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
THE DIANNE & CHARLES RICE FAMILY FDN

A Employer identification number
59-3701678

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O BESSEMER TRUST, 801 BRICKELL AVE

B Telephone number
305-372-5005

City or town, state, and ZIP code
MIAMI, FL 33131

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)* ▶$ 9,038,435.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(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	568,023.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	33.	33.		STATEMENT 1
	4	Dividends and interest from securities	95,568.	95,568.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	302,134.			
	b	Gross sales price for all assets on line 6a 881,558.				
	7	Capital gain net income (from Part IV, line 2)		302,134.		
	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	43,309.	34,797.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,009,067.	432,532.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000.	0.		50,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	5,979.	0.		5,979.
	c	Other professional fees STMT 5	6,915.	6,915.		0.
	17	Interest				
	18	Taxes STMT 6	13,906.	1,789.		61.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	100,698.	90,523.		9,908.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	177,498.	99,227.		65,948.
	25	Contributions, gifts, grants paid	310,618.			310,618.
	26	**Total expenses and disbursements.** Add lines 24 and 25	488,116.	99,227.		376,566.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	520,951.			
	b	**Net investment income** (if negative, enter -0-)		333,305.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	788,330.	440,144.	440,144.
	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			
	b	Investments - corporate stock STMT 8	2,178,652.	2,997,041.	3,354,003.
	c	Investments - corporate bonds STMT 9	1,110,591.	1,110,591.	1,074,833.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	734,660.	372,974.	339,111.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	3,203,271.	3,614,032.	3,830,344.
	16	**Total assets** (to be completed by all filers)	8,015,504.	8,534,782.	9,038,435.
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,015,504.	8,534,782.	
	30	**Total net assets or fund balances**	8,015,504.	8,534,782.	
	31	**Total liabilities and net assets/fund balances**	8,015,504.	8,534,782.	

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	8,015,504.
2	Enter amount from Part I, line 27a	2	520,951.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,536,455.
5	Decreases not included in line 2 (itemize) ▶ NET TAX ADJUSTMENT TO ALTERNATIVES	5	1,673.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,534,782.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	881,558.		579,424.	302,134.

	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				
b				
c				
d				
e				302,134.

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	302,134.
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	344,283.	8,077,139.	.042624
2010	292,044.	6,852,678.	.042617
2009	345,028.	5,895,102.	.058528
2008	344,095.	6,657,744.	.051683
2007	290,205.	7,010,205.	.041398

2	**Total** of line 1, column (d)	2	.236850
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	.047370
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,146,753.
5	Multiply line 4 by line 3	5	433,282.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,333.
7	Add lines 5 and 6	7	436,615.
8	Enter qualifying distributions from Part XII, line 4	8	376,566.

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	6,666.
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	6,666.
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	6,666.
6	Credits/Payments.				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,708.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	11,708.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,042.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 5,042. **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?	4b	X	
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) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	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
SEE STATEMENT 12		50,000.	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.

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12-05-12

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	8,755,090.
b	Average of monthly cash balances	1b	530,954.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,286,044.
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	9,286,044.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	139,291.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,146,753.
6	**Minimum investment return.** Enter 5% of line 5	6	457,338.

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	457,338.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,666.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b: 1,434.		
c	Add lines 2a and 2b	2c	8,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	449,238.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	449,238.
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	449,238.

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	376,566.
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	376,566.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	376,566.

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				449,238.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			375,307.	
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: ▶ $ 376,566.				
a Applied to 2011, but not more than line 2a			375,307.	
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				1,259.
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				447,979.
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			
	(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:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CATHEDRAL ARTS PROJECT INC 4063 SALISBURY RD, STE 107 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	20,000.
CUMMER MUSEUM OF ART 829 RIVERSIDE AVE JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	60,205.
EARLY LEARNING COALITION 6850 BELFORT OAKS PL STE 102 JACKSONVILLE, FL 32216	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	8,000.
GUARDIAN CATHOLIC SCHOOLS 4920 BRENTWOOD AVENUE JACKSONVILLE, FL 32206	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	90,000.
HOPE HAVEN CHILDREN'S CLINIC 1800 19TH STREET ROCK VALLEY, IA 51247	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	35,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	310,618.
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		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	33.	
4 Dividends and interest from securities			14	95,568.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	43,309.	
8 Gain or (loss) from sales of assets other than inventory			18	302,134.	
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.		441,044.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 441,044.

(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).
	NONE

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

▶ Signature of officer or trustee

11-10-13
Date

▶ Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MERILEEN LETZTER		11/6/13		P00336359

Firm's name ▶ BESSEMER TRUST
Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE
NEW YORK, NY 10111

Phone no. 212-708-9100

Form **990-PF** (2012)

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

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).

Name of organization	Employer identification number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

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	CHARLES E. RICE CLUT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 468,023.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	CSX CORPORATION 500 WATER STREET C420 JACKSONVILLE, FL 32202	$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

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

(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

(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

(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

THE DIANNE & CHARLES RICE FAMILY FDN

CONTINUATION FOR 990-PF, PART IV
59-3701678 PAGE 1 OF 1

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	PARTNERSHIP GAINS LT	P	VARIOUS	VARIOUS
d	PARTNERSHIP GAINS ST	P	VARIOUS	VARIOUS
e	PARTNERSHIP 1231 GAINS	P	VARIOUS	VARIOUS
f	LP GAIN IN EXCESS OF BASIS	P	VARIOUS	VARIOUS
g	LP GAIN IN EXCESS OF BASIS	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	55,029.		51,150.	3,879.
b	538,983.		528,274.	10,709.
c	218,227.			218,227.
d	5,321.			5,321.
e	5,606.			5,606.
f	908.			908.
g	3,443.			3,443.
h	54,041.			54,041.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3,879.
b				10,709.
c				218,227.
d				5,321.
e				5,606.
f				908.
g				3,443.
h				54,041.
i				
j				
k				
l				
m				
n				
o				

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	302,134.
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

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05-01-12

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
JACKSONVILLE PUBLIC EDUCATION FUND 245 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL PURPOSE GRANT	50,000.
MALI VAI WASHINGTON KIDS FOUNDATION 2933 N MYRTLE AVE, STE 101 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	25,000.
WONDERIES & WORRIES 9101 BRUNET ROAD,SUITE 107 AUSTIN, TX 78758	NONE	EXEMPT	GENERAL PURPOSE GRANT	22,413.
Total from continuation sheets				97,413.

