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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

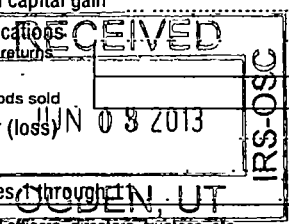
For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ROXE FOUNDATION		A Employer identification number 06-1480884
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVENUE		B Telephone number 212 708-9216
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,553,537. (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	62,446.	62,446.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	68,364.			
b Gross sales price for all assets on line 6a	769,023.			
7 Capital gain net income (from Part IV, line 2)		68,364.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	130,810.	130,810.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	4,934.	0.		4,934.
15 Pension plans, employee benefits	1,806.	0.		1,806.
16a Legal fees				
b Accounting fees	4,127.	0.		4,127.
c Other professional fees	21,500.	7,489.		14,011.
17 Interest				
18 Taxes	1,241.	792.		0.
19 Depreciation and depletion				
20 Occupancy	51,405.	0.		51,405.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	1,216.	0.		1,216.
24 Total operating and administrative expenses. Add lines 13 through 23	86,229.	8,281.		77,499.
25 Contributions, gifts, grants paid	354,488.			354,488.
26 Total expenses and disbursements. Add lines 24 and 25	440,717.	8,281.		431,987.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<309,907.>			
b Net investment income (if negative, enter -0-)		122,529.		
c Adjusted net income (if negative, enter -0-)			N/A	

POSTMARK DATE MAY 21 2012
 Revenue
 Operating and Administrative Expenses
 SCANNED JUN 05 2013



14
19

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		1,522.			
	2	Savings and temporary cash investments		263,297.	140,135.	140,135.	
	3	Accounts receivable	7,182.				
		Less: allowance for doubtful accounts		7,365.	7,182.	7,182.	
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations	STMT 6		729,663.	323,413.	329,274.
	b	Investments - corporate stock	STMT 7		1,566,948.	1,884,254.	2,009,336.
	c	Investments - corporate bonds	STMT 8		236,080.	122,158.	126,767.
11	Investments - land, buildings, and equipment basis						
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 9		642,766.	662,691.	940,843.	
14	Land, buildings, and equipment; basis						
	Less accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			3,447,641.	3,139,833.	3,553,537.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	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 <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			3,447,641.	3,139,833.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30	Total net assets or fund balances			3,447,641.	3,139,833.		
31	Total liabilities and net assets/fund balances			3,447,641.	3,139,833.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,447,641.
2	Enter amount from Part I, line 27a	2	<309,907.>
3	Other increases not included in line 2 (itemize) RECOVERY OF CHARITABLE GRANTS	3	2,099.
4	Add lines 1, 2, and 3	4	3,139,833.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,139,833.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 325,713.		313,700.	12,013.
b 419,032.		386,959.	32,073.
c 24,278.			24,278.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			12,013.
b			32,073.
c			24,278.
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	68,364.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	390,054.	4,093,286.	.095291
2010	416,356.	4,180,677.	.099591
2009	475,617.	4,081,987.	.116516
2008	451,145.	4,789,468.	.094195
2007	446,762.	5,502,841.	.081188

2 Total of line 1, column (d)	2	.486781
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	.097356
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,579,901.
5 Multiply line 4 by line 3	5	348,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,225.
7 Add lines 5 and 6	7	349,750.
8 Enter qualifying distributions from Part XII, line 4	8	431,987.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,225.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,225.
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	1,225.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,763.
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	2,763.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	1,538.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,538. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BESSEMER TRUST COMPANY Telephone no. 212-708-9216 Located at 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 10111
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? 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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH D. ROXE C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE / .CHM 8.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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	3,502,962.
b	Average of monthly cash balances	1b	131,455.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,634,417.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,634,417.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,579,901.
6	Minimum investment return. Enter 5% of line 5	6	178,995.

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	178,995.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,225.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
2c	Add lines 2a and 2b	2c	1,225.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	177,770.
4	Recoveries of amounts treated as qualifying distributions	4	2,099.
5	Add lines 3 and 4	5	179,869.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	179,869.

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	431,987.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	431,987.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,225.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	430,762.

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				179,869.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	146,298.			
b From 2008	452,021.			
c From 2009	476,349.			
d From 2010	420,694.			
e From 2011	391,691.			
f Total of lines 3a through e	1,887,053.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	431,987.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				179,869.
e Remaining amount distributed out of corpus	252,118.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,139,171.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	146,298.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,992,873.			
10 Analysis of line 9:				
a Excess from 2008	452,021.			
b Excess from 2009	476,349.			
c Excess from 2010	420,694.			
d Excess from 2011	391,691.			
e Excess from 2012	252,118.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

JOSEPH D. ROXE
 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:
N/A

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITY	GENERAL	354,488.
Total			▶ 3a	354,488.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal/Total.

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

Table with 2 columns: 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.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Signature of officer or trustee: [Signature] Date: 13 May '13 Title: Chairman

May the IRS discuss this return with the preparer shown below (see instr.?) [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: LAI NGOR YEE Preparer's signature: [Signature] Date: [Blank] Check [] if self-employed PTIN: P00377226 Firm's name: BESSEMER TRUST Firm's EIN: 13-2792165 Firm's address: 630 FIFTH AVENUE NEW YORK, NE 10111 Phone no.: (212) 708-9216

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	20,951.	0.	20,951.
BESSEMER TRUST CAP GAIN DIV	24,278.	24,278.	0.
BESSEMER TRUST DIV	41,495.	0.	41,495.
TOTAL TO FM 990-PF, PART I, LN 4	86,724.	24,278.	62,446.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEE	1,127.	0.		1,127.
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	4,127.	0.		4,127.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,489.	7,489.		0.
ADMINISTRATIVE EXP	14,011.	0.		14,011.
TO FORM 990-PF, PG 1, LN 16C	21,500.	7,489.		14,011.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	792.	792.		0.
FOREIGN TAX WITHHELD IN EXCESS	449.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,241.	792.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC OFFICE EXPENSES	1,216.	0.		1,216.
TO FORM 990-PF, PG 1, LN 23	1,216.	0.		1,216.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		303,712.	308,086.
OTHER INVESTMENTS		X	19,701.	21,188.
TOTAL U.S. GOVERNMENT OBLIGATIONS			303,712.	308,086.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			19,701.	21,188.
TOTAL TO FORM 990-PF, PART II, LINE 10A			323,413.	329,274.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS		1,884,254.	2,009,336.
TOTAL TO FORM 990-PF, PART II, LINE 10B		1,884,254.	2,009,336.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		122,158.	126,767.
TOTAL TO FORM 990-PF, PART II, LINE 10C		122,158.	126,767.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	642,766.	920,435.
INTERNATIONAL BONDS	COST	19,925.	20,408.
TOTAL TO FORM 990-PF, PART II, LINE 13		662,691.	940,843.

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
Alfred E. Smith Memorial Foundation	1011 First Avenue, Suite 1400	New York, NY 10022	1534	09/12/12	\$ 5,000.00
Aging in Place & Gallivant	PO Box 1242	Darien, CT 06820	1469	05/07/12	\$ 1,000.00
Andrew Shaw Memorial Trust	140 West Avenue PO Bo 2315	Darien, CT 06820-0315	1562	11/27/12	\$ 1,000.00
Aston Magna Foundation for Music Inc.	P.O. Box 28	Great Barrington, MA 01230	1485	06/07/12	\$ 1,000.00
Bishop William E. Lori (Discretionary Fund)	238 Jewett Avenue	Bridgeport, CT 06606-2892	1415	01/12/12	\$ 50,000.00
Boston Symphony Orchestra - Symphony Annual Fund	301 Massachusetts Avenue	Boston, MA 02115-4511	1513	08/07/12	\$ 11,800.50
Boston Symphony Orchestra - Opening Night	301 Massachusetts Avenue	Boston, MA 02115-4511	1549	11/12/12	\$ 11,800.50
Boston Symphony Orchestra - Tanglewood - Koussevitzky Society	301 Massachusetts Avenue	Boston, MA 02115-4511	1514	08/07/12	\$ 7,867.00
BSA- CT Yankee Council	800 Connecticut Blvd. , Suite 302	East Hartford, CT 06108	1537	09/17/12	\$ 1,000.00
Cathedral Education Cluster	238 Jewett Avenue	Bridgeport, CT 06606-2892	1457	04/10/12	\$ 3,000.00
Catholic Charities of Chicago (2 of 5)	721 North LaSalle Street	Chicago, IL 60654	1558	11/13/12	\$ 5,000.00
Cato Institute	1000 Massachusetts Avenue NW	Washington, DC 20001	1430	02/20/12	\$ 100.00
Chaminade High School - Development Fund (Torch)	340 Jackson Avenue	Mineola, NY 11501-2441	1464	05/01/12	\$ 10,000.00

