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		A Employer identification number
EDWARD .T BEDFORD FOUNDATION BESSEMER TRUST COMPANY OF FLORIDA		65-6164872
Number and street (or P O box number if mail is not delivered to street address) 222 ROYAL PALM WAY	Room/suite	B Telephone number (561) 655-4030
City or town, state, and ZIP code PALM BEACH, FL 33480		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: [X] 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)* ▶$ 17,540,037.

J Accounting method: [X] 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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	369,352.	364,124.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	329,213.			
	b Gross sales price for all assets on line 6a 137,364.				
	7 Capital gain net income (from Part IV, line 2)		329,213.		
	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	<8,072.>	<24,255.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	690,493.	669,082.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	126,871.	126,871.		0.
	14 Other employee salaries and wages	50,000.	0.		50,000.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	27,500.	27,500.		0.
	b Accounting fees				
	c Other professional fees STMT 4	6,000.	0.		6,000.
	17 Interest	19,195.	19,195.		0.
	18 Taxes STMT 5	27,678.	5,480.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	3,348.	0.		3,348.
	23 Other expenses STMT 6	46,611.	46,611.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	307,203.	225,657.		59,348.
	25 Contributions, gifts, grants paid	940,668.			940,668.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,247,871.	225,657.		1,000,016.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<557,378.>			
	b **Net investment income** (if negative, enter -0-)		443,425.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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15551025 791007 9D3867 2012.04040 EDWARD T BEDFORD FOUNDATION 9D3867_1

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		202.	202.
	2 Savings and temporary cash investments	3,126,905.	619,100.	619,100.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	3,295,109.	2,850,989.	2,821,807.
	b Investments - corporate stock STMT 9	6,324,743.	8,637,774.	10,295,624.
	c Investments - corporate bonds STMT 10	333,928.	758,025.	776,388.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	2,761,122.	2,439,162.	3,026,916.
	16 **Total assets** (to be completed by all filers)	15,841,807.	15,305,252.	17,540,037.
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	15,841,807.	15,305,252.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	15,841,807.	15,305,252.	
	31 **Total liabilities and net assets/fund balances**	15,841,807.	15,305,252.	

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	15,841,807.
2	Enter amount from Part I, line 27a	2	<557,378.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	20,823.
4	Add lines 1, 2, and 3	4	15,305,252.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,305,252.

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	BTC CTF HEDGE FUNDS	P	VARIOUS	VARIOUS
d	BTC CTF HEDGE FUNDS	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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				86,674.
b				3,923.
c				28,392.
d				72,860.
e	137,364.			137,364.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				86,674.
b				3,923.
c				28,392.
d				72,860.
e				137,364.

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	329,213.
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	916,782.	18,648,082.	.049162
2010	779,614.	18,225,017.	.042777
2009	213,000.	15,316,458.	.013907
2008	230,965.	4,253,645.	.054298
2007	216,460.	4,760,179.	.045473

2 Total of line 1, column (d)	2	.205617
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	.041123
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,301,546.
5 Multiply line 4 by line 3	5	711,491.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,434.
7 Add lines 5 and 6	7	715,925.
8 Enter qualifying distributions from Part XII, line 4	8	1,000,016.

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 ▶ [X] and enter 1% of Part I, line 27b		1	4,434.
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	4,434.
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	4,434.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 20,096.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	20,096.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	15,662.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 15,662. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 ▶ WWW.EDWARDTBEDFORDFOUNDATION.ORG

14 The books are in care of ▶ BESSEMER TRUST COMPANY OF FLORIDA Telephone no. ▶ (561) 655-4030
Located at ▶ 222 ROYAL PALM WAY, PALM BEACH, FL ZIP+4 ▶ 33480

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
BESSEMER TRUST COMPANY OF FLORIDA 222 ROYAL PALM WAY PALM BEACH, FL 33480	CORPORATE TRUSTEE 10.00	71,871.	0.	0.
RONALD L FICK, ESQ C/O BESSEMER TRUST, 222 ROYAL PALM WA PALM BEACH, FL 33480	INDIVIDUAL TRUSTEE 10.00	55,000.	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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	16,588,188.
b	Average of monthly cash balances		1b	976,833.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	17,565,021.
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	17,565,021.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	263,475.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	17,301,546.
6	**Minimum investment return.** Enter 5% of line 5		6	865,077.

