Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2012**

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation AMY FALLS AND HARTLEY ROGERS FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

A Employer identification number 20-3997010

Number and street (or P O box number if mail is not delivered to street address) 159 FACTORY POND ROAD | Room/suite

B Telephone number (see instructions) (516) 671-0313

City or town, state, and ZIP code LOCUST VALLEY, NY 11560

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,307,958.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,128.	6,128.		ATCH 1
	4 Dividends and interest from securities	29,444.	29,444.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	135,775.			
	b Gross sales price for all assets on line 6a 1,477,132.				
	7 Capital gain net income (from Part IV, line 2)		135,775.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-569.	-865.		
	12 **Total.** Add lines 1 through 11	170,778.	170,482.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	7,600.	3,800.		3,800.
	c Other professional fees (attach schedule)				
	17 Interest ATCH 5	7,672.	7,672.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	2,563.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	21,811.	21,260.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	39,646.	32,732.		3,800.
	25 Contributions, gifts, grants paid	1,270,142.			1,266,787.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,309,788.	32,732.	0	1,270,587.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,139,010.			
	b **Net investment income** (if negative, enter -0-)		137,750.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			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	306,680.	79,975.	79,975.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	1,672,860.	778,354.	825,732.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	1,392,313.	1,402,251.	1,402,251.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,371,853.	2,260,580.	2,307,958.
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 (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)	1,728.		
	23	Total liabilities (add lines 17 through 22)	1,728.	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,370,125.	2,260,580.	
	30	Total net assets or fund balances (see instructions)	3,370,125.	2,260,580.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,371,853.	2,260,580.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,370,125.
2	Enter amount from Part I, line 27a	2	-1,139,010.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	29,465.
4	Add lines 1, 2, and 3	4	2,260,580.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,260,580.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — **2** — 135,775.

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) (see instructions). If (loss), enter -0- in Part I, line 8 — **3** — 0

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	514,635.	3,665,187.	0.140412
2010	427,822.	3,787,521.	0.112956
2009	429,010.	4,544,833.	0.094395
2008	339,484.	4,014,850.	0.084557
2007	214,819.	4,028,229.	0.053328

2	**Total** of line 1, column (d)	2	0.485648
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	0.097130
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,666,833.
5	Multiply line 4 by line 3	5	259,029.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,378.
7	Add lines 5 and 6	7	260,407.
8	Enter qualifying distributions from Part XII, line 4	8	1,270,587.

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	1	1,378.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,378.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,378.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,235.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,500.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,735.
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	2,357.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,357. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DORIAN A VERGOS & CO LLC Telephone no ▶ 212-307-4800
Located at ▶ 352 SEVENTH AVENUE, SUITE 1501 NEW YORK, NY ZIP+4 ▶ 10001

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
ATCH 12		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	1,212,930.
b	Average of monthly cash balances	1b	93,293.
c	Fair market value of all other assets (see instructions)	1c	1,401,222.
d	**Total** (add lines 1a, b, and c)	1d	2,707,445.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,707,445.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	40,612.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,666,833.
6	**Minimum investment return.** Enter 5% of line 5	6	133,342.

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	133,342.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,378.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,378.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	131,964.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	131,964.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	131,964.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,270,587.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,270,587.
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 (see instructions)	5	1,378.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,269,209.

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				131,964.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 . . . . . . 17,628.				
b	From 2008 . . . . . . 141,089.				
c	From 2009 . . . . . . 207,090.				
d	From 2010 . . . . . . 240,202.				
e	From 2011 . . . . . . 334,562.				
f	Total of lines 3a through e	940,571.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,270,587.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				131,964.
e	Remaining amount distributed out of corpus	1,138,623.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,079,194.			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	17,628.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,061,566.			
10	Analysis of line 9				
a	Excess from 2008 . . . 141,089.				
b	Excess from 2009 . . . 207,090.				
c	Excess from 2010 . . . 240,202.				
d	Excess from 2011 . . . 334,562.				
e	Excess from 2012 . . . 1,138,623.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 13

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
ATCH 14				
Total . . . . ▶ **3a**				1,266,787.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	279.	
4 Dividends and interest from securities			14	35,293.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-865.	
8 Gain or (loss) from sales of assets other than inventory			18	135,774.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a TAX-EXEMPT INCOME				297.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				170,778.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 170,778.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B 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) (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 11-12-2013 | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Dorian A Vergos		11/8/13		P00085651

Firm's name ▶ DORIAN A VERGOS & COMPANY, LLC | Firm's EIN ▶ 13-3965068

Firm's address ▶ 352 7TH AVE - SUITE 1501, NEW YORK, NY 10001 | Phone no 212-307-4800

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					12,110.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
210,562.		209,413.					1,149.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
200,053.		204,455.					-4,402.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
24,760.		20,921.					3,839.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
918,957.		900,346.					18,611.	
		THRU ADAMAS PARTNERS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
14,771.							14,771.	
		THRU ADAMAS PARTNERS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
95,919.							95,919.	
		THRU ADAMAS PARTNERS (SECTION 1256 ST PO PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		2,489.					-2,489.	
		THRU ADAMAS PARTNERS (SECTION 1256 LT PO PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		3,733.					-3,733.	
TOTAL GAIN(LOSS)							135,775.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BESSEMER TRUST - OTHER INTEREST	279.	279.
ADAMAS PARTNERS, L.P. - INTEREST INCOME	5,849.	5,849.
TOTAL	6,128.	6,128.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BESSEMER TRUST - DIVIDENDS	23,911.	23,911.
ADAMAS PARTNERS, LP - DIVIDENDS	5,533.	5,533.
TOTAL	29,444.	29,444.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADAMAS PARTNERS, LP - ORD INCOME	-1,034.	-1,033.
ADAMAS PARTNERS, LP - RENTAL REAL ESTATE	-1,568.	-1,568.
ADAMAS PARTNERS, LP - ROYALTIES	1.	1.
ADAMAS PARTNERS, LP - SECTION 1231 GAIN	4,690.	4,690.
ADAMAS PARTNERS, LP - OTHER PORTFOLIO	841.	841.
ADAMAS PARTNERS, LP - OTHER INCOME/LOSS	-1,437.	-1,437.
FOREIGN CURRENCY GAIN/LOSS	-2,359.	-2,359.
ADAMAS PARTNERS, LP - TAX EXEMPT INT.	297.	
TOTALS	-569.	-865.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	7,600.	3,800.		3,800.
TOTALS	7,600.	3,800.		3,800.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADAMAS PARTNERS LP - INV. INT.	7,672.	7,672.
TOTALS	7,672.	7,672.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ADAMAS PARTNERS LP-FOREIGN TAX	386.
BESSEMER TRUST - FOREIGN TAX	677.
FEDERAL TAXES	1,500.
TOTALS	2,563.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADVISORY FEES (BESSEMER TRUST)	3,063.	3,063.
NY DEPT. OF LAW - FILING FEES	250.	
MISC. EXPENSES	275.	
ADAMAS PARTNERS, LP - SEC. 59	7.	7.
ADAMAS PARTNERS, LP -PORT. DED	13,901.	13,901.
ADAMAS PARTNERS, LP -OTHER DED	4,288.	4,288.
ADAMAS PARTNERS, LP-NONDED EXP	26.	
ADAMAS PARTNERS, LP - SEC 179	1.	1.
TOTALS	21,811.	21,260.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - 8G9947	778,354.	825,732.
TOTALS	778,354.	825,732.

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ABERTIS INFRAESTR ADR / CUSIP 003381100 / Symbol ABRT Y							
04/23/12	45.000	315.44	02/15/12	391.04	-75 60	Sale	
06/12/12	20 000	120 19	02/15/12	165.52	-45 33	Sale	
06/27/12	30 000	182 08	02/15/12	248 28	-66 20	Sale	
2 tax lots for 08/02/12. Total proceeds (and cost when required) reported to the IRS							
	17 250	*101.89*	*11/21/11*	*121.80*	*-19 91*	*Sale*	
	7.750	*45 78*	*02/15/12*	*64 14*	*-18 36*	*Sale*	
08/02/12	25 000	147 67	VARIOUS	185 94	-38 27	Total of 2 lots	
08/03/12	25 000	150 75	11/21/11	176 52	-25 77	Sale	
2 tax lots for 08/06/12. Total proceeds (and cost when required) reported to the IRS							
	36 500	*231 03*	*11/21/11*	*257.71*	*-26 68*	*Sale*	
	52 500	*332 31*	*11/22/11*	*370 54*	*-38 23*	*Sale*	
08/06/12	89 000	563 34	VARIOUS	628.25	-64 91	Total of 2 lots	
	Security total·	1,479.47		1,795 55	-316 08		
AETNA INC NEW / CUSIP 00817Y108 / Symbol: AET							
12/26/12	10 000	465.28	11/01/12	443.24	22 04	Sale	
AJINOMOTO INC ADR / CUSIP 009707100 / Symbol: AJIN Y							
04/23/12	10 000	1,256 67	11/21/11	1,190 03	66 64	Sale	
06/12/12	5 000	679 98	11/21/11	595.02	84 96	Sale	
06/27/12	5.000	679 03	02/16/12	585 99	93 04	Sale	
09/20/12	25 000	374.09	02/16/12	292.99	81 10	Sale	
09/24/12	25 000	383.60	02/16/12	292 99	90 61	Sale	
09/27/12	100 000	1,566 93	02/16/12	1,171.97	394 96	Sale	
	Security total.	4,940 30		4,128.99	811 31		
AKZO NOBEL NV ADR / CUSIP 010199305 / Symbol. AKZO Y							
04/23/12	25 000	444 24	02/15/12	449 44	-5 20	Sale	
06/12/12	10 000	156.19	02/15/12	179 78	-23 59	Sale	
06/27/12	15 000	219 73	02/15/12	269.66	-49 93	Sale	
	Security total	820.16		898 88	-78 72		
ALLIANZ AKTIENGES ADR / CUSIP· 018805101 / Symbol· AZSE Y							
04/23/12	45 000	478.78	02/15/12	521.93	-43 15	Sale	
06/12/12	20 000	176 99	02/15/12	231 97	-54 98	Sale	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ALLIANZ AKTIENGES ADR / CUSIP 018805101 / Symbol· AZSE Y (cont'd)							
06/27/12	30 000	277 48	02/15/12	347.95	-70.47	Sale	
Security total		933.25		1,101 85	-168.60		
AB FOODS LTD ADR / CUSIP: 045519402 / Symbol· ASBF Y							
2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS.							
	50.000	*967.47*	*12/01/11*	*886 10*	*81 37*	*Sale*	
	5.000	*96.75*	*12/02/11*	*87.86*	*8 89*	*Sale*	
04/23/12	55 000	1,064.22	VARIOUS	973.96	90 26	Total of 2 lots	
06/12/12	20.000	373.79	12/02/11	351.45	22 34	Sale	
06/27/12	25 000	489 72	12/02/11	439 31	50 41	Sale	
Security total		1,927 73		1,764 72	163 01		
BHP BILLITON PLC-ADR / CUSIP: 05545E209 / Symbol· BBL							
04/23/12	15 000	915 72	11/21/11	847 67	68 05	Sale	
06/12/12	5 000	276 24	11/21/11	282.55	-6 31	Sale	
06/27/12	5 000	270 09	12/19/11	280 73	-10 64	Sale	
Security total·		1,462 05		1,410 95	51.10		
BARCLAYS PLC ADR / CUSIP 06738E204 / Symbol BCS							
04/23/12	60 000	791 68	02/14/12	880 24	-88 56	Sale	
06/12/12	30 000	350 39	02/14/12	440 12	-89 73	Sale	
2 tax lots for 06/27/12 Total proceeds (and cost when required) reported to the IRS							
	20 000	*245 29*	*11/21/11*	*201 86*	*43 43*	*Sale*	
	10 000	*122 64*	*02/14/12*	*146 70*	*-24 06*	*Sale*	
06/27/12	30 000	367 93	VARIOUS	348 56	19 37	Total of 2 lots	
07/03/12	50 000	529.35	11/21/11	504.66	24 69	Sale	
07/06/12	50 000	510 40	11/21/11	504 66	5 74	Sale	
07/09/12	55 000	558 42	11/21/11	555 13	3 29	Sale	
Security total·		3,108 17		3,233.37	-125.20		
BARRICK GOLD CORP / CUSIP. 067901108 / Symbol:							
04/23/12	40 000	1,559 96	02/03/12	1,956 89	-396 93	Sale	
06/27/12	10.000	366 39	02/03/12	489.22	-122.83	Sale	
12/26/12	20 000	678 78	02/03/12	978.45	-299 67	Sale	
Security total·		2,605.13		3,424 56	-819 43		

