See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
CHARLOTTE & EDWARD K WHEELER FOUNDATION

A Employer identification number
52-1503237

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

B Telephone number
212 708-9100

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,314,419.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	61,089.	61,030.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,452.			
	b Gross sales price for all assets on line 6a 1,007,774.				
	7 Capital gain net income (from Part IV, line 2)		67,452.		
	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	-3,561.	-3,561.		STATEMENT 2
	12 Total. Add lines 1 through 11	124,980.	124,921.		
Operating and Administrative Expenses	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	2,750.	0.		2,750.
	c Other professional fees STMT 4	12,606.	12,606.		0.
	17 Interest				
	18 Taxes STMT 5	1,380.	39.		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	16,736.	12,645.		2,750.
	25 Contributions, gifts, grants paid	134,750.			134,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	151,486.	12,645.		137,500.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-26,506.			
	b **Net investment income** (if negative, enter -0-)		112,276.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAY 2 1 2012 IRS-OSC OGDEN, UT

SCANNED JUN 0 1 2012

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. 9-14 Form **990-PF** (2011)

14470504 791007 8G6016 2011.03050 CHARLOTTE & EDWARD K WHEELE 8G6016_ 13

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	5,000.	5,000.	5,000.
	2	Savings and temporary cash investments	182,129.	240,791.	240,791.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	434,573.	445,461.	454,370.
	b	Investments - corporate stock STMT 8	1,575,630.	1,329,622.	1,336,034.
	c	Investments - corporate bonds STMT 9	125,957.	145,956.	152,026.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	0.	126,439.	126,198.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,323,289.	2,293,269.	2,314,419.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,323,289.	2,293,269.	
	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**	2,323,289.	2,293,269.	
	31	**Total liabilities and net assets/fund balances**	2,323,289.	2,293,269.	

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	2,323,289.
2	Enter amount from Part I, line 27a	2	-26,506.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,296,783.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	3,514.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,293,269.

Form **990-PF** (2011)

123511
12-02-11

14470504 791007 8G6016 2011.03050 CHARLOTTE & EDWARD K WHEELE 8G6016_1

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	PUBLICITY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICITY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	LITIGATION SECURITIES	P	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	712,964.		641,834.	71,130.
b	274,524.		298,488.	-23,964.
c	29.			29.
d	20,257.			20,257.
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				71,130.
b				-23,964.
c				29.
d				20,257.
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	67,452.
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	156,253.	2,471,098.	.063232
2009	138,525.	2,314,348.	.059855
2008	168,288.	2,681,429.	.062761
2007	202,735.	3,084,927.	.065718
2006	158,723.	2,911,641.	.054513

2	**Total** of line 1, column (d)	2	.306079
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	.061216
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,547,494.
5	Multiply line 4 by line 3	5	155,947.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,123.
7	Add lines 5 and 6	7	157,070.
8	Enter qualifying distributions from Part XII, line 4	8	137,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,246.
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	2,246.
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	2,246.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,300.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,300.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	946.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ C/O BESSEMER TRUST Telephone no ▶ 212 708-9100

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
IAN K SNOW 655 PARK AVENUE, APT. 3D NEW YORK, NY 10021	TREASURER & SECRETARY 0.00	0.	0.	0.
KENDALL WHEELER 5201 NORWAY DRIVE CHEVY CHASE, MD 20815	PRESIDENT 0.00	0.	0.	0.
FREDERICA JOHNSON 6700 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	CHAIRMAN 0.00	0.	0.	0.

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

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

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

Form **990-PF** (2011)

123551
12-02-11

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

123561
12-02-11

14470504 791007 8G6016 2011.03050 CHARLOTTE & EDWARD K WHEELE 8G6016_1

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,581,288.
b	Average of monthly cash balances	1b	5,000.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,586,288.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,586,288.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,794.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,547,494.
6	**Minimum investment return.** Enter 5% of line 5	6	127,375.

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	127,375.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 2,246.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	125,129.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	125,129.
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	125,129.

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	137,500.
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	137,500.
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	137,500.

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				125,129.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009 16,639.				
e From 2010 86,055.				
f Total of lines 3a through e	102,694.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 137,500.				
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) **	137,500.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	102,694.			102,694.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	137,500.			
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				22,435.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	137,500.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 137,500.				

