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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.

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE DJR TRUST-FOUNDATION

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

C/O BESSEMER TRUST, 630 FIFTH AVENUE

Room/suite

3425

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 foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

(Part I, column (d) must be on cash basis.)

► \$ 1,890,185.

A Employer identification number

13-7148229

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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		31,775.		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		4.	4.		STATEMENT 1
4 Dividends and interest from securities		37,412.	37,412.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,550.			
b Gross sales price for all assets on line 6a	279,738.				
7 Capital gain net income (from Part IV, line 2)			6,550.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,331.	218.		STATEMENT 3
12 Total. Add lines 1 through 11		77,072.	44,184.		
13 Compensation of officers, directors, trustees, etc		3,600.	3,240.		360.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 4				
17 Interest		2,875.	0.		2,875.
18 Taxes	RECEIVED STMT 5	622.	622.		0.
19 Depreciation and depletion	IRS-OSC				
20 Occupancy	MAY 2 2013				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	OGDEN, STMT 6	380.	0.		380.
24 Total operating and administrative expenses. Add lines 13 through 23		7,477.	3,862.		3,615.
25 Contributions, gifts, grants paid		93,367.			93,367.
26 Total expenses and disbursements. Add lines 24 and 25		100,844.	3,862.		96,982.
27 Subtract line 26 from line 12:		<23,772.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			40,322.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 23 2013

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012) 7

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		52,469.	69,366.	69,366.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►		1,000.		
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	1,330,038.	1,361,943.	1,368,822.
	c Investments - corporate bonds	STMT 8	445,799.	447,358.	451,997.
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other		73,552.		
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,902,858.	1,878,667.	1,890,185.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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.	
	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				
Net Assets or Fund Balances	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		1,902,858.	1,878,667.	
	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		1,902,858.	1,878,667.	
	31 Total liabilities and net assets/fund balances		1,902,858.	1,878,667.	

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	1,902,858.
2 Enter amount from Part I, line 27a	2	<23,772. >
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,879,086.
5 Decreases not included in line 2 (itemize) ► COMMON TRUST FUND ADJUSTMENT	5	419.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,878,667.

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.)
a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
c CAPITAL GAIN DIVIDENDS				
d 1661 UNITS BTN CTF LARGE CAP CORE FD		P	VARIOUS	VARIOUS
e BTN CTF LARGE CAP CORE FD FLOWTHROUGH GAINS		P	VARIOUS	VARIOUS
(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 46,383.		46,662.	<279. >	
b 105,870.		103,238.	2,632.	
c 19,515.			19,515.	
d 100,000.		123,288.	<23,288. >	
e 7,970.			7,970.	
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))	
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any		
a			<279. >	
b			2,632.	
c			19,515.	
d			<23,288. >	
e			7,970.	
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	6,550.
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	89,483.	1,930,424.	.046354
2010	78,469.	1,845,038.	.042530
2009	108,973.	1,710,620.	.063704
2008	115,758.	2,077,141.	.055729
2007	102,447.	2,356,283.	.043478

2 Total of line 1, column (d)

2 .251795

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 .050359

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 1,817,777.

5 Multiply line 4 by line 3

5 91,541.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 403.

7 Add lines 5 and 6

7 91,944.

8 Enter qualifying distributions from Part XII, line 4

8 96,982.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 1,200.

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 1,200.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

797.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

797. Refunded ►

11

0.

Part VII-A Statements Regarding Activities

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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

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.

2 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

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:

N/A

• By language in the governing instrument, or

6 X

• 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 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV.

8b X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

NY

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*

10 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>BESSEMER TRUST</u> Located at ► <u>630 FIFTH AVENUE, NEW YORK, NY</u>	Telephone no. ► <u>(212) 708-9216</u> ZIP+4 ► <u>10111</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> ► <u>N/A</u>
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 ►	► <u>16</u> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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.

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	<input 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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 ►	► <u>1b</u>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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?	► <u>1c</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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)): 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 ►	► <u>2b</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	► <u>2b</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	► <u>3a</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	► <u>3b</u>	<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.)	► <u>4a</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	► <u>4b</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	► <u>4b</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
 Yes No
 (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
 Yes No
 (3) Provide a grant to an individual for travel, study, or other similar purposes?
 Yes No
 (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
 Yes No
 (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A



5b



c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No



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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3	►	0.

Form 990-PF (2012)

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	1,798,008.
b Average of monthly cash balances	1b	47,451.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,845,459.
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	1,845,459.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,682.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,817,777.
6 Minimum investment return. Enter 5% of line 5	6	90,889.

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	90,889.
2a Tax on investment income for 2012 from Part VI, line 5	2a	403.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	403.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	90,486.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	90,486.
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	90,486.

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	96,982.
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	96,982.
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	403.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,579.

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				90,486.
2 Undistributed income, if any, as of the end of 2012			92,367.	
a Enter amount for 2011 only				
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				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 96,982.			92,367.	
a Applied to 2011, but not more than line 2a				
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				4,615.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				85,871.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

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

6 Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN RED CROSS 2025 E ST WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL	6,000.
ANN RICHARDS SCHOOL 2206 PRATHER LANE AUSTIN, TX 78704	NONE	PUBLIC CHARITY	GENERAL	1,000.
ANTI DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PUBLIC CHARITY	GENERAL	2,500.
AUSTIN VOICES FOR EDUCATION AND YOUTH 6633 HIGHWAY 290 EAST, STE 307 AUSTIN, TX 78723	NONE	PUBLIC CHARITY	GENERAL	1,000.
COLUMBIA UNIVERSITY 622 WEST 113 STREET NEW YORK, NY 10025	NONE	PUBLIC CHARITY	GENERAL	2,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 93,367.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4.	
5 Net rental income or (loss) from real estate:			14	37,412.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	218.	
8 Gain or (loss) from sales of assets other than inventory			18	6,550.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a EXCISE TAX REFUND			01	1,113.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		45,297.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	45,297.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
▼	N/A

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

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

2012

Name of the organization

Employer identification number

THE DJR TRUST-FOUNDATION**13-7148229**

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

THE DJR TRUST-FOUNDATION

Employer identification number

13-7148229

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	<u>JEAN RATHER CLAT</u> <u>BESSEMER TRUST, 630 FIFTH AVE</u> <u>NEW YORK, NY 10111</u>	\$ <u>31,775.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DETECTIVE ENDOWMENT ASSOCIATION - WIDOW'S AND CHILDREN FUND 26 THOMAS STREET NEW YORK, NY 10007	NONE	PUBLIC CHARITY	GENERAL	2,500.
FEALGOOD FOUNDATION 144 SHENANDOAH BLVD NESCONSET, NY 11767	NONE	PUBLIC CHARITY	GENERAL	3,000.
FRIENDS OF THE LOST PINES PO BOX 1714 BASTROP, TX 78602	NONE	PUBLIC CHARITY	GENERAL	5,000.
FRIENDS SEMINARY 222 EAST 16TH STREET NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL	10,000.
HEADLINERS FOUNDATION OF TEXAS PO BOX 97 AUSTIN, TX 78767	NONE	PUBLIC CHARITY	GENERAL	2,000.
HEIFER INTERNATIONAL PO BOX 6021 ALBERT LEA, MN 56007-6621	NONE	PUBLIC CHARITY	GENERAL	120.
LIVINGSTON MANOR AMBULANCE PO BOX 1 LIVINGSTON MANOR, NY 12758	NONE	PUBLIC CHARITY	GENERAL	500.
LOVE ELEMENTARY SCHOOL 1120 WEST 13 STREET HOUSTON, TX 77008	NONE	PUBLIC CHARITY	GENERAL	250.
OPEN SPACE INSTITUTE 1350 BROADWAY RM 201 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL	500.
PECAN SPRINGS ELEMENTARY SCHOOL PTA 3100 ROGGE LANE AUSTIN, TX 78723	NONE	PUBLIC CHARITY	GENERAL	1,500.
Total from continuation sheets				80,367.

THE DJR TRUST-FOUNDATION

13-7148229

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PEOPLE'S COMMUNITY CLINIC 2909 NORTH IH-35 AUSTIN, TX 78722	NONE	PUBLIC CHARITY	GENERAL	1,000.
REDEEMER LUTHERAN SCHOOL PO BOX 12006 DALLAS, TX 75225	NONE	PUBLIC CHARITY	GENERAL	6,000.
SALVATION ARMY OF GREATER NY 120 W 14TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL	1,247.
ST. JAMES EPISCOPAL CHURCH 1205 W. FRANKLIN ST. RICHMOND, VA 23220	NONE	PUBLIC CHARITY	GENERAL	6,000.
SUSTAINABLE FOOD CENTER 1106 CLAYTON LN, STE 480W AUSTIN, TX 78723	NONE	PUBLIC CHARITY	GENERAL	6,500.
THE CHOLANGIOPANCREATIC FOUNDATION 5526 WEST 13400 SOUTH, #510 SALT LAKE CITY, UT 84096	NONE	PUBLIC CHARITY	GENERAL	3,000.
THE POYNTER INSTITUTE 801 3RD STREET SOUTH ST. PETERSBURG, FL 33701	NONE	PUBLIC CHARITY	GENERAL	2,000.
THE REPORTERS COMMITTEE FOR FREEDOM OF THE PRESS 1101 WILSON BLVD STE 1100 ARLINGTON, VA 22209	NONE	PUBLIC CHARITY	GENERAL	500.
THE STUDIO IN A SCHOOL 410 WEST 59 STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL	3,500.
THE TEXAS TRIBUNE 823 CONGRESS AVE, STE 210 AUSTIN, TX 78701	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets.				

THE DJR TRUST-FOUNDATION

13-7148229

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7727 AUSTIN, TX 78713	NONE	PUBLIC CHARITY	GENERAL	500.
TROUT UNLIMITED 1300 N. 17TH, SUITE 500 ARLINGTON, VA 22209	NONE	PUBLIC CHARITY	GENERAL	3,750.
UNIVERSITY OF TEXAS PRESS 2100 COMAL AUSTIN, TX 78722	NONE	PUBLIC CHARITY	GENERAL	5,000.
WHARTON COUNTY HISTORICAL MUSEUM 3615 NORTH RICHMOND ROAD WHARTON, TX 77488	NONE	PUBLIC CHARITY	GENERAL	5,000.
WOUNDED WARRIOR PROJECT 7020 A.C. SKINNER PKWY SUITE 100 JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	GENERAL	3,750.
ZACH THEATRE 1510 TOOMEY ROAD AUSTIN, TX 78704	NONE	PUBLIC CHARITY	GENERAL	6,250.
Total from continuation sheets				

223631
05-01-12

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	37,412.	0.	37,412.
TOTAL TO FM 990-PF, PART I, LN 4	37,412.	0.	37,412.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY EXCISE TAX REFUND	218. 1,113.	218. 0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,331.	218.	

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
FINANCIAL SERVICES FEES	2,875.	0.		2,875.
TO FORM 990-PF, PG 1, LN 16C	2,875.	0.		2,875.

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 PAID	622.	622.		0.
TO FORM 990-PF, PG 1, LN 18	622.	622.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS CHAR500 ANNUAL FILING FEE	250.	0.		250.
NY LAW JOURNAL	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	380.	0.		380.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,244,255.	1,259,725.
SEE ATTACHED	117,688.	109,097.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,361,943.	1,368,822.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	447,358.	451,997.
TOTAL TO FORM 990-PF, PART II, LINE 10C	447,358.	451,997.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

DAN I. RATHER
JEAN G. RATHER

Bessemer Trust

Account Summary

Report dated December 31, 2012

Amortized tax cost
Trade date basis

Page 1 of 3

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION # 2							
CASH AND SHORT TERM	\$41,500	\$41,500	100.0%	\$0	0.0%	\$4	0.01%
Total	\$41,500	\$41,500	100.0%	\$0	0.0%	\$4	0.01%

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

Report run on Apr 15, 2013 by SHAHP
Version 10 1.3

Bessemer Trust

Account Analysis

Report dated December 31, 2012

Amortized tax cost
Trade date basis

Page 2 of 3

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
CASH AND SHORT TERM						
CASH	\$0	\$0	0.0%	0.0%	\$0	\$0
CASH EQUIVALENTS	\$41,500	\$41,500	100.0%	100.0%	\$4	0.01%
Total CASH AND SHORT TERM	\$41,500	\$41,500	100.0%	100.0%	\$4	0.01%
Total	\$41,500	\$41,500		100.0%	\$4	0.01%

THE DJR TRUST-FOUNDATION # 2

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Bessemer Trust

Account Details

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

Page 3 of 3

THE DJR TRUST-FOUNDATION # 2

CASH AND SHORT TERM

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
CASH											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
Total CASH					\$0		\$0	0.0%	\$0	\$0	\$0
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		2.560	\$0.78	\$2	\$0.781	\$2	0.0%	\$0	\$0	\$0.00%
			41,498.560	\$1.00	\$41,498	\$1,000	\$41,498	100.0%	\$0	\$0	\$4 0 01%
Total CASH EQUIVALENTS					\$41,500		\$41,500	100.0%	\$0	\$4	0.01%
Total CASH AND SHORT TERM					\$41,500		\$41,500	100.0%	\$0	\$4	0.01%
Total					\$41,500		\$41,500	100.0%	\$0	\$4	0.01%

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Bessemer reporting systems that utilize finalized market prices.

Bessemer Trust

Account Summary

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

Page 1 of 4

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION							
CASH AND SHORT TERM	\$27,866	\$27,866	1.5%	\$0	0.0%	\$2	0.01%
FIXED INCOME	\$447,358	\$451,997	24.4%	\$4,638	1.0%	\$9,540	2.11%
LARGE CAP CORE - GLOBAL	\$339,650	\$280,262	15.2%	(\$59,388)	(17.5%)	\$7,631	2.72%
LARGE CAP STRATEGIES	\$232,522	\$261,052	14.1%	\$28,529	12.3%	\$1,901	0.73%
GLOBAL SMALL & MID CAP	\$259,534	\$301,175	16.3%	\$41,640	16.0%	\$3,362	1.12%
GLOBAL OPPORTUNITIES	\$412,549	\$417,236	22.6%	\$4,686	1.1%	\$13,245	3.17%
REAL RETURN/COMMODITIES	\$117,688	\$109,097	5.9%	(\$8,591)	(7.3%)	\$270	0.25%
Total	\$1,837,167	\$1,848,685	100.0%	\$11,514	0.6%	\$35,951	1.94%

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

Report run on Apr 24, 2013 by LAGER
Version 10.1.3

Bessemer Trust

Account Analysis

Report dated December 31, 2012

Amortized tax cost
Trade date basis

Page 2 of 4

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION						
CASH AND SHORT TERM						
CASH	\$0	\$0	0.0%	0.0%	\$0	
CASH EQUIVALENTS	\$27,866	\$27,866	100.0%	1.5%	\$2	0.01%
Total CASH AND SHORT TERM	\$27,866	\$27,866	100.0%	1.5%	\$2	0.01%
FIXED INCOME						
BOND FUNDS	\$447,358	\$451,997	100.0%	24.4%	\$9,540	2.11%
Total FIXED INCOME	\$447,358	\$451,997	100.0%	24.4%	\$9,540	2.11%
LARGE CAP CORE - GLOBAL						
LARGE CAP CORE FUNDS	\$339,650	\$280,262	100.0%	15.2%	\$7,631	2.72%
Total LARGE CAP CORE - GLOBAL	\$339,650	\$280,262	100.0%	15.2%	\$7,631	2.72%
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	\$232,522	\$261,052	100.0%	14.1%	\$1,901	0.73%
Total LARGE CAP STRATEGIES	\$232,522	\$261,052	100.0%	14.1%	\$1,901	0.73%
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	\$259,534	\$301,175	100.0%	16.3%	\$3,362	1.12%
Total GLOBAL SMALL & MID CAP	\$259,534	\$301,175	100.0%	16.3%	\$3,362	1.12%
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	\$412,549	\$417,236	100.0%	22.6%	\$13,245	3.17%
Total GLOBAL OPPORTUNITIES	\$412,549	\$417,236	100.0%	22.6%	\$13,245	3.17%
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	\$117,688	\$109,097	100.0%	5.9%	\$270	0.25%
Total REAL RETURN/COMMODITIES	\$117,688	\$109,097	100.0%	5.9%	\$270	0.25%
Total	\$1,837,167	\$1,848,685	100.0%	100.0%	\$35,951	1.94%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
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Bessemer reporting systems that utilize finalized market prices

Report run on Apr 24, 2013 by LAGER
Version 10.1.3

Bessemer Trust

Account Details

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

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	20,502,049	\$12.66	\$259,534	\$14,690	\$301,175	100.0%	\$41,640	\$3,362	1.12%
Total GLOBAL SMALL & MID CAP FUNDS											
Total GLOBAL SMALL & MID CAP											
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	55,189,999	\$7.48	\$412,549	\$7,560	\$417,236	100.0%	\$4,686	\$13,245	3.17%
Total GLOBAL OPPORTUNITIES FUNDS											
Total GLOBAL OPPORTUNITIES											
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	11,768,840	\$10.00	\$117,688	\$9,270	\$109,097	100.0%	(\$8,591)	\$270	0.25%
Total REAL RETURN FUNDS											
Total REAL RETURN/COMMODITIES											
Total											

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

Report run on Apr 24, 2013 by LAGER
Version 10.1.3