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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

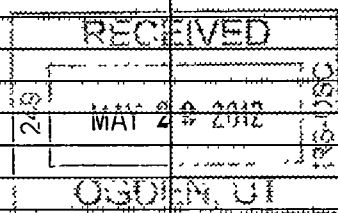
*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>ALCHEMY CHARITABLE FOUNDATION</b>		A Employer identification number <b>31-1805534</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O S MORGAN, CPA, 533 BOGART LANE</b>	Room/suite	B Telephone number <b>970-242-2070</b>
City or town, state, and ZIP code <b>GRAND JUNCTION, CO 81505</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"/> 2. Foreign organizations meeting the 85% test, 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>1,602,421.</b> (Part I, column (d) must be on cash basis.)	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"/>

<b>Part I</b> 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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received	154,752.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	524.	524.		STATEMENT 1
4 Dividends and interest from securities	29,572.	29,572.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,171.			
b Gross sales price for all assets on line 6a	154,829.			
7 Capital gain net income (from Part IV, line 2)		7,171.		
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	<1,472.>	<1,472.>		STATEMENT 3
12 <b>Total.</b> Add lines 1 through 11	190,547.	35,795.		
<b>Operating and Administrative Expenses</b>				
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	1,500.	0.		1,500.
c Other professional fees	1,149.	1,088.		61.
17 Interest				
18 Taxes	300.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	2,949.	1,088.		1,561.
25 Contributions, gifts, grants paid	89,000.			89,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	91,949.	1,088.		90,561.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	98,598.			
b <b>Net investment income</b> (if negative, enter -0-)		34,707.		
c <b>Adjusted net income</b> (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			
	2 Savings and temporary cash investments	119,829.	233,159.	233,159.
	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	883,399.	784,687.	813,346.
	c Investments - corporate bonds STMT 8	369,096.	335,549.	361,069.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9 )	100,849.	218,376.	194,847.	
16 Total assets (to be completed by all filers)	1,473,173.	1,571,771.	1,602,421.	
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"/>			
	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	0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,473,173.	1,571,771.		
30 Total net assets or fund balances	1,473,173.	1,571,771.		
31 Total liabilities and net assets/fund balances	1,473,173.	1,571,771.		

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	1,473,173.
2 Enter amount from Part I, line 27a	2	98,598.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,571,771.
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	1,571,771.

**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 CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 136,000.		147,658.	<11,658.>
b 18,829.			18,829.
c			
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) 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			<11,658.>
b			18,829.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,171.
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	126,159.	1,428,761.	.088300
2009	50,810.	1,212,099.	.041919
2008	43,206.	1,200,128.	.036001
2007	75,998.	1,161,956.	.065405
2006	88,826.	937,767.	.094721

2 Total of line 1, column (d)	2	.326346
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	.065269
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,596,504.
5 Multiply line 4 by line 3	5	104,202.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	347.
7 Add lines 5 and 6	7	104,549.
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	90,561.

**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	694.
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	694.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	694.
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	464.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,464.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	770.
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

*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?  
*1b* 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.*  
*1c* Did the foundation file Form 1120-POL for this year?  
*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*  
*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*  
*4a* Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
*4b* If "Yes," has it filed a tax return on Form 990-T for this year?  
*5* Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*  
*6* Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
 • By language in the governing instrument, or  
 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?  
*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.*  
*8a* Enter the states to which the foundation reports or with which it is registered (see instructions)  \_\_\_\_\_  
 CO, DE  
*8b* 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* 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* 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 N/A
14 The books are in care of 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. 6b X

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  
 N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY CONOVER C/O S MORGAN, 533 BOGART LANE, GRAND JUNCTION, CO 81505	PRES, TREAS, &	DIRECTOR	1.00 0.	0. 0.
BERNARD ROGERS C/O S MORGAN, 533 BOGART LANE, GRAND JUNCTION, CO 81505	SECRETARY &	DIRECTOR	1.00 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 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	1,497,966.
b	Average of monthly cash balances	1b	122,850.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,620,816.
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	1,620,816.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,312.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,596,504.
6	Minimum investment return. Enter 5% of line 5	6	79,825.