** SEE STATEMENT 11

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

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

IAN SNOW C/O RIPPLEWOOD HOLDINGS
ONE ROCKEFELLER PLAZA, 32ND FL, NEW YORK, NY 10020

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

TYPED WRITTEN FORMAT; ALL APPLICATIONS SHOULD SPECIFY THE APPROPRIATE USES

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	N/A	EXEMPT	GENERAL EXEMPT PURPOSE	134,750.
Total			▶ 3a	134,750.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	61,089.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	-3,561.	
8 Gain or (loss) from sales of assets other than inventory			18	67,452.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		124,980.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 124,980.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 5/9/12 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
VIRGINIA CHAN		5/7/12		P00367361
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	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST A/C	81,346.	20,257.	61,089.
TOTAL TO FM 990-PF, PART I, LN 4	81,346.	20,257.	61,089.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST A/C	-3,561.	-3,561.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,561.	-3,561.	

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 SERVICE FEES	2,750.	0.		2,750.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		2,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES-BESSEMER TRUST	12,606.	12,606.		0.
TO FORM 990-PF, PG 1, LN 16C	12,606.	12,606.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	39.	39.		0.
EXCISE TAX	1,341.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,380.	39.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ACCOUNT RECEIVABLE	3,328.
INGERSOLL-ADJUSTMENT	186.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,514.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		445,461.	454,370.
TOTAL U.S. GOVERNMENT OBLIGATIONS			445,461.	454,370.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			445,461.	454,370.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,329,622.	1,336,034.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,329,622.	1,336,034.

FORM 990-PF — CORPORATE BONDS — STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	145,956.	152,026.
TOTAL TO FORM 990-PF, PART II, LINE 10C	145,956.	152,026.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	COST	126,439.	126,198.
TOTAL TO FORM 990-PF, PART II, LINE 13		126,439.	126,198.

C and E Wheeler Foundation
A/C # 8G6016
EIN: 52-1503237
TAX YEAR ENDED: 12/31/11

Supplemental Schedule of Information

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

DATE	CHARITABLE GIFTS TO DONEES	CITY & STATE	AMOUNT
01/10/2011	NEW YORK CITY BALLET	NEW YORK, NY	($890.00)
02/15/2011	NEW YORKERS FOR CHILDREN	NEW YORK, NY	($1,060.00)
02/15/2011	NEW YORK PUBLIC LIBRARY	NEW YORK, NY	($1,000.00)
04/27/2011	THE WALKABOUT FOUNDATIION	GREENWICH, CT	($300.00)
05/02/2011	CAMBODIAN CHILREN'S FUND	SANTA MONICA, CA	($500.00)
05/12/2011	LENOX HILL NEIGHBORHOOD HOUSE	NEW YORK, NY	($7,500.00)
06/27/2011	NEW YORK CITY BALLET	NEW YORK, NY	($1,500 00)
07/06/2011	LENOX HILL NEIGHBORHOOD HOUSE	NEW YORK, NY	($9,250.00)
08/26/2011	ANIMAL RESCUE FUND OF THE HAMPTONS	WAINSCOTT, NY	($1,000.00)
09/12/2011	NEW YORKERS FOR CHILDREN	NEW YORK, NY	($1,000.00)
09/15/2011	SCHOOL OF AMERICAN BALLET	NEW YORK, NY	($1,500.00)
09/27/2011	SAVE THE CHILDREN	WESTPORT, CT	($1,000.00)
10/04/2011	HOPE HOUSE OF COLORADO	ARVADA, CO	($1,500.00)
10/11/2011	NEW YORK POLICE AND FIRE WIDOWS AND CHILDRENS BENEFIT FUND	NEW YORK, NY	($2,000.00)
10/17/2011	MUSEUM OF THE CITY OF NEW YORK	NEW YORK, NY	($500.00)
11/08/2011	HOPE HOUSE OF COLORADO	ARVADA, CO	($1,000.00)
11/08/2011	LIGHT UP A LIFE	SANTA ANA, CA	($500.00)
11/14/2011	COLD SPRING HARBOR LABORATORY	COLD SPRING HARBOR, NY	($750.00)
11/15/2011	THE SOCIETY OF MSKCC	NEW YORK, NY	($4,500.00)

