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 MEBANE CHARITABLE FOUNDATION, INC.	**A Employer identification number** 56-1853390
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)708-9216
City or town, state, and ZIP code NEW YORK, NY 10111	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 38,226,380. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	1,027,485.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	757,272.	757,272.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	814,833.			
	b Gross sales price for all assets on line 6a 14,049,933.				
	7 Capital gain net income (from Part IV, line 2)		814,833.		
	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	<29,822.>	<29,822.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	2,569,768.	1,542,283.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	236,375.	0.		207,000.
	14 Other employee salaries and wages	33,000.	0.		33,000.
	15 Pension plans, employee benefits	80,590.	0.		80,590.
	16a Legal fees STMT 3	8,536.	0.		8,536.
	b Accounting fees STMT 4	9,726.	0.		9,726.
	c Other professional fees STMT 5	100,849.	66,964.		33,885.
	17 Interest				
	18 Taxes STMT 6	53,477.	477.		0.
	19 Depreciation and depletion	11,902.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	18,402.	0.		18,402.
	22 Printing and publications				
	23 Other expenses STMT 7	116,888.	0.		116,888.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	669,745.	67,441.		508,027.
	25 Contributions, gifts, grants paid	1,750,537.			1,750,537.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,420,282.	67,441.		2,258,564.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	149,486.			
	b **Net investment income** (if negative, enter -0-)		1,474,842.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 1 3 2012 OGDEN, UT IRS-OSC

SCANNED NOV 1 5 2012

18

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	3,207,991.	4,782,846.	4,782,846.
	3 Accounts receivable ▶ 41,305. Less: allowance for doubtful accounts ▶	942.	41,305.	41,305.
	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 10	6,916,091.	6,925,219.	7,017,680.
	b Investments - corporate stock STMT 11	14,926,089.	13,840,960.	15,488,108.
	c Investments - corporate bonds STMT 12	354,667.	806,421.	826,924.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 502,408. Less accumulated depreciation ▶ 143,752.	373,545.	358,656.	358,656.
	15 Other assets (describe ▶ STATEMENT 13)	12,523,819.	11,698,203.	9,710,861.
	16 **Total assets** (to be completed by all filers)	38,303,144.	38,453,610.	38,226,380.
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 ▶ PAYROLL)	3,252.	0.	
	23 **Total liabilities** (add lines 17 through 22)	3,252.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	38,299,892.	38,453,610.	
	30 **Total net assets or fund balances**	38,299,892.	38,453,610.	
	31 **Total liabilities and net assets/fund balances**	38,303,144.	38,453,610.	

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	38,299,892.
2	Enter amount from Part I, line 27a	2	149,486.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,024.
4	Add lines 1, 2, and 3	4	38,455,402.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,792.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,453,610.

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	LITIGATION	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	300 SHS INVEMED	D		09/22/11
e	CAPITAL GAINS DIVIDENDS			

	(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	2,836.			2,836.
b	8,601,343.		7,542,316.	1,059,027.
c	4,385,950.		4,651,400.	<265,450.>
d	813,720.		1,041,384.	<227,664.>
e	246,084.			246,084.

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				2,836.
b				1,059,027.
c				<265,450.>
d				<227,664.>
e				246,084.

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 } 2 814,833.

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	2,147,094.	37,000,951.	.058028
2009	6,974,357.	31,121,159.	.224103
2008	1,031,494.	20,860,576.	.049447
2007	1,057,371.	21,113,430.	.050080
2006	1,065,579.	20,830,185.	.051156

2	**Total** of line 1, column (d)	2	.432814
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	.086563
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	39,870,232.
5	Multiply line 4 by line 3	5	3,451,287.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,748.
7	Add lines 5 and 6	7	3,466,035.
8	Enter qualifying distributions from Part XII, line 4	8	2,258,564.

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	29,497.
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	29,497.
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	29,497.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	39,261.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	49,261.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	19,764.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 19,764. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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) ▶ NC			
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?	13	X	

Website address ▶ WWW.MEBANEFOUNDATION.COM

14 The books are in care of ▶ BESSEMER TRUST Telephone no. ▶ (212)708-9321

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED	0.00	236,375.	74,590.	6,000.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT SERVICES	100,466.
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.

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	30,137,142.
b	Average of monthly cash balances	1b	2,678,426.
c	Fair market value of all other assets	1c	7,661,825.
d	**Total** (add lines 1a, b, and c)	1d	40,477,393.
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	40,477,393.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	607,161.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,870,232.
6	**Minimum investment return.** Enter 5% of line 5	6	1,993,512.

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	1,993,512.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	29,497.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	29,497.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,964,015.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,964,015.
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	1,964,015.

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	2,258,564.
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	2,258,564.
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	2,258,564.

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				1,964,015.
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				
e From 2010 1,919,301.				
f **Total** of lines 3a through e	1,919,301.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,258,564.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,964,015.
e Remaining amount distributed out of corpus	294,549.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,213,850.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	2,213,850.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 1,919,301.				
e Excess from 2011 294,549.				

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.

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE ATTACHED	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,750,537.
Total			▶ 3a	1,750,537.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	757,272.	
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	<29,822.>	
8 Gain or (loss) from sales of assets other than inventory			18	814,833.	
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.		1,542,283.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	1,542,283.

(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

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

Signature of officer or trustee: [signature] Date: 10/29/12 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KEVIN BARRY	Kevin M Barry	10-26-12		P00369984

Firm's name ▶ BESSEMER TRUST COMPANY, N.A. Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NY 10111 Phone no. (212)708-9321

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	**Employer identification number**
MEBANE CHARITABLE FOUNDATION, INC.	56-1853390

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).

Name of organization	Employer identification number
MEBANE CHARITABLE FOUNDATION, INC.	56-1853390

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	ESTATE OF ALLEN MEBANE IV 630 FIFTH AVENUE NEW YORK, NY 10111	$ 1,027,485.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
MEBANE CHARITABLE FOUNDATION, INC.	56-1853390

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
		$	

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

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

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

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

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

Name of organization: MEBANE CHARITABLE FOUNDATION, INC.

