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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation RALPH S. AND FRANCES R. DWECK FAMILY FOUNDATION, INC.

A Employer identification number 02-0762730

Number and street (or P O box number if mail is not delivered to street address) 1730 M STREET N.W. — Room/suite 408

B Telephone number (see instructions) (301) 589-9000

City or town, state, and ZIP code WASHINGTON, DC 20036

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)* ▶ $ 754,781.

J Accounting method ☐ Cash [X] 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) (see instructions).)*

		(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 (attach schedule)	200,000.			
	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	16,845.	16,845.	16,845.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,957.			
	b Gross sales price for all assets on line 6a 511,626.				
	7 Capital gain net income (from Part IV, line 2)		5,957.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	1,253.	1,253.	1,253.	
	12 **Total.** Add lines 1 through 11	224,055.	24,055.	18,098.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,875.			3,875.
	c Other professional fees (attach schedule) *	3,997.	3,997.	3,997.	
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	475.	277.	277.	198.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	278.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,625.	4,274.	4,274.	4,073.
	25 Contributions, gifts, grants paid	541,029.			541,029.
	26 **Total expenses and disbursements** Add lines 24 and 25	549,654.	4,274.	4,274.	545,102.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-325,599.			
	b **Net investment income** (if negative, enter -0-)		19,781.		
	c **Adjusted net income** (if negative, enter -0-)			13,824.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	72,242.	1,065.	1,065.
	2	Savings and temporary cash investments	24,551.	26,501.	26,501.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	190,213.	113,073.	114,460.
	b	Investments - corporate stock (attach schedule) ATCH 8	478,549.	447,544.	504,508.
	c	Investments - corporate bonds (attach schedule) ATCH 9	111,302.	60,478.	63,205.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	142,434.	45,678.	43,270.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 11)	2,490.	1,772.	1,772.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,021,781.	696,111.	754,781.
Liabilities	17	Accounts payable and accrued expenses	71.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	71.	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,021,710.	696,111.	
	30	**Total net assets or fund balances** (see instructions)	1,021,710.	696,111.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,021,781.	696,111.	

Part III Analysis of Changes in Net Assets or Fund Balances

		Line	Amount
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,021,710.
2	Enter amount from Part I, line 27a	2	-325,599.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	696,111.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	696,111.

**ATCH 7

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	SEE PART IV SCHEDULE			
b				
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				

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				

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	5,957.
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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 the 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))
2011	594,561.	1,299,552.	0.457512
2010	269,753.	1,455,020.	0.185395
2009	323,321.	1,546,800.	0.209026
2008	226,726.	1,382,011.	0.164055
2007	5,559.	92,551.	0.060064

2 **Total** of line 1, column (d)	2	1.076052
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	0.215210
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	912,716.
5 Multiply line 4 by line 3	5	196,426.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	198.
7 Add lines 5 and 6	7	196,624.
8 Enter qualifying distributions from Part XII, line 4	8	545,102.

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 ▶ [X] and enter 1% of Part I, line 27b	1	198.
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	
3	Add lines 1 and 2	3	198.
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	198.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 924.		
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	924.
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	726.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 726. **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		
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) ▶ MD,			
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 2012 or the taxable year beginning in 2012 (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)*

		Line	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 ▶ BERLIN, RAMOS & COMPANY, P.A. Telephone no ▶ 301-589-9000

Located at ▶ 11200 ROCKVILLE PIKE, SUITE 400 ROCKVILLE, MD ZIP+4 ▶ 20852

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 |

		Line	Yes	No
16	At any time during calendar year 2012, 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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	3b		X
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 2012?	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)? (see instructions) ☐ 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)?	5b		X
	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? ☐ 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? *If "Yes" to 6b, file Form 8870*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		X

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 (see instructions).

(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
ATCH 12		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 . . . . . . ▶		

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . . . ▶	

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	845,402.
b	Average of monthly cash balances	1b	81,213.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	926,615.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	926,615.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,899.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	912,716.
6	**Minimum investment return.** Enter 5% of line 5	6	45,636.

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	45,636.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	198.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	198.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	45,438.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	45,438.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	45,438.

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	545,102.
b	Program-related investments - total from Part IX-B	1b	
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	545,102.
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 (see instructions)	5	198.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	544,904.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				45,438.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008 157,256.				
c	From 2009 246,265.				
d	From 2010 198,706.				
e	From 2011 531,429.				
f	**Total** of lines 3a through e	1,133,656.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 545,102.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				45,438.
e	Remaining amount distributed out of corpus	499,664.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,633,320.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,633,320.			
10	Analysis of line 9				
a	Excess from 2008 157,256.				
b	Excess from 2009 246,265.				
c	Excess from 2010 198,706.				
d	Excess from 2011 531,429.				
e	Excess from 2012 499,664.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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 ▶ [ ] 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 or e-mail of the person to whom applications should be addressed

N/A

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

THERE IS NO SPECIFIC FORM REQUIRED TO APPLY FOR A GRANT

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				541,029.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	16,845.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	5,957.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14					1,253.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				22,802.	1,253.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 24,055.

(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) (See instructions.)

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		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

Sign Here

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

Signature of officer or trustee | Date 5/9/13 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
R Bruce Buchanan	R Bruce Buchanan	5/8/13		P00287137

Firm's name ▶ BERLIN, RAMOS & COMPANY, P.A. Firm's EIN ▶ 52-1367749

Firm's address ▶ 11200 ROCKVILLE PIKE #400 ROCKVILLE, MD 20852 Phone no 301.589.9000

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

2012

Name of the organization
RALPH S. AND FRANCES R. DWECK FAMILY FOUNDATION, INC.

Employer identification number
02-0762730

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 RALPH S. AND FRANCES R. DWECK FAMILY FOUNDATION, INC.

Employer identification number 02-0762730

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	RALPH DWECK 5310 EDGEMOOR LANE BETHESDA, MD 20814-1324	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	FRANCES DWECK 5310 EDGEMOOR LANE BETHESDA, MD 20814-1324	$ 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 RALPH S. AND FRANCES R. DWECK FAMILY FOUNDATION, INC.

Employer identification number 02-0762730

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 RALPH S. AND FRANCES R. DWECK FAMILY FOUNDATION, INC.

Employer identification number 02-0762730

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. See instructions.) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					7,699.	
		STATEMENT 'A' - SHORT TERM GAIN COVERED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
140,269.		138,150.					2,119.	
		STATEMENT 'B' - SHORT TERM LOSS NONCOVER PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
101,292.		102,410.					-1,118.	
		FOREIGN EXCHANGE CURRENCY GAIN PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
305.							305.	
		STATEMENT 'C' - LONG TERM GAIN COVERED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
14,342.		12,163.					2,179.	
		STATEMENT 'D' - LONG TERM LOSS NONCOVERE PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
247,719.		252,946.					-5,227.	
TOTAL GAIN(LOSS)							5,957.	

RALPH AND FRANCES DWECK FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
12/31/2012

STATEMENT #13
CONTRIBUTIONS PAID - Page 11, Part XV, Line 3(a):