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	865,077.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,434.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,434.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	860,643.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	860,643.
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	860,643.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,000,016.
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	1,000,016.
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	4,434.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	995,582.

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				860,643.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			911,846.	
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: ▶ $ 1,000,016.				
a Applied to 2011, but not more than line 2a			911,846.	
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				88,170.
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				772,473.
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 12

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				
BTC CTF HEDGE FUNDS	NONE	EXEMPT		6.
SEE ATTACHED SCHEDULE	NONE	EXEMPT		940,662.
Total			▶ 3a	940,668.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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					
4 Dividends and interest from securities			14	369,352.	
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			01	<8,072.>	
8 Gain or (loss) from sales of assets other than inventory			18	329,213.	
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.		690,493.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 690,493.

(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).

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

		Line	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] 11/12/13 ▶ VP

Signature of officer or trustee 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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BTC CTF HEDGE FUNDS	46,282.	0.	46,282.
DIVIDEND & INTEREST	460,434.	137,364.	323,070.
TOTAL TO FM 990-PF, PART I, LN 4	506,716.	137,364.	369,352.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	<19,419.>	<19,419.>	
BTC CTF HEDGE FUNDS	<5,470.>	<5,470.>	
EXCISE TAX CREDIT	20,096.	0.	
OTHER PORTFOLIO INCOME	634.	634.	
BTC CTF HEDGE FUNDS-PAL	<3,913.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<8,072.>	<24,255.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES-DUNWODY WHITE & LANDON	27,500.	27,500.		0.
TO FM 990-PF, PG 1, LN 16A	27,500.	27,500.		0.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	6,000.	0.		6,000.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	5,480.	5,480.		0.
EXCISE TAXE O/P APPLIED	20,096.	0.		0.
FOREIGN TAXES EXCESS WITHHELD	2,102.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,678.	5,480.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS	46,611.	46,611.		0.
TO FORM 990-PF, PG 1, LN 23	46,611.	46,611.		0.

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 7

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	1,560.
YEAR-END REALLOCATION ADJUSTMENT	19,263.
TOTAL TO FORM 990-PF, PART III, LINE 3	20,823.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT	X		2,509,834.	2,475,324.
TAXABLE MUNI BDS		X	220,110.	227,001.
MUNI BOND FUND		X	121,045.	119,482.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,509,834.	2,475,324.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			341,155.	346,483.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,850,989.	2,821,807.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	8,637,774.	10,295,624.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,637,774.	10,295,624.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	533,609.	544,809.
FOREIGN BOND	224,416.	231,579.
TOTAL TO FORM 990-PF, PART II, LINE 10C	758,025.	776,388.

FORM 990-PF | OTHER ASSETS | STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REAL RETURN FUNDS	1,321,784.	929,247.	1,057,150.
BTC CTF HEDGE FUND OF FDS	1,439,338.	1,509,915.	1,969,766.
TO FORM 990-PF, PART II, LINE 15	2,761,122.	2,439,162.	3,026,916.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALFRED J STASHIS,JR; EDWARD T BEDFORD FDN; C/O DUNWODY WHITE & LANDON PA
4001 TAMIAMI TRAIL NORTH, SUITE 200
NAPLES, FL 34103

FORM AND CONTENT OF APPLICATIONS

SEE WWW.EDWARDTBEDFORDFOUNDATION.ORG FOR APPLICATION PROCEDURES.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE CO-TRUSTEES PRESENTLY HAVE PARTICULAR INTEREST IN SUPORTING ORGANIZATIONS BENEFITING CHILDREN AND YOUNG ADULTS, INCLUDING THROUGH EDUCATIONAL, ATHLETIC, AND ARTISTIC PURSUITS, AND THROUGH SOCIAL SERVICE ENTERPRISES.

EDWARD T. BEDFORD FOUNDATION
TAX PERIOD ENDED 12/31/12
EIN 65-6164872
FORM 990-PF

Supplemental Schedule of Information

Part VII-B, Statements Regarding Activities for Which Form 4720 may be required

Question 1a(4):

The Co-Trustees of the Foundation retained E.T. Bedford Davie, Jr., beginning July 1, 2010, as an independent contractor to assist them in carrying out the charitable purposes of the Foundation. Among other responsibilities, Mr. Davie has aided the Co-Trustees in their efforts to identify and profile potentially suitable charitable grantees of the Foundation; to gather relevant information regarding past, potential or current charitable grantees; to develop appropriate content for the Foundation website; and to prepare proposed instruments designed to systematize grant-making and oversight responsibilities, such as site visit evaluation forms and grantee reporting forms.

