Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

Name of foundation: THE WYETH FOUNDATION

A Employer identification number: 26-0002833

Number and street (or P O box number if mail is not delivered to street address): 101 S FAIRVILLE ROAD — Room/suite:

B Telephone number (see the instructions): (610) 388-3788

City or town: CHADDS FORD — State: PA — ZIP code: 19317

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, column (c), line 16) ► $ 12,343,275.

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 (att sch)	0.			
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	37.	37.		-
4 Dividends and interest from securities	132,977.	112,212.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	38,605.	L-6a Stmt		
b Gross sales price for all assets on line 6a 2,489,861.				
7 Capital gain net income (from Part IV, line 2)		38,605.		
8 Net short-term capital gain			0.	
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	171,619.	150,854.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	17,333.	0.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	57,100.	28,550.		14,275.
c Other prof fees (attach sch) L-16c Stmt	20,723.	20,723.		0.
17 Interest	12,507.			
18 Taxes (attach schedule)(see instrs)	5,433.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	2,713.			200,000.
24 **Total operating and administrative expenses.** Add lines 13 through 23	115,809.	49,273.		214,275.
25 Contributions, gifts, grants paid	375,000.			375,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	490,809.	49,273.		589,275.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-319,190.			
b **Net investment income** (if negative, enter -0-)		101,581.		
c **Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	27,835.	12,987.	12,985.
	2 Savings and temporary cash investments	770,896.	102,724.	86,081.
	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 sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use	1,831.	1,831.	1,831.
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule) L-10a Stmt	1,280,002.	834,489.	838,899.
	b Investments – corporate stock (attach schedule) L-10b Stmt	3,252,683.	3,907,388.	4,130,303.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	340,878.	503,844.	518,089.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	1,374,793.	1,166,465.	1,185,087.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	5,868,550.	5,868,550.	5,570,000.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	12,917,468.	12,398,278.	12,343,275.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	450,000.	250,000.	
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	450,000.	250,000.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	12,467,468.	12,148,278.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	12,467,468.	12,148,278.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	12,917,468.	12,398,278.	

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	12,467,468.
2	Enter amount from Part I, line 27a	2	-319,190.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	12,148,278.
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	12,148,278.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	BESSEMER TRUST 8M1354 SHORT TERM See Schedule No. 10-27	P	01/02/12	12/31/12
b	BESSEMER TRUST 8M1354 LONG TERM See Schedule No. 28-31	P	01/02/10	12/31/12
c	BESSEMER TRUST 8M3927 SHORT TERM See Schedule No. 90	P	01/02/12	12/31/12
d	BESSEMER TRUST 8M3927 LONG TERM See Schedule No. 90-92	P	01/02/10	12/31/12
e	See Columns (a) thru (d)			

	(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	825,488.	0.	820,710.	4,778.
b	607,631.	0.	684,518.	-76,887.
c	306,458.	0.	302,594.	3,864.
d	750,284.	0.	726,092.	24,192.
e	See Columns (e) thru (h)	0.	0.	82,658.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				4,778.
b				-76,887.
c				3,864.
d				24,192.
e	See Columns (i) thru (l)			82,658.

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	38,605.
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	9,223.

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 (column (b) divided by column (c))
2011	561,629.	11,668,420.	0.048132
2010	344,600.	11,372,196.	0.030302
2009	433,201.	7,072,226.	0.061254
2008	343,998.	8,442,146.	0.040748
2007	249,876.	9,288,456.	0.026902

2	**Total** of line 1, column (d)	2	0.207338
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	0.041468
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,812,481.
5	Multiply line 4 by line 3	5	448,372.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,016.
7	Add lines 5 and 6	7	449,388.
8	Enter qualifying distributions from Part XII, line 4	8	589,275.

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)

1 a 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 instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	1,016.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,016.
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	1,016.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 6,662.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	6,662.
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	5,646.
11 Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ► 5,646.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for definition)?	1b		X
If the answer is 'Yes' to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
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
4 a 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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE - Delaware			
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 ► B-103 CORPORATION Telephone no ► (610) 388-3788

Located at ► 101 S Fairville Road, Chadds Ford, PA ZIP + 4 ► 19317

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
1 a	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)?	1 b		
	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?	1 c		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 ► 20__ , 20__ , 20__ , 20__			
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)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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** X

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** X

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
PHYLLIS M WYETH 101 S FAIRVILLE ROAD CHADDS FORD PA 19317	TRUSTEE 1.00	0.	0.	0.
JAMES B WYETH 101 S FAIRVILLE ROAD CHADDS FORD PA 19317	TRUSTEE 1.00	0.	0.	0.
WENDY MAKINS 3034 P ST. NW WASHINGTON DC 20007	TRUSTEE 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		16,583.	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 ► None

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
B-103 CORPORATION 101 S FAIRVILLE RD CHADDS FORD, PA 19317	MGMT & ACCT SERVICES	57,100.
Total number of others receiving over $50,000 for professional services ►		None

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 Coordinated public exhibition at museums of a celebrated artist's work. The exhibits were designed for the enjoyment & education of the public. Also allowed use of one of the images in a museum's holiday brochure.	200,000.
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	
2	
All other program-related investments See instructions.	
3	
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	6,966,519.
b	Average of monthly cash balances	1b	10,619.
c	Fair market value of all other assets (see instructions)	1c	4,000,000.
d	**Total** (add lines 1a, b, and c)	1d	10,977,138.
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	10,977,138.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	164,657.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,812,481.
6	**Minimum investment return.** Enter 5% of line 5	6	540,624.

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	540,624.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,016.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,016.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	539,608.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	539,608.
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	539,608.

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	589,275.
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	589,275.
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	1,016.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	588,259.

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				539,608.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			565,352.	
b Total for prior years: 20 ___ , 20 ___ , 20 ___				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 0.				
b From 2008 — 0.				
c From 2009 — 0.				
d From 2010 — 0.				
e From 2011 — 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 589,275.				
a Applied to 2011, but not more than line 2a			565,352.	
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				23,923.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				515,685.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008 — 0.				
b Excess from 2009 — 0.				
c Excess from 2010 — 0.				
d Excess from 2011 — 0.				
e Excess from 2012 — 0.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

Phyllis M. Wyeth

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*				
HAGLEY FOUNDATION, INC. PO BOX 3630 WILMINGTON DE 19807	N/A	Public harity 501(C)(3)	PROGRAM SUPPORT	1,500.
MONHEGAN MUSEUM ASSOCIATION MONHEGAN ISLAND ME 04852	N/A	Public Charity 501(C)(3)	SUPPORT FOR 2014 EXHIBIT	17,500.
HERRING GUT LEARNING CENTER P.O. BOX 286, PORT CLYDE ME 04855	N/A	Public Charity 501(C)(3)	AQUACULTURAL EDUCATION PROJECTS	70,000.
GEORGES RIVER LAND TRUST 8 N MAIN ST. SUITE 200 ROCKLAND ME 04841	N/A	Public Charity 501C(3)	CONSERVATION PROGRAMS	500.
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON VA 20188	N/A	Public Charity 501(c)(3)	ENVIRONMENTAL EDUCATION	10,000.
BRANDYWINE BATTLEFIELD PO BOX 983 UNIONVILLE PA 19375	N/A	Public Charity 501(C)(3)	HISTORICAL SITE CONSERVATION	10,000.
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND ME 04841	N/A	Public Charity 501(C)(3)	OLSEN HOUSE MAINTENANCE & EXHIBIT FUNDING	130,000.
TREKKERS PO BOX 455 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT	2,000.
NATIONAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NY, NY 10011	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT FOR ENVIRONMENTAL CONCERNS	1,000.
See Line 3a statement				132,500.
Total			► **3a**	375,000.
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	37.	
4 Dividends and interest from securities			14	132,977.	
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			16		
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	38,605.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	424000	0.			
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		171,619.	–
13 **Total.** Add line 12, columns (b), (d), and (e)				13	171,619.

(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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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: 10/31/13 — Title: Secretary

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
Lisa A Flagg		10/30/13		014-24-9800

Firm's name ▶ Lisa A Flagg — Firm's EIN ▶

Firm's address ▶ 101 S Fairville Road, Chadds Ford PA 19317 — Phone no (610) 388-3788

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2012**

Name: THE WYETH FOUNDATION

Employer Identification Number: 26-0002833

Asset Information:

Description of Property: Bessemer Trust Co. Account 8M3927 See Schedule No 90-92
Date Acquired: See Schedule
How Acquired: Purchased
Date Sold: See Schedule
Name of Buyer:
Sales Price: 1,056,742.
Cost or other basis (do not reduce by depreciation): 1,028,686.
Sales Expense:
Valuation Method: Fair Market Value
Total Gain (Loss): 28,056.
Accumulation Depreciation:

Description of Property: Bessemer Trust Co. Account 8M1354 See Schedule No 10-31
Date Acquired: See Schedule
How Acquired: Purchased
Date Sold: See Schedule
Name of Buyer:
Sales Price: 1,433,119.
Cost or other basis (do not reduce by depreciation): 1,505,228.
Sales Expense:
Valuation Method: Fair Market Value
Total Gain (Loss): -72,109.
Accumulation Depreciation:

Description of Property: Old Westbury Private Equity Fund IX K-1
Date Acquired: n/a (K-1)
How Acquired:
Date Sold: n/a (K-1)
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss): 24,020.
Accumulation Depreciation:

Description of Property: Bessemer Trust Account 8M1354 Capital Gain Distribution
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss): 58,638.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Miscellaneous Statement