		Purpose of Contribution					
Recipient	Total	Religious	Civic	Educational	Address		
American Committee For the Weizmann Institute of Science	$ 25,000			$ 25,000	633 Third Avenue	New York, NY	10017
Avalon Theatre Project, Inc.	4,000		4,000		5615 39th Street	Washington, DC	20015
Avodah Jewish Service Corp	2,500		2,500		1816 12th Street, NW, 3rd Floor	Washington, DC	20009
B'nai Israel Congregation	2,291	2,291			6301 Montrose Road	Rockville, MD	20852
Bread For The City	75,000		75,000		1525 7th Street, NW	Washington, DC	20001
CF NCR Chess Challenge	10,000			10,000	1201 15th ST NW #420	Washington, DC	20005
Children's National Medical Center	1,500		1,500		111 Michigan Ave NW #200	Washington, DC	20310
Ciesla Foundation	10,000		10,000		5005 Linnean Ave NW	Washington, DC	20008
Crohns & Colitis Foundation of America	1,500		1,500		386 Park Ave South, 17th Floor	New York, NY	10016
Cystic Fibrosis Foundation	1,000		1,000		6931 Arlington Road	Bethesda, MD	20814
Bethesda Chevy Chase High School Scholarship	1,000			1,000	4301 East-West Highway	Bethesda, MD	20814
DC Jewish Community Center	15,000		15,000		1529 - 16th Street NW	Washington, DC	20036
DC JCC Jewish Film Festival	5,000		5,000		1529 - 16th Street NW	Washington, DC	20036
DC Vote	1,000		1,000		2000 P Street NW Suite 200	Washington, DC	20036
The Diener School	1,000			1,000	11510 Falls Road	Potomac, MD	20854
Every One Can Work	500		500		959 Hartman Run Road	Morgantown, WV	26505
Food & Friends	250		250		219 Riggs Rd NE	Washington, DC	20011
For Love of Children	20,000		20,000		1763 Columbia Rd NW	Washington, DC	20009
Friendship Circle	2,500		2,500		11621 Seven Locks Road	Potomac, MD	20854
Gesher Day School	1,000			1,000	4800 Mattie Moore Ct.	Fairfax, VA	22030
Hebrew Home of Greater Washington	10,000		10,000		6121 Montrose Road	Rockville MD	20852
Higher Achievement	10,000		10,000		1701 K Street NW, Suite #625	Washington, DC	20006
Hope for Henry Foundation	1,000		1,000		P O Box 39133	Washington, DC	20016
Horizons	2,500		2,500		550 Montgomery Street, Suite #700	San Francisco, CA	94111
Island Elderly Housing, Inc	100		100		60 Village Court	Tisbury, MA	2568
Jewish Federation of Greater Washington	50,000		50,000		6101 Montrose Road #400	Rockville, MD	20852
Jewish Historical Society	500		500		701 Fourth Street NW, #200	Washington, DC	20001
Jewish Primary Day School	101,868			101,868	6045 - 16th Street NW	Washington, DC	20011
Jewish Social Service Agency	2,500		2,500		200 Wood Hill Road	Rockville, MD	20850
John Hopkins Children's Center	10,000		10,000		600 North Wolfe Street	Baltimore, MD	21287
Juvenile Diabetes Research Foundation	5,000		5,000		1400 K Street N W ,#725	Washington, DC	20005
Maccabi USA	1,000		1,000		1926 Arch Street 4R	Philadelphia, PA	19103
Miriam's Kitchen	5,000		5,000		2401 Virginia Ave NW	Washington DC	20037
Montgomery County Humane Society	1,000		1,000		14645 Rothgeb Drive	Rockville, MD	20850
N Street Village	2,000		2,000		1333 N Street NW	Washington, DC	20005
Operation Understanding	5,000		5,000		3000 Connecticut Avenue, N.W #335	Washington, DC	20008
Sitar Arts Center	2,500		2,500		1700 Kalorama Road NW	Washington, DC	20009
Sixth and I Synagogue	50,000	50,000			600 I Street NW	Washington, DC	20001
The Pheonix House	1,000		1,000		200 N Glebe Road	Arlington, VA	22203
Thurgood Marshall Public Charter School	5,000			5,000	2427 MLK Junior Avenue SE	Washington, DC	20020
Tisbury School	250			250	40 West William Street	Vineyard Haven, MA	02568
Trustees Of The Univ of PA	30,000			30,000	c/o Cali Family, 203 Laurel Hill Road	Mountain Lakes, NJ	07046
University of Pennsylvania	30,000			30,000	3451 Walnut Street	Philadelphia, PA	19104
University of Rochester	2,500			2,500	300 East River Rd, P O Box 270032	Rochester, NY	14627
Washington Humane Society	22,270		22,270		1201 New York Avenue, NE	Washington, DC	20002
Yeshiva of Greater Washington	10,000			10,000	2010 Linden Lane	Silver Spring, MD	20910
Subtotal	$ 541,029	$ 52,291	$ 271,120	$ 217,618			

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BESSEMER INVESTMENTS - DIVIDENDS	12,484.	12,484.	12,484.
BESSEMER INVESTMENTS - ACCRUED DIVIDENDS	70.	70.	70.
BESSEMER INVESTMENTS - INTEREST	2,856.	2,856.	2,856.
BESSEMER INVESTMNETS - ACCRUED INT PAID	-137.	-137.	-137.
BOND INTEREST	2,991.	2,991.	2,991.
US TREASURY OID INTEREST	92.	92.	92.
ACCRUED INTEREST INCOME	-1,514.	-1,514.	-1,514.
MARKET DISCOUNT GOVT INCOME	3.	3.	3.
TOTAL	16,845.	16,845.	16,845.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER MISCELLANEOUS INCOME	1,253.	1,253.	1,253.
TOTALS	1,253.	1,253.	1,253.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BERLIN, RAMOS AND COMPANY	3,875.			3,875.
TOTALS	3,875.			3,875.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INVESTMENT ADVISORY FEES	3,997.	3,997.	3,997.
TOTALS	3,997.	3,997.	3,997.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	277.	277.	277.	
FEDERAL TAXES PAID	198.			198.
TOTALS	475.	277.	277.	198.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
BANK SERVICE CHARGES		278.
	TOTALS	278.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - US TREASURY	113,073.	114,460.
US OBLIGATIONS TOTAL	113,073.	114,460.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - STOCKS	447,544.	504,508.
TOTALS	447,544.	504,508.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER - BONDS	60,478.	63,205.
TOTALS	60,478.	63,205.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - COMMODITIES	45,678.	43,270.
BESSEMER TRUST-FOREIGN CURRENC		
TOTALS	45,678.	43,270.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST AND DIVIDENDS	1,046.	1,046.
PREPAID TAXES	726.	726.
TOTALS	1,772.	1,772.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
RALPH S. DWECK 5310 EDGEMOOR LANE BETHESDA, MD 20814	DIRECTOR	0	0	0
FRANCES R. DWECK 5310 EDGEMOOR LANE BETHESDA, MD 20814	DIRECTOR	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT #13	NON-PROFIT	SEE ATTACHMENT STATEMENT #13	541,029.
		TOTAL CONTRIBUTIONS PAID	541,029.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER MISCELLANEOUS INCOME					1,253.
TOTALS					1,253.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust RALPH S. AND FRANCES R. DWECK FAMILY FOUNDATION, INC.

Employer identification number 02-0762730

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,001.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	1,001.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-2,743.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	7,699.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	4,956.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,001.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			4,956.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			5,957.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: RALPH S. AND FRANCES R. DWECK FAMILY

Employer identification number: 02-0762730

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STATEMENT 'A' - SHORT TERM GAIN COVERED	VARIOUS	VARIOUS	140,269.	138,150.	2,119.
STATEMENT 'B' - SHORT TERM LOSS NONCOVERED	VARIOUS	VARIOUS	101,292.	102,410.	-1,118.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,001.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a FOREIGN EXCHANGE CURRENCY GAIN	VARIOUS	VARIOUS	305.		305.
STATEMENT 'C' - LONG TERM GAIN COVERED	VARIOUS	VARIOUS	14,342.	12,163.	2,179.
STATEMENT 'D' - LONG TERM LOSS NONCOVERED	VARIOUS	VARIOUS	247,719.	252,946.	-5,227.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-2,743.

Bessemer Trust Company N.A.

Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

STATEMENT "A"

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ABERTIS INFRAESTR ADR / CUSIP· 003381100 / Symbol: ABRT Y							
04/13/12	50.000	381.99	02/15/12	434 49	-52 50	Sale	
08/02/12	25.000	147 67	02/15/12	206 90	-59.23	Sale	
2 tax lots for 08/03/12. Total proceeds (and cost when required) reported to the IRS.							
	1.250	*7.54*	*02/15/12*	*10.34*	*-2.80*	*Sale*	
	23 750	*143 21*	*05/09/12*	*170.55*	*-27 34*	*Sale*	
08/03/12	25 000	150 75	VARIOUS	180 89	-30.14	Total of 2 lots	
2 tax lots for 08/06/12. Total proceeds (and cost when required) reported to the IRS.							
	73.500	*465.23*	*11/21/11*	*518.96*	*-53.73*	*Sale*	
	2.500	*15 82*	*05/09/12*	*17.95*	*-2 13*	*Sale*	
08/06/12	76.000	481 05	VARIOUS	536 91	-55 86	Total of 2 lots	
Security total:		1,161.46		1,359 19	-197.73		
AJINOMOTO INC ADR / CUSIP. 009707100 / Symbol: AJIN Y							
04/13/12	5.000	630 88	11/22/11	590.20	40.68	Sale	
09/20/12	25 000	374 09	11/22/11	295 10	78 99	Sale	
2 tax lots for 09/21/12. Total proceeds (and cost when required) reported to the IRS							
	25.000	*381 05*	*11/22/11*	*295 10*	*85.95*	*Sale*	
	25 000	*381.04*	*02/15/12*	*295.08*	*85 96*	*Sale*	
09/21/12	50 000	762.09	VARIOUS	590 18	171 91	Total of 2 lots	
09/24/12	75 000	1,150.81	02/15/12	885 24	265 57	Sale	
Security total		2,917 87		2,360.72	557 15		
AKZO NOBEL NV ADR / CUSIP: 010199305 / Symbol: AKZO Y							
04/13/12	15.000	281 99	02/15/12	269.66	12.33	Sale	
11/05/12	5 000	90 33	02/15/12	89.89	0 44	Sale	
Security total.		372 32		359.55	12.77		
ALLIANZ AKTIENGES ADR / CUSIP 018805101 / Symbol· AZSE Y							
04/13/12	25.000	265.49	02/15/12	289.96	-24 47	Sale	
11/05/12	25.000	302 74	02/15/12	289 96	12.78	Sale	
Secunty total:		568 23		579 92	-11 69		
AB FOODS LTD ADR / CUSIP. 045519402 / Symbol ASBF Y							
04/13/12	50.000	941 47	12/01/11	886.10	55 37	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***
Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss (These columns are not reported to the IRS)	Additional Information	Notes
BHP BILLITON PLC-ADR / CUSIP. 05545E209 / Symbol: BBL							
04/13/12	5.000	300 74	11/21/11	282 56	18 18	Sale	
BARCLAYS PLC ADR / CUSIP· 06738E204 / Symbol BCS							
04/13/12	25.000	345.49	02/14/12	366 77	-21 28	Sale	
2 tax lots for 07/03/12 Total proceeds (and cost when required) reported to the IRS.							
	25.000	*264 68*	*02/14/12*	*366 76*	*-102.08*	*Sale*	
	25.000	*264 67*	*05/04/12*	*337 24*	*-72.57*	*Sale*	
07/03/12	50 000	529 35	VARIOUS	704 00	-174.65	Total of 2 lots	
07/05/12	100 000	1,037 07	11/21/11	1,009.32	27 75	Sale	
Security total:		1,911 91		2,080.09	-168 18		
BARRICK GOLD CORP / CUSIP 067901108 / Symbol							
04/13/12	20 000	829.18	02/03/12	978 45	-149 27	Sale	
11/05/12	5 000	177.50	02/03/12	244 61	-67 11	Sale	
11/28/12	5 000	173.28	02/03/12	244 61	-71 33	Sale	
12/04/12	5 000	170 65	02/03/12	244 61	-73.96	Sale	
Security total:		1,350.61		1,712 28	-361.67		
CVS/CAREMARK CORP / CUSIP: 126650100 / Symbol: CVS							
04/13/12	10 000	434 79	11/21/11	378 30	56 49	Sale	
CARNIVAL CORP CL A / CUSIP. 143658300 / Symbol: CCL							
01/17/12	30.000	887.27	11/21/11	948.30	-61.03	Sale	
09/26/12	40.000	1,472.75	11/21/11	1,264.40	208 35	Sale	
Security total:		2,360.02		2,212.70	147.32		
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
04/13/12	10 000	380.99	02/14/12	377.70	3 29	Sale	
2 tax lots for 11/01/12. Total proceeds (and cost when required) reported to the IRS.							
	5.000	*192.01*	*02/14/12*	*188 85*	*3.16*	*Sale*	
	10 000	*384 02*	*05/04/12*	*385 70*	*-1.68*	*Sale*	
11/01/12	15 000	576 03	VARIOUS	574 55	1.48	Total of 2 lots	
11/05/12	5.000	190 75	02/14/12	188 85	1 90	Sale	
Security total:		1,147.77		1,141.10	6 67		

Bessemer Trust Company N.A. Account 8G9441

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

1c - SHORT-TERM TRANSACTIONS **6 - COVERED tax lot for which cost basis is reported to the IRS****