Code Section 4941(d) (2) (E) and Treas. Reg. Section 53.4941(d)-3(c) provide that the payment of compensation by a private foundation to a disqualified person for the performance of personal services, which are reasonable and necessary to carry out the exempt purpose of the private foundation shall not be an act of self-dealing if such compensation is not excessive.

Mr. Davie was compensated at a rate of $4,167 per month for the period January 1, 2012 through December 31, 2012.

Although the specific effort expended fluctuates over time based on the particular needs of the Co-Trustees, it is estimated that Mr. Davie typically devoted 20-25 hours per week to Foundation activities.

EDWARD T. BEDFORD FOUNDATION
TAX PERIOD ENDED 12/31/12
EIN 65-6164872
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year *

Date	Description	Amount
03/27/2012	EMERY RIDDLE AERONAUTICAL UNIVERSITY 600 S. Clyde Morris Blvd Daytona Beach, FL 32114	$13,500.00
03/27/2012	YOUTH TENNIS FOUNDATION OF FLORIDA PO BOX 49057 St. Petersburg, FL 33743-9057	$5,000.00
03/27/2012	YOUTH TENNIS FOUNDATION OF FLORIDA PO BOX 49057 St. Petersburg, FL 33743-9057	$15,000.00
03/27/2012	YOUTH TENNIS FOUNDATION OF FLORIDA PO BOX 49057 St. Petersburg, FL 33743-9057	$20,000.00
03/27/2012	GFWC HOBE SOUND WOMEN'S CLUB P.O. Box 8042 Hobe Sound, FL 33475-8042	$3,500.00
03/27/2012	G-STAR SCHOOL OF THE ARTS 2065 Prairie Road, Building "J" West Palm Beach, Florida 33406	$25,000.00
06/14/2012	ARMORY ARTS CENTER 1700 Parker Avenue West Palm Beach, Florida 33401	$20,000.00
06/14/2012	PANDA FOUNDATION 3302 69TH St. W. Bradenton, Fl. 34209-5950	$10,000.00
06/14/2012	BOCA HELPING HANDS 1500 NW 1st Court Boca Raton, FL 33432	$25,000 00

06/14/2012	HORSES N HEROS 12680 N US HWY 441 Citra, FL 32113	$25,000.00
06/14/2012	THE KIDS ECOLOGY CORPS 1350 East Sunrise Boulevard Fort Lauderdale, FL 33304	$15,000.00
06/14/2012	GOLD COAST JR. GOLF FOUNDATION 1400 E. Oakland Park Blvd. # 102 Oakland Park, FL 33334-4400	$5,000.00
06/14/2012	FIRST TEE OF NAPLES/COLLIER 1370 Creekside Blvd. Naples, FL 34108	$10,000 00
08/10/2012	PLACE OF HOPE 9078 Isaiah Lane Palm Beach Gardens, FL 33418	$50,000.00
08/10/2012	URBAN YOUTH IMPACT 2823 North Australian Avenue West Palm Beach, Florida 33407	$40,825.00
08/10/2012	EDUCATION FOUNDATION OF COLLIER COUNTY 3606 Enterprise Ave, Suite 150 Naples, Florida 34104	$24,000.00
09/18/2012	ST. GEORGE'S CENTER INC. P.O. Box 10584 Riviera Beach, FL 33419-0584	$40,000.00
09/18/2012	AIR FORCE ACADEMY ATHLETIC ASSOC. 2168 Field House Drive USAFA, CO 80840	$50,000 00
09/18/2012	AMERICAN ASSOC. OF CAREGIVING YOUTH 1515 N. Federal Hwy. #218 Boca Raton, FL 33432	$10,000.00
09/18/2012	NORWALK HOSPITAL FOUNDATION 34 Maple Street Norwalk, CT 06856	$25,000.00
09/18/2012	SCHOOL OF THE ARTS, INC. 501 South Sapodilla Drive West Palm Beach, FL 33401	$25,000.00
09/18/2012	YMCA OF CENTRAL FLORIDA 433 N. Mills Avenue Orlando, FL 32803	$25,000.00

