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

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation JMM CHARITABLE FOUNDATION		A Employer identification number 26-6226655
Number and street (or P.O. box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVE-34TH		B Telephone number 212-708-9100
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,165,955.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	200,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	38,214.	38,214.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,359.			
	b Gross sales price for all assets on line 6a	483,238.			
	7 Capital gain net income (from Part IV, line 2)		4,359.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<727.>	<727.>		STATEMENT 2	
12 Total. Add lines 1 through 11	241,846.	41,846.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,500.	0.		2,500.
	c Other professional fees	2,616.	1,752.		864.
	17 Interest				
	18 Taxes	3,090.	521.		35.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	8,206.	2,273.		3,399.	
25 Contributions, gifts, grants paid	99,650.			99,650.	
26 Total expenses and disbursements. Add lines 24 and 25	107,856.	2,273.		103,049.	
27 Subtract line 26 from line 12	133,990.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		39,573.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		272,563.	71,954.	71,954.
	2	Savings and temporary cash investments				
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6		510,225.	451,284.	446,911.
	b	Investments - corporate stock STMT 7		797,921.	1,356,633.	1,529,126.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		295,560.	130,388.	117,964.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,876,269.	2,010,259.	2,165,955.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,876,269.	2,010,259.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		1,876,269.	2,010,259.		
31	Total liabilities and net assets/fund balances		1,876,269.	2,010,259.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,876,269.
2	Enter amount from Part I, line 27a	2	133,990.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,010,259.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,010,259.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 379,405.		374,241.	5,164.
b 84,058.		104,638.	<20,580.>
c 19,775.			19,775.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5,164.
b			<20,580.>
c			19,775.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } { If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 } 3	2	4,359.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	93,563.	2,065,534.	.045297
2010	133,217.	2,006,773.	.066384
2009	35,144.	1,879,048.	.018703
2008	14,489.	1,926,857.	.007519
2007			

2 Total of line 1, column (d)	2	.137903
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	.034476
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,963,097.
5 Multiply line 4 by line 3	5	67,680.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	396.
7 Add lines 5 and 6	7	68,076.
8 Enter qualifying distributions from Part XII, line 4	8	103,049.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	396.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	396.
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	396.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,500.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,500.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,104.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,104. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► BESSEMER TRUST Telephone no ► 212-708-9216 Located at ► 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ► 10111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ► N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ► N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **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? **N/A** **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR J REMILLARD III C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 1.00	0.	0.	0.
DEBRA REMILLARD C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,834,391.
b	Average of monthly cash balances	1b	158,601.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,992,992.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,992,992.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,895.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,963,097.
6	Minimum investment return. Enter 5% of line 5	6	98,155.

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	98,155.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	396.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	396.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,759.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	97,759.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	97,759.

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	103,049.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	103,049.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	396.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	102,653.

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				97,759.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			63,320.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 103,049.				
a Applied to 2011, but not more than line 2a			63,320.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				39,729.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				58,030.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ _____
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

ARTHUR J REMILLARD III

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

b The form in which applications should be submitted and information and materials they should include:
 N/A

c Any submission deadlines:
 N/A

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN DIABETES FOUNDATION PO BOX 11454 ALEXANDRIA , VA 22312	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250.
AMERICAN RED CROSS OF CENTRAL MA 2000 CENTURY DRIVE WORCESTER, MA 01606	N/A	PUBLIC CHARITY	GENERAL SUPPORT	6,000.
ASSUMPTION COLLEGE 500 SALISBURY STREET WORCESTER, MA 01609	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	1,500.
BANCROFT SCHOOL 110 SHORE DR WORCESTER, MA 01605	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250.
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
Total	SEE CONTINUATION SHEET(S)			99,650.
b Approved for future payment				
NONE				
Total				0.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

JMM CHARITABLE FOUNDATION

Employer identification number

26-6226655

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Name of organization JMM CHARITABLE FOUNDATION	Employer identification number 26-6226655
----------------------------------------------------------	-----------------------------------------------------