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
CHINA CONSTRUCTION ADR / CUSIP· 168919108 / Symbol: CICH Y							
2 tax lots for 04/13/12. Total proceeds (and cost when required) reported to the IRS.							
	25.000	*394.24*	*12/01/11*	*358.17*	*36 07*	*Sale*	
	25.000	*394 24*	*02/06/12*	*413 17*	*-18.93*	*Sale*	
04/13/12	50.000	788 48	VARIOUS	771 34	17 14	Total of 2 lots	
11/28/12	25.000	372 35	05/04/12	380.70	-8 35	Sale	
Security total·		1,160.83		1,152 04	8 79		
SINOPEC/CHINA PETE&CHM ADR / CUSIP: 16941R108 / Symbol: SNP							
04/13/12	10 000	1,059 97	02/15/12	1,192.63	-132.66	Sale	
11/28/12	5 000	519 25	02/15/12	596 31	-77.06	Sale	
Security total:		1,579.22		1,788 94	-209 72		
CHINA TELECOM ADR / CUSIP: 169426103 / Symbol: CHA							
04/13/12	15 000	802.18	12/01/11	907.57	-105.39	Sale	
11/28/12	5 000	270 59	12/01/11	302 52	-31.93	Sale	
Security total.		1,072.77		1,210 09	-137.32		
CITIGROUP INC / CUSIP 172967424 / Symbol: C							
11/05/12	5.000	185 70	08/29/12	149 80	35.90	Sale	
11/15/12	20 000	708.59	08/29/12	599.21	109.38	Sale	
11/28/12	5.000	174 04	08/20/12	149 14	24.90	Sale	
12/04/12	5 000	170 75	08/20/12	149.14	21 61	Sale	
Security total.		1,239.08		1,047.29	191.79		
COACH INC / CUSIP: 189754104 / Symbol: COH							
11/05/12	5 000	287 59	08/29/12	281 45	6.14	Sale	
12/04/12	5 000	286.39	08/29/12	281 45	4.94	Sale	
Security total·		573.98		562 90	11 08		
COMCAST CORP CL A NEW / CUSIP. 20030N101 / Symbol· CMCS A							
04/13/12	20.000	591.88	11/21/11	425 37	166 51	Sale	
05/24/12	65 000	1,872.22	11/21/11	1,382 45	489.77	Sale	
Security total.		2,464.10		1,807 82	656.28		
CONOCOPHILLIPS / CUSIP: 20825C104 / Symbol: COP							
04/13/12	5 000	371.89	02/15/12	367.46	4.43	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
CONOCOPHILLIPS / CUSIP 20825C104 / Symbol· COP (cont'd)							
11/05/12	5 000	288.19	02/15/12	279 36	8.83	Sale	
	Security total	660.08		646 82	13.26		
DETROIT ENERGY CO / CUSIP: 233331107 / Symbol· DTE							
04/13/12	5 000	273 24	11/21/11	252 56	20 68	Sale	
DEUTSCHE POST AG ADR / CUSIP 25157Y202 / Symbol: DPSG Y							
04/13/12	25 000	459.73	11/21/11	366.99	92 74	Sale	
3 tax lots for 06/21/12. Total proceeds (and cost when required) reported to the IRS							
	10.000	*171 43*	*11/21/11*	*146.79*	*24 64*	*Sale*	
	15.000	*257.15*	*12/19/11*	*219.74*	*37.41*	*Sale*	
	25.000	*428.58*	*05/04/12*	*459.00*	*-30 42*	*Sale*	
06/21/12	50.000	857 16	VARIOUS	825.53	31 63	Total of 3 lots	
06/22/12	60.000	1,006 26	12/19/11	878.98	127.28	Sale	
	Security total:	2,323 15		2,071.50	251.65		
ENI S P.A. ADR / CUSIP: 26874R108 / Symbol: E							
04/13/12	20 000	848 78	12/01/11	850 37	-1.59	Sale	
11/05/12	5 000	224.49	05/04/12	213.90	10.59	Sale	
	Security total	1,073.27		1,064.27	9 00		
EAST JAPAN RAIL ADR / CUSIP: 273202101 / Symbol: EJPR Y							
2 tax lots for 04/13/12. Total proceeds (and cost when required) reported to the IRS.							
	50 000	*503.49*	*11/21/11*	*526.64*	*-23 15*	*Sale*	
	25.000	*251 74*	*11/22/11*	*257.95*	*-6 21*	*Sale*	
04/13/12	75.000	755 23	VARIOUS	784.59	-29.36	Total of 2 lots	
EMBRAER SA ADR / CUSIP. 29082A107 / Symbol: ERJ							
11/05/12	5 000	137.90	03/21/12	156 54	-18 64	Sale	
11/28/12	5 000	132.27	03/21/12	156 54	-24 27	Sale	
12/04/12	5 000	127.47	03/21/12	156 54	-29.07	Sale	
	Security total·	397.64		469 62	-71.98		
EXELON CORP / CUSIP: 30161N101 / Symbol. EXC							
04/13/12	15 000	568 93	11/21/11	647 99	-79 06	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of * stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
EXELON CORP / CUSIP: 30161N101 / Symbol. EXC (cont'd)							
11/05/12	5.000	160.50	11/21/11	215.99	-55.49	Sale	
11/28/12	5.000	148 54	02/03/12	198.43	-49 89	Sale	
12/04/12	5 000	145 05	02/03/12	198.43	-53 38	Sale	
	Security total:	1,023.02		1,260.84	-237 82		
FIRSTENERGY CORP / CUSIP: 337932107 / Symbol: FE							
04/13/12	15.000	677 83	11/21/11	653.31	24.52	Sale	
2 tax lots for 05/29/12. Total proceeds (and cost when required) reported to the IRS							
	15.000	*701 01*	*11/21/11*	*653 31*	*47.70*	*Sale*	
	10.000	*467.34*	*05/04/12*	*470 50*	*-3 16*	*Sale*	
05/29/12	25.000	1,168.35	VARIOUS	1,123.81	44.54	Total of 2 lots	
06/20/12	35.000	1,701.09	01/23/12	1,467.46	233 63	Sale	
	Security total:	3,547 27		3,244 58	302 69		
FREEPORT-MCMRN CPPR&GOLD / CUSIP: 35671D857 / Symbol FCX							
04/13/12	10 000	370 49	12/01/11	394 56	-24 07	Sale	
11/05/12	5 000	197.35	12/01/11	197 28	0 07	Sale	
12/05/12	5.000	163.92	05/04/12	181 95	-18 03	Sale	
	Security total:	731 76		773.79	-42.03		
GDF SUEZ ADR / CUSIP: 36160B105 / Symbol GDFZ Y							
03/21/12	20 000	524 04	11/21/11	508 61	15 43	Sale	
GENERAL DYNAMICS CORP / CUSIP: 369550108 / Symbol: GD							
04/13/12	5 000	345 49	02/14/12	349 43	-3 94	Sale	
11/28/12	5 000	327.64	05/04/12	335 55	-7 91	Sale	
	Security total:	673 13		684 98	-11 85		
IMPERIAL TOBACCO LT ADR / CUSIP: 453142101 / Symbol. ITYB Y							
04/13/12	15.000	1,170 42	02/06/12	1,140.55	29.87	Sale	
11/05/12	5.000	382.54	05/08/12	421.20	-38 66	Sale	
11/28/12	5 000	401 39	05/08/12	421 20	-19 81	Sale	
	Security total	1,954 35		1,982 95	-28 60		
INTERNATIONAL BUS MACHINES / CUSIP: 459200101 / Symbol: IBM							
04/13/12	5.000	1,019.47	02/03/12	967 67	51.80	Sale	

Bessemer Trust Company N.A. — Account 8G9441

Proceeds from Broker and Barter Exchange Transactions (continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS: Gain or loss, Additional Information

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
INTERNATIONAL BUS MACHINES / CUSIP 459200101 / Symbol. IBM (cont'd)							
11/05/12	5.000	968 08	05/04/12	1,026.15	-58.07	Sale	
	Security total:	1,987 55		1,993 82	-6 27		
ITOCHU CORP ADR / CUSIP 465717106 / Symbol. ITOC Y							
04/13/12	25.000	557 48	02/06/12	579 05	-21 57	Sale	
12/05/12	25.000	499 74	02/06/12	579 04	-79 30	Sale	
	Security total:	1,057.22		1,158 09	-100 87		
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol JNJ							
04/13/12	15 000	955 70	02/14/12	968 03	-12.33	Sale	
11/05/12	5.000	353 74	05/04/12	324 40	29.34	Sale	
2 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS.							
	10.000	*701 31*	*02/14/12*	*645 36*	*55.95*	*Sale*	
	5 000	*350 65*	*05/04/12*	*324 40*	*26.25*	*Sale*	
11/07/12	15 000	1,051 96	VARIOUS	969 76	82.20	Total of 2 lots	
	Security total:	2,361 40		2,262 19	99 21		
KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y							
11/05/12	25.000	309 89	02/15/12	351.11	-41 22	Sale	
11/28/12	25.000	313 78	02/15/12	351.11	-37.33	Sale	
12/04/12	25.000	320.49	02/15/12	351.12	-30.63	Sale	
	Security total:	944 16		1,053.34	-109 18		
KON PHILIP ELEC ADR / CUSIP: 500472303 / Symbol PHG							
04/13/12	15 000	271.94	03/07/12	297.75	-25.81	Sale	
06/12/12	0 672	12 17	03/07/12	13.34	-1 17	Sale	
11/05/12	5 000	127 75	03/07/12	99.25	28 50	Sale	
3 tax lots for 12/11/12. Total proceeds (and cost when required) reported to the IRS.							
	14.328	*375 91*	*03/07/12*	*284 41*	*91 50*	*Sale*	
	10.000	*262 37*	*05/04/12*	*184 20*	*78.17*	*Sale*	
	2.672	*70 10*	*05/31/12*	*47 28*	*22.82*	*Sale*	
12/11/12	27.000	708 38	VARIOUS	515 89	192.49	Total of 3 lots	
	Security total.	1,120 24		926 23	194.01		

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
LOWES COS INC / CUSIP 548661107 / Symbol. LOW							
04/13/12	25.000	785 61	03/07/12	722.27	63 34	Sale	
	2 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS						
	10.000	*328 23*	*03/07/12*	*288 91*	*39 32*	*Sale*	
	15.000	*492 34*	*05/04/12*	*468 00*	*24.34*	*Sale*	
11/07/12	25.000	820 57	VARIOUS	756 91	63 66	Total of 2 lots	
11/28/12	20.000	710.38	03/07/12	577.81	132 57	Sale	
	Security total	2,316 56		2,056 99	259 57		
MACY'S INC / CUSIP 55616P104 / Symbol M							
04/13/12	15.000	599.83	02/03/12	541.31	58.52	Sale	
11/05/12	5.000	203 90	05/04/12	205.05	-1.15	Sale	
11/28/12	5 000	201.09	05/04/12	205 05	-3 96	Sale	
	Secunty total:	1,004.82		951.41	53.41		
MAGNA INTERNATIONAL INC / CUSIP: 559222401 / Symbol							
04/13/12	10.000	455 69	02/15/12	429.99	25 70	Sale	
11/05/12	5 000	226 49	02/15/12	214.99	11 50	Sale	
	Security total:	682 18		644.98	37 20		
MARATHON OIL CORP / CUSIP 565849106 / Symbol MRO							
04/13/12	20 000	596 58	02/03/12	646.45	-49 87	Sale	
11/05/12	10 000	301 89	02/03/12	323 23	-21 34	Sale	
11/28/12	5 000	154 44	02/03/12	161 61	-7 17	Sale	
12/04/12	5 000	151.00	02/03/12	161 61	-10.61	Sale	
	Secunty total.	1,203 91		1,292.90	-88 99		
MCGRAW-HILL COMPANIES INC / CUSIP: 580645109 / Symbol: MHP							
04/13/12	10.000	485 09	02/03/12	464.77	20.32	Sale	
	2 tax lots for 10/18/12. Total proceeds (and cost when required) reported to the IRS						
	15 000	*836.16*	*02/03/12*	*697 16*	*139 00*	*Sale*	
	5 000	*278 72*	*05/04/12*	*243.80*	*34 92*	*Sale*	
10/18/12	20.000	1,114 88	VARIOUS	940.96	173.92	Total of 2 lots	
	Secunty total:	1,599 97		1,405.73	194 24		