Substantial Contributor, Part VII-A, Question 10		
Phyllis M. Wyeth		
101 S Fairville Road		
Chadds Ford, PA 19317		
Total		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK FEES	208.			
DUES	695.			
INSURANCE	1,687.			
MISCELLANEOUS	123.			
Acquistion of painting for chari	0.			200,000.
Total	2,713.			200,000.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Old Westbury Private Equity Fund IX	P	01/02/12	12/31/12
Old Westbury Private Equity Fund IX	P	01/01/10	12/31/12
Bessemer Trust Account 8M1354 Capital Gain Distribution	P	01/01/11	12/31/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
581.	0.	0.	581.
23,439.	0.	0.	23,439.
58,638.		0.	58,638.
Total	0.	0.	82,658.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			581.
			23,439.
			58,638.
Total			82,658.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] MARY BETH DOLAN 10 SEA STREET TENANTS HARBOR ME 04860	TRUSTEE 1.00	0.	0.	0.
Person [X] Business [ ] GREGORY F FIELDS 3120 KENNETT PK WILMINGTON DE 19807	TRUSTEE 1.00	12,000.	0.	0.
Person [X] Business [ ] LISA A FLAGG 101 S FAIRVILLE RD CHADDS FORD PA 19317	SECRETARY 5.00	4,583.	0.	0.
Total		16,583.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
DE CTR FOR INLAND BAYS 39375 Inlet Rd REHOBOTH BEACH DE 19971	N/A	Public Charity 501(C)(3)	HURRICANE SANDY RELIEF EFFORTS	Person or [ ] Business [X] 40,000.
ST GEORGE FIREFIGHTERS PO BOX 249 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	SUPPORT VOLUNTEER FIREFIGHTERS/AMBULANCE	Person or [ ] Business [X] 40,300.
MANHATTAN JEWISH EXPERIENCE 131 West 86th Street NEW YORK NY 10024	N/A	Public Charity 501(C)(3)	HURRICANE SANDY RELIEF EFFORTS	Person or [ ] Business [ ] 10,000.
CHESHIRE LAND PRESERVATION PO Box 983 UNIONVILLE PA 19375	N/A	Public Charity 501(C)(3)	LAND PRESERVATION	Person or [ ] Business [X] 10,000.
BULL RUN MOUNTAIN CONSERVANCY PO BOX 210 BROAD RUN VA 20137	N/A	Public Charity 501(C)(3)	PROVIDE SUPPORT FOR HISTORIC & ENVIRONMENTAL PROGRAMS	Person or [ ] Business [X] 500.
TENANTS HARBOR MASONIC LODGE EUREKA LODGE #84 TENANTS HARBOR ME 04860	N/A	Public Charity 501C(3)	CAPITAL CAMPAIGN ROOF REPAIRS	Person or [ ] Business [X] 10,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
CHESTER COUNTY HISTORICAL SOCIETY 225 N HIGH ST. WEST CHESTER PA 19380	N/A	Public Charity 501C(3)	PROGRAM SUPPORT	Person or [ ] Business [X] 500.
THE WILLOWDALE STEEPLECHASE 101 E STREET RD. KENNETT SQUARE PA 19348	N/A	Public Charity 501C(3)	PROGRAMS	Person or [ ] Business [X] 500.
PENOBSCOT MARINE MUSEUM 5 CHURCH ST. SEARSPORT ME 04974	N/A	Public Charity 501C(3)	PROGRAM SUPPORT	Person or [ ] Business [X] 5,000.
LIFEFLIGHT FOUNDATION 52 S UNION ROAD UNION ME 04862	N/A	Public Charity 501(C)(3)	SUPPORT MEDICAL FLIGHTS	Person or [ ] Business [X] 10,000.
ST. GEORGE SAILING FOUNDATION PO BOX 435 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	GENERAL SUPPORT COMMUNITY SAILING	Person or [ ] Business [X] 1,000.
S.A.V.E. 101 EAST STREET RD. KENNETT SQUARE PA 19340	N/A	Public Charity 501(C)(3)	ROADWAY SAFETY & LAND PRESERVATION	Person or [ ] Business [X] 500.
DELAWARE NATURE SOCIETY PO BOX 700 HOCKESSIN DE 19707	N/A	Public Charity 501(C)(3)	LAND PRESERVATION & EDUCATION	Person or [ ] Business [X] 1,000.
NATIONAL SPORTING LIBRARY 102 THE PLAINS RD. MIDDLEBURG VA 20118	N/A	Public Charity 501(C)(3)	MUSEUM SUPPORT	Person or [ ] Business [ ] 500.
NATIONAL STEEPLECHASE FDN 400 FAIR HILL DRIVE ELKTON MD 21921	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT	Person or [ ] Business [X] 500.
AMERICAN HEART ASSN. 7272 GREENVILLE AVE. DALLAS TX 75231	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT	Person or [ ] Business [ ] 200.
THE SUMBA FOUNDATION 1699 Calle de Los Alamos SAN CLEMENTE CA 92672	N/A	Public Charity 501(C)(3)	RELIEVE POVERTY ISLAND OF SUMBA	Person or [ ] Business [X] 2,000.
Total				132,500.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
B-103 CORP	ACCOUNT, TAX RETURNS,M	57,100.	28,550.		14,275.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Continued

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		57,100.	28,550.		14,275.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BESSEMER TRUST	INVESTMENT MANAGEMENT	20,723.	20,723.		0.
Total		20,723.	20,723.		0.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
SEE ATTACHED SCHEDULE A-2	55,439.	56,383.	779,050.	782,516.
Total	55,439.	56,383.	779,050.	782,516.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
SEE ATTACHED SCHEDULE A-9	3,907,388.	4,130,303.
Total	3,907,388.	4,130,303.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
SEE ATTACHED SCHEDULE A-3	503,844.	518,089.
Total	503,844.	518,089.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
REAL RETURN FUND Schedule A-10	429,540.	378,976.
ALTERNATIVE ASSETS " A-10	736,925.	806,111.
Total	1,166,465.	1,185,087.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
ARTWORK: PAINTING "OLD KRIS" BY N.C. WYETH	1,300,000.	1,300,000.	1,000,000.
ARTWORK: PAINTING "SLIGHT BREEZE" BY ANDREW WYETH	4,000,000.	4,000,000.	4,000,000.
ARTWORK:PAINTING "COLONIAL PRIVATEERS" H. PYLE	18,550.	18,550.	20,000.
ARTWORK: PAINTING "SELF PORTRAIT IN SKATING CAP"	550,000.	550,000.	550,000.
Total	5,868,550.	5,868,550.	5,570,000.

Bessemer Trust Company N.A.

Account 8M1354

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							
07/10/12	0 250	1 56	02/21/12	2 09	-0 53	Sale	
	2 tax lots for 08/02/12 Total proceeds (and cost when required) reported to the IRS						
	45 250	*267 27*	*02/15/12*	*374 49*	*-107 22*	*Sale*	
	104 750	*618 70*	*02/21/12*	*876 42*	*-257 72*	*Sale*	
08/02/12	150 000	885 97	VARIOUS	1,250 91	-364 94	Total of 2 lots	
	2 tax lots for 08/03/12 Total proceeds (and cost when required) reported to the IRS						
	7 250	*43 72*	*02/15/12*	*60 00*	*-16 28*	*Sale*	
	142 750	*860 74*	*02/17/12*	*1,166 19*	*-305 45*	*Sale*	
08/03/12	150 000	904 46	VARIOUS	1,226 19	-321 73	Total of 2 lots	
	2 tax lots for 08/06/12 Total proceeds (and cost when required) reported to the IRS						
	135 250	*856 09*	*11/21/11*	*954 96*	*-98 87*	*Sale*	
	14 750	*93 36*	*02/17/12*	*120 50*	*-27 14*	*Sale*	
08/06/12	150 000	949 45	VARIOUS	1,075 46	-126 01	Total of 2 lots	
	2 tax lots for 08/07/12 Total proceeds (and cost when required) reported to the IRS						
	74 750	*480 46*	*11/21/11*	*527 78*	*-47 32*	*Sale*	
	75 250	*483 68*	*11/22/11*	*531 10*	*-47 42*	*Sale*	
08/07/12	150 000	964 14	VARIOUS	1,058 88	-94 74	Total of 2 lots	
	2 tax lots for 08/08/12 Total proceeds (and cost when required) reported to the IRS						
	3 500	*22 41*	*11/22/11*	*24 70*	*-2 29*	*Sale*	
	71 500	*457 84*	*11/23/11*	*498 24*	*-40 40*	*Sale*	
08/08/12	75 000	480 25	VARIOUS	522 94	-42 69	Total of 2 lots	
	2 tax lots for 08/09/12 Total proceeds (and cost when required) reported to the IRS						
	7 250	*45 91*	*11/23/11*	*50 52*	*-4 61*	*Sale*	
	57 750	*365 66*	*05/23/12*	*381 70*	*-16 04*	*Sale*	
08/09/12	65 000	411 57	VARIOUS	432 22	-20 65	Total of 2 lots	
	Security total	4,597 40		5,568 69	-971 29		
AJINOMOTO INC ADR / CUSIP 009707100 / Symbol AJIN Y							
09/20/12	150 000	2,244 53	11/21/11	1,785 05	459 48	Sale	
09/21/12	200 000	3,048 37	11/21/11	2,380 07	668 30	Sale	

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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 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information	Notes
AJINOMOTO INC ADR / CUSIP 009707100 / Symbol AJIN Y (cont'd)							
2 tax lots for 09/24/12 Total proceeds (and cost when required) reported to the IRS							
	100 000	*1,534 41*	*11/21/11*	*1,190 04*	*344 37*	*Sale*	
	50 000	*767 21*	*02/17/12*	*584 46*	*182 75*	*Sale*	
09/24/12	150 000	2,301 62	VARIOUS	1,774 50	527 12	Total of 2 lots	
09/27/12	50 000	783 46	02/17/12	584 46	199 00	Sale	
10/01/12	50 000	775 51	02/17/12	584 45	191 06	Sale	
10/02/12	50 000	772 75	02/17/12	584 46	188 29	Sale	
10/03/12	50 000	769 22	02/17/12	584 45	184 77	Sale	
10/04/12	75 000	1,152 25	02/21/12	875 36	276 89	Sale	
10/05/12	50 000	774 28	02/21/12	583 57	190 71	Sale	
10/09/12	50 000	778 36	02/21/12	583 57	194 79	Sale	
10/10/12	50 000	769 97	02/21/12	583 57	186 40	Sale	
2 tax lots for 10/11/12 Total proceeds (and cost when required) reported to the IRS							
	25 000	*377 63*	*02/21/12*	*291 79*	*85 84*	*Sale*	
	50 000	*755 26*	*02/21/12*	*583 57*	*171 69*	*Sale*	
10/11/12	75 000	1,132 89	VARIOUS	875 36	257 53	Total of 2 lots	
Security total		15,303 21		11,778 87	3,524 34		
AKZO NOBEL NV ADR / CUSIP 010199305 / Symbol AKZO Y							
10/22/12	20 000	366 89	02/17/12	393 08	-26 19	Sale	
ALLIANZ AKTIENGES ADR / CUSIP 018805101 / Symbol AZSE Y							
10/23/12	45 000	549 42	02/21/12	545 01	4 41	Sale	
AB FOODS LTD ADR / CUSIP 045519402 / Symbol ASBF Y							
2 tax lots for 10/23/12 Total proceeds (and cost when required) reported to the IRS							
	25 000	*539 49*	*12/02/11*	*439 31*	*100 18*	*Sale*	
	20 000	*431 59*	*05/23/12*	*377 02*	*54 57*	*Sale*	
10/23/12	45 000	971 08	VARIOUS	816 33	154 75	Total of 2 lots	
BHP BILLITON PLC-ADR / CUSIP 05545E209 / Symbol BBL							
10/22/12	10 000	649 98	11/21/11	565 11	84 87	Sale	

Bessemer Trust Company N.A. Account 8M1354

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
BARCLAYS PLC ADR / CUSIP 06738E204 / Symbol BCS							
	3 tax lots for 07/03/12 Total proceeds (and cost when required) reported to the IRS						
	100 000	*1,058 69*	*02/15/12*	*1,508 44*	*-449 75*	*Sale*	
	100 000	*1,058 70*	*02/16/12*	*1,548 31*	*-489 61*	*Sale*	
	100 000	*1,058 70*	*02/17/12*	*1,579 95*	*-521 25*	*Sale*	
07/03/12	300 000	3,176 09	VARIOUS	4,636 70	-1,460 61	Total of 3 lots	
	2 tax lots for 07/05/12 Total proceeds (and cost when required) reported to the IRS						
	120 000	*1,244 47*	*11/21/11*	*1,211 18*	*33 29*	*Sale*	
	30 000	*311 12*	*05/22/12*	*357 60*	*-46 48*	*Sale*	
07/05/12	150 000	1,555 59	VARIOUS	1,568 78	-13 19	Total of 2 lots	
07/06/12	125 000	1,276 00	11/21/11	1,261 65	14 35	Sale	
07/09/12	75 000	761 49	11/21/11	756 99	4 50	Sale	
07/10/12	75 000	772 29	11/21/11	756 99	15 30	Sale	
07/12/12	100 000	1,008 65	11/21/11	1,009 32	-0 67	Sale	
07/13/12	5 000	50 76	11/21/11	50 47	0 29	Sale	
	Security total	8,600 87		10,040 90	-1,440 03		
BARRICK GOLD CORP / CUSIP 067901108 / Symbol							
10/22/12	40 000	1,565 16	02/06/12	1,970 53	-405 37	Sale	
CVS/CAREMARK CORP / CUSIP 126650100 / Symbol CVS							
10/22/12	20 000	922 97	05/22/12	903 60	19 37	Sale	
CARNIVAL CORP CL A / CUSIP 143658300 / Symbol CCL							
01/17/12	150 000	4,436 38	11/21/11	4,741 50	-305 12	Sale	
09/26/12	150 000	5,522 80	11/21/11	4,741 50	781 30	Sale	
09/27/12	50 000	1,828 92	11/21/11	1,580 50	248 42	Sale	
	Security total	11,788 10		11,063 50	724 60		
CENTURYLINK INC / CUSIP 156700106 / Symbol CTL							
10/22/12	30 000	1,150 47	05/22/12	1,164 00	-13 53	Sale	
	3 tax lots for 11/01/12 Total proceeds (and cost when required) reported to the IRS						
	30 000	*1,152 06*	*02/15/12*	*1,139 34*	*12 72*	*Sale*	
	25 000	*960 05*	*02/16/12*	*959 63*	*0 42*	*Sale*	