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
CVS/CAREMARK CORP / CUSIP 126650100 / Symbol CVS							
03/22/12	15 000	667 18	11/21/11	567 45	99 73	Sale	
06/12/12	10.000	451.78	11/21/11	378.30	73 48	Sale	
06/27/12	10 000	455 18	11/21/11	378 30	76 88	Sale	
	Security total	1,574.14		1,324 05	250 09		
CARNIVAL CORP CL A / CUSIP 143658300 / Symbol CCL							
01/17/12	50 000	1,478.79	11/21/11	1,580 50	-101.71	Sale	
03/22/12	20 000	635 78	11/21/11	632.20	3 58	Sale	
06/12/12	10 000	333 69	11/21/11	316 10	17 59	Sale	
06/27/12	5 000	168.39	11/21/11	158 05	10 34	Sale	
09/26/12	40.000	1,472.75	11/21/11	1,264 40	208 35	Sale	
	Security total.	4,089 40		3,951.25	138 15		
CENTURYLINK INC / CUSIP 156700106 / Symbol CTL							
03/22/12	10 000	392.99	02/14/12	377 70	15 29	Sale	
06/12/12	15 000	560 23	02/14/12	566 56	-6 33	Sale	
06/27/12	15 000	579 73	02/14/12	566 56	13 17	Sale	
11/01/12	10 000	384.02	02/14/12	377.70	6 32	Sale	
	Security total.	1,916.97		1,888 52	28 45		
CHINA CONSTRUCTION ADR / CUSIP· 168919108 / Symbol CICH Y							
2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS.							
	30 000	*450 29*	*12/01/11*	*429 81*	*20 48*	*Sale*	
	50 000	*750 48*	*02/06/12*	*826 34*	*-75 86*	*Sale*	
04/23/12	80 000	1,200 77	VARIOUS	1,256.15	-55 38	Total of 2 lots	
06/12/12	30 000	387.29	12/01/11	429 81	-42 52	Sale	
06/27/12	40 000	532 38	12/01/11	573 07	-40 69	Sale	
	Security total	2,120 44		2,259 03	-138 59		
SINOPEC/CHINA PETE&CHM ADR / CUSIP 16941R108 / Symbol SNP							
04/23/12	10 000	1,042 67	02/15/12	1,192 63	-149 96	Sale	
06/12/12	5 000	456 08	02/15/12	596.31	-140 23	Sale	
06/27/12	10 000	870 68	02/15/12	1,192.63	-321 95	Sale	
	Security total	2,369 43		2,981.57	-612 14		

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
CHINA TELECOM ADR / CUSIP 169426103 / Symbol. CHA							
04/23/12	25 000	1,310 97	12/01/11	1,512 61	-201 64	Sale	
06/12/12	10.000	449 18	12/01/11	605.04	-155.86	Sale	
06/27/12	10 000	435 29	12/01/11	605 05	-169.76	Sale	
Security total		2,195.44		2,722.70	-527.26		
CITIGROUP INC / CUSIP 172967424 / Symbol· C							
11/15/12	20 000	708 59	08/29/12	599.21	109 38	Sale	
12/26/12	10 000	393 89	08/20/12	298.28	95 61	Sale	
Security total·		1,102 48		897.49	204 99		
COACH INC / CUSIP 189754104 / Symbol COH							
12/26/12	10 000	570 88	08/29/12	562 90	7 98	Sale	
COMCAST CORP CL A NEW / CUSIP 20030N101 / Symbol CMCS A							
03/22/12	30 000	885.58	11/21/11	638.06	247 52	Sale	
05/24/12	75.000	2,160 25	11/21/11	1,595.14	565.11	Sale	
05/25/12	45 000	1,299 91	11/21/11	957 08	342.83	Sale	
Security total·		4,345 74		3,190.28	1,155 46		
CONOCOPHILLIPS / CUSIP 20825C104 / Symbol COP							
03/22/12	10 000	760 38	02/14/12	733 35	27 03	Sale	
2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS							
	5 000	*271 69*	*02/03/12*	*268 16*	*3.53*	*Sale*	
	5 000	*271.69*	*02/14/12*	*278 77*	*-7 08*	*Sale*	
06/12/12	10 000	543.38	VARIOUS	546 93	-3 55	Total of 2 lots	
06/27/12	10 000	540 68	02/03/12	536 32	4 36	Sale	
Security total		1,844.44		1,816 60	27.84		
DETROIT ENERGY CO / CUSIP. 233331107 / Symbol DTE							
03/22/12	5 000	269 39	11/21/11	252 56	16.83	Sale	
06/12/12	5 000	292.34	11/21/11	252.56	39.78	Sale	
06/27/12	5 000	292 84	11/21/11	252 55	40.29	Sale	
Security total		854 57		757.67	96.90		
DAIHATSU MOTOR CO LTD ADR / CUSIP. 23381A108 / Symbol. DHTM Y							
12/26/12	10 000	395 99	12/12/12	376 43	19 56	Sale	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
DEUTSCHE POST AG ADR / CUSIP: 25157Y202 / Symbol· DPSG Y							
04/23/12	30.000	527.38	12/20/11	449.60	77.78	Sale	
06/12/12	20 000	325 19	12/20/11	299 73	25 46	Sale	
3 tax lots for 06/27/12. Total proceeds (and cost when required) reported to the IRS.							
	60.000	*972 47*	*11/21/11*	*880.76*	*91 71*	*Sale*	
	40 000	*648.32*	*12/19/11*	*585.98*	*62.34*	*Sale*	
	25 000	*405 20*	*12/20/11*	*374 67*	*30.53*	*Sale*	
06/27/12	125 000	2,025.99	VARIOUS	1,841.41	184.58	Total of 3 lots	
06/28/12	10 000	163 18	12/19/11	146 50	16 68	Sale	
Security total.		3,041 74		2,737.24	304 50		
DOLLAR GENERAL CORP / CUSIP 256677105 / Symbol. DG							
12/26/12	10.000	433.59	12/11/12	435.44	-1 85	Sale	
ENI S.P A ADR / CUSIP 26874R108 / Symbol. E							
04/23/12	20 000	842 98	12/01/11	850 38	-7 40	Sale	
06/12/12	10 000	394 09	12/01/11	425 19	-31.10	Sale	
06/27/12	15 000	596 08	12/01/11	637.78	-41.70	Sale	
Security total		1,833 15		1,913 35	-80 20		
EAST JAPAN RAIL ADR / CUSIP. 273202101 / Symbol· EJPR Y							
2 tax lots for 04/23/12. Total proceeds (and cost when required) reported to the IRS							
	75 000	*745 48*	*11/21/11*	*789 96*	*-44 48*	*Sale*	
	65 000	*646 08*	*11/22/11*	*670 67*	*-24 59*	*Sale*	
04/23/12	140 000	1,391 56	VARIOUS	1,460 63	-69 07	Total of 2 lots	
2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS							
	35 000	*336 34*	*11/22/11*	*361 13*	*-24 79*	*Sale*	
	15 000	*144 14*	*11/25/11*	*153 30*	*-9.16*	*Sale*	
06/12/12	50 000	480 48	VARIOUS	514 43	-33 95	Total of 2 lots	
06/27/12	65 000	655 18	11/25/11	664 30	-9 12	Sale	
Security total		2,527 22		2,639 36	-112.14		
EMBRAER SA ADR / CUSIP 29082A107 / Symbol ERJ							
04/23/12	20 000	678 78	03/21/12	626.16	52 62	Sale	
06/12/12	5 000	134 09	03/21/12	156 54	-22 45	Sale	

Bessemer Trust Company N.A.

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Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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EMBRAER SA ADR / CUSIP 29082A107 / Symbol ERJ (cont'd)							
06/27/12	10 000	252.29	03/21/12	313 08	-60 79	Sale	
	Security total·	1,065 16		1,095.78	-30 62		
EXELON CORP / CUSIP 30161N101 / Symbol EXC							
03/22/12	20 000	772.38	11/21/11	863 98	-91.60	Sale	
06/12/12	15 000	562 48	11/21/11	647 98	-85 50	Sale	
06/27/12	15 000	555 88	11/21/11	647.99	-92 11	Sale	
12/26/12	10.000	295 99	02/03/12	396 85	-100.86	Sale	
	Security total	2,186 73		2,556 80	-370.07		
FIRSTENERGY CORP / CUSIP 337932107 / Symbol: FE							
03/22/12	15.000	663.58	11/21/11	653.31	10.27	Sale	
05/24/12	35.000	1,641.27	11/21/11	1,524.40	116 87	Sale	
2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS.							
	5 000	*236.51*	*11/21/11*	*217.77*	*18.74*	*Sale*	
	5 000	*236 50*	*01/23/12*	*209 64*	*26.86*	*Sale*	
06/12/12	10.000	473 01	VARIOUS	427.41	45 60	Total of 2 lots	
06/27/12	45 000	2,181.10	01/23/12	1,886 72	294 38	Sale	
	Security total·	4,958.96		4,491.84	467.12		
FREEPORT-MCMRN CPPR&GOLD / CUSIP. 35671D857 / Symbol: FCX							
03/22/12	10.000	381 79	12/01/11	394.56	-12 77	Sale	
06/12/12	10 000	332.89	12/01/11	394 56	-61 67	Sale	
06/27/12	10 000	320 24	12/01/11	394 56	-74 32	Sale	
	Security total.	1,034.92		1,183 68	-148 76		
GDF SUEZ ADR / CUSIP· 36160B105 / Symbol GDFZ Y							
03/21/12	35 000	917.07	11/21/11	890 07	27 00	Sale	
GENERAL DYNAMICS CORP / CUSIP 369550108 / Symbol GD							
03/22/12	10 000	718 08	02/15/12	698 76	19 32	Sale	
06/12/12	5 000	318 64	02/15/12	349 38	-30 74	Sale	
06/27/12	5 000	315 44	11/21/11	312 69	2.75	Sale	
	Security total	1,352 16		1,360.83	-8 67		