C and E Wheeler Foundation
A/C # 8G6016
EIN: 52-1503237
TAX YEAR ENDED: 12/31/11

Supplemental Schedule of Information

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

DATE	CHARITABLE GIFTS TO DONEES	CITY & STATE	AMOUNT
11/30/2011	BAL SWAN CHILDREN'S CENTER	BROOMFIELD, CO	($2,000.00)
12/05/2011	BAL SWAN CHILDREN'S CENTER	BROOMFIELD, CO	($1,000.00)
12/05/2011	BURTON K. WHEELER CENTER	BOZEMAN, MT	($5,000 00)
12/05/2011	MADEIRA SCHOOL	MCLEAN, VA	($1,000.00)
12/05/2011	MILITARY ORDER OF THE PURPLE HEART	DENTON, MD	($500.00)
12/05/2011	NATIONAL GALLERY OF ART	LANDOVER, MD	($10,000.00)
12/05/2011	POTOMAC BRIDLE AND HIKING TRAISL ASSOCIATIN	POTOMAC, MD	($2,500.00)
12/05/2011	GLOBAL MIDWIFE EDUCATION	LIVINGSTON, MT	($1,000.00)
12/05/2011	VASSAR COLLEGE	POUGHKEEPSIE, NY	($1,000.00)
12/05/2011	CRAZY MOUNTAIN PRODUCTIONS	LIVINGSTON, MT	($500.00)
12/05/2011	MANAIA YOUTH PROGRAMS	LIVINGSTON, MT	($2,000.00)
12/05/2011	POTOMAC SCHOOL	MCLEAN, VA	($1,000.00)
12/05/2011	YELLOWSTONE BALLET COMPANY	LIVINGSTON, MT	($500.00)
12/05/2011	GLACIER FUND	WEST GLACIER, MT	($3,500.00)
12/05/2011	LIVINGSTON YOUTH SOCCER ASSOCIATION	LIVINGSTON, MT	($4,500.00)
12/05/2011	LIVINGSTON EDUCATION FOUNDATION	LIVINGSTON, MT	($5,000.00)
12/05/2011	LIVINGSTON CENTER FOR ART & CULTURE	LIVINGSTON, MT	($2,000.00)
12/06/2011	HOPE HOUSE OF COLORADO	ARVADA, CO	($2,500.00)
12/06/2011	DANA-FARBER CANCER INSTITUTE	BOSTON, MA	($1,000.00)

C and E Wheeler Foundation
A/C # 8G6016
EIN: 52-1503237
TAX YEAR ENDED: 12/31/11

Supplemental Schedule of Information

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

DATE	CHARITABLE GIFTS TO DONEES	CITY & STATE	AMOUNT
12/06/2011	DARTMOUTH COLLEGE	HANOVER, NH	($1,000.00)
12/06/2011	GLACIER NATIONAL PARK FUND	COLUMBIA FALLS, MT	($6,000.00)
12/06/2011	KELLOGG SCHOOL OF MANAGEMENT	EVANSTON, IL	($500.00)
12/06/2011	THE RED CROSS	WASHINGTON, DC	($2,000.00)
12/06/2011	BURTON K. WHEELER CENTER	BOZEMAN, MT	($1,500.00)
12/13/2011	AMERICAN LEGION	NEW YORK, NY	($50.00)
12/13/2011	BIG BROTHERS BIG SISTERS OF PARK COUNTY	LIVINGSTON, MT	($180.00)
12/13/2011	CRAZY MOUNTAIN PRODUCTIONS	LIVINGSTON, MT	($5,000.00)
12/13/2011	CREADLE SCHOOL OF ART	WINTER PARK, FL	($180.00)
12/13/2011	MANAIA YOUTH PROGRAMS	LIVINGSTON, MT	($1,000.00)
12/13/2011	MCNAIR SKATE PARK	LIVINGSTON, MT	($180.00)
12/13/2011	NATIONAL PARK FOUNDATION	WASHINGTON, DC	($50.00)
12/13/2011	SHE CAN INC.	LIVINGSTON, MT	($180.00)
12/13/2011	YELLOWSTONE BALLET COMPANY	LIVINGSTON, MT	($5,000.00)
12/13/2011	LIVINGSTON CENTER FOR ART & CULTURE	LIVINGSTON, MT	($3,000 00)
12/13/2011	GLACIER NATIONAL PARK FUND	COLUMBIA FALLS, MT	($180.00)
12/13/2011	WHEELER CENTER	BOZEMAN, MT	($5,000.00)
12/21/2011	ANN NORTON SCULPTURE GARDENS FESTIVAL OF TREES	WEST PALM BEACH, FL	($1,500.00)
12/21/2011	GLADES ACADEMY OF AGRICULTURE AND ECOLOGICAL STUDIES	PALM BEACH, FL	($1,000.00)

C and E Wheeler Foundation
A/C # 8G6016
EIN: 52-1503237
TAX YEAR ENDED: 12/31/11

Supplemental Schedule of Information

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

DATE	CHARITABLE GIFTS TO DONEES	CITY & STATE	AMOUNT
12/21/2011	EVERGLADES PREPARATORY ACADEMY	PALM BEACH, FL	($1,000.00)
12/21/2011	THE COLONIAL DAMES OF AMERICA	NEW YORK, NY	($500.00)
12/21/2011	PRESERVATION FOUNDATION OF PALM BEACH	PALM BEACH, NY	($500.00)
12/21/2011	SOCIETY OF THE FOUR ARTS	PALM BEACH, NY	($1,000.00)
12/21/2011	THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT	GLENDALE, AZ	($1,000.00)
12/21/2011	MIDDLEBURY COLLEGE	MIDDLEBURY, VT	($2,000.00)
12/21/2011	MONTANA HISTORY FOUNDATION	HELENA, MT	($3,500.00)
12/21/2011	MONTANA HISTORICAL SOCIETY	HELENA, MT	($500.00)
12/21/2011	THE BATH AND TENNIS CLUB HISTORIC BUILDING PRESERVATION FOUNDATION	PALM BEACH, FL	($500.00)
12/21/2011	PALM BEACH DAY ACADEMY	PALM BEACH, FL	($5,000.00)
12/21/2011	WHEELER CENTER	BOZEMAN, MT	($1,500.00)
12/22/2011	GUNSTON HALL REGENTS FUND	MASON NECK, VA	($500.00)
			($134,750.00)

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

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 11

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

SIGNATURE

Ian Snow
NAME

Treasurer
TITLE

Account Details

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

C. AND E. WHEELER FOUNDATION

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
CASH AND SHORT TERM												
CASH AVAILABLE												
999994	PRINCIPAL CASH			0.000	$0.00	5,000	$0.000	5,000	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	5,000	$0.000	5,000	0.0%	$0	$0	
Total CASH AVAILABLE						$5,000		$5,000	**0.0%**	**$0**	**$0**	
CASH EQUIVALENTS												
999990	BESSEMER SWEEP PROGRAM			103,814.650	$1.00	$103,814	$1.000	$103,814	43.1%	$0	$10	0.01%
Total CASH EQUIVALENTS						**$103,814**		**$103,814**	**43.1%**	**$0**	**$10**	**0.01%**
T-BILLS & ST DISC AGENCIES												
108766	US TREASURY BILLS	05/03/2012	9127953N9	137,000.000	$99.98	$136,977	BOOK	$136,977	56.9%	$0	$40	0.03%
Total T-BILLS & ST DISC AGENCIES						**$136,977**		**$136,977**	**56.9%**	**$0**	**$40**	**0.03%**
Total CASH AND SHORT TERM						**$245,791**		**$245,791**	**100.0%**	**$0**	**$50**	**0.02%**
STRATEGIC CURRENCY												
603903	HK DOLLAR DEPOSIT - BNYM			404,071.200	$0.13	$52,000	$0.129	$52,003	41.2%	$3	$0	0.00%
603904	SG DOLLAR DEPOSIT - BNYM			42,029.000	$0.77	$32,500	$0.772	$32,429	25.7%	($70)	$0	0.00%
603905	NO KRONE DEPOSIT - BNYM			154,011.000	$0.17	$26,000	$0.168	$25,827	20.5%	($172)	$184	0.71%
605213	US DOLLAR DEPOSIT - BNYM			15,939.380	$1.00	$15,939	$1.000	$15,939	12.6%	$0	$0	0.00%
Total STRATEGIC CURRENCY						**$126,439**		**$126,198**	**100.0%**	**($239)**	**$184**	**0.15%**
FIXED INCOME												
US GOVT AND AGENCY BONDS												
105645	FEDERAL HOME LOAN BANK	06/08/2012	3133XWKU2	15,000.000	$100.55	$15,082	$100.527	$15,079	2.5%	($2)	$206	1.37%
154109	FEDERAL HOME LOAN BANK	3.750% 06/14/2013	3133XR5U0	100,000.000	$99.51	$99,509	$104.811	$104,811	17.3%	$5,302	$3,750	3.58%
105640	FEDERAL HOME LOAN BANK	03/13/2015	3133XWX95	65,000.000	$105.19	$68,376	$106.443	$69,188	11 4%	$811	$1,787	2.58%
109116	US TREASURY NOTES	12/31/2017	912828PN4	242,000.000	$108.47	$262,494	$109.625	$265,292	43.7%	$2,798	$6,655	2.51%
Total US GOVT AND AGENCY BONDS						**$445,461**		**$454,370**	**74.9%**	**$8,909**	**$12,398**	**2.73%**