Bessemer Trust Company N.A. Account 8M1354

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
CENTURYLINK INC / CUSIP 156700106 / Symbol CTL (cont'd)							
	20 000	*768 04*	*05/22/12*	*776 00*	*-7 96*	*Sale*	
11/01/12	75 000	2,880 15	VARIOUS	2,874 97	5 18	Total of 3 lots	
Security total		4,030 62		4,038 97	-8 35		
CHINA CONSTRUCTION ADR / CUSIP 168919108 / Symbol CICH Y							
10/23/12	60 000	904 18	02/06/12	991 61	-87 43	Sale	
SINOPEC/CHINA PETE&CHM ADR / CUSIP 16941R108 / Symbol SNP							
10/22/12	10 000	1,070 87	02/17/12	1,198 35	-127 48	Sale	
CHINA TELECOM ADR / CUSIP 169426103 / Symbol CHA							
10/22/12	15 000	935 52	11/21/11	906 56	28 96	Sale	
CITIGROUP INC / CUSIP 172967424 / Symbol C							
10/22/12	5 000	187 67	08/21/12	154 01	33 66	Sale	
2 tax lots for 11/15/12 Total proceeds (and cost when required) reported to the IRS							
	20 000	*710 05*	*08/21/12*	*616 06*	*93 99*	*Sale*	
	105 000	*3,727 78*	*08/29/12*	*3,145 86*	*581 92*	*Sale*	
11/15/12	125 000	4,437 83	VARIOUS	3,761 92	675 91	Total of 2 lots	
Security total		4,625 50		3,915 93	709 57		
COACH INC / CUSIP 189754104 / Symbol COH							
10/22/12	30 000	1,614 86	08/29/12	1,688 69	-73 83	Sale	
COMCAST CORP CL A NEW / CUSIP 20030N101 / Symbol CMCS A							
2 tax lots for 05/24/12 Total proceeds (and cost when required) reported to the IRS							
	150 000	*4,320 50*	*11/21/11*	*3,190 27*	*1,130 23*	*Sale*	
	50 000	*1,440 17*	*11/22/11*	*1,068 38*	*371 79*	*Sale*	
05/24/12	200 000	5,760 67	VARIOUS	4,258 65	1,502 02	Total of 2 lots	
05/25/12	125 000	3,610 87	11/21/11	2,658 56	952 31	Sale	
05/29/12	75 000	2,175 65	11/21/11	1,595 14	580 51	Sale	
Security total		11,547 19		8,512 35	3,034 84		

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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

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 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
CONOCOPHILLIPS / CUSIP 20825C104 / Symbol COP							
10/22/12	20 000	1,135 57	02/15/12	1,117 47	18 10	Sale	
DETROIT ENERGY CO / CUSIP 233331107 / Symbol DTE							
10/22/12	10 000	614 08	05/22/12	562 70	51 38	Sale	
DEUTSCHE POST AG ADR / CUSIP 25157Y202 / Symbol DPSG Y							
	2 tax lots for 06/21/12 Total proceeds (and cost when required) reported to the IRS						
	130 000	*2,228 62*	*12/21/11*	*1,983 67*	*244 95*	*Sale*	
	20 000	*342 86*	*05/23/12*	*334 40*	*8 46*	*Sale*	
06/21/12	150 000	2,571 48	VARIOUS	2,318 07	253 41	Total of 2 lots	
	2 tax lots for 06/22/12 Total proceeds (and cost when required) reported to the IRS						
	130 000	*2,180 22*	*12/20/11*	*1,948 27*	*231 95*	*Sale*	
	20 000	*335 42*	*12/21/11*	*305 18*	*30 24*	*Sale*	
06/22/12	150 000	2,515 64	VARIOUS	2,253 45	262 19	Total of 2 lots	
	2 tax lots for 06/25/12 Total proceeds (and cost when required) reported to the IRS						
	5 000	*82 12*	*11/21/11*	*73 40*	*8 72*	*Sale*	
	120 000	*1,970 95*	*12/20/11*	*1,798 40*	*172 55*	*Sale*	
06/25/12	125 000	2,053 07	VARIOUS	1,871 80	181 27	Total of 2 lots	
	2 tax lots for 06/26/12 Total proceeds (and cost when required) reported to the IRS						
	145 000	*2,352 92*	*11/21/11*	*2,128 49*	*224 43*	*Sale*	
	5 000	*81 14*	*11/22/11*	*73 34*	*7 80*	*Sale*	
06/26/12	150 000	2,434 06	VARIOUS	2,201 83	232 23	Total of 2 lots	
06/27/12	20 000	324 16	11/22/11	293 38	30 78	Sale	
	Security total	9,898 41		8,938 53	959 88		
ENI S P A ADR / CUSIP 26874R108 / Symbol E							
10/22/12	20 000	918 57	12/02/11	858 89	59 68	Sale	
EAST JAPAN RAIL ADR / CUSIP 273202101 / Symbol EJPR Y							
10/23/12	110 000	1,230 10	11/22/11	1,134 98	95 12	Sale	
EMBRAER SA ADR / CUSIP 29082A107 / Symbol ERJ							
10/22/12	15 000	419 84	03/21/12	469 62	-49 78	Sale	

Bessemer Trust Company N.A. Account 8M1354

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

These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

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
8 - Description / CUSIP / 1d - Symbol							
EXELON CORP / CUSIP 30161N101 / Symbol EXC							
10/22/12	25 000	916 97	11/21/11	1,079 97	-163 00	Sale	
FIRSTENERGY CORP / CUSIP 337932107 / Symbol FE							
3 tax lots for 05/24/12 Total proceeds (and cost when required) reported to the IRS							
	75 000	*3,517 03*	*11/21/11*	*3,266 56*	*250 47*	*Sale*	
	15 000	*703 40*	*11/22/11*	*646 14*	*57 26*	*Sale*	
	35 000	*1,641 28*	*05/22/12*	*1,676 15*	*-34 87*	*Sale*	
05/24/12	125 000	5,861 71	VARIOUS	5,588 85	272 86	Total of 3 lots	
05/25/12	25 000	1,173 17	11/22/11	1,076 90	96 27	Sale	
3 tax lots for 06/21/12 Total proceeds (and cost when required) reported to the IRS							
	35 000	*1,696 04*	*11/22/11*	*1,507 67*	*188 37*	*Sale*	
	50 000	*2,422 92*	*01/23/12*	*2,085 04*	*337 88*	*Sale*	
	15 000	*726 88*	*01/25/12*	*621 83*	*105 05*	*Sale*	
06/21/12	100 000	4,845 84	VARIOUS	4,214 54	631 30	Total of 3 lots	
06/22/12	50 000	2,409 49	01/25/12	2,072 78	336 71	Sale	
2 tax lots for 06/25/12 Total proceeds (and cost when required) reported to the IRS							
	50 000	*2,385 02*	*01/24/12*	*2,071 18*	*313 84*	*Sale*	
	10 000	*477 00*	*01/25/12*	*414 55*	*62 45*	*Sale*	
06/25/12	60 000	2,862 02	VARIOUS	2,485 73	376 29	Total of 2 lots	
	Security total	17,152 23		15,438 80	1,713 43		
FREEPORT-MCMRN CPPR&GOLD / CUSIP 35671D857 / Symbol FCX							
10/22/12	15 000	605 23	12/01/11	591 84	13 39	Sale	
12/06/12	15 000	461 88	05/22/12	485 40	-23 52	Sale	
	Security total.	1,067 11		1,077 24	-10 13		
GDF SUEZ ADR / CUSIP 36160B105 / Symbol GDFZ Y							
03/21/12	100 000	2,620 22	11/21/11	2,543 07	77 15	Sale	
GENERAL DYNAMICS CORP / CUSIP 369550108 / Symbol GD							
10/22/12	10 000	667 98	02/15/12	698 76	-30 78	Sale	
IMPERIAL TOBACCO LT ADR / CUSIP 453142101 / Symbol ITYB Y							
10/23/12	20 000	1,463 37	02/07/12	1,537 35	-73 98	Sale	

Bessemer Trust Company N.A. Account 8M1354

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 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 (These columns are not reported to the IRS)	Additional Information	Notes
INTERNATIONAL BUS MACHINES / CUSIP 459200101 / Symbol IBM							
10/22/12	10 000	1,937 55	05/22/12	1,971 10	-33 55	Sale	
ITOCHU CORP ADR / CUSIP 465717106 / Symbol ITOC Y							
10/23/12	30 000	605 33	02/07/12	692 01	-86 68	Sale	
JOHNSON & JOHNSON / CUSIP 478160104 / Symbol JNJ							
10/22/12	25 000	1,788 70	02/16/12	1,624 12	164 58	Sale	
11/07/12	100 000	7,013 08	02/15/12	6,472 56	540 52	Sale	
	Security total·	8,801 78		8,096 68	705 10		
KON AHOLD ADR / CUSIP 500467402 / Symbol AHON Y							
10/22/12	95 000	1,183 10	02/21/12	1,395 55	-212 45	Sale	
KON PHILIP ELEC ADR / CUSIP 500472303 / Symbol PHG							
06/12/12	0 367	6 65	03/13/12	7 56	-0 91	Sale	
10/22/12	25 000	653 23	03/13/12	515 07	138 16	Sale	
12/12/12	25 000	658 27	03/13/12	515 07	143 20	Sale	
	4 tax lots for 12/13/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*655 36*	*03/08/12*	*507 92*	*147 44*	*Sale*	
	25 000	*655 37*	*03/09/12*	*508 22*	*147 15*	*Sale*	
	25 367	*664 99*	*03/12/12*	*511 93*	*153 06*	*Sale*	
	24 633	*645 74*	*03/13/12*	*507 50*	*138 24*	*Sale*	
12/13/12	100 000	2,621 46	VARIOUS	2,035 57	585 89	Total of 4 lots	
	3 tax lots for 12/14/12 Total proceeds (and cost when required) reported to the IRS						
	24 633	*648 37*	*03/12/12*	*497 12*	*151 25*	*Sale*	
	25 000	*658 02*	*05/22/12*	*483 50*	*174 52*	*Sale*	
	17 367	*457 12*	*05/31/12*	*307 30*	*149 82*	*Sale*	
12/14/12	67 000	1,763 51	VARIOUS	1,287 92	475 59	Total of 3 lots	
	Security total	5,703 12		4,361 19	1,341 93		
LOWES COS INC / CUSIP 548661107 / Symbol LOW							
	2 tax lots for 10/22/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*811 73*	*03/08/12*	*732 56*	*79 17*	*Sale*	