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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IMPERIAL TOBACCO LT ADR / CUSIP· 453142101 / Symbol. ITYB Y							
04/23/12	25 000	2,020 45	02/06/12	1,900 92	119 53	Sale	
06/12/12	10 000	741.68	02/06/12	760.37	-18.69	Sale	
06/27/12	10 000	757 78	02/06/12	760 36	-2.58	Sale	
	Security total	3,519 91		3,421 65	98.26		
INTERNATIONAL BUS MACHINES / CUSIP 459200101 / Symbol IBM							
03/22/12	10 000	2,050 56	02/03/12	1,935 33	115 23	Sale	
06/12/12	5 000	970 02	02/03/12	967.66	2 36	Sale	
12/26/12	5.000	961.12	02/03/12	967 66	-6 54	Sale	
	Security total:	3,981 70		3,870 65	111.05		
ITOCHU CORP ADR / CUSIP 465717106 / Symbol ITOC Y							
04/23/12	35 000	785.73	02/06/12	810.66	-24 93	Sale	
06/12/12	20 000	409 79	02/06/12	463.24	-53 45	Sale	
06/27/12	20.000	402 58	02/06/12	463 23	-60 65	Sale	
	Security total	1,598 10		1,737.13	-139 03		
JOHNSON & JOHNSON / CUSIP. 478160104 / Symbol. JNJ							
03/22/12	10.000	644.38	02/14/12	645 35	-0.97	Sale	
06/12/12	10 000	630 48	02/14/12	645.36	-14 88	Sale	
06/27/12	15 000	1,006 47	02/14/12	968 03	38 44	Sale	
2 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS							
	5 000	*350 65*	*11/21/11*	*315 59*	*35 06*	*Sale*	
	15 000	*1,051 97*	*02/14/12*	*968 03*	*83 94*	*Sale*	
11/07/12	20.000	1,402 62	VARIOUS	1,283 62	119.00	Total of 2 lots	
	Security total·	3,683 95		3,542 36	141 59		
KON AHOLD ADR / CUSIP. 500467402 / Symbol. AHON Y							
04/23/12	65.000	817.68	02/17/12	940 65	-122.97	Sale	
2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS							
	10 000	*113 00*	*02/16/12*	*141 85*	*-28 85*	*Sale*	
	35 000	*395 48*	*02/17/12*	*506 51*	*-111 03*	*Sale*	
06/12/12	45 000	508.48	VARIOUS	648 36	-139.88	Total of 2 lots	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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KON AHOLD ADR / CUSIP 500467402 / Symbol AHON Y (cont'd)							
	3 tax lots for 06/27/12. Total proceeds (and cost when required) reported to the IRS						
	25 000	*294.99*	*02/15/12*	*351.11*	*-56.12*	*Sale*	
	15 000	*176.99*	*02/16/12*	*212 78*	*-35 79*	*Sale*	
	15 000	*177.00*	*04/02/12*	*209 89*	*-32 89*	*Sale*	
06/27/12	55.000	648.98	VARIOUS	773.78	-124 80	Total of 3 lots	
12/26/12	55 000	736 54	04/02/12	769.59	-33 05	Sale	
	Security total	2,711 68		3,132.38	-420 70		
KON PHILIP ELEC ADR / CUSIP. 500472303 / Symbol PHG							
04/23/12	35 000	682 83	03/07/12	694.75	-11 92	Sale	
06/12/12	0 809	14 65	03/07/12	16 06	-1 41	Sale	
	2 tax lots for 12/11/12 Total proceeds (and cost when required) reported to the IRS.						
	39.191	*1,028 68*	*03/07/12*	*777 95*	*250 73*	*Sale*	
	4.809	*126.23*	*05/31/12*	*85 10*	*41 13*	*Sale*	
12/11/12	44 000	1,154 91	VARIOUS	863 05	291 86	Total of 2 lots	
	Security total:	1,852.39		1,573 86	278 53		
LOWES COS INC / CUSIP 548661107 / Symbol LOW							
04/23/12	10 000	310 99	03/08/12	293 02	17 97	Sale	
06/12/12	35 000	953.72	03/08/12	1,025 59	-71 87	Sale	
	2 tax lots for 11/07/12 Total proceeds (and cost when required) reported to the IRS						
	20 000	*656 46*	*03/07/12*	*577 82*	*78 64*	*Sale*	
	5 000	*164 11*	*03/08/12*	*146 51*	*17 60*	*Sale*	
11/07/12	25.000	820 57	VARIOUS	724.33	96 24	Total of 2 lots	
12/26/12	15 000	528 58	03/07/12	433.36	95 22	Sale	
	Security total	2,613 86		2,476.30	137 56		
MACY'S INC / CUSIP 55616P104 / Symbol M							
03/22/12	35 000	1,394.37	02/03/12	1,263 06	131 31	Sale	
06/12/12	15 000	548 53	02/03/12	541 32	7 21	Sale	
06/27/12	15 000	496.93	02/03/12	541 31	-44 38	Sale	
	Security total	2,439 83		2,345.69	94 14		

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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MAGNA INTERNATIONAL INC / CUSIP 559222401 / Symbol:							
04/23/12	20 000	899 17	02/15/12	859 97	39 20	Sale	
06/12/12	10 000	390 89	02/15/12	429 99	-39 10	Sale	
2 tax lots for 06/27/12. Total proceeds (and cost when required) reported to the IRS							
	5 000	*195.79*	*11/21/11*	*167 15*	*28.64*	*Sale*	
	5 000	*195 80*	*02/15/12*	*214 99*	*-19 19*	*Sale*	
06/27/12	10 000	391 59	VARIOUS	382.14	9 45	Total of 2 lots	
Security total.		1,681 65		1,672 10	9 55		
MARATHON OIL CORP / CUSIP 565849106 / Symbol. MRO							
03/22/12	35 000	1,136.77	02/03/12	1,131 29	5 48	Sale	
06/12/12	20 000	492.58	02/03/12	646 45	-153.87	Sale	
06/27/12	15 000	364 04	02/03/12	484.84	-120.80	Sale	
12/26/12	5 000	154.15	02/03/12	161.61	-7.46	Sale	
Security total:		2,147.54		2,424.19	-276.65		
MCGRAW-HILL COMPANIES INC / CUSIP. 580645109 / Symbol. MHP							
03/22/12	15 000	701.83	02/03/12	697.16	4.67	Sale	
06/12/12	10 000	432 69	02/03/12	464 77	-32 08	Sale	
06/27/12	10 000	434.79	02/03/12	464.77	-29.98	Sale	
2 tax lots for 10/17/12. Total proceeds (and cost when required) reported to the IRS							
	20 000	*1,116.50*	*11/21/11*	*865.95*	*250.55*	*Sale*	
	5 000	*279.12*	*02/03/12*	*232 39*	*46 73*	*Sale*	
10/17/12	25 000	1,395 62	VARIOUS	1,098 34	297.28	Total of 2 lots	
Security total		2,964 93		2,725 04	239 89		
MERCK KGAA ADR / CUSIP 589339100 / Symbol MKGA Y							
04/23/12	20 000	716 78	01/23/12	666.61	50 17	Sale	
06/12/12	10 000	306 29	01/23/12	333.31	-27 02	Sale	
06/27/12	10 000	320.99	01/23/12	333 30	-12 31	Sale	
Security total		1,344 06		1,333 22	10 84		
MUNICH RE GROUP ADR / CUSIP 626188106 / Symbol MURG Y							
2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS							
	30 000	*438 89*	*01/25/12*	*388 50*	*50 39*	*Sale*	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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MUNICH RE GROUP ADR / CUSIP: 626188106 / Symbol MURG Y (cont'd)							
	100 000	*1,462 96*	*01/26/12*	*1,330 36*	*132 60*	*Sale*	
04/23/12	130 000	1,901 85	VARIOUS	1,718 86	182 99	Total of 2 lots	
2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS.							
	30 000	*375.29*	*01/23/12*	*387.39*	*-12 10*	*Sale*	
	20 000	*250 19*	*01/25/12*	*259 00*	*-8 81*	*Sale*	
06/12/12	50 000	625 48	VARIOUS	646 39	-20.91	Total of 2 lots	
06/27/12	60 000	802.18	01/23/12	774 79	27 39	Sale	
3 tax lots for 10/18/12. Total proceeds (and cost when required) reported to the IRS							
	15 000	*249 01*	*11/21/11*	*176 63*	*72 38*	*Sale*	
	25 000	*415 01*	*11/22/11*	*296 08*	*118 93*	*Sale*	
	60 000	*996.04*	*01/23/12*	*774 78*	*221 26*	*Sale*	
10/18/12	100 000	1,660 06	VARIOUS	1,247.49	412.57	Total of 3 lots	
	Security total	4,989 57		4,387 53	602 04		
NEWMONT MINING CORP / CUSIP 651639106 / Symbol· NEM							
03/22/12	15 000	786 88	11/21/11	972.67	-185 79	Sale	
06/12/12	15 000	755 23	11/21/11	972.68	-217 45	Sale	
06/27/12	15 000	716 08	11/21/11	972 67	-256 59	Sale	
08/29/12	35 000	1,694 06	12/19/11	2,160.04	-465 98	Sale	
12/26/12	5 000	222 04	02/14/12	292 32	-70 28	Sale	
	Security total:	4,174.29		5,370 38	-1,196 09		
NIKON CORP PLC UNSPON-ADR / CUSIP 654111202 / Symbol· NINO Y							
12/26/12	10 000	291.37	12/12/12	274 02	17 35	Sale	
NORDEA BK SWEDEN AB ADR / CUSIP· 65557A206 / Symbol NRBA Y							
04/23/12	90 000	724.48	12/21/11	698.97	25.51	Sale	
06/12/12	35 000	272 64	12/21/11	271.82	0 82	Sale	
06/27/12	45 000	362 68	12/20/11	341.95	20 73	Sale	
	Security total	1,359 80		1,312 74	47.06		
OW GLOBAL OPPORTUNITIES FD / CUSIP. 680414802 / Symbol· OWGO X							
04/23/12	5,502.063	39,559 83	03/01/12	40,000.00	-440.17	Sale	