Bessemer Trust Company N.A. Account 8G9441

2012 **Proceeds from Broker and Barter Exchange Transactions** (continued)

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS: Gain or loss, Additional Information

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
MERCK KGAA ADR / CUSIP· 589339100 / Symbol· MKGA Y							
04/13/12	10.000	350.29	01/24/12	334.86	15.43	Sale	
2 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS							
	15 000	*675.86*	*01/24/12*	*502 28*	*173.58*	*Sale*	
	5.000	*225.29*	*05/07/12*	*173 58*	*51 71*	*Sale*	
12/12/12	20.000	901.15	VARIOUS	675 86	225 29	Total of 2 lots	
Security total		1,251 44		1,010 72	240.72		
MUNICH RE GROUP ADR / CUSIP. 626188106 / Symbol MURG Y							
04/13/12	75 000	1,064.97	01/24/12	969 79	95.18	Sale	
3 tax lots for 10/18/12. Total proceeds (and cost when required) reported to the IRS.							
	25 000	*415.01*	*01/23/12*	*322 83*	*92 18*	*Sale*	
	25.000	*415.02*	*01/24/12*	*323.26*	*91 76*	*Sale*	
	25 000	*415.02*	*05/07/12*	*341 61*	*73 41*	*Sale*	
10/18/12	75 000	1,245 05	VARIOUS	987.70	257.35	Total of 3 lots	
11/05/12	25 000	399.49	01/23/12	322 83	76.66	Sale	
Security total		2,709 51		2,280 32	429 19		
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol NEM							
04/13/12	15.000	743 23	11/21/11	972.67	-229 44	Sale	
2 tax lots for 08/29/12. Total proceeds (and cost when required) reported to the IRS							
	10.000	*484.02*	*11/21/11*	*648 45*	*-164.43*	*Sale*	
	20.000	*968.04*	*12/19/11*	*1,234 31*	*-266.27*	*Sale*	
08/29/12	30.000	1,452 06	VARIOUS	1,882 76	-430.70	Total of 2 lots	
11/05/12	5.000	243 24	02/14/12	292.32	-49.08	Sale	
12/04/12	5 000	226.59	02/14/12	292.31	-65.72	Sale	
Security total:		2,665.12		3,440 06	-774 94		
NORDEA BK SWEDEN AB ADR / CUSIP: 65557A206 / Symbol· NRBA Y							
04/13/12	50.000	409 49	12/20/11	379 95	29.54	Sale	
11/06/12	25.000	225 49	05/07/12	208.03	17.46	Sale	
Security total:		634 98		587 98	47.00		
OW LARGE CAP STRATEGIES FD / CUSIP: 680414109 / Symbol OWLS X							
06/19/12	538 213	5,000.00	04/13/12	5,188.37	-188.37	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions (continued)

2012

1c - SHORT-TERM TRANSACTIONS   6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
OW FIXED INCOME FUND / CUSIP. 680414406 / Symbol: OWFI X							
06/19/12	1,637.931	18,918.10	05/04/12	19,000.00	-81.90	Sale	
OW GLOBAL SML & MID CAP FD / CUSIP· 680414604 / Symbol. OWSM X							
06/19/12	251 980	3,500.00	05/04/12	3,736 87	-236 87	Sale	
11/05/12	621.622	9,200.00	05/04/12	9,218.65	-18 65	Sale	
	Security total.	12,700.00		12,955.52	-255 52		
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWGO X							
06/19/12	1,349 432	9,500 00	05/04/12	9,742 90	-242 90	Sale	
ORIENTAL LAND CO LTD ADR / CUSIP: 68620X104 / Symbol. OLCL Y							
11/06/12	25.000	332 49	04/16/12	276 03	56 46	Sale	
11/19/12	25.000	319 69	04/16/12	276 03	43.66	Sale	
11/20/12	25 000	323 33	04/16/12	276 03	47 30	Sale	
11/21/12	25.000	320.51	04/16/12	276 02	44.49	Sale	
11/27/12	25.000	317.25	04/13/12	274 68	42.57	Sale	
4 tax lots for 11/28/12. Total proceeds (and cost when required) reported to the IRS							
	25.000	*323 44*	*04/03/12*	*269 04*	*54.40*	*Sale*	
	25.000	*323 44*	*04/09/12*	*268 96*	*54.48*	*Sale*	
	25.000	*323 44*	*04/11/12*	*272.40*	*51.04*	*Sale*	
	25.000	*323 44*	*04/12/12*	*274.31*	*49 13*	*Sale*	
11/28/12	100 000	1,293 76	VARIOUS	1,084 71	209.05	Total of 4 lots	
	Security total:	2,907.03		2,463 50	443 53		
PHILLIPS 66 COMMON / CUSIP. 718546104 / Symbol PSX							
3 tax lots for 05/02/12 Total proceeds (and cost when required) reported to the IRS.							
	5.000	*159 40*	*11/21/11*	*163.91*	*-4.51*	*Sale*	
	7.500	*239 09*	*02/03/12*	*253 66*	*-14.57*	*Sale*	
	2.500	*79 70*	*02/15/12*	*88 09*	*-8 39*	*Sale*	
05/02/12	15.000	478 19	VARIOUS	505 66	-27 47	Total of 3 lots	
SK TELECOM ADR / CUSIP· 78440P108 / Symbol: SKM							
05/02/12	25 000	335 91	11/21/11	356 04	-20 13	Sale	
05/03/12	25.000	330.21	11/21/11	356.04	-25.83	Sale	
05/04/12	25.000	329 02	11/21/11	356.03	-27.01	Sale	

Bessemer Trust Company N.A.