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR. ARTHUR J. REMILLARD, III C/O BESSEMER TRUST COMPANY, 630 FIFTH AVENUE NEW YORK, NY 10111	\$ 200,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

JMM CHARITABLE FOUNDATION

26-6226655

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	13,708.019 SHARES OF OLD WESTBURY GLOBAL SMALL & MIDCAP FUND	\$ 200,000.	12/26/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

JMM CHARITABLE FOUNDATION

26-6226655

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	JMM CHARITABLE FOUNDATION	26-6226655
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O BESSEMER TRUST, 630 FIFTH AVE-34TH F	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10111	

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

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

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

BESSEMER TRUST

- The books are in the care of **630 FIFTH AVENUE - NEW YORK, NY 10111**
Telephone No **212-708-9216** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**
- 5 For calendar year **2012**, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 396.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 1,500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

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

Signature Title Date

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. JMM CHARITABLE FOUNDATION	Employer identification number (EIN) or 26-6226655
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVE-34TH F	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

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

04

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

BESSEMER TRUST

- The books are in the care of ▶ **630 FIFTH AVENUE - NEW YORK, NY 10111**

Telephone No. ▶ **212-708-9216**

FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

▶ calendar year **2012** or

▶ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	396.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,500.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP SUNSHINE 35 ACADIA ROAD CASCO, ME 04015	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	6,000.
CHILD LIFE PROGRAM FUND 119 BELMONT STREET WORCESTER, MA 01605	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500.
CHILD'S PLAY 123 NW 36TH STREET SEATTLE, WA 98107	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	250.
DEVEREUX 60 MILES ROAD, PO BOX 219 RUTLAND, MA 01543-0219	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	TO SUPPORT EFFORTS IN THE HORN OF AFRICA	2,500.
FRIENDS OF NORTHBOROUGH SENIOR CENTER, INC. 119 BEARFOOD ROAD NORTHBOROUGH, MA 01532	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
GIRL SCOUTS OF COASTAL & WESTERN MA 95 BERKELEY STREET, SUITE 404 BOSTON, MA 02116	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON, MA 02780	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	6,000.
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN, MA 01773	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
MY STUFF BAGS FOUNDATION 5347 STERLING CENTER DRIVE WESTLAKE VILLAGE, CA 91361	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250.
Total from continuation sheets				90,150.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARTNERS IN CHARITY 49 ELM STREET WORCESTER, MA 01609	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SAINT ANSELM COLLEGE 100 SAINT ANSELM DRIVE MANCHESTER, NH 03102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
SAINT ROSE OF LIMA CHURCH 510 W 165TH ST NEW YORK, NY 10032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	N/A	PUBLIC CHARITY	TO SUPPORT THE EFFORTS AT COMBATING THE EFFECTS OF THE DROUGHT IN THE HORN OF AFRICA	2,500.
ST JOHN'S HIGH SCHOOL 378 MAIN STREET SHEWSBURY, MA 01545	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250.
SUDBURY VALLEY TRUSTEES 18 WOLBACH RD SUDBURY, MA 01776	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
TELEGRAM & GAZETTE SANTA FUND C/O COMMERCE BANK, PO BOX 15204 WORCESTER, MA 01615-0204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500.
UMASS MEDICAL SCHOOL 333 SOUTH STREET SHREWSBURY, MA 01545	N/A	PUBLIC CHARITY	BUILDING CAMPAIGN	30,000.
UNITED THROUGH READING 11750 SORRENTO VALLEY RD STE 100 SAN DIEGO, CA 92121	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500.
UNITED WAY OF CENTRAL MA 484 MAIN STREET, STE 300 WORCESTER, MA 01608	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	57,989.	19,775.	38,214.
TOTAL TO FM 990-PF, PART I, LN 4	57,989.	19,775.	38,214.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	<727.>	<727.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<727.>	<727.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEES	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEE	2,616.	1,752.		864.
TO FORM 990-PF, PG 1, LN 16C	2,616.	1,752.		864.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	814.	521.		0.
EXCISE TAX FOR 2011	741.	0.		0.
ESTIMATED TAX	1,500.	0.		0.
MA REGISTRATION FEE 2011	35.	0.		35.
TO FORM 990-PF, PG 1, LN 18	3,090.	521.		35.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		451,284.	446,911.
TOTAL U.S. GOVERNMENT OBLIGATIONS			451,284.	446,911.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			451,284.	446,911.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,356,633.	1,529,126.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,356,633.	1,529,126.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	130,388.	117,964.
TOTAL TO FORM 990-PF, PART II, LINE 13		130,388.	117,964.