Bessemer Trust Company N.A. | Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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ORIENTAL LAND CO LTD ADR / CUSIP 68620X104 / Symbol: OLCL Y							
	3 tax lots for 04/23/12. Total proceeds (and cost when required) reported to the IRS						
	25 000	*263 99*	*04/16/12*	*276.03*	*-12.04*	*Sale*	
	25 000	*263.99*	*04/17/12*	*277.62*	*-13.63*	*Sale*	
	15.000	*158.40*	*04/20/12*	*165 25*	*-6 85*	*Sale*	
04/23/12	65.000	686 38	VARIOUS	718.90	-32 52	Total of 3 lots	
	2 tax lots for 06/13/12. Total proceeds (and cost when required) reported to the IRS						
	25 000	*265 24*	*04/26/12*	*275.75*	*-10 51*	*Sale*	
	15 000	*159 15*	*04/27/12*	*165 29*	*-6 14*	*Sale*	
06/13/12	40 000	424 39	VARIOUS	441.04	-16.65	Total of 2 lots	
06/28/12	45 000	504.42	04/27/12	495.87	8.55	Sale	
11/16/12	25 000	318 38	04/27/12	275.49	42 89	Sale	
	2 tax lots for 11/19/12. Total proceeds (and cost when required) reported to the IRS						
	10 000	*127.88*	*04/20/12*	*110 16*	*17.72*	*Sale*	
	15 000	*191 81*	*04/27/12*	*165 29*	*26 52*	*Sale*	
11/19/12	25 000	319.69	VARIOUS	275 45	44 24	Total of 2 lots	
11/20/12	25 000	323 33	04/19/12	275 23	48 10	Sale	
11/23/12	25 000	313 93	04/13/12	274 68	39 25	Sale	
11/26/12	25 000	313 51	04/12/12	274.32	39.19	Sale	
	4 tax lots for 11/27/12. Total proceeds (and cost when required) reported to the IRS.						
	25 000	*317 25*	*04/02/12*	*266 20*	*51 05*	*Sale*	
	25 000	*317 26*	*04/04/12*	*267 19*	*50 07*	*Sale*	
	25 000	*317 25*	*04/05/12*	*267 34*	*49 91*	*Sale*	
	25 000	*317 25*	*04/12/12*	*274 31*	*42 94*	*Sale*	
11/27/12	100 000	1,269 01	VARIOUS	1,075 04	193 97	Total of 4 lots	
	Security total	4,473 04		4,106 02	367 02		
PHILLIPS 66 COMMON / CUSIP 718546104 / Symbol PSX							
05/01/12	0 500	15 41	11/21/11	16.39	-0 98	Sale	
	3 tax lots for 05/02/12 Total proceeds (and cost when required) reported to the IRS						
	9 500	*302 85*	*11/21/11*	*311 42*	*-8 57*	*Sale*	
	15 000	*478 19*	*02/03/12*	*507 33*	*-29.14*	*Sale*	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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PHILLIPS 66 COMMON / CUSIP· 718546104 / Symbol. PSX (cont'd)							
	2 500	*79 70*	*02/14/12*	*87.91*	*-8 21*	*Sale*	
05/02/12	27 000	860.74	VARIOUS	906 66	-45 92	Total of 3 lots	
	Security total	876 15		923 05	-46 90		
QUALCOMM INC / CUSIP 747525103 / Symbol. QCOM							
12/26/12	10 000	618 88	11/27/12	624 03	-5 15	Sale	
SK TELECOM ADR / CUSIP· 78440P108 / Symbol· SKM							
	2 tax lots for 04/23/12. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*264 59*	*11/21/11*	*284.83*	*-20.24*	*Sale*	
	50 000	*661.48*	*11/22/11*	*715.18*	*-53 70*	*Sale*	
04/23/12	70.000	926.07	VARIOUS	1,000 01	-73 94	Total of 2 lots	
05/02/12	25 000	335.92	11/21/11	356.04	-20.12	Sale	
05/03/12	25 000	330.21	11/21/11	356 03	-25.82	Sale	
	2 tax lots for 05/04/12 Total proceeds (and cost when required) reported to the IRS						
	5 000	*65.80*	*11/21/11*	*71 21*	*-5 41*	*Sale*	
	20.000	*263.22*	*01/26/12*	*282 90*	*-19.68*	*Sale*	
05/04/12	25.000	329.02	VARIOUS	354.11	-25.09	Total of 2 lots	
	2 tax lots for 05/07/12. Total proceeds (and cost when required) reported to the IRS.						
	5 000	*67 51*	*01/26/12*	*70 73*	*-3 22*	*Sale*	
	20 000	*270 04*	*02/01/12*	*280.27*	*-10.23*	*Sale*	
05/07/12	25.000	337 55	VARIOUS	351 00	-13 45	Total of 2 lots	
05/08/12	25 000	335 24	02/01/12	350 33	-15 09	Sale	
05/11/12	25 000	323 57	02/01/12	350 34	-26 77	Sale	
	3 tax lots for 05/14/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*322 84*	*01/25/12*	*349 51*	*-26 67*	*Sale*	
	25 000	*322 84*	*01/31/12*	*349 33*	*-26 49*	*Sale*	
	30 000	*387 41*	*02/01/12*	*420 40*	*-32 99*	*Sale*	
05/14/12	80 000	1,033 09	VARIOUS	1,119.24	-86 15	Total of 3 lots	
	Security total	3,950 67		4,237.10	-286 43		

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SSE PLC ADR / CUSIP· 78467K107 / Symbol: SSEZ Y							
04/23/12	40 000	857.58	02/16/12	816.98	40 60	Sale	
06/12/12	20 000	421.19	02/16/12	408 49	12.70	Sale	
06/27/12	20 000	426 39	02/16/12	408 49	17.90	Sale	
	Security total	1,705.16		1,633 96	71 20		
SANOFI - ADR / CUSIP 80105N105 / Symbol SNY							
04/23/12	40 000	1,457 56	02/03/12	1,469 75	-12 19	Sale	
06/12/12	20 000	686 78	02/03/12	734 87	-48.09	Sale	
06/27/12	20 000	722.98	02/03/12	734 88	-11 90	Sale	
	2 tax lots for 08/29/12 Total proceeds (and cost when required) reported to the IRS.						
	5 000	*204.36*	*11/21/11*	*164 76*	*39 60*	*Sale*	
	20 000	*817.46*	*02/03/12*	*734.87*	*82 59*	*Sale*	
08/29/12	25 000	1,021 82	VARIOUS	899 63	122 19	Total of 2 lots	
	Security total	3,889 14		3,839.13	50 01		
SUMITOMO MITSUI FIN ADR / CUSIP 86562M209 / Symbol· SMFG							
	2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS						
	130 000	*828 08*	*01/23/12*	*818 72*	*9 36*	*Sale*	
	50 000	*318 49*	*01/26/12*	*315 00*	*3 49*	*Sale*	
04/23/12	180 000	1,146.57	VARIOUS	1,133 72	12 85	Total of 2 lots	
06/12/12	85 000	502 33	01/23/12	535 32	-32 99	Sale	
	2 tax lots for 06/27/12 Total proceeds (and cost when required) reported to the IRS.						
	35 000	*222 59*	*01/23/12*	*220 43*	*2 16*	*Sale*	
	75 000	*476 99*	*01/30/12*	*472 19*	*4 80*	*Sale*	
06/27/12	110 000	699 58	VARIOUS	692 62	6 96	Total of 2 lots	
	Security total	2,348 48		2,361 66	-13.18		
SUNCORP GROUP ADR / CUSIP· 86723Y100 / Symbol: SNMY Y							
	2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS.						
	60.000	*482.39*	*01/27/12*	*537 55*	*-55 16*	*Sale*	
	50 000	*401.99*	*02/15/12*	*450.99*	*-49 00*	*Sale*	
04/23/12	110 000	884.38	VARIOUS	988.54	-104 16	Total of 2 lots	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SUNCORP GROUP ADR / CUSIP 86723Y100 / Symbol: SNMY Y (cont'd)							
	2 tax lots for 06/12/12. Total proceeds (and cost when required) reported to the IRS						
	40.000	*303.59*	*01/27/12*	*358 37*	*-54.78*	*Sale*	
	10.000	*75 90*	*02/17/12*	*89 24*	*-13 34*	*Sale*	
06/12/12	50 000	379 49	VARIOUS	447 61	-68.12	Total of 2 lots	
06/27/12	55 000	428.99	02/17/12	490 80	-61.81	Sale	
	Security total.	1,692 86		1,926 95	-234 09		
TARGET CORP / CUSIP 87612E106 / Symbol· TGT							
03/22/12	25 000	1,438.72	11/21/11	1,305.93	132 79	Sale	
04/23/12	20.000	1,129.77	11/21/11	1,044.75	85 02	Sale	
06/12/12	15 000	869 23	11/21/11	783 56	85 67	Sale	
06/27/12	15 000	860.83	01/23/12	753.32	107.51	Sale	
08/20/12	25 000	1,588 93	01/23/12	1,255 54	333.39	Sale	
12/26/12	10.000	594.68	01/23/12	502.22	92.46	Sale	
	Security total	6,482.16		5,645.32	836 84		
TELE2 AB ADR / CUSIP. 87952P307 / Symbol TLTZ Y							
	3 tax lots for 04/23/12. Total proceeds (and cost when required) reported to the IRS						
	75 000	*678 73*	*02/06/12*	*742.15*	*-63 42*	*Sale*	
	20 000	*181 00*	*02/07/12*	*193 47*	*-12 47*	*Sale*	
	25 000	*226 24*	*02/08/12*	*242 51*	*-16 27*	*Sale*	
04/23/12	120 000	1,085 97	VARIOUS	1,178 13	-92.16	Total of 3 lots	
06/12/12	40 000	291.59	02/07/12	386 95	-95 36	Sale	
	2 tax lots for 06/27/12. Total proceeds (and cost when required) reported to the IRS						
	20 000	*147 40*	*11/22/11*	*191 88*	*-44 48*	*Sale*	
	40 000	*294 79*	*02/07/12*	*386 95*	*-92 16*	*Sale*	
06/27/12	60 000	442 19	VARIOUS	578.83	-136 64	Total of 2 lots	
10/16/12	25 000	223 23	11/22/11	239 85	-16.62	Sale	
	2 tax lots for 10/17/12 Total proceeds (and cost when required) reported to the IRS.						
	30 000	*267 68*	*11/22/11*	*287 83*	*-20 15*	*Sale*	
	70 000	*624 59*	*02/15/12*	*666 34*	*-41 75*	*Sale*	
10/17/12	100 000	892 27	VARIOUS	954 17	-61 90	Total of 2 lots	
12/27/12	20 000	178 86	02/15/12	190 39	-11 53	Sale	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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	Security total	3,114 11		3,528.32	-414.21		
TEVA PHARM INDS LTD ADR / CUSIP. 881624209 / Symbol TEVA							
04/23/12	40 000	1,793 15	01/23/12	1,836 60	-43 45	Sale	
06/12/12	15 000	582 58	01/23/12	688.72	-106 14	Sale	
06/27/12	15 000	588.28	01/23/12	688.73	-100.45	Sale	
12/26/12	5 000	187 60	01/23/12	229 57	-41 97	Sale	
	Security total	3,151 61		3,443 62	-292 01		
THERMO FISHER SCIENTIFIC / CUSIP 883556102 / Symbol: TMO							
12/26/12	10 000	640.68	10/18/12	588 91	51 77	Sale	
TIM PARTICIPACOES SA ADR / CUSIP: 88706P205 / Symbol: TSU							
	2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS.						
	25 000	*731 48*	*01/23/12*	*699 38*	*32 10*	*Sale*	
	25 000	*731.48*	*01/25/12*	*702 30*	*29 18*	*Sale*	
04/23/12	50 000	1,462.96	VARIOUS	1,401 68	61 28	Total of 2 lots	
06/12/12	15.000	374 54	01/26/12	418.24	-43.70	Sale	
	2 tax lots for 06/27/12. Total proceeds (and cost when required) reported to the IRS.						
	10 000	*253 19*	*01/26/12*	*278 83*	*-25 64*	*Sale*	
	10 000	*253.19*	*01/27/12*	*278 08*	*-24 89*	*Sale*	
06/27/12	20 000	506.38	VARIOUS	556 91	-50 53	Total of 2 lots	
12/26/12	20 000	378 39	01/27/12	556 15	-177 76	Sale	
	Security total·	2,722.27		2,932 98	-210.71		
TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol· TKGS Y							
04/23/12	25 000	1,186.47	02/15/12	1,176 46	10 01	Sale	
06/12/12	10.000	462.58	02/15/12	470 59	-8 01	Sale	
06/27/12	10 000	496.98	11/21/11	432 30	64 68	Sale	
08/24/12	0 500	10.93	11/21/11	8.65	2 28	Sale	
10/18/12	75 000	1,621 59	11/21/11	1,296.91	324 68	Sale	
	Security total	3,778 55		3,384 91	393 64		
TOTAL SA ADR / CUSIP 89151E109 / Symbol TOT							
04/23/12	40 000	1,864 75	02/03/12	2,168 54	-303 79	Sale	
06/12/12	15 000	648 73	02/03/12	813 20	-164 47	Sale	