Bessemer Trust Company N.A. Account 8M1354

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
LOWES COS INC / CUSIP 548661107 / Symbol LOW (cont'd)							
	25 000	*811 73*	*03/09/12*	*744 40*	*67 33*	*Sale*	
10/22/12	50 000	1,623 46	VARIOUS	1,476 96	146 50	Total of 2 lots	
11/07/12	150 000	4,923 40	03/08/12	4,395 38	528.02	Sale	
Security total		6,546 86		5,872 34	674 52		
MACY'S INC / CUSIP 55616P104 / Symbol M							
10/22/12	35 000	1,389 81	05/22/12	1,279 95	109 86	Sale	
MAGNA INTERNATIONAL INC / CUSIP 559222401 / Symbol							
10/22/12	15 000	668 08	02/15/12	644 98	23 10	Sale	
MARATHON OIL CORP / CUSIP 565849106 / Symbol MRO							
10/22/12	35 000	1,047 52	02/07/12	1,155 96	-108 44	Sale	
MCGRAW-HILL COMPANIES INC / CUSIP 580645109 / Symbol MHP							
2 tax lots for 10/18/12 Total proceeds (and cost when required) reported to the IRS							
	25 000	*1,394 17*	*02/03/12*	*1,161 93*	*232 24*	*Sale*	
	75 000	*4,182 52*	*02/06/12*	*3,453 80*	*728 72*	*Sale*	
10/18/12	100 000	5,576 69	VARIOUS	4,615 73	960 96	Total of 2 lots	
10/19/12	25 000	1,401 43	02/06/12	1,151 26	250 17	Sale	
10/22/12	10 000	553 98	05/22/12	453 15	100 83	Sale	
11/28/12	15 000	770 79	05/22/12	679 73	91 06	Sale	
Security total		8,302 89		6,899 87	1,403 02		
MERCK KGAA ADR / CUSIP 589339100 / Symbol MKGA Y							
10/23/12	15 000	632 38	01/24/12	502 28	130 10	Sale	
2 tax lots for 12/18/12 Total proceeds (and cost when required) reported to the IRS							
	10 000	*446 94*	*01/24/12*	*334 86*	*112 08*	*Sale*	
	40 000	*1,787 78*	*01/25/12*	*1,338 17*	*449 61*	*Sale*	
12/18/12	50 000	2,234 72	VARIOUS	1,673 03	561 69	Total of 2 lots	
2 tax lots for 12/19/12 Total proceeds (and cost when required) reported to the IRS							
	60 000	*2,605 35*	*01/25/12*	*2,007 26*	*598 09*	*Sale*	

Bessemer Trust Company N.A. Account 8M1354

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
MERCK KGAA ADR / CUSIP 589339100 / Symbol MKGA Y (cont'd)							
	10 000	*434 23*	*05/23/12*	*323 65*	*110 58*	*Sale*	
12/19/12	70 000	3,039 58	VARIOUS	2,330 91	708 67	Total of 2 lots	
	Security total	5,906 68		4,506 22	1,400 46		
MICROSOFT CORP / CUSIP 594918104 / Symbol MSFT							
10/22/12	50 000	1,396 96	05/22/12	1,487 00	-90 04	Sale	
MUNICH RE GROUP ADR / CUSIP 626188106 / Symbol MURG Y							
	5 tax lots for 10/18/12 Total proceeds (and cost when required) reported to the IRS						
	10 000	*166 01*	*01/25/12*	*129 50*	*36 51*	*Sale*	
	100 000	*1,660 06*	*01/26/12*	*1,330 36*	*329 70*	*Sale*	
	50 000	*830 03*	*01/27/12*	*663 51*	*166 52*	*Sale*	
	100 000	*1,660 06*	*01/30/12*	*1,306 98*	*353 08*	*Sale*	
	90 000	*1,494 06*	*05/22/12*	*1,197 00*	*297 06*	*Sale*	
10/18/12	350 000	5,810 22	VARIOUS	4,627 35	1,182 87	Total of 5 lots	
	3 tax lots for 10/19/12 Total proceeds (and cost when required) reported to the IRS						
	10 000	*164 52*	*01/23/12*	*129 13*	*35 39*	*Sale*	
	100 000	*1,645 25*	*01/24/12*	*1,293 05*	*352 20*	*Sale*	
	90 000	*1,480 72*	*01/25/12*	*1,165 49*	*315 23*	*Sale*	
10/19/12	200 000	3,290 49	VARIOUS	2,587 67	702 82	Total of 3 lots	
10/22/12	40 000	658 58	01/23/12	516 52	142 06	Sale	
	Security total	9,759 29		7,731 54	2,027 75		
NEWMONT MINING CORP / CUSIP 651639106 / Symbol NEM							
	2 tax lots for 08/30/12 Total proceeds (and cost when required) reported to the IRS						
	125 000	*6,074 89*	*11/21/11*	*8,105 60*	*-2,030 71*	*Sale*	
	50 000	*2,429 96*	*12/19/11*	*3,085 77*	*-655 81*	*Sale*	
08/30/12	175 000	8,504 85	VARIOUS	11,191 37	-2,686 52	Total of 2 lots	
08/31/12	25 000	1,248 35	12/19/11	1,542 88	-294 53	Sale	
10/22/12	15 000	829 78	12/19/11	925 73	-95 95	Sale	
	Security total	10,582 98		13,659 98	-3,077 00		

Bessemer Trust Company N.A.

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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
NORDEA BK SWEDEN AB ADR / CUSIP 65557A206 / Symbol NRBA Y							
10/23/12	75 000	700 13	12/21/11	582 47	117 66	Sale	
ORIENTAL LAND CO LTD ADR / CUSIP 68620X104 / Symbol OLCL Y							
10/23/12	80 000	1,054 37	05/02/12	909 76	144 61	Sale	
11/16/12	100 000	1,273 51	05/02/12	1,137 20	136 31	Sale	
	2 tax lots for 11/19/12 Total proceeds (and cost when required) reported to the IRS						
	80 000	*1,023 02*	*05/01/12*	*901 86*	*121 16*	*Sale*	
	20 000	*255 76*	*05/02/12*	*227 44*	*28 32*	*Sale*	
11/19/12	100 000	1,278 78	VARIOUS	1,129 30	149 48	Total of 2 lots	
11/20/12	50 000	646 66	05/01/12	563 66	83 00	Sale	
	2 tax lots for 11/23/12 Total proceeds (and cost when required) reported to the IRS						
	30 000	*376 72*	*04/16/12*	*331 23*	*45 49*	*Sale*	
	20 000	*251 14*	*05/01/12*	*225 47*	*25 67*	*Sale*	
11/23/12	50 000	627 86	VARIOUS	556 70	71 16	Total of 2 lots	
	3 tax lots for 11/28/12 Total proceeds (and cost when required) reported to the IRS						
	20 000	*258 75*	*04/16/12*	*220 82*	*37 93*	*Sale*	
	30 000	*388 13*	*04/23/12*	*330 25*	*57 88*	*Sale*	
	50 000	*646 88*	*04/26/12*	*551 51*	*95 37*	*Sale*	
11/28/12	100 000	1,293 76	VARIOUS	1,102 58	191 18	Total of 3 lots	
	2 tax lots for 12/03/12 Total proceeds (and cost when required) reported to the IRS						
	30 000	*385 78*	*04/13/12*	*329 62*	*56 16*	*Sale*	
	20 000	*257 18*	*04/23/12*	*220 16*	*37 02*	*Sale*	
12/03/12	50 000	642 96	VARIOUS	549 78	93 18	Total of 2 lots	
	2 tax lots for 12/04/12 Total proceeds (and cost when required) reported to the IRS						
	80 000	*1,033 25*	*04/12/12*	*877 80*	*155 45*	*Sale*	
	20 000	*258 31*	*04/13/12*	*219 74*	*38 57*	*Sale*	
12/04/12	100 000	1,291 56	VARIOUS	1,097 54	194 02	Total of 2 lots	
	2 tax lots for 12/06/12 Total proceeds (and cost when required) reported to the IRS						
	20 000	*256 59*	*04/12/12*	*219 45*	*37 14*	*Sale*	
	30 000	*384 88*	*04/25/12*	*328 79*	*56 09*	*Sale*	
12/06/12	50 000	641 47	VARIOUS	548 24	93 23	Total of 2 lots	

Bessemer Trust Company N.A. — Account 8M1354

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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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
ORIENTAL LAND CO LTD ADR / CUSIP 68620X104 / Symbol OLCL Y (cont'd)							
12/07/12	50 000	636 66	04/25/12	547 99	88 67	Sale	
	2 tax lots for 12/11/12 Total proceeds (and cost when required) reported to the IRS						
	55 000	*695 98*	*04/09/12*	*591 71*	*104 27*	*Sale*	
	20 000	*253 09*	*04/25/12*	*219 19*	*33 90*	*Sale*	
12/11/12	75 000	949 07	VARIOUS	810 90	138 17	Total of 2 lots	
	3 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS						
	5 000	*62 94*	*04/04/12*	*53 44*	*9 50*	*Sale*	
	50 000	*629 41*	*04/05/12*	*534 67*	*94 74*	*Sale*	
	45 000	*566 46*	*04/09/12*	*484 12*	*82 34*	*Sale*	
12/12/12	100 000	1,258 81	VARIOUS	1,072 23	186 58	Total of 3 lots	
	2 tax lots for 12/13/12 Total proceeds (and cost when required) reported to the IRS						
	5 000	*61 41*	*04/02/12*	*53 24*	*8 17*	*Sale*	
	95 000	*1,166 76*	*04/04/12*	*1,015 31*	*151 45*	*Sale*	
12/13/12	100 000	1,228 17	VARIOUS	1,068 55	159 62	Total of 2 lots	
	2 tax lots for 12/14/12 Total proceeds (and cost when required) reported to the IRS						
	95 000	*1,162 49*	*04/02/12*	*1,011 58*	*150 91*	*Sale*	
	5 000	*61 18*	*05/23/12*	*53 07*	*8 11*	*Sale*	
12/14/12	100 000	1,223 67	VARIOUS	1,064 65	159 02	Total of 2 lots	
12/17/12	50 000	611 93	05/23/12	530 73	81 20	Sale	
12/18/12	55 000	673 49	05/23/12	583 81	89 68	Sale	
	Security total	15,332 73		13,273 62	2,059 11		
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						
	24 500	*781 04*	*11/21/11*	*803 15*	*-22 11*	*Sale*	
	37 500	*1,195 48*	*02/03/12*	*1,268 33*	*-72 85*	*Sale*	
	25 000	*796 98*	*02/15/12*	*880 88*	*-83 90*	*Sale*	
05/02/12	87 000	2,773 50	VARIOUS	2,952 36	-178 86	Total of 3 lots	
	Security total	2,788 91		2,968 75	-179 84		

Bessemer Trust Company N.A.

