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

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 APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST		A Employer identification number 13-6154978
Number and street (or P O box number if mail is not delivered to street address) 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) ▶ \$ 36,862,116. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	2,217,564.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	614.	614.		STATEMENT 1
4 Dividends and interest from securities	319,730.	319,730.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	172,157.			
b Gross sales price for all assets on line 6a	1,825,712.			
7 Capital gain net income (from Part IV, line 2)		172,157.		
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	834.	834.		STATEMENT 3
12 Total. Add lines 1 through 11	2,710,899.	493,335.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	82,779.	51,579.		31,200.
17 Interest				
18 Taxes	49,204.	4,980.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	738.	188.		590.
24 Total operating and administrative expenses. Add lines 13 through 23	132,721.	56,747.		31,790.
25 Contributions, gifts, grants paid	1,546,320.			1,546,320.
26 Total expenses and disbursements. Add lines 24 and 25	1,679,041.	56,747.		1,578,110.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,031,858.			
b Net investment income (if negative, enter -0-)		436,588.		
c Adjusted net income (if negative, enter -0-)			N/A	

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APPLEMAN FOUNDATION, INC.

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C/O BESSEMER TRUST

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			<150.>	<150.>
	2	Savings and temporary cash investments		1,552,254.	410,948.	410,948.
	3	Accounts receivable				
		Less: allowance for doubtful accounts		750.		
	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		1,074,696.		
	b	Investments - corporate stock	STMT 7	2,652,229.	2,918,188.	4,541,641.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 8	15,534,603.	16,098,402.	16,391,057.	
14	Land, buildings, and equipment: basis					
	Less accumulated depreciation					
15	Other assets (describe PARTNERSHIP)		10,755,816.	13,174,725.	15,518,620.	
16	Total assets (to be completed by all filers)		31,570,348.	32,602,113.	36,862,116.	
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		31,570,348.	32,602,113.		
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		31,570,348.	32,602,113.		
31	Total liabilities and net assets/fund balances		31,570,348.	32,602,113.		

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	31,570,348.
2	Enter amount from Part I, line 27a	2	1,031,858.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	32,602,206.
5	Decreases not included in line 2 (itemize) RETURN OF CAP	5	93.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,602,113.

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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 VARIOUS SALES AT BESSEMER TR	P		
b VARIOUS SALES AT BESSEMER TR	P		
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 1,603,809.		1,566,097.	37,712.
b 103,039.		87,458.	15,581.
c 118,864.			118,864.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			37,712.
b			15,581.
c			118,864.
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	172,157.
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	2,059,821.	34,534,850.	.059645
2010	2,206,313.	30,554,062.	.072210
2009	5,207,438.	27,628,780.	.188479
2008	2,937,910.	33,144,822.	.088639
2007	2,709,362.	33,952,427.	.079799

2 Total of line 1, column (d)	2	.488772
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	.097754
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	34,680,472.
5 Multiply line 4 by line 3	5	3,390,155.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,366.
7 Add lines 5 and 6	7	3,394,521.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,578,110.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b		
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	8,732.
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	8,732.
6	Credits/Payments:		
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	30,000.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	30,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	88.
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	21,180.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 21,180. Refunded <input checked="" type="checkbox"/>	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

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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 CO. OF FLORIDA Telephone no. (561) 655-4030 Located at 222 ROYAL PALM WAY, PALM BEACH, FL ZIP+4 33480
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.

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
SEE ATTACHED				
	0.00	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	
3 All other program-related investments. See instructions.	
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	20,153,825.
b	Average of monthly cash balances	1b	1,436,489.
c	Fair market value of all other assets	1c	13,618,287.
d	Total (add lines 1a, b, and c)	1d	35,208,601.
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	35,208,601.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	528,129.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,680,472.
6	Minimum investment return. Enter 5% of line 5	6	1,734,024.

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	1,734,024.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,732.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,732.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,725,292.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,725,292.
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	1,725,292.

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	1,578,110.
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	1,578,110.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,578,110.

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				1,725,292.
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	2,709,362.			
b From 2008	2,937,910.			
c From 2009	5,209,298.			
d From 2010	2,206,313.			
e From 2011	378,778.			
f Total of lines 3a through e	13,441,661.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,578,110.				
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				1,578,110.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))	147,182.			147,182.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,294,479.			
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	2,562,180.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,732,299.			
10 Analysis of line 9:				
a Excess from 2008	2,937,910.			
b Excess from 2009	5,209,298.			
c Excess from 2010	2,206,313.			
d Excess from 2011	378,778.			
e Excess from 2012				

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).)