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.

Report run on Apr 26, 2012 by FINN
Version GP8 4.1 2

Account Details

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

C. AND E. WHEELER FOUNDATION

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
FIXED INCOME											
CORPORATE BONDS											
276402	GENERAL ELEC CAP CORP 5.250% 10/19/2012	36962G3K8	20,000.000	$104.58	$20,915	$103.495	$20,699	3.4%	($216)	$1,050	5.07%
270595	AMER EXPRESS CREDIT CO 7.300% 08/20/2013	0258M0CY3	15,000.000	$99.83	$14,975	$108.520	$16,278	2.7%	$1,303	$1,095	6.73%
200566	NOVARTIS CAPITAL CORP 02/10/2014	66989HAA6	15,000.000	$99.89	$14,984	$106.987	$16,048	2.6%	$1,064	$618	3.85%
201223	JPMORGAN CHASE & CO 01/20/2015	46625HHP8	15,000.000	$101.05	$15,157	$103.680	$15,552	2.6%	$394	$555	3.57%
201600	BERKSHIRE HATHAWAY INC 02/11/2015	084670AV0	15,000.000	$100.09	$15,013	$106.013	$15,902	2.6%	$888	$480	3.02%
200567	PROCTER & GAMBLE CO 02/15/2015	742718DM8	15,000.000	$99.58	$14,937	$107.680	$16,152	2.7%	$1,215	$525	3.25%
200657	PFIZER INC 03/15/2015	717081DA8	15,000.000	$99.87	$14,981	$113.113	$16,967	2.8%	$1,986	$802	4.73%
Total CORPORATE BONDS					**$110,962**		**$117,598**	**19.4%**	**$6,634**	**$5,125**	**4.36%**
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN 03/21/2014	822582AF9	15,000.000	$99.97	$14,995	$107.480	$16,122	2.7%	$1,126	$600	3.72%
604471	EKSPORTFINANS ASA 05/25/2016	28264QV27	10,000.000	$99.99	$9,999	$80.990	$8,099	1.3%	($1,900)	$237	2.93%
Total INTERNATIONAL BONDS					**$24,994**		**$24,221**	**4.0%**	**($774)**	**$837**	**3.46%**
TAXABLE MUNICIPAL BONDS											
310859	NJ ECON DEV AUTH TAXABLE 09/01/2014	645918ZB2	10,000.000	$100.00	$10,000	$102.070	$10,207	1.7%	$207	$316	3.10%
Total TAXABLE MUNICIPAL BONDS					**$10,000**		**$10,207**	**1.7%**	**$207**	**$316**	**3.10%**
Total FIXED INCOME					**$591,417**		**$606,396**	**100.0%**	**$14,976**	**$18,676**	**3.08%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	15.000	$180.87	$2,713	$183.867	$2,758	3.5%	$44	$45	1.63%
851360	MICROSOFT CORP	594918104	285.000	$25 39	$7,237	$25.958	$7,398	9.5%	$161	$228	3.08%
886611	WESTERN UNION CO	959802109	150.000	$16.37	$2,455	$18.260	$2,739	3.5%	$283	$48	1.75%
902312	ACCENTURE PLC CL A	G1151C101	55.000	$54.60	$3,003	$53.218	$2,927	3.7%	($75)	$74	2 53%
Total INFORMATION TECHNOLOGY					**$15,408**		**$15,822**	**20.2%**	**$413**	**$395**	**2.50%**
INDUSTRIALS											