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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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SK TELECOM ADR / CUSIP 78440P108 / Symbol SKM							
	2 tax lots for 05/02/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*671 84*	*11/22/11*	*715 18*	*-43 34*	*Sale*	
	50 000	*671 83*	*11/23/11*	*712 43*	*-40 60*	*Sale*	
05/02/12	100 000	1,343 67	VARIOUS	1,427 61	-83 94	Total of 2 lots	
05/03/12	50 000	660 44	11/23/11	712 43	-51 99	Sale	
	2 tax lots for 05/09/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*662 35*	*11/21/11*	*712 07*	*-49 72*	*Sale*	
	50 000	*662 36*	*11/23/11*	*712 42*	*-50 06*	*Sale*	
05/09/12	100 000	1,324 71	VARIOUS	1,424 49	-99 78	Total of 2 lots	
05/10/12	100 000	1,319 06	11/21/11	1,424 15	-105 09	Sale	
05/11/12	25 000	323 57	11/21/11	356 04	-32 47	Sale	
05/14/12	50 000	645 68	02/02/12	704 60	-58 92	Sale	
	2 tax lots for 05/15/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*638 34*	*02/01/12*	*700 67*	*-62 33*	*Sale*	
	25 000	*319 17*	*02/03/12*	*347 31*	*-28 14*	*Sale*	
05/15/12	75 000	957 51	VARIOUS	1,047 98	-90 47	Total of 2 lots	
	2 tax lots for 05/16/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*313 28*	*01/30/12*	*347 25*	*-33 97*	*Sale*	
	75 000	*939 83*	*02/03/12*	*1,041 91*	*-102 08*	*Sale*	
05/16/12	100 000	1,253 11	VARIOUS	1,389 16	-136 05	Total of 2 lots	
	2 tax lots for 05/17/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*307 97*	*01/30/12*	*347 25*	*-39 28*	*Sale*	
	25 000	*307 96*	*02/07/12*	*345 51*	*-37 55*	*Sale*	
05/17/12	50 000	615 93	VARIOUS	692 76	-76 83	Total of 2 lots	
05/18/12	25 000	301 37	02/07/12	345 50	-44 13	Sale	
	3 tax lots for 05/22/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*303 52*	*01/23/12*	*338 65*	*-35 13*	*Sale*	
	50 000	*607 03*	*02/06/12*	*683 02*	*-75 99*	*Sale*	
	50 000	*607 03*	*02/07/12*	*691 01*	*-83 98*	*Sale*	
05/22/12	125 000	1,517 58	VARIOUS	1,712 68	-195 10	Total of 3 lots	
05/23/12	25 000	288 95	01/23/12	338 64	-49 69	Sale	

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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	10,551 58		11,576 04	-1,024 46		
SSE PLC ADR / CUSIP 78467K107 / Symbol SSEZ Y							
	2 tax lots for 10/23/12 Total proceeds (and cost when required) reported to the IRS						
	5 000	*114 05*	*02/21/12*	*103 78*	*10 27*	*Sale*	
	30 000	*684 28*	*05/23/12*	*644 84*	*39 44*	*Sale*	
10/23/12	35 000	798 33	VARIOUS	748 62	49 71	Total of 2 lots	
SANOFI - ADR / CUSIP 80105N105 / Symbol SNY							
08/30/12	100 000	4,054 31	02/07/12	3,744 36	309 95	Sale	
08/31/12	50 000	2,052 19	02/08/12	1,856 96	195 23	Sale	
10/22/12	15 000	663 88	02/08/12	557 09	106 79	Sale	
	Security total	6,770 38		6,158 41	611 97		
SUMITOMO MITSUI FIN ADR / CUSIP 86562M209 / Symbol SMFG							
10/22/12	80 000	492 38	01/24/12	505 86	-13 48	Sale	
SUNCORP GROUP ADR / CUSIP 86723Y100 / Symbol SNMY Y							
10/23/12	90 000	881 49	02/21/12	813 00	68 49	Sale	
TARGET CORP / CUSIP 87612E106 / Symbol TGT							
04/02/12	75 000	4,363 07	11/21/11	3,917 80	445 27	Sale	
	3 tax lots for 08/20/12 Total proceeds (and cost when required) reported to the IRS						
	100 000	*6,355 74*	*11/21/11*	*5,223 74*	*1,132 00*	*Sale*	
	15 000	*953 36*	*01/24/12*	*758 63*	*194 73*	*Sale*	
	35 000	*2,224 51*	*05/22/12*	*1,986 25*	*238 26*	*Sale*	
08/20/12	150 000	9,533 61	VARIOUS	7,968 62	1,564 99	Total of 3 lots	
	Security total	13,896 68		11,886 42	2,010 26		
TELE2 AB ADR / CUSIP 87952P307 / Symbol TLTZ Y							
	2 tax lots for 10/17/12 Total proceeds (and cost when required) reported to the IRS						
	100 000	*892 27*	*02/06/12*	*989 53*	*-97 26*	*Sale*	
	150 000	*1,338 40*	*02/21/12*	*1,487 78*	*-149 38*	*Sale*	
10/17/12	250 000	2,230 67	VARIOUS	2,477 31	-246 64	Total of 2 lots	

Bessemer Trust Company N.A.

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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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TELE2 AB ADR / CUSIP 87952P307 / Symbol TLTZ Y (cont'd)							
	3 tax lots for 10/18/12 Total proceeds (and cost when required) reported to the IRS						
	100 000	*885 20*	*02/06/12*	*989 53*	*-104 33*	*Sale*	
	50 000	*442 60*	*02/07/12*	*483 68*	*-41 08*	*Sale*	
	150 000	*1,327 80*	*02/08/12*	*1,455 06*	*-127 26*	*Sale*	
10/18/12	300 000	2,655 60	VARIOUS	2,928 27	-272 67	Total of 3 lots	
10/19/12	50 000	435 99	02/07/12	483 69	-47 70	Sale	
10/23/12	50 000	428 21	02/07/12	483 68	-55 47	Sale	
	Security total	5,750 47		6,372 95	-622 48		
TEVA PHARM INDS LTD ADR / CUSIP 881624209 / Symbol TEVA							
	2 tax lots for 10/22/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*1,017 23*	*01/24/12*	*1,145 44*	*-128 21*	*Sale*	
	5 000	*203 44*	*01/26/12*	*228 16*	*-24 72*	*Sale*	
10/22/12	30 000	1,220 67	VARIOUS	1,373 60	-152 93	Total of 2 lots	
THERMO FISHER SCIENTIFIC / CUSIP 883556102 / Symbol TMO							
10/22/12	15 000	873 88	10/19/12	877 90	-4 02	Sale	
TIM PARTICIPACOES SA ADR / CUSIP 88706P205 / Symbol TSU							
10/22/12	15 000	271 79	01/30/12	423 31	-151 52	Sale	
TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol TKGS Y							
08/24/12	0 500	10 93	02/16/12	9 27	1 66	Sale	
10/18/12	100 000	2,162 13	02/16/12	1,854 51	307 62	Sale	
10/19/12	100 000	2,142 26	02/16/12	1,854 50	287 76	Sale	
	2 tax lots for 10/22/12 Total proceeds (and cost when required) reported to the IRS						
	49 500	*1,038 78*	*02/16/12*	*917 98*	*120 80*	*Sale*	
	0 500	*10 49*	*05/23/12*	*9 23*	*1 26*	*Sale*	
10/22/12	50 000	1,049 27	VARIOUS	927 21	122 06	Total of 2 lots	
	3 tax lots for 10/23/12 Total proceeds (and cost when required) reported to the IRS						
	75 500	*1,552 78*	*11/22/11*	*1,299 90*	*252 88*	*Sale*	
	24 500	*503 88*	*05/23/12*	*452 40*	*51 48*	*Sale*	

Bessemer Trust Company N.A. Account 8M1354

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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TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol TKGS Y (cont'd)							
	25 000	*509 49*	*05/23/12*	*461 64*	*47 85*	*Sale*	
10/23/12	125 000	2,566 15	VARIOUS	2,213 94	352 21	Total of 3 lots	
	Security total	7,930 74		6,859 43	1,071 31		
TOTAL SA ADR / CUSIP 89151E109 / Symbol TOT							
10/22/12	25 000	1,286 22	02/08/12	1,358 88	-72 66	Sale	
UNILEVER NV ADR / CUSIP 904784709 / Symbol UN							
	2 tax lots for 08/20/12 Total proceeds (and cost when required) reported to the IRS						
	25 000	*859 76*	*11/21/11*	*807 95*	*51 81*	*Sale*	
	25 000	*859 77*	*11/22/11*	*820 97*	*38 80*	*Sale*	
08/20/12	50 000	1,719 53	VARIOUS	1,628 92	90 61	Total of 2 lots	
08/21/12	125 000	4,344 96	11/21/11	4,039 75	305 21	Sale	
	2 tax lots for 08/22/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*1,716 65*	*11/21/11*	*1,615 90*	*100 75*	*Sale*	
	25 000	*858 33*	*05/22/12*	*805 50*	*52 83*	*Sale*	
08/22/12	75 000	2,574 98	VARIOUS	2,421 40	153 58	Total of 2 lots	
	Security total	8,639.47		8,090 07	549 40		
UNITEDHEALTH GROUP INC / CUSIP 91324P102 / Symbol UNH							
10/22/12	10 000	562 88	02/15/12	546 17	16 71	Sale	
VODAFONE GP PLC NEW ADR / CUSIP 92857W209 / Symbol VOD							
10/22/12	10 000	283 64	06/20/12	279 37	4 27	Sale	
VOLKSWAGEN AG ADR / CUSIP 928662402 / Symbol VLKP Y							
10/22/12	5 000	192 54	07/06/12	163 79	28 75	Sale	
WALGREEN CO / CUSIP 931422109 / Symbol WAG							
10/22/12	20 000	723 98	10/18/12	721 29	2 69	Sale	
WASTE MANAGEMENT INC NEW / CUSIP 94106L109 / Symbol WM							
10/22/12	20 000	649 58	08/03/12	697 34	-47 76	Sale	

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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*

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WESTERN UNION CO / CUSIP 959802109 / Symbol WU							
	2 tax lots for 10/22/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*902 48*	*02/03/12*	*984 53*	*-82 05*	*Sale*	
	10 000	*180 49*	*02/07/12*	*196 71*	*-16 22*	*Sale*	
10/22/12	60 000	1,082 97	VARIOUS	1,181 24	-98 27	Total of 2 lots	
	4 tax lots for 12/11/12 Total proceeds (and cost when required) reported to the IRS						
	100 000	*1,313 39*	*02/06/12*	*1,949 22*	*-635 83*	*Sale*	
	40 000	*525 36*	*02/07/12*	*786 83*	*-261 47*	*Sale*	
	100 000	*1,313 39*	*02/08/12*	*1,809 70*	*-496 31*	*Sale*	
	60 000	*788 03*	*05/22/12*	*1,022 40*	*-234 37*	*Sale*	
12/11/12	300 000	3,940 17	VARIOUS	5,568 15	-1,627 98	Total of 4 lots	
12/12/12	35 000	462 72	05/22/12	596 40	-133 68	Sale	
	Security total	5,485 86		7,345 79	-1,859 93		
WHARF HOLDINGS ADR / CUSIP 962257200 / Symbol WARF Y							
	2 tax lots for 10/23/12 Total proceeds (and cost when required) reported to the IRS						
	15 000	*203 69*	*12/05/11*	*149 83*	*53 86*	*Sale*	
	35 000	*475 29*	*05/23/12*	*367 81*	*107 48*	*Sale*	
10/23/12	50 000	678 98	VARIOUS	517 64	161 34	Total of 2 lots	
YUM BRANDS INC / CUSIP 988498101 / Symbol YUM							
04/02/12	100 000	7,028 75	12/01/11	5,627 56	1,401 19	Sale	
	3 tax lots for 04/04/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*3,505 59*	*11/21/11*	*2,659 17*	*846 42*	*Sale*	
	25 000	*1,752 79*	*11/22/11*	*1,364 32*	*388 47*	*Sale*	
	25 000	*1,752 80*	*12/01/11*	*1,406 89*	*345 91*	*Sale*	
04/04/12	100 000	7,011 18	VARIOUS	5,430 38	1,580 80	Total of 3 lots	
04/05/12	50 000	3,513 07	11/21/11	2,659 17	853 90	Sale	
	Security total	17,553 00		13,717 11	3,835 89		
ZIMMER HLDGS INC / CUSIP 98956P102 / Symbol ZMH							
10/22/12	35 000	2,212 30	05/01/12	2,254 88	-42 58	Sale	