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
Clark Art Institute	225 South Street	Williamstown, MA 01267	1497	07/05/12	\$ 10,000.00
Colgate University - Parents' Fund - LER Alumnae Fund	13 Oak Drive	Hamilton, NY 13346-1398	1446	04/02/12	\$ 5,000.00
Connecticut Policy Institute	129 Church St., Suite 521	New Haven, CT 06510	1503	07/18/12	\$ 10,000.00
Darien Historical Society, Inc.	45 Old Kings Highway North	Darien, CT 06820	1574	12/21/12	\$ 250.00
Darien Land Trust	PO Box 1074	Darien, CT 06820	1473	05/15/12	\$ 1,000.00
Darien Library - President's Club	1441 Post Road	Darien, CT 06820	1436	03/01/12	\$ 5,000.00
Diocese of Bridgeport-Bishops' Annual Appeal	238 Jewett Avenue	Bridgeport, CT 06606-2892	1489	06/19/12	\$ 1,000.00
Diocese of Bridgeport - Blessed Gifts Program	238 Jewett Avenue	Bridgeport, CT 06606-2892	1573	12/31/12	\$ 1,000.00
Duke University-Fuqua School of Business-MBA Games	PO Box 90581	Durham, NC 27708-0581	1447	04/02/12	\$ 1,000.00
English-Speaking Union (Greenwich Branch)	PO Box 7744	Greenwich, CT 06836-7744	1502	07/17/12	\$ 100.00
Harvard University - Kennedy School of Government	79 John F. Kennedy Street	Cambridge, MA 02138	1442	03/08/12	\$ 25,000.00

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
Harvard University - Kennedy School of Government David T. Ellwood	124 Mount Auburn Street	Cambridge, MA 02138-5795	1529	08/29/12	\$ 10,000.00
Heritage Foundation	214 Massachusetts Ave NE	Washington DC 20002-4999	1435	02/28/12	\$ 1,000.00
Holy Cross C.C., FL - Monthly	500 Iris Lane	Vero Beach, FL 32963	1410	01/04/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1421	02/02/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1438	03/08/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1449	04/02/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1467	05/02/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1482	06/07/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1495	07/05/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1509	08/01/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1531	09/03/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1538	10/01/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1545	11/06/12	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane	Vero Beach, FL 32963	1563	11/30/12	\$ 100.00
Hospital for Special Care Foundation (Ivan Lendl Sports Camp)	2150 Corbin Avenue	New Britain, CT 06053	1461	04/18/12	\$ 3,000.00

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
Hudson River Museum	511 Warburton Avenue	Yonkers, NY 10701	1420	01/26/12	\$ 1,000.00
Human Rights First (Bill Zabel)	333 Seventh Avenue, 13th floor	New York, NY 10001	1515	08/09/12	\$ 5,000.00
Jacob's Pillow - Dance Festival	358 George Carter Road	Becket, MA 01223	1543	10/15/12	\$ 1,000.00
Kolbe House of Studies	535 Colorado Avenue	Bridgeport, CT 06605	1553	11/12/12	\$ 25,000.00
Lincoln Center Patron Program	150 West 65th Street	New York, NY 10023-6975	1408	01/03/12	\$ 2,500.00
Love For Life Foundation OF Philippine American Physicians of America - Dr. Jesus Yan	7 Johnie Court	Ledyard, CT 06339	1428	02/14/12	\$ 5,000.00
MASS MoCA	1040 MASS MoCA Way	North Adams, MA 01247	1519	08/14/12	\$ 95.00
Metropolitan Museum of Art	1000 Fifth Avenue	New York, NY 10130	1475	05/15/12	\$ 2,000.00
Museum of Fine Arts, Boston-Director's Circle	465 Huntington Avenue	Boston, MA 02115	1470	05/07/12	\$ 30,000.00
Museum of Fine Arts, Boston SMFA Medici	465 Huntington Avenue	Boston, MA 02115	1524	08/22/12	\$ 1,500.00
Naval War College Foundation, Inc. * 2012: (plus \$5000 matching gift from Exxon-Mobil Foundation)	686 Cushing Road	Newport, RI 02841	1557	11/13/12	\$ 5,000.00
New York Medical College -Founders Dinner	Department of Development & Alumni Relations	Valhalla, NY 10595	1459	04/16/12	\$ 6,500.00

