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

Open to public Inspection

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

Name of foundation
CHARLOTTE & EDWARD K WHEELER FOUNDATION

A Employer identification number
52-1503237

Number and street (or P O box number if mail is not delivered to street address)
C/O BESSEMER TRUST, 630 FIFTH AVENUE

Room/suite

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,356,503.

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 ▶ ☐

SCANNED MAY 22 2013

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			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	51,564.	51,564.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	31,697.			
b	Gross sales price for all assets on line 6a 430,294.				
7	Capital gain net income (from Part IV, line 2)		31,697.		
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				
12	**Total.** Add lines 1 through 11	83,261.	83,261.		
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 STMT 2	2,750.	0.		2,750.
c	Other professional fees STMT 3	10,972.	10,972.		0.
17	Interest				
18	Taxes STMT 4	3,098.	613.		0.
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	16,820.	11,585.		2,750.
25	Contributions, gifts, grants paid	162,165.			162,165.
26	**Total expenses and disbursements.** Add lines 24 and 25	178,985.	11,585.		164,915.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-95,724.			
b	**Net investment income** (if negative, enter -0-)		71,676.		
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	5,000.	5,000.	5,000.
	2	Savings and temporary cash investments	240,791.	51,065.	51,065.
	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 5	445,461.	447,448.	452,907.
	b	Investments - corporate stock STMT 6	1,329,622.	1,550,077.	1,695,748.
	c	Investments - corporate bonds STMT 7	145,956.	147,282.	151,783.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other	126,439.		
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,293,269.	2,200,872.	2,356,503.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,293,269.	2,200,872.	
	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**	2,293,269.	2,200,872.	
	31	**Total liabilities and net assets/fund balances**	2,293,269.	2,200,872.	

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	2,293,269.
2	Enter amount from Part I, line 27a	2	-95,724.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT DUE TO LATE CASH	3	3,328.
4	Add lines 1, 2, and 3	4	2,200,873.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,200,872.

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	PUBLICITY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICITY 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	263,421.		254,854.	8,567.
b	141,094.		143,743.	-2,649.
c	25,779.			25,779.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				8,567.
b				-2,649.
c				25,779.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 31,697.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	137,500.	2,547,494.	.053975
2010	156,253.	2,471,098.	.063232
2009	138,525.	2,314,348.	.059855
2008	168,288.	2,681,429.	.062761
2007	202,735.	3,084,927.	.065718

2	**Total** of line 1, column (d)	2	.305541
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	.061108
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,357,722.
5	Multiply line 4 by line 3	5	144,076.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	717.
7	Add lines 5 and 6	7	144,793.
8	Enter qualifying distributions from Part XII, line 4	8	164,915.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	717.
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	717.
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	717.
6	Credits/Payments.				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	483.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 483. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC			
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

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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 ▶ C/O BESSEMER TRUST Telephone no. ▶ 212 708-9100

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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? ☐ 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.)* 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** 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
IAN K SNOW 655 PARK AVENUE, APT. 3D NEW YORK, NY 10021	TREASURER & SECRETARY 0.00	0.	0.	0.
KENDALL WHEELER 5201 NORWAY DRIVE CHEVY CHASE, MD 20815	PRESIDENT 0.00	0.	0.	0.
FREDERICA JOHNSON 6700 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	CHAIRMAN 0.00	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

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

3 Five highest-paid independent contractors for professional services. 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	2,388,626.
b	Average of monthly cash balances			1b	5,000.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,393,626.
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	2,393,626.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	35,904.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,357,722.
6	**Minimum investment return.** Enter 5% of line 5			6	117,886.

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	117,886.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	717.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	717.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	117,169.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	117,169.
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	117,169.

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	164,915.
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	164,915.
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	717.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	164,198.

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				117,169.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			22,435.	
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 137,500.				
f **Total** of lines 3a through e	137,500.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 164,915.				
a Applied to 2011, but not more than line 2a			22,435.	
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				117,169.
e Remaining amount distributed out of corpus	25,311.			
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	162,811.			
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				0.
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	162,811.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 137,500.				
e Excess from 2012 25,311.				

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).)

NONE

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:

IAN SNOW C/O RIPPLEWOOD HOLDINGS
ONE ROCKEFELLER PLAZA, 32ND FL, NEW YORK, NY 10020

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

TYPED WRITTEN FORMAT; ALL APPLICATIONS SHOULD SPECIFY THE APPROPRIATE USES

c Any submission deadlines:

NONE

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

NONE

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				
SEE ATTACHED	N/A	EXEMPT	GENERAL EXEMPT PURPOSE	162,165.
Total			▶ 3a	162,165.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,564.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	31,697.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		83,261.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 83,261.