Bessemer Trust Company N.A. — Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

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TOTAL SA ADR / CUSIP. 89151E109 / Symbol· TOT (cont'd)							
06/27/12	10 000	425 89	02/03/12	542 14	-116 25	Sale	
12/26/12	10.000	515 09	02/03/12	542 13	-27.04	Sale	
	Security total·	3,454 46		4,066.01	-611 55		
UNILEVER NV ADR / CUSIP 904784709 / Symbol UN							
04/23/12	20 000	667 58	11/21/11	646 36	21 22	Sale	
06/12/12	10.000	314 54	11/21/11	323.18	-8 64	Sale	
06/27/12	10 000	322 49	11/21/11	323.18	-0 69	Sale	
08/20/12	45 000	1,547.58	11/21/11	1,454 31	93 27	Sale	
	Security total	2,852 19		2,747.03	105 16		
UNITEDHEALTH GROUP INC / CUSIP· 91324P102 / Symbol. UNH							
03/22/12	15 000	805 03	02/14/12	815.84	-10.81	Sale	
	2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS						
	5 000	*287 79*	*11/21/11*	*221 99*	*65 80*	*Sale*	
	5 000	*287 79*	*02/14/12*	*271 95*	*15 84*	*Sale*	
06/12/12	10 000	575 58	VARIOUS	493.94	81 64	Total of 2 lots	
06/27/12	10 000	594 28	11/21/11	443 99	150 29	Sale	
	Security total	1,974 89		1,753 77	221 12		
VODAFONE GP PLC NEW ADR / CUSIP 92857W209 / Symbol VOD							
12/26/12	10 000	249 69	05/24/12	270 60	-20 91	Sale	
WALGREEN CO / CUSIP 931422109 / Symbol· WAG							
12/26/12	20 000	729 38	12/11/12	734 48	-5 10	Sale	
WASTE MANAGEMENT INC NEW / CUSIP 94106L109 / Symbol WM							
12/26/12	10 000	338 49	08/02/12	342.26	-3 77	Sale	
WESTERN UNION CO / CUSIP 959802109 / Symbol· WU							
	2 tax lots for 03/22/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*443 24*	*02/03/12*	*492 27*	*-49 03*	*Sale*	
	25 000	*443 24*	*02/06/12*	*487 31*	*-44 07*	*Sale*	
03/22/12	50 000	886 48	VARIOUS	979 58	-93.10	Total of 2 lots	
06/12/12	30 000	483 88	02/06/12	584 76	-100 88	Sale	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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WESTERN UNION CO / CUSIP 959802109 / Symbol· WU (cont'd)							
06/27/12	30 000	494 23	02/06/12	584.77	-90 54	Sale	
12/11/12	15 000	196 85	02/06/12	292.38	-95 53	Sale	
Security total		2,061.44		2,441 49	-380 05		
WHARF HOLDINGS ADR / CUSIP· 962257200 / Symbol· WARF Y							
04/23/12	50 000	557.98	12/02/11	497.35	60 63	Sale	
06/12/12	25 000	270.49	12/02/11	248 68	21 81	Sale	
06/27/12	30 000	318 58	12/01/11	297 30	21 28	Sale	
Security total:		1,147.05		1,043.33	103 72		
YUM BRANDS INC / CUSIP 988498101 / Symbol: YUM							
03/22/12	15 000	1,053.73	12/01/11	844.13	209 60	Sale	
2 tax lots for 04/02/12. Total proceeds (and cost when required) reported to the IRS							
	45 000	*3,162.94*	*11/21/11*	*2,393 25*	*769 69*	*Sale*	
	30 000	*2,108 62*	*12/01/11*	*1,688.27*	*420 35*	*Sale*	
04/02/12	75 000	5,271.56	VARIOUS	4,081.52	1,190 04	Total of 2 lots	
Security total		6,325 29		4,925.65	1,399 64		
ZIMMER HLDGS INC / CUSIP 98956P102 / Symbol ZMH							
06/27/12	25.000	1,558 96	05/01/12	1,610 63	-51 67	Sale	
12/26/12	10 000	663 58	05/01/12	644.25	19 33	Sale	
Security total.		2,222 54		2,254 88	-32 34		
ACCENTURE PLC CL A / CUSIP G1151C101 / Symbol ACN							
03/22/12	10 000	629 38	01/23/12	560 84	68 54	Sale	
06/12/12	15 000	862 03	01/23/12	841.26	20 77	Sale	
06/27/12	15 000	837 58	01/23/12	841 26	-3 68	Sale	
Security total		2,328 99		2,243 36	85 63		
SEAGATE TECHNOLOGY PLC / CUSIP G7945M107 / Symbol STX							
04/23/12	10 000	291.29	04/02/12	275.11	16 18	Sale	
06/12/12	15 000	345 89	04/02/12	412 66	-66 77	Sale	
06/27/12	5 000	123 14	04/02/12	137.55	-14 41	Sale	
12/26/12	10 000	304 09	04/02/12	275.10	28 99	Sale	
Security total		1,064 41		1,100 42	-36 01		

Bessemer Trust Company N.A. | Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
NOBLE CORPORATION / CUSIP H5833N103 / Symbol NE							
03/07/12	25 000	966 73	01/23/12	859 48	107 25	Sale	
	2 tax lots for 03/08/12 Total proceeds (and cost when required) reported to the IRS.						
	45 000	*1,754.56*	*11/21/11*	*1,546 86*	*207 70*	*Sale*	
	50 000	*1,949 51*	*01/23/12*	*1,718 95*	*230 56*	*Sale*	
03/08/12	95 000	3,704.07	VARIOUS	3,265 81	438.26	Total of 2 lots	
	Security total:	4,670 80		4,125 29	545.51		
AVAGO TECHNOLOGIES / CUSIP: Y0486S104 / Symbol: AVGO							
12/26/12	10 000	311 69	09/21/12	354 47	-42 78	Sale	
	Totals:	**210,561.69**		**209,413.23**	**1,148.46**		

SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
03/01/12	1,225.741	12,000 00	05/03/11	13,752.81	-1,752 81	Sale	
03/22/12	625 107	6,001 03	05/03/11	7,013.70	-1,012 67	Sale	
	Security total	18,001 03		20,766.51	-2,765 48		
US TREASURY BILLS 05/03/12 / CUSIP 9127953N9 / Symbol.							
	3 tax lots for 01/24/12. Total proceeds (and cost when required) reported to the IRS						
	13,000 000	*12,996 84*	*10/04/11*	*12,996 57*	*0 27*	*Sale*	
	26,000 000	*25,996 85*	*12/14/11*	*25,998 48*	*-1 63*	*Sale*	
	11,000 000	*10,998 78*	*01/09/12*	*10,999 48*	*-0 70*	*Sale*	
01/24/12	50,000 000	49,992 47	VARIOUS	49,994.53	-2.06	Total of 3 lots	
02/06/12	42,000 000	41,986 42	10/04/11	41,988.92	-2 50	Sale	
02/08/12	43,000 000	42,987 13	10/04/11	42,988 66	-1 53	Sale	
	Security total:	134,966 02		134,972 11	-6 09		

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
US TREASURY BONDS 3 1/8% 02/15/42 / CUSIP 912810QU5 / Symbol.							
03/26/12	49,000 000	47,085.94	03/08/12	48,716.71	-1,630.77	Sale	
	Totals:	**200,052.99**		**204,455.33**	**-4,402.34**		

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
AKZO NOBEL NV ADR / CUSIP 010199305 / Symbol AKZO Y							
12/26/12	10 000	216 64	11/21/11	146.80	69 84	Sale	
ALLIANZ AKTIENGES ADR / CUSIP 018805101 / Symbol AZSE Y							
12/27/12	25 000	347.59	11/22/11	239 36	108 23	Sale	
AB FOODS LTD ADR / CUSIP 045519402 / Symbol ASBF Y							
2 tax lots for 12/27/12. Total proceeds (and cost when required) reported to the IRS							
	5 000	*126 00*	*11/21/11*	*84 77*	*41 23*	*Sale*	
	25 000	*629 99*	*12/02/11*	*439 30*	*190 69*	*Sale*	
12/27/12	30 000	755 99	VARIOUS	524 07	231.92	Total of 2 lots	
BHP BILLITON PLC-ADR / CUSIP: 05545E209 / Symbol. BBL							
12/26/12	10 000	692 38	12/19/11	561 46	130 92	Sale	
CVS/CAREMARK CORP / CUSIP. 126650100 / Symbol. CVS							
12/26/12	10 000	486 28	11/21/11	378.30	107 98	Sale	
CENTURYLINK INC / CUSIP 156700106 / Symbol CTL							
12/26/12	10 000	392.79	11/21/11	372 54	20 25	Sale	
CHINA CONSTRUCTION ADR / CUSIP 168919108 / Symbol: CICH Y							
12/27/12	35 000	560 05	12/02/11	501.35	58.70	Sale	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