223631
05-01-12

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

SOURCE	AMOUNT
REGULAR INTEREST	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS	149,596.	54,041.	95,555.
OWPE 11 INTEREST REC'D	13.	0.	13.
TOTAL TO FM 990-PF, PART I, LN 4	149,609.	54,041.	95,568.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INTEREST	10,968.	10,968.	
PARTNERSHIP DIVIDENDS	28,401.	28,401.	
PARTNERSHIP OTHER INCOME	0.	0.	
PARTNERSHIP ORDINARY/ALLOWED LOSS	1,376.	<7,136.>	
PARTNERSHIP NET ROYALTIES	222.	222.	
FOREIGN CURRENCY	2,342.	2,342.	
TOTAL TO FORM 990-PF, PART I, LINE 11	43,309.	34,797.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	4,600.	0.		4,600.
PAYROLL ACCOUNTING FEES	1,379.	0.		1,379.
TO FORM 990-PF, PG 1, LN 16B	5,979.	0.		5,979.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	6,915.	6,915.		0.
TO FORM 990-PF, PG 1, LN 16C	6,915.	6,915.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 BALANCE DUE WITH EXTENSION	5,000.	0.		0.
2011 BALANCE DUE WITH RETURN	2,550.	0.		0.
2012 4TH QUARTER ESTIMATE	2,520.	0.		0.
2012 STATE ESTIMATES - FLORIDA	640.	0.		0.
2011 BALANCE DUE - FLORIDA	625.	0.		0.
FLORIDA ANNUAL REPORT	61.	0.		61.
STATE TAX WH ON LP OWGREF	120.	120.		0.
FOREIGN TAXES PAID	1,278.	1,278.		0.
FOREIGN TAXES IN EXCESS OF WH	721.	0.		0.
FOREIGN TAXES PAID VIA PARTNERSHIPS	391.	391.		0.
TO FORM 990-PF, PG 1, LN 18	13,906.	1,789.		61.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL EXPENSES	3,825.	0.		3,825.
MEMBERSHIP FEES:BUSSELL PHILANTHROPIC ASSOCIATION	5,563.	0.		5,563.
MEMBERSHIP FEES:GRANTMAKERS FOR EDUCATION	500.	0.		500.
WIRE TRANSFER FEES	20.	0.		20.
PARTNERSHIP CHARITY	159.	159.		0.
PARTNERSHIP INVESTMENT INTEREST	2,351.	2,351.		0.
PARTNERSHIP MISCELLANEOUS INVESTMENT EXPENSES	88,013.	88,013.		0.
PARTNERSHIP NONDEDUCTIBLE	267.	0.		0.
TO FORM 990-PF, PG 1, LN 23	100,698.	90,523.		9,908.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-U S LARGE CAP	264,749.	284,892.
SCHEDULE ATTACHED-LARGE CAP STRATEGIES	593,421.	699,282.
SCHEDULE ATTACHED-NON US LARGE CAP	292,946.	317,784.
SCHEDULE ATTACHED-GLOBAL SMALL & MIDCAP	627,194.	814,574.
SCHEDULE ATTACHED-GLOBAL OPPORTUNITIES	1,218,731.	1,237,471.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,997,041.	3,354,003.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-FIXED	1,110,591.	1,074,833.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,110,591.	1,074,833.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STRATEGIC CURRENCY	COST	0.	0.
SCHEDULE ATTACHED-REAL RETURN COMMODITIES	COST	372,974.	339,111.
TOTAL TO FORM 990-PF, PART II, LINE 13		372,974.	339,111.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED ALTERNATIVES AT BESSEMER	1,706,554.	2,057,952.	2,351,582.
OTHER ALTERNATIVES	1,496,717.	1,556,080.	1,478,762.
TO FORM 990-PF, PART II, LINE 15	3,203,271.	3,614,032.	3,830,344.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CELESTE RICE DONOVAN C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	CEO/DIRECTOR 20.00	50,000.	0.	0.
DIANNE T RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
C DANIEL RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
JULIE F RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
MICHELLE RICE MITCHELL TO 2/16/12 C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
THOMAS MITCHELL C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE RICE FAMILY FOUNDATION INC, C/O CELESTE RICE DONOVAN
BESSEMER TR, 801 BRICKELL AVENUE
MIAMI, FL 33131

TELEPHONE NUMBER

305-372-5005

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION FORM. THE APPLICATION SHOULD INCLUDE THE FOLLOWING AS STATED IN THE ATTACHED.

ANY SUBMISSION DEADLINES

PROPOSALS ARE DUE FEB 1 FOR CONSIDERATION AT THE SPRING BOARD MEETING.
PROPOSALS ARE DUE AUG 1 FOR CONSIDERATION AT THE FALL BOARD MEETING.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED ON GRANT RESTRICTIONS.

ATTACHMENT TO PART XV

Grant Application Guidelines:

The Foundation has no formal application form. However, the application should include the following information, with supporting documentation:

1. The purpose and history of the organization, what you are trying to accomplish and what organizations you partner with to do your work.
2. The specific project to be funded.
3. The problem, need or issue to be addressed by the project, and the outcomes expected.
4. The population to be benefited.
5. The amount requested.
6. The background and research that have led to the development of the proposal.
7. The specific goals and objectives to be achieved and the approach and methods to be used.
8. A detailed project budget and time-line, including narrative where appropriate.
9. Other sources of expected funding and plan for follow-up funding.
10. An evaluation plan. What outcomes do you hope to achieve with the help of this grant? How will you measure them? How will you report results achieved?
11. The names, qualifications and experience of the key personnel who will be responsible for the program.
12. A copy of the organization's most recent audited financial statements, and most recent IRS Form 990 or 990EZ.
13. A copy of the current operating budget.
14. If applicable, a copy of the IRS documents confirming the organization's status a tax-exempt pursuant to Section 501 (c) (3).
15. A list of your organization's board of directors and their community and professional affiliations.
16. Any recent printed materials, including annual report, media clippings, etc. (no more than 5 pages).

Grant Restrictions:

In general, the Foundation does not make grants to endowments, individuals, fund raising events, legislative initiatives or for edradication of deficits or loans. Capital campaign requests will be considered on a very lmited basis. All inquiries will be considered in the context of the Foundation's funding priorities, its available resources, existing commitments and the strength of the proposed project or program.

In case a grant request is denied, reapplication on the same grant request will not likely be considered within the same fiscal year. However, denial of a grant request does not prohibit the submission of other requests on different projects or on other subjects within the same or later fiscal years.

The Foundation supports challenge or matching grants. There are no discretionary grants by individual board members.

Unfortunately, the Foundation cannot support many of the worthwhile agencies seeking assistance each year, even when the proposed activities are within the specified guidelines.

PARTNERSHIP INTEREST INCOME STATEMENT 1

DESCRIPTION	U. S. INTEREST	OTHER TAXABLE INTEREST
14 TIFF PRIVATE EQUITY - ORDINARY INTEREST		4,219.
11 OLD WESTBURY PE FD 9 - ORDINARY INTEREST		783.
6 LLR EQUITY PARTNERS - ORDINARY INTEREST		422.
10 OLD WESTBURY GLOBAL RE FD LLC - ORDINARY INTEREST		2,935.
12 OLD WESTBURY PE FD 10 - ORDINARY INTEREST		1,461.
2 LINDSAY GOLDBERG BESS IIA AIV - ORDINARY INTEREST		298.
3 LINDSAY GOLDBERG III - ORDINARY INTEREST		425.
4 LINDSAY GOLBERG III CR AIV - ORDINARY INTEREST		389.
13 OLD WESTBURY PE FD 11 LLC - ORDINARY INTEREST		32.
5 LLR III CAYMANS LP - ORDINARY INTEREST		1.
9 LGIII FORMATION ENERGY HV LP - ORDINARY INTEREST		3.
SUBTOTALS		10,968.
TOTAL		10,968.

PARTNERSHIP DIVIDEND INCOME STATEMENT 2

DESCRIPTION	U.S. INTEREST	QUALIFYING DIVIDENDS	ORDINARY DIVIDENDS
14 TIFF PRIVATE EQUITY			364.
11 OLD WESTBURY PE FD 9			3,663.
10 OLD WESTBURY GLOBAL RE FD LLC			1,430.
12 OLD WESTBURY PE FD 10			3,337.
1 LINDSAY GOLDBERG BESS II A LP			3,022.
3 LINDSAY GOLDBERG III			14,567.
4 LINDSAY GOLBERG III CR AIV			348.
7 LINDSAY GOLDBERG BESS II A CR			1,611.
8 LINDSAY GOLDBERG III REIT AIV			6.
13 OLD WESTBURY PE FD 11 LLC			53.
SUBTOTALS			28,401.
TOTAL			28,401.