(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).

223621
12-05-12

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

▶ 5/6/13 ▶ Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
VIRGINIA CHAN	Virginia Chan	5/1/2013		P00367361

Firm's name ▶ BESSEMER TRUST

Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE, 34TH FLOOR
NEW YORK, NY 10111-0333

Phone no. 212-708-9100

Form 990-PF (2012)

Account Details

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

C. AND E. WHEELER FOUNDATION

Security no	Security name		CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM												
CASH												
999994	PRINCIPAL CASH			0.000	$0.00	$5,000	$0.000	$5,000	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	$5,000	$0.000	$5,000	0.0%	$0	$0	
Total CASH						$5,000		$5,000	0.0%	$0	$0	
CASH EQUIVALENTS												
999990	BESSEMER SWEEP PROGRAM			51,065.960	$1.00	$51,065	$1 000	$51,065	100.0%	$0	$5	0 01%
Total CASH EQUIVALENTS						$51,065		$51,065	100.0%	$0	$5	0.01%
Total CASH AND SHORT TERM						$56,065		$56,065	100.0%	$0	$5	0.01%
FIXED INCOME												
US GOVT AND AGENCY BONDS												
154109	FEDERAL HOME LOAN BANK	3.750% 06/14/2013	3133XR5U0	100,000.000	$99 51	$99,509	$101.599	$101,599	16 8%	$2,090	$3,750	3 69%
105640	FEDERAL HOME LOAN BANK	03/13/2015	3133XWX95	65,000.000	$105.19	$68,376	$105 294	$68,441	11.3%	$64	$1,787	2.61%
153889	FEDERAL NATL MTG ASSN FR	5.000% 04/15/2015	31359MA45	15,000.000	$113.79	$17,069	$110.613	$16,592	2.7%	($477)	$750	4.52%
109116	US TREASURY NOTES	12/31/2017	912828PN4	242,000.000	$108 47	$262,494	$110.031	$266,275	44 0%	$3,780	$6,655	2 50%
Total US GOVT AND AGENCY BONDS						$447,448		$452,907	74.9%	$5,457	$12,942	2.86%
CORPORATE BONDS												
200566	NOVARTIS CAPITAL CORP	02/10/2014	66989HAA6	15,000.000	$99.89	$14,984	$104.000	$15,600	2 6%	$615	$618	3 96%
201600	BERKSHIRE HATHAWAY INC	02/11/2015	084670AV0	15,000.000	$100 09	$15,013	$105 273	$15,791	2 6%	$777	$480	3 04%
200567	PROCTER & GAMBLE CO	02/15/2015	742718DM8	15,000.000	$99.58	$14,937	$106 173	$15,926	2.6%	$989	$525	3 30%
203335	JP MORGAN CHASE & CO	07/05/2016	46625HJA9	15,000.000	$105.47	$15,820	$105 940	$15,891	2 6%	$71	$472	2 97%
204296	GENERAL ELEC CAP CORP	01/09/2017	36962G5N0	20,000.000	$103.17	$20,634	$105 730	$21,146	3 5%	$512	$580	2 74%
204412	AMERICAN EXPRESS CREDIT	03/24/2017	0258M0DD8	16,000.000	$99.72	$15,956	$104.631	$16,741	2 8%	$784	$380	2 27%
Total CORPORATE BONDS						$97,344		$101,095	16.7%	$3,748	$3,055	3.02%
INTERNATIONAL BONDS												

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C. AND E. WHEELER FOUNDATION