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These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SINOPEC/CHINA PETE&CHM ADR / CUSIP. 16941R108 / Symbol: SNP							
12/26/12	5 000	564 94	11/21/11	510.53	54 41	Sale	
CHINA TELECOM ADR / CUSIP: 169426103 / Symbol· CHA							
2 tax lots for 12/26/12. Total proceeds (and cost when required) reported to the IRS.							
	5 000	*277.44*	*11/21/11*	*302.19*	*-24 75*	*Sale*	
	5 000	*277.45*	*12/01/11*	*302 52*	*-25 07*	*Sale*	
12/26/12	10 000	554.89	VARIOUS	604.71	-49 82	Total of 2 lots	
CONOCOPHILLIPS / CUSIP 20825C104 / Symbol COP							
12/26/12	5 000	292 84	11/21/11	259 91	32 93	Sale	
DETROIT ENERGY CO / CUSIP 233331107 / Symbol. DTE							
12/26/12	5 000	305 19	11/21/11	252.56	52 63	Sale	
ENI S P A ADR / CUSIP 26874R108 / Symbol E							
2 tax lots for 12/26/12. Total proceeds (and cost when required) reported to the IRS							
	10 000	*488 12*	*11/21/11*	*417.25*	*70 87*	*Sale*	
	5 000	*244.06*	*12/01/11*	*212 59*	*31 47*	*Sale*	
12/26/12	15 000	732 18	VARIOUS	629.84	102.34	Total of 2 lots	
EAST JAPAN RAIL ADR / CUSIP: 273202101 / Symbol EJPR Y							
2 tax lots for 12/27/12 Total proceeds (and cost when required) reported to the IRS							
	20 000	*213 82*	*11/25/11*	*204 40*	*9 42*	*Sale*	
	45 000	*481 11*	*12/02/11*	*454 72*	*26 39*	*Sale*	
12/27/12	65 000	694 93	VARIOUS	659 12	35 81	Total of 2 lots	
FREEPORT-MCMRN CPPR&GOLD / CUSIP 35671D857 / Symbol FCX							
12/05/12	35 000	1,147.44	11/21/11	1,259 38	-111 94	Sale	
GENERAL DYNAMICS CORP / CUSIP 369550108 / Symbol. GD							
12/26/12	5 000	346.99	11/21/11	312 69	34 30	Sale	
IMPERIAL TOBACCO LT ADR / CUSIP 453142101 / Symbol ITYB Y							
12/27/12	10 000	771 28	11/21/11	705.03	66 25	Sale	

Bessemer Trust Company N.A.

Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ITOCHU CORP ADR / CUSIP 465717106 / Symbol ITOC Y							
12/27/12	10 000	211 68	11/21/11	194.71	16 97	Sale	
JOHNSON & JOHNSON / CUSIP. 478160104 / Symbol JNJ							
12/26/12	5 000	349 44	11/21/11	315 59	33 85	Sale	
KON PHILIP ELEC ADR / CUSIP· 500472303 / Symbol PHG							
12/11/12	50 000	1,312 39	11/21/11	919.92	392 47	Sale	
MACY'S INC / CUSIP. 55616P104 / Symbol M							
12/26/12	20 000	747.38	11/21/11	606.35	141 03	Sale	
MAGNA INTERNATIONAL INC / CUSIP. 559222401 / Symbol:							
12/26/12	5 000	246 37	11/21/11	167.15	79 22	Sale	
MARATHON OIL CORP / CUSIP 565849106 / Symbol· MRO							
12/26/12	15 000	462 43	11/21/11	388.04	74 39	Sale	
MCGRAW-HILL COMPANIES INC / CUSIP 580645109 / Symbol· MHP							
11/27/12	25 000	1,297.02	11/21/11	1,082.44	214 58	Sale	
MERCK KGAA ADR / CUSIP 589339100 / Symbol MKGA Y							
12/12/12	40.000	1,802.30	11/21/11	1,251.49	550.81	Sale	
MUNICH RE GROUP ADR / CUSIP 626188106 / Symbol. MURG Y							
12/26/12	35 000	627.16	11/21/11	412.12	215.04	Sale	
NORDEA BK SWEDEN AB ADR / CUSIP 65557A206 / Symbol· NRBA Y							
12/27/12	40 000	379 70	12/20/11	303 96	75 74	Sale	
SSE PLC ADR / CUSIP. 78467K107 / Symbol. SSEZ Y							
12/27/12	15 000	350.05	11/21/11	300.78	49 27	Sale	
SANOFI - ADR / CUSIP 80105N105 / Symbol SNY							
12/26/12	15 000	709 33	11/21/11	494 27	215 06	Sale	
SUMITOMO MITSUI FIN ADR / CUSIP 86562M209 / Symbol· SMFG							
12/26/12	90 000	653 38	11/21/11	485 32	168 06	Sale	

Bessemer Trust Company N.A. — Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SUNCORP GROUP ADR / CUSIP 86723Y100 / Symbol: SNMY Y							
2 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS							
	25 000	*264 01*	*11/21/11*	*208 79*	*55.22*	*Sale*	
	50 000	*528 01*	*11/23/11*	*404.30*	*123 71*	*Sale*	
12/12/12	75 000	792 02	VARIOUS	613.09	178.93	Total of 2 lots	
12/27/12	40 000	419 52	11/23/11	323 43	96 09	Sale	
Security total		1,211 54		936 52	275 02		
TEVA PHARM INDS LTD ADR / CUSIP 881624209 / Symbol: TEVA							
12/26/12	15 000	562 78	11/21/11	578 51	-15 73	Sale	
TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol TKGS Y							
12/27/12	5 000	92 85	11/21/11	86 46	6 39	Sale	
TOTAL SA ADR / CUSIP 89151E109 / Symbol TOT							
12/26/12	5 000	257 54	11/21/11	244 66	12 88	Sale	
WESTERN UNION CO / CUSIP. 959802109 / Symbol: WU							
2 tax lots for 12/11/12 Total proceeds (and cost when required) reported to the IRS							
	10 000	*131 24*	*11/21/11*	*162 70*	*-31 46*	*Sale*	
	50 000	*656 18*	*11/22/11*	*828 43*	*-172 25*	*Sale*	
12/11/12	60 000	787 42	VARIOUS	991.13	-203.71	Total of 2 lots	
12/12/12	65 000	858 74	11/21/11	1,057 53	-198 79	Sale	
Security total		1,646 16		2,048 66	-402 50		
WHARF HOLDINGS ADR / CUSIP 962257200 / Symbol· WARF Y							
2 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS							
	55 000	*842 02*	*11/22/11*	*527 64*	*314 38*	*Sale*	
	20 000	*306 19*	*12/01/11*	*198 20*	*107 99*	*Sale*	
12/12/12	75 000	1,148 21	VARIOUS	725 84	422.37	Total of 2 lots	
12/27/12	10 000	152 95	11/22/11	95 94	57 01	Sale	
Security total.		1,301 16		821 78	479 38		
ACCENTURE PLC CL A / CUSIP. G1151C101 / Symbol: ACN							
11/27/12	15 000	1,009 56	11/21/11	819 01	190 55	Sale	

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ACCENTURE PLC CL A / CUSIP· G1151C101 / Symbol. ACN (cont'd)							
12/26/12	10.000	667.38	11/21/11	546.01	121 37	Sale	
Security total		1,676 94		1,365 02	311.92		
Totals:		24,760.00		20,921.40	3,838.60		

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
MICROSOFT CORP / CUSIP. 594918104 / Symbol MSFT							
03/07/12	25 000	795 00	03/05/10	716.47	78 53	Sale	
03/22/12	35 000	1,112.27	03/05/10	1,003.06	109 21	Sale	
06/12/12	30 000	873.28	03/05/10	859.77	13.51	Sale	
06/27/12	30 000	904 47	03/05/10	859.77	44 70	Sale	
2 tax lots for 12/26/12. Total proceeds (and cost when required) reported to the IRS							
	5 000	*135.10*	*03/05/10*	*143.29*	*-8 19*	*Sale*	
	20 000	*540 38*	*08/05/10*	*507 87*	*32 51*	*Sale*	
12/26/12	25.000	675 48	VARIOUS	651.16	24 32	Total of 2 lots	
Security total·		4,360.50		4,090.23	270 27		
OW LARGE CAP STRATEGIES FD / CUSIP· 680414109 / Symbol OWLS X							
2 tax lots for 03/01/12 Total proceeds (and cost when required) reported to the IRS							
	5,626 145	*55,192 48*	*12/03/09*	*53,617.16*	*1,575 32*	*Sale*	
	490.063	*4,807 52*	*01/19/10*	*4,714 41*	*93 11*	*Sale*	
03/01/12	6,116 208	60,000 00	VARIOUS	58,331.57	1,668 43	Total of 2 lots	
03/22/12	1,731 161	17,000 00	12/03/09	16,497 97	502 03	Sale	
06/12/12	796 460	7,200 00	12/03/09	7,590 26	-390 26	Sale	
06/27/12	2,325 581	21,000 00	12/03/09	22,162 79	-1,162 79	Sale	
3 tax lots for 12/26/12 Total proceeds (and cost when required) reported to the IRS							
	81 218	*807 31*	*12/03/09*	*774 01*	*33 30*	*Sale*	
	1,611 523	*16,018 54*	*12/03/09*	*15,357 81*	*660 73*	*Sale*	

Bessemer Trust Company N.A. Account 8G9947

2012

Proceeds from Broker and Barter Exchange Transactions

(continued)

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
OW LARGE CAP STRATEGIES FD / CUSIP. 680414109 / Symbol: OWLS X (cont'd)							
	1,727 782	*17,174 15*	*03/05/10*	*16,033 82*	*1,140 33*	*Sale*	
12/26/12	3,420 523	34,000 00	VARIOUS	32,165.64	1,834 36	Total of 3 lots	
Security total		139,200 00		136,748.23	2,451 77		
OW FIXED INCOME FUND / CUSIP: 680414406 / Symbol: OWFI X							
03/01/12	7,340 242	85,000.00	01/12/10	84,412 78	587 22	Sale	
03/22/12	2,792 321	32,000 00	01/12/10	32,111 69	-111.69	Sale	
04/23/12	6,044 905	70,000 00	01/12/10	69,516.41	483 59	Sale	
06/12/12	6,465 517	75,000 00	01/12/10	74,353 45	646 55	Sale	
06/27/12	3,203 463	37,000 00	01/12/10	36,839 82	160 18	Sale	
12/26/12	2,859.619	33,000.00	01/12/10	32,885.62	114 38	Sale	
Security total:		332,000 00		330,119.77	1,880 23		
OW GLOBAL SML & MID CAP FD / CUSIP. 680414604 / Symbol: OWSM X							
3 tax lots for 03/01/12. Total proceeds (and cost when required) reported to the IRS							
	1,863 665	*28,197.25*	*01/19/10*	*24,488 56*	*3,708 69*	*Sale*	
	522 687	*7,908 25*	*03/05/10*	*6,779.25*	*1,129 00*	*Sale*	
	521.778	*7,894 50*	*12/10/10*	*7,868 41*	*26 09*	*Sale*	
03/01/12	2,908.130	44,000 00	VARIOUS	39,136 22	4,863.78	Total of 3 lots	
03/22/12	1,662 234	25,000 00	03/05/10	21,559 18	3,440 82	Sale	
04/23/12	3,034 390	45,000 00	03/05/10	39,356.04	5,643 96	Sale	
06/12/12	1,950.867	27,000 00	03/05/10	25,302 74	1,697.26	Sale	
06/27/12	1,692 421	23,000.00	03/05/10	21,950.70	1,049 30	Sale	
3 tax lots for 12/26/12. Total proceeds (and cost when required) reported to the IRS							
	1,724 084	*25,102.66*	*12/03/09*	*21,654 50*	*3,448.16*	*Sale*	
	119 920	*1,746.04*	*03/05/10*	*1,555 36*	*190 68*	*Sale*	
	1,040 611	*15,151.30*	*03/05/10*	*13,496 73*	*1,654 57*	*Sale*	
12/26/12	2,884 615	42,000.00	VARIOUS	36,706.59	5,293 41	Total of 3 lots	
Security total		206,000 00		184,011.47	21,988.53		
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
03/22/12	520 726	4,998 97	01/19/10	5,269 75	-270 78	Sale	
04/23/12	1,939 655	18,000 00	01/19/10	19,629 30	-1,629 30	Sale	