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
Newport Historical Society	82 Touro Street	Newport, RI 02840	1526	08/29/12	\$ 125.00
Noroton Heights Fire Department	c/o Darien Fire Department	Darien, CT 06820	1544	11/05/12	\$ 200.00
Noroton Heights Fire Department	c/o Darien Fire Department	Darien, CT 06820	1575	12/31/12	\$ 500.00
Opera Lafayette	10 Fourth Street, NE	Washington, DC 20002	1500	07/05/12	\$ 500.00
Order of Malta, American Association	1011 First Avenue, Rm. 1350	New York, NY10022	1417	01/24/12	\$ 1,500.00
Order of Malta, American Association	1011 First Avenue, Rm. 1350	New York, NY10022	1419	01/25/12	\$ 1,500.00
Order of Malta, American Association	1011 First Avenue, Rm. 1350	New York, NY10022	1560	11/27/12	\$ 100.00
Order of Malta, American Association	1011 First Avenue, Rm. 1350	New York, NY10022	1561	11/27/12	\$ 100.00
Partnership for Strong Communities - Howard Rifkin	227 Lawrence Street	Hartford, CT 06106	1474	05/15/12	\$ 1,000.00
Princeton Class of 1958 Fund, Inc.	Office of Development The Helm Building 330 Alexander Street	Princeton, New Jersey 08540	1554	11/12/12	\$ 1,000.00
Princeton Prospect Foundation - Quadrangle Club	616 Lakeview Terrace	Princeton, NJ 08540	1407	01/03/12	\$ 500.00
Princeton-in-Asia	194 Nassau Street, Suite 212	Princeton, NJ 08542	1498	07/05/12	\$ 28,500.00

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
St. Mary Poor Fund	178 Greenwich Avenue	Greenwich, CT 06830	1454	04/02/12	\$ 4,000.00
St. Thomas More - Women's Circle	374 Middlesex Road	Darien, CT 06820	1548	11/09/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1411	01/04/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1422	02/02/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1439	03/08/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1449	04/02/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1466	05/02/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1483	06/07/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1496	07/05/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1510	08/01/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1532	09/05/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1539	10/01/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1546	11/06/12	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1M./Mo.)	374 Middlesex Road	Darien, CT 06820	1564	11/30/12	\$ 1,000.00
Stamford Symphony	263 Tresser Blvd.	Stamford, CT 06901	1565	12/04/12	\$ 500.00

**THE ROXE FOUNDATION GRANTS
2012 DONATIONS**

<u>ORGANIZATION</u>	<u>ADDRESS</u>	<u>CITY/STATE</u>	<u>CHECK NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
Vero Beach Museum of Art - Chairman's Club Level	3001 Riverside Park Drive	Vero Beach, FL 32963	1528	08/29/12	\$ 6,500.00
VNA and Hospice Foundation	1110 35th Street	Vero Beach, FL 32967	1455	04/02/12	\$ 1,000.00
Urban Arts Partnership - Marcia	21 Howard St, 5th Floor	New York, NY 10013	1432	02/23/12	\$ 500.00
Wee Burn (MacMannis) Scholarship	c/o Wee Burn Country Club P. O. Box 1046	Darien, CT 06820	1499	07/05/12	\$ 500.00
Whitney Museum of American Art	945 Madison Avenue	New York, NY 10131	1456	04/10/12	\$ 250.00
Woods Hole Oceanographic Institution -Capital Pledge (\$100,000 - 2009-13)	c/o James Yoder 266 Woods Hole Road	Woods Hole, MA 02543	1555	11/13/12	\$ 20,000.00
Woods Hole Oceanographic Institution -WHOI/Chaminade Program	c/o James Yoder 266 Woods Hole Road	Woods Hole, MA 02543	1520	08/14/12	\$ 5,000.00
TOTAL					\$ 354,488.00

