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 THE DIANNE & CHARLES RICE FAMILY FDN	A Employer identification number 59-3701678
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O BESSEMER TRUST, 801 BRICKELL AVE	B Telephone number 305-372-5005
City or town, state, and ZIP code MIAMI, FL 33131	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) ▶$ 8,180,600. 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 ▶ ☐

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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	627,055.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	253.	253.		STATEMENT 2
	4 Dividends and interest from securities	113,441.	113,441.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	223,695.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,155,047.				
	7 Capital gain net income (from Part IV, line 2)		253,263.		
	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	13,902.	<18,246.>		STATEMENT 4
	12 Total. Add lines 1 through 11	978,346.	348,711.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,000.	0.		50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	5,979.	0.		5,979.
	c Other professional fees STMT 6	17,530.	9,278.		8,252.
	17 Interest				
	18 Taxes STMT 7	4,204.	443.		61.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	80,186.	74,527.		5,268.
	24 Total operating and administrative expenses. Add lines 13 through 23	157,899.	84,248.		69,560.
	25 Contributions, gifts, grants paid	274,723.			274,723.
	26 Total expenses and disbursements Add lines 24 and 25	432,622.	84,248.		344,283.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	545,724.			
	b Net investment income (if negative, enter -0-)		264,463.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	502,676.	788,330.	788,330.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,495,782.	2,178,652.	2,275,527.
	c Investments - corporate bonds STMT 10	1,510,000.	1,110,591.	1,069,254.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	265,702.	734,660.	691,749.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	2,714,923.	3,203,271.	3,355,740.
	16 **Total assets** (to be completed by all filers)	7,489,083.	8,015,504.	8,180,600.
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	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	7,489,083.	8,015,504.	
	30 **Total net assets or fund balances**	7,489,083.	8,015,504.	
	31 **Total liabilities and net assets/fund balances**	7,489,083.	8,015,504.	

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	7,489,083.
2 Enter amount from Part I, line 27a	2	545,724.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,034,807.
5 Decreases not included in line 2 (itemize) ▶ BOOK TO TAX ADJUSTMENTS OF ASSETS	5	19,303.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,015,504.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,155,047.		1,901,784.	253,263.

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				
b				
c				
d				
e				253,263.

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 — 253,263.

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	292,044.	6,852,678.	.042617
2009	345,028.	5,895,102.	.058528
2008	344,095.	6,657,744.	.051683
2007	290,205.	7,010,205.	.041398
2006	250,465.	6,384,179.	.039232

2	**Total** of line 1, column (d)	2	.233458
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	.046692
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,077,139.
5	Multiply line 4 by line 3	5	377,138.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,645.
7	Add lines 5 and 6	7	379,783.
8	Enter qualifying distributions from Part XII, line 4	8	344,283.

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	5,289.
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	5,289.
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	5,289.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 5,997.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,997.
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	5,708.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 5,708. **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?	4b	X	
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) ▶ FL			
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 ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST Telephone no. ▶212-708-9216

Located at ▶630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶10111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

			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 ▶ ______ , ______ , ______ , ______

			Yes	No
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

			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** No: 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 STATEMENT 13		50,000.	0.	0.

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

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

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

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

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

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

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

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

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

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

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

Form **990-PF** (2011)

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	7,717,443.
b	Average of monthly cash balances	1b	482,698.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,200,141.
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	8,200,141.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,002.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,077,139.
6	**Minimum investment return** Enter 5% of line 5	6	403,857.

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	403,857.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,289.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	2,455.		
c	Add lines 2a and 2b			2c	7,744.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	396,113.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	396,113.
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	396,113.

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	344,283.
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	344,283.
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	344,283.

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				396,113.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			323,477.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 344,283.				
a Applied to 2010, but not more than line 2a			323,477.	
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				20,806.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				375,307.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form **990-PF** (2011)

123581
12-02-11

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:

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CATHEDRAL ARTS PROJECT INC 4063 SALISBURY RD, STE 107 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	20,000.
CUMMER MUSEUM OF ART 829 RIVERSIDE AVE JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	49,910.
EARLY LEARNING COALITION 6850 BELFORT OAKS PL STE 102 JACKSONVILLE, FL 32216	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	11,140.
FLORIDA HUMANITIES COUNCIL 599 2ND STREET SOUTH ST. PETERSBURG, FL 33701	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	13,250.
GUARDIAN CATHOLIC SCHOOLS 4920 BRENTWOOD AVENUE JACKSONVILLE, FL 32206	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	274,723.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	253.	
4 Dividends and interest from securities			14	113,441.	
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			14	13,902.	0.
8 Gain or (loss) from sales of assets other than inventory			18	223,695.	
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.		351,291.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 351,291.

(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).
	NONE

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 11-8-12 Date President 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
Marilyn Leitzner	M Leitz CPA	11/7/12		P00336359

Firm's name ▶ BESSEMER TRUST Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NY 10111 Phone no. 212-708-9100

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

THE DIANNE & CHARLES RICE FAMILY FDN

Employer identification number

59-3701678

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
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

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	CHARLES E. RICE CLUT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 527,055.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	CSX CORPORATION 500 WATER STREET C420 JACKSONVILLE, FL 32202	$ 100,000.	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.)

Name of organization: THE DIANNE & CHARLES RICE FAMILY FDN

Employer identification number: 59-3701678

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	Employer identification number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

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

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOPE HAVEN CHILDREN'S CLINIC 1800 19TH STREET ROCK VALLEY, IA 51247	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	20,000.
JACKSONVILLE PUBLIC EDUCATION FUND 245 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	50,000.
JACKSONVILLE SYMPHONY ORCHESTRA 300 WATER STREET #200 JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	7,500.
MALI VAI WASHINGTON KIDS FOUNDATION 2933 N MYRTLE AVE, STE 101 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	25,000.
ST VINCENT'S FOUNDATION 8402 HARCOURT ROAD, SUITE 210 INDIANAPOLIS, IN 46260	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	37,923.
Total from continuation sheets				140,423.

123631 08-03-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
d	PARTNERSHIP GAINS SHORT TERM	P	VARIOUS	VARIOUS
e	PARTNERSHIP GAINS LONG TERM	P	VARIOUS	VARIOUS
f	PARTNERSHIP 1231 GAINS	P	VARIOUS	VARIOUS
g	ROSETTA RECEIPTS EXCESS OF BASIS	P	VARIOUS	VARIOUS
h	BELL RECEIPTS EXCESS OF BASIS	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(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	910,868.		964,883.	<54,015.>
b	1,059,924.		936,901.	123,023.
c	60,700.			60,700.
d	1,543.			1,543.
e	52,578.			52,578.
f	39,866.			39,866.
g	29,372.			29,372.
h	196.			196.
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a				<54,015.>
b				123,023.
c				60,700.
d				1,543.
e				52,578.
f				39,866.
g				29,372.
h				196.
i				
j				
k				
l				
m				
n				
o				

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	253,263.
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

Form **8810**

Department of the Treasury
Internal Revenue Service

Corporate Passive Activity Loss and Credit Limitations

▶ See separate instructions.

▶ Attach to the corporation's tax return (personal service corporations and closely held corporations only).

OMB No 1545-1091

2011

Name: THE DIANNE & CHARLES RICE FAMILY FDN

Employer identification number: 59-3701678

Part I **2011 Passive Activity Loss**

Caution: *See the instructions and complete Worksheets 1 and 2 before completing Part I.*

1a	Current year income (from Worksheet 2, column (a))	1a	40,673		
b	Current year deductions and losses (from Worksheet 2, column (b))	1b	(8,669)		
c	Prior year unallowed losses (from Worksheet 2, column (c))	1c	(40,517)		
d	Combine lines 1a, 1b, and 1c. If the result is net income or zero, see instructions			1d	(8,513.00)
2	Closely held corporations enter net active income and see instructions Personal service corporations enter -0- on this line			2	
3	**Unallowed passive activity deductions and losses.** Combine lines 1d and 2. If the result is net income or zero, see the instructions for lines 1d and 3 Otherwise, go to line 4			3	(8,513.00)
4	**Total deductions and losses allowed.** Add the income, if any, on lines 1a and 2 and enter the result (see instructions)			4	40,673.00

Part II **2011 Passive Activity Credits**

Caution: *See the instructions and complete Worksheet 5 before completing Part II*

5a	Current year credits (from Worksheet 5, column (a))	5a			
b	Prior year unallowed credits (from Worksheet 5, column (b))	5b			
6	Add lines 5a and 5b			6	0.00
7	Enter the tax attributable to net passive income and net active income (see instructions)			7	
8	**Unallowed passive activity credit.** Subtract line 7 from line 6. If the result is zero or less, enter -0-			8	0.00
9	**Allowed passive activity credit.** Subtract line 8 from line 6 (see instructions)			9	0.00

Part III **Election To Increase Basis of Credit Property**

10 If the corporation disposed of its entire interest in a passive activity or former passive activity in a fully taxable transaction, and the corporation elects to increase the basis of credit property used in that activity by the unallowed credit that reduced the property's basis, check this box (see instructions) . . ▶ ☐

11 Name of passive activity disposed of ▶

12 Description of the credit property for which the election is being made ▶

13 Amount of unallowed credit that reduced the property's basis . . . . ▶ $

For Paperwork Reduction Act Notice, see separate instructions.

ISA

Form 8582 Other Passive Activities - Worksheet 3 Statement 1

Name of Activity	Current Year Net Income	Current Year Net Loss	Prior Year Unallowed Loss	Overall Gain or Loss: Gain	Overall Gain or Loss: Loss
12 TIFF PRIVATE EQUITY	5635.	-4594.	-4951.		-3910.
9 OLD WESTBURY PE FD 9	0.	-279.	-350.		-629.
5 LLR EQUITY PARTNERS	30635.	0.	-24580.	6055.	
8 OLD WESTBURY GLOBAL RE FD LLC	4077.	-3796.	-10636.		-10355.
10 OLD WESTBURY PE FD 10	326.	0.		326.	
Totals	40673.	-8669.	-40517.	6381.	-14894.

Form 8582 Allocation of Unallowed Losses - Worksheet 5 Statement 2

Name of Activity	Form or Schedule	Loss	Ratio	Unallowed Loss
12 TIFF PRIVATE EQUITY	Sch E	3910.	.262521821	2235.
9 OLD WESTBURY PE FD 9	Sch E	629.	.042231771	360.
8 OLD WESTBURY GLOBAL RE FD LLC	Sch E	10355.	.695246408	5918.
Totals		14894.	1.000000000	8513.

Form 8582 Activities with Losses Reported on 2 or More Different Forms or Schedules - Worksheet 7 Statement 3

Group No.	Name	Form or Schedule Net Loss	Form or Schedule Net Gain	Overall Loss	Ratio	Unallowed Loss	Allowed Loss
1	12 TIFF PRIVATE EQUITY		5635.				
1	12 TIFF PRIVATE EQUITY	9545.		9545.	1.000000000	2235.	7310.
				9545.	1.000000000	2235.	7310.
2	9 OLD WESTBURY PE FD 9	1.		1.	.001589825	1.	

2 9 OLD WESTBURY PE FD 9	628.		628.	.998410175	359.	269.
			629.	1.000000000	360.	269.
3 8 OLD WESTBURY GLOBAL RE FD		194.				
3 8 OLD WESTBURY GLOBAL RE FD		3883.				
3 8 OLD WESTBURY GLOBAL RE FD	14432.		14432.	1.000000000	5918.	8514.
			14432.	1.000000000	5918.	8514.

Form 8582 Summary of Passive Activities Statement 4

RREA	Name	Form or Schedule	Gain/Loss	Prior Year C/O	Net Gain/Loss	Unallowed Loss	Allowed Loss
	12 TIFF PRIVATE EQUITY	Form 4797	5635.		5635.		
	12 TIFF PRIVATE EQUITY	Sch E	-4594.	-4951.	-9545.	2235.	7310.
	9 OLD WESTBURY PE FD 9	Form 4797	-1.		-1.	1.	
	9 OLD WESTBURY PE FD 9	Sch E	-278.	-350.	-628.	359.	269.
	5 LLR EQUITY PARTNERS	Form 4797	30349.		30349.		
	5 LLR EQUITY PARTNERS	Sch E	286.	-24580.	-24294.		24294.
	8 OLD WESTBURY GLOBAL RE FD LLC	Form 4797	3883.		3883.		
	8 OLD WESTBURY GLOBAL RE FD LLC	Sch E	-3796.	-10636.	-14432.	5918.	8514.
	8 OLD WESTBURY GLOBAL RE FD LLC	Sch E	194.		194.		
	10 OLD WESTBURY PE FD 10	Sch E	326.		326.		
Totals			32004.	-40517.	-8513.	8513.	40387.

Prior year carryovers allowed due to current year net activity income 286.

Total to Form 8582, line 16 40673.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
910,868.	964,883.	0.	0.	<54,015.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,059,924.	936,901.	0.	0.	123,023.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,700.	0.	0.	0.	60,700.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP GAINS SHORT TERM		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,543.	0.	0.	0.	1,543.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP GAINS LONG TERM		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,578.	0.	0.	0.	52,578.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP 1231 GAINS		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,866.	0.	0.	0.	39,866.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROSETTA RECEIPTS EXCESS OF BASIS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,372.	29,372.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BELL RECEIPTS EXCESS OF BASIS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
196.	196.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	223,695.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
REGULAR INTEREST	253.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	253.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORP INTEREST	1,705.	0.	1,705.
DIVIDENDS	111,736.	0.	111,736.
TOTAL TO FM 990-PF, PART I, LN 4	113,441.	0.	113,441.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONTAXABLE DIVIDENDS	143.	0.	
FOREIGN CURRENCY LOSS	<6,041.>	<6,041.>	
PARTNERSHIP INTEREST	9,183.	9,183.	
PARTNERSHIP DIVIDENDS	19,155.	19,155.	
PARTNERSHIP OTHER INCOME	194.	194.	
PARTNERSHIP PASSIVE INCOME	0.	326.	
PARTNERSHIP PASSIVE LOSS ALLOWED	0.	<40,387.>	
PARTNERSHIP LOSS (CURRENT)	<8,056.>	0.	
PARTNERSHIP NET ROYALTIES	<185.>	<185.>	
PARTNERSHIP NONPASSIVE LOSS	<529.>	<529.>	
PARTNERSHIP NONPASSIVE INCOME	38.	38.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,902.	<18,246.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	5,979.	0.		5,979.
TO FORM 990-PF, PG 1, LN 16B	5,979.	0.		5,979.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	8,252.	0.		8,252.
INVESTMENT	9,278.	9,278.		0.
TO FORM 990-PF, PG 1, LN 16C	17,530.	9,278.		8,252.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FL ANNUAL REPORT	61.	0.		61.
FOREIGN TAXES	84.	84.		0.
EXCISE TAXES	3,700.	0.		0.
FOREIGN TAXES VIA K-1S	359.	359.		0.
TO FORM 990-PF, PG 1, LN 18	4,204.	443.		61.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC/SUPPLIES	1,443.	0.		1,443.
PAYROLL:FICA FUTA	3,825.	0.		3,825.
PARTNERSHIP CHARITY	94.	94.		0.
PARTNERSHIP INVESTMENT INTEREST	2,277.	2,277.		0.
PARTNERSHIP DEDUCTIONS	72,156.	72,156.		0.
PARTNERSHIP NONDEDUCTIBLE	391.	0.		0.
TO FORM 990-PF, PG 1, LN 23	80,186.	74,527.		5,268.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-COMM STK	0.	0.
SCHEDULE ATTACHED-MID CAP EME GR	0.	0.
SCHEDULE ATTACHED-INTERNATIONAL	0.	0.
SCHEDULE ATTACHED-U S LARGE CAP	153,843.	163,455.
SCHEDULE ATTACHED-LARGE CAP STRATEGIES	398,121.	435,375.
SCHEDULE ATTACHED-NON US LARGE CAP	192,063.	196,798.
SCHEDULE ATTACHED-GLOBAL SMALL & MIDCAP	627,194.	746,924.
SCHEDULE ATTACHED-GLOBAL OPPORTUNITIES	807,431.	732,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,178,652.	2,275,527.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-FIXED	1,110,591.	1,069,254.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,110,591.	1,069,254.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STRATEGIC CURRENCY	COST	268,958.	267,058.
SCHEDULE ATTACHED-REAL RETURN COMMODITIES	COST	465,702.	424,691.
TOTAL TO FORM 990-PF, PART II, LINE 13		734,660.	691,749.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-ALTERNATIVES	1,463,632.	1,706,554.	1,919,664.
OTHER ALTERNATIVES	1,251,291.	1,496,717.	1,436,076.
TO FORM 990-PF, PART II, LINE 15	2,714,923.	3,203,271.	3,355,740.

BESSEMER TRUST

ENHANCING PRIVATE WEALTH FOR GENERATIONS℠

DIANNE & CHARLES RICE FA M FDTN

Receipts

Cash Code	Amount	P/I
$1 - Deposit		P

Disbursements

Cash Code	Amount	P/I
$2 - Check	($7,206 52)	P

	Net
Opening Balance as-of 1/1/2012	$0 00
Transactions	$0 00
No of Trans 2	
Cash Available	$0 00
In Process Of Collection	$0 00
Closing Balance	($7,206 52)
Yesterday's Trans	$0 00
No of Trans 0	

Bessemer Trust

Account Summary

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

DIANNE & CHARLES RICE FAM FDTN IMA

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$795,537	$795,537	11 8%	$0	0 0%	$134	0 02%
STRATEGIC CURRENCY	$268,958	$267,058	4 0%	($1,898)	(0.7%)	$383	0 14%
FIXED INCOME	$1,110,591	$1,069,254	15 8%	($41,337)	(3.7%)	$29,474	2.76%
LARGE CAP CORE - U.S	$153,843	$163,455	2 4%	$9,600	6 2%	$4,465	2.73%
LARGE CAP CORE - NON U S	$192,063	$196,798	2 9%	$4,725	2 5%	$6,609	3 36%
LARGE CAP STRATEGIES	$398,121	$435,375	6 4%	$37,253	9 4%	$496	0 11%
GLOBAL SMALL & MID CAP	$627,194	$746,924	11 1%	$119,730	19 1%	$5,267	0 71%
GLOBAL OPPORTUNITIES	$807,431	$732,975	10 9%	($74,455)	(9 2%)	$42,702	5.83%
REAL RETURN/COMMODITIES	$465,702	$424,691	6 3%	($41,011)	(8.8%)	$10,366	2 44%
ALTERNATIVE INVESTMENTS	$1,706,354	$1,919,664	28 4%	$151,951	8 6%	$0	0.00%
Total 9D3J63	$6,525,194	**$6,751,731**	**100.0%**	**$164,558**	**2.5%**	**$99,896**	**1.48%**

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Report run on Oct 26, 2012
Version 10 1 1 3

Account Analysis

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

DIANNE & CHARLES RICE FAM FDTN IMA

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
CASH AND SHORT TERM						
CASH	$0	$0	0 0%	0 0%	$0	
CASH EQUIVALENTS	$512,585	$512,585	64 4%	7 6%	$51	0 01%
T-BILLS & ST DISC AGENCIES	$282,952	$282,952	35.6%	4.2%	$83	0.03%
Total CASH AND SHORT TERM	**$795,537**	**$795,537**	**100.0%**	**11.8%**	**$134**	**0.02%**
STRATEGIC CURRENCY						
STRATEGIC CURRENCY	$268,958	$267,058	100 0%	4.0%	$383	0.14%
Total STRATEGIC CURRENCY	**$268,958**	**$267,058**	**100.0%**	**4.0%**	**$383**	**0.14%**
FIXED INCOME						
BOND FUNDS	$1,110,591	$1,069,254	100 0%	15 8%	$29,474	2 76%
Total FIXED INCOME	**$1,110,591**	**$1,069,254**	**100.0%**	**15.8%**	**$29,474**	**2.76%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$32,458	$33,223	20 3%	0 5%	$834	2.51%
INDUSTRIALS	$3,439	$3,652	2 2%	0 1%	$103	2 82%
TELECOM SERVICES	$3,725	$3,720	2.3%	0 1%	$290	7.80%
HEALTH CARE	$11,860	$12,893	7 9%	0 2%	$309	2 40%
FINANCIALS	$12,473	$17,530	10 7%	0.3%	$470	2 68%
CONSUMER STAPLES	$6,620	$7,136	4 4%	0 1%	$113	1 58%
MATERIALS	$18,313	$17,520	10 7%	0.3%	$430	2.45%
CONSUMER DISCRETIONARY	$39,315	$41,409	25 3%	0 6%	$922	2 23%
ENERGY	$10,781	$11,058	6 8%	0 2%	$269	2 43%
UTILITIES	$14,859	$15,314	9 4%	0 2%	$725	4.73%
Total LARGE CAP CORE - U.S.	**$153,843**	**$163,455**	**100.0%**	**2.4%**	**$4,465**	**2.73%**
LARGE CAP CORE - NON U.S.						
INDUSTRIALS	$28,090	$29,607	15 0%	0 4%	$1,045	3 53%
TELECOM SERVICES	$21,464	$20,759	10 5%	0 3%	$585	2 82%
HEALTH CARE	$15,326	$16,456	8 4%	0.2%	$403	2.45%
FINANCIALS	$40,382	$41,013	20 8%	0 6%	$1,617	3 94%

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Account Analysis

Report dated December 30, 2011
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Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA						
LARGE CAP CORE - NON U.S.						
CONSUMER STAPLES	$31,592	$32,947	16.7%	0 5%	$895	2.72%
MATERIALS	$16,188	$16,267	8 3%	0 2%	$387	2.38%
CONSUMER DISCRETIONARY	$3,366	$3,331	1 7%	0.0%	$144	4.32%
ENERGY	$25,207	$25,318	12 9%	0.4%	$1,156	4.57%
UTILITIES	$10,448	$11,100	5 6%	0.2%	$377	3.40%
Total LARGE CAP CORE - NON U.S.	**$192,063**	**$196,798**	**100.0%**	**2.9%**	**$6,609**	**3.36%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$398,121	$435,375	100 0%	6.4%	$496	0 11%
Total LARGE CAP STRATEGIES	**$398,121**	**$435,375**	**100.0%**	**6.4%**	**$496**	**0.11%**
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	$627,194	$746,924	100.0%	11.1%	$5,267	0 71%
Total GLOBAL SMALL & MID CAP	**$627,194**	**$746,924**	**100.0%**	**11.1%**	**$5,267**	**0.71%**
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	$807,431	$732,975	100 0%	10 9%	$42,702	5.83%
Total GLOBAL OPPORTUNITIES	**$807,431**	**$732,975**	**100.0%**	**10.9%**	**$42,702**	**5.83%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$465,702	$424,691	100 0%	6 3%	$10,366	2.44%
Total REAL RETURN/COMMODITIES	**$465,702**	**$424,691**	**100.0%**	**6.3%**	**$10,366**	**2.44%**
ALTERNATIVE INVESTMENTS						
PRIVATE EQUITY FUNDS	$612,308	$623,133	32 5%	9 2%	$0	0 00%
REAL ESTATE FUNDS	$205,407	$174,856	9 1%	2 6%	$0	0 00%
HEDGE FUNDS	$950,000	$1,121,675	58.4%	16.6%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$1,767,715**	**$1,919,664**	**100.0%**	**28.4%**	**$0**	**0.00%**
Total 9D3J63	**$6,587,155**	**$6,751,731**		**100.0%**	**$99,896**	**1.48%**

Account Details

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

DIANNE & CHARLES RICE FAM FDTN IMA

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												
999994	PRINCIPAL CASH			0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH			0 000	$0 00	$0	$0 000	$0	0.0%	$0	$0	
999996	NET CASH			0 000	$0 00	$0	$0.000	$0	0 0%	$0	$0	
Total CASH						**$0**		**$0**	**0.0%**	**$0**	**$0**	
CASH EQUIVALENTS												
999990	BESSEMER SWEEP PROGRAM			512,585.010	$1 00	$512,585	$1.000	$512,585	64 4%	$0	$51	0 01%
Total CASH EQUIVALENTS						**$512,585**		**$512,585**	**64.4%**	**$0**	**$51**	**0.01%**
T-BILLS & ST DISC AGENCIES												
108766	US TREASURY BILLS	05/03/2012	9127953N9	283,000 000	$99 98	$282,952	BOOK	$282,952	35 6%	$0	$83	0 03%
Total T-BILLS & ST DISC AGENCIES						**$282,952**		**$282,952**	**35.6%**	**$0**	**$83**	**0.03%**
Total CASH AND SHORT TERM						**$795,537**		**$795,537**	**100.0%**	**$0**	**$134**	**0.02%**
STRATEGIC CURRENCY												
603903	HK DOLLAR DEPOSIT - BNYM			855,705 000	$0 13	$110,000	$0 129	$110,129	41 2%	$129	$0	0 00%
603904	SG DOLLAR DEPOSIT - BNYM			88,254.380	$0 78	$68,750	$0 772	$68,097	25.5%	($652)	$0	0.00%
603905	NO KRONE DEPOSIT - BNYM			319,762 470	$0 17	$55,000	$0 168	$53,624	20 1%	($1,375)	$383	0.71%
605213	US DOLLAR DEPOSIT - BNYM			35,208 740	$1 00	$35,208	$1 000	$35,208	13 2%	$0	$0	0 00%
Total STRATEGIC CURRENCY						**$268,958**		**$267,058**	**100.0%**	**($1,898)**	**$383**	**0.14%**
FIXED INCOME												
BOND FUNDS												
861017	OW FIXED INCOME FUND		680414406	92,978 653	$11 94	$1,110,591	$11 500	$1,069,254	100.0%	($41,337)	$29,474	2 76%
Total BOND FUNDS						**$1,110,591**		**$1,069,254**	**100.0%**	**($41,337)**	**$29,474**	**2.76%**
Total FIXED INCOME						**$1,110,591**		**$1,069,254**	**100.0%**	**($41,337)**	**$29,474**	**2.76%**
LARGE CAP CORE - U.S.												
INFORMATION TECHNOLOGY												

Account Details

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DIANNE & CHARLES RICE FAM FDTN IMA

LARGE CAP CORE - 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
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	30.000	$180 90	$5,427	$183 867	$5,516	3.4%	$89	$90	1 63%
851360	MICROSOFT CORP	594918104	600 000	$25 48	$15,288	$25 960	$15,576	9 5%	$287	$480	3 08%
886611	WESTERN UNION CO	959802109	300.000	$16 39	$4,918	$18.260	$5,478	3.4%	$559	$96	1.75%
902312	ACCENTURE PLC CL A	G1151C101	125 000	$54 60	$6,825	$53 224	$6,653	4 1%	($171)	$168	2 53%
Total INFORMATION TECHNOLOGY					**$32,458**		**$33,223**	**20.3%**	**$764**	**$834**	**2.51%**
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	55 000	$62 53	$3,439	$66 400	$3,652	2 2%	$212	$103	2.82%
Total INDUSTRIALS					**$3,439**		**$3,652**	**2.2%**	**$212**	**$103**	**3.45%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	100 000	$37 25	$3,725	$37 200	$3,720	2 3%	($5)	$290	7.80%
Total TELECOM SERVICES					**$3,725**		**$3,720**	**2.3%**	**($5)**	**$290**	**3.57%**
HEALTH CARE											
843800	JOHNSON & JOHNSON	478160104	100 000	$63 11	$6,311	$65 580	$6,558	4 0%	$246	$228	3 48%
881943	UNITEDHEALTH GROUP INC	91324P102	125 000	$44 39	$5,549	$50 680	$6,335	3 9%	$785	$81	1 28%
Total HEALTH CARE					**$11,860**		**$12,893**	**7.9%**	**$1,031**	**$309**	**2.43%**
FINANCIALS											
986524	ACE LIMITED	H0023R105	250 000	$49 89	$12,473	$70 120	$17,530	10.7%	$5,056	$470	2.68%
Total FINANCIALS					**$12,473**		**$17,530**	**10.7%**	**$5,056**	**$470**	**3.56%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	175 000	$37 83	$6,620	$40 777	$7,136	4 4%	$516	$113	1 58%
Total CONSUMER STAPLES					**$6,620**		**$7,136**	**4.4%**	**$516**	**$113**	**2.51%**
MATERIALS											
832563	FREEPORT-MCMRN CPPR&GOLD	35671D857	150 000	$37 71	$5,657	$36 787	$5,518	3 4%	($139)	$150	2 72%
857450	NEWMONT MINING CORP	651639106	200 000	$63 28	$12,656	$60 010	$12,002	7 3%	($654)	$280	2 33%
Total MATERIALS					**$18,313**		**$17,520**	**10.7%**	**($793)**	**$430**	**2.42%**

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Version 10 1 1 3

Account Details

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

DIANNE & CHARLES RICE FAM FDTN IMA

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.											
CONSUMER DISCRETIONARY											
805329	COMCAST CORP CL A NEW	20030N101	325 000	$21 27	$6,914	$23 708	$7,705	4 7%	$791	$146	1 89%
814456	CARNIVAL CORP CL A	143658300	275 000	$31 61	$8,692	$32 640	$8,976	5.5%	$283	$275	3 06%
848064	MACY'S INC	55616P104	70 000	$30 31	$2,122	$32 171	$2,252	1.4%	$130	$28	1.24%
850175	MCGRAW-HILL COMPANIES INC	580645109	95 000	$43 29	$4,113	$44 968	$4,272	2 6%	$158	$95	2 22%
878468	TARGET CORP	87612E106	125 000	$52 23	$6,529	$51 216	$6,402	3 9%	($127)	$150	2.34%
888827	YUM BRANDS INC	988498101	200 000	$54 72	$10,945	$59 010	$11,802	7.2%	$856	$228	1.93%
Total CONSUMER DISCRETIONARY					**$39,315**		**$41,409**	**25.3%**	**$2,091**	**$922**	**2.38%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	40 000	$68 35	$2,734	$72 850	$2,914	1 8%	$179	$105	3.60%
848843	MARATHON OIL CORP	565849106	175 000	$26 26	$4,596	$29 269	$5,122	3 1%	$525	$105	2.05%
901258	NOBLE CORPORATION	H5833N103	100 000	$34 51	$3,451	$30 220	$3,022	1 8%	($429)	$59	1.95%
Total ENERGY					**$10,781**		**$11,058**	**6.8%**	**$275**	**$269**	**3.92%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	80 000	$50 50	$4,040	$54.450	$4,356	2 7%	$315	$188	4 32%
828398	EXELON CORP	30161N101	125 000	$43 19	$5,399	$43 368	$5,421	3.3%	$21	$262	4.83%
831264	FIRSTENERGY CORP	337932107	125 000	$43 36	$5,420	$44.296	$5,537	3 4%	$117	$275	4 97%
Total UTILITIES					**$14,859**		**$15,314**	**9.4%**	**$453**	**$725**	**4.17%**
Total LARGE CAP CORE - U.S.					**$153,843**		**$163,455**	**100.0%**	**$9,600**	**$4,465**	**2.73%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	1,300 000	$10 16	$13,210	$10 614	$13,798	7 0%	$588	$248	1 80%
904803	DEUTSCHE POST AG ADR	25157Y202	450.000	$14.85	$6,684	$15 420	$6,939	3 5%	$255	$404	5.82%
905419	ABERTIS INFRAESTR ADR	003381100	275 000	$7 39	$2,031	$8 007	$2,202	1 1%	$171	$180	8.17%
919005	KON PHILIP ELEC ADR	500472303	100 000	$18 39	$1,839	$20 950	$2,095	1 1%	$255	$94	4 49%

Account Details

Report dated December 30, 2011
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DIANNE & CHARLES RICE FAM FDTN IMA

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
INDUSTRIALS											
927371	ITOCHU CORP ADR	465717106	225 000	$19 23	$4,326	$20 324	$4,573	2.3%	$247	$119	2.60%
Total INDUSTRIALS					**$28,090**		**$29,607**	**15.0%**	**$1,516**	**$1,045**	**3.45%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	215 000	$60 12	$12,925	$57.126	$12,282	6 2%	($642)	$211	1 72%
905422	TELE2 AB ADR	87952P307	450 000	$9 48	$4,266	$9 764	$4,394	2.2%	$127	$156	3 55%
933905	SK TELECOM ADR	78440P108	300 000	$14.24	$4,273	$13.610	$4,083	2.1%	($190)	$218	5.34%
Total TELECOM SERVICES					**$21,464**		**$20,759**	**10.5%**	**($705)**	**$585**	**3.57%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	175 000	$32 95	$5,766	$36 537	$6,394	3 2%	$628	$231	3 61%
924978	MERCK KGAA ADR	589339100	90.000	$31 28	$2,815	$33 322	$2,999	1 5%	$184	$35	1 17%
958901	TEVA PHARM INDS LTD ADR	881624209	175.000	$38.54	$6,745	$40 360	$7,063	3 6%	$317	$137	1.94%
Total HEALTH CARE					**$15,326**		**$16,456**	**8.4%**	**$1,129**	**$403**	**2.43%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	500 000	$11.78	$5,890	$12 304	$6,152	3 1%	$261	$309	5 02%
904004	CHINA CONSTRUCTION ADR	168919108	600 000	$14 00	$8,397	$13 957	$8,374	4 3%	($23)	$322	3 85%
905386	SUNCORP GROUP ADR	86723Y100	350.000	$8 17	$2,858	$8.589	$3,006	1.5%	$148	$107	3 56%
905424	NORDEA BK SWEDEN AB ADR	65557A206	850 000	$7 64	$6,494	$7 767	$6,602	3.4%	$108	$277	4 20%
905438	WHARF HOLDINGS ADR	962257200	575 000	$9 65	$5,548	$9 038	$5,197	2 6%	($350)	$133	2 56%
906209	BARCLAYS PLC ADR	06738E204	400.000	$10 07	$4,027	$10 990	$4,396	2 2%	$368	$141	3 21%
914068	ALLIANZ AKTIENGES ADR	018805101	300 000	$9 52	$2,855	$9 593	$2,878	1 5%	$23	$144	5 00%
968662	SUMITOMO MITSUI FIN ADR	86562M209	800 000	$5.39	$4,313	$5.510	$4,408	2.2%	$94	$184	4.17%
Total FINANCIALS					**$40,382**		**$41,013**	**20.8%**	**$629**	**$1,617**	**3.56%**
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	500 000	$17.37	$8,683	$17 204	$8,602	4.4%	($81)	$177	2 06%