MISCELLANEOUS DEDUCTIONS STATEMENT 3

PARTNERSHIP

DESCRIPTION	DIRECT AMOUNT	INDIRECT AMOUNT
DIRECT - 14 TIFF PRIVATE EQUITY	7,499.	
DIRECT - 11 OLD WESTBURY PE FD 9	13,013.	
DIRECT - 6 LLR EQUITY PARTNERS	4,610.	
DIRECT - 10 OLD WESTBURY GLOBAL RE FD LLC	11,172.	
DIRECT - 12 OLD WESTBURY PE FD 10	19,442.	
DIRECT - 1 LINDSAY GOLDBERG BESS II A LP	1,751.	
DIRECT - 2 LINDSAY GOLDBERG BESS IIA AIV	512.	
DIRECT - 3 LINDSAY GOLDBERG III	8,209.	
DIRECT - 4 LINDSAY GOLBERG III CR AIV	5,424.	
DIRECT - 7 LINDSAY GOLDBERG BESS II A CR	633.	
DIRECT - 8 LINDSAY GOLDBERG III REIT AIV	3,891.	
DIRECT - 13 OLD WESTBURY PE FD 11 LLC	11,857.	
TOTAL MISC. DEDUCTIONS		88,013.

PARTNERSHIP

THE DIANNE & CHARLES RICE FAMILY FDN 59-3701678

SCHEDULE D NET SHORT-TERM GAIN OR LOSS FROM PARTNERSHIPS, S CORPORATIONS, AND FIDUCIARIES STATEMENT 4

DESCRIPTION OF ACTIVITY	GAIN OR LOSS
14 TIFF PRIVATE EQUITY	1,680.
11 OLD WESTBURY PE FD 9	969.
6 LLR EQUITY PARTNERS	17.
10 OLD WESTBURY GLOBAL RE FD LLC	467.
12 OLD WESTBURY PE FD 10	1,123.
13 OLD WESTBURY PE FD 11 LLC	1,065.
TOTAL TO SCHEDULE D, PART I, LINE 3	5,321.

PARTNERSHIP

NET LONG-TERM GAIN OR LOSS FROM PARTNERSHIPS, S CORPORATIONS, AND FIDUCIARIES

STATEMENT 6

DESCRIPTION OF ACTIVITY	GAIN OR LOSS	28% GAIN
14 TIFF PRIVATE EQUITY	33,008.	
11 OLD WESTBURY PE FD 9	39,065.	
6 LLR EQUITY PARTNERS	77,301.	
10 OLD WESTBURY GLOBAL RE FD LLC	1,586.	
12 OLD WESTBURY PE FD 10	29,313.	
1 LINDSAY GOLDBERG BESS II A LP	839.	
2 LINDSAY GOLDBERG BESS IIA AIV	82.	
4 LINDSAY GOLBERG III CR AIV	6,234.	
7 LINDSAY GOLDBERG BESS II A CR	29,624.	
13 OLD WESTBURY PE FD 11 LLC	1,175.	
TOTAL	218,227.	

INVESTMENT INTEREST EXPENSE

STATEMENT 9

PARTNERSHIPS

DESCRIPTION	AMOUNT
14 TIFF PRIVATE EQUITY	61.
6 LLR EQUITY PARTNERS	92.
10 OLD WESTBURY GLOBAL RE FD LLC	704.
12 OLD WESTBURY PE FD 10	1,017.
13 OLD WESTBURY PE FD 11 LLC	477.
TOTAL	2,351.

GROSS INVESTMENT INCOME

STATEMENT 10

DESCRIPTION	AMOUNT
INTEREST INCOME	10,968.
DIVIDEND INCOME	28,401.
FROM - 14 TIFF PRIVATE EQUITY - ROYALTY	23.
FROM - 12 OLD WESTBURY PE FD 10 - ROYALTY	199.
TOTAL	39,591.

NET CAPITAL GAIN FROM THE DISPOSITION OF PROPERTY HELD FOR INVESTMENT

STATEMENT 11

DESCRIPTION	AMOUNT
GAIN OR LOSS FROM PASSTHROUGH ACTIVITIES	140,926.
TOTAL	

PARTNERSHIP

SCHEDULE E INCOME OR (LOSS) FROM PARTNERSHIPS AND S CORPS STATEMENT 12

NAME

EMPLOYER ID NO.	ANY NOT AT RISK	X IF FRN	CODE	PASSIVE LOSS	PASSIVE INCOME	NONPASSIVE LOSS	SEC. 179 DEDUCTION	NONPASSIVE INCOME
1 LINDSAY GOLDBERG BESS II A LP								
20-5177881			P	0.				
10 OLD WESTBURY GLOBAL RE FD LLC								
26-1753251			P	4,908.				
PRIOR YEAR PAL								
26-1753251			P	5,918.				
11 OLD WESTBURY PE FD 9								
20-5426003			P	598.				
PRIOR YEAR PAL								
20-5426003			P	359.				
12 OLD WESTBURY PE FD 10								
26-1926813			P	459.				
13 OLD WESTBURY PE FD 11 LLC								
27-3282061			P		222.			
14 TIFF PRIVATE EQUITY								
20-2619423			P	2,312.				
PRIOR YEAR PAL								
20-2619423			P	2,235.				
2 LINDSAY GOLDBERG BESS IIA AIV								
26-2766897			P	0.				
3 LINDSAY GOLDBERG III								
26-2597402			P	53.				
4 LINDSAY GOLBERG III CR AIV								
26-4021555			P	0.				
5 LLR III CAYMANS LP								
98-0704172			P	0.				
6 LLR EQUITY PARTNERS								
26-1077356			P		9,484.			
7 LINDSAY GOLDBERG BESS II A CR								
26-1322896			P	0.				
8 LINDSAY GOLDBERG III REIT AIV								
27-3244937			P	0.				
9 LGIII FORMATION ENERGY HV LP								
46-1484833			P	0.				
TOTALS TO SCH. E, LN. 29				16,842.	9,706.			

PARTNERSHIP

FORM 1116 SUMMARY OF FOREIGN TAXES PAID OR ACCRUED STATEMENT 13

PASSIVE INCOME

DATE PAID	DATE ACCRUED	TAX STATED IN FOREIGN CURRENCY	TAX STATED IN U.S. DOLLARS DIVIDEND	RENT/ROYALTY	INTEREST	OTHER
VARIOUS		0.				106.
VARIOUS		0.				261.
VARIOUS		0.				23.
VARIOUS		0.				1.
						391.

TOTAL TO FORM 1116, PART II, LINE 8 391.

PARTNERSHIP

SCHEDULE E
(Form 1040)
Department of the Treasury
Internal Revenue Service (99)

Supplemental Income and Loss

(From rental real estate, royalties, partnerships, S corporations, estates, trusts, REMICs, etc.)
▶ Attach to Form 1040, 1040NR, or Form 1041.
▶ Information about Schedule E and its separate instructions is at *www.irs.gov/form1040*.

OMB No 1545-0074
2012
Attachment Sequence No **13**

Name(s) shown on return: THE DIANNE & CHARLES RICE FAMILY FDN
Your social security number: 59-3701678

Part I **Income or Loss From Rental Real Estate and Royalties** **Note.** If you are in the business of renting personal property, use **Schedule C** or **C-EZ** (see instructions). If you are an individual, report farm rental income or loss from **Form 4835** on page 2, line 40.