Bessemer Trust

Report dated December 31, 2012 Page 4 of 9

Account Details

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
JMM CHARITABLE FOUNDATION - IM											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
	Total CASH				\$0		\$0	0.0%	\$0	\$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		71,954.870	\$1.00	\$71,954	\$1,000	\$71,954	100.0%	\$0	\$7	0.01%
	Total CASH EQUIVALENTS				\$71,954		\$71,954	100.0%	\$0	\$7	0.01%
	Total CASH AND SHORT TERM				\$71,954		\$71,954	100.0%	\$0	\$7	0.01%
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	38,660.167	\$11.67	\$451,284	\$11.560	\$446,911	100.0%	(\$4,372)	\$9,433	2.11%
	Total BOND FUNDS				\$451,284		\$446,911	100.0%	(\$4,372)	\$9,433	2.11%
	Total FIXED INCOME				\$451,284		\$446,911	100.0%	(\$4,372)	\$9,433	2.11%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	35.000	\$191.46	\$6,701	\$191.543	\$6,704	5.2%	\$3	\$119	1.78%
851360	MICROSOFT CORP	594918104	240.000	\$26.00	\$6,241	\$26.708	\$6,410	5.0%	\$169	\$220	3.43%
867793	QUALCOMM INC	747525103	85.000	\$62.40	\$5,304	\$61.859	\$5,258	4.1%	(\$46)	\$85	1.62%
902312	ACCENTURE PLC CL A	G1151C101	85.000	\$56.56	\$4,808	\$66.494	\$5,652	4.4%	\$844	\$137	2.42%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	80.000	\$27.89	\$2,231	\$30.412	\$2,433	1.9%	\$202	\$121	4.97%
904587	AVAGO TECHNOLOGIES	Y0486S104	100.000	\$35.20	\$3,520	\$31.650	\$3,165	2.5%	(\$355)	\$68	2.15%
	Total INFORMATION TECHNOLOGY				\$28,805		\$29,622	23.2%	\$817	\$750	2.53%
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	40.000	\$65.90	\$2,636	\$69.250	\$2,770	2.2%	\$134	\$81	2.92%