**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	79,825.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	694.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	694.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,131.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	79,131.
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	79,131.

**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	90,561.
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	90,561.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,561.

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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				79,131.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007	45,750.			
<b>c</b> From 2008	43,206.			
<b>d</b> From 2009	50,810.			
<b>e</b> From 2010	126,560.			
<b>f</b> Total of lines 3a through e	266,326.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 90,561.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	90,561.			
<b>d</b> Applied to 2011 distributable amount				0.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	79,131.			79,131.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	277,756.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	277,756.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008	9,825.			
<b>c</b> Excess from 2009	50,810.			
<b>d</b> Excess from 2010	126,560.			
<b>e</b> Excess from 2011	90,561.			

\*\* SEE STATEMENT 10

Form 990-PF (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	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

THE BOARD OF DIRECTORS OF THE ALCHEMY CHARITABLE FOUNDATION, 970-242-2070  
C/O S. MORGAN, CPA, 533 BOGART LANE, GRAND JUNCTION, CO 81505

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

REQUEST GRANT APPLICATION FORM FROM THE BOARD OF DIRECTORS.

**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
<b>a Paid during the year</b>				
ANDERSON RANCH ART CENTER 5263 OWL CREEK RD SNOW MASS VILLAGE, CO 81611	NONE	EXEMPT	GENERAL PROGRAM	9,000.
FOR THE FORESTS P.O. BOX 1325 ASPEN, CO 81612	NONE	EXEMPT	GENERAL PROGRAM	10,000.
GLADE PARK FIRE DEPARTMENT P.O. BOX 23119 GLADE PARK, CO 81523	NONE	EXEMPT	GENERAL PROGRAM	5,000.
MESA LAND TRUST 1006 MAIN STREET GRAND JUNCTION, CO 81501	NONE	EXEMPT	GENERAL PROGRAM	10,000.
ON THE PARK P.O. BOX 23123 GLADE PARK, CO 81523	NONE	EXEMPT	GENERAL PROGRAM	5,000.
<b>Total</b> SEE CONTINUATION SHEET(S) <span style="float: right;">▶ 3a</span>				89,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b> <span style="float: right;">▶ 3b</span>				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
THE PUTNEY SCHOOL 418 HOUGHTON BROOK ROAD PUTNEY, VT 05346	NONE	EXEMPT	GENERAL PROGRAM	5,000.
TIBET HOUSE NY 22 WEST 15TH STREET NEW YORK, NY 10011	NONE	EXEMPT	GENERAL PROGRAM	25,000.
UTAH OPEN LANDS 2188 S HIGHLAND DRIVE STE 203 SALT LAKE CITY, UT 84106	NONE	EXEMPT	GENERAL PROGRAM	10,000.
WILDLANDS NETWORK P.O. BOX 5284 TITUSVILLE, FL 32783	NONE	EXEMPT	GENERAL PROGRAM	10,000.
<b>Total from continuation sheets</b>				<b>50,000.</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for (b) and (c).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for (a).

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 5/20/12 Title: [ ]

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: MERIUBEN WETZLER Preparer's signature: [Signature] Date: 5/3/12 Check [ ] if self-employed PTIN: P00336359 Firm's name: BESSEMER TRUST Firm's EIN: 13-2792165 Firm's address: 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333 Phone no: 212-708-9100

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

ALCHEMY CHARITABLE FOUNDATION

Employer identification number

31-1805534

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>ALCHEMY CHARITABLE FOUNDATION</b>	Employer identification number <b>31-1805534</b>
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY CONOVER CHARITABLE LEAD TR C/O BESSEMER TR, 630 5TH AVE NEW YORK NY	\$ 154,752.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**ALCHEMY CHARITABLE FOUNDATION**