09/18/2012	ASPHALT GREEN 555 East 90th Street New York, NY 10128-7803	$30,000 00
11/06/2012	SHERIDAN HOUSE 1700 S. Flamingo Road Davie, FL 33325	$25,000.00
11/06/2012	FLORIDA OCEANOGRAPHIC SOCIETY 890 NE Ocean Blvd. Stuart, FL 34996	$10,000.00
11/06/2012	JUNIOR TENNIS CHAMPIONS CENTER 5200 Paint Branch Parkway College Park, MD 20740	$40,000 00
11/06/2012	TENACITY 38 Everett Street Boston, MA 02134	$25,000.00
11/06/2012	BELIEVERS ACADEMY, INC. 5840 Corporate Way Suite 100 West Palm Beach, FL 33407	$10,000.00
11/06/2012	THE GIFT OF SWIMMING 205 Windermere Road Winter Garden, FL 34787	$10,000.00
11/06/2012	SOUTH FLORIDA AFTER-SCHOOL ALL-STARS 6915 NW 77 Avenue Miami, FL 33166	$10,000.00
11/06/2012	ART & CULTURE CENTER OF HOLLYWOOD 1650 Harrison Street Hollywood, FL 33020	$15,000 00
11/06/2012	ARTS BALLET THEATRE OF FLORIDA, INC. 15939 Biscayne Blvd. Miami, FL 33160	$10,000 00
11/06/2012	BOGGY CREEK GANG, INC. 30500 Brantley Branch Road Eustis, FL 32736	$25,000.00
11/06/2012	THOMAS ARMOUR YOUTH BALLET 5818 SW 73rd St. S. Miami, FL 33143-5210	$10,000.00
11/06/2012	YMCA OF SOUTH PALM BEACH COUNTY 6631 Palmetto Circle South Boca Raton, FL 33433	$25,000 00

11/06/2012	MEALS ON WHEELS OF THE PALM BEACHES P.O. Box 247 West Palm Beach, FL 33402-0247	$20,000.00
11/06/2012	NAPLES BOTANICAL GARDEN 4820 Bayshore Drive Naples, FL 34112	$8,837.00
11/06/2012	WESTPORT WESTON FAMILY Y 59 Post Rd East, P.O. Box 190 Westport, CT 06881-0190	$50,000.00
11/09/2012	COMMUNITY FOUNDATION FOR PALM BEACH AND MARTIN COUNTIES 700 S Dixie Hwy #200 West Palm Beach, Florida 33401	$100,000 00
12/13/2012	CHILDREN'S DREAM FUND One Progress Plaza, Suite 820 St. Petersburg, FL 33701	$20,000 00
12/13/2012	CARIDAD CENTER, INC. 8645 Boynton Beach Blvd Boynton Beach, FL 33472	$15,000.00
		940,662.00

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
EDWARD T BEDFORD FOUNDATION
BESSEMER TRUST COMPANY OF FLORIDA

Employer identification number (EIN) or
65-6164872

Number, street, and room or suite no. If a P.O. box, see instructions.
222 ROYAL PALM WAY

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
PALM BEACH, FL 33480

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 COMPANY OF FLORIDA 222 ROYAL PALM WAY - PALM BEACH, FL 33480

Telephone No. ▶ (561) 655-4030 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 4,960.
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	$ 20,096.
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 ▶ BTFBY: Title ▶ VP Date ▶ 8/9/13

223842
01-21-13

EDWARD T BEDFORD FND IRREV TRUST   Appraisal   as of 12/31/2012   Trade Date

Base Currency	USD

[redacted]

CASH

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
48 960	USD	Cash Available (9D2M89 USD-I)			1 000	$48	$48	$0	$0	$0				
7 520	USD	Cash Available (9D2M89 USD-P)			1 000	$7	$7	$0	$0	$0				
		Subtotal for CASH				$57	$57	$0	$0	$0				

CASH EQUIVALENTS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
300,500 000	US	SEI GOVT II FUND #33 (9D2M89 USD-I)			1 000	$300,500	$300,500	$0	$0	$0	0001	$30		
167,900 000	US	SEI GOVT II FUND #33 (9D2M89 USD-P)			1 000	$167,900	$167,900	$0	$0	$0	0001	$16		
		Subtotal for CASH EQUIVALENTS				$468,400	$468,400	$0	$0	$0		$46		
		Subtotal for CASH AND SHORT TERM				$468,457	$468,457	$0	$0	$0		$46		

[redacted]