Employer identification number: 56-1853390

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	1,003,356.	246,084.	757,272.
TOTAL TO FM 990-PF, PART I, LN 4	1,003,356.	246,084.	757,272.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	<29,822.>	<29,822.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<29,822.>	<29,822.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,536.	0.		8,536.
TO FM 990-PF, PG 1, LN 16A	8,536.	0.		8,536.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,226.	0.		5,226.
FINANCIAL SERVICE FEE	4,500.	0.		4,500.
TO FORM 990-PF, PG 1, LN 16B	9,726.	0.		9,726.

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
INVESTMENT SERVICE FEE	100,446.	66,964.		33,482.
PAYROLL SERVICE FEE	403.	0.		403.
TO FORM 990-PF, PG 1, LN 16C	100,849.	66,964.		33,885.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	477.	477.		0.
2011 ESTIMATED TAX PMTS	23,000.	0.		0.
2010 BALANCE DUE	30,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	53,477.	477.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALARM MAINTENANCE	322.	0.		322.
BANK CHARGES & SUPPLIES	155.	0.		155.
BUILDING REPAIR	4,873.	0.		4,873.
COMPUTER MAINTENANCE EXP	7,392.	0.		7,392.
DUES & SUBSCRIPTIONS	1,874.	0.		1,874.
GROUND MAINTENANCE	9,168.	0.		9,168.
INSURANCE ON BUILDING	2,065.	0.		2,065.
LICENSES AND PERMITS	30.	0.		30.
MISC	69,067.	0.		69,067.
OFFICE CLEANING	620.	0.		620.
OFFICE SUPPLIES	3,577.	0.		3,577.
OTHER INSURANCE	2,250.	0.		2,250.
PEST CONTROL	655.	0.		655.
POSTAGE	1,023.	0.		1,023.
POSTAL BOX	176.	0.		176.
PRINTING EXPENSE	1,196.	0.		1,196.
UTILITIES	11,820.	0.		11,820.

OFFICE EQUIPMENT REPAIRDS	625.	0.		625.
TO FORM 990-PF, PG 1, LN 23	116,888.	0.		116,888.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT-BALANCE SHEET ASSETS	6,024.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,024.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
TRUNCATION	24.
RETURN OF CAPITAL	1,768.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,792.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		6,777,457.	6,859,562.
SEE ATTACHED		X	147,762.	158,118.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,777,457.	6,859,562.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			147,762.	158,118.
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,925,219.	7,017,680.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	13,840,960.	15,488,108.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,840,960.	15,488,108.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	806,421.	826,924.
TOTAL TO FORM 990-PF, PART II, LINE 10C	806,421.	826,924.

FORM 990-PF	OTHER ASSETS	STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
2700 SHARES INVEMED SECURITIES	11,168,072.	9,372,456.	7,323,480.
OLD WESTBURY REAL RETURN FUND	1,355,747.	2,325,747.	2,387,381.
TO FORM 990-PF, PART II, LINE 15	12,523,819.	11,698,203.	9,710,861.

Tax Asset Detail 1/01/11 - 12/31/11

FYE: 12/31/2011

Asset	d t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Building												
41		Mocksville Office Bldg	4/20/04	313,745.12	0.00	0.00	61,152.77	8,044.75	69,197.52	244,547.60	S/L	39.0
46		Land	4/20/04	110,000.00	0.00	0.00	0.00	0.00	0.00	110,000.00	Land	0.0
			Building	423,745.12	0.00c	0.00	61,152.77	8,044.75	69,197.52	354,547.60		
Group: Mebane Masters												
56	d	Furniture for 3 condo units	12/19/08	17,005.00	0.00	8,328.98	8,328.98	1,239.43	9,568.41	7,436.59	200DB	7.0
57	d	Washer / Dryer for 3 units	12/22/08	2,099.63	0.00	1,028.39	1,028.39	153.03	1,181.42	918.21	200DB	7.0
60	d	Televisions	1/08/09	1,643.97	0.00	0.00	657.58	328.79	986.37	657.60	S/L	5.0
			Mebane Masters	20,748.60	0.00c	9,357.37	10,014.95	1,721.25	11,736.20	9,012.40		
			***Less: Dispositions and Transfers**	20,748.60	0 00	0.00	10,014.95	0.00	11,736.20	9,012.40		
			Net Mebane Masters	0.00	0.00c	9,357.37	0.00	1,721.25	0.00	0.00		
Group: Office Equipment												
19		Conference telephone	9/18/01	455.84	0.00	0.00	455.84	0 00	455.84	0.00	S/L	5.0
20		TV	12/13/01	349.99	0.00	0.00	349.99	0.00	349.99	0.00	S/L	5.0
24	d	Monitor	1/15/02	469.99	0.00	0.00	469.99	0.00	469.99	0.00	S/L	5.0
27		Ricoh copier	4/15/02	6,157.83	0.00	0.00	6,157.83	0.00	6,157.83	0.00	200DB	5.0
29		Monitor	1/13/03	594.69	0.00	0.00	594.69	0.00	594.69	0.00	S/L	5.0
30	d	Printer - Judy	3/11/03	412.93	0.00	0.00	412.93	0.00	412 93	0 00	S/L	5.0
31		Dymo Labelmaker	4/11/03	169.99	0.00	0.00	169.99	0 00	169.99	0.00	S/L	5.0
32		Computer - Michelle	7/29/03	1,447.03	0.00	0.00	1,447.03	0.00	1,447.03	0.00	S/L	5.0
33		Projection Equipment	7/29/03	2,537.75	0.00	0.00	2,537.75	0.00	2,537.75	0.00	S/L	5.0
34	d	Lanier Dictation Unit	9/25/03	302.25	0.00	0.00	302.25	0 00	302.25	0.00	S/L	5.0
35		HP Color Printer	10/22/03	2,789.49	0.00	0.00	2,789.49	0.00	2,789.49	0.00	S/L	5.0
36		Monitor for Extra Office	10/28/03	430.53	0.00	0.00	430.53	0 00	430.53	0 00	S/L	5.0
38		Printer (Misty)	3/30/04	477.58	0.00	0.00	477.58	0.00	477.58	0.00	S/L	5 0
39		Binder System	8/30/04	679.99	0.00	0.00	615.22	64.77	679.99	0 00	S/L	7 0
44		HP Laserjet 4350dtn	1/14/05	2,164.00	0.00	0.00	2,164.00	0.00	2,164 00	0.00	200DB	5 0
48	d	Dell Inspiron 6400 Notebook	7/28/06	1,449.99	0.00	0.00	1,309.61	140.38	1,449.99	0.00	150DB	5.0
49		Intel Pentium Server	9/19/06	2,220.00	0.00	0 00	1,945.58	274.42	2,220.00	0.00	150DB	5.0
50		Intel Pentium PC (A Mebane)	9/19/06	1,070.00	0.00	0.00	937.73	132.27	1,070.00	0 00	150DB	5.0
51		Intel Pentium PC (Judy)	9/19/06	1,402 00	0.00	0.00	1,228.69	173.31	1,402.00	0.00	150DB	5.0
52		19" Flat LCD (Judy)	9/19/06	199.00	0.00	0.00	174.40	24.60	199 00	0.00	150DB	5.0
53		Intel D925 Processor	7/19/07	775.00	0.00	0.00	632.71	87.56	720.27	54.73	200DB	5.0
54		HP ScanJet 8390	10/22/07	1,448.00	0.00	0.00	1,150.87	158.47	1,309.34	138 66	200DB	5 0
58		New Intel Server	6/26/09	1,770.00	0.00	0.00	531.00	354.00	885.00	885.00	S/L	5.0
59		HP ProBook Laptop	11/24/09	1,311.32	0.00	0.00	284.12	262.26	546.38	764.94	S/L	5 0
61		Mowing Equipment	6/14/10	805.97	0.00	402.99	460.56	98.69	559.25	246.72	200DB	7.0
			Office Equipment	31,891.16	0.00c	402.99	28,030.38	1,770.73	29,801.11	2,090.05		
			***Less: Dispositions and Transfers**	2,635.16	0.00	0.00	2,494.78	0.00	2,635.16	0.00		
			Net Office Equipment	29,256.00	0.00c	402.99	25,535.60	1,770.73	27,165.95	2,090.05		