Bessemer Trust Company N.A. Account 8M1354

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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ACCENTURE PLC CL A / CUSIP G1151C101 / Symbol ACN							
10/22/12	25 000	1,688 71	05/22/12	1,477 54	211 17	Sale	
SEAGATE TECHNOLOGY PLC / CUSIP G7945M107 / Symbol STX							
10/22/12	20 000	561 18	04/03/12	559 49	1 69	Sale	
NOBLE CORPORATION / CUSIP H5833N103 / Symbol NE							
2 tax lots for 03/07/12 Total proceeds (and cost when required) reported to the IRS							
	25 000	*966 74*	*11/22/11*	*867 39*	*99 35*	*Sale*	
	25 000	*966 74*	*01/25/12*	*862 35*	*104 39*	*Sale*	
03/07/12	50 000	1,933 48	VARIOUS	1,729 74	203 74	Total of 2 lots	
3 tax lots for 03/08/12 Total proceeds (and cost when required) reported to the IRS							
	25 000	*974 75*	*11/21/11*	*859 37*	*115 38*	*Sale*	
	75 000	*2,924 27*	*01/23/12*	*2,578 43*	*345 84*	*Sale*	
	75 000	*2,924 27*	*01/25/12*	*2,587 04*	*337 23*	*Sale*	
03/08/12	175 000	6,823 29	VARIOUS	6,024 84	798 45	Total of 3 lots	
2 tax lots for 03/09/12 Total proceeds (and cost when required) reported to the IRS							
	75 000	*2,939 39*	*11/21/11*	*2,578 10*	*361 29*	*Sale*	
	25 000	*979 80*	*01/24/12*	*855 22*	*124 58*	*Sale*	
03/09/12	100 000	3,919 19	VARIOUS	3,433 32	485 87	Total of 2 lots	
Security total		12,675 96		11,187 90	1,488 06		
AVAGO TECHNOLOGIES / CUSIP Y0486S104 / Symbol AVGO							
10/22/12	25 000	830 23	09/21/12	886 18	-55 95	Sale	
Totals:		**294,264.91**		**274,333.65**	**19,931 26**		

Bessemer Trust Company N.A. Account 8M1354

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
OW GLOBAL SML & MID CAP FD / CUSIP 680414604 / Symbol OWSM X							
	2 tax lots for 02/16/12 Total proceeds (and cost when required) reported to the IRS						
	3,101 737	*46,401 99*	*04/18/11*	*50,000 00*	*-3,598 01*	*Sale*	
	1,355 266	*20,274 78*	*06/24/11*	*21,426 75*	*-1,151 97*	*Sale*	
02/16/12	4,457 003	66,676 77	VARIOUS	71,426 75	-4,749 98	Total of 2 lots	
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
02/16/12	896 861	8,753 36	04/18/11	10,000 00	-1,246 64	Sale	
US TREASURY BILLS 05/03/12 / CUSIP 9127953N9 / Symbol							
02/06/12	139,000 000	138,955 07	10/04/11	138,963 34	-8 27	Sale	
02/15/12	139,000 000	138,949 16	10/04/11	138,963 34	-14 18	Sale	
	Security total	277,904 23		277,926 68	-22 45		
US TREASURY BONDS 3 1/8% 11/15/41 / CUSIP 912810QT8 / Symbol							
03/26/12	185,000 000	177,889 06	02/16/12	187,023 44	-9,134 38	Sale	
	Totals:	**531,223.42**		**546,376.87**	**-15,153.45**		
	Total Short-term	825,498 25		820,710 52	4,777 81		

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
FREEPORT-MCMRN CPPR&GOLD / CUSIP 35671D857 / Symbol FCX							
	2 tax lots for 12/05/12 Total proceeds (and cost when required) reported to the IRS						
	15 000	*491 76*	*11/21/11*	*539 73*	*-47 97*	*Sale*	
	85 000	*2,786 64*	*12/01/11*	*3,353 77*	*-567 13*	*Sale*	
12/05/12	100 000	3,278 40	VARIOUS	3,893 50	-615 10	Total of 2 lots	
12/06/12	80 000	2,463 37	11/21/11	2,878 59	-415 22	Sale	
	Security total	5,741 77		6,772 09	-1,030 32		

Bessemer Trust Company N.A.

Account 8M1354

2012

Proceeds from Broker and Barter Exchange Transactions
(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

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 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
KON PHILIP ELEC ADR / CUSIP 500472303 / Symbol PHG							
2 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS							
	100 000	*2,633 06*	*11/21/11*	*1,839 83*	*793 23*	*Sale*	
	50 000	*1,316 53*	*11/22/11*	*926 05*	*390 48*	*Sale*	
12/12/12	150 000	3,949 59	VARIOUS	2,765 88	1,183 71	Total of 2 lots	
MCGRAW-HILL COMPANIES INC / CUSIP 580645109 / Symbol MHP							
11/27/12	75 000	3,891 05	11/22/11	3,267 42	623 63	Sale	
11/28/12	50 000	2,569 30	11/21/11	2,164 87	404 43	Sale	
Security total		6,460 35		5,432 29	1,028 06		
MERCK KGAA ADR / CUSIP 589339100 / Symbol MKGA Y							
12/13/12	50 000	2,237 91	11/21/11	1,564 37	673 54	Sale	
12/14/12	25 000	1,119 36	11/21/11	782 18	337 18	Sale	
12/17/12	25 000	1,113 91	11/21/11	782 18	331 73	Sale	
Security total		4,471 18		3,128 73	1,342 45		
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							
	50 000	*528 02*	*11/21/11*	*417 59*	*110 43*	*Sale*	
	50 000	*528 02*	*11/22/11*	*410 46*	*117 56*	*Sale*	
12/12/12	100 000	1,056 04	VARIOUS	828 05	227 99	Total of 2 lots	
12/13/12	100 000	1,052 45	11/22/11	820 91	231 54	Sale	
12/14/12	150 000	1,595 36	11/23/11	1,212 89	382 47	Sale	
12/17/12	50 000	524 98	11/23/11	404 29	120 69	Sale	
Security total		4,228 83		3,266 14	962 69		
WESTERN UNION CO / CUSIP 959802109 / Symbol WU							
2 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS							
	115 000	*1,520 36*	*11/21/11*	*1,871 02*	*-350 66*	*Sale*	
	175 000	*2,313 58*	*11/22/11*	*2,899 51*	*-585 93*	*Sale*	
12/12/12	290 000	3,833 94	VARIOUS	4,770 53	-936 59	Total of 2 lots	
12/13/12	85 000	1,120 71	11/21/11	1,382 92	-262 21	Sale	
Security total		4,954 65		6,153 45	-1,198 80		

Bessemer Trust Company N.A. Account 8M1354

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

*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
WHARF HOLDINGS ADR / CUSIP 962257200 / Symbol WARF Y							
12/12/12	50 000	765 48	12/05/11	499 44	266 04	Sale	
	3 tax lots for 12/18/12 Total proceeds (and cost when required) reported to the IRS						
	15 000	*224 79*	*12/01/11*	*148 65*	*76 14*	*Sale*	
	150 000	*2,247 88*	*12/02/11*	*1,492 07*	*755 81*	*Sale*	
	35 000	*524 50*	*12/05/11*	*349 60*	*174 90*	*Sale*	
12/18/12	200 000	2,997 17	VARIOUS	1,990 32	1,006 85	Total of 3 lots	
12/19/12	100 000	1,527 34	12/01/11	991 00	536 34	Sale	
	Security total	5,289 99		3,480 76	1,809 23		
ACCENTURE PLC CL A / CUSIP G1151C101 / Symbol ACN							
	2 tax lots for 11/27/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*3,365 21*	*11/21/11*	*2,730 03*	*635 18*	*Sale*	
	25 000	*1,682 60*	*11/22/11*	*1,376 34*	*306 26*	*Sale*	
11/27/12	75 000	5,047 81	VARIOUS	4,106 37	941 44	Total of 2 lots	
	Totals:	**40,144.17**		**35,105.71**	**5,038.46**		

*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							
	2 tax lots for 03/07/12. Total proceeds (and cost when required) reported to the IRS						
	25 000	*795 00*	*10/22/09*	*661 23*	*133 77*	*Sale*	
	75 000	*2,384 98*	*08/05/10*	*1,904 51*	*480 47*	*Sale*	
03/07/12	100 000	3,179 98	VARIOUS	2,565 74	614 24	Total of 2 lots	
10/22/12	5 000	139 70	08/05/10	126 97	12 73	Sale	
	Security total	3,319 68		2,692 71	626 97		
OW LARGE CAP STRATEGIES FD / CUSIP 680414109 / Symbol OWLS X							
02/16/12	10,256 410	100,000 00	09/22/06	134,153 84	-34,153 84	Sale	

Bessemer Trust Company N.A. Account 8M1354

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[1] **

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)							
10/23/12	4,338 843	42,000 00	09/22/06	56,752 07	-14,752 07	Sale	
	Security total	142,000 00		190,905 91	-48,905 91		
OW GLOBAL SML & MID CAP FD / CUSIP 680414604 / Symbol OWSM X							
2 tax lots for 02/16/12 Total proceeds (and cost when required) reported to the IRS							
	584 617	*8,745 87*	*09/11/06*	*7,079 71*	*1,666 16*	*Sale*	
	1,308 647	*19,577 36*	*12/10/10*	*19,734 40*	*-157 04*	*Sale*	
02/16/12	1,893 264	28,323 23	VARIOUS	26,814 11	1,509 12	Total of 2 lots	
2 tax lots for 10/23/12 Total proceeds (and cost when required) reported to the IRS							
	4,550 584	*66,028 97*	*09/11/06*	*55,107 58*	*10,921 39*	*Sale*	
	2,341 215	*33,971 03*	*02/06/08*	*27,579 51*	*6,391 52*	*Sale*	
10/23/12	6,891 799	100,000 00	VARIOUS	82,687 09	17,312 91	Total of 2 lots	
	Security total	128,323 23		109,501 20	18,822 03		
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
02/16/12	7,299 860	71,246 64	10/09/06	82,999 41	-11,752 77	Sale	
2 tax lots for 08/15/12 Total proceeds (and cost when required) reported to the IRS							
	5,215 764	*48,976 02*	*09/22/06*	*58,260 08*	*-9,284 06*	*Sale*	
	7,020 658	*65,923 98*	*10/09/06*	*79,824 88*	*-13,900 90*	*Sale*	
08/15/12	12,236 422	114,900 00	VARIOUS	138,084 96	-23,184 96	Total of 2 lots	
10/23/12	8,350 731	80,000 00	09/22/06	93,277 67	-13,277 67	Sale	
	Security total	266,146 64		314,362 04	-48,215 40		
OW GLOBAL OPPORTUNITIES FD / CUSIP 680414802 / Symbol OWGO X							
10/23/12	2,666 667	20,000 00	11/28/07	26,666 67	-6,666 67	Sale	
ACE LIMITED / CUSIP H0023R105 / Symbol ACE							
3 tax lots for 06/20/12 Total proceeds (and cost when required) reported to the IRS							
	10 000	*729 49*	*04/27/10*	*524 15*	*205 34*	*Sale*	
	40 000	*2,917 95*	*06/09/10*	*1,990 63*	*927 32*	*Sale*	
	50 000	*3,647 43*	*06/10/10*	*2,520 36*	*1,127 07*	*Sale*	
06/20/12	100 000	7,294 87	VARIOUS	5,035 14	2,259 73	Total of 3 lots	
10/22/12	5 000	402 49	06/09/10	248 83	153 66	Sale	

Bessemer Trust Company N.A. | Account 8M1354

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

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
	Security total	7,697 36		r 5,283 97	2,413 39		
	Totals·	**567,486.91**		**649,412.50**	**-81,925.59**		
Total Long-term		607,631 05		684,519 21	<76,887 13>		
Total		1,433,119 41		1,505,228 73	$<72,189 37>		