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXE FOUNDATION I/M ACCOUNT										
CASH AND SHORT TERM										
CASH										
999994	PRINCIPAL CASH		0.000	\$0.00	\$0.000	\$0	0.0%	\$0	\$0	0.0%
999995	INCOME CASH		0.000	\$0.00	\$0.000	\$0	0.0%	\$0	\$0	0.0%
999996	NET CASH		0.000	\$0.00	\$0.000	\$0	0.0%	\$0	\$0	0.0%
Total CASH				\$0	\$0	\$0	0.0%	\$0	\$0	0.0%
CASH EQUIVALENTS										
999990	BESSEMER SWEEP PROGRAM		30,328.500	\$1.00	\$1.000	\$30,328	21.6%	\$0	\$3	0.01%
			109,807.330	\$1.00	\$1.000	\$109,807	78.4%	\$0	\$10	0.01%
Total CASH EQUIVALENTS						\$140,135	100.0%	\$0	\$13	0.01%
Total CASH AND SHORT TERM						\$140,135	100.0%	\$0	\$13	0.01%
FIXED INCOME										
US GOVT AND AGENCY BONDS										
109116	US TREASURY NOTES	12/31/2017	280,000,000	\$108.47	\$110.031	\$303,712	64.7%	\$4,374	\$7,700	2.50%
Total US GOVT AND AGENCY BONDS						\$303,712	64.7%	\$4,374	\$7,700	2.50%
CORPORATE BONDS										
201600	BERKSHIRE HATHAWAY INC	02/11/2015	25,000,000	\$100.09	\$105.276	\$26,319	5.5%	\$1,296	\$800	3.04%
200567	PROCTER & GAMBLE CO	02/15/2015	25,000,000	\$99.58	\$106.172	\$26,543	5.6%	\$1,648	\$875	3.30%
203218	TEXAS INSTRUMENT INC	05/16/2016	15,000,000	\$99.49	\$104.660	\$15,699	3.3%	\$775	\$356	2.27%
203335	JP MORGAN CHASE & CO	07/05/2016	25,000,000	\$105.46	\$105.944	\$26,486	5.6%	\$119	\$787	2.97%
204296	GENERAL ELEC CAP CORP	01/09/2017	30,000,000	\$103.17	\$105.733	\$31,720	6.7%	\$768	\$870	2.74%
Total CORPORATE BONDS						\$122,158	26.6%	\$4,606	\$3,688	2.91%
INTERNATIONAL BONDS										
605434	KFW	02/15/2017	20,000,000	\$99.62	\$102.040	\$20,408	4.3%	\$482	\$250	1.23%
Total INTERNATIONAL BONDS						\$19,925	4.3%	\$482	\$250	1.23%
TAXABLE MUNICIPAL BONDS										

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

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXE FOUNDATION I/M ACCOUNT											
FIXED INCOME											
TAXABLE MUNICIPAL BONDS											
310874	NY ST DORM AUTH ST PIP	03/15/2016	20,000,000	\$98.50	\$19,701	\$105,940	\$21,188	4.4%	\$1,487	\$565	2.67%
Total TAXABLE MUNICIPAL BONDS					\$19,701		\$21,188	4.4%	\$1,487	\$565	2.67%
Total FIXED INCOME					\$465,496		\$476,449	100.0%	\$10,949	\$12,203	2.56%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	40,000	\$187.20	\$7,488	\$191,550	\$7,662	5.2%	\$173	\$136	1.77%
851360	MICROSOFT CORP	594918104	275,000	\$25.39	\$6,983	\$26,709	\$7,345	5.0%	\$361	\$253	3.44%
867793	QUALCOMM INC	747525103	100,000	\$62.40	\$6,240	\$61,850	\$6,185	4.2%	(\$54)	\$100	1.62%
902312	ACCENTURE PLC CL A	G1151C101	105,000	\$55.45	\$5,822	\$66,495	\$6,982	4.7%	\$1,160	\$170	2.43%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	90,000	\$27.50	\$2,475	\$30,411	\$2,737	1.9%	\$261	\$136	4.97%
904587	AVAGO TECHNOLOGIES	Y0486S104	115,000	\$35.31	\$4,061	\$31,643	\$3,639	2.5%	(\$421)	\$78	2.14%
Total INFORMATION TECHNOLOGY					\$33,069		\$34,550	23.4%	\$1,480	\$873	2.53%
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	45,000	\$64.16	\$2,887	\$69,267	\$3,117	2.1%	\$229	\$91	2.92%
886665	WASTE MANAGEMENT INC NEW	94106L109	135,000	\$33.24	\$4,487	\$33,733	\$4,554	3.1%	\$67	\$191	4.19%
Total INDUSTRIALS					\$7,374		\$7,671	5.2%	\$296	\$282	2.01%
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	105,000	\$37.42	\$3,929	\$39,114	\$4,107	2.8%	\$177	\$304	7.40%
Total TELECOM SERVICES					\$3,929		\$4,107	2.8%	\$177	\$304	4.03%
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	105,000	\$43.71	\$4,590	\$46,305	\$4,862	3.3%	\$271	\$84	1.73%
843800	JOHNSON & JOHNSON	478160104	80,000	\$63.46	\$5,077	\$70,100	\$5,608	3.8%	\$530	\$195	3.48%
880100	THERMO FISHER SCIENTIFIC	883556102	115,000	\$57.93	\$6,662	\$63,774	\$7,334	5.0%	\$671	\$69	0.94%
881943	UNITEDHEALTH GROUP INC	91324P102	120,000	\$47.10	\$5,652	\$54,233	\$6,508	4.4%	\$856	\$102	1.57%