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FIXED INCOME											
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN 03/21/2014	822582AF9	15,000.000	$99.97	$14,995	$104 400	$15,660	2 6%	$664	$600	3 83%
604471	EKSPORTFINANS ASA 05/25/2016	28264QV27	10,000.000	$99.99	$9,999	$95 400	$9,540	1 6%	($459)	$237	2 48%
605434	KFW 02/15/2017	500769EY6	15,000.000	$99.63	$14,944	$102 040	$15,306	2.5%	$361	$187	1 22%
Total INTERNATIONAL BONDS					**$39,938**		**$40,506**	**6.7%**	**$566**	**$1,024**	**2.53%**
TAXABLE MUNICIPAL BONDS											
310859	NJ ECON DEV AUTH TAXABLE 09/01/2014	645918ZB2	10,000.000	$100.00	$10,000	$101.820	$10,182	1 7%	$182	$316	3 10%
Total TAXABLE MUNICIPAL BONDS					**$10,000**		**$10,182**	**1.7%**	**$182**	**$316**	**3.10%**
Total FIXED INCOME					**$594,730**		**$604,690**	**100.0%**	**$9,953**	**$17,337**	**2.87%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	40.000	$188.78	$7,551	$191.550	$7,662	5 6%	$110	$136	1 77%
851360	MICROSOFT CORP	594918104	260.000	$25.39	$6,602	$26.708	$6,944	5.1%	$342	$239	3 44%
867793	QUALCOMM INC	747525103	95 000	$62.40	$5,928	$61.853	$5,876	4 3%	($51)	$95	1 62%
902312	ACCENTURE PLC CL A	G1151C101	80.000	$55.52	$4,442	$66.500	$5,320	3.9%	$877	$129	2 42%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	85.000	$27.51	$2,338	$30.412	$2,585	1.9%	$247	$129	4 99%
904587	AVAGO TECHNOLOGIES	Y0486S104	120.000	$35.19	$4,223	$31.650	$3,798	2.8%	($425)	$81	2 13%
Total INFORMATION TECHNOLOGY					**$31,084**		**$32,185**	**23.5%**	**$1,100**	**$809**	**2.51%**
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	40.000	$65.28	$2,611	$69 250	$2,770	2 0%	$159	$81	2.92%
886665	WASTE MANAGEMENT INC NEW	94106L109	115.000	$33.38	$3,839	$33 739	$3,880	2 8%	$40	$163	4 20%
Total INDUSTRIALS					**$6,450**		**$6,650**	**4.9%**	**$199**	**$244**	**1.96%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	105.000	$37.50	$3,937	$39 114	$4,107	3 0%	$170	$304	7 40%
Total TELECOM SERVICES					**$3,937**		**$4,107**	**3.0%**	**$170**	**$304**	**4.02%**

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C. AND E. WHEELER FOUNDATION

LARGE CAP CORE - U.S.

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
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	100.000	$43 69	$4,369	$46 310	$4,631	3.4%	$261	$80	1 73%
843800	JOHNSON & JOHNSON	478160104	75.000	$63.59	$4,769	$70.093	$5,257	3.8%	$488	$183	3 48%
880100	THERMO FISHER SCIENTIFIC	883556102	100.000	$58.04	$5,804	$63 780	$6,378	4 7%	$573	$60	0 94%
881943	UNITEDHEALTH GROUP INC	91324P102	105.000	$48 23	$5,064	$54 238	$5,695	4 2%	$630	$89	1 56%
888967	ZIMMER HLDGS INC	98956P102	120.000	$63.19	$7,583	$66 658	$7,999	5.8%	$415	$86	1 08%
Total HEALTH CARE					**$27,589**		**$29,960**	**21.9%**	**$2,367**	**$498**	**2.27%**
FINANCIALS											
817156	CITIGROUP INC	172967424	100.000	$29.82	$2,982	$39.560	$3,956	2 9%	$973	$4	0 10%
986524	ACE LIMITED	H0023R105	85.000	$49.65	$4,220	$79 800	$6,783	5 0%	$2,562	$166	2 45%
Total FINANCIALS					**$7,202**		**$10,739**	**7.9%**	**$3,535**	**$170**	**2.74%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	90.000	$37.82	$3,404	$48.344	$4,351	3 2%	$946	$81	1 86%
886461	WALGREEN CO	931422109	200.000	$36.26	$7,253	$37.010	$7,402	5 4%	$148	$220	2 97%
Total CONSUMER STAPLES					**$10,657**		**$11,753**	**8.6%**	**$1,094**	**$301**	**2.91%**
MATERIALS											
857450	NEWMONT MINING CORP	651639106	65.000	$60.46	$3,930	$46 431	$3,018	2.2%	($911)	$91	3 02%
Total MATERIALS					**$3,930**		**$3,018**	**2.2%**	**($911)**	**$91**	**2.23%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	100.000	$43.54	$4,354	$44.090	$4,409	3.2%	$54	$0	0 00%
817591	COACH INC	189754104	85.000	$55.12	$4,685	$55.506	$4,718	3 4%	$32	$102	2 16%
847586	LOWES COS INC	548661107	150.000	$29.05	$4,358	$35.520	$5,328	3 9%	$969	$96	1 80%
848064	MACY'S INC	55616P104	135.000	$34.48	$4,655	$39 015	$5,267	3.9%	$612	$108	2 05%
878468	TARGET CORP	87612E106	65.000	$50.22	$3,264	$59.169	$3,846	2 8%	$581	$93	2 42%
Total CONSUMER DISCRETIONARY					**$21,316**		**$23,568**	**17.2%**	**$2,248**	**$399**	**1.93%**
ENERGY											

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, C. AND E. WHEELER FOUNDATION

LARGE CAP CORE - U.S.

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
ENERGY											
819413	CONOCOPHILLIPS	20825C104	70.000	$53 76	$3,763	$57.986	$4,059	3 0%	$295	$184	4 53%
848843	MARATHON OIL CORP	565849106	165.000	$28 80	$4,752	$30 655	$5,058	3 7%	$306	$112	2.21%
Total ENERGY					$8,515		$9,117	6.7%	$601	$296	3.99%
UTILITIES											
823500	DETROIT ENERGY CO	233331107	40 000	$50.50	$2,020	$60 050	$2,402	1 8%	$381	$99	4.12%
828398	EXELON CORP	30161N101	110.000	$41.60	$4,576	$29.736	$3,271	2 4%	($1,304)	$231	7 06%
Total UTILITIES					$6,596		$5,673	4.1%	($923)	$330	4.85%
Total LARGE CAP CORE - U.S.					$127,276		$136,770	100.0%	$9,480	$3,442	2.52%

LARGE CAP CORE - NON U.S.

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
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	600 000	$10.20	$6,120	$10 755	$6,453	4.2%	$333	$116	1 80%
906092	NIKON CORP PLC UNSPON-ADR	654111202	100 000	$27.40	$2,740	$29 210	$2,921	1.9%	$181	$41	1 40%
914067	EMBRAER SA ADR	29082A107	155.000	$27.86	$4,318	$28.510	$4,419	2.9%	$100	$0	0 00%
Total INDUSTRIALS					$13,178		$13,793	9.0%	$614	$157	1.96%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	105.000	$60 47	$6,349	$56.848	$5,969	3.9%	($380)	$103	1 73%
905147	TIM PARTICIPACOES SA ADR	88706P205	175.000	$27.85	$4,873	$19.817	$3,468	2.3%	($1,404)	$50	1.44%
905422	TELE2 AB ADR	87952P307	325.000	$9.50	$3,089	$9.000	$2,925	1.9%	($164)	$108	3 69%
956823	VODAFONE GP PLC NEW ADR	92857W209	200.000	$27.43	$5,486	$25.190	$5,038	3 3%	($448)	$300	5.95%
Total TELECOM SERVICES					$19,797		$17,400	11.3%	($2,396)	$561	4.02%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	140.000	$34.30	$4,802	$47 379	$6,633	4.3%	$1,830	$200	3 02%
927371	ITOCHU CORP ADR	465717106	275.000	$21.08	$5,798	$20.978	$5,769	3.8%	($28)	$269	4 66%
958901	TEVA PHARM INDS LTD ADR	881624209	160 000	$42.01	$6,721	$37 338	$5,974	3.9%	($747)	$128	2 14%

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C. AND E. WHEELER FOUNDATION

LARGE CAP CORE - NON U.S.

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
HEALTH CARE											
Total HEALTH CARE					$17,321		$18,376	12.0%	$1,055	$597	2.27%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	350.000	$12 10	$4,236	$17 929	$6,275	4.1%	$2,038	$191	3 04%
904004	CHINA CONSTRUCTION ADR	168919108	350 000	$14.35	$5,023	$16.049	$5,617	3 7%	$593	$218	3 88%
905386	SUNCORP GROUP ADR	86723Y100	350.000	$8.81	$3,082	$10 557	$3,695	2 4%	$612	$125	3 38%
905424	NORDEA BK SWEDEN AB ADR	65557A206	400.000	$7.58	$3,031	$9.545	$3,818	2 5%	$787	$110	2 88%
905438	WHARF HOLDINGS ADR	962257200	150.000	$9 64	$1,446	$15.633	$2,345	1 5%	$898	$39	1.66%
914068	ALLIANZ AKTIENGES ADR	018805101	250.000	$10.35	$2,587	$13 816	$3,454	2.3%	$866	$107	3 10%
968662	SUMITOMO MITSUI FIN ADR	86562M209	925.000	$5.93	$5,485	$7.339	$6,789	4 4%	$1,303	$209	3 08%
Total FINANCIALS					$24,890		$31,993	20.9%	$7,097	$999	2.74%
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	250.000	$17.42	$4,355	$25 420	$6,355	4.1%	$2,000	$97	1 53%
926008	IMPERIAL TOBACCO LT ADR	453142101	95.000	$73.41	$6,974	$77.137	$7,328	4.8%	$354	$320	4.37%
933964	KON AHOLD ADR	500467402	500.000	$13.53	$6,764	$13 362	$6,681	4.4%	($83)	$218	3 26%
Total CONSUMER STAPLES					$18,093		$20,364	13.3%	$2,271	$635	2.91%
MATERIALS											
802483	BARRICK GOLD CORP	067901108	170.000	$47.04	$7,997	$35.006	$5,951	3.9%	($2,045)	$68	1 14%
901454	AKZO NOBEL NV ADR	010199305	125.000	$15.99	$1,999	$21 856	$2,732	1 8%	$732	$62	2.27%
904977	BHP BILLITON PLC-ADR	05545E209	60.000	$56.28	$3,377	$70.367	$4,222	2 8%	$844	$134	3 17%
Total MATERIALS					$13,373		$12,905	8.4%	($469)	$264	2.23%
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	85.000	$37.18	$3,160	$50 012	$4,251	2.8%	$1,091	$122	2 87%
901588	VOLKSWAGEN AG ADR	928662402	65.000	$32.75	$2,129	$45.385	$2,950	1.9%	$821	$38	1 29%
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	95.000	$37.64	$3,576	$39.568	$3,759	2 5%	$183	$107	2 85%
Total CONSUMER DISCRETIONARY					$8,865		$10,960	7.1%	$2,095	$267	1.93%