Bessemer Trust Company N.A. Account 8M3927

Proceeds from Broker and Barter Exchange Transactions

2012

*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

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
8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
FEDERAL NATL MTG ASSN FR 5% 04/15/15 / CUSIP 31359MA45 / Symbol							
07/09/12	5,000 000	5,626 00	02/24/12	5,689 90	-63 90	Sale	
PRIVATE EXPORT FUNDING 2 1/8% 07/15/16 / CUSIP 742651DL3 / Symbol							
06/26/12	100,000 000	104,849 00	09/08/11	103,830 00	1,019 00	Sale	
US TREASURY NOTES 2 3/4% 12/31/17 / CUSIP 912828PN4 / Symbol							
	2 tax lots for 08/14/12 Total proceeds (and cost when required) reported to the IRS						
	98,000 000	*107,845 94*	*09/28/11*	*106,299 38*	*1,546 56*	*Sale*	
	57,000 000	*62,726 72*	*09/29/11*	*61,827 19*	*899 53*	*Sale*	
08/14/12	155,000 000	170,572 66	VARIOUS	168,126 57	2,446 09	Total of 2 lots	
09/11/12	23,000 000	25,410 50	09/29/11	24,947 81	462 69	Sale	
	Security total	195,983 16		193,074 38	2,908 78		
	Totals:	**306,458.16**		**302,594.28**	**3,863.88**		

*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

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
8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
AMER EXPRESS CREDIT CO 7 3% 08/20/13 / CUSIP 0258M0CY3 / Symbol							
03/21/12	25,000 000	27,083 75	08/15/08	24,988 31	2,095 44	Sale	
FEDERAL FARM CREDIT BANK 1 5/8% 11/19/14 / CUSIP 31331KHW3 / Symbol							
09/11/12	25,000 000	25,710 75	04/19/11	25,036 50	674 25	Sale	
10/18/12	25,000 000	25,656 75	04/19/11	25,036 50	620 25	Sale	
10/22/12	20,000 000	20,513 20	04/19/11	20,029 20	484 00	Sale	
	Security total	71,880 70		70,102 20	1,778 50		
FEDERAL HOME LN BKS GLBL 3 7/8% 06/14/13 / CUSIP 31339X2M5 / Symbol							
05/04/12	30,000 000	31,195 50	05/20/03	30,109 17	1,086 33	Sale	
06/26/12	20,000 000	20,690 80	05/20/03	20,072 78	618 02	Sale	
	Security total	51,886 30		50,181 95	1,704 35		

Bessemer Trust Company N.A.

Account 8M3927

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

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
FEDERAL HOME LOAN BANK 2% 09/14/12 / CUSIP 3133XUK93 / Symbol							
02/10/12	100,000 000	101,086 00	09/23/09	100,421 00	665 00	Sale	
FEDERAL HOME LOAN BANK 1 3/8% 06/08/12 / CUSIP 3133XWKU2 / Symbol							
02/09/12	35,000 000	35,145 95	05/25/10	35,191 45	-45 50	Sale	
FEDERAL HOME LOAN BANK 2 3/4% 03/13/15 / CUSIP 3133XWX95 / Symbol							
06/26/12	20,000 000	21,188 80	04/15/10	19,958 72	1,230 08	Sale	
GENERAL ELEC CAP CORP 5 1/4% 10/19/12 / CUSIP 36962G3K8 / Symbol							
01/31/12	40,000 000	41,344 80	02/13/08	41,831 60	-486 80	Sale	
JPMORGAN CHASE & CO 3 7% 01/20/15 / CUSIP 46625HHP8 / Symbol							
08/06/12	30,000 000	31,698 90	03/22/10	30,315 90	1,383 00	Sale	
NOVARTIS CAPITAL CORP 4 1/8% 02/10/14 / CUSIP. 66989HAA6 / Symbol							
10/22/12	30,000 000	31,407 90	02/04/09	29,992 28	1,415 62	Sale	
PFIZER INC 5 35% 03/15/15 / CUSIP 717081DA8 / Symbol							
02/24/12	30,000 000	34,138 50	03/17/09	29,980 73	4,157 77	Sale	
US TREASURY NOTE 4 3/4% 05/15/14 / CUSIP 912828CJ7 / Symbol							
02/10/12	45,000 000	49,494.73	03/09/05	46,000 17	3,494 56	Sale	
06/26/12	55,000 000	59,576 17	03/09/05	56,222 43	3,353 74	Sale	
	Security total	109,070 90		102,222 60	6,848 30		
US TREASURY NOTES 2 3/4% 12/31/17 / CUSIP 912828PN4 / Symbol							
	3 tax lots for 11/02/12 Total proceeds (and cost when required) reported to the IRS						
	5,000 000	*5,502 34*	*09/29/11*	*5,423 44*	*78 90*	*Sale*	
	18,000 000	*19,808 44*	*09/29/11*	*19,524 38*	*284 06*	*Sale*	
	23,000 000	*25,317 07*	*09/29/11*	*24,947 81*	*369 26*	*Sale*	
11/02/12	46,000 000	50,627 85	VARIOUS	49,895 63	732 22	Total of 3 lots	
	2 tax lots for 11/16/12 Total proceeds (and cost when required) reported to the IRS						
	37,000 000	*40,915 35*	*09/29/11*	*40,133 44*	*781 91*	*Sale*	
	63,000 000	*69,666 68*	*09/29/11*	*68,335 31*	*1,331 37*	*Sale*	
11/16/12	100,000 000	110,582 03	VARIOUS	108,468 75	2,113 28	Total of 2 lots	

Bessemer Trust Company N.A. — Account 8M3927

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

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 NOTES 2 3/4% 12/31/17 / CUSIP 912828PN4 / Symbol (cont'd)							
11/29/12	30,000 000	33,141 80	09/29/11	32,540 62	601 18	Sale	
	Security total	194,351 68		190,905 00	3,446 68		
	Totals:	750,284.18		726,091.74	24,192.44		
	Total	\$1,056,742 34		\$1,028,686 02	\$ 28,056 32		

Schedule No 92

Trade date basis

ACCOUNT HOLDINGS

Cash and Short Term

	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 AVAILABLE (8M1354)			$140		$140	0 2%			
BESSEMER SWEEP PROGRAM (8M1355) 0.010 %	554 230	1 00	554	1 000	554	0 8			0 01
FED GOVT OBLIG FUND #395 (8M1354) 0 010 %	66,100	1 00	66,100	1 000	66,100	99 0		6	0 01
Total cash and short term			**$66,794**		**$66,794**	**100.0%**		**$6**	
		Other + Acct	19,286		19,286				
			86,080		86,080				

Fixed Income

Fixed Income - cash and short term

	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 AVAILABLE (8M3927)			$44		$44	<0 1%	$0		
FED GOVT OBLIG FUND #395 (8M3927) 0 010 %	16,600	1 00	16,600	1 000	16,600	1 2	0	1	0 01
Total fixed income - cash and short term			**$16,644**		**$16,644**	**1.2%**	**$0**	**$1**	**0.01%**
	Tax Return		$102,724		102,724				

US government bonds

	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
FEDERAL NATL MTG ASSN FR 5 000 % Due 04/15/2015	25,000	$113 80	$28,449	$110 616	$27,654	2 0%	($795)	$1,250	4 52%
PRIVATE EXPORT FUNDING 2 125 % Due 07/15/2016	160,000	103 83	166 128	105 579	168,926	12 3	2 798	3,400	2 01
US TREASURY NOTES 2 750 % Due 12/31/2017	201,000	108 47	218 022	110 031	221,162	16 1	3,140	5,527	2 50
US TREASURY NOTE 2 625 % Due 01/31/2018	25,000	108 85	27,212	109 438	27,359	2 0	147	656	2 40
US TREASURY NOTE 2 125 % Due 08/15/2021	163,000	104 89	170 965	105 125	171,353	12 5	388	3,463	2 02

Schedule A - 1

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
US TREASURY NOTES 2 000 % Due 11/15/2021	100,000	105 17	168 274	103 789	166,062	12 1	(2,212)	3,200	1 93
Total US government bonds		✓	**$779,050**		**$782,516**	**57.0%**	**$3,466**	**$17,496**	**2.24%**

Taxable municipal bonds

	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
NJ ECON DEV AUTH TAXABLE SER FF REV Not callable 3 169 % Due 09/01/2014 A1 /A+	30,000	$100 00	$30,000	$101 822	$30,546	2 2%	$546	$950	3 11%
ENERGY NW WA ELEC REV TAX COLUMBIA GENERATING Not callable 2 147 % Due 07/01/2018 Aa1 /AA-	25,000	101 76	25,439	103 350	25,837	1 9	398	536	2 08
Total taxable municipal bonds		✓	**$55,439**		**$56,383**	**4.1%**	**$944**	**$1,486**	**2.64%**
		Tax Return	934,489		838,899				

Corporate bonds

	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
BERKSHIRE HATHAWAY INC 3 200 % Due 02/11/2015 Aa2 /AA+	30,000	$100 09	$30,027	$105 278	$31,583	2 3%	$1,556	$960	3 04%
PROCTER & GAMBLE CO 3 500 % Due 02/15/2015 Aa3 /AA-	30,000	99 58	29,874	106 175	31,852	2 3	1,978	1,050	3 30
CELGENE CORP 2 450 % Due 10/15/2015 Baa2 /BBB+	30,000	97 62	29,286	103 771	31,131	2 3	1,845	735	2 36
TEXAS INSTRUMENT INC TXN 2 375 16 2 375 % Due 05/16/2016 A1 /A+	25,000	99 49	24,873	104 660	26,165	1 9	1,292	593	2 27
JP MORGAN CHASE & CO 3 150 % Due 07/05/2016 A2 /A	30,000	105 47	31,640	105 945	31,783	2 3	143	945	2 97
TOYOTA MOTOR CREDIT CORP 2 000 % Due 09/15/2016 Aa3 /AA-	40,000	99 48	39,792	103 675	41,470	3 0	1,678	800	1 93
GENERAL ELEC CAP CORP 2 900 % Due 01/09/2017 A1 /AA+	40,000	103 17	41,269	105 734	42,293	3 1	1 024	1,160	2 74

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Trade date basis

Corporate bonds - continued	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
BB&T CORPORATION 2 150 % Due 03/22/2017 A2 /A-	25,000	102 28	25,570	103 428	25,857	1 9	287	537	2 08
AMERICAN EXPRESS CREDIT 2 375 % Due 03/24/2017 A2 /A-	27,000	99 73	26,926	104 632	28,250	2 1	1,324	641	2 27
US BANCORP 1 650 % Due 05/15/2017 A1 /A+	30,000	99 81	29,943	101 890	30,567	2 2	624	495	1 62
DOMINION RESOURCES INC 1 400 % Due 09/15/2017 Baa2 /A-	25,000	99 91	24,978	100 018	25,004	1 8	26	350	1 40
PRAXAIR INC PX 1 05 17 1 050 % Due 11/07/2017 A2 /A	25,000	99 96	24,990	100 019	25,004	1 8	14	262	1 05
MICROSOFT CORP 0 875 % Due 11/15/2017 Aaa /AAA	25,000	99 42	24,855	99 473	24,868	1 8	13	218	0 88
COSTCO WHOLESALE CORP 1 125 % Due 12/15/2017 A1	30,000	99 98	29,994	100 670	30,201	2 2	207	337	1 12
Total corporate bonds			**$414,017**		**$426,028**	**31.0%**	**$12,011**	**$9,083**	**2.13%**

International bonds

	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
SHELL INTERNATIONAL FIN 4 000 % Due 03/21/2014 Aa1 /AA	30,000	$99 97	$29,991	$104 401	$31,320	2 3%	$1,329	$1,200	3 83%
KFW 1 250 % Due 02/15/2017 Aaa /AAA	35,000	99 63	34,870	102 041	35,714	2 6	844	437	1 22
ONTARIO (PROVINCE OF) 1 100 % Due 10/25/2017 Aa2 /AA-	25,000	99 86	24,966	100 110	25,027	1 8	61	275	1 10
Total international bonds			**$89,827**		**$92,061**	**6.7%**	**$2,234**	**$1,912**	**2.08%**
	Tax Return	✓	503,844		518,089				
Total fixed income			**$1,354,977**		**$1,373,632**	**100.0%**	**$18,655**	**$29,978**	**2.18%**