A Did you make any payments in 2012 that would require you to file Form(s) 1099? (see instructions) ☐ Yes ☒ No

B If "Yes," did you or will you file all required Forms 1099? ☐ Yes ☐ No

1a	Physical address of each property (street, city, state, ZIP code)
A	12 OLD WESTBURY PE FD 10 - ROYALTY
B	14 TIFF PRIVATE EQUITY - ROYALTY
C	

1b	Type of Property (from list below)
A	6
B	6
C	

2 For each rental real estate property listed above, report the number of fair rental and personal use days Check the **QJV** box only if you meet the requirements to file as a qualified joint venture See instructions

	Fair Rental Days	Personal Use Days	QJV
A			
B			
C			

Type of Property:

1 Single Family Residence
2 Multi-Family Residence
3 Vacation/Short-Term Rental
4 Commercial
5 Land
6 Royalties
7 Self-Rental
8 Other (describe)

Income:	**Properties:**		**A**	**B**	**C**
3	Rents received	3			
4	Royalties received	4	199.	23.	
Expenses:					
5	Advertising	5			
6	Auto and travel (see instructions)	6			
7	Cleaning and maintenance	7			
8	Commissions	8			
9	Insurance	9			
10	Legal and other professional fees	10			
11	Management fees	11			
12	Mortgage interest paid to banks, etc. (see instructions)	12			
13	Other interest	13			
14	Repairs	14			
15	Supplies	15			
16	Taxes	16			
17	Utilities	17			
18	Depreciation expense or depletion	18			
19	Other (list) ▶	19			
20	Total expenses. Add lines 5 through 19	20			
21	Subtract line 20 from line 3 (rents) and/or 4 (royalties). If result is a (loss), see instructions to find out if you must file **Form 6198**	21	199.	23.	
22	Deductible rental real estate loss after limitation, if any, on **Form 8582** (see instructions)	22	( )	( )	( )

23a	Total of all amounts reported on line 3 for all rental properties	23a	
b	Total of all amounts reported on line 4 for all royalty properties	23b	222.
c	Total of all amounts reported on line 12 for all properties	23c	
d	Total of all amounts reported on line 18 for all properties	23d	
e	Total of all amounts reported on line 20 for all properties	23e	
24	**Income.** Add positive amounts shown on line 21. **Do not** include any losses	24	222.
25	**Losses.** Add royalty losses from line 21 and rental real estate losses from line 22 Enter total losses here	25	( )
26	**Total rental real estate and royalty income or (loss).** Combine lines 24 and 25. Enter the result here. If Parts II, III, IV, and line 40 on page 2 do not apply to you, also enter this amount on Form 1040, line 17, or Form 1040NR, line 18 Otherwise, include this amount in the total on line 41 on page 2	26	222.

LHA **For Paperwork Reduction Act Notice, see instructions.**

Schedule E (Form 1040) 2012

221491
12-28-12

Schedule E (Form 1040) 2012 Attachment Sequence No 13 Page 2

Name(s) shown on return Do not enter name and social security number if shown on page 1	Your social security number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

Caution. The IRS compares amounts reported on your tax return with amounts shown on Schedule(s) K-1.

Part II Income or Loss From Partnerships and S Corporations

Note. If you report a loss from an at-risk activity for which any amount is **not** at risk, you **must** check column **(e)** on line 28 and attach **Form 6198.** See instructions.

27 Are you reporting any loss not allowed in a prior year due to the at-risk or basis limitations, a prior year unallowed loss from a passive activity (if that loss was not reported on Form 8582), or unreimbursed partnership expenses? ☒ Yes ☐ No
If you answered "Yes," see instructions before completing this section.

28	(a) Name	(b) Enter P for partnership; S for S corporation	(c) Check if foreign partnership	(d) Employer identification number	(e) Check if any amount is not at risk
A	SEE STATEMENT 12				
B					
C					
D					

	Passive Income and Loss		Nonpassive Income and Loss		
	(f) Passive loss allowed (attach Form 8582 if required)	(g) Passive income from Schedule K-1	(h) Nonpassive loss from Schedule K-1	(i) Section 179 expense deduction from Form 4562	(j) Nonpassive income from Schedule K-1
A					
B					
C					
D					
29a Totals		9,706.			
b Totals	16,842.				

30	Add columns (g) and (j) of line 29a	30	9,706.
31	Add columns (f), (h), and (i) of line 29b	31	(16,842.)
32	**Total partnership and S corporation income or (loss).** Combine lines 30 and 31. Enter the result here and include in the total on line 41 below	32	-7,136.

Part III Income or Loss From Estates and Trusts

33	(a) Name	(b) Employer identification number
A		
B		

	Passive Income and Loss		Nonpassive Income and Loss	
	(c) Passive deduction or loss allowed (attach Form 8582 if required)	(d) Passive income from Schedule K-1	(e) Deduction or loss from Schedule K-1	(f) Other income from Schedule K-1
A				
B				
34a Totals				
b Totals				

35	Add columns (d) and (f) of line 34a	35	
36	Add columns (c) and (e) of line 34b	36	( )
37	**Total estate and trust income or (loss).** Combine lines 35 and 36. Enter the result here and include in the total on line 41 below	37	

Part IV Income or Loss From Real Estate Mortgage Investment Conduits (REMICs) - Residual Holder

38 (a) Name	(b) Employer identification number	(c) Excess inclusion from Schedules Q, line 2c (see instructions)	(d) Taxable income (net loss) from Schedules Q, line 1b	(e) Income from Schedules Q, line 3b

39	Combine columns (d) and (e) only. Enter the result here and include in the total on line 41 below	39	

Part V Summary

40	Net farm rental income or (loss) from **Form 4835.** Also, complete line 42 below	40	
41	**Total income or (loss).** Combine lines 26, 32, 37, 39, and 40 Enter the result here and on Form 1040, line 17, or Form 1040NR, line 18 ▶	41	-6,914.
42	**Reconciliation of farming and fishing income.** Enter your **gross** farming and fishing income reported on Form 4835, line 7; Schedule K-1 (Form 1065), box 14, code B; Schedule K-1 (Form 1120S), box 17, code U; and Schedule K-1 (Form 1041), box 14, code F (see instructions)	42	
43	**Reconciliation for real estate professionals.** If you were a real estate professional (see instructions), enter the net income or (loss) you reported anywhere on Form 1040 or Form 1040NR from all rental real estate activities in which you materially participated under the passive activity loss rules	43	

Schedule E (Form 1040) 2012

Form 8810

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.

▶ Attach to Form 1040 or Form 1041.

▶ Information about Form 8582 and its instructions is available at *www.irs.gov/form8582.*

OMB No 1545-1008

2012

Attachment Sequence No 88

Name(s) shown on return	Identifying number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

Part I 2012 Passive Activity Loss

Caution: *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)

1a	Activities with net income (enter the amount from Worksheet 1, column (a))	1a			
b	Activities with net loss (enter the amount from Worksheet 1, column (b))	1b			
c	Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c			
d	Combine lines 1a, 1b, and 1c			1d	

Commercial Revitalization Deductions From Rental Real Estate Activities

2a	Commercial revitalization deductions from Worksheet 2, column (a)	2a			
b	Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b			
c	Add lines 2a and 2b			2c	

All Other Passive Activities

3a	Activities with net income (enter the amount from Worksheet 3, column (a))	3a	92,636.		
b	Activities with net loss (enter the amount from Worksheet 3, column (b))	3b	-8,336.		
c	Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c	-8,513.		
d	Combine lines 3a, 3b, and 3c			3d	75,787.
4	Combine lines 1d, 2c, and 3d If this line is zero or more, stop here and include this form with your return, all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c Report the losses on the forms and schedules normally used			4	75,787.

If line 4 is a loss and
- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15.