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
C. AND E. WHEELER FOUNDATION											
LARGE CAP CORE - NON U.S.											
ENERGY											
915019	ENI S P A ADR	26874R108	140 000	$42.15	$5,901	$49 136	$6,879	4 5%	$978	$300	4 36%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	55.000	$109.89	$6,044	$114.909	$6,320	4 1%	$275	$233	3 69%
959209	TOTAL SA ADR	89151E109	145.000	$51.66	$7,491	$52.007	$7,541	4.9%	$50	$363	4 81%
Total ENERGY					**$19,436**		**$20,740**	**13.5%**	**$1,303**	**$896**	**3.99%**
UTILITIES											
900767	SSE PLC ADR	78467K107	175.000	$20 29	$3,551	$23 046	$4,033	2.6%	$482	$219	5 43%
905429	TOKYO GAS LTD ADR	889115101	150.000	$17.29	$2,593	$18.267	$2,740	1 8%	$147	$55	2 01%
Total UTILITIES					**$6,144**		**$6,773**	**4.4%**	**$629**	**$274**	**4.85%**
Total LARGE CAP CORE - NON U.S.					**$141,097**		**$153,304**	**100.0%**	**$12,199**	**$4,650**	**3.03%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	34,315.178	$9.90	$339,775	$10.020	$343,838	100.0%	$4,063	$2,505	0 73%
Total LARGE CAP STRATEGIES FUNDS					**$339,775**		**$343,838**	**100.0%**	**$4,063**	**$2,505**	**0.73%**
Total LARGE CAP STRATEGIES					**$339,775**		**$343,838**	**100.0%**	**$4,063**	**$2,505**	**0.73%**
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	28,407.270	$10.33	$293,562	$14 690	$417,302	100 0%	$123,740	$4,658	1 12%
Total GLOBAL SMALL & MID CAP FUNDS					**$293,562**		**$417,302**	**100.0%**	**$123,740**	**$4,658**	**1.12%**
Total GLOBAL SMALL & MID CAP					**$293,562**		**$417,302**	**100.0%**	**$123,740**	**$4,658**	**1.12%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	65,120.269	$7.41	$482,708	$7 560	$492,309	100.0%	$9,601	$15,628	3.17%
Total GLOBAL OPPORTUNITIES FUNDS					**$482,708**		**$492,309**	**100.0%**	**$9,601**	**$15,628**	**3.17%**
Total GLOBAL OPPORTUNITIES					**$482,708**		**$492,309**	**100.0%**	**$9,601**	**$15,628**	**3.17%**

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

Report run on Apr 19, 2013 by CHAN
Version 10 1 1 3

Account Details

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

C. AND E. WHEELER FOUNDATION

REAL RETURN/COMMODITIES

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
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	16,421.322	$10 09	$165,659	$9.270	$152,225	100 0%	($13,433)	$377	0 25%
Total REAL RETURN FUNDS					$165,659		$152,225	100.0%	($13,433)	$377	0.25%
Total REAL RETURN/COMMODITIES					$165,659		$152,225	100.0%	($13,433)	$377	0.25%
Total					$2,200,872		$2,356,503		$155,603	$48,602	2.07%

