>	<8,870.>	
US REFUND	4,204.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,666.>	<8,870.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE	5,036.	0.		5,036.
TO FORM 990-PF, PG 1, LN 16B	5,036.	0.		5,036.

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 SERVICES	5,516.	5,516.		0.
TO FORM 990-PF, PG 1, LN 16C	5,516.	5,516.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2010 ESTIMATED EXCISE TAX	4,110.	0.			0.
TO FORM 990-PF, PG 1, LN 18	4,110.	0.			0.

FOOTNOTES

STATEMENT 6

ANSWER TO QUESTION 8B: THE FOUNDATION IS NOT REQUIRED TO FILE A RETURN WITH STATE OF NEW JERSEY.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE SCHEDULE ATTACHED		5,371,691.	6,264,801.
TOTAL TO FORM 990-PF, PART II, LINE 10B		<u>5,371,691.</u>	<u>6,264,801.</u>

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE SCHEDULE ATTACHED	COST	2,182,281.	2,162,746.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>2,182,281.</u>	<u>2,162,746.</u>

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER
 CHARLES SNYDER
 SUSAN SNYDER

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
COPPER BEECH FOUNDATION-IM											
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		117,850 230	\$1.00	\$117,850	\$1.000	\$117,850	100.0%	\$0	\$11	0.01%
Total CASH EQUIVALENTS					\$117,850		\$117,850	100.0%	\$0	\$11	0.01%
Total CASH AND SHORT TERM											
STRATEGIC CURRENCY											
603903	HK DOLLAR DEPOSIT - BNYM		1,349,861 260	\$0.13	\$173,359	\$0.129	\$173,727	41.4%	\$367	\$0	0.00%
603904	SG DOLLAR DEPOSIT - BNYM		137,874 720	\$0.79	\$108,349	\$0.772	\$106,384	25.3%	(\$1,965)	\$0	0.00%
603905	NO KRONE DEPOSIT - BNYM		497,194 130	\$0.17	\$86,679	\$0.168	\$83,379	19.8%	(\$3,300)	\$596	0.71%
605213	US DOLLAR DEPOSIT - BNYM		56,642,830	\$1.00	\$56,642	\$1.000	\$56,642	13.5%	\$0	\$0	0.00%
Total STRATEGIC CURRENCY					\$425,029		\$420,132	100.0%	(\$4,898)	\$596	0.14%
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	188,064,916	\$11.60	\$2,182,281	\$11.500	\$2,162,746	100.0%	(\$19,534)	\$59,616	2.76%
Total BOND FUNDS					\$2,182,281		\$2,162,746	100.0%	(\$19,534)	\$59,616	2.76%
Total FIXED INCOME					\$2,182,281		\$2,162,746	100.0%	(\$19,534)	\$59,616	2.76%
LARGE CAP CORE - GLOBAL											
LARGE CAP CORE FUNDS											
861014	OW LARGE CAP CORE FD	680414307	153,237 020	\$9.05	\$1,386,663	\$10.860	\$1,664,154	100.0%	\$277,490	\$5,363	0.32%
Total LARGE CAP CORE FUNDS					\$1,386,663		\$1,664,154	100.0%	\$277,490	\$5,363	0.32%
Total LARGE CAP CORE - GLOBAL					\$1,386,663		\$1,664,154	100.0%	\$277,490	\$5,363	0.32%

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

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
COPPER BEECH FOUNDATION-IM											
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	100,964,648	\$7.45	\$752,328	\$8.770	\$885,459	100.0%	\$133,131	\$1,009	0.11%
Total LARGE CAP STRATEGIES FUNDS					\$752,328		\$885,459	100.0%	\$133,131	\$1,009	0.11%
Total LARGE CAP STRATEGIES					\$752,328		\$885,459	100.0%	\$133,131	\$1,009	0.11%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	107,661,658	\$10.58	\$1,139,273	\$13.470	\$1,450,202	100.0%	\$310,929	\$10,227	0.71%
Total GLOBAL SMALL & MID CAP FUNDS					\$1,139,273		\$1,450,202	100.0%	\$310,929	\$10,227	0.71%
Total GLOBAL SMALL & MID CAP					\$1,139,273		\$1,450,202	100.0%	\$310,929	\$10,227	0.71%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	170,201,773	\$6.15	\$1,046,088	\$6.780	\$1,153,968	100.0%	\$107,879	\$67,229	5.83%
Total GLOBAL OPPORTUNITIES FUNDS					\$1,046,088		\$1,153,968	100.0%	\$107,879	\$67,229	5.83%
Total GLOBAL OPPORTUNITIES					\$1,046,088		\$1,153,968	100.0%	\$107,879	\$67,229	5.83%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	74,288,838	\$8.38	\$622,310	\$9.300	\$690,886	100.0%	\$68,575	\$16,863	2.44%
Total REAL RETURN FUNDS					\$622,310		\$690,886	100.0%	\$68,575	\$16,863	2.44%
Total REAL RETURN/COMMODITIES					\$622,310		\$690,886	100.0%	\$68,575	\$16,863	2.44%
Total					\$7,671,822		\$8,545,397		\$873,572	\$160,914	1.88%

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As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices