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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation

BOMAN CHARITABLE FOUNDATION
C/O BESSEMER TRUST CO. OF FLORIDA

A Employer identification number

20-5878265

Number and street (or P O box number if mail is not delivered to street address)

222 ROYAL PALM WAY

Room/suite

B Telephone number

212-708-9216

City or town, state, and ZIP code

PALM BEACH, FL 33480

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 changeD 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 foundationE 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)

\$ 835,331.

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)

1 Contributions, gifts, grants, etc., received

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

18,346.

18,425.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,909.

b Gross sales price for all assets on line 6a

207,936.

7 Capital gain net income (from Part IV, line 2)

1,909.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

<1,075.>

<1,075.>

STATEMENT 2

12 Total. Add lines 1 through 11

19,180.

19,259.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

STMT 3

3,746.

1,446.

2,300.

17 Interest

18 Taxes

STMT 4

680.

180.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

4,426.

1,626.

2,300.

25 Contributions, gifts, grants paid

43,878.

43,878.

26 Total expenses and disbursements. Add lines 24 and 25

48,304.

1,626.

46,178.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<29,124.>

b Net investment income (if negative, enter -0-)

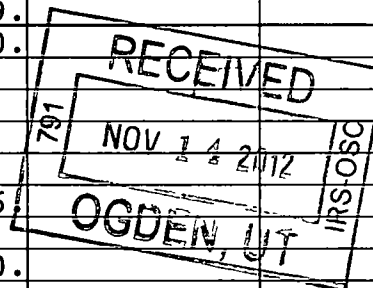
17,633.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED NOV 15 2012

Operating and Administrative Expenses

614
15

BOMAN CHARITABLE FOUNDATION
C/O BESSEMER TRUST CO. OF FLORIDA

20-5878265

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	55,077.	6,837.	6,837.
	2. Savings and temporary cash investments			
	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 5	648,485.	618,512.	578,124.
	c. Investments - corporate bonds STMT 6	187,588.	191,756.	205,904.
11. Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12. Investments - mortgage loans				
13. Investments - other STMT 7	0.	44,924.	44,466.	
14. Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15. Other assets (describe ▶)				
16. Total assets (to be completed by all filers)	891,150.	862,029.	835,331.	
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 ▶ ☐			
	24. Unrestricted			
	25. Temporarily restricted			
	26. Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27. Capital stock, trust principal, or current funds	891,150.	862,029.	
	28. Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29. Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30. Total net assets or fund balances	891,150.	862,029.	
31. Total liabilities and net assets/fund balances	891,150.	862,029.		

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	891,150.
2. Enter amount from Part I, line 27a	2	<29,124.>
3. Other increases not included in line 2 (itemize) ▶ <u>BOOK ADJUSTMENT</u>	3	3.
4. Add lines 1, 2, and 3	4	862,029.
5. Decreases not included in line 2 (itemize) ▶	5	0.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	862,029.

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 GAINS DIVIDENDS		VARIOUS	VARIOUS
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 104,298.		103,175.	1,123.
b 92,916.		102,852.	<9,936.>
c 10,722.			10,722.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,123.
b			<9,936.>
c			10,722.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,909.
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	42,895.	931,701.	.046039
2009	47,812.	871,370.	.054870
2008	51,862.	983,814.	.052715
2007	9,737.	1,031,930.	.009436
2006	3,875.	999,117.	.003878

2 Total of line 1, column (d)	2	.166938
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	.033388
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	867,304.
5 Multiply line 4 by line 3	5	28,958.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	176.
7 Add lines 5 and 6	7	29,134.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	46,178.

BOMAN CHARITABLE FOUNDATION

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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	176.
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	176.
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	176.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	319.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	319.	
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	143.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 143. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BESSEMER TRUST COMPANY, N.A.</u> Telephone no. ► <u>212-708-9216</u> Located at ► <u>630 FIFTH AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? 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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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
GERALD E. BOMAN	CO-TRUSTEE			
BESSEMER TRUST - 630 FIFTH AVENUE, NEW YORK, NY 10111	2.00	0.	0.	0.
MARY JOAN BOMAN	CO-TRUSTEE			
BESSEMER TRUST - 630 FIFTH AVENUE, NEW YORK, NY 10111	2.00	0.	0.	0.
JANET B. COE	CO-TRUSTEE			
BESSEMER TRUST - 630 FIFTH AVENUE, NEW YORK, NY 10111	2.00	0.	0.	0.
GREGORY BOMAN	CO-TRUSTEE			
BESSEMER TRUST - 630 FIFTH AVENUE, NEW YORK, NY 10111	2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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	807,807.
b	Average of monthly cash balances	1b	72,705.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	880,512.
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	880,512.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,208.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	867,304.
6	Minimum investment return. Enter 5% of line 5	6	43,365.

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	43,365.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	176.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,189.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	43,189.
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	43,189.

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	46,178.
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	46,178.
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	176.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,002.

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.

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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				43,189.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			43,878.	
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: ► \$ 46,178.				
a Applied to 2010, but not more than line 2a			43,878.	
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				2,300.
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				40,889.
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				

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)

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

[illegible]

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 8

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

SEE STATEMENT 9

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:

BOMAN CHARITABLE FOUNDATION
C/O BESSEMER TRUST CO. OF FLORIDA

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				
CONFLUENCE MINISTRIES 1400 QUITMAN STREET DENVER, CO 80204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	14,378.
DESERT STREAM MINISTRIES 706 MAIN STREET GRANDVIEW, MO 64030	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	22,000.
DO IT RIGHT INC. 16221 MAIN AVE SE PRIOR LAKE, MN 55372	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	5,000.
PROVIDENCE NETWORK 801 LOGAN STREET DENVER, CO 80203	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	2,500.
Total			▶ 3a	43,878.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| 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. | | | |

[illegible]

- 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, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Herald E Boman
Signature of officer or trustee

Date 10, 26, 12

Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Lai Ngor Yee

Preparer's signature

ST David Ngan Yau

Date

Check ☐ if self-employed

PTIN

Firm's name ► **BESSEMER TRUST**

Firm's EIN ► 13-2792165

Firm's address ► 630 FIFTH AVENUE, 34TH FLOOR
NEW YORK, NY 10111-0333

Phone no. 212-708-9100

Form **990-PF** (2011)

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BESSEMER TRUST		18,346.	0.	18,346.	
TOTAL TO FM 990-PF, PART I, LN 4		18,346.	0.	18,346.	

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME FOREIGN CURRENCY		<1,075.>	<1,075.>		
TOTAL TO FORM 990-PF, PART I, LINE 11		<1,075.>	<1,075.>		

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES		1,446.	1,446.		0.
FINANCIAL SERVICE FEES		2,300.	0.		2,300.
TO FORM 990-PF, PG 1, LN 16C		3,746.	1,446.		2,300.

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES		180.	180.		0.
FEDERAL EXCISE TAXES		1,000.	0.		0.
FEDERAL EXCISE REFUND		<500.>	0.		0.
TO FORM 990-PF, PG 1, LN 18		680.	180.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	618,512.	578,124.
TOTAL TO FORM 990-PF, PART II, LINE 10B	618,512.	578,124.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	191,756.	205,904.
TOTAL TO FORM 990-PF, PART II, LINE 10C	191,756.	205,904.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	44,924.	44,466.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,924.	44,466.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

GERALD E. BOMAN
MARY JOAN BOMAN

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

N/A

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
------------------	-----------------------

N/A

FORM AND CONTENT OF APPLICATIONS

N/A

ANY SUBMISSION DEADLINES

N/A

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

Account Details

Report dated June 29, 2012

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Amortized tax cost
Trade date basis

CUSIP/
ISIN/
SEDOL

Security no Security name

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

BOMAN CHARITABLE FOUNDATION IM

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	37 690	\$0 00	\$37	\$0 000	\$37	0 5%	\$0	\$0	0 00%
Total CASH				\$37		\$37	0 5%	\$0	\$0	0 00%

CASH EQUIVALENTS

990110	FED GOVT OBLIG FUND #395	6 800 000	\$1 00	\$6 800	\$1 000	\$6 800	99 5%	\$0	\$0	0 00%
Total CASH EQUIVALENTS				\$6 800		\$6 800	99 5%	\$0	\$0	0 00%
Total CASH AND SHORT TERM				\$6 837		\$6 837	100 0%	\$0	\$0	0 00%