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

Bessemer Trust

Account Details

Report dated December 31, 2012

Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
JMM CHARITABLE FOUNDATION - IM											
LARGE CAP CORE - U.S.											
INDUSTRIALS											
886665	WASTE MANAGEMENT INC NEW	94106L109	110 000	\$33 42	\$3,676	\$33 736	\$3,711	2 9%	\$35	\$156	4 20%
Total INDUSTRIALS					\$6,312		\$6,481	5.1%	\$169	\$237	2.03%
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	90 000	\$37 51	\$3,376	\$39 111	\$3,520	2 8%	\$144	\$261	7 41%
Total TELECOM SERVICES					\$3,376		\$3,520	2.8%	\$144	\$261	4.03%
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	95 000	\$43 65	\$4,147	\$46 305	\$4,399	3 4%	\$251	\$76	1 73%
843800	JOHNSON & JOHNSON	478160104	85 000	\$63 86	\$5,428	\$70 094	\$5,958	4 7%	\$529	\$207	3 47%
880100	THERMO FISHER SCIENTIFIC	883556102	90 000	\$58 04	\$5,224	\$63 778	\$5,740	4 5%	\$515	\$54	0 94%
881943	UNITEDHEALTH GROUP INC	91324P102	90 000	\$48 31	\$4,348	\$54 233	\$4,881	3 8%	\$533	\$76	1 56%
888967	ZIMMER HLDGS INC	98956P102	115 000	\$63 10	\$7,256	\$66 652	\$7,665	6 0%	\$408	\$82	1 07%
Total HEALTH CARE					\$26,403		\$28,643	22.4%	\$2,236	\$495	2.29%
FINANCIALS											
817156	CITIGROUP INC	172967424	90 000	\$29 82	\$2,684	\$39,556	\$3,560	2 8%	\$875	\$3	0 08%
986524	ACE LIMITED	H0023R105	80 000	\$49 86	\$3,989	\$79 800	\$6,384	5 0%	\$2,394	\$156	2 44%
Total FINANCIALS					\$6,673		\$9,944	7 8%	\$3,269	\$159	2.73%
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	85 000	\$38 72	\$3,291	\$48 341	\$4,109	3 2%	\$818	\$76	1 85%
886461	WALGREEN CO	931422109	175 000	\$36 20	\$6,335	\$37 006	\$6,476	5 1%	\$141	\$192	2 96%
Total CONSUMER STAPLES					\$9,626		\$10,585	8.3%	\$959	\$268	2.91%
MATERIALS											
857450	NEWMONT MINING CORP	651639106	50 000	\$52 08	\$2,604	\$46 440	\$2,322	1 8%	(\$282)	\$70	3 01%
Total MATERIALS					\$2,604		\$2,322	1.8%	(\$282)	\$70	2.18%
CONSUMER DISCRETIONARY											

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Account Details

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
JMM CHARITABLE FOUNDATION - IM											
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	95 000	\$43 54	\$4,136	\$44 084	\$4,188	3 3%	\$51	\$0	0 00%
817591	COACH INC	189754104	80 000	\$55 06	\$4,405	\$55 500	\$4,440	3 5%	\$35	\$96	2 16%
847586	LOWES COS INC	548661107	135 000	\$28 76	\$3,883	\$35 519	\$4,795	3 8%	\$911	\$86	1 79%
848064	MACY'S INC	55616P104	145 000	\$35 94	\$5,211	\$39 014	\$5,657	4 4%	\$446	\$116	2 05%
878468	TARGET CORP	87612E106	60 000	\$50 55	\$3,033	\$59 167	\$3,550	2 8%	\$516	\$86	2 42%
Total CONSUMER DISCRETIONARY					\$20,668		\$22,630	17.7%	\$1,959	\$384	1.93%
ENERGY											
819413	CONOCOPHILLIPS	20825C104	70 000	\$53 57	\$3,750	\$57 986	\$4,059	3 2%	\$308	\$184	4 53%
848843	MARATHON OIL CORP	565849106	155 000	\$28 08	\$4,352	\$30 658	\$4,752	3 7%	\$400	\$105	2 21%
Total ENERGY					\$8,102		\$8,811	6.9%	\$708	\$289	3.97%
UTILITIES											
823500	DETROIT ENERGY CO	233331107	35 000	\$50 49	\$1,767	\$60 029	\$2,101	1 6%	\$333	\$86	4 09%
828398	EXELON CORP	30161N101	105 000	\$41 14	\$4,320	\$29 733	\$3,122	2 4%	(\$1,197)	\$220	7 05%
Total UTILITIES					\$6,087		\$5,223	4.1%	(\$864)	\$306	4.87%
Total LARGE CAP CORE - U.S.					\$118,656		\$127,781	100.0%	\$9,115	\$3,219	2.52%
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	570 000	\$10 20	\$5,816	\$10 754	\$6,130	4 5%	\$314	\$110	1 79%
906092	NIKON CORP PLC UNSPON-ADR	654111202	100 000	\$27 40	\$2,740	\$29 210	\$2,921	2 1%	\$181	\$41	1 40%
914067	EMBRAER SA ADR	29082A107	125 000	\$28 62	\$3,578	\$28 504	\$3,563	2 6%	(\$14)	\$0	0 00%
Total INDUSTRIALS					\$12,134		\$12,614	9.2%	\$481	\$151	2.03%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	90 000	\$60 00	\$5,400	\$56 844	\$5,116	3 7%	(\$284)	\$88	1 72%
905147	TIM PARTICIPACOES SA ADR	88706P205	150 000	\$28 11	\$4,216	\$19 820	\$2,973	2 2%	(\$1,243)	\$43	1 45%

