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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation: **ANNE BOYD LICHTENSTEIN FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **C/O BESSEMER TRUST CO, 630 FIFTH AVE.** Room/suite: **34 FL**

City or town, state, and ZIP code: **NEW YORK, NY 10111**

G Check all that apply:  Initial return  Initial return of a former public charity  Final return  Amended return  Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 1,193,454.** J Accounting method:  Cash  Accrual  Other (specify)

A Employer identification number: **13-6067980**

B Telephone number: **212 708-9216**

C If exemption application is pending, check here

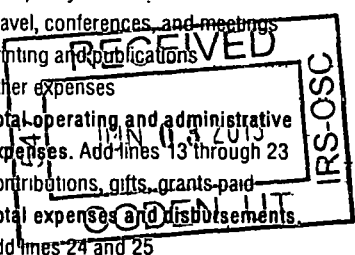
D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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		(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.	4.		STATEMENT 1
4 Dividends and interest from securities		22,110.	22,110.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		23,060.			
b Gross sales price for all assets on line 6a		260,065.			
7 Capital gain net income (from Part IV, line 2)			23,060.		
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		388.	388.		STATEMENT 3
12 Total. Add lines 1 through 11		45,562.	45,562.		
13 Compensation of officers, directors, trustees, etc		2,576.	0.		2,576.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		3,886.	886.		3,000.
17 Interest					
18 Taxes		1,479.	455.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		7,941.	1,341.		5,576.
25 Contributions, gifts, grants paid		80,000.			80,000.
26 Total expenses and disbursements. Add lines 24 and 25		87,941.	1,341.		85,576.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<42,379.>			
b Net investment income (if negative, enter -0-)			44,221.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUN 05 2013



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		97,080.	60,197.	60,197.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock <b>STMT 6</b>		880,822.	952,270.	1,048,239.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 7</b>		120,000.	96,115.	85,018.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ <b>STRATEGIC CURRENCY</b> )		53,059.	0.	0.	
16	<b>Total assets (to be completed by all filers)</b>		<b>1,150,961.</b>	<b>1,108,582.</b>	<b>1,193,454.</b>	
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	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</b>		
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		1,150,961.	1,108,582.	
	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	<b>Total net assets or fund balances</b>		<b>1,150,961.</b>	<b>1,108,582.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>1,150,961.</b>	<b>1,108,582.</b>		

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	1,150,961.
2	Enter amount from Part I, line 27a	2	<42,379.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,108,582.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>1,108,582.</b>

**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 LITIGATIONS	P	VARIOUS	VARIOUS
c NOBLE CORP ADJUSTMENT	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 243,331.		237,005.	6,326.
b 141.			141.
c <14.>			<14.>
d 16,607.			16,607.
e			

(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			6,326.
b			141.
c			<14.>
d			16,607.
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	23,060.
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	84,814.	1,314,124.	.064540
2010	90,444.	1,256,476.	.071982
2009	81,150.	1,147,385.	.070726
2008	83,960.	1,448,684.	.057956
2007	108,238.	1,729,929.	.062568

2 Total of line 1, column (d)	2	.327772
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	.065554
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,192,867.
5 Multiply line 4 by line 3	5	78,197.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	442.
7 Add lines 5 and 6	7	78,639.
8 Enter qualifying distributions from Part XII, line 4	8	85,576.

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	442.
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	442.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	442.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	700.
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	700.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	258.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 258.   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		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?  
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*  
 c Did the foundation file Form 1120-POL for this year?  
 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
 (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.  
 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.  
 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*  
 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*  
 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
 b *If "Yes," has it filed a tax return on Form 990-T for this year?*  
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*  
 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?  
 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.*  
 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶  
 NJ  
 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*  
 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*  
 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶ N/A</b>	13	X	
14	The books are in care of <b>▶ BESSEMER TRUST COMPANY</b> Telephone no. <b>▶ [732] 855-0800</b> Located at <b>▶ 100 WOODBRIDGE CENTER DRIVE, WOODBRIDGE, NJ</b> ZIP+4 <b>▶ 07095-0983</b>			
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 <b>▶ 15</b> <b>N/A</b>			
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 <b>▶</b>	16	Yes	No X

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

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____, _____, _____		
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.) <b>N/A</b>	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. <b>▶</b> _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <b>N/A</b>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?  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.

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

5b		
6b		X
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
JOHN D. DALE, JR. C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	OFFICER & TRUSTEES 4.00	0.	0.	0.
CLARA DALE C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	OFFICER & TRUSTEES 4.00	0.	0.	0.
GORDON A. MILLSPAUGH, JR. C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	OFFICER & TRUSTEES 4.00	2,576.	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	1,107,628.
b	Average of monthly cash balances	1b	103,404.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,211,032.
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	1,211,032.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,192,867.
6	Minimum investment return. Enter 5% of line 5	6	59,643.

**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	59,643.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	442.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	442.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	59,201.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	59,201.
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	59,201.

**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	85,576.
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	85,576.
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	442.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	85,134.

**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				59,201.
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				
b From 2008				
c From 2009				
d From 2010				47,416.
e From 2011				85,383.
f Total of lines 3a through e	132,799.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$				85,576.
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				59,201.
e Remaining amount distributed out of corpus	26,375.			
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	159,174.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	159,174.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				47,416.
d Excess from 2011				85,383.
e Excess from 2012				26,375.

**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				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(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).)  
**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:  
**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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
BOY SCOUTS OF AMERICA 4568 W PINE BLVD ST LOUIS, MO 63108	N/A	EXEMPT	GENERAL PURPOSE	1,500.
CHURCH OF THE HEAVENLY REST 2 EAST 90TH STREET NEW YORK, NY 10128	N/A	EXEMPT	GENERAL PURPOSE	5,000.
EPISCOPAL CHARITIES 1047 AMSTERDAM AVE NEW YORK, NY 10025	N/A	EXEMPT	GENERAL PURPOSE	2,500.
HEALTH CARE CHAPLAINCY 315 E 62ND STREET NEW YORK, NY 10021	N/A	EXEMPT	GENERAL PURPOSE	2,500.
KITTREDGE SCHOOL 601 MAIN ST NORTH ANDOVER, MA 01845	N/A	EXEMPT	GENERAL PURPOSE	2,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>80,000.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>				
				<b>0.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LUNGEVITY FOUNDATION 218 S. WABASH AVE CHICAGO, IL 60604	N/A	EXEMPT	GENERAL PURPOSE	5,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 50 EAST 77TH STREET NEW YORK, NY 10065	N/A	EXEMPT	GENERAL PURPOSE	20,000.
MORGAN LIBRARY 225 MADISON AVE NEW YORK, NY 10016	N/A	EXEMPT	GENERAL PURPOSE	2,500.
PINE CREST SCHOOL 1501 NE 62ND STREET FORT LAUDERDALE, FL 33334	N/A	EXEMPT	GENERAL PURPOSE	5,000.
PRHODE ISLAND SCHOOL OF DESIGN 2 COLLEGE ST PROVIDENCE, RI 02903	N/A	EXEMPT	GENERAL PURPOSE	5,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	N/A	EXEMPT	GENERAL PURPOSE	5,000.
ST. BERNARD'S SCHOOL 4 E 98TH ST NEW YORK, NY 10029	N/A	EXEMPT	GENERAL PURPOSE	2,500.
THE LOWELL FUND 100 MERRIMACK ST LOWELL, MA 01852	N/A	EXEMPT	GENERAL PURPOSE	2,500.
THE NEW YORK SOCIETY LIBRARY 53 EAST 79TH STREET NEW YORK, NY 10075	N/A	EXEMPT	GENERAL PURPOSE	5,000.
THE SALVATION ARMY 436 UNION STREET, 2ND FLOOR HACKENSACK, NJ 07601	N/A	EXEMPT	GENERAL PURPOSE	2,000.
<b>Total from continuation sheets</b>				<b>66,000.</b>





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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

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 [X] No

b If "Yes," complete the following schedule. 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: 5/13/13 Title: President

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: MERILEEN LETZTER Preparer's signature: [Signature] Date: 5/8/13 Check [ ] if self-employed PTIN: P00336359 Firm's name: BESSEMER TRUST COMPANY, N.A. Firm's EIN: 13-2792165 Firm's address: 630 FIFTH AVENUE NEW YORK, NY 10111 Phone no.: 212-708-9100

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BESSEMER TRUST	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	38,717.	16,607.	22,110.
TOTAL TO FM 990-PF, PART I, LN 4	38,717.	16,607.	22,110.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	388.	388.	
TOTAL TO FORM 990-PF, PART I, LINE 11	388.	388.	

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES [BESSEMER TRUST]	886.	886.		0.
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	3,886.	886.		3,000.

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**FORM 990-PF** **TAXES** **STATEMENT** **5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	455.	455.		0.
EXCISE TAX [2011]	70.	0.		0.
ESTIMATED TAX PAYMENT	700.	0.		0.
TAXES W/H IN EXCESS	254.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,479.	455.		0.

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**FORM 990-PF** **CORPORATE STOCK** **STATEMENT** **6**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	952,270.	1,048,239.
TOTAL TO FORM 990-PF, PART II, LINE 10B	952,270.	1,048,239.

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**FORM 990-PF** **OTHER INVESTMENTS** **STATEMENT** **7**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	96,115.	85,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		96,115.	85,018.

# 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
<b>ANNE BOYD LICHTENSTEIN FOUNDATION</b>											
<b>CASH AND SHORT TERM</b>											
<b>CASH</b>											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
<b>Total CASH</b>					<b>\$0</b>		<b>\$0</b>	<b>0.0%</b>	<b>\$0</b>	<b>\$0</b>	
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		40,233.280	\$1.00	\$40,233	\$1,000	\$40,233	66.8%	\$0	\$4	0.01%
<b>Total CASH EQUIVALENTS</b>					<b>\$40,233</b>		<b>\$40,233</b>	<b>66.8%</b>	<b>\$0</b>	<b>\$4</b>	<b>0.01%</b>
<b>T-BILLS &amp; ST DISC AGENCIES</b>											
109465	US TREASURY BILLS	05/02/2013	20,000,000	\$99.82	\$19,964	BOOK	\$19,964	33.2%	\$0	\$0	0.00%
<b>Total T-BILLS &amp; ST DISC AGENCIES</b>					<b>\$19,964</b>		<b>\$19,964</b>	<b>33.2%</b>	<b>\$0</b>	<b>\$0</b>	<b>0.00%</b>
<b>Total CASH AND SHORT TERM</b>					<b>\$60,197</b>		<b>\$60,197</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$4</b>	<b>0.01%</b>
<b>LARGE CAP CORE - U.S.</b>											
<b>INFORMATION TECHNOLOGY</b>											
842450	INTERNATIONAL BUS MACHINES	459200101	30,000	\$189.30	\$5,679	\$191.533	\$5,746	5.6%	\$66	\$102	1.78%
851360	MICROSOFT CORP	594918104	190,000	\$27.05	\$5,140	\$26.705	\$5,074	4.9%	(\$65)	\$174	3.43%
867793	QUALCOMM INC	747525103	70,000	\$62.40	\$4,368	\$61.857	\$4,330	4.2%	(\$38)	\$70	1.62%
902312	ACCENTURE PLC CL A	G1151C101	65,000	\$55.38	\$3,600	\$66.492	\$4,322	4.2%	\$722	\$105	2.43%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	65,000	\$27.51	\$1,788	\$30.415	\$1,977	1.9%	\$189	\$98	4.96%
904587	AVAGO TECHNOLOGIES	Y0486S104	80,000	\$35.21	\$2,817	\$31.650	\$2,532	2.5%	(\$285)	\$54	2.13%
<b>Total INFORMATION TECHNOLOGY</b>					<b>\$23,392</b>		<b>\$23,981</b>	<b>23.3%</b>	<b>\$589</b>	<b>\$603</b>	<b>2.51%</b>
<b>INDUSTRIALS</b>											
833750	GENERAL DYNAMICS CORP	369550108	30,000	\$64.97	\$1,949	\$69.267	\$2,078	2.0%	\$128	\$61	2.94%
886665	WASTE MANAGEMENT INC NEW	94106L109	95,000	\$33.44	\$3,177	\$33.737	\$3,205	3.1%	\$27	\$134	4.18%
<b>Total INDUSTRIALS</b>					<b>\$5,126</b>		<b>\$5,283</b>	<b>5.1%</b>	<b>\$155</b>	<b>\$195</b>	<b>2.00%</b>

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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
<b>LARGE CAP CORE - U.S.</b>											
<b>TELECOM SERVICES</b>											
815785	CENTURYLINK INC	156700106	70,000	\$37.53	\$2,627	\$39.114	\$2,738	2.7%	\$110	\$203	7.41%
<b>Total TELECOM SERVICES</b>					<b>\$2,627</b>		<b>\$2,738</b>	<b>2.7%</b>	<b>\$110</b>	<b>\$203</b>	<b>3.97%</b>
<b>HEALTH CARE</b>											
800258	AETNA INC NEW	00817Y108	80,000	\$43.69	\$3,495	\$46.300	\$3,704	3.6%	\$209	\$64	1.73%
843800	JOHNSON & JOHNSON	478160104	65,000	\$63.94	\$4,156	\$70.092	\$4,556	4.4%	\$399	\$158	3.47%
880100	THERMO FISHER SCIENTIFIC	883556102	75,000	\$57.99	\$4,349	\$63.773	\$4,783	4.6%	\$434	\$45	0.94%
881943	UNITEDHEALTH GROUP INC	91324P102	85,000	\$48.54	\$4,126	\$54.235	\$4,610	4.5%	\$484	\$72	1.56%
888967	ZIMMER HLDGS INC	98956P102	85,000	\$63.38	\$5,387	\$66.659	\$5,666	5.5%	\$278	\$61	1.08%
<b>Total HEALTH CARE</b>					<b>\$21,513</b>		<b>\$23,319</b>	<b>22.7%</b>	<b>\$1,804</b>	<b>\$400</b>	<b>2.29%</b>
<b>FINANCIALS</b>											
817156	CITIGROUP INC	172967424	75,000	\$29.85	\$2,239	\$39.560	\$2,967	2.9%	\$727	\$3	0.10%
986524	ACE LIMITED	H0023R105	60,000	\$51.90	\$3,114	\$79.800	\$4,788	4.7%	\$1,673	\$117	2.44%
<b>Total FINANCIALS</b>					<b>\$5,353</b>		<b>\$7,755</b>	<b>7.5%</b>	<b>\$2,400</b>	<b>\$120</b>	<b>2.76%</b>
<b>CONSUMER STAPLES</b>											
822151	CVS/CAREMARK CORP	126650100	65,000	\$37.82	\$2,458	\$48.338	\$3,142	3.1%	\$683	\$58	1.85%
886461	WALGREEN CO	931422109	145,000	\$36.29	\$5,262	\$37.007	\$5,366	5.2%	\$104	\$159	2.96%
<b>Total CONSUMER STAPLES</b>					<b>\$7,720</b>		<b>\$8,508</b>	<b>8.3%</b>	<b>\$787</b>	<b>\$217</b>	<b>2.94%</b>
<b>MATERIALS</b>											
857450	NEWMONT MINING CORP	651639106	45,000	\$62.16	\$2,797	\$46.422	\$2,089	2.0%	(\$708)	\$63	3.02%
<b>Total MATERIALS</b>					<b>\$2,797</b>		<b>\$2,089</b>	<b>2.0%</b>	<b>(\$708)</b>	<b>\$63</b>	<b>2.22%</b>
<b>CONSUMER DISCRETIONARY</b>											
705591	DOLLAR GENERAL CORP	256677105	75,000	\$43.53	\$3,265	\$44.080	\$3,306	3.2%	\$40	\$0	0.00%
817591	COACH INC	189754104	65,000	\$55.09	\$3,581	\$55.508	\$3,608	3.5%	\$26	\$78	2.16%
847586	LOWES COS INC	548661107	125,000	\$28.91	\$3,614	\$35.520	\$4,440	4.3%	\$825	\$80	1.80%

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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
<b>ANNE BOYD LICHTENSTEIN FOUNDATION</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>CONSUMER DISCRETIONARY</b>											
848064	MACY'S INC	55616P104	100,000	\$34.50	\$3,450	\$39,020	\$3,902	3.8%	\$451	\$80	2.05%
878468	TARGET CORP	87612E106	50,000	\$51.22	\$2,561	\$59,160	\$2,958	2.9%	\$397	\$72	2.43%
<b>Total CONSUMER DISCRETIONARY</b>					<b>\$16,471</b>		<b>\$18,214</b>	<b>17.7%</b>	<b>\$1,739</b>	<b>\$310</b>	<b>1.93%</b>
<b>ENERGY</b>											
819413	CONOCOPHILLIPS	20825C104	55,000	\$53.75	\$2,956	\$57,982	\$3,189	3.1%	\$232	\$145	4.55%
848843	MARATHON OIL CORP	565849106	115,000	\$28.67	\$3,297	\$30,652	\$3,525	3.4%	\$228	\$78	2.21%
<b>Total ENERGY</b>					<b>\$6,253</b>		<b>\$6,714</b>	<b>6.5%</b>	<b>\$460</b>	<b>\$223</b>	<b>4.00%</b>
<b>UTILITIES</b>											
823500	DETROIT ENERGY CO	233331107	30,000	\$50.50	\$1,515	\$60,033	\$1,801	1.7%	\$286	\$74	4.11%
828398	EXELON CORP	30161N101	85,000	\$41.54	\$3,531	\$29,729	\$2,527	2.5%	(\$1,003)	\$178	7.04%
<b>Total UTILITIES</b>					<b>\$5,046</b>		<b>\$4,328</b>	<b>4.2%</b>	<b>(\$717)</b>	<b>\$252</b>	<b>4.95%</b>
<b>Total LARGE CAP CORE - U.S.</b>					<b>\$96,298</b>		<b>\$102,929</b>	<b>100.0%</b>	<b>\$6,619</b>	<b>\$2,586</b>	<b>2.51%</b>
<b>LARGE CAP CORE - NON U.S.</b>											
<b>INDUSTRIALS</b>											
900927	EAST JAPAN RAIL ADR	273202101	475,000	\$10.17	\$4,832	\$10,756	\$5,109	4.4%	\$276	\$92	1.80%
906092	NIKON CORP PLC UNSPON-ADR	654111202	85,000	\$27.40	\$2,329	\$29,212	\$2,483	2.1%	\$153	\$34	1.37%
914067	EMBRAER SA ADR	29082A107	110,000	\$28.06	\$3,087	\$28,509	\$3,136	2.7%	\$48	\$0	0.00%
<b>Total INDUSTRIALS</b>					<b>\$10,248</b>		<b>\$10,728</b>	<b>9.3%</b>	<b>\$477</b>	<b>\$126</b>	<b>2.00%</b>
<b>TELECOM SERVICES</b>											
901909	CHINA TELECOM ADR	169426103	75,000	\$60.47	\$4,535	\$56,840	\$4,263	3.7%	(\$271)	\$73	1.71%
905147	TIM PARTICIPACCOES SA ADR	88706P205	125,000	\$27.89	\$3,486	\$19,816	\$2,477	2.1%	(\$1,008)	\$35	1.41%
905422	TELE2 AB ADR	87952P307	250,000	\$9.57	\$2,393	\$9,000	\$2,250	1.9%	(\$143)	\$83	3.69%
956823	VODAFONE GP PLC NEW ADR	92857W209	145,000	\$27.36	\$3,967	\$25,186	\$3,652	3.2%	(\$314)	\$217	5.94%
<b>Total TELECOM SERVICES</b>					<b>\$14,381</b>		<b>\$12,642</b>	<b>10.9%</b>	<b>(\$1,736)</b>	<b>\$408</b>	<b>3.97%</b>

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Bessemer reporting systems that utilize finalized market prices.