BOND FUNDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
16,204 062	US	BTC CTF GEN MUNI BOND FUND			7 374	$119,482	$121,045	$0	($1,564)	($1,564)	3047	$4,937		
		Subtotal for BOND FUNDS				$119,482	$121,045	$0	($1,564)	($1,564)		$4,937		
		Subtotal for FIXED INCOME				$119,482	$121,045	$0	($1,564)	($1,564)		$4,937		

[redacted]

CONSUMER DISCRETIONARY

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
550 000	US	COACH INC			55 510	$30,530	$30,443	$87	$0	$87	1 2000	$660		
700 000	US	DOLLAR GENERAL CORP			44 090	$30,863	$30,115	$747	$0	$747	0000	$0		
1,030 000	US	LOWES COS INC			35 520	$36,585	$29,218	$7,367	$0	$7,367	6400	$659		Y
1,020 000	US	MACY'S INC			39 020	$39,800	$34,987	$3,073	$1,740	$4,813	8000	$816		
445 000	US	TARGET CORP			59 170	$26,330	$22,410	$3,920	$0	$3,920	1 4400	$640		Y
		Subtotal for CONSUMER DISCRETIONARY				$164,108	$147,173	$15,194	$1,740	$16,934		$2,775		

CONSUMER STAPLES

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
620 000	US	CVS/CAREMARK CORP			48 350	$29,977	$24,152	$38	$5,786	$5,825	9000	$558		Y
1,350 000	US	WALGREEN CO			37 010	$49,963	$49,042	$921	$0	$921	1 1000	$1,485		
		Subtotal for CONSUMER STAPLES				$79,940	$73,194	$959	$5,786	$6,746		$2,043		

ENERGY

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
495 000	US	CONOCOPHILLIPS			57 990	$28,705	$26,802	$1,151	$751	$1,902	2 6400	$1,306		
1,110 000	US	MARATHON OIL CORP			30 660	$34,032	$31,323	$74	$2,635	$2,709	6800	$754		
		Subtotal for ENERGY				**$62,737**	**$58,125**	**$1,225**	**$3,386**	**$4,611**		**$2,060**		

FINANCIALS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
520 000	CH	ACE LIMITED			79 800	$41,496	$27,475	$505	$13,515	$14,020	1 9600	$1,019		
650 000	US	CITIGROUP INC			39 560	$25,714	$19,394	$6,319	$0	$6,319	0400	$26		
		Subtotal for FINANCIALS				**$67,210**	**$46,869**	**$6,824**	**$13,515**	**$20,339**		**$1,045**		

HEALTH CARE

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
675 000	US	AETNA INC NEW			46 310	$31,259	$29,370	$1,889	$0	$1,889	8000	$540		
545 000	US	JOHNSON & JOHNSON			70 100	$38,204	$34,798	$1,416	$1,990	$3,406	2 4400	$1,329		
650 000	US	THERMO FISHER SCIENTIFIC			63 780	$41,457	$37,621	$3,836	$0	$3,836	6000	$390		
720 000	US	UNITEDHEALTH GROUP INC			54 240	$39,052	$35,214	$148	$3,690	$3,838	8500	$612		
760 000	US	ZIMMER HLDGS INC			66 660	$50,661	$48,141	$2,520	$0	$2,520	7200	$547		
		Subtotal for HEALTH CARE				**$200,633**	**$185,144**	**$9,809**	**$5,680**	**$15,489**		**$3,418**		

INDUSTRIALS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
295 000	US	GENERAL DYNAMICS CORP			69 270	$20,434	$19,276	$149	$1,010	$1,158	2 0400	$601		
845 000	US	WASTE MANAGEMENT INC NEW			33 740	$28,510	$28,267	$242	$0	$242	1 4200	$1,199		
		Subtotal for INDUSTRIALS				**$48,944**	**$47,543**	**$391**	**$1,010**	**$1,400**		**$1,800**		

INFORMATION TECHNOLOGY

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
605 000	IE	ACCENTURE PLC CL A			66 500	$40,232	$34,197	$4,548	$1,487	$6,035	1 6200	$980		Y
575 000	IE	SEAGATE TECHNOLOGY PLC			30 420	$17,491	$15,712	$1,779	$0	$1,779	1 5200	$874		
700 000	SG	AVAGO TECHNOLOGIES			31 651	$22,155	$24,559	($2,404)	$0	($2,404)	6800	$476		
260 000	US	INTERNATIONAL BUS MACHINES			191 550	$49,803	$48,893	($49)	$958	$909	3 4000	$884		
1,710 000	US	MICROSOFT CORP			26 710	$45,673	$44,226	($523)	$1,969	$1,447	9200	$1,573		
650 000	US	QUALCOMM INC			61 860	$40,208	$40,468	($260)	$0	($260)	1 0000	$650		
		Subtotal for INFORMATION TECHNOLOGY				**$215,562**	**$208,055**	**$3,091**	**$4,414**	**$7,506**		**$5,437**		