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JMM CHARITABLE FOUNDATION - IM											
LARGE CAP CORE - NON U.S.											
TELECOM SERVICES											
905422	TELEZ AB ADR	87952P307	300 000	\$9 29	\$2,788	\$9 000	\$2,700	2 0%	(\$88)	\$100	3 70%
956823	VODAFONE GP PLC NEW ADR	92857W209	175 000	\$27 35	\$4,787	\$25 189	\$4,408	3 2%	(\$379)	\$262	5 94%
Total TELECOM SERVICES					\$17,191		\$15,197	11 1%	(\$1,994)	\$493	4 03%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	130 000	\$34 54	\$4,490	\$47 377	\$6,159	4 5%	\$1,669	\$186	3 02%
927371	ITOCHU CORP ADR	465717106	245 000	\$20 96	\$5,136	\$20 980	\$5,140	3 7%	\$3	\$240	4 67%
958901	TEVA PHARM INDS LTD ADR	881624209	140 000	\$42 06	\$5,888	\$37 336	\$5,227	3 8%	(\$661)	\$112	2 14%
Total HEALTH CARE					\$15,514		\$16,526	12 0%	\$1,011	\$538	2 29%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	310 000	\$12 18	\$3,777	\$17 929	\$5,558	4 0%	\$1,781	\$169	3 04%
904004	CHINA CONSTRUCTION ADR	168919108	315 000	\$14 45	\$4,552	\$16 048	\$5,055	3 7%	\$503	\$196	3 88%
905386	SUNCORP GROUP ADR	86723Y100	315 000	\$8 76	\$2,760	\$10 556	\$3,325	2 4%	\$565	\$113	3 40%
905424	NORDEA BK SWEDEN AB ADR	65557A206	370 000	\$7 64	\$2,828	\$9 546	\$3,532	2 6%	\$703	\$102	2 89%
905438	WHARF HOLDINGS ADR	962257200	135 000	\$10 04	\$1,355	\$15 637	\$2,111	1 5%	\$755	\$35	1 66%
914068	ALLIANZ AKTIENES ADR	018805101	235 000	\$10 30	\$2,421	\$13 817	\$3,247	2 4%	\$825	\$100	3 08%
968662	SUMITOMO MITSUI FIN ADR	86562M209	775 000	\$5 91	\$4,583	\$7 339	\$5,688	4 1%	\$1,104	\$175	3 08%
Total FINANCIALS					\$22,276		\$28,516	20 8%	\$6,236	\$890	2 73%
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	220 000	\$17 65	\$3,884	\$25 423	\$5,593	4 1%	\$1,708	\$86	1 54%
926008	IMPERIAL TOBACCO LT ADR	453142101	85 000	\$73 91	\$6,282	\$77 141	\$6,557	4 8%	\$274	\$286	4 36%
933964	KON AHOLD ADR	500467402	465 000	\$13 35	\$6,208	\$13 361	\$6,213	4 5%	\$5	\$202	3 25%
Total CONSUMER STAPLES					\$16,374		\$18,363	13 4%	\$1,987	\$574	2 91%
MATERIALS											
802483	BARRICK GOLD CORP	067901108	155 000	\$45 48	\$7,049	\$35 006	\$5,426	3 9%	(\$1,623)	\$62	1 14%