Account 8G9441

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SK TELECOM ADR / CUSIP: 78440P108 / Symbol SKM (cont'd)							
05/07/12	100 000	1,348.65	01/23/12	1,354 59	-5 94	Sale	
	Security total.	2,343.79		2,422 70	-78 91		
SSE PLC ADR / CUSIP: 78467K107 / Symbol SSEZ Y							
04/13/12	25.000	532.73	02/15/12	506 51	26 22	Sale	
11/05/12	5 000	115.20	05/04/12	108 45	6 75	Sale	
	Security total	647 93		614 96	32 97		
SANOFI - ADR / CUSIP 80105N105 / Symbol. SNY							
04/13/12	20 000	722.78	02/03/12	734 87	-12 09	Sale	
	2 tax lots for 08/29/12 Total proceeds (and cost when required) reported to the IRS.						
	10 000	*408 73*	*02/03/12*	*367.44*	*41 29*	*Sale*	
	15 000	*613 09*	*05/04/12*	*570.00*	*43 09*	*Sale*	
08/29/12	25.000	1,021 82	VARIOUS	937 44	84 38	Total of 2 lots	
	Security total:	1,744 60		1,672 31	72.29		
SUMITOMO MITSUI FIN ADR / CUSIP: 86562M209 / Symbol SMFG							
	2 tax lots for 11/05/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*301 99*	*01/24/12*	*316 16*	*-14.17*	*Sale*	
	25 000	*151.00*	*01/26/12*	*157 50*	*-6 50*	*Sale*	
11/05/12	75.000	452 99	VARIOUS	473 66	-20 67	Total of 2 lots	
	2 tax lots for 11/28/12 Total proceeds (and cost when required) reported to the IRS.						
	25.000	*156 57*	*01/26/12*	*157.49*	*-0.92*	*Sale*	
	25 000	*156 57*	*01/30/12*	*157 40*	*-0 83*	*Sale*	
11/28/12	50 000	313.14	VARIOUS	314 89	-1 75	Total of 2 lots	
	Security total	766 13		788 55	-22 42		
SUNCORP GROUP ADR / CUSIP 86723Y100 / Symbol: SNMY Y							
04/13/12	75 000	623.23	02/15/12	676 48	-53 25	Sale	
11/06/12	25 000	236.93	01/23/12	217 33	19 60	Sale	
	Security total:	860 16		893 81	-33 65		
TARGET CORP / CUSIP: 87612E106 / Symbol TGT							
04/02/12	15 000	872.61	11/21/11	783 56	89 05	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol					These columns are not reported to the IRS		
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
TARGET CORP / CUSIP: 87612E106 / Symbol· TGT (cont'd)							
04/13/12	15.000	861 43	11/21/11	783.56	77.87	Sale	
	3 tax lots for 08/20/12 Total proceeds (and cost when required) reported to the IRS.						
	5.000	*317 79*	*11/21/11*	*261.19*	*56 60*	*Sale*	
	5.000	*317.78*	*01/23/12*	*251.11*	*66.67*	*Sale*	
	10.000	*635.58*	*05/04/12*	*558.60*	*76 98*	*Sale*	
08/20/12	20 000	1,271.15	VARIOUS	1,070.90	200.25	Total of 3 lots	
11/05/12	5 000	316 74	01/23/12	251.11	65 63	Sale	
Security total.		3,321.93		2,889.13	432.80		
TELE2 AB ADR / CUSIP· 87952P307 / Symbol. TLTZ Y							
04/13/12	75.000	708.73	02/06/12	742 15	-33 42	Sale	
	3 tax lots for 10/16/12. Total proceeds (and cost when required) reported to the IRS						
	50.000	*446.47*	*11/22/11*	*479.71*	*-33 24*	*Sale*	
	25.000	*223 23*	*02/06/12*	*247.38*	*-24.15*	*Sale*	
	25.000	*223 23*	*02/15/12*	*237.98*	*-14 75*	*Sale*	
10/16/12	100 000	892.93	VARIOUS	965.07	-72 14	Total of 3 lots	
11/29/12	25 000	213.44	02/15/12	237.98	-24.54	Sale	
Security total·		1,815.10		1,945.20	-130 10		
TEVA PHARM INDS LTD ADR / CUSIP· 881624209 / Symbol: TEVA							
04/13/12	20 000	884.98	01/23/12	918.30	-33.32	Sale	
11/05/12	5.000	204.80	01/23/12	229 57	-24 77	Sale	
11/28/12	5.000	201.52	01/23/12	229.58	-28 06	Sale	
12/04/12	5 000	206.35	01/23/12	229.57	-23.22	Sale	
Security total:		1,497.65		1,607 02	-109 37		
THERMO FISHER SCIENTIFIC / CUSIP: 883556102 / Symbol TMO							
11/28/12	5.000	312 44	10/18/12	294.46	17 98	Sale	
12/04/12	5 000	316 74	10/18/12	294 45	22 29	Sale	
Security total		629 18		588 91	40 27		
TIM PARTICIPACOES SA ADR / CUSIP: 88706P205 / Symbol· TSU							
04/13/12	25.000	809.23	01/23/12	699 38	109.85	Sale	
12/04/12	5 000	85.50	01/23/12	139 88	-54.38	Sale	
Security total.		894 73		839.26	55 47		

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
TOKYO GAS LTD ADR / CUSIP. 889115101 / Symbol: TKGS Y							
04/13/12	15 000	710.23	02/16/12	695 44	14.79	Sale	
3 tax lots for 10/18/12. Total proceeds (and cost when required) reported to the IRS.							
	12 500	*270 26*	*11/21/11*	*216 15*	*54.11*	*Sale*	
	12.500	*270 27*	*02/16/12*	*231 81*	*38.46*	*Sale*	
	25.000	*540 54*	*05/07/12*	*471 88*	*68.66*	*Sale*	
10/18/12	50 000	1,081 07	VARIOUS	919 84	161.23	Total of 3 lots	
Security total		1,791.30		1,615 28	176.02		
TOTAL SA ADR / CUSIP 89151E109 / Symbol· TOT							
04/13/12	20.000	954.38	02/03/12	1,084 27	-129 89	Sale	
11/05/12	5 000	248 59	02/03/12	271 07	-22 48	Sale	
11/28/12	10 000	495 39	02/03/12	542.13	-46 74	Sale	
Security total:		1,698 36		1,897.47	-199 11		
UNILEVER NV ADR / CUSIP 904784709 / Symbol: UN							
04/13/12	15.000	483 74	11/21/11	484.77	-1.03	Sale	
2 tax lots for 08/20/12. Total proceeds (and cost when required) reported to the IRS							
	35.000	*1,203.68*	*11/21/11*	*1,131.13*	*72.55*	*Sale*	
	5 000	*171 95*	*05/04/12*	*170 15*	*1.80*	*Sale*	
08/20/12	40.000	1,375.63	VARIOUS	1,301.28	74.35	Total of 2 lots	
Security total.		1,859 37		1,786 05	73.32		
UNITEDHEALTH GROUP INC / CUSIP: 91324P102 / Symbol UNH							
04/13/12	10 000	579 48	02/15/12	546 17	33 31	Sale	
11/28/12	5.000	263 69	02/15/12	273.09	-9.40	Sale	
Security total:		843 17		819.26	23 91		
VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol. VOD							
11/05/12	5.000	133 80	06/20/12	139 68	-5.88	Sale	
11/28/12	10.000	252 49	06/20/12	279 37	-26 88	Sale	
12/04/12	5.000	128.21	06/20/12	139 69	-11.48	Sale	
Security total·		514.50		558 74	-44 24		
VOLKSWAGEN AG ADR / CUSIP. 928662402 / Symbol. VLKP Y							
11/28/12	5.000	212.05	07/06/12	163 79	48.26	Sale	

Bessemer Trust Company N.A. Account 8G9441.

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
WALGREEN CO / CUSIP 931422109 / Symbol: WAG							
11/28/12	10.000	331.59	10/18/12	360 64	-29.05	Sale	
12/04/12	5.000	170 75	10/18/12	180 32	-9 57	Sale	
	Security total:	502.34		540.96	-38.62		
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol: WM							
11/05/12	5.000	160 43	08/02/12	171.13	-10.70	Sale	
11/28/12	5.000	161.09	08/02/12	171 13	-10 04	Sale	
12/04/12	5.000	163 50	08/02/12	171.13	-7 63	Sale	
	Security total.	485 02		513 39	-28 37		
WESTERN UNION CO / CUSIP: 959802109 / Symbol: WU							
04/13/12	25.000	439 87	02/03/12	492 27	-52.40	Sale	
2 tax lots for 12/11/12. Total proceeds (and cost when required) reported to the IRS							
	25.000	*328 09*	*02/03/12*	*492.26*	*-164 17*	*Sale*	
	25.000	*328.09*	*05/04/12*	*443.49*	*-115 40*	*Sale*	
12/11/12	50.000	656 18	VARIOUS	935 75	-279 57	Total of 2 lots	
	Security total:	1,096.05		1,428 02	-331.97		
WHARF HOLDINGS ADR / CUSIP. 962257200 / Symbol. WARF Y							
04/13/12	25.000	268 99	12/01/11	247.75	21 24	Sale	
YUM BRANDS INC / CUSIP 988498101 / Symbol: YUM							
2 tax lots for 04/02/12. Total proceeds (and cost when required) reported to the IRS							
	25.000	*1,757.19*	*11/21/11*	*1,329.58*	*427.61*	*Sale*	
	30.000	*2,108 62*	*12/01/11*	*1,688.27*	*420 35*	*Sale*	
04/02/12	55.000	3,865.81	VARIOUS	3,017.85	847.96	Total of 2 lots	
ZIMMER HLDGS INC / CUSIP 98956P102 / Symbol: ZMH							
11/05/12	5.000	326.34	05/01/12	322.13	4 21	Sale	
11/28/12	5.000	329 74	05/01/12	322 13	7 61	Sale	
12/04/12	5.000	328.79	05/01/12	322 13	6.66	Sale	
	Security total:	984 87		966.39	18.48		
ACCENTURE PLC CL A / CUSIP. G1151C101 / Symbol ACN							
04/13/12	15.000	938.98	01/23/12	841.26	97 72	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 **(continued)**

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ACCENTURE PLC CL A / CUSIP G1151C101 / Symbol. ACN (cont'd)							
11/05/12	5.000	336.69	05/04/12	314.95	21.74	Sale	
	Secunty total·	1,275.67		1,156.21	119 46		
SEAGATE TECHNOLOGY PLC / CUSIP: G7945M107 / Symbol STX							
11/05/12	5.000	143.60	04/02/12	137.55	6 05	Sale	
11/28/12	5.000	127.74	04/02/12	137 55	-9.81	Sale	
12/04/12	5 000	128 65	04/02/12	137 55	-8.90	Sale	
	Security total:	399.99		412 65	-12 66		
ACE LIMITED / CUSIP· H0023R105 / Symbol: ACE							
06/20/12	10 000	729 49	05/04/12	764 73	-35 24	Sale	
NOBLE CORPORATION / CUSIP· H5833N103 / Symbol: NE							
2 tax lots for 03/07/12 Total proceeds (and cost when required) reported to the IRS.							
	25.000	*966.73*	*11/21/11*	*859 36*	*107 37*	*Sale*	
	40.000	*1,546 78*	*01/23/12*	*1,375.17*	*171 61*	*Sale*	
03/07/12	65 000	2,513 51	VARIOUS	2,234 53	278.98	Total of 2 lots	
AVAGO TECHNOLOGIES / CUSIP: Y0486S104 / Symbol. AVGO							
11/28/12	5.000	171 34	09/21/12	177 24	-5 90	Sale	
	Totals:	**140,268.76**		**138,149.57**	**2,119.19**		

STATEMENT "B"

SHORT-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
OW FIXED INCOME FUND / CUSIP 680414406 / Symbol: OWFI X							
01/09/12	1,335 030	15,366.19	01/24/11	15,473.00	-106.81	Sale	
11/29/12	80.298	939.49	12/15/11	921 82	17 67	Sale	
	Secunty total	16,305 68		16,394.82	-89.14		

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions
2012 (continued)

SHORT-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS.

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
OW REAL RETURN FUND / CUSIP 680414703 / Symbol: OWRR X							
01/09/12	834 863	8,006.34	01/24/11	8,916 34	-910 00	Sale	
06/19/12	547.645	5,000 00	12/20/11	5,115 00	-115 00	Sale	
	Security total.	13,006 34		14,031.34	-1,025 00		
US TREASURY BILLS 05/03/12 / CUSIP· 9127953N9 / Symbol							
	3 tax lots for 02/06/12 Total proceeds (and cost when required) reported to the IRS						
	24,000 000	*23,991.96*	*10/04/11*	*23,993 67*	*-1 71*	*Sale*	
	9,000 000	*8,998 29*	*12/22/11*	*8,999 67*	*-1 38*	*Sale*	
	3,000 000	*2,999.43*	*12/23/11*	*2,999.89*	*-0 46*	*Sale*	
02/06/12	36,000.000	35,989 68	VARIOUS	35,993 23	-3 55	Total of 3 lots	
04/11/12	36,000 000	35,990.03	10/04/11	35,990.50	-0.47	Sale	
	Security total	71,979 71		71,983.73	-4 02		
	Totals:	**101,291.73**		**102,409.89**	**-1,118.16**		

STATEMENT "4C"

1c - LONG-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
AKZO NOBEL NV ADR / CUSIP. 010199305 / Symbol· AKZO Y							
11/28/12	5 000	93.75	11/21/11	73 40	20 35	Sale	
12/04/12	5 000	97 20	11/21/11	73.40	23 80	Sale	
	Security total:	190.95		146 80	44.15		
AB FOODS LTD ADR / CUSIP. 045519402 / Symbol. ASBF Y							
11/29/12	25.000	594.74	11/21/11	423 86	170 88	Sale	
BHP BILLITON PLC-ADR / CUSIP· 05545E209 / Symbol: BBL							
12/04/12	5 000	314 44	11/21/11	282 55	31.89	Sale	
CENTURYLINK INC / CUSIP: 156700106 / Symbol. CTL							
11/28/12	5 000	191.79	11/21/11	186 27	5.52	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions (continued)

2012

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss (These columns are not reported to the IRS)	Additional Information	Notes
CHINA TELECOM ADR / CUSIP· 169426103 / Symbol: CHA							
12/04/12	5 000	275 10	12/01/11	302 52	-27 42	Sale	
CONOCOPHILLIPS / CUSIP. 20825C104 / Symbol. COP							
12/04/12	5 000	283.04	11/21/11	259 91	23 13	Sale	
DETROIT ENERGY CO / CUSIP: 233331107 / Symbol: DTE							
11/28/12	5 000	297 39	11/21/11	252.55	44 84	Sale	
ENI S.P A ADR / CUSIP: 26874R108 / Symbol E							
11/28/12	5 000	232.33	11/21/11	208.62	23 71	Sale	
EAST JAPAN RAIL ADR / CUSIP· 273202101 / Symbol. EJPR Y							
11/28/12	50.000	549.33	11/22/11	515.90	33.43	Sale	
FREEPORT-MCMRN CPPR&GOLD / CUSIP. 35671D857 / Symbol· FCX							
2 tax lots for 12/05/12. Total proceeds (and cost when required) reported to the IRS.							
	20.000	*655 68*	*11/21/11*	*719.65*	*-63 97*	*Sale*	
	5.000	*163 92*	*12/01/11*	*197 28*	*-33.36*	*Sale*	
12/05/12	25.000	819 60	VARIOUS	916 93	-97.33	Total of 2 lots	
JOHNSON & JOHNSON / CUSIP 478160104 / Symbol JNJ							
12/04/12	5 000	349.49	11/21/11	315 59	33 90	Sale	
KON PHILIP ELEC ADR / CUSIP. 500472303 / Symbol. PHG							
12/11/12	30.000	787.09	11/21/11	551 95	235 14	Sale	
MACY'S INC / CUSIP: 55616P104 / Symbol M							
12/04/12	5.000	190.70	11/21/11	151 59	39 11	Sale	
MAGNA INTERNATIONAL INC / CUSIP: 559222401 / Symbol							
12/04/12	5.000	229 39	11/21/11	167 15	62.24	Sale	
MCGRAW-HILL COMPANIES INC / CUSIP. 580645109 / Symbol MHP							
11/27/12	25.000	1,297 02	11/21/11	1,082 44	214 58	Sale	