**31-1805534**

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization <b>ALCHEMY CHARITABLE FOUNDATION</b>	Employer identification number <b>31-1805534</b>
--	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
REGULAR INTEREST	524.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	524.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	48,401.	18,829.	29,572.
TOTAL TO FM 990-PF, PART I, LN 4	48,401.	18,829.	29,572.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST - FOREIGN CURRENCY	<1,472.>	<1,472.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,472.>	<1,472.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,500.	0.		1,500.
TO FORM 990-PF, PG 1, LN 16B	1,500.	0.		1,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CT CORP SYSTEMS INVESTMENT	61. 1,088.	0. 1,088.		61. 0.	
TO FORM 990-PF, PG 1, LN 16C	1,149.	1,088.		61.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
IRS EXCISE TAX	300.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	300.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SCHEDULE ATTACHED-LARGE CAP	404,929.	403,969.		
SCHEDULE ATTACHED-MULTI & EMER GRO	169,353.	214,012.		
SCHEDULE ATTACHED-NON-US FUNDS	210,405.	195,365.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	784,687.	813,346.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SCHEDULE ATTACHED-FIXED INCOME	335,549.	361,069.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	335,549.	361,069.		

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REAL RETURN/COMMODITIES STRATEGIC CURRENCY	100,849. 0.	139,849. 78,527.	117,127. 77,720.
TO FORM 990-PF, PART II, LINE 15	<u>100,849.</u>	<u>218,376.</u>	<u>194,847.</u>

FORM 990-PF

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

STATEMENT 10

PURSUANT TO IRC SECTION 4942 (H) AND REGULATIONS 53.4942(A)-3(D)(2),  
THE ALCHEMY CHARITABLE FOUNDATION HEREBY ELECTS TO TREAT AS A CURRENT  
YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING  
YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

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

## Account Summary

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
<b>ALCHEMY CHARITABLE FOUNDATION</b>							
CASH AND SHORT TERM	\$233,159	\$233,159	14.6%	\$0	0.0%	\$23	0.01%
STRATEGIC CURRENCY	\$78,527	\$77,720	4.9%	(\$805)	(1.0%)	\$110	0.14%
FIXED INCOME	\$335,549	\$361,069	22.5%	\$25,519	7.6%	\$9,952	2.76%
LARGE CAP CORE - GLOBAL	\$252,811	\$258,595	16.1%	\$5,784	2.3%	\$833	0.32%
LARGE CAP STRATEGIES	\$152,118	\$145,374	9.1%	(\$6,744)	(4.4%)	\$165	0.11%
GLOBAL SMALL & MID CAP	\$169,353	\$214,012	13.4%	\$44,658	26.4%	\$1,509	0.71%
GLOBAL OPPORTUNITIES	\$210,405	\$195,365	12.2%	(\$15,039)	(7.1%)	\$11,381	5.83%
REAL RETURN/COMMODITIES	\$139,849	\$117,127	7.3%	(\$22,721)	(16.2%)	\$2,858	2.44%
<b>Total</b>	<b>\$1,571,771</b>	<b>\$1,602,421</b>	<b>100.0%</b>	<b>\$30,652</b>	<b>2.0%</b>	<b>\$26,831</b>	<b>1.67%</b>