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JMM CHARITABLE FOUNDATION - IM											
LARGE CAP CORE - NON U.S.											
MATERIALS											
901454	AKZO NOBEL NV ADR	010199305	115 000	\$16 22	\$1,865	\$21 861	\$2,514	1 8%	\$648	\$57	2 27%
904977	BHP BILLITON PLC-ADR	05545E209	50 000	\$56 28	\$2,814	\$70 360	\$3,518	2 6%	\$703	\$112	3 18%
Total MATERIALS					\$11,728		\$11,458	8.3%	(\$272)	\$231	2.18%
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	80 000	\$38 20	\$3,056	\$50 012	\$4,001	2 9%	\$944	\$115	2 87%
901588	VOLKSWAGEN AG ADR	928662402	60 000	\$32 75	\$1,965	\$45 383	\$2,723	2 0%	\$758	\$35	1 29%
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	90 000	\$37 63	\$3,387	\$39 567	\$3,561	2 6%	\$174	\$101	2 84%
Total CONSUMER DISCRETIONARY					\$8,408		\$10,285	7.5%	\$1,876	\$251	1.93%
ENERGY											
915019	ENI S P A ADR	26874R108	120 000	\$42 23	\$5,068	\$49 133	\$5,896	4 3%	\$827	\$257	4 36%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	50 000	\$109 14	\$5,457	\$114 920	\$5,746	4 2%	\$288	\$212	3 69%
959209	TOTAL SA ADR	89151E109	125 000	\$50 67	\$6,334	\$52 008	\$6,501	4 7%	\$166	\$313	4 81%
Total ENERGY					\$16,859		\$18,143	13.2%	\$1,281	\$782	3.97%
UTILITIES											
900767	SSE PLC ADR	78467K107	165 000	\$20 42	\$3,370	\$23 048	\$3,803	2 8%	\$432	\$206	5 42%
905429	TOKYO GAS LTD ADR	889115101	137 000	\$17 29	\$2,369	\$18 270	\$2,503	1 8%	\$134	\$50	2 00%
Total UTILITIES					\$5,739		\$6,306	4.6%	\$566	\$256	4.87%
Total LARGE CAP CORE - NON U.S.					\$126,223		\$137,408	100.0%	\$11,172	\$4,166	3.03%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	29,024 519	\$8 52	\$247,382	\$10 020	\$290,825	100 0%	\$43,442	\$2,118	0 73%
Total LARGE CAP STRATEGIES FUNDS					\$247,382		\$290,825	100.0%	\$43,442	\$2,118	0.73%
Total LARGE CAP STRATEGIES					\$247,382		\$290,825	100.0%	\$43,442	\$2,118	0.73%
GLOBAL SMALL & MID CAP											

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JMM CHARITABLE FOUNDATION - IM											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	34,815,377	\$10.36	\$428,122	\$14,690	\$511,437	100.0%	\$150,620	\$5,709	1.12%
Total GLOBAL SMALL & MID CAP FUNDS					\$428,122		\$511,437	100.0%	\$150,620	\$5,709	1.12%
Total GLOBAL SMALL & MID CAP					\$428,122		\$511,437	100.0%	\$150,620	\$5,709	1.12%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	61,068,148	\$7.14	\$436,250	\$7,560	\$461,675	100.0%	\$25,425	\$14,656	3.17%
Total GLOBAL OPPORTUNITIES FUNDS					\$436,250		\$461,675	100.0%	\$25,425	\$14,656	3.17%
Total GLOBAL OPPORTUNITIES					\$436,250		\$461,675	100.0%	\$25,425	\$14,656	3.17%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	12,725,400	\$10.25	\$130,388	\$9,270	\$117,964	100.0%	(\$12,423)	\$292	0.25%
Total REAL RETURN FUNDS					\$130,388		\$117,964	100.0%	(\$12,423)	\$292	0.25%
Total REAL RETURN/COMMODITIES					\$130,388		\$117,964	100.0%	(\$12,423)	\$292	0.25%
Total					\$2,010,259		\$2,165,955		\$222,979	\$39,600	1.83%

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