Tax Asset Detail 1/01/11 - 12/31/11

Asset	dt	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Office Furniture												
2		Refrigerator & microwave	3/27/01	580.00	0.00	0.00	551.00	0.00	551.00	29.00	S/L	5.0
3		Board room furnishings	4/20/01	5,700.00	0.00	0.00	5,510.00	0.00	5,510.00	190.00	S/L	5.0
4		Conference table & chairs	4/27/01	9,582.00	0.00	0.00	9,262.80	0.00	9,262.80	319.20	S/L	5.0
5		Furniture - Judy's office	5/01/01	6,057.25	0.00	0.00	5,855.53	0.00	5,855.53	201.72	S/L	5.0
6		Sofa, 2-chairs - Lobby	5/14/01	6,451.20	0.00	0.00	6,236.08	0.00	6,236.08	215.12	S/L	5.0
7		Coffee table	6/06/01	1,057.35	0.00	0.00	1,039.62	0.00	1,039.62	17.73	S/L	5.0
8		Chairs - Judy's office	6/11/01	2,397.00	0.00	0.00	2,357.30	0.00	2,357.30	39.70	S/L	5.0
9		2 Side chairs	6/25/01	2,681.40	0.00	0.00	2,681.40	0.00	2,681.40	0.00	S/L	5.0
10		Bose radio	7/16/01	514.00	0.00	0.00	514.00	0.00	514.00	0.00	S/L	5.0
11		Furniture - Michelle's office	8/28/01	6,217.86	0.00	0.00	6,217.86	0.00	6,217.86	0.00	S/L	5.0
12		Cabinet & bookcase - Michelle	10/03/01	1,846.00	0.00	0.00	1,846.00	0.00	1,846.00	0.00	S/L	5.0
21		Conference room furniture	4/11/02	2,193.00	0.00	0.00	2,193.00	0.00	2,193.00	0.00	200DB	5.0
40		4 - File Cabinets	1/16/04	1,279.96	0.00	0.00	1,264.71	15.25	1,279.96	0.00	S/L	7.0
45		Posture Hiback Leather Chair	6/23/05	1,069.24	0.00	0.00	926.10	95.43	1,021.53	47.71	200DB	7.0
55		2 Aeron Desk Chairs	10/22/08	1,780.57	0.00	0.00	567.74	254.37	822.11	958.46	S/L	7.0
			Office Furniture	49,406.83	0.00c	0.00	47,023.14	365.05	47,388.19	2,018.64		
Group: Software												
1	d	MicroEdge Fdn Mgt Software	9/26/01	6,829.37	0.00	0.00	6,829.37	0.00	6,829.37	0.00	Amort	3.0
22	d	MicroEdge Checkwriting software	8/02/02	1,406.10	0.00	0.00	1,406.10	0.00	1,406.10	0.00	Amort	3.0
42	d	MicroEdge Software - Add'l User	6/11/04	1,974.48	0.00	0.00	1,974.48	0.00	1,974.48	0.00	Amort	3.0
43	d	Anit-Virus and Anti-Spam software	7/12/04	865.00	0.00	0.00	865.00	0.00	865.00	0.00	Amort	3.0
47	d	Quickbooks 2006	1/13/06	454.65	0.00	0.00	454.65	0.00	454.65	0.00	Amort	3.0
			Software	11,529.60	0.00c	0.00	11,529.60	0.00	11,529.60	0.00		
			***Less: Dispositions and Transfers**	11,529.60	0.00	0.00	11,529.60	0.00	11,529.60	0.00		
			Net Software	0.00	0.00c	0.00	0.00	0.00	0.00	0.00		
			Grand Total	537,321.31	0.00c	9,760.36	157,750.84	11,901.78	169,652.62	367,668.69		
			Less: Dispositions and Transfers	34,913.36	0.00	0.00	24,039.33	0.00	25,900.96	9,012.40		
			Net Grand Total	502,407.95	0.00c	9,760.36	133,711.51	11,901.78	143,751.66	358,656.29		