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 Analysis

Report dated December 30, 2011

Page 2 of 4

Amortized tax cost

Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
<b>ALCHEMY CHARITABLE FOUNDATION</b>						
<b>CASH AND SHORT TERM</b>						
CASH AVAILABLE	\$59	\$59	0.0%	0.0%	\$0	0.00%
CASH EQUIVALENTS	\$233,100	\$233,100	100.0%	14.5%	\$23	0.01%
<b>Total CASH AND SHORT TERM</b>	<b>\$233,159</b>	<b>\$233,159</b>	<b>100.0%</b>	<b>14.6%</b>	<b>\$23</b>	<b>0.01%</b>
<b>STRATEGIC CURRENCY</b>						
STRATEGIC CURRENCY	\$78,527	\$77,720	100.0%	4.9%	\$110	0.14%
<b>Total STRATEGIC CURRENCY</b>	<b>\$78,527</b>	<b>\$77,720</b>	<b>100.0%</b>	<b>4.9%</b>	<b>\$110</b>	<b>0.14%</b>
<b>FIXED INCOME</b>						
BOND FUNDS	\$335,549	\$361,069	100.0%	22.5%	\$9,952	2.76%
<b>Total FIXED INCOME</b>	<b>\$335,549</b>	<b>\$361,069</b>	<b>100.0%</b>	<b>22.5%</b>	<b>\$9,952</b>	<b>2.76%</b>
<b>LARGE CAP CORE - GLOBAL</b>						
LARGE CAP CORE FUNDS	\$252,811	\$258,595	100.0%	16.1%	\$833	0.32%
<b>Total LARGE CAP CORE - GLOBAL</b>	<b>\$252,811</b>	<b>\$258,595</b>	<b>100.0%</b>	<b>16.1%</b>	<b>\$833</b>	<b>0.32%</b>
<b>LARGE CAP STRATEGIES</b>						
LARGE CAP STRATEGIES FUNDS	\$152,118	\$145,374	100.0%	9.1%	\$165	0.11%
<b>Total LARGE CAP STRATEGIES</b>	<b>\$152,118</b>	<b>\$145,374</b>	<b>100.0%</b>	<b>9.1%</b>	<b>\$165</b>	<b>0.11%</b>
<b>GLOBAL SMALL &amp; MID CAP</b>						
GLOBAL SMALL & MID CAP FUNDS	\$169,353	\$214,012	100.0%	13.4%	\$1,509	0.71%
<b>Total GLOBAL SMALL &amp; MID CAP</b>	<b>\$169,353</b>	<b>\$214,012</b>	<b>100.0%</b>	<b>13.4%</b>	<b>\$1,509</b>	<b>0.71%</b>
<b>GLOBAL OPPORTUNITIES</b>						
GLOBAL OPPORTUNITIES FUNDS	\$210,405	\$195,365	100.0%	12.2%	\$11,381	5.83%
<b>Total GLOBAL OPPORTUNITIES</b>	<b>\$210,405</b>	<b>\$195,365</b>	<b>100.0%</b>	<b>12.2%</b>	<b>\$11,381</b>	<b>5.83%</b>
<b>REAL RETURN/COMMODITIES</b>						
REAL RETURN FUNDS	\$139,849	\$117,127	100.0%	7.3%	\$2,858	2.44%
<b>Total REAL RETURN/COMMODITIES</b>	<b>\$139,849</b>	<b>\$117,127</b>	<b>100.0%</b>	<b>7.3%</b>	<b>\$2,858</b>	<b>2.44%</b>
<b>Total</b>	<b>\$1,571,771</b>	<b>\$1,602,421</b>		<b>100.0%</b>	<b>\$26,831</b>	<b>1.67%</b>

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

# Bessemer Trust

## Account Details

Report dated December 30, 2011

Page 3 of 4

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>CASH AND SHORT TERM</b>											
<b>CASH AVAILABLE</b>											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	0.00%
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	0.00%
999996	NET CASH		59.080	\$0.00	\$59	\$0.000	\$59	0.0%	\$0	\$0	0.00%
<b>Total CASH AVAILABLE</b>					\$59		\$59	0.0%	\$0	\$0	0.00%
<b>CASH EQUIVALENTS</b>											
990105	SEI GOVT II FUND #33	783965304	233,100.000	\$1.00	\$233,100	\$1,000	\$233,100	100.0%	\$0	\$23	0.01%
<b>Total CASH EQUIVALENTS</b>					\$233,100		\$233,100	100.0%	\$0	\$23	0.01%
<b>Total CASH AND SHORT TERM</b>					\$233,159		\$233,159	100.0%	\$0	\$23	0.01%
<b>STRATEGIC CURRENCY</b>											
603903	HK DOLLAR DEPOSIT - BNYM		249,145.600	\$0.13	\$32,000	\$0.129	\$32,065	41.3%	\$65	\$0	0.00%
603904	SG DOLLAR DEPOSIT - BNYM		25,466.000	\$0.79	\$20,000	\$0.772	\$19,649	25.3%	(\$350)	\$0	0.00%
603905	NO KRONE DEPOSIT - BNYM		92,304.000	\$0.17	\$16,000	\$0.168	\$15,479	19.9%	(\$520)	\$110	0.71%
605213	US DOLLAR DEPOSIT - BNYM		10,527.760	\$1.00	\$10,527	\$1.000	\$10,527	13.5%	\$0	\$0	0.00%
<b>Total STRATEGIC CURRENCY</b>					\$78,527		\$77,720	100.0%	(\$805)	\$110	0.14%
<b>FIXED INCOME</b>											
<b>BOND FUNDS</b>											
861017	OW FIXED INCOME FUND	680414406	31,397.373	\$10.69	\$335,549	\$11.500	\$361,069	100.0%	\$25,519	\$9,952	2.76%
<b>Total BOND FUNDS</b>					\$335,549		\$361,069	100.0%	\$25,519	\$9,952	2.76%
<b>Total FIXED INCOME</b>					\$335,549		\$361,069	100.0%	\$25,519	\$9,952	2.76%
<b>LARGE CAP CORE - GLOBAL</b>											
<b>LARGE CAP CORE FUNDS</b>											
861014	OW LARGE CAP CORE FD	680414307	23,811.753	\$10.62	\$252,811	\$10.860	\$258,595	100.0%	\$5,784	\$833	0.32%
<b>Total LARGE CAP CORE FUNDS</b>					\$252,811		\$258,595	100.0%	\$5,784	\$833	0.32%
<b>Total LARGE CAP CORE - GLOBAL</b>					\$252,811		\$258,595	100.0%	\$5,784	\$833	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.