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year,do not complete Part II or Part III. Instead, go to line 15.*

Part II Special Allowance for Rental Real Estate Activities With Active Participation

Note: *Enter all numbers in Part II as positive amounts. See instructions for an example.*

5	Enter the **smaller** of the loss on line 1d or the loss on line 4			5	
6	Enter $150,000. If married filing separately, see instructions	6			
7	Enter modified adjusted gross income, but not less than zero (see instructions) **Note:** *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8.*	7			
8	Subtract line 7 from line 6	8			
9	Multiply line 8 by 50% (5) **Do not** enter more than $25,000 If married filing separately, see instructions			9	
10	Enter the **smaller** of line 5 or line 9			10	

If line 2c is a loss, go to Part III. Otherwise, go to line 15.

Part III Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11	Enter $25,000 reduced by the amount, if any, on line 10 If married filing separately, see instructions	11	
12	Enter the loss from line 4	12	
13	Reduce line 12 by the amount on line 10	13	
14	Enter the smallest of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV Total Losses Allowed

15	Add the income, if any, on lines 1a and 3a and enter the total	15	
16	**Total losses allowed from all passive activities for 2012.** Add lines 10, 14, and 15. See instructions to find out how to report the losses on your tax return	16	

LHA 219761 09-28-12 **For Paperwork Reduction Act Notice, see instructions.** Form **8582** (2012)

Form 8582 (2012) THE DIANNE & CHARLES RICE FAMILY FDN 59-3701678 Page 2

Caution: *The worksheets must be filed with your tax return. Keep a copy for your records.*

Worksheet 1 - For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
Total. Enter on Form 8582, lines 1a, 1b, and 1c ▶					

Worksheet 2 - For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b ▶			

Worksheet 3 - For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 3				
Total. Enter on Form 8582, lines 3a, 3b, and 3c ▶	92,636.	-8,336.	-8,513.		

Worksheet 4 - Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total ▶					

Worksheet 5 - Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
Total ▶				

FORM 8582 OTHER PASSIVE ACTIVITIES - WORKSHEET 3 STATEMENT 18

NAME OF ACTIVITY	CURRENT YEAR NET INCOME	CURRENT YEAR NET LOSS	PRIOR YEAR UNALLOWED LOSS	OVERALL GAIN OR LOSS GAIN	OVERALL GAIN OR LOSS LOSS
14 TIFF PRIVATE EQUITY	830.	-2,312.	-2,235.		-3,717.
11 OLD WESTBURY PE FD 9	362.	-598.	-360.		-596.
6 LLR EQUITY PARTNERS	89,604.	0.		89,604.	
10 OLD WESTBURY GLOBAL RE FD LLC	1,618.	-4,908.	-5,918.		-9,208.
12 OLD WESTBURY PE FD 10	0.	-465.			-465.
3 LINDSAY GOLDBERG III	0.	-53.			-53.
13 OLD WESTBURY PE FD 11 LLC	222.	0.		222.	
TOTALS	92,636.	-8,336.	-8,513.	89,826.	-14,039.

FORM 8582 SUMMARY OF PASSIVE ACTIVITIES STATEMENT 19

R R E A	NAME	FORM OR SCHEDULE	GAIN/LOSS	PRIOR YEAR C/O	NET GAIN/LOSS	UNALLOWED LOSS	ALLOWED LOSS
-							
	14 TIFF PRIVATE EQUITY	FORM 4797	830.		830.		
	14 TIFF PRIVATE EQUITY	SCH E	-2,312.	-2,235.	-4,547.		4,547.
	11 OLD WESTBURY PE FD 9	FORM 4797	362.	-1.	361.		
	11 OLD WESTBURY PE FD 9	SCH E	-598.	-359.	-957.		957.
	6 LLR EQUITY PARTNERS	FORM 4797	2,802.		2,802.		
	6 LLR EQUITY PARTNERS	SCH D	17.		17.		
	6 LLR EQUITY PARTNERS	SCH D	77,301.		77,301.		
	6 LLR EQUITY PARTNERS	SCH E	9,484.		9,484.		

PARTNERSHIP

10 OLD WESTBURY GLOBAL RE FD LLC	FORM 4797	1,618.		1,618.		
10 OLD WESTBURY GLOBAL RE FD LLC	SCH E	-4,908.	-5,918.	-10,826.		10,826.
12 OLD WESTBURY PE FD 10	FORM 4797	-6.		-6.		6.
12 OLD WESTBURY PE FD 10	SCH E	-459.		-459.		459.
3 LINDSAY GOLDBERG III	SCH E	-53.		-53.		53.
13 OLD WESTBURY PE FD 11 LLC	SCH E	222.		222.		
TOTALS		84,300.	-8,513.	75,787.		16,848.
PRIOR YEAR CARRYOVERS ALLOWED DUE TO CURRENT YEAR NET ACTIVITY INCOME						1.
TOTAL						16,849.

PARTNERSHIP
STATEMENT(S) 19

008318

THE DIANNE T AND CHARLES E RICE
FAMILY FOUNDATION INC
50 NORTH LAURA STREET SUITE 1208
JACKSONVILLE, FL 32202

Date: Dec 31, 2012
Period: Dec 01, 2012 to Dec 31, 2012
Number days in period: 31

Message:
As of 1/1/13 funds in a noninterest bearing transaction account will no longer receive unlimited deposit insurance coverage but will be FDIC insured to the legal maximum of $250,000 for each ownership category. For more information visit FDIC.gov.

Summary of Accounts

Account	Beginning Balance	Deposits/Credits	WD/Debits/Checks	Ending Balance
Free Business Checking	183,298.40	0.00	50,000.00	133,298.40

Free Business Checking

The Dianne T and Charles E Rice
Family Foundation Inc

Enclosures. 1

Account Summary

Statement Period 12/01/12 - 12/31/12

Description	*Amount*	*Description*	*Amount*
Beginning Balance	183,298.40	Low Balance	133,298.40
Deposits/Credits	0 00		
Withdrawals/Debits	0.00		
Checks	50,000.00		
Ending Balance	133,298 40		

There was no activity for this account during this statement period.

Checks

Check	*Date*	*Amount*	*Check*	*Date*	*Amount*	*Check*	*Date*	*Amount*
1016	12/03	50,000.00						

** Indicates a break in the check number order Your check may have been in a previous statement or may still be outstanding.*

Daily Balance Summary

Date	*Amount*	*Date*	*Amount*	*Date*	*Amount*
12/03	133,298.40	12/31	133,298.40		

Bessemer Trust

Account Summary

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

DIANNE & CHARLES RICE FAM FDTN IMA	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$306,845	$306,845	4 1%	$0	0 0%	$30	0 01%
FIXED INCOME	$1,110,591	$1,074,833	14 5%	($35,758)	(3 2%)	$22,686	2 11%
LARGE CAP CORE - U S	$264,749	$284,892	3 8%	$20,132	7.6%	$7,164	2 51%
LARGE CAP CORE - NON U.S	$292,946	$317,784	4 3%	$24,825	8 5%	$9,637	3.03%
LARGE CAP STRATEGIES	$593,421	$699,282	9 4%	$105,861	17 8%	$5,094	0 73%
GLOBAL SMALL & MID CAP	$627,194	$814,574	11 0%	$187,380	29 9%	$9,093	1.12%
GLOBAL OPPORTUNITIES	$1,218,731	$1,237,471	16 7%	$18,740	1 5%	$39,284	3 17%
REAL RETURN/COMMODITIES	$372,974	$339,111	4.6%	($33,862)	(9 1%)	$841	0.25%
ALTERNATIVE INVESTMENTS	2,057,303	$2,351,582	31 7%	$191,162	8 8%	$0	0 00%
Total 9D3J63	6,844,754	**$7,426,374**	**100.0%**	**$478,480**	**6.9%**	**$93,829**	**1.26%**