C. AND E. WHEELER FOUNDATION

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
LARGE CAP CORE - U.S.											
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	25.000	$62.52	$1,563	$66.400	$1,660	2.1%	$96	$47	2.83%
Total INDUSTRIALS					**$1,563**		**$1,660**	**2.1%**	**$96**	**$47**	**3.49%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	55.000	$37.25	$2,049	$37.200	$2,046	2.6%	($3)	$159	7 77%
Total TELECOM SERVICES					**$2,049**		**$2,046**	**2.6%**	**($3)**	**$159**	**3.66%**
HEALTH CARE											
843800	JOHNSON & JOHNSON	478160104	50.000	$63.10	$3,155	$65.580	$3,279	4 2%	$123	$114	3.48%
881943	UNITEDHEALTH GROUP INC	91324P102	60.000	$44.38	$2,663	$50.667	$3,040	3.9%	$376	$39	1.28%
Total HEALTH CARE					**$5,818**		**$6,319**	**8.1%**	**$499**	**$153**	**2.44%**
FINANCIALS											
986524	ACE LIMITED	H0023R105	110.000	$49.72	$5,469	$70.118	$7,713	9.9%	$2,244	$206	2.67%
Total FINANCIALS					**$5,469**		**$7,713**	**9.9%**	**$2,244**	**$206**	**3.58%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	90.000	$37.82	$3,404	$40.778	$3,670	4.7%	$265	$58	1.58%
Total CONSUMER STAPLES					**$3,404**		**$3,670**	**4.7%**	**$265**	**$58**	**2.50%**
MATERIALS											
832563	FREEPORT-MCMRN CPPR&GOLD	35671D857	70.000	$37.71	$2,640	$36.786	$2,575	3.3%	($65)	$70	2 72%
857450	NEWMONT MINING CORP	651639106	90.000	$63.44	$5,710	$60.000	$5,400	6.9%	($309)	$126	2 33%
Total MATERIALS					**$8,350**		**$7,975**	**10.2%**	**($374)**	**$196**	**2.43%**
CONSUMER DISCRETIONARY											
805329	COMCAST CORP CL A NEW	20030N101	150.000	$21.27	$3,190	$23.707	$3,556	4.5%	$366	$67	1.88%
814456	CARNIVAL CORP CL A	143658300	125.000	$31.61	$3,951	$32 640	$4,080	5.2%	$128	$125	3.06%
848064	MACY'S INC	55616P104	35.000	$30.31	$1,061	$32.171	$1,126	1.4%	$65	$14	1.24%
850175	MCGRAW-HILL COMPANIES INC	580645109	45.000	$43.29	$1,948	$44.956	$2,023	2.6%	$75	$45	2.22%

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
	C. AND E. WHEELER FOUNDATION										
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
878468	TARGET CORP	87612E106	65.000	$52.23	$3,395	$51.215	$3,329	4.3%	($66)	$78	2.34%
888827	YUM BRANDS INC	988498101	100.000	$54.72	$5,472	$59.010	$5,901	7.5%	$428	$114	1.93%
Total CONSUMER DISCRETIONARY					**$19,017**		**$20,015**	**25.6%**	**$996**	**$443**	**2.38%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	20.000	$68.35	$1,367	$72.850	$1,457	1 9%	$89	$52	3.57%
848843	MARATHON OIL CORP	565849106	90.000	$25.87	$2,328	$29.267	$2,634	3.4%	$306	$54	2.05%
901258	NOBLE CORPORATION	H5833N103	50.000	$34.50	$1,725	$30.220	$1,511	1.9%	($214)	$29	1.92%
Total ENERGY					**$5,420**		**$5,602**	**7.2%**	**$181**	**$135**	**3.88%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	40.000	$50.50	$2,020	$54.450	$2,178	2.8%	$157	$94	4.32%
828398	EXELON CORP	30161N101	60.000	$43.18	$2,591	$43.367	$2,602	3.3%	$10	$126	4.84%
831264	FIRSTENERGY CORP	337932107	60.000	$43.55	$2,613	$44.300	$2,658	3.4%	$44	$132	4.97%
Total UTILITIES					**$7,224**		**$7,438**	**9.5%**	**$211**	**$352**	**4.19%**
Total LARGE CAP CORE - U.S.					**$73,722**		**$78,260**	**100.0%**	**$4,528**	**$2,144**	**2.74%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	600.000	$10.20	$6,120	$10.613	$6,368	6 7%	$248	$114	1.79%
904803	DEUTSCHE POST AG ADR	25157Y202	220.000	$14.81	$3,258	$15.418	$3,392	3.6%	$134	$197	5 81%
905419	ABERTIS INFRAESTR ADR	003381100	125.000	$7.41	$926	$8.008	$1,001	1 0%	$74	$81	8.09%
919005	KON PHILIP ELEC ADR	500472303	55.000	$18.38	$1,011	$20.945	$1,152	1.2%	$140	$52	4.51%
927371	ITOCHU CORP ADR	465717106	100.000	$19.47	$1,947	$20.320	$2,032	2.1%	$85	$53	2.61%
Total INDUSTRIALS					**$13,262**		**$13,945**	**14.6%**	**$681**	**$497**	**3.49%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	105.000	$60.47	$6,349	$57.124	$5,998	6.3%	($350)	$103	1.72%