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Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXE FOUNDATION I/M ACCOUNT											
LARGE CAP CORE - U.S.											
HEALTH CARE											
888967	ZIMMER HLDGS INC	98956P102	120 000	\$63.19	\$7,583	\$66,658	\$7,999	5.4%	\$415	\$86	1.08%
Total HEALTH CARE					\$29,564		\$32,311	21.9%	\$2,743	\$536	2.17%
FINANCIALS											
817156	CITIGROUP INC	172967424	100,000	\$29.82	\$2,982	\$39,560	\$3,956	2.7%	\$973	\$4	0.10%
986524	ACE LIMITED	H0023R105	80,000	\$49.70	\$3,976	\$79,800	\$6,384	4.3%	\$2,407	\$156	2.44%
Total FINANCIALS					\$6,958		\$10,340	7.0%	\$3,380	\$160	2.77%
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	100,000	\$37.82	\$3,782	\$48,350	\$4,835	3.3%	\$1,052	\$90	1.86%
886461	WALGREEN CO	931422109	225,000	\$36.32	\$8,171	\$37,009	\$8,327	5.6%	\$155	\$247	2.97%
Total CONSUMER STAPLES					\$11,953		\$13,162	8.9%	\$1,207	\$337	2.92%
MATERIALS											
857450	NEWMONT MINING CORP	651639106	65,000	\$59.20	\$3,848	\$46,431	\$3,018	2.0%	(\$830)	\$91	3.02%
Total MATERIALS					\$3,848		\$3,018	2.0%	(\$830)	\$91	2.18%
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	100,000	\$43.54	\$4,354	\$44,090	\$4,409	3.0%	\$54	\$0	0.00%
817591	COACH INC	189754104	95,000	\$55.24	\$5,248	\$55,505	\$5,273	3.6%	\$25	\$114	2.16%
847586	LOWES COS INC	548661107	165,000	\$28.73	\$4,741	\$35,515	\$5,860	4.0%	\$1,118	\$105	1.79%
848064	MACY'S INC	55616P104	165,000	\$34.34	\$5,666	\$39,018	\$6,438	4.4%	\$771	\$132	2.05%
878468	TARGET CORP	87612E106	75,000	\$50.21	\$3,766	\$59,160	\$4,437	3.0%	\$671	\$108	2.43%
Total CONSUMER DISCRETIONARY					\$23,775		\$26,417	17.9%	\$2,639	\$459	1.95%
ENERGY											
819413	CONOCOPHILLIPS	20825C104	80,000	\$53.38	\$4,270	\$57,988	\$4,639	3.1%	\$368	\$211	4.55%
848843	MARATHON OIL CORP	565849106	180,000	\$27.84	\$5,011	\$30,656	\$5,518	3.7%	\$507	\$122	2.21%
Total ENERGY					\$9,281		\$10,157	6.9%	\$875	\$333	3.97%
UTILITIES											