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Account Analysis

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

DIANNE & CHARLES RICE FAM FDTN IMA

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
CASH AND SHORT TERM						
CASH	$0	$0	0 0%	0 0%	$0	
CASH EQUIVALENTS	$306,845	$306,845	100 0%	4 1%	$30	0 01%
Total CASH AND SHORT TERM	**$306,845**	**$306,845**	**100.0%**	**4.1%**	**$30**	**0.01%**
FIXED INCOME						
BOND FUNDS	$1,110,591	$1,074,833	100 0%	14 5%	$22,686	2 11%
Total FIXED INCOME	**$1,110,591**	**$1,074,833**	**100.0%**	**14.5%**	**$22,686**	**2.11%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$64,052	$66,466	23 3%	0 9%	$1,680	2.53%
INDUSTRIALS	$14,212	$14,669	5 1%	0 2%	$538	3 67%
TELECOM SERVICES	$7,512	$7,824	2.7%	0 1%	$580	7 41%
HEALTH CARE	$57,655	$62,644	22 0%	0 8%	$1,080	1 72%
FINANCIALS	$14,634	$21,877	7 7%	0 3%	$351	1 60%
CONSUMER STAPLES	$22,063	$24,190	8 5%	0 3%	$624	2 58%
MATERIALS	$7,470	$5,805	2 0%	0 1%	$175	3 01%
CONSUMER DISCRETIONARY	$46,724	$51,840	18 2%	0.7%	$876	1 69%
ENERGY	$17,019	$18,082	6 3%	0.2%	$590	3.26%
UTILITIES	$13,408	$11,495	4.0%	0 2%	$670	5 83%
Total LARGE CAP CORE - U.S.	**$264,749**	**$284,892**	**100.0%**	**3.8%**	**$7,164**	**2.51%**
LARGE CAP CORE - NON U.S.						
INDUSTRIALS	$27,999	$29,108	9 2%	0 4%	$344	1 18%
TELECOM SERVICES	$41,711	$36,659	11 5%	0.5%	$1,188	3 24%
HEALTH CARE	$35,439	$37,888	11 9%	0 5%	$1,229	3 24%
FINANCIALS	$53,563	$68,510	21 6%	0 9%	$2,145	3 13%
CONSUMER STAPLES	$37,037	$41,784	13.1%	0 6%	$1,309	3 13%
MATERIALS	$28,962	$27,607	8 7%	0 4%	$559	2 02%
CONSUMER DISCRETIONARY	$18,217	$22,342	7.0%	0 3%	$552	2 47%
ENERGY	$37,896	$40,456	12 7%	0 5%	$1,745	4 31%

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Account Analysis

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

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
) **DIANNE & CHARLES RICE FAM FDTN IMA**						
LARGE CAP CORE - NON U.S.						
UTILITIES	$12,122	$13,430	4 2%	0 2%	$566	4 21%
Total LARGE CAP CORE - NON U.S.	**$292,946**	**$317,784**	**100.0%**	**4.3%**	**$9,637**	**3.03%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$593,421	$699,282	100 0%	9 4%	$5,094	0 73%
Total LARGE CAP STRATEGIES	**$593,421**	**$699,282**	**100.0%**	**9.4%**	**$5,094**	**0.73%**
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	$627,194	$814,574	100 0%	11 0%	$9,093	1.12%
Total GLOBAL SMALL & MID CAP	**$627,194**	**$814,574**	**100.0%**	**11.0%**	**$9,093**	**1.12%**
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	$1,218,731	$1,237,471	100 0%	16 7%	$39,284	3 17%
Total GLOBAL OPPORTUNITIES	**$1,218,731**	**$1,237,471**	**100.0%**	**16.7%**	**$39,284**	**3.17%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$372,974	$339,111	100 0%	4 6%	$841	0 25%
Total REAL RETURN/COMMODITIES	**$372,974**	**$339,111**	**100.0%**	**4.6%**	**$841**	**0.25%**
ALTERNATIVE INVESTMENTS						
PRIVATE EQUITY FUNDS	$935,613	$932,200	39.6%	12 6%	$0	0 00%
REAL ESTATE FUNDS	$274,809	$234,863	10 0%	3 2%	$0	0 00%
HEDGE FUNDS	$950,000	$1,184,519	50 4%	16 0%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$2,160,422**	**$2,351,582**	**100.0%**	**31.7%**	**$0**	**0.00%**
Total 9D3J63	**$6,947,873**	**$7,426,374**		**100.0%**	**$93,829**	**1.26%**

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Account Details

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

[redacted] DIANNE & CHARLES RICE FAM FDTN IMA

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	$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		306,845.660	$1.00	$306,845	$1.000	$306,845	100 0%	$0	$30	0 01%
Total CASH EQUIVALENTS					**$306,845**		**$306,845**	**100.0%**	**$0**	**$30**	**0.01%**
Total CASH AND SHORT TERM					**$306,845**		**$306,845**	**100.0%**	**$0**	**$30**	**0.01%**
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	92,978.653	$11.94	$1,110,591	$11 560	$1,074,833	100.0%	($35,758)	$22,686	2 11%
Total BOND FUNDS					**$1,110,591**		**$1,074,833**	**100.0%**	**($35,758)**	**$22,686**	**2.11%**
Total FIXED INCOME					**$1,110,591**		**$1,074,833**	**100.0%**	**($35,758)**	**$22,686**	**2.11%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	80 000	$188 79	$15,103	$191 550	$15,324	5.4%	$220	$272	1 77%
851360	MICROSOFT CORP	594918104	550 000	$25 39	$13,966	$26 709	$14,690	5 2%	$723	$506	3 44%
867793	QUALCOMM INC	747525103	200 000	$62 40	$12,480	$61.855	$12,371	4.3%	($108)	$200	1 62%
902312	ACCENTURE PLC CL A	G1151C101	175 000	$55 83	$9,770	$66 497	$11,637	4 1%	$1,867	$283	2 43%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	175 000	$27 57	$4,825	$30 417	$5,323	1.9%	$497	$266	5 00%
904587	AVAGO TECHNOLOGIES	Y0486S104	225 000	$35 15	$7,908	$31 649	$7,121	2 5%	($786)	$153	2 15%
Total INFORMATION TECHNOLOGY					**$64,052**		**$66,466**	**23.3%**	**$2,413**	**$1,680**	**2.53%**
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	90 000	$65 39	$5,885	$69 267	$6,234	2.2%	$348	$183	2 94%