Account Details

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

C. AND E. WHEELER FOUNDATION

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
TELECOM SERVICES											
905422	TELE2 AB ADR	87952P307	225.000	$9.50	$2,137	$9.764	$2,197	2.3%	$60	$78	3.55%
933905	SK TELECOM ADR	78440P108	150.000	$14.27	$2,140	$13.607	$2,041	2.1%	($99)	$109	5.34%
Total TELECOM SERVICES					**$10,626**		**$10,236**	**10.7%**	**($389)**	**$290**	**3.66%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	90.000	$32.94	$2,965	$36.533	$3,288	3.4%	$323	$119	3.62%
924978	MERCK KGAA ADR	589339100	45.000	$31.27	$1,407	$33.311	$1,499	1.6%	$92	$17	1.13%
958901	TEVA PHARM INDS LTD ADR	881624209	85.000	$38.56	$3,278	$40.353	$3,430	3.6%	$152	$66	1.92%
Total HEALTH CARE					**$7,650**		**$8,217**	**8.6%**	**$567**	**$202**	**2.44%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	250.000	$11.78	$2,945	$12.304	$3,076	3.2%	$130	$154	5.01%
904004	CHINA CONSTRUCTION ADR	168919108	300.000	$13 99	$4,197	$13.957	$4,187	4.4%	($10)	$161	3.85%
905386	SUNCORP GROUP ADR	86723Y100	175.000	$8.17	$1,430	$8.589	$1,503	1.6%	$72	$53	3.53%
905424	NORDEA BK SWEDEN AB ADR	65557A206	400.000	$7.58	$3,031	$7.768	$3,107	3.3%	$76	$130	4.18%
905438	WHARF HOLDINGS ADR	962257200	275.000	$9.78	$2,689	$9.036	$2,485	2.6%	($203)	$63	2.54%
906209	BARCLAYS PLC ADR	06738E204	200.000	$10.09	$2,018	$10.990	$2,198	2.3%	$179	$70	3.18%
914068	ALLIANZ AKTIENGES ADR	018805101	150.000	$9.51	$1,427	$9.593	$1,439	1.5%	$11	$72	5.00%
968662	SUMITOMO MITSUI FIN ADR	86562M209	375.000	$5.39	$2,022	$5.509	$2,066	2.2%	$44	$86	4.16%
Total FINANCIALS					**$19,759**		**$20,061**	**21.0%**	**$299**	**$789**	**3.58%**
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	250.000	$17.42	$4,355	$17.204	$4,301	4.5%	($54)	$88	2.05%
926008	IMPERIAL TOBACCO LT ADR	453142101	45.000	$70.49	$3,172	$75.667	$3,405	3.6%	$233	$138	4.05%
933964	KON AHOLD ADR	500467402	225.000	$12.68	$2,852	$13.507	$3,039	3.2%	$186	$78	2.57%
962458	UNILEVER NV ADR	904784709	90.000	$32.31	$2,908	$34.367	$3,093	3.2%	$184	$94	3.04%
967819	AJINOMOTO INC ADR	009707100	15.000	$119.00	$1,785	$120.067	$1,801	1.9%	$16	$26	1.44%
Total CONSUMER STAPLES					**$15,072**		**$15,639**	**16.4%**	**$565**	**$424**	**2.50%**