MATERIALS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
380 000	US	NEWMONT MINING CORP			46 440	$17,647	$21,046	($2,635)	($764)	($3,399)	1 4000	$532		
		Subtotal for MATERIALS				**$17,647**	**$21,046**	**($2,635)**	**($764)**	**($3,399)**		**$532**		

TELECOM SERVICES

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
625 000	US	CENTURYLINK INC			39 120	$24,450	$23,501	$343	$606	$949	2 9000	$1,812		
		Subtotal for TELECOM SERVICES				$24,450	$23,501	$343	$606	$949		$1,812		

UTILITIES

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
275 000	US	DETROIT ENERGY CO			60 050	$16,513	$14,351	$0	$2,162	$2,163	2 4800	$682		
765 000	US	EXELON CORP			29 740	$22,751	$31,671	($3,884)	($5,037)	($8,920)	2 1000	$1,606		
		Subtotal for UTILITIES				$39,264	$46,022	($3,884)	($2,875)	($6,757)		$2,288		
		Subtotal for LARGE CAP CORE - U.S.				$920,495	$856,672	$31,317	$32,498	$63,818		$23,210		

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CONSUMER DISCRETIONARY

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
570 000	CA	MAGNA INTL INC CL A			50 020	$28,511	$21,821	$1,716	$4,974	$6,690	1 4400	$820		
435 000	DE	VOLKSWAGEN AG ADR			45 392	$19,745	$14,239	$5,506	$0	$5,506	5940	$258		
650 000	JP	DAIHATSU MOTOR CO LTD ADR			39 577	$25,725	$25,175	$549	$0	$549	1 1320	$735		
		Subtotal for CONSUMER DISCRETIONARY				$73,981	$61,235	$7,771	$4,974	$12,745		$1,813		

CONSUMER STAPLES

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
1,590 000	GB	AB FOODS LTD ADR			25 423	$40,422	$27,931	$719	$11,773	$12,491	3910	$621		
630 000	GB	IMPERIAL TOBACCO LT ADR			77 146	$48,601	$46,580	$113	$1,908	$2,021	3 3740	$2,125		
3,350 000	NL	KON AHOLD ADR			13 362	$44,762	$44,722	($906)	$946	$40	4360	$1,460		
		Subtotal for CONSUMER STAPLES				$133,785	$119,233	($74)	$14,627	$14,552		$4,206		

ENERGY

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
370 000	CN	SINOPEC/CHINA PETE&CHM ADR			114 920	$42,520	$39,881	$642	$1,997	$2,639	4 2490	$1,572		
890 000	FR	TOTAL SA ADR			52 010	$46,288	$45,159	($110)	$1,239	$1,129	2 5070	$2,231		
865 000	IT	ENI S P A ADR			49 140	$42,506	$36,340	$752	$5,413	$6,165	2 1450	$1,855		
		Subtotal for ENERGY				$131,314	$121,380	$1,284	$8,649	$9,933		$5,658		

FINANCIALS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
2,350 000	AU	SUNCORP GROUP ADR			10 558	$24,811	$20,746	$4,064	$0	$4,064	3590	$843		Y
2,280 000	CN	CHINA CONSTRUCTION ADR			16 050	$36,594	$31,893	$980	$3,721	$4,701	6240	$1,422		
1,690 000	DE	ALLIANZ AKTIENGES ADR			13 817	$23,350	$17,673	$2,019	$3,657	$5,677	4290	$725		
2,420 000	DE	MUNICH RE GROUP ADR			17 930	$43,390	$29,502	$4,609	$9,279	$13,889	5480	$1,326		
970 000	HK	WHARF HOLDINGS ADR			15 637	$15,167	$9,473	$792	$4,902	$5,694	2660	$258		Y
6,160 000	JP	SUMITOMO MITSUI FIN ADR			7 340	$45,214	$36,942	$3,890	$4,382	$8,272	2270	$1,398		
2,650 000	SE	NORDEA BK SWEDEN AB ADR			9 546	$25,296	$20,177	$81	$5,039	$5,120	2760	$731		
		Subtotal for FINANCIALS				$213,822	$166,406	$16,435	$30,980	$47,417		$6,703		