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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
	DIANNE & CHARLES RICE FAM FDTN IMA										
LARGE CAP CORE - U.S.											
INDUSTRIALS											
886665	WASTE MANAGEMENT INC NEW	94106L109	250 000	$33 31	$8,327	$33 740	$8,435	3 0%	$107	$355	4 21%
Total INDUSTRIALS					**$14,212**		**$14,669**	**5.1%**	**$455**	**$538**	**2.01%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	200 000	$37 56	$7,512	$39 120	$7,824	2 7%	$311	$580	7 41%
Total TELECOM SERVICES					**$7,512**		**$7,824**	**2.7%**	**$311**	**$580**	**3.97%**
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	225 000	$43 52	$9,792	$46.307	$10,419	3 7%	$627	$180	1 73%
843800	JOHNSON & JOHNSON	478160104	175 000	$63.75	$11,156	$70 097	$12,267	4 3%	$1,110	$427	3 48%
880100	THERMO FISHER SCIENTIFIC	883556102	200 000	$58 04	$11,609	$63 780	$12,756	4 5%	$1,146	$120	0 94%
881943	UNITEDHEALTH GROUP INC	91324P102	225 000	$48 42	$10,894	$54 240	$12,204	4.3%	$1,309	$191	1.57%
888967	ZIMMER HLDGS INC	98956P102	225 000	$63.13	$14,204	$66 658	$14,998	5 3%	$794	$162	1.08%
Total HEALTH CARE					**$57,655**		**$62,644**	**22.0%**	**$4,986**	**$1,080**	**2.30%**
FINANCIALS											
817156	CITIGROUP INC	172967424	200 000	$29.62	$5,925	$39 560	$7,912	2 8%	$1,986	$8	0.10%
986524	ACE LIMITED	H0023R105	175 000	$49 77	$8,709	$79 800	$13,965	4 9%	$5,256	$343	2 46%
Total FINANCIALS					**$14,634**		**$21,877**	**7.7%**	**$7,242**	**$351**	**2.76%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	175 000	$37 83	$6,620	$48 349	$8,461	3 0%	$1,841	$157	1 86%
886461	WALGREEN CO	931422109	425 000	$36 34	$15,443	$37 009	$15,729	5.5%	$286	$467	2.97%
Total CONSUMER STAPLES					**$22,063**		**$24,190**	**8.5%**	**$2,127**	**$624**	**2.93%**
MATERIALS											
857450	NEWMONT MINING CORP	651639106	125 000	$59 76	$7,470	$46 440	$5,805	2 0%	($1,665)	$175	3 01%
Total MATERIALS					**$7,470**		**$5,805**	**2.0%**	**($1,665)**	**$175**	**2.20%**
CONSUMER DISCRETIONARY											

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Account Details

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DIANNE & CHARLES RICE FAM FDTN IMA

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
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	225 000	$43 17	$9,714	$44 089	$9,920	3 5%	$205	$0	0 00%
817591	COACH INC	189754104	180 000	$55 06	$9,911	$55 506	$9,991	3.5%	$80	$216	2 16%
847586	LOWES COS INC	548661107	325.000	$28 82	$9,365	$35 520	$11,544	4 1%	$2,178	$208	1 80%
848064	MACY'S INC	55616P104	295 000	$34 49	$10,175	$39 017	$11,510	4.0%	$1,335	$236	2 05%
878468	TARGET CORP	87612E106	150 000	$50 39	$7,559	$59 167	$8,875	3 1%	$1,315	$216	2.43%
Total CONSUMER DISCRETIONARY					**$46,724**		**$51,840**	**18.2%**	**$5,113**	**$876**	**1.92%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	140 000	$53 54	$7,495	$57 986	$8,118	2.8%	$623	$369	4 55%
848843	MARATHON OIL CORP	565849106	325 000	$29 30	$9,524	$30.658	$9,964	3 5%	$440	$221	2.22%
Total ENERGY					**$17,019**		**$18,082**	**6.3%**	**$1,063**	**$590**	**3.99%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	80 000	$50 50	$4,040	$60 050	$4,804	1 7%	$763	$198	4 12%
828398	EXELON CORP	30161N101	225 000	$41 64	$9,368	$29 738	$6,691	2.3%	($2,676)	$472	7 05%
Total UTILITIES					**$13,408**		**$11,495**	**4.0%**	**($1,913)**	**$670**	**4.96%**
Total LARGE CAP CORE - U.S.					**$264,749**		**$284,892**	**100.0%**	**$20,132**	**$7,164**	**2.51%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	1,300 000	$10 16	$13,210	$10 755	$13,982	4.4%	$772	$252	1 80%
906092	NIKON CORP PLC UNSPON-ADR	654111202	225 000	$28 13	$6,329	$29 213	$6,573	2 1%	$243	$92	1 40%
914067	EMBRAER SA ADR	29082A107	300 000	$28 20	$8,460	$28.510	$8,553	2.7%	$92	$0	0 00%
Total INDUSTRIALS					**$27,999**		**$29,108**	**9.2%**	**$1,107**	**$344**	**2.01%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	215 000	$60 12	$12,925	$56 847	$12,222	3 8%	($702)	$211	1 73%
905147	TIM PARTICIPACOES SA ADR	88706P205	375 000	$27 98	$10,494	$19 819	$7,432	2 3%	($3,061)	$107	1 44%

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Trade date basis

DIANNE & CHARLES RICE FAM FDTN IMA

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
TELECOM SERVICES											
905422	TELE2 AB ADR	87952P307	700 000	$9 49	$6,646	$9 000	$6,300	2 0%	($346)	$233	3.70%
956823	VODAFONE GP PLC NEW ADR	92857W209	425 000	$27 40	$11,646	$25 188	$10,705	3 4%	($941)	$637	5 95%
Total TELECOM SERVICES					**$41,711**		**$36,659**	**11.5%**	**($5,050)**	**$1,188**	**3.97%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	300 000	$34 58	$10,374	$47 380	$14,214	4.5%	$3,839	$429	3 02%
927371	ITOCHU CORP ADR	465717106	550 000	$20 80	$11,442	$20.980	$11,539	3 6%	$96	$539	4 67%
958901	TEVA PHARM INDS LTD ADR	881624209	325 000	$41 92	$13,623	$37 338	$12,135	3.8%	($1,487)	$261	2 15%
Total HEALTH CARE					**$35,439**		**$37,888**	**11.9%**	**$2,448**	**$1,229**	**2.30%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	750 000	$12 16	$9,119	$17 929	$13,447	4.2%	$4,328	$411	3 06%
904004	CHINA CONSTRUCTION ADR	168919108	750 000	$14.49	$10,867	$16 049	$12,037	3.8%	$1,169	$468	3 89%
905386	SUNCORP GROUP ADR	86723Y100	750 000	$8 86	$6,642	$10 557	$7,918	2 5%	$1,275	$269	3 40%
905424	NORDEA BK SWEDEN AB ADR	65557A206	850 000	$7 64	$6,494	$9 546	$8,114	2 6%	$1,620	$234	2 88%
905438	WHARF HOLDINGS ADR	962257200	325 000	$9 56	$3,108	$15 637	$5,082	1 6%	$1,973	$86	1 69%
914068	ALLIANZ AKTIENGES ADR	018805101	550 000	$10 47	$5,761	$13 816	$7,599	2.4%	$1,837	$235	3 09%
968662	SUMITOMO MITSUI FIN ADR	86562M209	1,950 000	$5.93	$11,572	$7 340	$14,313	4.5%	$2,740	$442	3 09%
Total FINANCIALS					**$53,563**		**$68,510**	**21.6%**	**$14,942**	**$2,145**	**2.76%**
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	500 000	$17.37	$8,683	$25 422	$12,711	4 0%	$4,028	$195	1 53%
926008	IMPERIAL TOBACCO LT ADR	453142101	195 000	$73 34	$14,301	$77.144	$15,043	4 7%	$742	$657	4 37%
933964	KON AHOLD ADR	500467402	1,050 000	$13.38	$14,053	$13.362	$14,030	4.4%	($23)	$457	3 26%
Total CONSUMER STAPLES					**$37,037**		**$41,784**	**13.1%**	**$4,747**	**$1,309**	**2.93%**
MATERIALS											
802483	BARRICK GOLD CORP	067901108	375 000	$46 63	$17,488	$35 008	$13,128	4.1%	($4,360)	$150	1 14%