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST A/C	77,343.	25,779.	51,564.
TOTAL TO FM 990-PF, PART I, LN 4	77,343.	25,779.	51,564.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	2,750.	0.		2,750.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		2,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES-BESSEMER TRUST	10,972.	10,972.		0.
TO FORM 990-PF, PG 1, LN 16C	10,972.	10,972.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	952.	613.		0.
EXCISE TAX	946.	0.		0.
ESTIMATES	1,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,098.	613.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		447,448.	452,907.
TOTAL U.S. GOVERNMENT OBLIGATIONS			447,448.	452,907.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			447,448.	452,907.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,550,077.	1,695,748.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,550,077.	1,695,748.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	147,282.	151,783.
TOTAL TO FORM 990-PF, PART II, LINE 10C	147,282.	151,783.

C and E Wheeler Foundation
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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
01/18/2012	MESDA Frank L Horton Museum Center 924 South Main Street Winston-Salem, NC 27101	($500.00)
01/18/2012	WADSWORTH SULGRAVE HISTORIC PRESRVATION FOUNDATION 1801 Mass Ave Nw Washington, District Of Columbia 20036-1804	($500.00)
01/18/2012	CUMBEE CENTER TO ASSIST ABUSED PERSONS 130 Main Street Barnwell, SC 29812	($1,000.00)
01/18/2012	STAR RIDING, INC. Black Forest Equestrian Center 4343 Banks Mill Rd Aiken, SC	($500 00)
01/18/2012	AIKEN BLUEGRASS FESTIVAL 1321 Lee Lane Aiken, SC 29801	($500.00)
01/18/2012	HOCKADAY MUSEUM OF ART 302 2nd Ave Kalispell, Mt 59901	($500.00)
01/18/2012	HILLWOOD MUSEUM & GARDENS FOUNDATION 4155 Linnean Avenue, NW Washington, DC 20008	($1,000.00)
01/18/2012	AMERICAN RED CROSS AIKEN COUNTY CHAPTER 1314 Pine Log RD Aiken, SC 29803	($1,000.00)
01/18/2012	AIKEN SPCA 199 Willow Run Road Aiken, SC 29801	($500.00)
01/18/2012	HITCHCOCK WOODS FOUNDATION P.O. Box 1702 Aiken, SC 29802	($500 00)
01/18/2012	MONTANA HISTORY FOUNDATION 1750 North Washington Street Helena, MT 59601	($5,000.00)
01/18/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($1,500.00)
01/18/2012	NATIONAL PARK FOUNDATION 1201 Eye Street NW 550B Washington, DC 20005	($1,000.00)

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Part XV, Line 3a, Grants and Contributions Paid During the Year **

DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
01/18/2012	JULLIARD IN AIKEN P.O Box 5538 Aiken, SC 29804	($5,000 00)
01/18/2012	MONTANA HISTORICAL SOCIETY P.O. Box 201201 225 North Roberts Helena, MT 59620-1201	($500 00)
01/18/2012	CHARLES M RUSSELL MUSEUM 400 13th Street North Great Falls, MT	($500.00)
02/24/2012	BAL SWAN CHILDREN'S CENTER 1145 East 13th Ave. Broomfield, CO 80020	($2,000.00)
05/09/2012	NEW YORK CITY BALLET 20 Lincoln Ctr Plaza New York, NY	($3,000 00)
05/10/2012	THE SCHOOL OF AMERICAN BALLET 434 Avenue of the Americas New York, NY	($1,500.00)
07/27/2012	NEW YORK CITY BALLET 20 Lincoln Ctr Plaza New York, NY	($1,500.00)
08/10/2012	STUDIO IN A SCHOOL 410 West 59th Street New York, NY 10019	($2,765.00)
08/20/2012	THE SOCIETY OF MSKCC 1233 York Avenue New York, NY 10065	($490.00)
08/20/2012	THE SOCIETY OF MSKCC 1233 York Avenue New York, NY 10065	($1,860.00)
08/24/2012	THE ROCKEFELLER UNIVERSITY 1230 York Avenue New York, NY 10065	($1,650.00)
10/09/2012	HOPE HOUSE OF COLORADO 2026 S Yates St. Denver, CO	($2,000.00)
10/09/2012	HOPE HOUSE OF COLORADO 2026 S Yates St. Denver, CO	($1,000.00)