# Bessemer Trust

Report dated December 31, 2012

## Account Details

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
<b>LARGE CAP CORE - NON U.S.</b>											
<b>HEALTH CARE</b>											
907989	SANOFI - ADR	80105N105	115 000	\$34.98	\$4,023	\$47.374	\$5,448	4.7%	\$1,425	\$164	3.01%
927371	ITOCHU CORP ADR	465717106	205,000	\$21.06	\$4,318	\$20.976	\$4,300	3.7%	(\$17)	\$201	4.67%
958901	TEVA PHARM INDS LTD ADR	881624209	115 000	\$41.76	\$4,802	\$37.339	\$4,294	3.7%	(\$508)	\$92	2.14%
<b>Total HEALTH CARE</b>					<b>\$13,143</b>		<b>\$14,042</b>	<b>12.2%</b>	<b>\$900</b>	<b>\$457</b>	<b>2.29%</b>
<b>FINANCIALS</b>											
900901	MUNICH RE GROUP ADR	626188106	275 000	\$12.50	\$3,437	\$17.927	\$4,930	4.3%	\$1,493	\$150	3.04%
904004	CHINA CONSTRUCTION ADR	168919108	275,000	\$14.47	\$3,980	\$16.047	\$4,413	3.8%	\$432	\$171	3.87%
905386	SUNCORP GROUP ADR	86723Y100	275 000	\$8.60	\$2,364	\$10.556	\$2,903	2.5%	\$538	\$98	3.38%
905424	NORDEA BK SWEDEN AB ADR	65557A206	300 000	\$7.49	\$2,248	\$9.543	\$2,863	2.5%	\$615	\$82	2.86%
905438	WHARF HOLDINGS ADR	962257200	100,000	\$9.75	\$975	\$15.630	\$1,563	1.4%	\$588	\$26	1.66%
914068	ALLIANZ AKTIENGES ADR	018805101	200 000	\$10.55	\$2,110	\$13.815	\$2,763	2.4%	\$652	\$85	3.08%
968662	SUMITOMO MITSUI FIN ADR	86562M209	725,000	\$5.98	\$4,332	\$7.339	\$5,321	4.6%	\$988	\$164	3.08%
<b>Total FINANCIALS</b>					<b>\$19,446</b>		<b>\$24,756</b>	<b>21.4%</b>	<b>\$5,306</b>	<b>\$776</b>	<b>2.76%</b>
<b>CONSUMER STAPLES</b>											
900061	AB FOODS LTD ADR	045519402	185 000	\$17.37	\$3,213	\$25.422	\$4,703	4.1%	\$1,489	\$72	1.53%
926008	IMPERIAL TOBACCO LT ADR	453142101	75 000	\$73.45	\$5,509	\$77.133	\$5,785	5.0%	\$276	\$253	4.37%
933964	KON AHOLD ADR	500467402	375 000	\$13.61	\$5,105	\$13.360	\$5,010	4.3%	(\$94)	\$163	3.25%
<b>Total CONSUMER STAPLES</b>					<b>\$13,827</b>		<b>\$15,498</b>	<b>13.4%</b>	<b>\$1,671</b>	<b>\$488</b>	<b>2.94%</b>
<b>MATERIALS</b>											
802483	BARRICK GOLD CORP	067901108	125 000	\$46.54	\$5,818	\$35.008	\$4,376	3.8%	(\$1,441)	\$50	1.14%
901454	AKZO NOBEL NV ADR	010199305	95,000	\$16.41	\$1,559	\$21.853	\$2,076	1.8%	\$517	\$47	2.26%
904977	BHP BILLITON PLC-ADR	05545E209	45,000	\$56.27	\$2,532	\$70.356	\$3,166	2.7%	\$634	\$100	3.16%
<b>Total MATERIALS</b>					<b>\$9,909</b>		<b>\$9,618</b>	<b>8.3%</b>	<b>(\$290)</b>	<b>\$197</b>	<b>2.22%</b>
<b>CONSUMER DISCRETIONARY</b>											

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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
<b>ANNE BOYD LICHTENSTEIN FOUNDATION</b>											
<b>LARGE CAP CORE - NON U.S.</b>											
<b>CONSUMER DISCRETIONARY</b>											
848349	MAGNA INTL INC CL A	559222401	65 000	\$37.83	\$2,459	\$50.015	\$3,251	2.8%	\$791	\$93	2.86%
901588	VOLKSWAGEN AG ADR	928662402	50 000	\$32.74	\$1,637	\$45.380	\$2,269	2.0%	\$631	\$29	1.28%
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	75.000	\$37.64	\$2,823	\$39.573	\$2,968	2.6%	\$145	\$84	2.83%
<b>Total CONSUMER DISCRETIONARY</b>					<b>\$6,919</b>		<b>\$8,488</b>	<b>7.3%</b>	<b>\$1,567</b>	<b>\$206</b>	<b>1.93%</b>
<b>ENERGY</b>											
915019	ENI S.P.A. ADR	26874R108	100.000	\$42.16	\$4,216	\$49.140	\$4,914	4.3%	\$697	\$214	4.35%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	40.000	\$110.68	\$4,427	\$114.900	\$4,596	4.0%	\$169	\$169	3.68%
959209	TOTAL SA ADR	89151E109	100.000	\$51.57	\$5,157	\$52.010	\$5,201	4.5%	\$43	\$250	4.81%
<b>Total ENERGY</b>					<b>\$13,800</b>		<b>\$14,711</b>	<b>12.7%</b>	<b>\$909</b>	<b>\$633</b>	<b>4.00%</b>
<b>UTILITIES</b>											
900767	SSE PLC ADR	78467K107	140 000	\$20.20	\$2,828	\$23.043	\$3,226	2.8%	\$398	\$175	5.42%
905429	TOKYO GAS LTD ADR	889115101	100.000	\$17.81	\$1,781	\$18.270	\$1,827	1.6%	\$45	\$37	2.03%
<b>Total UTILITIES</b>					<b>\$4,609</b>		<b>\$5,053</b>	<b>4.4%</b>	<b>\$443</b>	<b>\$212</b>	<b>4.95%</b>
<b>Total LARGE CAP CORE - NON U.S.</b>					<b>\$106,282</b>		<b>\$115,536</b>	<b>100.0%</b>	<b>\$9,247</b>	<b>\$3,503</b>	<b>3.03%</b>
<b>LARGE CAP STRATEGIES</b>											
<b>LARGE CAP STRATEGIES FUNDS</b>											
943344	OW LARGE CAP STRATEGIES FD	680414109	23,768 889	\$10.46	\$248,563	\$10.020	\$238,164	100.0%	(\$10,399)	\$1,735	0.73%
<b>Total LARGE CAP STRATEGIES FUNDS</b>					<b>\$248,563</b>		<b>\$238,164</b>	<b>100.0%</b>	<b>(\$10,399)</b>	<b>\$1,735</b>	<b>0.73%</b>
<b>Total LARGE CAP STRATEGIES</b>					<b>\$248,563</b>		<b>\$238,164</b>	<b>100.0%</b>	<b>(\$10,399)</b>	<b>\$1,735</b>	<b>0.73%</b>
<b>GLOBAL SMALL &amp; MID CAP</b>											
<b>GLOBAL SMALL &amp; MID CAP FUNDS</b>											
905637	OW GLOBAL SML & MID CAP FD	680414604	18,299,981	\$10.58	\$193,621	\$14.690	\$268,826	100.0%	\$75,205	\$3,001	1.12%
<b>Total GLOBAL SMALL &amp; MID CAP FUNDS</b>					<b>\$193,621</b>		<b>\$268,826</b>	<b>100.0%</b>	<b>\$75,205</b>	<b>\$3,001</b>	<b>1.12%</b>
<b>Total GLOBAL SMALL &amp; MID CAP</b>					<b>\$193,621</b>		<b>\$268,826</b>	<b>100.0%</b>	<b>\$75,205</b>	<b>\$3,001</b>	<b>1.12%</b>

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<b>ANNE BOYD LICHTENSTEIN FOUNDATION</b>											
<b>GLOBAL OPPORTUNITIES</b>											
<b>GLOBAL OPPORTUNITIES FUNDS</b>											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	42,696,396	\$7.20	\$307,506	\$7.560	\$322,784	100.0%	\$15,277	\$10,247	3.17%
<b>Total GLOBAL OPPORTUNITIES FUNDS</b>					<b>\$307,506</b>		<b>\$322,784</b>	<b>100.0%</b>	<b>\$15,277</b>	<b>\$10,247</b>	<b>3.17%</b>
<b>REAL RETURN/COMMODITIES</b>											
<b>REAL RETURN FUNDS</b>											
860093	OW REAL RETURN FUND	680414703	9,171,362	\$10.48	\$96,115	\$9.270	\$85,018	100.0%	(\$11,097)	\$210	0.25%
<b>Total REAL RETURN FUNDS</b>					<b>\$96,115</b>		<b>\$85,018</b>	<b>100.0%</b>	<b>(\$11,097)</b>	<b>\$210</b>	<b>0.25%</b>
<b>Total REAL RETURN/COMMODITIES</b>					<b>\$96,115</b>		<b>\$85,018</b>	<b>100.0%</b>	<b>(\$11,097)</b>	<b>\$210</b>	<b>0.25%</b>
<b>Total</b>					<b>\$1,108,582</b>		<b>\$1,193,454</b>		<b>\$84,852</b>	<b>\$21,286</b>	<b>1.78%</b>

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