Mebane Charitable Foundation, Inc.
Grants Made in 2011

Grantee	Location	Amount	Type of Grant
The Hill Center	Durham NC	249,000	Board Approved
Davie County Schools/Cooleemee School Project	Mocksville NC	71,237	Board Approved
Davie County Schools/Mebane Masters Program	Mocksville NC	63,000	Board Approved
Davie County Schools/Student Teacher Housing	Mocksville NC	52,013	Board Approved
Christ School	Arden NC	445,800	Board Approved
Columbia Medical Center	New York NY	300,000	Board Approved
Wilkes County Schools	North Wilkesboro NC	100,000	Board Approved
East Bend Library	East Bend NC	87,500	Board Approved
Asheville City Schools	Asheville NC	100,000	Board Approved
Iredell/Statesville Schools	Statesville N	30,000	Board Approved
STEM Infusion	Davie County NC	59,600	Board Approved
Community Foundation of Greater Greensboro	Greensboro NC	5,000	Director Advised
Sankaty Head Foundation, Inc.	Siasconset MA	5,000	Director Advised
Eastern Music Festival	Greensboro NC	5,000	Director Advised
Columbia University	New York NY	5,000	Director Advised
Davie Community Foundation, Inc.	Mocksville NC	3,000	Director Advised
Davidson County Community College Foundation	Lexington NC	5,000	Director Advised
William Ellis Middle School	Mocksville NC	5,000	Director Advised
Davie Family YMCA	Mocksville NC	2,000	Director Advised
Hope Hall	Rochester NY	5,000	Director Advised
Veritas Christian Academy	Fletcher NC	5,000	Director Advised
Davie County Sheriff's Office	Mocksville NC	5,000	Discretionary
Smart Start of Davie County	Mocksville NC	1,000	Discretionary
Davie County Schools	Mocksville NC	25,000	Discretionary
Mocksville Police Department	Mocksville NC	5,000	Discretionary
Davie Family YMCA	Mocksville NC	20,000	Discretionary
Big Brothers Big Sisters of Davie County	Mocksville NC	500	Discretionary
CERTL/Wake Forest University Health Center	Winston-Salem NC	2,580	Discretionary
Davie County Arts Council	Mocksville NC	15,000	Discretionary
Columbia University	New York NY	25,850	Discretionary
Davie County Economic Development Commission	Mocksville NC	12,500	Discretionary
Kenan Fellows Program/NC State University	Raleigh NC	20,325	Discretionary
NC Network of Grantmakers	Chapel Hill NC	3,600	Discretionary
Centers for Exceptional Children	Winston-Salem NC	500	Discretionary
Folds of Honor Foundation	Davie County NC	500	Discretionary
Miscellaneous contributions	Davie County NC	1,020	Discretionary
Furniture donated to Habitat for Humanity	Davie County NC	9,012	
TOTAL GRANTS FOR 2011		**1,750,537**	

Mebane Charitable Foundation, Inc. Grant Commitments

2012		2013		2014		2015	
Board Approved Grants Paid		**Board Approved Grants Paid**		**Board Approved Grants Paid**		**Board Approved Grants Paid**	
Moore County Schools	360,345						
Stem Infusion	90,750						
Parents for Edu Freedom	50,000						
Hill Center (K-3 Literacy	89,800						
Columbia Medical Center	100,000						
Wilkes County Schools	100,000						
Brookstone Schools	30,000						
Mebane Masters Student Cond	3,022						
MCF Director Advised	20,000						
Targeted Reading Intervention	140,500						
Elon Homes for Children	60,000						
	1,044,417						
Discretionary Grants Paid		**Discretionary Grants Paid**		**Discretionary Grants Paid**		**Discretionary Grants Paid**	
Miscellaneous Contributions	100						
Mooresville Schools	20,000						
Philadelphia University	10,000						
Davie Co 4H	250						
Industries for the Blind	25,000						
Big Brothers Big Sisters	500						
Family Services	2,000						
Columbia Medical Center	26,000						
South Piedmont Envirothon	1,000						
Davie Community Found	16,000						
WFBH - Davie Hospital	1,000						
	101,850						
Balance Due for Year		**Balance Due for Year**		**Balance Due for Year**		**Balance Due for Year**	
Christ School	245,800	Christ School	45,800				
Columbia Medical Center	300,000						
Discretionary Grants	48,150	Discretionary Grants	150,000	Discretionary Grants	150,000	Discretionary Grants	150,000
WFMC Brenner FIT	100,000	Brookstone Schools	25,000	Brookstone Schools	20,000		
		Targeted Reading Intervention	59,500				
		Elon Homes for Children	25,000	Elon Homes for Children	25,000		
STEM Infusion	23,655	STEM Infusion	700,000	STEM Infusion	700,000	STEM Infusion	240,000
		Hill Center (K-3 Literacy)	116,500	Hill Center (K-3 Literacy)	93,700		
Iredell/Statesville Schools	30,000	Iredell/Statesville Schools	30,000	Iredell/Statesville Schools	30,000	Iredell/Statesville Schools	30,000
MCF Director Advised	30,000	MCF Director Advised	50,000	MCF Director Advised	50,000	MCF Director Advised	50,000
	777,605		1,201,800		1,068,700		470,000
	1,923,872		1,201,800		1,068,700		470,000