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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
11/21/2012	DIMENNA CHILDREN'S HISTORY MUSEUM New York Historical Society 170 Central Park West New York, NY 10024	($4,400 00)
12/04/2012	MADEIRA SCHOOL 8328 Georgetown Pike McLean, VA 22102	($1,000.00)
12/04/2012	POTOMAC BRIDLE AND HIKING TRAILS Potomac, MD	($1,500.00)
12/04/2012	NATIONAL GALLERY OF ART 2000B South Club Drive Landover, Maryland 20785	($10,000.00)
12/04/2012	`VASSAR COLLEGE 124 Raymond Avenue Poughkeepsie, NY 12604	($1,000.00)
12/04/2012	MILITARY ORDER OF THE PURPLE HEART 7008 Little River Turnpike, PO Box 49 Annandale, VA 22003	($500.00)
12/04/2012	POTOMAC SCHOOL 1301 Potomac School Road McLean, VA 22101	($1,000.00)
12/04/2012	GLACIER FUND P.O. Box 2749 402 9th Street West Columbia Falls, MT 59912	($5,000.00)
12/05/2012	GLACIER FUND P.O. Box 2749 402 9th Street West Columbia Falls, MT 59912	($3,000.00)
12/05/2012	ACE SCHOLARSHIPS 1201 East Colfax Avenue Suite 302 Denver, Colorado 80218	($500.00)
12/05/2012	DANA-FARBER CANCER INSTITUTE P.O Box 849168 Boston, MA 02284-9168	($500.00)
12/05/2012	DARTMOUTH COLLEGE Hanover, NH	($500.00)
12/05/2012	NATIONAL PARK FOUNDATION 1201 Eye Street NW 550B Washington, DC 20005	($2,500.00)

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Part XV, Line 3a, Grants and Contributions Paid During the Year **

DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
12/05/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St Bozeman, MT 59715	($6,000.00)
12/05/2012	ACE SCHOLARSHIPS 1201 East Colfax Avenue Suite 302 Denver, Colorado 80218	($500.00)
12/05/2012	THE RED CROSS 2025 E St NW Washington, DC 20006	($500.00)
12/05/2012	THE POWELL COUNTY MUSEUM AND ARTS FOUNDATION, INC. 1106 Main Street Deer Lodge, MT 59722	($500.00)
12/05/2012	KELLOGG SCHOOL OF MANAGEMENT 2001 Sheridan Road Evanston, IL 60208-0814	($500.00)
12/06/2012	THE BOYS CLUB OF NEW YORK 321 East 111 Street New York, NY	($5,000.00)
12/11/2012	SHE CAN INC. Sacramento, CA	($500.00)
12/11/2012	THE SHANE LALANI CENTER FOR THE ARTS P.O. Box 58 Livingston, MT 59047	($6,000.00)
12/11/2012	AMERICAN LEGION 112 State Street Suite 1300 Albany, NY 12207	($50.00)
12/11/2012	YELLOWSTONE BALLET COMPANY 109 South B Street Livingston, MT	($5,000 00)
12/11/2012	BIG BROTHERS BIG SISTERS OF PARK COUNTY 105 1/2 S. 2nd Street Livingston, MT 59047	($100.00)
12/11/2012	LIVINGSTON EDUCATION FOUNDATION P.O. Box 14 Livingston, MT 59047	($500.00)
12/11/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($1,000.00)

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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
12/11/2012	GLACIER NATIONAL PARK FUND PO Box 128 West Glacier, MT 59936	($200 00)
12/11/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($11,000.00)
12/11/2012	GLOBAL MIDWIFE EDUCATION FOUNDATION P.O. Box 805 Livingston, MT 59047	($500.00)
12/11/2012	NATIONAL PARK FOUNDATION 1201 Eye Street NW 550B Washington, DC 20005	($50.00)
12/11/2012	LIVINGSTON YOUTH SOCCER ASSOCIATION Livingston, MT	($4,000.00)
12/11/2012	SHIFT ENPOWERMENT PROGRAMS 332 S. Main St. Unit 2 Livingston, MT 59047	($500.00)
12/11/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($2,000.00)
12/11/2012	MCNAIR SKATE PARK 618 S. Higgins Missoula, MT 59801	($3,000.00)
12/11/2012	CREADLE SCHOOL OF ART 600 Saint Andrews Boulevard Winter Park, FL 32792	($100.00)
12/11/2012	PARK COUNTY ENVIRONMENTAL COUNSEL P.O. Box 164 Livingston, MT 59047	($500.00)
12/11/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($5,000.00)
12/18/2012	THE BATH AND TENNIS CLUB HISTORIC BUILDING PRESERVATION FOUNDATION 1170 S. Ocean Blvd. Palm Beach, FL 33480	($500.00)
12/18/2012	SOCIETY OF THE FOUR ARTS 2 Four Arts Plaza Palm Beach, FL 33480	($1,000 00)