STRATEGIC CURRENCY

603903	HK DOLLAR DEPOSIT - BNYM	121 150 820	\$0 13	\$15 543	\$0 129	\$15 616	35 1%	\$73	\$0	0 00%
603904	SG DOLLAR DEPOSIT - BNYM	15 397 470	\$0 79	\$12 159	\$0 788	\$12 136	27 3%	(\$22)	\$0	0 00%
603905	NO KRONE DEPOSIT - BNYM	52 621 660	\$0 18	\$9 392	\$0 168	\$8 835	19 9%	(\$557)	\$47	0 53%
605242	MX PESO DEPOSIT - BNYM	106 619 790	\$0 07	\$7 830	\$0 074	\$7 879	17 7%	\$48	\$95	1 21%
Total STRATEGIC CURRENCY				\$44 924		\$44 466	100 0%	(\$458)	\$142	0 32%

FIXED INCOME

BOND FUNDS

861017	OW FIXED INCOME FUND	17 811 843	\$10 77	\$191 756	\$11 560	\$205 904	100 0%	\$14 148	\$4 844	2 35%
Total BOND FUNDS				\$191 756		\$205 904	100 0%	\$14 148	\$4 844	2 35%
Total FIXED INCOME				\$191 756		\$205 904	100 0%	\$14 148	\$4 844	2 35%

LARGE CAP CORE - U.S.

INFORMATION TECHNOLOGY

842450	INTERNATIONAL BUS MACHINES	459200101	\$189 27	\$2 839	\$195 533	\$2 933	6 2%	\$93	\$51	1 74%
851360	MICROSOFT CORP	594918104	\$26 00	\$2 470	\$30 589	\$2 906	6 2%	\$435	\$76	2 62%

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Account Details

Report dated June 29, 2012

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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
BOMAN CHARITABLE FOUNDATION IM											
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
886611	WESTERN UNION CO	959802109	115 000	\$17 76	\$2,042	\$16 835	\$1,936	4 1%	(\$105)	\$46	2 38%
902312	ACCENTURE PLC CL A	G1151C101	50 000	\$55 34	\$2,767	\$60 080	\$3,004	6 4%	\$237	\$67	2 23%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	35 000	\$27 49	\$962	\$24 714	\$865	1 8%	(\$97)	\$35	4 05%
Total INFORMATION TECHNOLOGY					\$11,080		\$11,644	24.6%	\$563	\$275	2.02%
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	15 000	\$64 93	\$974	\$65 933	\$989	2 1%	\$14	\$30	3 03%
886665	WASTE MANAGEMENT INC NEW	94106L109	25 000	\$32.72	\$818	\$33 400	\$835	1 8%	\$16	\$35	4 19%
Total INDUSTRIALS					\$1,792		\$1,824	3.9%	\$30	\$65	3.57%
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	50 000	\$37 50	\$1,875	\$39 480	\$1,974	4 2%	\$98	\$145	7 35%
Total TELECOM SERVICES					\$1,875		\$1,974	4.2%	\$98	\$145	4.02%
HEALTH CARE											
843800	JOHNSON & JOHNSON	478160104	45 000	\$63 89	\$2,875	\$67 556	\$3,040	6 4%	\$164	\$109	3 59%
881943	UNITEDHEALTH GROUP INC	91324P102	35 000	\$47 31	\$1,656	\$58 486	\$2,047	4 3%	\$391	\$29	1 42%
888967	ZIMMER HLDGS INC	98956P102	45,000	\$63 42	\$2,854	\$64 356	\$2,896	6 1%	\$41	\$32	1 10%
Total HEALTH CARE					\$7,385		\$7,983	16.9%	\$596	\$170	2.38%
FINANCIALS											
986524	ACE LIMITED	H0023R105	30 000	\$49 70	\$1,491	\$74 100	\$2,223	4 7%	\$732	\$58	2 61%
Total FINANCIALS					\$1,491		\$2,223	4.7%	\$732	\$58	3.59%
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	40 000	\$37 82	\$1,513	\$46 725	\$1,869	4 0%	\$356	\$26	1 39%
Total CONSUMER STAPLES					\$1,513		\$1,869	4.0%	\$356	\$26	2.65%
MATERIALS											
832563	FREEMPORT-MCMRN CPPR&GOLD	35671D857	30 000	\$37 70	\$1,131	\$34 067	\$1,022	2 2%	(\$109)	\$37	3 62%

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Account Details

Report dated June 29, 2012
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
BOMAN CHARITABLE FOUNDATION IM											
LARGE CAP CORE - U.S.											
MATERIALS											
857450	NEWMONT MINING CORP	651639106	50,000	\$61.98	\$3,099	\$48,500	\$2,425	5.1%	(\$674)	\$70	2.89%
Total MATERIALS					\$4,230		\$3,447	7.3%	(\$783)	\$107	2.59%
CONSUMER DISCRETIONARY											
814456	CARNIVAL CORP CL A	143658300	30,000	\$31.60	\$948	\$34,267	\$1,028	2.2%	\$79	\$30	2.92%
847586	LOWES COS INC	548661107	90,000	\$28.81	\$2,593	\$28,433	\$2,559	5.4%	(\$33)	\$57	2.23%
848064	MACY'S INC	55616P104	60,000	\$34.45	\$2,067	\$34,350	\$2,061	4.4%	(\$6)	\$48	2.33%
850175	MCGRAW-HILL COMPANIES INC	580645109	40,000	\$44.88	\$1,795	\$45,000	\$1,800	3.8%	\$4	\$40	2.22%
878468	TARGET CORP	87612E106	50,000	\$50.82	\$2,541	\$58,180	\$2,909	6.2%	\$368	\$72	2.48%
Total CONSUMER DISCRETIONARY					\$9,944		\$10,357	21.9%	\$412	\$247	2.53%
ENERGY											
819413	CONOCOPHILLIPS	20825C104	30,000	\$53.77	\$1,613	\$55,867	\$1,676	3.5%	\$62	\$79	4.71%
848843	MARATHON OIL CORP	565849106	65,000	\$28.34	\$1,842	\$25,569	\$1,662	3.5%	(\$180)	\$44	2.65%
Total ENERGY					\$3,455		\$3,338	7.1%	(\$118)	\$123	4.63%
UTILITIES											
823500	DETROIT ENERGY CO	233331107	15,000	\$50.47	\$757	\$59,267	\$889	1.9%	\$132	\$37	4.16%
828398	EXELON CORP	30161N101	45,000	\$41.62	\$1,873	\$37,600	\$1,692	3.6%	(\$180)	\$94	5.56%
Total UTILITIES					\$2,630		\$2,581	5.5%	(\$48)	\$131	4.04%
Total LARGE CAP CORE - U.S.					\$45,395		\$47,240	100.0%	\$1,838	\$1,347	2.85%
LARGE CAP CORE - NON U.S.											
INFORMATION TECHNOLOGY											
905671	ORIENTAL LAND CO LTD ADR	68620X104	175,000	\$10.72	\$1,876	\$11,429	\$2,000	3.0%	\$123	\$0	0.00%
Total INFORMATION TECHNOLOGY					\$1,876		\$2,000	3.0%	\$123	\$0	2.02%
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	250,000	\$10.25	\$2,562	\$10,444	\$2,611	3.9%	\$48	\$47	1.80%

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Amortized tax cost
Trade date basisCUSIP/
ISIN/
SEDOL

Security no

Security name

Shares/
unitsAverage
cost per
share/unit

Cost

Market value
per share/unitMarket
valuePercent
of asset
classUnrealized
gain/(loss)Estimated
annual incomeCurrent
yield

BOMAN CHARITABLE FOUNDATION IM

LARGE CAP CORE - NON U.S.

INDUSTRIALS

905419	ABERTIS INFRAESTR ADR	003381100	105,000	\$8.02	\$842	\$6,752	\$709	1.1%	(\$132)	\$86	12.13%
914067	EMBRAER SA ADR	29082A107	35,000	\$31.29	\$1,095	\$26,514	\$928	1.4%	(\$167)	\$0	0.00%
919005	KON PHILIP ELEC ADR	500472303	52,000	\$19.04	\$990	\$19,654	\$1,022	1.5%	\$32	\$41	4.01%
927371	ITOCHU CORP ADR	465717106	80,000	\$21.08	\$1,686	\$20,850	\$1,668	2.5%	(\$18)	\$74	4.44%
Total INDUSTRIALS					\$7,175		\$6,938	10.3%	(\$237)	\$248	3.57%

TELECOM SERVICES

901909	CHINA TELECOM ADR	169426103	45,000	\$60.47	\$2,721	\$44,000	\$1,980	2.9%	(\$740)	\$44	2.22%
905147	TIM PARTICIPACOES SA ADR	88706P205	75,000	\$27.97	\$2,098	\$27,453	\$2,059	3.1%	(\$38)	\$21	1.02%
905422	TELE2 AB ADR	87952P307	220,000	\$9.60	\$2,113	\$7,732	\$1,701	2.5%	(\$411)	\$73	4.29%
956823	VODAFONE GP PLC NEW ADR	92857W209	85,000	\$27.36	\$2,326	\$28,176	\$2,395	3.6%	\$68	\$123	5.14%
Total TELECOM SERVICES					\$9,258		\$8,135	12.1%	(\$1,121)	\$261	4.02%

HEALTH CARE

907989	SANOFI - ADR	80105N105	85,000	\$34.95	\$2,971	\$37,776	\$3,211	4.8%	\$239	\$121	3.77%
924978	MERCK KGAA ADR	589339100	35,000	\$32.14	\$1,125	\$33,286	\$1,165	1.7%	\$39	\$15	1.29%
958901	TEVA PHARM INDS LTD ADR	881624209	65,000	\$41.95	\$2,727	\$39,431	\$2,563	3.8%	(\$163)	\$49	1.91%
Total HEALTH CARE					\$6,823		\$6,939	10.3%	\$115	\$185	2.38%

FINANCIALS

900901	MUNICH RE GROUP ADR	626188106	225,000	\$12.41	\$2,792	\$14,102	\$3,173	4.7%	\$381	\$123	3.88%
904004	CHINA CONSTRUCTION ADR	168919108	140,000	\$14.39	\$2,015	\$13,636	\$1,909	2.8%	(\$106)	\$87	4.56%
905386	SUNCORP GROUP ADR	86723Y100	220,000	\$8.70	\$1,913	\$8,291	\$1,824	2.7%	(\$88)	\$78	4.28%
905424	NORDEA BK SWEDEN AB ADR	65557A206	175,000	\$7.46	\$1,306	\$8,606	\$1,506	2.2%	\$200	\$48	3.19%
905438	WHARF HOLDINGS ADR	962257200	110,000	\$9.69	\$1,066	\$10,964	\$1,206	1.8%	\$139	\$26	2.16%
906209	BARCLAYS PLC ADR	06738E204	135,000	\$11.79	\$1,591	\$10,296	\$1,390	2.1%	(\$200)	\$50	3.60%
914068	ALLIANZ AKTIENGES ADR	018805101	110,000	\$10.45	\$1,150	\$10,036	\$1,104	1.6%	(\$45)	\$47	4.26%