DIANNE & CHARLES RICE FAM FDTN IMA

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
CONSUMER STAPLES											
926008	IMPERIAL TOBACCO LT ADR	453142101	95 000	$70 49	$6,697	$75 684	$7,190	3 7%	$492	$291	4.05%
933964	KON AHOLD ADR	500467402	450 000	$12 38	$5,571	$13 507	$6,078	3 1%	$506	$156	2 57%
962458	UNILEVER NV ADR	904784709	200.000	$32.38	$6,476	$34 370	$6,874	3.5%	$397	$210	3.05%
967819	AJINOMOTO INC ADR	009707100	35 000	$119 00	$4,165	$120 086	$4,203	2 1%	$38	$61	1 45%
Total CONSUMER STAPLES					**$31,592**		**$32,947**	**16.7%**	**$1,352**	**$895**	**2.51%**
MATERIALS											
802483	BARRICK GOLD CORP	067901108	150 000	$47 81	$7,171	$45 247	$6,787	3.4%	($383)	$60	0 88%
901454	AKZO NOBEL NV ADR	010199305	45.000	$44 02	$1,981	$48 489	$2,182	1 1%	$200	$75	3 44%
904977	BHP BILLITON PLC-ADR	05545E209	125 000	$56.29	$7,036	$58 384	$7,298	3 7%	$262	$252	3.45%
Total MATERIALS					**$16,188**		**$16,267**	**8.3%**	**$79**	**$387**	**2.42%**
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	100 000	$33 66	$3,366	$33 310	$3,331	1.7%	($35)	$144	4 32%
Total CONSUMER DISCRETIONARY					**$3,366**		**$3,331**	**1.7%**	**($35)**	**$144**	**2.38%**
ENERGY											
915019	ENI S.P A. ADR	26874R108	275 000	$42 23	$11,614	$41 269	$11,349	5 8%	($265)	$563	4.96%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	60 000	$104.23	$6,254	$105.050	$6,303	3.2%	$48	$189	3 00%
959209	TOTAL SA ADR	89151E109	150 000	$48 93	$7,339	$51 107	$7,666	3 9%	$326	$404	5 27%
Total ENERGY					**$25,207**		**$25,318**	**12.9%**	**$109**	**$1,156**	**3.92%**
UTILITIES											
900767	SSE PLC ADR	78467K107	100 000	$20 05	$2,005	$20 060	$2,006	1 0%	$1	$115	5 73%
901986	GDF SUEZ ADR	36160B105	80 000	$25 42	$2,034	$27 412	$2,193	1 1%	$158	$120	5.47%
905429	TOKYO GAS LTD ADR	889115101	150 000	$42 73	$6,409	$46 007	$6,901	3 5%	$492	$142	2.06%
Total UTILITIES					**$10,448**		**$11,100**	**5.6%**	**$651**	**$377**	**4.17%**
Total LARGE CAP CORE - NON U.S.					**$192,063**		**$196,798**	**100.0%**	**$4,725**	**$6,609**	**3.36%**

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
---- DIANNE & CHARLES RICE FAM FDTN IMA											
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	49,643 710	$8 02	$398,121	$8 770	$435,375	100 0%	$37,253	$496	0 11%
Total LARGE CAP STRATEGIES FUNDS					**$398,121**		**$435,375**	**100.0%**	**$37,253**	**$496**	**0.11%**
Total LARGE CAP STRATEGIES					**$398,121**		**$435,375**	**100.0%**	**$37,253**	**$496**	**0.11%**
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	55,450 949	$11 31	$627,194	$13 470	$746,924	100 0%	$119,730	$5,267	0 71%
Total GLOBAL SMALL & MID CAP FUNDS					**$627,194**		**$746,924**	**100.0%**	**$119,730**	**$5,267**	**0.71%**
Total GLOBAL SMALL & MID CAP					**$627,194**		**$746,924**	**100.0%**	**$119,730**	**$5,267**	**0.71%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	108,108 488	$7 47	$807,431	$6 780	$732,975	100 0%	($74,455)	$42,702	5.83%
Total GLOBAL OPPORTUNITIES FUNDS					**$807,431**		**$732,975**	**100.0%**	**($74,455)**	**$42,702**	**5.83%**
Total GLOBAL OPPORTUNITIES					**$807,431**		**$732,975**	**100.0%**	**($74,455)**	**$42,702**	**5.83%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	45,665 744	$10 20	$465,702	$9 300	$424,691	100.0%	($41,011)	$10,366	2 44%
Total REAL RETURN FUNDS					**$465,702**		**$424,691**	**100.0%**	**($41,011)**	**$10,366**	**2.44%**
Total REAL RETURN/COMMODITIES					**$465,702**		**$424,691**	**100.0%**	**($41,011)**	**$10,366**	**2.44%**
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY FUNDS											
091594	OW PRIV EQUITY FUND IX	5PEF91910	329,979 000		$338,502	$1 133	$373,866	19 5%	$32,218	$0	0 00%
098743	OW PRIV EQUITY FD X	5PE101910	237,276 000		$226,170	$1 035	$245,580	12.8%	($16,905)	$0	0.00%
706382	OW-PRIV EQUITY FUND XI	5PE111919	3,687 000		$ 0	$1 000	$3,687	0 2%	($4,488)	$0	0 00%

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Bessemer reporting systems that utilize finalized market prices

Report run on Oct 26, 2012
Version 10 1 1 3

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
DIANNE & CHARLES RICE FAM FDTN IMA											
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY FUNDS											
Total PRIVATE EQUITY FUNDS					564,072		$623,133	32.5%	$10,825	$0	0.00%
REAL ESTATE FUNDS											
092700	OW GLOBAL REAL ESTATE FUND	5GREF1912	184,838 000		$191,882	$0 946	$174,856	9 1%	($30,550)	$0	0 00%
Total REAL ESTATE FUNDS					191,882		$174,856	9.1%	($30,550)	$0	0.00%
HEDGE FUNDS											
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	244 576	$1,839 92	$450,000	$2,107.079	$515,341	26.8%	$65,341	$0	0.00%
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	343 039	$1,166 05	$400,000	$1,499 273	$514,309	26 8%	$114,309	$0	0.00%
900419	5TH AVE GLB EQ OFF LTD S80	5GEOF4975	61 508	$1,625 80	$100,000	$1,496 147	$92,025	4 8%	($7,974)	$0	0 00%
Total HEDGE FUNDS					$950,000		$1,121,675	58.4%	$171,676	$0	0.00%
Total ALTERNATIVE INVESTMENTS					1,706,554		$1,919,664	100.0%	$151,951	$0	0.00%
Total 9D3J63					6,525,494		$6,751,731		$164,558	$99,896	1.48%