Bessemer Trust Company N.A. | Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

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These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
OW REAL RETURN FUND / CUSIP. 680414703 / Symbol· OWRR X (cont'd)							
	2 tax lots for 06/12/12 Total proceeds (and cost when required) reported to the IRS						
	945 432	*8,442.71*	*12/03/09*	*9,378.69*	*-935 98*	*Sale*	
	1,182 228	*10,557 29*	*01/19/10*	*11,964 15*	*-1,406 86*	*Sale*	
06/12/12	2,127.660	19,000 00	VARIOUS	21,342.84	-2,342 84	Total of 2 lots	
	2 tax lots for 06/27/12 Total proceeds (and cost when required) reported to the IRS						
	124 721	*1,117.50*	*12/03/09*	*1,237 23*	*-119 73*	*Sale*	
	1,549 386	*13,882.50*	*12/03/09*	*15,369.91*	*-1,487 41*	*Sale*	
06/27/12	1,674 107	15,000 00	VARIOUS	16,607.14	-1,607.14	Total of 2 lots	
	2 tax lots for 08/15/12 Total proceeds (and cost when required) reported to the IRS.						
	280.479	*2,633.70*	*12/03/09*	*2,782 35*	*-148 65*	*Sale*	
	1,551 257	*14,566 30*	*12/03/09*	*15,388 47*	*-822 17*	*Sale*	
08/15/12	1,831.736	17,200 00	VARIOUS	18,170.82	-970 82	Total of 2 lots	
	2 tax lots for 12/26/12 Total proceeds (and cost when required) reported to the IRS.						
	1,395 499	*12,880 45*	*12/03/09*	*13,843 35*	*-962 90*	*Sale*	
	663 006	*6,119 55*	*03/05/10*	*6,398 01*	*-278 46*	*Sale*	
12/26/12	2,058 505	19,000 00	VARIOUS	20,241 36	-1,241 36	Total of 2 lots	
	Security total	93,198 97		101,261 21	-8,062 24		
OW GLOBAL OPPORTUNITIES FD / CUSIP 680414802 / Symbol· OWGO X							
	2 tax lots for 04/23/12 Total proceeds (and cost when required) reported to the IRS						
	2,938 800	*21,129 98*	*01/19/10*	*21,306 30*	*-176 32*	*Sale*	
	1,990 291	*14,310 19*	*03/05/10*	*14,409 71*	*-99 52*	*Sale*	
04/23/12	4,929 091	35,440 17	VARIOUS	35,716 01	-275 84	Total of 2 lots	
06/12/12	5,848 787	41,000 00	03/05/10	42,345.22	-1,345 22	Sale	
06/27/12	4,131 054	29,000 00	03/05/10	29,908 83	-908 83	Sale	
	2 tax lots for 12/26/12. Total proceeds (and cost when required) reported to the IRS.						
	314 961	*2,371 66*	*03/05/10*	*2,280 32*	*91 34*	*Sale*	
	4,200.311	*31,628 34*	*03/05/10*	*30,410 25*	*1,218 09*	*Sale*	
12/26/12	4,515 272	34,000.00	VARIOUS	32,690 57	1,309 43	Total of 2 lots	
	Security total:	139,440.17		140,660 63	-1,220 46		

Bessemer Trust Company N.A.

Account 8G9947

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part II, with Box B checked

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
ACE LIMITED / CUSIP H0023R105 / Symbol ACE							
03/22/12	10 000	730 88	08/16/10	533 63	197 25	Sale	
06/12/12	15.000	1,077 27	08/16/10	800 44	276 83	Sale	
	3 tax lots for 06/27/12	*Total proceeds (and cost when required) reported to the IRS.*					
	5 000	*359 05*	*04/27/10*	*262.26*	*96 79*	*Sale*	
	10 000	*712.68*	*08/16/10*	*533 62*	*179 06*	*Sale*	
	15.000	*1,077 15*	*08/16/10*	*800 44*	*276 71*	*Sale*	
06/27/12	30 000	2,148 88	VARIOUS	1,596 32	552.56	Total of 3 lots	
12/26/12	10.000	800 38	04/27/10	524.52	275 86	Sale	
	Security total	4,757 41		3,454.91	1,302 50		
	Totals:	**918,957.05**		**900,346.45**	**18,610.60**		

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADAMAS PARTNERS, LP STRATEGIC CURRENCY	1,402,251.	1,402,251.
TOTALS	1,402,251.	1,402,251.

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
OTHER CURRENT LIABILITIES	
TOTALS	

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADAMAS PARTNERS LP -UNREALIZED GAIN/LOSS	29,465.
TOTAL	29,465.

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HARTLEY R. ROGERS
AMY FALLS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HARTLEY R ROGERS 159 FACTORY POND ROAD LOCUST VALLEY, NY 11560	TRUSTEE 1.00	0	0	0
AMY FALLS 159 FACTORY POND ROAD LOCUST VALLEY, NY 11560	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	209,985.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	269,315.
PHILLIPS ACADEMY ANDOVER 180 MAIN STREET ANDOVER, MA 01810	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	365,000.
DILLER-QUAILE SCHOOL OF MUSIC 24 EAST 95TH STREET NEW YORK, NY 10128	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	14,800.
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	150,000.
THE EPISCOPAL SCHOOL IN THE CITY OF NEW YORK 35 EAST 69TH STREET NEW YORK, NY 10021	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	17,820
SAINT ANDREW'S DUNE CHURCH 12 GIN LANE SOUTHAMPTON, NY 11968	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
OLD WESTBURY GARDENS POST OFFICE BOX 430 OLD WESTBURY, NY 11568	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,365.
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	3,750.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	9,600.
SAINT JOHN'S CHURCH PO BOX 266 COLD SPRING HARBOR, NY 11724	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BONE MARROW FOUNDATION 515 MADISON AVENUE, SUITE 1130 NEW YORK, NY 10022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	4,100
CAMBODIAN CHILDREN 2461 SANTA MONICA BOULEVARD #833 SANTA MONICA, CA 90404	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,650.
HARVARD VARSITY CLUB 65 N. HARVARD STREET BOSTON, MA 02163	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	125.
HOLY CROSS MONASTERY 1615 ROUTE 9W WEST PARK, NY 12493	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	200.
ADDISON GALLERY OF AMERICAN ART 180 MAIN STREET ANDOVER, MA 01810	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,500.
NATIONAL MS SOCIETY 30 SOUTH 17TH STREET, SUITE 800 PHILADELPHIA, PA 19103	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY 99-101NEWBURY STREET BOSTON, MA 02116	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	40,000.
NEW YORK PUBLIC LIBRARY 476 5TH AVE NEW YORK, NY 10022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	8,900.
NORTH EAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250.
NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100.
SAINT MARY & SAINT JUDE EPISCOPAL CHURCH PO BOX 105 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	10,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	92.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ISLAND INSTITUTE 386 MAIN STREET PO BOX 648 ROCKLAND, ME 04841	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,000.
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,000.
JUILLIARD DANCE DRAMA MUSIC 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,500.
ELAWA FARM FOUNDATION 1401 MIDDLEFORK DR. LAKE FOREST, IL 60045	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
FRIENDS OF ACADIA 43 COTTAGE STREET BAR HARBOR, ME 04609	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK CITY CENTER 130 W 56TH STREET NEW YORK, NY 10019	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	4,020.
NORTH SHORE LAND ALLIANCE INC. 151 POST ROAD OLD WESTBURY, NY 11568	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,700.
COLD SPRING HARBOR LABORATORY ASSOCIATION 1 BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	22,500.
NEW YORK CENTER FOR CHILDREN 333 E 70TH SUITE 1 NEW YORK, NY 10021	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.
YMCA 5 WEST 63RD STREET, 6TH FLOOR NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	165.
CANCER RESEARCH INSTITUTE 55 BROADWAY SUITE 1802 NEW YORK, NY 10006	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	8,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JDRF WALK FOR CANCER 26 BROADWAY NEW YORK, NY 10004	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250.
CHICAGO BOTANICAL GARDEN 1000 LAKE COOK RD. GLENCOE, IL 60022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,100.
		TOTAL CONTRIBUTIONS PAID	1,266,787.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust AMY FALLS AND HARTLEY ROGERS FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number 20-3997010

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	9,029.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	9,029.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	114,636.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	12,110.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	126,746.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			9,029.
14	Net long-term gain or (loss):				
a	Total for year	14a			126,746.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			135,775.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) or b $3,000 ..... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: AMY FALLS AND HARTLEY ROGERS FOUNDATION

Employer identification number: 20-3997010

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	210,562.	209,413.	1,149.
BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	200,053.	204,455.	-4,402.
THRU ADAMAS PARTNERS	VARIOUS	VARIOUS	14,771.		14,771.
THRU ADAMAS PARTNERS (SECTION 1256 ST PORTION)	VARIOUS	VARIOUS		2,489.	-2,489.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 9,029.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	24,760.	20,921.	3,839.
BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	918,957.	900,346.	18,611.
THRU ADAMAS PARTNERS	VARIOUS	VARIOUS	95,919.		95,919.
THRU ADAMAS PARTNERS (SECTION 1256 LT PORTION)	VARIOUS	VARIOUS		3,733.	-3,733.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 114,636.