2012 2013 2014 2015

MEBANE CHARITABLE FOUNDATION, INC.
TAX PERIOD ENDED 12/31/11
EIN 56-1853390
FORM 990-PGF

Attachment to Form 990-PF
Supplemental Schedule of Information

Part VIII - Line 1, Information about Officers, Directors, Foundation Managers, Highly Paid Employees and Contractors

Name	Title	Time Devoted	Compensation
Larry C. Colbourne c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	President & Director	40 hours per week	$129,375
Marianne C. Mebane c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Chairperson & Director	120 hours annually	0.00
Paul R. Barkus c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Treasurer & Director	120 hours annually	0.00
Judy T. Averitte c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Assistant Secretary	40 hours per week	$ 91,000
Paul H. Livingston, Jr. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Secretary & Director	120 hours annually	$ 2,000
William Mebane c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000
Carl N. Boon c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	0.00

John A. Hilton Jr. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	0.00
John C. Lathrop c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000
Donald C. McMillion c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	0.00
Mary E. Rittling, Ed.D. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000
R. Roger Berrier, Jr. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 2,000

Account Details

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

MEBANE CHARITABLE FOUNDATION IM FI

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	$0	$0.000	$0	0 0%	$0	$0	
999995	INCOME CASH			0.000	$0.00	$0	$0 000	$0	0.0%	$0	$0	
999996	NET CASH			36.750	$0 00	$36	$0 000	$36	0 1%	$0	$0	0 00%
Total CASH AVAILABLE						**$36**		**$36**	**0.1%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS												
990110	FED GOVT OBLIG FUND #395		60934N807	48,900 000	$1.00	$48,900	$1.000	$48,900	99 9%	$0	$4	0.01%
Total CASH EQUIVALENTS						**$48,900**		**$48,900**	**99.9%**	**$0**	**$4**	**0.01%**
Total CASH AND SHORT TERM						**$48,936**		**$48,936**	**100.0%**	**$0**	**$4**	**0.01%**
FIXED INCOME												
US GOVT AND AGENCY BONDS												
101462	FEDERAL FARM CREDIT BANK	04/24/2012	31331GNQ8	350,000.000	$100.00	$349,993	$100.647	$352,264	4 5%	$2,271	$7,875	2 24%
153875	FEDERAL FARM CREDIT BANK	4.500% 10/17/2012	31331X3S9	300,000.000	$108 00	$323,997	$103.347	$310,041	4 0%	($13,956)	$13,500	4 35%
101398	PRIVATE EXPORT FDG CORP	04/15/2013	742651DF6	1,160,000 000	$104 87	$1,216,480	$104.024	$1,206,678	15 4%	($9,802)	$41,180	3 41%
101230	FEDERAL HOME LOAN BANK	12/13/2013	3133XSP93	310,000 000	$100 56	$311,736	$104 790	$324,849	4.1%	$13,113	$9,687	2 98%
153805	FEDERAL HOME LOAN BANK	5.250% 09/12/2014	3133XLWM1	650,000.000	$109 18	$709,702	$112.189	$729,228	9 3%	$19,526	$34,125	4 68%
101869	FEDERAL FARM CREDIT BANK	09/22/2014	31331GL80	495,000.000	$101.19	$500,866	$106 378	$526,571	6 7%	$25,704	$14,850	2 82%
101807	FED NATL MTG ASSOC	03/02/2015	31359MXX6	300,000 000	$108.61	$325,842	$113 439	$340,317	4 3%	$14,475	$15,000	4 41%
108417	PRIVATE EXPORT FUNDING	11/15/2015	742651DB5	253,000 000	$112 14	$283,714	$114.870	$290,621	3 7%	$6,906	$12,523	4 31%
109116	US TREASURY NOTES	12/31/2017	912828PN4	2,535,000.000	$108 68	$2,755,127	$109 625	$2,778,993	35 4%	$23,866	$69,712	2 51%
Total US GOVT AND AGENCY BONDS						**$6,777,457**		**$6,859,562**	**87.4%**	**$82,103**	**$218,452**	**3.18%**
CORPORATE BONDS												
276402	GENERAL ELEC CAP CORP	5.250% 10/19/2012	36962G3K8	50,000.000	$95 71	$47,853	$103 496	$51,748	0 7%	$3,894	$2,625	5 07%
200795	3M COMPANY	08/15/2013	88579EAE5	100,000.000	$108 14	$108,135	$106.298	$106,298	1 4%	($1,837)	$4,375	4 12%
270595	AMER EXPRESS CREDIT CO	7.300% 08/20/2013	0258M0CY3	35,000 000	$92 60	$32,409	$108 526	$37,984	0 5%	$5,574	$2,555	6 73%

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
	MEBANE CHARITABLE FOUNDATION IM FI										
FIXED INCOME											
CORPORATE BONDS											
200657	PFIZER INC 03/15/2015	717081DA8	150,000 000	$110 85	$166,270	$113.119	$169,678	2 2%	$3,408	$8,025	4 73%
203218	TEXAS INSTRUMENT INC 05/16/2016	882508AR5	150,000.000	$99.49	$149,239	$104.167	$156,250	2 0%	$7,011	$3,562	2 28%
Total CORPORATE BONDS					**$503,906**		**$521,958**	**6.7%**	**$18,050**	**$21,142**	**4.05%**
INTERNATIONAL BONDS											
604729	TORONTO-DOMINION BANK 07/14/2016	89114QAB4	150,000 000	$101 84	$152,758	$101.988	$152,982	2.0%	$223	$3,750	2 45%
605143	STATOIL ASA 11/23/2016	85771PAD4	150,000 000	$99 84	$149,757	$101 323	$151,984	1.9%	$2,227	$2,700	1 78%
Total INTERNATIONAL BONDS					**$302,515**		**$304,966**	**3.9%**	**$2,450**	**$6,450**	**2.11%**
TAXABLE MUNICIPAL BONDS											
310874	N Y ST DORM AUTH ST PIP 03/15/2016	649902Z55	150,000.000	$98.51	$147,762	$105 412	$158,118	2 0%	$10,356	$4,237	2 68%
Total TAXABLE MUNICIPAL BONDS					**$147,762**		**$158,118**	**2.0%**	**$10,356**	**$4,237**	**2.68%**
Total FIXED INCOME					**$7,731,640**		**$7,844,604**	**100.0%**	**$112,959**	**$250,281**	**3.19%**
Total					**$7,780,576**		**$7,893,540**		**$112,959**	**$250,285**	**3.17%**
				Late Cash	34,856		34,856				
					#7,815,432		#7,928,396				