Other Alternatives:	**Cost**	**FMV**
LGB II A	406,051 00	177,763.00
LGB II A AIV	1,759.00	45,164.00
LG III LP	141,540.00	138,573.00
LG III CR AIV LP	109,508.00	102,588.00
LLR EQUITY III	321,906.00	330,761 00
LGB II A CR LP	22,407.00	81,738 00
TIFF Private Equity 2005	413,833.00	469,788.00
LG III REIT AIV LP	64,519.00	74,507.00
LGB IIA-HV ROSETTA LLC	0 00	0.00
LGBII A-HV BELL LLC	0.00	0.00
LGB II A HV PLANT LLC	15,113.00	15,113.00
LGB IIA HV DUFF LLC	81 00	81.00
	1,496,717.00	1,436,076

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CELESTE RICE DONOVAN C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	CEO/DIRECTOR 20.00	50,000.	0.	0.
DIANNE T RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
C DANIEL RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
JULIE F RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
JOHN M DONOVAN (TO 4/11/11) C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
MICHELLE RICE MITCHELL C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
THOMAS MITCHELL C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,000.	0.	0.

FORM 990-PF — GRANT APPLICATION SUBMISSION INFORMATION — STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE RICE FAMILY FOUNDATION INC, C/O CELESTE RICE DONOVAN
BESSEMER TR, 801 BRICKELL AVENUE
MIAMI, FL 33131

TELEPHONE NUMBER

305-372-5005

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION FORM. THE APPLICATION SHOULD INCLUDE THE FOLLOWING AS STATED IN THE ATTACHED.

ANY SUBMISSION DEADLINES

PROPOSALS ARE DUE FEB 1 FOR CONSIDERATION AT THE SPRING BOARD MEETING.
PROPOSALS ARE DUE AUG 1 FOR CONSIDERATION AT THE FALL BOARD MEETING.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED ON GRANT RESTRICTIONS.

ATTACHMENT TO PART XV

Grant Application Guidelines:

The Foundation has no formal application form. However, the application should include the following information, with supporting documentation:

1. The purpose and history of the organization, what you are trying to accomplish and what organizations you partner with to do your work.
2. The specific project to be funded.
3. The problem, need or issue to be addressed by the project, and the outcomes expected.
4. The population to be benefited.
5. The amount requested.
6. The background and research that have led to the development of the proposal.
7. The specific goals and objectives to be achieved and the approach and methods to be used.
8. A detailed project budget and time-line, including narrative where appropriate.
9. Other sources of expected funding and plan for follow-up funding.
10. An evaluation plan. What outcomes do you hope to achieve with the help of this grant? How will you measure them? How will you report results achieved?
11. The names, qualifications and experience of the key personnel who will be responsible for the program.
12. A copy of the organization's most recent audited financial statements, and most recent IRS Form 990 or 990EZ.
13. A copy of the current operating budget.
14. If applicable, a copy of the IRS documents confirming the organization's status a tax-exempt pursuant to Section 501 (c) (3).
15. A list of your organization's board of directors and their community and professional affiliations.
16. Any recent printed materials, including annual report, media clippings, etc. (no more than 5 pages).

Grant Restrictions:

In general, the Foundation does not make grants to endowments, individuals, fund raising events, legislative initiatives or for edradication of deficits or loans. Capital campaign requests will be considered on a very lmited basis. All inquiries will be considered in the context of the Foundation's funding priorities, its available resources, existing commitments and the strength of the proposed project or program.

In case a grant request is denied, reapplication on the same grant request will not likely be considered within the same fiscal year. However, denial of a grant request does not prohibit the submission of other requests on different projects or on other subjects within the same or later fiscal years.

The Foundation supports challenge or matching grants. There are no discretionary grants by individual board members.

Unfortunately, the Foundation cannot support many of the worthwhile agencies seeking assistance each year, even when the proposed activities are within the specified guidelines.

Net Short-Term Gain or Loss from
Partnerships, S Corporations, and Fiduciaries

Description of Activity	Gain or Loss
12 TIFF PRIVATE EQUITY	247.
9 OLD WESTBURY PE FD 9	1795.
8 OLD WESTBURY GLOBAL RE FD LLC	38.
10 OLD WESTBURY PE FD 10	-577.
11 OLD WESTBURY PE FD 11 LLC	6.
Total to Schedule D, Part I, line 3	1509.

Net Long-Term Gain or Loss from
Partnerships, S Corporations, and Fiduciaries

Description of Activity	Gain or Loss	28% Gain
12 TIFF PRIVATE EQUITY	34991.	
9 OLD WESTBURY PE FD 9	16504.	
5 LLR EQUITY PARTNERS	2893.	
8 OLD WESTBURY GLOBAL RE FD LLC	606.	
10 OLD WESTBURY PE FD 10	-2468.	
Total to Schedule D, Part II, line 8	52526.	

1231 – Property Held More than One Year

Description	Date Acquired	Date Sold	Sales Price	Depr.	Cost or Basis	Gain or Loss
12 TIFF PRIVATE EQUITY						5635.
9 OLD WESTBURY PE FD 9						0.
5 LLR EQUITY PARTNERS						30349.
8 OLD WESTBURY GLOBAL RE FD LLC						3883.
Total to 4797, Part I, line 2						39867.

Interest Income

Description	U. S. Interest	Other Taxable Interest
12 TIFF PRIVATE EQUITY - Ordinary Interest		4607.
9 OLD WESTBURY PE FD 9 - Ordinary Interest		698.
5 LLR EQUITY PARTNERS - Ordinary Interest		109.
8 OLD WESTBURY GLOBAL RE FD LLC - Ordinary Interest		2211.
10 OLD WESTBURY PE FD 10 - Ordinary Interest		808.
2 LINDSAY GOLDBERG BESS IIA AIV - Ordinary Interest		404.
4 LINDSAY GOLBERG III CR AIV - Ordinary Interest		345.
11 OLD WESTBURY PE FD 11 LLC - Ordinary Interest		1.
Subtotals		9183.
Total		9183.

Dividend Income

Description	U.S. Interest	Qualifying Dividends	Ordinary Dividends
12 TIFF PRIVATE EQUITY			118.
9 OLD WESTBURY PE FD 9			6440.
5 LLR EQUITY PARTNERS			6.
8 OLD WESTBURY GLOBAL RE FD LLC			427.
10 OLD WESTBURY PE FD 10			1883.
1 LINDSAY GOLDBERG BESS II A LP			4689.
2 LINDSAY GOLDBERG BESS IIA AIV			46.
3 LINDSAY GOLDBERG III			2762.
7 LINDSAY GOLDBERG III REIT AIV			2784.
Subtotals			19155.
Total			19155.