Trade date basis

ACCOUNT HOLDINGS

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Cash and Short Term									
CASH IN PROCESS			$4,915		$4,915	6 6%			
BESSEMER SWEEP PROGRAM 0 010 %	70,060.470	1.00	70,060	1 000	70,060	93 4		6	0 01
Total cash and short term			$74,975		$74,975	100.0%		$6	
Fixed Income									
Funds									
OW FIXED INCOME FUND BOOK COST 199,416	17,335.548	$11.50	$199,358	$11 560	$200,398	100 0%	$1,040	$4,229	2 11%
Total fixed income			$199,358		$200,398	100.0%	$1,040	$4,229	2.11%
Large Cap Core - U.S.									
Consumer discretionary									
COACH INC (COH)	35	$54 71	$1,915	$55.510	$1,942	3 6%	$27	$42	2 16%
DOLLAR GENERAL CORP (DG)	40	43 53	1,741	44 090	1,763	3 2	22		
LOWES COS INC (LOW)	65	28.88	1,877	35 520	2,308	4 2	431	41	1 80
MACY'S INC (M)	60	34 65	2,079	39 020	2,341	4 3	262	48	2 05
TARGET CORP (TGT)	25	50 20	1,255	59.170	1,479	2.7	224	36	2 43
Total consumer discretionary			$8,867		$9,833	18.0%	$966	$167	1.70%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	35	$37.83	$1,324	$48.350	$1,692	3.1%	$368	$31	1.86%
WALGREEN CO *(WAG)*	80	36.23	2,898	37.010	2,960	5 4	62	88	2 97
Total consumer staples			$4,222		$4,652	8.5%	$430	$119	2.56%
Energy									
CONOCOPHILLIPS *(COP)*	30	$52.80	$1,584	$57.990	$1,739	3 2%	$155	$79	4 55%
MARATHON OIL CORP *(MRO)*	65	25.86	1,681	30 660	1,992	3.7	311	44	2 22
Total energy			$3,265		$3,731	6.8%	$466	$123	3.30%
Financials									
ACE LIMITED	30	$52.43	$1,573	$79.800	$2,394	4.4%	$821	$58	2 46%
CITIGROUP INC *(C)*	40	29.83	1,193	39.560	1,582	2.9	389	1	0 10
Total financials			$2,766		$3,976	7.3%	$1,210	$59	1.48%
Health care									
AETNA INC NEW *(AET)*	40	$43 53	$1,741	$46.310	$1,852	3 4%	$111	$32	1 73%
JOHNSON & JOHNSON *(JNJ)*	35	63.11	2,209	70.100	2,453	4 5	244	85	3 48
THERMO FISHER SCIENTIFIC *(TMO)*	40	57 83	2,313	63 780	2,551	4.7	238	24	0 94
UNITEDHEALTH GROUP INC *(UNH)*	40	44 38	1,775	54 240	2,169	4.0	394	34	1.57
ZIMMER HLDGS INC *(ZMH)*	45	62.44	2,810	66.660	2,999	5 5	189	32	1 08
Total health care			$10,848		$12,024	22.0%	$1,176	$207	1.72%
Industrials									
GENERAL DYNAMICS CORP *(GD)*	15	$62.53	$938	$69.270	$1,039	1 9%	$101	$30	2 94%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WASTE MANAGEMENT INC NEW *(WM)*	50	33 16	1,658	33 740	1,687	3.1	29	71	4 21
Total industrials			$2,596		$2,726	5.0%	$130	$101	3.71%
Information technology									
ACCENTURE PLC CL A	35	$55 00	$1,925	$66 500	$2,327	4 3%	$402	$56	2 44%
AVAGO TECHNOLOGIES	45	35 18	1,583	31.651	1,424	2 6	(159)	30	2 15
INTERNATIONAL BUS MACHINES *(IBM)*	15	180 87	2,713	191.550	2,873	5.3	160	51	1 77
MICROSOFT CORP *(MSFT)*	105	25.39	2,666	26 710	2,804	5 1	138	96	3 44
QUALCOMM INC *(QCOM)*	35	62 40	2,184	61.860	2,165	4.0	(19)	35	1 62
SEAGATE TECHNOLOGY PLC	35	27 49	962	30 420	1,064	2.0	102	53	5.00
Total information technology			$12,033		$12,657	23.2%	$624	$321	2.54%
Materials									
NEWMONT MINING CORP *(NEM)*	25	$59.08	$1,477	$46.440	$1,161	2.1%	($316)	$35	3.01%
Telecom services									
CENTURYLINK INC *(CTL)*	40	$37.25	$1,490	$39.120	$1,564	2.9%	$74	$116	7.41%
Utilities									
DETROIT ENERGY CO *(DTE)*	15	$50 47	$757	$60 050	$900	1.7%	$143	$37	4 13%
EXELON CORP *(EXC)*	45	40 07	1,803	29 740	1,338	2.5	(465)	94	7 06
Total utilities			$2,560		$2,238	4.1%	($322)	$131	5.85%
Total large cap core - u.s.			$50,124		$54,562	100.0%	$4,438	$1,379	2.53%

Trade date basis

Large Cap Core - Non U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
DAIHATSU MOTOR CO LTD ADR	40	$37 63	$1,505	$39 577	$1,583	2.6%	$78	$45	2 86%
MAGNA INTL INC CL A	35	33 43	1,170	50.020	1,750	2 9	580	50	2 88
VOLKSWAGEN AG ADR	25	32.72	818	45.392	1,134	1 9	316	14	1 31
Total consumer discretionary			$3,493		$4,467	7.4%	$974	$109	2.44%
Consumer staples									
AB FOODS LTD ADR	95	$16 95	$1,610	$25.423	$2,415	4.0%	$805	$37	1 54%
IMPERIAL TOBACCO LT ADR	35	70 49	2,467	77 146	2,700	4 5	233	118	4 37
KON AHOLD ADR	205	12.71	2,605	13 362	2,739	4 5	134	89	3 26
Total consumer staples			$6,682		$7,854	13.0%	$1,172	$244	3.11%
Energy									
ENI S P.A ADR	50	$41.72	$2,086	$49.140	$2,457	4.1%	$371	$107	4 37%
SINOPEC/CHINA PETE&CHM ADR	20	102 10	2,042	114 920	2,298	3 8	256	84	3 70
TOTAL SA ADR	55	48 93	2,691	52 010	2,860	4 7	169	137	4 82
Total energy			$6,819		$7,615	12.6%	$796	$328	4.31%
Financials									
ALLIANZ AKTIENGES ADR	105	$9.23	$969	$13 817	$1,450	2 4%	$481	$45	3 11%
CHINA CONSTRUCTION ADR	140	13 73	1,922	16.050	2,247	3 7	325	87	3 89
MUNICH RE GROUP ADR	150	11 77	1,766	17 930	2,689	4 4	923	82	3 06
NORDEA BK SWEDEN AB ADR	165	7 59	1,253	9 546	1,575	2 6	322	45	2 89
SUMITOMO MITSUI FIN ADR	385	5 68	2,187	7 340	2,825	4.7	638	87	3 09
SUNCORP GROUP ADR	145	8 61	1,248	10 558	1,530	2.5	282	52	3 40

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WHARF HOLDINGS ADR	60	9 53	572	15 637	938	1 6	366	15	1 70
Total financials			$9,917		$13,254	21.9%	$3,337	$413	3.12%
Health care									
ITOCHU CORP ADR	110	$19.69	$2,166	$20.980	$2,307	3.8%	$141	$107	4 68%
SANOFI - ADR	60	32.95	1,977	47.380	2,842	4.7	865	85	3 02
TEVA PHARM INDS LTD ADR	60	38.57	2,314	37 340	2,240	3.7	(74)	48	2.15
Total health care			$6,457		$7,389	12.2%	$932	$240	3.25%
Industrials									
EAST JAPAN RAIL ADR	255	$10 06	$2,566	$10.756	$2,742	4 5%	$176	$49	1 80%
EMBRAER SA ADR	40	31.30	1,252	28 510	1,140	1.9	(112)		
NIKON CORP PLC UNSPON-ADR	45	27 40	1,233	29.214	1,314	2 2	81	18	1 40
Total industrials			$5,051		$5,196	8.6%	$145	$67	1.29%
Materials									
AKZO NOBEL NV ADR	50	$14 68	$734	$21.861	$1,093	1 8%	$359	$24	2.28%
BARRICK GOLD CORP	70	47 89	3,352	35 010	2,450	4 1	(902)	28	1 14
BHP BILLITON PLC-ADR	20	56 10	1,122	70 370	1,407	2 3	285	44	3 18
Total materials			$5,208		$4,950	8.2%	($258)	$96	1 94%
Telecom services									
CHINA TELECOM ADR	40	$60 43	$2,417	$56 850	$2,274	3 8%	($143)	$39	1 73%
TELE2 AB ADR	135	9.42	1,272	9 000	1,215	2.0	(57)	45	3 71
TIM PARTICIPACOES SA ADR	70	27 80	1,946	19 820	1,387	2 3	(559)	20	1 45

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VODAFONE GP PLC NEW ADR	85	27 06	2,300	25 190	2,141	3.5	(159)	127	5 95
Total telecom services			$7,935		$7,017	11.6%	($918)	$231	3.29%

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
SSE PLC ADR	75	$20.21	$1,516	$23.049	$1,728	2.9%	$212	$93	5 43%
TOKYO GAS LTD ADR	57	17 28	985	18 273	1,041	1.7	56	21	2.03
Total utilities			$2,501		$2,769	4.6%	$268	$114	4.12%
Total large cap core - non u.s.			$54,063		$60,511	100.0%	$6,448	$1,842	3.04%

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 119,231	12,573 265	$9 32	$117,166	$10.020	$125,984	100.0%	$8,818	$917	0 73%
Total large cap strategies			$117,166		$125,984	100.0%	$8,818	$917	0.73%

Trade date basis

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 117,645	9,103 941	$12 56	$114,345	$14 690	$133,736	100.0%	$19,391	$1,493	1 12%
Total global small & mid cap			**$114,345**		**$133,736**	**100.0%**	**$19,391**	**$1,493**	**1.12%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 192,670	26,583 489	$7.20	$191,498	$7 560	$200,971	100.0%	$9,473	$6,380	3 17%
Total global opportunities			**$191,498**		**$200,971**	**100.0%**	**$9,473**	**$6,380**	**3.17%**

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 54,605	5,347 357	$9 65	$51,601	$9.270	$49,570	100 0%	($2,031)	$122	0 25%
Total real return / commodities			**$51,601**		**$49,570**	**100.0%**	**($2,031)**	**$122**	**0.25%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Total value of account			$853,130		$900,707		$47,577	$16,368	1.82%
	Less: Cash 12/31/12		74,975		74,975				
	Add: Reconciliation Diff.		199		825,732 Corp. Stock FMV 12/31/12				
	Corp. Stock Book Value 12/31/12		778,354						

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions AMY FALLS AND HARTLEY ROGERS FOUNDATION C/O HARTLEY R ROGERS, TRUSTEE	Employer identification number (EIN) or 20-3997010
File by the due date for filing your return. See instructions	Number, street, and room or suite no If a P O box, see instructions 1158 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10029	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DORIAN A VERGOS & CO LLC

Telephone No. ▶ 212 307-4800 FAX No. ▶ 212 307-7199

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ________, 20 ____, and ending ________, 20 ____

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 3,735.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,235.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 1,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions