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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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE DJR TRUST-FOUNDATION</b>		A Employer identification number <b>13-7148229</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O BESSEMER TRUST, 630 FIFTH AVENUE</b>		B Telephone number <b>(212) 708-9216</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10111</b>		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) <b>\$ 1,890,185.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (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 <b>279,738.</b>					
7 Capital gain net income (from Part IV, line 2)			6,550.		
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		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 <b>STMT 4</b>		2,875.	0.		2,875.
17 Interest					
18 Taxes <b>RECEIVED STMT 5</b>		622.	622.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>OGDEN, STMT 6</b>		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:					
a Excess of revenue over expenses and disbursements		<23,772.>			
b Net investment income (if negative, enter -0-)			40,322.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 23 2013

Operating and Administrative Expenses

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 ▶		1,000.		
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	1,330,038.	1,361,943.	1,368,822.
	c	Investments - corporate bonds	STMT 8	445,799.	447,358.	451,997.
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.	
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		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) ▶ <u>COMMON TRUST FUND ADJUSTMENT</u>	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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
<b>b PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
<b>c CAPITAL GAIN DIVIDENDS</b>			
<b>d 1661 UNITS BTN CTF LARGE CAP CORE FD</b>	P	VARIOUS	VARIOUS
<b>e BTN CTF LARGE CAP CORE FD FLOWTHROUGH GAINS</b>	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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<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 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	96,982.

**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)		1	403.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	403.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	403.
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.	7	1,200.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	797.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 797. Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
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	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 ►	16	Yes	No
			X	

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

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

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	1b	X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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**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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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
DAN I. RATHER	TRUSTEE			
C/O BESSEMER TRUST, 630 FIFTH AVE				
NEW YORK, NY 10111	5.00	0.	0.	0.
JEAN G. RATHER	TRUSTEE			
C/O BESSEMER TRUST, 630 FIFTH AVE				
NEW YORK, NY 10111	5.00	0.	0.	0.
BESSEMER TRUST COMPANY, NA	TRUSTEE			
C/O BESSEMER TRUST, 630 FIFTH AVE				
NEW YORK, NY 10111	10.00	3,600.	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

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,798,008.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	47,451.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,845,459.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,845,459.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	27,682.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,817,777.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	90,889.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	403.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	403.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	90,486.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	90,486.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	90,486.

**Part XIII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	96,982.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	96,982.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	403.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	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				
a Enter amount for 2011 only			92,367.	
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.				
a Applied to 2011, but not more than line 2a			92,367.	
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:	0.			
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 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
<b>a Paid during the year</b>				
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.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>93,367.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**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

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

**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	Employer identification number
<b>THE DJR TRUST-FOUNDATION</b>	<b>13-7148229</b>

**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
<b>1</b>	<b>JEAN RATHER CLAT</b> <b>BESSEMER TRUST, 630 FIFTH AVE</b> <b>NEW YORK, NY 10111</b>	\$ <b>31,775.</b>	Person <input checked="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.)



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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 CHOLANGIOCARCINOMA FOUNDATION 5526 WEST 13400 SOUTH, #510 SALT LAKE CITY, UT 84096	NONE	PUBLIC CHARITY	GENERAL	3,000.
THE POYNTER INSTITUTE 801 3SR 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				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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				

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


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

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


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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.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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

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**FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4**


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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.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES 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 1.3

# Bessemer Trust

## Account Analysis

Report dated December 31, 2012

Page 2 of 3

Amortized tax cost  
Trade date basis

Group and Industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
<b>THE DJR TRUST-FOUNDATION # 2</b>						
<b>CASH AND SHORT TERM</b>						
CASH	\$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%	100.0%	\$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 1 3



# Bessemer Trust

## Account Details

Report dated December 31, 2012

Amortized tax cost  
Trade date basis

Page 3 of 3

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE DJR TRUST-FOUNDATION # 2</b>											
<b>CASH AND SHORT TERM</b>											
<b>CASH</b>											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$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
<b>Total CASH</b>					\$0		\$0	0.0%	\$0	\$0	\$0
<b>CASH EQUIVALENTS</b>											
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	\$4	0.01%
<b>Total CASH EQUIVALENTS</b>					\$41,500		\$41,500	100.0%	\$0	\$4	0.01%
<b>Total CASH AND SHORT TERM</b>					\$41,500		\$41,500	100.0%	\$0	\$4	0.01%
<b>Total</b>					\$41,500		\$41,500		\$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 1 3

# Bessemer Trust

## Account Summary

Report dated December 31, 2012

Page 1 of 4

Amortized tax cost  
Trade date basis

### THE DJR TRUST-FOUNDATION

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
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%
<b>Total</b>	<b>\$1,837,167</b>	<b>\$1,848,685</b>	<b>100.0%</b>	<b>\$11,514</b>	<b>0.6%</b>	<b>\$35,951</b>	<b>1.94%</b>