C and E Wheeler Foundation
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Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year **

DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
12/18/2012	THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT 1 Global Place Glendale, AZ 85306-6000	($1,000 00)
12/18/2012	PALM BEACH DAY ACADEMY 1901 S Flagler Dr West Palm Beach, FL	($2,000.00)
12/18/2012	EVERGLADES PREPARATORY ACADEMY 2251 E Mowry Drive Homestead, FL 33033	($1,000.00)
12/18/2012	MONTANA HISTORICAL SOCIETY P.O. Box 201201 225 North Roberts Helena, MT 59620-1201	($500.00)
12/18/2012	THE CORAM WEST GLACIER VOLUNTEER FIRE DEPARTMENT P.O. Box 1428 Columbia Falls, MT	($500.00)
12/18/2012	MONTANA PRESERVATION ALLIANCE 120 Reeder's Alley Helena, MT 59601	($500.00)
12/18/2012	MIDDLEBURY COLLEGE Middlebury, VT 05753	($2,000.00)
12/18/2012	MONTANA HISTORY FOUNDATION 1750 North Washington Street Helena, MT 59601	($500.00)
12/18/2012	THE PERLMAN MUSIC PROGRAM Clark Arts Center 73 Shore Road Shelter Island, NY	($500.00)
12/18/2012	MONTANA HISTORY FOUNDATION 1750 North Washington Street Helena, MT 59601	($3,500.00)
12/18/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($3,500.00)
12/18/2012	GLADES ACADEMY OF AGRICULTURE AND ECOLOGICAL STUDIES Palm Beach, FL	($1,000.00)
12/19/2012	PRESERVATION FOUNDATION OF PALM BEACH 311 Peruvian Avenue Palm Beach, Flonda 33480	($500 00)

C and E Wheeler Foundation
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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
12/20/2012	PALM BEACH ZOO 1301 Summit Boulevard West Palm Beach, Florida 33405-3035	($1,000.00)
12/20/2012	GUNSTON HALL REGENTS FUND 10709 Gunston Road Mason Neck, VA 22079	($500.00)
12/21/2012	BURTON K. WHEELER CENTER Montana State University 1102 South 6th St. Bozeman, MT 59715	($3,000.00)
12/21/2012	AIKEN SPCA 199 Willow Run Road Aiken, SC 29801	($500.00)
12/21/2012	HITCHCOCK WOODS FOUNDATION P.O. Box 1702 Aiken, SC 29802	($500.00)
12/21/2012	CHARLES M RUSSELL MUSEUM 400 13th Street North Great Falls, MT	($500.00)
12/21/2012	NATIONAL PARK FOUNDATION 1201 Eye Street NW 550B Washington, DC 20005	($1,000.00)
12/21/2012	HOCKADAY MUSEUM OF ART 302 2nd Ave Kalispell, Mt 59901	($500.00)
12/21/2012	THE CORAM WEST GLACIER VOLUNTEER FIRE DEPARTMENT P.O. Box 1428 Columbia Falls, MT	($500.00)
12/21/2012	PALM BEACH ZOO 1301 Summit Boulevard West Palm Beach, FL 33405-3035	($1,000.00)
12/21/2012	CUMBEE CENTER TO ASSIST ABUSED PERSONS 130 Main Street Barnwell, SC 29812	($1,000.00)
12/21/2012	AMERICAN RED CROSS AIKEN COUNTY CHAPTER 1314 Pine Log RD Aiken, SC 29803	($1,000.00)
12/21/2012	THE POWDER MAGAZINE 79 Cumberland Street Charleston, SC 29401	($1,000.00)

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Part XV, Line 3a, Grants and Contributions Paid During the Year **

DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
12/21/2012	WADSWORTH SULGRAVE HISTORIC PRESRVATION FOUNDATION 1801 Mass Ave Nw Washington, District Of Columbia 20036-1804	($500.00)
12/21/2012	MONTANA HISTORICAL SOCIETY P.O. Box 201201 225 North Roberts Helena, MT 59620-1201	($500.00)
12/21/2012	MONTANA HISTORY FOUNDATION 1750 North Washington Street Helena, MT 59601	($3,000 00)
12/21/2012	AIKEN SPCA 199 Willow Run Road Aiken, SC 29801	($1,000.00)
12/21/2012	JULLIARD IN AIKEN P.O Box 5538 Aiken, SC 29804	($4,500.00)
		($162,165.00)

**Contributions are made to these organizations to assist them in carrying out those activities for which they have been granted tax exempt status.