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Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXE FOUNDATION I/M ACCOUNT											
LARGE CAP CORE - U.S.											
UTILITIES											
823500	DETROIT ENERGY CO	233331107	40,000	\$50.50	\$2,020	\$60,050	\$2,402	1.6%	\$381	\$99	4.12%
828398	EXELON CORP	30161N101	120,000	\$41.00	\$4,920	\$29,733	\$3,568	2.4%	(\$1,351)	\$252	7.06%
Total UTILITIES					\$6,940		\$5,970	4.0%	(\$970)	\$351	4.89%
Total LARGE CAP CORE - U.S.					\$136,691		\$147,703	100.0%	\$10,997	\$3,726	2.52%
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	655,000	\$10.13	\$6,636	\$10,756	\$7,045	4.4%	\$409	\$127	1.80%
906092	NIKON CORP PLC UNSPON-ADR	654111202	125,000	\$27.99	\$3,499	\$29,208	\$3,651	2.3%	\$152	\$51	1.40%
914067	EMBRAER SA ADR	29082A107	160,000	\$26.86	\$4,297	\$28,506	\$4,561	2.8%	\$264	\$0	0.00%
Total INDUSTRIALS					\$14,432		\$15,257	9.4%	\$825	\$178	2.01%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	105,000	\$60.46	\$6,348	\$56,848	\$5,969	3.7%	(\$379)	\$103	1.73%
905147	TIM PARTICIPACoes SA ADR	88706P205	190,000	\$27.97	\$5,314	\$19,816	\$3,765	2.3%	(\$1,548)	\$54	1.43%
905422	TELE2 AB ADR	87952P307	375,000	\$9.49	\$3,559	\$9,000	\$3,375	2.1%	(\$184)	\$125	3.70%
956823	VODAFONE GP PLC NEW ADR	92857W209	220,000	\$27.29	\$6,003	\$25,186	\$5,541	3.4%	(\$461)	\$330	5.96%
Total TELECOM SERVICES					\$21,224		\$18,650	11.5%	(\$2,572)	\$612	4.03%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	155,000	\$33.67	\$5,219	\$47,374	\$7,343	4.5%	\$2,124	\$221	3.01%
927371	ITOCHU CORP ADR	465717106	200,000	\$20.84	\$4,169	\$20,980	\$4,196	2.6%	\$26	\$196	4.67%
958901	TEVA PHARM INDS LTD ADR	881624209	165,000	\$41.46	\$6,841	\$37,339	\$6,161	3.8%	(\$680)	\$132	2.14%
Total HEALTH CARE					\$16,229		\$17,700	10.9%	\$1,470	\$549	2.17%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	395,000	\$11.98	\$4,732	\$17,929	\$7,082	4.4%	\$2,349	\$216	3.05%
904004	CHINA CONSTRUCTION ADR	168919108	370,000	\$13.97	\$5,168	\$16,049	\$5,938	3.7%	\$769	\$230	3.87%

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Account Details

Report dated December 31, 2012

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXHE FOUNDATION I/M ACCOUNT											
LARGE CAP CORE - NON U.S.											
FINANCIALS											
905386	SUNCORP GROUP ADR	86723Y100	390,000	\$8.69	\$3,390	\$10,556	\$4,117	2.5%	\$726	\$140	3.40%
905424	NORDEA BK SWEDEN AB ADR	65557A206	430,000	\$7.54	\$3,241	\$9,544	\$4,104	2.5%	\$863	\$118	2.88%
905438	WHARF HOLDINGS ADR	962257200	150,000	\$9.57	\$1,435	\$15,633	\$2,345	1.4%	\$910	\$39	1.66%
914068	ALLIANZ AKTIENGES ADR	018805101	270,000	\$10.30	\$2,781	\$13,815	\$3,730	2.3%	\$948	\$115	3.08%
968662	SUMITOMO MITSUI FIN ADR	86562M209	1,000,000	\$5.84	\$5,842	\$7,340	\$7,340	4.5%	\$1,497	\$227	3.09%
Total FINANCIALS					\$26,589		\$34,656	21.4%	\$8,062	\$1,085	2.77%
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	255,000	\$17.31	\$4,414	\$25,420	\$6,482	4.0%	\$2,068	\$99	1.53%
926008	IMPERIAL TOBACCO LT ADR	453142101	100,000	\$72.71	\$7,271	\$77,140	\$7,714	4.8%	\$442	\$337	4.37%
933964	KON AHOLD ADR	500467402	540,000	\$13.42	\$7,249	\$13,361	\$7,215	4.5%	(\$34)	\$235	3.26%
Total CONSUMER STAPLES					\$18,934		\$21,411	13.2%	\$2,476	\$671	2.92%
MATERIALS											
802483	BARRICK GOLD CORP	067901108	190,000	\$45.85	\$8,712	\$35,005	\$6,651	4.1%	(\$2,060)	\$76	1.14%
901454	AKZO NOBEL NV ADR	010199305	130,000	\$15.69	\$2,040	\$21,854	\$2,841	1.8%	\$801	\$64	2.25%
904977	BHP BILLITON PLC-ADR	05545E209	60,000	\$56.20	\$3,372	\$70,367	\$4,222	2.6%	\$849	\$134	3.17%
Total MATERIALS					\$14,124		\$13,714	8.5%	(\$410)	\$274	2.18%
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	90,000	\$36.08	\$3,247	\$50,011	\$4,501	2.8%	\$1,253	\$129	2.87%
901588	VOLKSWAGEN AG ADR	928662402	70,000	\$32.76	\$2,293	\$45,386	\$3,177	2.0%	\$884	\$41	1.29%
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	100,000	\$37.64	\$3,764	\$39,570	\$3,957	2.4%	\$193	\$113	2.86%
Total CONSUMER DISCRETIONARY					\$9,304		\$11,635	7.2%	\$2,330	\$283	1.95%
ENERGY											
915019	ENI S P A ADR	26874R108	140,000	\$42.06	\$5,889	\$49,136	\$6,879	4.3%	\$990	\$300	4.36%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	60,000	\$107.82	\$6,469	\$114,917	\$6,895	4.3%	\$425	\$254	3.68%