Income or (Loss) from Partnerships and S Corps

Name

Employer ID No.	Any Not at Risk	X if frn	Code	Passive Loss	Passive Income	Nonpassive Loss	Sec. 179 Deduction	Nonpassive Income
1 LINDSAY GOLDBERG BESS II A LP								
20-5177881			P	0.				
10 OLD WESTBURY PE FD 10								
26-1926813			P		326.	24.		
11 OLD WESTBURY PE FD 11 LLC								
27-3282061			P	0.				
12 TIFF PRIVATE EQUITY								
20-2619423			P	7310.		491.		
2 LINDSAY GOLDBERG BESS IIA AIV								
26-2766897			P	0.				
3 LINDSAY GOLDBERG III								
26-2597402			P			14.		
4 LINDSAY GOLBERG III CR AIV								
26-4021555			P	0.				
5 LLR EQUITY PARTNERS								
26-1077356			P	24294.				
6 LINDSAY GOLDBERG BESS II A CR								
26-1322896			P	0.				
7 LINDSAY GOLDBERG III REIT AIV								
27-3244937			P	0.				
8 OLD WESTBURY GLOBAL RE FD LLC								
26-1753251			P	8514.				21.
9 OLD WESTBURY PE FD 9								
20-5426003			P	269.				17.
Totals to Sch. E, ln. 29				40387.	326.	529.		38.

NET ROYALTY

Department of the Treasury Internal Revenue Service (99)

Supplemental Income and Loss

(From rental real estate, royalties, partnerships, S corporations, estates, trusts, REMICs, etc.)

▶ Attach to Form 1040, 1040NR, or Form 1041. ▶ See separate instructions.

OMB No. 1545-0074 **2011** Attachment Sequence No 13

Name(s) shown on return: THE DIANNE & CHARLES RICE FAMILY FDN

Your social security number: 59-3701678

A Did you make any payments in 2011 that would require you to file Form(s) 1099? (see instructions) ☐ Yes ☒ No

B If "Yes," did you or will you file all required Forms 1099? ☐ Yes ☐ No

Part I Income or Loss From Rental Real Estate and Royalties Note. If you are in the business of renting personal property, use **Schedule C** or **C-EZ** (see instructions). If you are an individual, report farm rental income or loss from **Form 4835** on page 2, line 40.

Caution For each rental property listed on line 1, check the box in the last column only if you owned that property as a member of a qualified joint venture (QJV) reporting income not subject to self-employment tax.

1	Physical address of each property-street, city, state, ZIP	Type-from list below	2 For each rental real estate property listed, report the number of days rented at fair rental value and days with personal use. See instructions.	Fair Rental Days	Personal Use Days	QJV
A	10 OLD WESTBURY PE FD 10 - Royalty	6	A			
B	12 TIFF PRIVATE EQUITY - Royalty	6	B			
C	9 OLD WESTBURY PE FD 9 - Royalty	6	C			

Type of Property:

1 Single Family Residence 3 Vacation/Short-Term Rental 5 Land 7 Self-Rental
2 Multi-Family Residence 4 Commercial 6 Royalties 8 Other (describe)

Income:		Properties A	Properties B	Properties C
3a Merchant card and third party payments. For 2011, enter -0-	3a	0.	0.	0.
b Payments not reported to you on line 3a	3b	2636.	4.	87.
4 Total not including amounts on line 3a that are not income (see instructions)	4	2636.	4.	87.
Expenses:				
5 Advertising	5			
6 Auto and travel (see instructions)	6			
7 Cleaning and maintenance	7			
8 Commissions	8			
9 Insurance	9			
10 Legal and other professional fees	10			
11 Management fees	11			
12 Mortgage interest paid to banks, etc. (see instructions)	12			
13 Other interest	13			
14 Repairs	14			
15 Supplies	15			
16 Taxes	16			
17 Utilities	17			
18 Depreciation expense or depletion	18			
19 Other (list) ▶ Stmt 15	19	2911.		
20 Total expenses. Add lines 5 through 19	20	2911.		
21 Subtract line 20 from line 4. If result is a (loss), see instructions to find out if you must file **Form 6198**	21	-275.	4.	87.
22 Deductible rental real estate loss after limitation, if any, on **Form 8582** (see instructions)	22	( )	( )	( )

23a Total of all amounts reported on line 3a for all rental properties	23a	
b Total of all amounts reported on line 3a for all royalty properties	23b	
c Total of all amounts reported on line 4 for all rental properties	23c	
d Total of all amounts reported on line 4 for all royalty properties	23d	2727.
e Total of all amounts reported on line 12 for all properties	23e	
f Total of all amounts reported on line 18 for all properties	23f	
g Total of all amounts reported on line 20 for all properties	23g	2911.
24 **Income.** Add positive amounts shown on line 21. **Do not** include any losses	24	91.
25 **Losses.** Add royalty losses from line 21 and rental real estate losses from line 22. Enter total losses here	25	(275.)
26 **Total rental real estate and royalty income or (loss).** Combine lines 24 and 25. Enter the result here. If Parts II, III, IV, and line 40 on page 2 do not apply to you, also enter this amount on Form 1040, line 17, or Form 1040NR, line 18. Otherwise, include this amount in the total on line 41 on page 2	26	-184.

Other Income

Description	Amount
Cancellation of Debt -8 OLD WESTBURY GLOBAL RE FD LLC	194.
Total	194.

Other Deductions

Description	Direct Amount	Indirect Amount
Direct - 12 TIFF PRIVATE EQUITY	872.	
Direct - 9 OLD WESTBURY PE FD 9	248.	
Direct - 8 OLD WESTBURY GLOBAL RE FD LLC	515.	
Total to Form 1041, Line 15a		1635.

Miscellaneous Deductions

Description	Direct Amount	Indirect Amount
Direct - 12 TIFF PRIVATE EQUITY	9370.	
Direct - 9 OLD WESTBURY PE FD 9	12546.	
Direct - 5 LLR EQUITY PARTNERS	3898.	
Direct - 10 OLD WESTBURY PE FD 10	18979.	
Direct - 1 LINDSAY GOLDBERG BESS II A LP	1802.	
Direct - 2 LINDSAY GOLDBERG BESS IIA AIV	494.	
Direct - 3 LINDSAY GOLDBERG III	8353.	
Direct - 4 LINDSAY GOLBERG III CR AIV	2712.	
Direct - 6 LINDSAY GOLDBERG BESS II A CR	583.	
Direct - 7 LINDSAY GOLDBERG III REIT AIV	3727.	
Direct - 11 OLD WESTBURY PE FD 11 LLC	8057.	
Total Misc. Deductions		70521.
Total		72,156.