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Account Details

Report dated June 29, 2012

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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
LARGE CAP CORE - NON U.S.											
FINANCIALS											
968662	SUMITOMO MITSUI FIN ADR	86562M209	400 000	\$5 91	\$2,363	\$6 640	\$2,656	4 0%	\$292	\$93	3 50%
Total FINANCIALS					\$14,196		\$14,768	22.0%	\$573	\$552	3.59%
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	100 000	\$17 33	\$1,733	\$20 100	\$2,010	3 0%	\$276	\$34	1 69%
926008	IMPERIAL TOBACCO LT ADR	453142101	40 000	\$73 25	\$2,930	\$77 000	\$3,080	4 6%	\$149	\$124	4 03%
933964	KON AHOLD ADR	500467402	215 000	\$13 47	\$2,895	\$12,400	\$2,666	4 0%	(\$228)	\$93	3 49%
962458	UNILEVER NV ADR	904784709	40 000	\$32 30	\$1,292	\$33 350	\$1,334	2 0%	\$41	\$42	3 15%
967819	AJINOMOTO INC ADR	009707100	15 000	\$118 33	\$1,775	\$138 733	\$2,081	3 1%	\$305	\$26	1 25%
Total CONSUMER STAPLES					\$10,625		\$11,171	16.6%	\$543	\$319	2.65%
MATERIALS											
802483	BARRICK GOLD CORP	067901108	70 000	\$47 06	\$3,294	\$37 557	\$2,629	3 9%	(\$664)	\$28	1 07%
901454	AKZO NOBEL NV ADR	010199305	50 000	\$15 98	\$799	\$15 660	\$783	1 2%	(\$16)	\$25	3 19%
904977	BHP BILLITON PLC-ADR	05545E209	25 000	\$56 28	\$1,407	\$57,160	\$1,429	2 1%	\$22	\$55	3 85%
Total MATERIALS					\$5,500		\$4,841	7.2%	(\$658)	\$108	2.59%
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	35,000	\$37 51	\$1,313	\$39 457	\$1,381	2 1%	\$67	\$50	3 62%
Total CONSUMER DISCRETIONARY					\$1,313		\$1,381	2.1%	\$67	\$50	2.53%
ENERGY											
915019	ENI S P A ADR	26874R108	55 000	\$42 15	\$2,318	\$42,509	\$2,338	3 5%	\$19	\$112	4 79%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	25,000	\$108 96	\$2,724	\$89 160	\$2,229	3 3%	(\$494)	\$105	4 71%
959209	TOTAL SA ADR	89151E109	55,000	\$51 33	\$2,823	\$44 945	\$2,472	3 7%	(\$351)	\$140	5 66%
Total ENERGY					\$7,865		\$7,039	10.5%	(\$826)	\$357	4.63%
UTILITIES											
900767	SSE PLC ADR	78467K107	75 000	\$20 20	\$1,515	\$21 813	\$1,636	2 4%	\$120	\$90	5 50%

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Average cost per share/unit	Shares/ units	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.											
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	\$44.49	45,000	\$2,002	\$51,000	\$2,295	3.4%	\$292	\$42	1.83%
Total UTILITIES					\$3,517		\$3,931	5.9%	\$412	\$132	4.04%
Total LARGE CAP CORE - NON U.S.					\$68,148		\$67,143	100.0%	(\$1,009)	\$2,212	3.29%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	\$13.41	10,535,238	\$141,228	\$9,270	\$97,661	100.0%	(\$43,566)	\$842	0.86%
Total LARGE CAP STRATEGIES FUNDS					\$141,228		\$97,661	100.0%	(\$43,566)	\$842	0.86%
Total LARGE CAP STRATEGIES					\$141,228		\$97,661	100.0%	(\$43,566)	\$842	0.86%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	\$11.14	10,256,845	\$114,275	\$13,990	\$143,493	100.0%	\$29,217	\$1,025	0.71%
Total GLOBAL SMALL & MID CAP FUNDS					\$114,275		\$143,493	100.0%	\$29,217	\$1,025	0.71%
Total GLOBAL SMALL & MID CAP					\$114,275		\$143,493	100.0%	\$29,217	\$1,025	0.71%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	\$7.53	21,853,832	\$164,516	\$7,110	\$155,380	100.0%	(\$9,135)	\$5,026	3.23%
Total GLOBAL OPPORTUNITIES FUNDS					\$164,516		\$155,380	100.0%	(\$9,135)	\$5,026	3.23%
Total GLOBAL OPPORTUNITIES					\$164,516		\$155,380	100.0%	(\$9,135)	\$5,026	3.23%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	\$11.49	7,393,579	\$84,950	\$9,090	\$67,207	100.0%	(\$17,743)	\$221	0.33%
Total REAL RETURN FUNDS					\$84,950		\$67,207	100.0%	(\$17,743)	\$221	0.33%
Total REAL RETURN/COMMODITIES					\$84,950		\$67,207	100.0%	(\$17,743)	\$221	0.33%

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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
BOMAN CHARITABLE FOUNDATION IM											
Total					\$862,029		\$835,331		(\$26,708)	\$15,659	1.87%

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