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Account Details

Report dated December 31, 2012

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXHE FOUNDATION I/M ACCOUNT											
LARGE CAP CORE - NON U.S.											
ENERGY											
959209	TOTAL SA ADR	89151E109	145 000	\$51.12	\$7,412	\$52,007	\$7,541	4.7%	\$129	\$363	4.81%
Total ENERGY					\$19,770	\$21,315	13.2%		\$1,544	\$917	3.97%
UTILITIES											
900767	SSE PLC ADR	78467K107	195 000	\$20.30	\$3,958	\$23,046	\$4,494	2.8%	\$536	\$244	5.43%
905429	TOKYO GAS LTD ADR	889115101	160 000	\$17.21	\$2,754	\$18,269	\$2,923	1.8%	\$168	\$59	2.02%
Total UTILITIES					\$6,712	\$7,417	4.6%		\$704	\$303	4.89%
Total LARGE CAP CORE - NON U.S.					\$147,318	\$161,755	100.0%		\$14,429	\$4,872	3.01%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	36,737 219	\$10.17	\$373,472	\$10,020	\$368,106	100.0%	(\$5,365)	\$2,681	0.73%
Total LARGE CAP STRATEGIES FUNDS					\$373,472	\$368,106	100.0%		(\$5,365)	\$2,681	0.73%
Total LARGE CAP STRATEGIES					\$373,472	\$368,106	100.0%		(\$5,365)	\$2,681	0.73%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	24,987 399	\$10.09	\$252,005	\$14,690	\$367,064	100.0%	\$115,058	\$4,097	1.12%
Total GLOBAL SMALL & MID CAP FUNDS					\$252,005	\$367,064	100.0%		\$115,058	\$4,097	1.12%
Total GLOBAL SMALL & MID CAP					\$252,005	\$367,064	100.0%		\$115,058	\$4,097	1.12%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	104,139 782	\$7.13	\$742,405	\$7,560	\$787,296	100.0%	\$44,891	\$24,993	3.17%
Total GLOBAL OPPORTUNITIES FUNDS					\$742,405	\$787,296	100.0%		\$44,891	\$24,993	3.17%
Total GLOBAL OPPORTUNITIES					\$742,405	\$787,296	100.0%		\$44,891	\$24,993	3.17%
REAL RETURN/COMMODITIES											

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Bessemer Trust

Account Details

Report dated December 31, 2012
 Amortized tax cost
 Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE ROXE FOUNDATION I/M ACCOUNT											
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	19,138,360	\$12.14	\$232,363	\$9,270	\$177,412	100.0%	(\$54,951)	\$440	0.25%
Total REAL RETURN FUNDS					\$232,363		\$177,412	100.0%	(\$54,951)	\$440	0.25%
Total REAL RETURN/COMMODITIES					\$232,363		\$177,412	100.0%	(\$54,951)	\$440	0.25%
ALTERNATIVE INVESTMENTS											
HEDGE FUNDS											
085091	5TH AVE TECH GR OFF FD S13	5TGOF1930	155,575	\$2,480.06	\$385,835	\$2,905,345	\$451,999	49.1%	\$66,164	\$0	0.00%
085744	5TH AVE TG OFF FD DC1	5TGOF1997	51,506	\$1,000.00	\$51,506	\$0.000	\$0	0.0%	(\$51,506)	\$0	
087256	5TH AVE TECH GR OFF FD	5TGOF1914	161,149	\$1,274.75	\$205,425	\$2,908,850	\$468,436	50.9%	\$263,010	\$0	0.00%
Total HEDGE FUNDS					\$642,766		\$920,435	100.0%	\$277,668	\$0	0.00%
Total ALTERNATIVE INVESTMENTS					\$642,766		\$920,435	100.0%	\$277,668	\$0	0.00%
Total					\$3,132,651		\$3,546,355		\$413,676	\$53,025	1.50%

Acct receivable 7,182
 Total 3,139,833 3,553,537

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