Bessemer Trust Company N.A. Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
MERCK KGAA ADR / CUSIP 589339100 / Symbol: MKGA Y							
12/12/12	20.000	901 15	11/21/11	625 75	275 40	Sale	
MUNICH RE GROUP ADR / CUSIP: 626188106 / Symbol MURG Y							
12/04/12	25.000	430 24	11/21/11	294.38	135.86	Sale	
NORDEA BK SWEDEN AB ADR / CUSIP 65557A206 / Symbol· NRBA Y							
12/05/12	25.000	231.22	11/21/11	189 90	41 32	Sale	
SSE PLC ADR / CUSIP: 78467K107 / Symbol: SSEZ Y							
11/29/12	10.000	224 70	11/21/11	200 52	24 18	Sale	
12/04/12	5.000	115.20	11/21/11	100 26	14 94	Sale	
Security total:		339 90		300 78	39.12		
SANOFI - ADR / CUSIP 80105N105 / Symbol: SNY							
11/28/12	10 000	444 98	11/21/11	329.51	115.47	Sale	
SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol SNMY Y							
11/29/12	25.000	249.91	11/21/11	208 79	41 12	Sale	
12/12/12	50 000	528 02	11/21/11	417 58	110 44	Sale	
Security total:		777 93		626.37	151.56		
TOKYO GAS LTD ADR / CUSIP: 889115101 / Symbol TKGS Y							
11/28/12	20.000	396.79	11/21/11	345 84	50.95	Sale	
12/04/12	5.000	98 40	11/21/11	86 46	11.94	Sale	
Security total:		495 19		432 30	62.89		
UNITEDHEALTH GROUP INC / CUSIP 91324P102 / Symbol UNH							
12/04/12	5 000	269 74	11/21/11	221.99	47 75	Sale	
WESTERN UNION CO / CUSIP· 959802109 / Symbol. WU							
12/12/12	75 000	990 86	11/21/11	1,220 23	-229 37	Sale	
WHARF HOLDINGS ADR / CUSIP: 962257200 / Symbol. WARF Y							
2 tax lots for 12/12/12. Total proceeds (and cost when required) reported to the IRS.							
	25.000	*382 74*	*11/21/11*	*238.10*	*144.64*	*Sale*	

Bessemer Trust Company N.A. — Account 8G9441

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
					These columns are not reported to the IRS		
WHARF HOLDINGS ADR / CUSIP 962257200 / Symbol: WARF Y (cont'd)							
	50.000	*765.47*	*12/01/11*	*495.50*	*269.97*	*Sale*	
12/12/12	75.000	1,148.21	VARIOUS	733.60	414.61	Total of 2 lots	
ACCENTURE PLC CL A / CUSIP· G1151C101 / Symbol. ACN							
11/27/12	10.000	673 04	11/21/11	546 01	127.03	Sale	
11/28/12	10.000	676 28	11/21/11	546 01	130 27	Sale	
Secunty total:		1,349 32		1,092 02	257 30		
ACE LIMITED / CUSIP. H0023R105 / Symbol: ACE							
04/13/12	5.000	361 69	04/05/11	331.89	29 80	Sale	
Totals:		**14,342.83**		**12,163.35**	**2,179.48**		

STATEMENT "D"

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
			These columns are not reported to the IRS				
GENERAL ELEC CAP CORP 5 1/4% 10/19/12 / CUSIP: 36962G3K8 / Symbol·							
01/31/12	15,000.000	15,504 30	02/13/08	15,686.85	-182.55	Sale	
JPMORGAN CHASE & CO 3.7% 01/20/15 / CUSIP: 46625HHP8 / Symbol							
08/06/12	5,000 000	5,283.15	03/22/10	5,052.65	230 50	Sale	
MICROSOFT CORP / CUSIP: 594918104 / Symbol. MSFT							
04/13/12	25.000	769 61	08/05/10	634.84	134 77	Sale	
12/04/12	25 000	660 23	08/05/10	634.83	25.40	Sale	
Security total:		1,429 84		1,269 67	160 17		
OW LARGE CAP STRATEGIES FD / CUSIP· 680414109 / Symbol. OWLS X							
01/09/12	583 614	5,200 00	07/07/08	6,180.47	-980 47	Sale	
11/05/12	164 779	1,600 00	07/07/08	1,745.01	-145.01	Sale	
11/29/12	1,315.790	13,000.00	07/07/08	13,934.22	-934.22	Sale	
12/04/12	831 643	8,200 00	07/07/08	8,807 10	-607.10	Sale	

Bessemer Trust Company N.A. — Account 8G9441

Proceeds from Broker and Barter Exchange Transactions (continued)

2012

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
Security total.		28,000 00		30,666 80	-2,666 80		
OW FIXED INCOME FUND / CUSIP. 680414406 / Symbol: OWFI X							
01/09/12	228 828	2,633 81	09/15/10	2,718 48	-84 67	Sale	
3 tax lots for 04/13/12. Total proceeds (and cost when required) reported to the IRS.							
	517.794	*5,985 70*	*04/06/09*	*5,996 05*	*-10.35*	*Sale*	
	10.233	*118 29*	*12/14/09*	*118.50*	*-0 21*	*Sale*	
	510.035	*5,896 01*	*09/15/10*	*6,059 21*	*-163 20*	*Sale*	
04/13/12	1,038 062	12,000 00	VARIOUS	12,173 76	-173.76	Total of 3 lots	
06/19/12	93.671	1,081.90	04/06/09	1,084.71	-2 81	Sale	
2 tax lots for 11/29/12. Total proceeds (and cost when required) reported to the IRS.							
	1,115.651	*13,053 12*	*04/06/09*	*12,919 24*	*133.88*	*Sale*	
	47 826	*559.56*	*04/07/11*	*550 00*	*9.56*	*Sale*	
11/29/12	1,163.477	13,612.68	VARIOUS	13,469.24	143 44	Total of 2 lots	
Security total.		29,328.39		29,446.19	-117.80		
OW GLOBAL SML & MID CAP FD / CUSIP: 680414604 / Symbol: OWSM X							
01/09/12	560.886	7,600.00	10/03/08	5,782 73	1,817.27	Sale	
04/13/12	1,515.151	22,500.00	10/03/08	15,621 21	6,878 79	Sale	
11/29/12	867.245	13,000.00	10/03/08	8,941.30	4,058.70	Sale	
12/04/12	638.298	9,600.00	10/03/08	6,580 85	3,019.15	Sale	
Security total:		52,700.00		36,926 09	15,773 91		
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol OWRR X							
2 tax lots for 01/09/12 Total proceeds (and cost when required) reported to the IRS							
	645 704	*6,192.30*	*05/09/05*	*6,476 41*	*-284.11*	*Sale*	
	396 388	*3,801.36*	*12/16/10*	*4,118 47*	*-317.11*	*Sale*	
01/09/12	1,042.092	9,993 66	VARIOUS	10,594 88	-601.22	Total of 2 lots	
04/13/12	266.241	2,500 00	05/09/05	2,670 40	-170.40	Sale	
08/15/12	1,554.846	14,600 00	05/09/05	15,595.11	-995 11	Sale	
11/05/12	843.882	8,000.00	05/09/05	8,464 14	-464.14	Sale	
11/29/12	526.870	5,000 00	05/09/05	5,284 51	-284 51	Sale	
12/04/12	265.393	2,500 00	05/09/05	2,661 89	-161.89	Sale	
Security total:		42,593 66		45,270 93	-2,677.27		

Bessemer Trust Company N.A. — Account 8G9441

Proceeds from Broker and Barter Exchange Transactions (continued)

2012

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
OW GLOBAL OPPORTUNITIES FD / CUSIP. 680414802 / Symbol. OWGO X							
01/09/12	2,773.723	19,000.00	04/29/08	26,655 47	-7,655.47	Sale	
11/29/12	2,628 121	20,000 00	04/29/08	25,256 24	-5,256 24	Sale	
2 tax lots for 12/06/12. Total proceeds (and cost when required) reported to the IRS							
	275.591	*2,105 52*	*04/29/08*	*2,648 43*	*-542.91*	*Sale*	
	1,818 650	*13,894 48*	*04/29/08*	*17,477 23*	*-3,582.75*	*Sale*	
12/06/12	2,094 241	16,000.00	VARIOUS	20,125 66	-4,125 66	Total of 2 lots	
Security total·		55,000 00		72,037.37	-17,037 37		
PFIZER INC 5.35% 03/15/15 / CUSIP· 717081DA8 / Symbol:							
02/24/12	5,000.000	5,689 75	03/17/09	4,996.79	692.96	Sale	
US TREASURY NOTES 2 3/4% 12/31/17 / CUSIP· 912828PN4 / Symbol							
12/05/12	10,000 000	11,066.80	09/29/11	10,846.88	219 92	Sale	
ACE LIMITED / CUSIP. H0023R105 / Symbol· ACE							
06/20/12	10.000	729 49	06/09/10	497.02	232.47	Sale	
11/28/12	5.000	393.24	06/09/10	248 51	144.73	Sale	
Security total.		1,122 73		745.53	377 20		
Totals:		**247,718.62**		**252,945.75**	**-5,227.13**		