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Trade date basis

Large Cap Core - 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									
COACH INC *(COH)*	220	$54 79	$12 053	$55 510	$12,212	3 4%	$159	$264	2 16%
DOLLAR GENERAL CORP *(DG)*	275	43 17	11,873	44 090	12,124	3 3	251		
LOWES COS INC *(LOW)*	430	28 60	12,297	35 520	15,273	4 2	2,976	275	1 80
MACY'S INC *(M)*	400	34 51	13,805	39 020	15,608	4 3	1,803	320	2 05
TARGET CORP *(TGT)*	185	50 44	9,332	59 170	10,946	3 0	1 614	266	2 43
Total consumer discretionary			**$59,360**		**$66,163**	**18.2%**	**$6,803**	**$1,125**	**1.70%**
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	240	$38 29	$9,189	$48 350	$11,604	3 2%	$2,415	$216	1 86%
WALGREEN CO *(WAG)*	530	36 37	19,275	37 010	19,615	5 4	340	583	2 97
Total consumer staples			**$28,464**		**$31,219**	**8.6%**	**$2,755**	**$799**	**2.56%**
Energy									
CONOCOPHILLIPS *(COP)*	190	$53 23	$10,114	$57 990	$11,018	3 0%	$904	$501	4 55%
MARATHON OIL CORP *(MRO)*	435	28 33	12,322	30 660	13,337	3 7	1,015	295	2 22
Total energy			**$22,436**		**$24,355**	**6.7%**	**$1,919**	**$796**	**3.27%**
Financials									
ACE LIMITED	205	$49 76	$10,201	$79 800	$16,359	4 5%	$6,158	$401	2 46%
CITIGROUP INC *(C)*	270	29 84	8,056	39 560	10,681	2 9	2,625	10	0 10
Total financials			**$18,257**		**$27,040**	**7.4%**	**$8,783**	**$411**	**1.52%**
Health care									
AETNA INC NEW *(AET)*	275	$43 48	$11,956	$46 310	$12,735	3 5%	$779	$220	1 73%

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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
JOHNSON & JOHNSON *(JNJ)*	215	63 59	13,672	70 100	15,071	4 1	1,399	524	3 48
THERMO FISHER SCIENTIFIC *(TMO)*	260	57 65	14,988	63 780	16,582	4 6	1,594	156	0 94
UNITEDHEALTH GROUP INC *(UNH)*	290	48 78	14,147	54 240	15,729	4 3	1,582	246	1 57
ZIMMER HLDGS INC *(ZMH)*	295	63 09	18,612	66 660	19,664	5 4	1 052	212	1 08
Total health care			**$73,375**		**$79,781**	**21.9%**	**$6,406**	**$1,358**	**1.70%**
Industrials									
GENERAL DYNAMICS CORP *(GD)*	115	$65 17	$7,495	$69 270	$7,966	2 2%	$471	$234	2 94%
WASTE MANAGEMENT INC NEW *(WM)*	330	33 44	11,036	33 740	11,134	3 1	98	468	4 21
Total industrials			**$18,531**		**$19,100**	**5.3%**	**$569**	**$702**	**3.68%**
Information technology									
ACCENTURE PLC CL A	240	$55 97	$13,432	$66 500	$15,960	4 4%	$2,528	$388	2 44%
AVAGO TECHNOLOGIES	275	35 15	9,665	31 651	8,703	2 4	(962)	187	2 15
INTERNATIONAL BUS MACHINES *(IBM)*	100	188 28	18,828	191 550	19,155	5 3	327	340	1 77
MICROSOFT CORP *(MSFT)*	670	25 39	17,013	26 710	17,895	4 9	882	616	3 44
QUALCOMM INC *(QCOM)*	250	62 39	15,598	61 860	15,464	4 3	(134)	250	1 62
SEAGATE TECHNOLOGY PLC	225	27 41	6,168	30 420	6,844	1 9	676	342	5 00
Total information technology			**$80,704**		**$84,021**	**23.1%**	**$3,317**	**$2,123**	**2.53%**
Materials									
NEWMONT MINING CORP *(NEM)*	**160**	**$56.31**	**$9,010**	**$46.440**	**$7,430**	**2.0%**	**($1,580)**	**$224**	**3.01%**
Telecom services									
CENTURYLINK INC *(CTL)*	**245**	**$37.53**	**$9,196**	**$39.120**	**$9,584**	**2.6%**	**$388**	**$710**	**7.41%**

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Trade date basis

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
DETROIT ENERGY CO *(DTE)*	105	$50 78	$5,332	$60 050	$6,305	1 7%	$973	$260	4.13%
EXELON CORP *(EXC)*	300	40 80	12,240	29 740	8,922	2.5	(3,318)	630	7 06
Total utilities			**$17,572**		**$15,227**	**4.2%**	**($2,345)**	**$890**	**5.84%**
Total large cap core - u.s.			**$336,905**		**$363,920**	**100.0%**	**$27,015**	**$9,138**	**2.51%**

Large Cap Core - Non U.S.

Consumer discretionary

	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
DAIHATSU MOTOR CO LTD ADR	250	$38 45	$9,612	$39 577	$9,894	2 5%	$282	$283	2 86%
MAGNA INTL INC CL A	225	37 63	8,467	50 020	11,254	2 8	2,787	324	2 88
VOLKSWAGEN AG ADR	170	32 67	5,554	45 392	7,716	1 9	2 162	100	1 31
Total consumer discretionary			**$23,633**		**$28,864**	**7.3%**	**$5,231**	**$707**	**2.45%**

Consumer staples

	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
AB FOODS LTD ADR	625	$17 21	$10,757	$25 423	$15,889	4.0%	$5,132	$244	1 54%
IMPERIAL TOBACCO LT ADR	245	73 57	18,025	77 146	18,900	4.8	875	826	4 37
KON AHOLD ADR	1,315	13 29	17,476	13 362	17,571	4 4	95	573	3 26
Total consumer staples			**$46,258**		**$52,360**	**13.2%**	**$6,102**	**$1,643**	**3.14%**

Energy

	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
ENI S P A ADR	340	$42 09	$14 309	$49 140	$16,707	4 2%	$2,398	$729	4 37%
SINOPEC/CHINA PETE&CHM ADR	145	110 28	15,991	114 920	16,663	4 2	672	616	3 70

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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOTAL SA ADR	350	50 91	17,819	52 010	18,203	4 6	384	877	4 82
Total energy			**$48,119**		**$51,573**	**13.0%**	**$3,454**	**$2,222**	**4.31%**
Financials									
ALLIANZ AKTIENGES ADR	665	$10 37	$6,894	$13 817	$9,188	2 3%	$2,294	$285	3 10%
CHINA CONSTRUCTION ADR	895	14 23	12,732	16 050	14,364	3 6	1,632	558	3 89
MUNICH RE GROUP ADR	950	12 14	11,531	17 930	17,033	4 3	5,502	520	3 06
NORDEA BK SWEDEN AB ADR	1,040	7 59	7,894	9 546	9,927	2 5	2,033	287	2 89
SUMITOMO MITSUI FIN ADR	2,420	5 92	14,336	7 340	17,762	4 5	3,426	549	3 09
SUNCORP GROUP ADR	920	8 74	8,043	10 558	9,713	2 4	1 670	330	3 40
WHARF HOLDINGS ADR	385	9 56	3,682	15 637	6,020	1 5	2,338	102	1 70
Total financials			**$65,112**		**$84,007**	**21.1%**	**$18,895**	**$2,631**	**3.13%**
Health care									
ITOCHU CORP ADR	690	$20 77	$14 333	$20 980	$14,476	3 6%	$143	$676	4 68%
SANOFI - ADR	380	34 43	13,085	47 380	18,004	4 5	4 919	543	3 02
TEVA PHARM INDS LTD ADR	400	41 07	16,429	37 340	14,936	3 8	(1,493)	321	2 15
Total health care			**$43,847**		**$47,416**	**11.9%**	**$3,569**	**$1,540**	**3.25%**
Industrials									
EAST JAPAN RAIL ADR	1,600	$10 12	$16,193	$10 756	$17,209	4 3%	$1,016	$310	1 80%
EMBRAER SA ADR	390	27 94	10,897	28 510	11,118	2 8	221		
NIKON CORP PLC UNSPON-ADR	300	28 18	8,453	29 214	8,764	2 2	311	123	1 40
Total industrials			**$35,543**		**$37,091**	**9.3%**	**$1,548**	**$433**	**1.17%**

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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Materials									
AKZO NOBEL NV ADR	325	$16 63	$5,404	$21 861	$7,104	1 8%	$1,700	$162	2 28%
BARRICK GOLD CORP	460	45 90	21,115	35 010	16,104	4 1	(5,011)	184	1 14
BHP BILLITON PLC-ADR	150	56 27	8,440	70 370	10,555	2 7	2 115	336	3 18
Total materials			**$34,959**		**$33,763**	**8.5%**	**($1,196)**	**$682**	**2.02%**
Telecom services									
CHINA TELECOM ADR	265	$59 25	$15 702	$56 850	$15,065	3 8%	($637)	$261	1 73%
TELE2 AB ADR	855	9 42	8,051	9 000	7,695	1 9	(356)	285	3 71
TIM PARTICIPACOES SA ADR	460	27.90	12,835	19 820	9,117	2 3	(3,718)	132	1 45
VODAFONE GP PLC NEW ADR	540	27 39	14,789	25 190	13,602	3 4	(1,187)	810	5 95
Total telecom services			**$51,377**		**$45,479**	**11.4%**	**($5,898)**	**$1,488**	**3.27%**
Utilities									
SSE PLC ADR	470	$20 42	$9,597	$23 049	$10,833	2 7%	$1,236	$588	5 43%
TOKYO GAS LTD ADR	362	16 98	6,145	18 273	6,614	1 7	469	134	2 03
Total utilities			**$15,742**		**$17,447**	**4.4%**	**$1,705**	**$722**	**4.14%**
Total large cap core - non u.s.			**$364,590**		**$398,000**	**100.0%**	**$33,410**	**$12,068**	**3.03%**
" " " - US			336,905		363,920				
✓ Tax Return Schedule			701,495		761,920		to next page		

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Trade date basis

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
			701,495		761,920				
OW LARGE CAP STRATEGIES FD BOOK COST 1,044,787	87,336 529	$11 77	$1,028,371	$10 020	$875,112	100 0%	($153,259)	$6,375	0 73%
Total large cap strategies			**$1,028,371**		**$875,112**	**100.0%**	**($153,259)**	**$6,375**	**0.73%**

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 758,290	65,920 004	$10 69	$704,774	$14 690	$968,364	100 0%	$263,590	$10,810	1 12%
Total global small & mid cap			**$704,774**		**$968,364**	**100.0%**	**$263,590**	**$10,810**	**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 1,514,865	201,707 339	$7 30	$1,472,748	$7 560	$1,524,907	100 0%	$52,159	$48,409	3 17%
Total global opportunities			**$1,472,748**		**$1,524,907**	**100.0%**	**$52,159**	**$48,409**	**3.17%**
Tax Return Balance Sheet			3,907,388		4,130,303				

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Trade date basis

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 447,796	40,882 092	$10 51	$429,540	$9 270	$378,976	100 0%	($50,564)	$940	0 25%
Total real return / commodities		TAX RETURN SCHEDULE	**$429,540**		**$378,976**	**100.0%**	**($50,564)**	**$940**	**0.25%**
Total value of account without alternative investments			**$5,758,699**		**$5,949,705**		**$191,006**	**$117,724**	**1.98%**

Alternative Investments

Alternative Investments

Total alternative investments (estimated fair value)* OW Private Equity Fund IX	TAX RETURN SCHEDULE	736,925	**$806,111**
Total value of account			**$6,755,816**

	Market value
Total interest and dividends accrued	8,508
Total value of account including accruals	**$6,764,324**

* See Alternative Investment schedule for details

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