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:

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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>				
SCHEDULE ATTACHED	NONE	EXEMPT	GENERAL OPERATIONAL	1,546,320.
Total				▶ 3a 1,546,320.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 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. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only section containing fields for Preparer's name (LAI NGOR YEE), Signature (Lai Ngor Yee), Date (11/7/13), Firm's name (BESSEMER TRUST), Firm's EIN (13-2792165), Firm's address (630 FIFTH AVENUE, NEW YORK, NE 10111), and Phone no. ((212) 708-9216).

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

APPLEMAN FOUNDATION, INC.
C/O BESSEMER TRUST

Employer identification number

13-6154978

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST	Employer identification number 13-6154978
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	APPLEMAN CHARITABLE LEAD TRUST BESSEMER TRUST 100 WOODBRIDGE CENTER DRIVE WOODBRIDGE, NJ 07095	\$ <u>2,217,564.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST	Employer identification number 13-6154978
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST	Employer identification number 13-6154978
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

SOURCE	AMOUNT
BESSEMER TRUST	549.
FIRST MANHATTAN	65.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	614.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	365,971.	118,864.	247,107.
FIRST MANHATTAN CO.	72,623.	0.	72,623.
TOTAL TO FM 990-PF, PART I, LN 4	438,594.	118,864.	319,730.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS OIL AND GAS	834.	834.	
TOTAL TO FORM 990-PF, PART I, LINE 11	834.	834.	

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
BESSEMER INVESTMENT FEES LAUREN KATZOWITZ	14,511.	14,511.		0.
CONSULTING FIRST MANHATTAN INVESTMENT ADVISORY FEES	31,200.	0.		31,200.
TO FORM 990-PF, PG 1, LN 16C	82,779.	51,579.		31,200.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6,734.	4,980.		0.
ESTIMATED EXCISE TAX	42,470.	0.		0.
TO FORM 990-PF, PG 1, LN 18	49,204.	4,980.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CT CORPORATION TAX	25.	0.		25.
DELAWARE SECRETARY OF STATE	365.	0.		365.
OTHER EXPENSES	6.	0.		0.
OIL AND GAS EXPENSES	142.	188.		0.
WIRE FEES	200.	0.		200.
TO FORM 990-PF, PG 1, LN 23	738.	188.		590.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DETAIL ATTACHED	2,918,188.	4,541,641.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,918,188.	4,541,641.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON US FUNDS	COST	717,184.	777,444.
MUTUAL FUNDS	COST	15,381,218.	15,613,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,098,402.	16,391,057.

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

<u>DATE</u>	<u>ORGANIZATION</u>	<u>AMOUNT</u>
1/13/2012	FJC Donor Advised Fund New York, NY	\$10,000
1/19/2012	WNYC Radio New York, NY	\$1,000
1/19/2012	Citizens Committee For Children New York, NY	\$2,500
1/19/2012	Music and Poetry Synchronized, Inc. Easthampton, MA	\$15,000
1/19/2012	Green Space New York, NY	\$12,000
1/24/2012	Grand Street Settlement New York, NY	\$40,000
2/3/2012	Planned Parenthood New York, NY	\$5,000
2/8/2012	Island Relief Charity Crystal Lake, IL	\$1,500
2/21/2012	NY Presbyterian Hospital New York, NY	\$60,000
3/7/2012	Riverdale Country School Riverdale, NY	\$70,000
3/21/2012	FJC Donor Advised Funds New York, NY	\$10,000

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

<u>DATE</u>	<u>ORGANIZATION</u>	<u>AMOUNT</u>
3/21/2012	The Urban Assembly New York, NY	\$8,820
3/29/2012	Children's Museum of Manhattan New York, NY	\$25,000
4/3/2012	Hineni Heritage Center New York, NY	\$10,000
4/9/2012	The Third Way Institute Washington, DC	\$50,000
4/10/2012	Eastman School of Music Rochester, NY	\$500
4/10/2012	International Center for Photography New York, NY	\$1,000
4/10/2012	Bogliasco Foundation New York, NY	\$5,000
4/10/2012	Collegiate School New York, NY	\$1,000
4/18/2012	Project Keshet Evanston, IL	\$34,000
4/23/2012	YADDO Saratoga Springs, NY	\$1,200
5/9/2012	The JCC in Manhattan New York, NY	\$45,000

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

<u>DATE</u>	<u>ORGANIZATION</u>	<u>AMOUNT</u>
5/11/2012	Hobart and William Smith Colleges Geneva, NY	\$10,000
5/11/2012	The Mountain School Vershire, VT	\$5,000
5/11/2012	The Whitney Museum New York, NY	\$20,000
5/25/2012	Penn Hillel Philadelphia, PA	\$10,000
5/25/2012	Audax Theatre Group New York, NY	\$40,000
6/8/2012	Trustee of Pennsylvania (Orphan Disease) Philadelphia, PA	\$50,000
6/11/2012	Friends of One Eleuthera Laek in the Hills, IL	\$20,000
6/12/2012	Brooklyn Academy of Music New York, NY	\$2,500
6/15/2012	NYP Weill Cornell New York, NY	\$100,000
6/15/2012	FJC Donor Advised Funds New York, NY	\$13,000
7/13/2012	Ethical Culture Fieldston School New York, NY	\$5,000

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

<u>DATE</u>	<u>ORGANIZATION</u>	<u>AMOUNT</u>
7/16/2012	Congregation Rodeph Sholom New York, NY	\$7,000
7/16/2012	Young Women's Leadership Network Bronx, NY	\$1,500
7/26/2012	The Samaritans New York, NY	\$100,000
8/10/2012	FJC Donor Advised Funds New York, NY	\$7,000
8/22/2012	Museum of Modern Art New York, NY	\$1,000
8/22/2012	Film Society of Lincoln Center New York, NY	\$3,000
9/4/2012	YADDO Saratoga Springs, NY	\$100,000
9/10/2012	CFDA Foundation New York, NY	\$100,000
9/19/2012	Penn Hillel Philadelphia, PA	\$18,000
9/19/2012	YADDO Saratoga Springs, NY	\$1,000
9/24/2012	FJC Donor Advised Funds New York, NY	\$10,000

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

<u>DATE</u>	<u>ORGANIZATION</u>	<u>AMOUNT</u>
10/4/2012	Audax Theatre Group New York, NY	\$10,250
10/4/2012	Make a Wish Foundation New York, NY	\$1,250
10/4/2012	Audax Theatre Group New York, NY	\$10,000
10/9/2012	University of Pennsylvania Philadelphia, PA	\$50,000
10/16/2012	Hineni Heritage Center New York, NY	\$50,000
11/13/2012	Grand Street Settlement New York, NY	\$10,000
11/19/2012	Citizens Committee For Children New York, NY	\$10,000
11/19/2012	Colby College Waterville, ME	\$10,000
11/19/2012	Collegiate School New York, NY	\$6,000
11/23/2012	Project Keshar Evanston, IL	\$50,000
11/23/2012	University of Pennsylvania Philadelphia, PA	\$100,000

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

<u>DATE</u>	<u>ORGANIZATION</u>	<u>AMOUNT</u>
11/23/2012	American Enterprise Institute Washington, DC	\$100,000
11/28/2012	FJC Donor Advised Funds New York, NY	\$12,500
12/11/2012	WNYC Radio New York, NY	\$1,000
12/11/2012	The Whitney Museum New York, NY	\$500
12/11/2012	YADDO Saratoga Springs, NY	\$75,000
12/11/2012	Neighborhood Coalition New York, NY	\$150
12/11/2012	Sarah Lawrence College Bronxville, NY	\$5,000
12/11/2012	The Jewish Museum New York, NY	\$12,000
12/20/2012	The Children's Storefront New York, NY	\$150

Total: \$1,546,320

** All contributions were made to aid and assist the various donees in

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED: 12/31/12

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

DATE

ORGANIZATION

AMOUNT

the function for which they have been granted tax exempt status.

APPLEMAN FOUNDATION, INC.
EIN 13-6154978
TAXABLE YEAR ENDED 12/31/12

SUPPLEMENTAL SCHEDULE OF INFORMATION

Part VIII, Information about Officers, Directors,
Trustees, etc.

Line 1, List of Officers, Trustees and Foundation
Managers and their Compensation

<u>Name & Address</u>	<u>Title</u>	<u>Compensation</u>
Susan Unterberg c/o Bessemer Trust 222 Royal Palm Way Palm Beach, FL 33480	Vice President	None
Jill A. Roberts c/o Bessemer Trust 222 Royal Palm Way Palm Beach, FL 33480	Director	None
David Roberts c/o Bessemer Trust 222 Royal Palm Way Palm Beach, FL 33480	President	None
Ellen Unterberg Celli c/o Bessemer Trust 222 Royal Palm Way Palm Beach, FL 33480	Director	None

Account Summary

	BESSEMER ACCOUNTS		First Manhattan		9Y0239		accounts
	Tax Cost	Market Value	Tax Cost	Market Value	Tax Cost	Market Val	receivable
late cash							
cash	(150)	(150)					(150)
Short Term Investments	270,171	270,171	140,777	140,777			410,948
US Treasury							
Common Stocks	642,930	690,569	2,275,258	3,851,072			2,918,188
Non Us Fund	717,184	777,444					717,184
Bonds							
Mutual Fund	15,381,218	15,613,613					15,381,218
oil and gas wells							
Partnership	13,174,725	15,518,620					13,174,725
Cost of securities	29,916,057		2,275,258				
FMV of securities		32,600,246		3,851,072			
account receivable							
total cost	30,186,078		2,416,035				32,602,113
total fmv		32,870,267	3,991,849				36,862,116

Statement dated December 31, 2012
 INV877 - APPELMAN FOUNDATION

Trade date basis

ACCOUNT HOLDINGS

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			(\$25)					
BESSEMER SWEEP PROGRAM 0.010 %	62,370.310	1.00	62,370	(\$25) 62,370.23.1	23.1		6	0.01
BESSEMER SWEEP PROGRAM 0.010 %	207,826.300	1.00	207,826	207,826.76.9	76.9		20	0.01

Total cash and short term

\$270,170

\$270,170 100.0%

CHECKING

(130)

(130)

Large Cap Core - U.S.

Consumer discretionary

COACH INC (COH)	425	\$55.40	\$23,547	\$23,591	3.4%	\$44	\$510	2.16%
DOLLAR GENERAL CORP (DG)	500	43.12	21,559	22,045	3.2	486		
LOWES COS INC (LOW)	800	29.14	23,310	28,416	4.1	5,106	512	1.80
MACY'S INC (M)	725	34.36	24,912	28,289	4.1	3,377	580	2.05
TARGET CORP (TGT)	375	50.43	18,912	22,188	3.2	3,276	540	2.43
Total consumer discretionary			\$112,240	\$124,529	18.0%	\$12,289	\$2,142	1.72%

Consumer staples

CVS/CAREMARK CORP (CVS)	450	\$37.83	\$17,022	\$21,757	3.2%	\$4,735	\$405	1.86%
WALGREEN CO (WAG)	1,050	36.32	38,131	38,860	5.6	729	1,155	2.97
Total consumer staples			\$55,153	\$60,617	8.8%	\$5,464	\$1,560	2.57%

Energy

CONOCOPHILLIPS (COP)	350	\$54.01	\$18,905	\$20,296	2.9%	\$1,391	\$924	4.55%
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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MAPATHON OIL CORP (MRO)	800	28.81	23,046	30.660	24,528	3.6	1,482	544	2.22
Total energy			\$41,951		\$44,824	6.5%	\$2,873	\$1,468	3.28%
Financials									
ACE LIMITED	375	\$49.70	\$18,637	\$79.800	\$29,925	4.3%	\$11,288	\$735	2.46%
CITIGROUP INC (C)	500	29.75	14,874	39.560	19,780	2.9	4,906	20	0.10
Total financials			\$33,511		\$49,705	7.2%	\$16,194	\$755	1.52%
Health care									
AETNA INC NEW (AET)	500	\$43.43	\$21,716	\$46.310	\$23,155	3.4%	\$1,439	\$400	1.73%
JOHNSON & JOHNSON (JNJ)	440	63.80	28,074	70.100	30,844	4.5	2,770	1,073	3.48
THERMO FISHER SCIENTIFIC (TMO)	500	57.83	28,913	63.780	31,890	4.6	2,977	300	0.94
UNITEDHEALTH GROUP INC (UNH)	575	48.75	28,029	54.240	31,188	4.5	3,159	488	1.57
ZIMMER HLDGS INC (ZMH)	575	63.38	36,445	66.660	38,329	5.6	1,884	414	1.08
Total health care			\$143,177		\$155,406	22.5%	\$12,229	\$2,675	1.72%
Industrials									
GENERAL DYNAMICS CORP (GD)	225	\$65.80	\$14,805	\$69.270	\$15,585	2.3%	\$780	\$459	2.94%
WASTE MANAGEMENT INC NEW (WM)	625	33.50	20,937	33.740	21,087	3.1	150	887	4.21
Total industrials			\$35,742		\$36,672	5.3%	\$930	\$1,346	3.67%
Information technology									
ACCENTURE PLC CL A	425	\$56.01	\$23,804	\$66.500	\$28,262	4.1%	\$4,458	\$688	2.44%
AVAGO TECHNOLOGIES	550	35.17	19,343	31.651	17,407	2.5	(1,936)	374	2.15
INTERNATIONAL BUS MACHINES (IBM)	190	188.43	35,801	191.550	36,394	5.3	593	646	1.77
MICROSOFT CORP (MSFT)	1,300	25.64	33,328	26.710	34,722	5.0	1,394	1,196	3.44

Statement dated December 31, 2012
 INVBT77 - APPELLEMAN FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Information technology - continued									
QUALCOMM INC (QCOM)	475	62.40	29,641	61,860	29,383	4.3	(258)	475	1.62
SEAGATE TECHNOLOGY PLC	425	27.59	11,726	30,420	12,928	1.9	1,202	646	5.00
Total information technology			\$153,643		\$159,096	23.0%	\$5,453	\$4,025	2.53%
Materials									
NEWMONT MINING CORP (NEM)	275	\$60.68	\$16,686	\$46,440	\$12,771	1.9%	(\$3,915)	\$385	3.01%
Telecom services									
CENTURYLINK INC (CTL)	475	\$37.51	\$17,819	\$39,120	\$18,582	2.7%	\$763	\$1,377	7.41%
Utilities									
DETROIT ENERGY CO (DTE)	200	\$50.43	\$10,086	\$60,050	\$12,010	1.7%	\$1,924	\$496	4.13%
EXELON CORP (EXC)	550	41.68	22,922	29,740	16,357	2.4	(6,565)	1,155	7.06
Total utilities			\$33,008		\$28,367	4.1%	(\$4,641)	\$1,651	5.82%
Total large cap core - u.s.			\$642,930		\$690,569	100.0%	(\$47,639)	\$17,384	2.52%
Large Cap Core - Non U.S.									
Consumer discretionary									
DAIHATSU MOTOR CO LTD ADR	500	\$38.91	\$19,455	\$39,577	\$19,788	2.6%	\$333	\$566	2.86%
MAGNA INTL INC CL A	450	38.45	17,302	50,020	22,509	2.9	5,207	648	2.88
VOLKSWAGEN AG ADR	325	32.66	10,616	45,392	14,752	1.9	4,136	193	1.31
Total consumer discretionary			\$47,373		\$57,049	7.3%	\$9,676	\$1,407	2.47%

Statement dated December 31, 2012
 INV777 - APPELMAN FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
AB FOODS LTD ADR	1,250	\$17.30	\$21,625	\$25.423	\$31,778	4.1%	\$10,153	\$488	1.54%
IMPERIAL TOBACCO LT ADR	485	73.47	35,635	77.146	37,415	4.8	1,780	1,636	4.37
KON AHOLD ADR	2,650	13.49	35,756	13.362	35,409	4.6	(347)	1,155	3.26
Total consumer staples			\$93,016		\$104,602	13.5%	\$11,586	\$3,279	3.13%
Energy									
ENIS P A ADR	675	\$42.32	\$28,565	\$49.140	\$33,169	4.3%	\$4,604	\$1,447	4.37%
SINOPEC/CHINA PETE&CHM ADR	275	109.51	30,115	114.920	31,603	4.1	1,488	1,168	3.70
TOTAL SA ADR	700	51.62	36,132	52.010	36,407	4.7	275	1,754	4.82
Total energy			\$94,812		\$101,179	13.0%	\$6,367	\$4,369	4.32%
Financials									
ALLIANZ AKTIENGES ADR	1,300	\$10.57	\$13,745	\$13.817	\$17,962	2.3%	\$4,217	\$557	3.10%
CHINA CONSTRUCTION ADR	1,750	14.36	25,124	16.050	28,087	3.6	2,963	1,092	3.89
MUNICH RE GROUP ADR	1,800	12.07	21,728	17.930	32,274	4.2	10,546	986	3.06
NORDEA BK SWEDEN AB ADR	2,150	7.60	16,331	9.546	20,523	2.6	4,192	593	2.89
SUMITOMO MITSUJI FIN ADR	4,700	5.94	27,908	7.340	34,498	4.4	6,590	1,066	3.09
SUNCORP GROUP ADR	1,700	8.89	15,110	10.558	17,948	2.3	2,838	610	3.40
WHARF HOLDINGS ADR	750	9.55	7,160	15.637	11,727	1.5	4,567	199	1.70
Total financials			\$127,106		\$163,019	21.0%	\$35,913	\$5,103	3.13%
Health care									
TOCHU CORP ADR	1,350	\$20.79	\$28,069	\$20.980	\$28,323	3.6%	\$254	\$1,324	4.68%
SANOFI - ADR	700	34.34	24,039	47.380	33,166	4.3	9,127	1,001	3.02

INVB77 - APPLEMAN FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TEVA PHARM INDS LTD ADR	775	41.68	32,300	37.340	28,938	3.7	(3,362)	623	2.15
Total health care			\$84,408		\$90,427	11.6%	\$6,019	\$2,948	3.26%
Industrials									
EAST JAPAN RAIL ADR	3,250	\$10.19	\$33,112	\$10.756	\$34,957	4.5%	\$1,845	\$630	1.80%
EMBRAER SA ADR	750	28.10	21,077	28.510	21,382	2.8	305		
NIKON CORP PLC UNSPON-ADR	550	28.47	15,661	29.214	16,067	2.1	406	225	1.40
Total industrials			\$69,850		\$72,406	9.3%	\$2,556	\$855	1.18%
Materials									
AKZO NOBEL NV ADR	625	\$16.68	\$10,424	\$21.861	\$13,663	1.8%	\$3,239	\$311	2.28%
BARRICK GOLD CORP	900	46.96	42,260	35.010	31,509	4.1	(10,751)	360	1.14
BHP BILLITON PLC-ADR	300	56.51	16,953	70.370	21,111	2.7	4,158	672	3.18
Total materials			\$69,637		\$66,283	8.5%	(\$3,354)	\$1,343	2.03%
Telecom services									
CHINA TELECOM ADR	520	\$59.55	\$30,966	\$56.850	\$29,582	3.8%	(\$1,404)	\$512	1.73%
TELE2 AB ADR	1,600	9.49	15,190	9.000	14,400	1.9	(790)	534	3.71
TIM PARTICIPACOES SA ADR	900	28.01	25,205	19.820	17,898	2.3	(7,367)	258	1.45
VODAFONE GP PLC NEW ADR	1,050	27.44	28,813	25.190	26,449	3.4	(2,364)	1,575	5.95
Total telecom services			\$100,174		\$88,249	11.4%	(\$11,925)	\$2,879	3.26%
Utilities									
SSE PLC ADR	950	\$20.42	\$19,403	\$23.049	\$21,896	2.8%	\$2,493	\$1,189	5.43%

Statement dated December 31, 2012
 INV877 - APPLEMAN FOUNDATION

Trade date basis

	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOKYO GAS LTD ADR	18.273	12,334	1.6	929	250	2.03
Total utilities		\$34,230	4.4%	\$3,422	\$1,439	4.20%

Total large cap core - non u.s. **\$77,444 100.0%** **\$60,260**

Large Cap Strategies

	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD	\$10.020	\$6,199,524	100.0%	\$392,098	\$45,166	0.73%
BOOK COST		\$6,199,524	100.0%	\$392,098	\$45,166	0.73%

Total large cap strategies **\$6,199,524 100.0%** **\$392,098**

Global Small & Mid Cap

	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD	\$14.690	\$2,043,309	100.0%	\$241,858	\$22,811	1.12%
BOOK COST		\$2,043,309	100.0%	\$241,858	\$22,811	1.12%