Account Details

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

C. AND E. WHEELER FOUNDATION

Secunty 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
LARGE CAP CORE - NON U.S.											
MATERIALS											
802483	BARRICK GOLD CORP	067901108	70.000	$47.80	$3,346	$45.243	$3,167	3.3%	($179)	$28	0.88%
901454	AKZO NOBEL NV ADR	010199305	25.000	$44.04	$1,101	$48.480	$1,212	1.3%	$111	$41	3 38%
904977	BHP BILLITON PLC-ADR	05545E209	60.000	$56.28	$3,377	$58.383	$3,503	3.7%	$125	$121	3.45%
Total MATERIALS					**$7,824**		**$7,882**	**8.3%**	**$57**	**$190**	**2.43%**
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	50.000	$33.42	$1,671	$33.300	$1,665	1.7%	($5)	$72	4.32%
Total CONSUMER DISCRETIONARY					**$1,671**		**$1,665**	**1.7%**	**($5)**	**$72**	**2.38%**
ENERGY											
915019	ENI S.P.A. ADR	26874R108	140.000	$42.15	$5,901	$41.264	$5,777	6.1%	($123)	$286	4.95%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	30.000	$102.10	$3,063	$105.033	$3,151	3.3%	$88	$94	2.98%
959209	TOTAL SA ADR	89151E109	70.000	$48.93	$3,425	$51.100	$3,577	3.7%	$152	$188	5.26%
Total ENERGY					**$12,389**		**$12,505**	**13.1%**	**$117**	**$568**	**3.88%**
UTILITIES											
900767	SSE PLC ADR	78467K107	50.000	$20.04	$1,002	$20.060	$1,003	1.1%	$0	$57	5.68%
901986	GDF SUEZ ADR	36160B105	40.000	$25.42	$1,017	$27.400	$1,096	1.1%	$79	$60	5.47%
905429	TOKYO GAS LTD ADR	889115101	70.000	$43.23	$3,026	$46.000	$3,220	3.4%	$194	$66	2.05%
Total UTILITIES					**$5,045**		**$5,319**	**5.6%**	**$273**	**$183**	**4.19%**
Total LARGE CAP CORE - NON U.S.					**$93,298**		**$95,469**	**100.0%**	**$2,165**	**$3,215**	**3.37%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	30,304.707	$9 95	$301,475	$8.770	$265,772	100.0%	($35,702)	$303	0.11%
Total LARGE CAP STRATEGIES FUNDS					**$301,475**		**$265,772**	**100.0%**	**($35,702)**	**$303**	**0.11%**
Total LARGE CAP STRATEGIES					**$301,475**		**$265,772**	**100.0%**	**($35,702)**	**$303**	**0.11%**

GLOBAL SMALL & MID CAP

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

Account Details

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

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	C. AND E. WHEELER FOUNDATION										
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	28,407.270	$10.33	$293,562	$13.470	$382,645	100.0%	$89,083	$2,698	0.71%
Total GLOBAL SMALL & MID CAP FUNDS					$293,562		$382,645	100.0%	$89,083	$2,698	0.71%
Total GLOBAL SMALL & MID CAP					$293,562		$382,645	100.0%	$89,083	$2,698	0.71%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	47,675.143	$7.44	$354,486	$6.780	$323,237	100.0%	($31,249)	$18,831	5.83%
Total GLOBAL OPPORTUNITIES FUNDS					$354,486		$323,237	100.0%	($31,249)	$18,831	5.83%
Total GLOBAL OPPORTUNITIES					$354,486		$323,237	100.0%	($31,249)	$18,831	5.83%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	20,500.129	$10.39	$213,079	$9.300	$190,651	100.0%	($22,428)	$4,653	2.44%
Total REAL RETURN FUNDS					$213,079		$190,651	100.0%	($22,428)	$4,653	2.44%
Total REAL RETURN/COMMODITIES					$213,079		$190,651	100.0%	($22,428)	$4,653	2.44%
Total					$2,2[illegible]3,269		$2,314,419		$21,134	$50,754	2.20%

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.

Report run on Apr 26, 2012 by FINN
Version GP8.4 1.2