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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
	DIANNE & CHARLES RICE FAM FDTN IMA										
LARGE CAP CORE - NON U.S.											
MATERIALS											
901454	AKZO NOBEL NV ADR	010199305	260 000	$17 07	$4,438	$21 858	$5,683	1 8%	$1,245	$129	2 27%
904977	BHP BILLITON PLC-ADR	05545E209	125 000	$56 29	$7,036	$70 368	$8,796	2 8%	$1,759	$280	3 18%
Total MATERIALS					**$28,962**		**$27,607**	**8.7%**	**($1,356)**	**$559**	**2.20%**
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	175 000	$37 66	$6,591	$50 017	$8,753	2 8%	$2,161	$252	2 88%
901588	VOLKSWAGEN AG ADR	928662402	125 000	$32.75	$4,094	$45.392	$5,674	1 8%	$1,579	$74	1 30%
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	200 000	$37 66	$7,532	$39 575	$7,915	2 5%	$382	$226	2 86%
Total CONSUMER DISCRETIONARY					**$18,217**		**$22,342**	**7.0%**	**$4,122**	**$552**	**1.92%**
ENERGY											
915019	ENI S P A ADR	26874R108	275 000	$42 23	$11,614	$49 138	$13,513	4.3%	$1,898	$589	4 36%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	110.000	$111 06	$12,217	$114.918	$12,641	4.0%	$423	$467	3.69%
959209	TOTAL SA ADR	89151E109	275 000	$51 15	$14,065	$52 007	$14,302	4 5%	$237	$689	4 82%
Total ENERGY					**$37,896**		**$40,456**	**12.7%**	**$2,558**	**$1,745**	**3.99%**
UTILITIES											
900767	SSE PLC ADR	78467K107	375 000	$20 42	$7,659	$23 048	$8,643	2.7%	$984	$469	5 43%
905429	TOKYO GAS LTD ADR	889115101	262 000	$17 03	$4,463	$18.271	$4,787	1.5%	$323	$97	2 03%
Total UTILITIES					**$12,122**		**$13,430**	**4.2%**	**$1,307**	**$566**	**4.96%**
Total LARGE CAP CORE - NON U.S.					**$292,946**		**$317,784**	**100.0%**	**$24,825**	**$9,637**	**3.03%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	69,788.695	$8 50	$593,421	$10.020	$699,282	100.0%	$105,861	$5,094	0 73%
Total LARGE CAP STRATEGIES FUNDS					**$593,421**		**$699,282**	**100.0%**	**$105,861**	**$5,094**	**0.73%**
Total LARGE CAP STRATEGIES					**$593,421**		**$699,282**	**100.0%**	**$105,861**	**$5,094**	**0.73%**

GLOBAL SMALL & MID CAP

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

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
DIANNE & CHARLES RICE FAM FDTN IMA											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	55,450 949	$11 31	$627,194	$14 690	$814,574	100 0%	$187,380	$9,093	1 12%
Total GLOBAL SMALL & MID CAP FUNDS					**$627,194**		**$814,574**	**100.0%**	**$187,380**	**$9,093**	**1.12%**
Total GLOBAL SMALL & MID CAP					**$627,194**		**$814,574**	**100.0%**	**$187,380**	**$9,093**	**1.12%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	163,686.755	$7 45	$1,218,731	$7 560	$1,237,471	100.0%	$18,740	$39,284	3 17%
Total GLOBAL OPPORTUNITIES FUNDS					**$1,218,731**		**$1,237,471**	**100.0%**	**$18,740**	**$39,284**	**3.17%**
Total GLOBAL OPPORTUNITIES					**$1,218,731**		**$1,237,471**	**100.0%**	**$18,740**	**$39,284**	**3.17%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	36,581 612	$10 20	$372,974	$9 270	$339,111	100.0%	($33,862)	$841	0 25%
Total REAL RETURN FUNDS					**$372,974**		**$339,111**	**100.0%**	**($33,862)**	**$841**	**0.25%**
Total REAL RETURN/COMMODITIES					**$372,974**		**$339,111**	**100.0%**	**($33,862)**	**$841**	**0.25%**
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY FUNDS											
091594	OW PRIV EQUITY FUND IX	5PEF91910	394,871.270		369,099	$1 049	$414,219	17.6%	$19,271	$0	0 00%
098743	OW PRIV EQUITY FD X	5PE101910	433,022 770		407,513	$1 017	$440,384	18.7%	($4,928)	$0	0 00%
706382	OW PRIV EQUITY FUND XI	5PE111919	82,375 320		83,642	$0 942	$77,597	3.3%	($17,755)	$0	0 00%
Total PRIVATE EQUITY FUNDS					860,254		**$932,200**	**39.6%**	**($3,412)**	**$0**	**0.00%**
REAL ESTATE FUNDS											
092700	OW GLOBAL RE FUND	5GREF1912	253,085 660		247,049	$0 928	$234,863	10 0%	($39,946)	$0	0 00%
708629	OW GLOBAL RE FUND II	5GREF2928	0 010	$0 00	$0	$0 000	$0	0.0%	$0	$0	
Total REAL ESTATE FUNDS					247.049		**$234,863**	**10.0%**	**($39,946)**	**$0**	**0.00%**
HEDGE FUNDS											

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Bessemer reporting systems that utilize finalized market prices

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
	DIANNE & CHARLES RICE FAM FDTN IMA										
ALTERNATIVE INVESTMENTS											
HEDGE FUNDS											
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	244 576	$1,839 92	$450,000	$2,219 167	$542,755	23 1%	$92,755	$0	0 00%
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	343 039	$1,166 05	$400,000	$1,586 881	$544,362	23 1%	$144,362	$0	0 00%
900419	5TH AVE GLB EQ OFF LTD S80	5GEOF4975	61 508	$1,625 80	$100,000	$1,583 566	$97,402	4.1%	($2,597)	$0	0.00%
Total HEDGE FUNDS					**$950,000**		**$1,184,519**	**50.4%**	**$234,520**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					2,057,303		**$2,351,582**	**100.0%**	**$191,162**	**$0**	**0.00%**
Total 9D3J63					6,844,754		**$7,426,374**		**$478,480**	**$93,829**	**1.26%**

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
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Bessemer reporting systems that utilize finalized market prices

Other Alternatives:

		COST	FMV
LGB II A	20-5177881	392,415.00	180,977 00
LGB II A AIV	26-2766897	0 00	44,118 50
LG III LP	26-2597402	220,455 00	189,059 00
LG III CR AIV LP	26-4021555	101,783.00	96,951 00
LLR Caymans	98-0704172	31,197.00	40,153 00
LLR EQUITY III	26-1077356	375,461.00	333,008 00
LGB II A CR LP	26-1322896	0 00	54,949.50
LG III REIT AIV LP	27-3244937	74,607.00	82,215 50
LG III FORM ENERGY	46-1484833	9,650 00	4,728 00
TIFF PEP 2005	20-2619423	350,512 00	452,602.00
		1,556,080.00	**1,478,761.50**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE DIANNE & CHARLES RICE FAMILY FDN	Employer identification number (EIN) or 59-3701678
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 801 BRICKELL AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MIAMI, FL 33131	

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.

- The books are in the care of ▶ BESSEMER TRUST 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
ADDITIONAL INFORMATION IS NOT AVAILABLE TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

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	$ 11,708.
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	$ 11,708.
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 ▶

Form **8868** (Rev. 1-2013)

223842
01-21-13

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- 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

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: THE DIANNE & CHARLES RICE FAMILY FDN

Employer identification number (EIN) or: 59-3701678

Number, street, and room or suite no. If a P.O. box, see instructions: C/O BESSEMER TRUST, 801 BRICKELL AVE

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions: MIAMI, FL 33131

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

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

- The books are in the care of ▶ BESSEMER TRUST
  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	$ 11,708.
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	$ 5,708.
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	$ 6,000.

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)