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
	MEBANE CHARITABLE FOUNDATION IM										
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0.000	$0.00	$0	$0.000	$0	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0	0.0%	$0	$0	
999996	NET CASH		435.410	$0.00	$435	$0 000	$435	0 0%	$0	$0	0.00%
Total CASH AVAILABLE					**$435**		**$435**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	3,893,500.000	$1.00	$3,893,500	$1 000	$3,893,500	100.0%	$0	$389	0 01%
Total CASH EQUIVALENTS					**$3,893,500**		**$3,893,500**	**100.0%**	**$0**	**$389**	**0.01%**
Total CASH AND SHORT TERM					**$3,893,935**		**$3,893,935**	**100.0%**	**$0**	**$389**	**0.01%**
STRATEGIC CURRENCY											
603903	HK DOLLAR DEPOSIT - BNYM		5,046,796 050	$0 13	$648,205	$0 129	$649,522	41.3%	$1,317	$0	0 00%
603904	SG DOLLAR DEPOSIT - BNYM		515,849 800	$0 79	$405,128	$0.772	$398,029	25 3%	($7,098)	$0	0 00%
603905	NO KRONE DEPOSIT - BNYM		1,869,747.900	$0.17	$324,102	$0 168	$313,556	19 9%	($10,545)	$2,243	0.72%
605213	US DOLLAR DEPOSIT - BNYM		213,254 670	$1 00	$213,254	$1 000	$213,254	13 5%	$0	$0	0 00%
Total STRATEGIC CURRENCY					**$1,590,689**		**$1,574,361**	**100.0%**	**($16,326)**	**$2,243**	**0.14%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	185 000	$178.35	$32,995	$183 876	$34,017	3.4%	$1,021	$555	1 63%
851360	MICROSOFT CORP	594918104	3,800 000	$25.37	$96,413	$25 960	$98,648	9.8%	$2,235	$3,040	3 08%
886611	WESTERN UNION CO	959802109	1,850.000	$16 33	$30,209	$18.260	$33,781	3 3%	$3,571	$592	1 75%
902312	ACCENTURE PLC CL A	G1151C101	700.000	$54.06	$37,842	$53 230	$37,261	3.7%	($581)	$945	2 54%
Total INFORMATION TECHNOLOGY					**$197,459**		**$203,707**	**20.2%**	**$6,246**	**$5,132**	**2.52%**
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	350.000	$60.95	$21,333	$66 409	$23,243	2.3%	$1,910	$658	2 83%
Total INDUSTRIALS					**$21,333**		**$23,243**	**2.3%**	**$1,910**	**$658**	**3.65%**

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 May 8, 2012 by ROSARIOT
Version GP8 4 1 2

Account Details

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

MEBANE CHARITABLE FOUNDATION IM

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.											
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	700 000	$35 62	$24,933	$37.200	$26,040	2 6%	$1,106	$2,030	7 80%
Total TELECOM SERVICES					**$24,933**		**$26,040**	**2.6%**	**$1,106**	**$2,030**	**3.90%**
HEALTH CARE											
843800	JOHNSON & JOHNSON	478160104	610 000	$62.26	$37,978	$65 579	$40,003	4 0%	$2,025	$1,390	3.47%
881943	UNITEDHEALTH GROUP INC	91324P102	800.000	$43.77	$35,015	$50 680	$40,544	4.0%	$5,528	$520	1 28%
Total HEALTH CARE					**$72,993**		**$80,547**	**8.0%**	**$7,553**	**$1,910**	**2.44%**
FINANCIALS											
986524	ACE LIMITED	H0023R105	1,375.000	$52 05	$71,572	$70.120	$96,415	9 6%	$24,842	$2,585	2 68%
Total FINANCIALS					**$71,572**		**$96,415**	**9.6%**	**$24,842**	**$2,585**	**3.62%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	1,150.000	$37 23	$42,813	$40 780	$46,897	4 7%	$4,083	$747	1 59%
Total CONSUMER STAPLES					**$42,813**		**$46,897**	**4.7%**	**$4,083**	**$747**	**2.54%**
MATERIALS											
832563	FREEPORT-MCMRN CPPR&GOLD	35671D857	925 000	$37 19	$34,397	$36.789	$34,030	3.4%	($366)	$925	2 72%
857450	NEWMONT MINING CORP	651639106	1,150.000	$63 42	$72,928	$60 010	$69,011	6 8%	($3,916)	$1,610	2.33%
Total MATERIALS					**$107,325**		**$103,041**	**10.2%**	**($4,282)**	**$2,535**	**2.43%**
CONSUMER DISCRETIONARY											
805329	COMCAST CORP CL A NEW	20030N101	2,000 000	$21.22	$42,439	$23.710	$47,420	4 7%	$4,980	$900	1.90%
814456	CARNIVAL CORP CL A	143658300	1,700.000	$30.71	$52,206	$32 640	$55,488	5 5%	$3,281	$1,700	3 06%
848064	MACY'S INC	55616P104	425 000	$29 73	$12,636	$32.179	$13,676	1.4%	$1,040	$170	1 24%
850175	MCGRAW-HILL COMPANIES INC	580645109	600 000	$41.11	$24,666	$44 970	$26,982	2.7%	$2,316	$600	2 22%
878468	TARGET CORP	87612E106	800.000	$51 87	$41,496	$51 220	$40,976	4 1%	($520)	$960	2 34%
888827	YUM BRANDS INC	988498101	1,300 000	$54.93	$71,411	$59.010	$76,713	7 6%	$5,301	$1,482	1 93%
Total CONSUMER DISCRETIONARY					**$244,854**		**$261,255**	**25.9%**	**$16,398**	**$5,812**	**2.39%**
ENERGY											