Total global small & mid cap **\$2,043,309 100.0%** **\$241,858**

Statement dated December 31, 2012
 INV777 - APPELMAN FOUNDATION

Trade date basis

	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
	\$7.560	\$4,063,443	100.0%	\$229,794	\$128,998	3.17%
		\$4,063,443	100.0%	\$229,794	\$128,998	3.17%

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost
OW GLOBAL OPPORTUNITIES FD BOOK COST 3,833,649	537,492.549	\$7.13	\$3,833,649
Total global opportunities			\$3,833,649

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost
OW REAL RETURN FUND BOOK COST 3,938,692	356,778.580	\$11.04	\$3,938,692
Total real return / commodities			\$3,938,692

Other

Misc. assets (no commission)

	Shares/units	Average tax cost per share/unit	Tax cost
AG PARTNERS SUPERFUND Non managed 1 Shares/units	1	\$6,000,000	\$6,000,000
AG-ADVSRS STRITGC INV LP Non managed 1 Shares/units	1	4,000,192	4,000,192
PCM PARTNERS Non managed 1 Shares/units	1	2,174,543	2,174,543
Overbric Opportunity Fund II LP		1,000,000	1,000,000

overbric Opportunity Fund II LP

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VARIOUS OIL&GAS INTERESTS Held away 1 Shares/units	1	1 00	0	BOOK	1 < 0 1		0		
Total misc. assets (no commission)			\$13,174,725		\$15,518,620	100.0%	\$3,208,878		
Total other			\$13,174,725		\$15,518,620	100.0%	\$3,208,878		
Total value of account			\$36,186,078		\$32,870,247		\$3,549,172	\$246,212	0.77%

FIRST MANHATTAN CO.

MEMBERS NEW YORK STOCK EXCHANGE 437 MADISON AVENUE, NEW YORK, N.Y. 10022

ACCOUNT THE APPLEMAN FOUNDATION, INC C/O BESSEMER TRUST CO PAGE 3

ACCOUNT NO 54Z-005024-1-070 SEQUENCE NO B8499 VALUE AS OF 12/31/2012

Par Value Or Share	Security	Cost		Market		Estimated Annual Income
		Per Unit	Total	Per Unit	Value	
102	LIBERTY VENTURE CORP SER A	40.42	4,123	67.76	6,912	0
2,100	MC GRAW HILL INC	45.21	94,949	54.67	114,807	2,142
2,400	MOODYS CORP COM AVERAGE UNIT	39.90	95,754	50.32	120,768	1,920
1,900	NYSE EURONEXT COM	45.02	85,542	31.54	59,926	2,280
1,800	NORTHERN TRUST CO	39.95	71,907	50.16	90,288	2,160
1,800	***NOVARTIS AG-SPONSORED ADR	51.45	92,609	63.30	113,940	3,791
2,300	OMNICOM GROUP INC	40.43	92,997	49.96	114,908	2,760
1,970	PFIZER INC	17.66	34,790	25.08	49,406	1,891
3,900	TEVA PHARMACEUTICAL INDS ADR LTD	31.14	121,465	37.34	145,626	3,136
2,160	UNITEDHEALTH GROUP INC COM	29.87	64,522	54.24	117,158	1,836
2,700	VIACOM INC - CL B	34.65	93,553	52.74	142,398	2,970
2,600	WEIGHT WATCHERS INTL INC NEW	29.29	76,144	52.36	136,136	1,820
2,100	WESTERN UNION CO	12.87	27,030	13.61	28,581	1,050
	GROUP TOTAL		2,275,258		3,851,072	64,276
	CASH EQUIVALENTS					
2,784	DIVIDENDS RECEIVABLE	1.00				0
	GROUP TOTAL					0
	CASH					
	PRINCIPAL CASH		140,777		140,777	84
	GROUP TOTAL		140,777		140,777	84
	TOTAL LONG		2,416,035		3,991,849	64,360

In instances where valid quotations are not readily available, values are based on independent appraisals or our estimates

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST	Employer identification number (EIN) or 13-6154978
	Number, street, and room or suite no. If a P.O. box, see instructions 630 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BESSEMER TRUST CO. OF FLORIDA

• The books are in the care of **222 ROYAL PALM WAY - PALM BEACH, FL 33480**
Telephone No. **(561)655-4030** FAX No.

• If the organization does not have an office or place of business in the United States, check this box
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**
- For calendar year **2012**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension

ADDITIONAL INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	12,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	30,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date