# Bessemer Trust

## 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>ALCHEMY CHARITABLE FOUNDATION</b>											
<b>LARGE CAP STRATEGIES</b>											
<b>LARGE CAP STRATEGIES FUNDS</b>											
943344	OW LARGE CAP STRATEGIES FD	680414109	16,576,287	\$9.18	\$152,118	\$8.770	\$145,374	100.0%	(\$6,744)	\$165	0.11%
Total LARGE CAP STRATEGIES FUNDS					\$152,118		\$145,374	100.0%	(\$6,744)	\$165	0.11%
Total LARGE CAP STRATEGIES					\$152,118		\$145,374	100.0%	(\$6,744)	\$165	0.11%
<b>GLOBAL SMALL &amp; MID CAP</b>											
<b>GLOBAL SMALL &amp; MID CAP FUNDS</b>											
905637	OW GLOBAL SML & MID CAP FD	680414604	15,888,090	\$10.66	\$169,353	\$13.470	\$214,012	100.0%	\$44,658	\$1,509	0.71%
Total GLOBAL SMALL & MID CAP FUNDS					\$169,353		\$214,012	100.0%	\$44,658	\$1,509	0.71%
Total GLOBAL SMALL & MID CAP					\$169,353		\$214,012	100.0%	\$44,658	\$1,509	0.71%
<b>GLOBAL OPPORTUNITIES</b>											
<b>GLOBAL OPPORTUNITIES FUNDS</b>											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	28,815,031	\$7.30	\$210,405	\$6.780	\$195,365	100.0%	(\$15,039)	\$11,381	5.83%
Total GLOBAL OPPORTUNITIES FUNDS					\$210,405		\$195,365	100.0%	(\$15,039)	\$11,381	5.83%
Total GLOBAL OPPORTUNITIES					\$210,405		\$195,365	100.0%	(\$15,039)	\$11,381	5.83%
<b>REAL RETURN/COMMODITIES</b>											
<b>REAL RETURN FUNDS</b>											
860093	OW REAL RETURN FUND	680414703	12,594,368	\$11.10	\$139,849	\$9.300	\$117,127	100.0%	(\$22,721)	\$2,858	2.44%
Total REAL RETURN FUNDS					\$139,849		\$117,127	100.0%	(\$22,721)	\$2,858	2.44%
Total REAL RETURN/COMMODITIES					\$139,849		\$117,127	100.0%	(\$22,721)	\$2,858	2.44%
Total					\$1,571,771		\$1,602,421		\$30,652	\$26,831	1.67%

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.

# 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>ALCHEMY CHARITABLE FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>31-1805534</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 S MORGAN, CPA, 533 BOGART LANE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>GRAND JUNCTION, CO 81505</b>	

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

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

**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>	\$	1,464.
<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>	\$	464.
<b>c 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>	\$	1,000.

**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)