Account Details

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

MEBANE CHARITABLE FOUNDATION IM

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.											
ENERGY											
819413	CONOCOPHILLIPS	20825C104	250.000	$67.43	$16,857	$72 868	$18,217	1 8%	$1,359	$660	3 62%
848843	MARATHON OIL CORP	565849106	1,150.000	$25.01	$28,761	$29 270	$33,660	3 3%	$4,899	$690	2 05%
901258	NOBLE CORPORATION	H5833N103	600.000	$32.97	$19,781	$30.220	$18,132	1.8%	($1,649)	$355	1 96%
Total ENERGY					**$65,399**		**$70,009**	**6.9%**	**$4,609**	**$1,705**	**3.79%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	500.000	$49.44	$24,719	$54 450	$27,225	2.7%	$2,505	$1,175	4 32%
828398	EXELON CORP	30161N101	800.000	$42 02	$33,615	$43 370	$34,696	3 4%	$1,080	$1,680	4 84%
831264	FIRSTENERGY CORP	337932107	800.000	$41 97	$33,576	$44.300	$35,440	3 5%	$1,864	$1,760	4 97%
Total UTILITIES					**$91,910**		**$97,361**	**9.7%**	**$5,449**	**$4,615**	**4.21%**
Total LARGE CAP CORE - U.S.					**$940,591**		**$1,008,515**	**100.0%**	**$67,914**	**$27,729**	**2.75%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	6,250 000	$9.94	$62,149	$10 614	$66,337	5 8%	$4,187	$1,193	1 80%
904803	DEUTSCHE POST AG ADR	25157Y202	2,850 000	$14 99	$42,715	$15 422	$43,952	3 9%	$1,237	$2,562	5.83%
905419	ABERTIS INFRAESTR ADR	003381100	1,700 000	$7 85	$13,341	$8.010	$13,617	1 2%	$275	$1,113	8 17%
919005	KON PHILIP ELEC ADR	500472303	700.000	$19 23	$13,461	$20 950	$14,665	1 3%	$1,203	$662	4 51%
927371	ITOCHU CORP ADR	465717106	1,350.000	$19 47	$26,280	$20 327	$27,441	2 4%	$1,160	$719	2 62%
Total INDUSTRIALS					**$157,946**		**$166,012**	**14.6%**	**$8,062**	**$6,249**	**3.65%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	1,020.000	$59 51	$60,702	$57 129	$58,272	5 1%	($2,430)	$1,002	1 72%
905422	TELE2 AB ADR	87952P307	2,750.000	$9.65	$26,540	$9.766	$26,856	2.4%	$315	$954	3 55%
933905	SK TELECOM ADR	78440P108	1,800 000	$14.63	$26,335	$13.610	$24,498	2.2%	($1,837)	$1,310	5 35%
Total TELECOM SERVICES					**$113,577**		**$109,626**	**9.6%**	**($3,952)**	**$3,266**	**3.90%**
HEALTH CARE											

Account Details

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

MEBANE CHARITABLE FOUNDATION IM

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
HEALTH CARE											
907989	SANOFI - ADR	80105N105	1,150 000	$33 81	$38,880	$36 540	$42,021	3.7%	$3,140	$1,521	3 62%
924978	MERCK KGAA ADR	589339100	550 000	$32 63	$17,944	$33 331	$18,332	1.6%	$387	$219	1 19%
958901	TEVA PHARM INDS LTD ADR	881624209	1,100.000	$38.63	$42,490	$40.360	$44,396	3 9%	$1,905	$863	1 94%
Total HEALTH CARE					**$99,314**		**$104,749**	**9.2%**	**$5,432**	**$2,603**	**2.44%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	3,250.000	$12 41	$40,322	$12.304	$39,988	3 5%	($334)	$2,011	5 03%
904004	CHINA CONSTRUCTION ADR	168919108	2,900.000	$13 86	$40,193	$13 957	$40,475	3 6%	$281	$1,560	3 85%
905386	SUNCORP GROUP ADR	86723Y100	2,250 000	$8.11	$18,248	$8 591	$19,329	1.7%	$1,080	$693	3 59%
905424	NORDEA BK SWEDEN AB ADR	65557A206	5,000 000	$7 78	$38,909	$7.768	$38,840	3.4%	($69)	$1,635	4 21%
905438	WHARF HOLDINGS ADR	962257200	2,750 000	$9 65	$26,525	$9 039	$24,857	2 2%	($1,667)	$638	2.57%
906209	BARCLAYS PLC ADR	06738E204	2,500.000	$10 57	$26,414	$10 990	$27,475	2.4%	$1,060	$885	3 22%
914068	ALLIANZ AKTIENGES ADR	018805101	1,800.000	$9.68	$17,424	$9.595	$17,271	1.5%	($153)	$869	5.03%
968662	SUMITOMO MITSUI FIN ADR	86562M209	5,000 000	$5 41	$27,050	$5 510	$27,550	2.4%	$500	$1,155	4 19%
Total FINANCIALS					**$235,085**		**$235,785**	**20.8%**	**$698**	**$9,446**	**3.62%**
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	2,500 000	$17 59	$43,963	$17.204	$43,010	3 8%	($953)	$885	2 06%
926008	IMPERIAL TOBACCO LT ADR	453142101	605.000	$72 02	$43,573	$75 684	$45,789	4 0%	$2,215	$1,859	4.06%
933964	KON AHOLD ADR	500467402	2,750 000	$12.66	$34,824	$13 507	$37,144	3 3%	$2,319	$957	2 58%
962458	UNILEVER NV ADR	904784709	1,200.000	$31 84	$38,207	$34 370	$41,244	3 6%	$3,036	$1,264	3 06%
967819	AJINOMOTO INC ADR	009707100	220.000	$116 84	$25,705	$120.091	$26,420	2.3%	$715	$389	1 47%
Total CONSUMER STAPLES					**$186,272**		**$193,607**	**17.0%**	**$7,332**	**$5,354**	**2.54%**
MATERIALS											
802483	BARRICK GOLD CORP	067901108	900.000	$48.17	$43,350	$45.250	$40,725	3 6%	($2,625)	$360	0 88%
901454	AKZO NOBEL NV ADR	010199305	300.000	$47.77	$14,331	$48.497	$14,549	1 3%	$218	$501	3 44%