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 1 3

# Bessemer Trust

## Account Analysis

Report dated December 31, 2012

Page 2 of 4

Amortized tax cost  
Trade date basis

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

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 1 3

# Bessemer Trust

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Report dated December 31, 2012

## Account Details

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE DJR TRUST-FOUNDATION</b>											
<b>CASH AND SHORT TERM</b>											
<b>CASH</b>											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
<b>Total CASH</b>					\$0		\$0	0.0%	\$0	\$0	
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		10,749.630	\$1.00	\$10,749	\$1,000	\$10,749	38.6%	\$0	\$1	0.01%
			17,117.200	\$1.00	\$17,117	\$1,000	\$17,117	61.4%	\$0	\$1	0.01%
<b>Total CASH EQUIVALENTS</b>					\$27,866		\$27,866	100.0%	\$0	\$2	0.01%
<b>Total CASH AND SHORT TERM</b>					\$27,866		\$27,866	100.0%	\$0	\$2	0.01%
<b>FIXED INCOME</b>											
<b>BOND FUNDS</b>											
861017	OW FIXED INCOME FUND	680414406	39,100.121	\$11.44	\$447,358	\$11,560	\$451,997	100.0%	\$4,638	\$9,540	2.11%
<b>Total BOND FUNDS</b>					\$447,358		\$451,997	100.0%	\$4,638	\$9,540	2.11%
<b>Total FIXED INCOME</b>					\$447,358		\$451,997	100.0%	\$4,638	\$9,540	2.11%
<b>LARGE CAP CORE - GLOBAL</b>											
<b>LARGE CAP CORE FUNDS</b>											
812362	BTN CTF LARGE CAP CORE FD		4,498.924	\$75.50	\$339,650	\$62,295	\$280,262	100.0%	(\$59,388)	\$7,631	2.72%
<b>Total LARGE CAP CORE FUNDS</b>					\$339,650		\$280,262	100.0%	(\$59,388)	\$7,631	2.72%
<b>Total LARGE CAP CORE - GLOBAL</b>					\$339,650		\$280,262	100.0%	(\$59,388)	\$7,631	2.72%
<b>LARGE CAP STRATEGIES</b>											
<b>LARGE CAP STRATEGIES FUNDS</b>											
943344	OW LARGE CAP STRATEGIES FD	680414109	26,053.120	\$8.92	\$232,522	\$10,020	\$261,052	100.0%	\$28,529	\$1,901	0.73%
<b>Total LARGE CAP STRATEGIES FUNDS</b>					\$232,522		\$261,052	100.0%	\$28,529	\$1,901	0.73%
<b>Total LARGE CAP STRATEGIES</b>					\$232,522		\$261,052	100.0%	\$28,529	\$1,901	0.73%

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.

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# Bessemer Trust

## Account Details

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Amortized tax cost  
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE DJR TRUST-FOUNDATION</b>											
<b>GLOBAL SMALL &amp; MID CAP</b>											
<b>GLOBAL SMALL &amp; MID CAP FUNDS</b>											
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%
<b>Total GLOBAL SMALL &amp; MID CAP FUNDS</b>					\$259,534		\$301,175	100.0%	\$41,640	\$3,362	1.12%
<b>Total GLOBAL SMALL &amp; MID CAP</b>					\$259,534		\$301,175	100.0%	\$41,640	\$3,362	1.12%
<b>GLOBAL OPPORTUNITIES</b>											
<b>GLOBAL OPPORTUNITIES FUNDS</b>											
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%
<b>Total GLOBAL OPPORTUNITIES FUNDS</b>					\$412,549		\$417,236	100.0%	\$4,686	\$13,245	3.17%
<b>Total GLOBAL OPPORTUNITIES</b>					\$412,549		\$417,236	100.0%	\$4,686	\$13,245	3.17%
<b>REAL RETURN/COMMODITIES</b>											
<b>REAL RETURN FUNDS</b>											
860093	OW REAL RETURN FUND	680414703	11,768.840	\$10.00	\$117,688	\$9.270	\$109,097	100.0%	(\$8,591)	\$270	0.25%
<b>Total REAL RETURN FUNDS</b>					\$117,688		\$109,097	100.0%	(\$8,591)	\$270	0.25%
<b>Total REAL RETURN/COMMODITIES</b>					\$117,688		\$109,097	100.0%	(\$8,591)	\$270	0.25%
<b>Total</b>					\$1,837,167		\$1,848,685		\$11,514	\$35,951	1.94%

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Bessemer reporting systems that utilize finalized market prices

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