Account Details

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

MEBANE CHARITABLE FOUNDATION IM

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 - NON U.S.											
MATERIALS											
904977	BHP BILLITON PLC-ADR	05545E209	750 000	$57.88	$43,411	$58 389	$43,792	3 9%	$380	$1,515	3 46%
Total MATERIALS					**$101,092**		**$99,066**	**8.7%**	**($2,027)**	**$2,376**	**2.43%**
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	650.000	$33 48	$21,762	$33 309	$21,651	1.9%	($110)	$936	4.32%
Total CONSUMER DISCRETIONARY					**$21,762**		**$21,651**	**1.9%**	**($110)**	**$936**	**2.39%**
ENERGY											
915019	ENI S P A ADR	26874R108	1,300.000	$41.50	$53,948	$41 270	$53,651	4 7%	($297)	$2,663	4 96%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	385 000	$102 50	$39,463	$105 049	$40,444	3 6%	$980	$1,217	3 01%
959209	TOTAL SA ADR	89151E109	850 000	$49.55	$42,121	$51 109	$43,443	3 8%	$1,321	$2,290	5 27%
Total ENERGY					**$135,532**		**$137,538**	**12.1%**	**$2,004**	**$6,170**	**3.79%**
UTILITIES											
900767	SSE PLC ADR	78467K107	650 000	$20.68	$13,439	$20 062	$13,040	1 1%	($398)	$752	5 77%
901986	GDF SUEZ ADR	36160B105	500 000	$26 07	$13,036	$27 416	$13,708	1 2%	$671	$750	5 47%
905429	TOKYO GAS LTD ADR	889115101	900.000	$42 60	$38,338	$46 010	$41,409	3 6%	$3,070	$857	2 07%
Total UTILITIES					**$64,813**		**$68,157**	**6.0%**	**$3,343**	**$2,359**	**4.21%**
Total LARGE CAP CORE - NON U.S.					**$1,115,393**		**$1,136,191**	**100.0%**	**$20,782**	**$38,759**	**3.41%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	364,045.110	$7 99	$2,909,767	$8.770	$3,192,675	100 0%	$282,908	$3,640	0.11%
Total LARGE CAP STRATEGIES FUNDS					**$2,909,767**		**$3,192,675**	**100.0%**	**$282,908**	**$3,640**	**0.11%**
Total LARGE CAP STRATEGIES					**$2,909,767**		**$3,192,675**	**100.0%**	**$282,908**	**$3,640**	**0.11%**
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	345,090.337	$10.57	$3,647,461	$13.470	$4,648,366	100.0%	$1,000,905	$32,783	0 71%

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
	MEBANE CHARITABLE FOUNDATION IM										
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
Total GLOBAL SMALL & MID CAP FUNDS					**$3,647,461**		**$4,648,366**	**100.0%**	**$1,000,905**	**$32,783**	**0.71%**
Total GLOBAL SMALL & MID CAP					**$3,647,461**		**$4,648,366**	**100.0%**	**$1,000,905**	**$32,783**	**0.71%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	579,351.168	$6 28	$3,637,059	$6.780	$3,928,000	100 0%	$290,941	$228,843	5.83%
Total GLOBAL OPPORTUNITIES FUNDS					**$3,637,059**		**$3,928,000**	**100.0%**	**$290,941**	**$228,843**	**5.83%**
Total GLOBAL OPPORTUNITIES					**$3,637,059**		**$3,928,000**	**100.0%**	**$290,941**	**$228,843**	**5.83%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	256,707.673	$9.06	$2,325,747	$9 300	$2,387,381	100 0%	$61,633	$58,272	2 44%
Total REAL RETURN FUNDS					**$2,325,747**		**$2,387,381**	**100.0%**	**$61,633**	**$58,272**	**2.44%**
Total REAL RETURN/COMMODITIES					**$2,325,747**		**$2,387,381**	**100.0%**	**$61,633**	**$58,272**	**2.44%**
Total					**$20,060,642**		**$21,769,424**		**$1,708,757**	**$392,658**	**1.80%**

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	MEBANE CHARITABLE FOUNDATION, INC.	[X] 56-1853390
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST - 630 FIFTH AVENUE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

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

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

- The books are in the care of ▶ BESSEMER TRUST
630 FIFTH AVENUE, NEW YORK, NY - 10111
Telephone No. ▶ (212)708-9321 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:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ________, and ending ________.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 49,261.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 39,261.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 10,000.

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.

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	MEBANE CHARITABLE FOUNDATION, INC.	[X] 56-1853390
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST - 630 FIFTH AVENUE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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

Telephone No. ▶ (212)708-9321 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NEEDED FOR A COMPLETE AND ACCURATE TAX RETURN IS UNAVAILABLE AT THIS TIME.

8a 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.	8a	$	26,179.
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 and any amount paid previously with Form 8868.	8b	$	49,261.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Brenna Ryan Title ▶ As Agent Date ▶ 8/8/12

123842
01-06-12