HEALTH CARE

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
950 000	FR	SANOFI - ADR			47 380	$45,011	$32,955	$4,120	$7,936	$12,056	1 4310	$1,359		
1,020 000	IL	TEVA PHARM INDS LTD ADR			37 340	$38,086	$42,530	($3,836)	($607)	($4,443)	8040	$820		
1,745 000	JP	ITOCHU CORP ADR			20 980	$36,610	$36,385	($839)	$1,063	$224	9810	$1,711		
		Subtotal for HEALTH CARE				$119,707	$111,870	($555)	$8,392	$7,837		$3,890		

INDUSTRIALS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
995 000	BR	EMBRAER SA ADR			28 510	$28,367	$27,358	$1,009	$0	$1,009	0000	$0		
4,080 000	JP	EAST JAPAN RAIL ADR			10 756	$43,884	$41,704	$65	$2,116	$2,180	1940	$791		
750 000	JP	NIKON CORP PLC UNSPON-ADR			29 214	$21,910	$21,154	$756	$0	$756	4100	$307		
		Subtotal for INDUSTRIALS				$94,161	$90,216	$1,830	$2,116	$3,945		$1,098		

MATERIALS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
1,175 000	CA	BARRICK GOLD CORP			35 010	$41,136	$53,569	($6,966)	($5,467)	($12,433)	4000	$470		
390 000	GB	BHP BILLITON PLC-ADR			70 370	$27,444	$21,932	$588	$4,924	$5,512	2 2400	$873		
825 000	NL	AKZO NOBEL NV ADR			21 861	$18,035	$14,088	$1,274	$2,672	$3,946	4990	$411		Y
		Subtotal for MATERIALS				$86,615	$89,589	($5,104)	$2,129	($2,975)		$1,754		

TELECOM SERVICES

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
1,180 000	BR	TIM PARTICIPACOES SA ADR			19 820	$23,387	$32,585	($9,198)	$0	($9,198)	2870	$338		
670 000	CN	CHINA TELECOM ADR			56 850	$38,089	$39,100	$672	($1,684)	($1,011)	9860	$660		
1,370 000	GB	VODAFONE GP PLC NEW ADR			25 190	$34,510	$37,785	($3,275)	$0	($3,275)	1 5000	$2,055		
2,080 000	SE	TELE2 AB ADR			9 000	$18,720	$19,227	$42	($550)	($508)	3340	$694		
		Subtotal for TELECOM SERVICES				$114,706	$128,697	($11,759)	($2,234)	($13,992)		$3,747		

UTILITIES

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
1,200 000	GB	SSE PLC ADR			23 049	$27,658	$24,680	$2,076	$902	$2,978	1 2520	$1,502		
925 000	JP	TOKYO GAS LTD ADR			18 273	$16,902	$15,674	$0	$1,228	$1,228	3710	$343		
		Subtotal for UTILITIES				$44,560	$40,354	$2,076	$2,130	$4,206		$1,845		
		Subtotal for LARGE CAP CORE - NON U S.				$1,012,651	$928,980	$11,904	$71,763	$83,668		$30,714		

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LARGE CAP STRATEGIES FUNDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
221,309 749	US	OW LARGE CAP STRATEGIES FD			10 020	$2,217,523	$1,956,038	$28,662	$232,823	$261,485	0730	$16,155		
		Subtotal for LARGE CAP STRATEGIES FUNDS				$2,217,523	$1,956,038	$28,662	$232,823	$261,485		$16,155		
		Subtotal for LARGE CAP STRATEGIES				$2,217,523	$1,956,038	$28,662	$232,823	$261,485		$16,155		

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GLOBAL SMALL & MID CAP FUNDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
145,784 560	US	OW GLOBAL SML & MID CAP FD			14 690	$2,141,575	$1,392,242	$0	$749,333	$749,333	1640	$23,908		
		Subtotal for GLOBAL SMALL & MID CAP FUNDS				**$2,141,575**	**$1,392,242**	**$0**	**$749,333**	**$749,333**		**$23,908**		
		Subtotal for GLOBAL SMALL & MID CAP				**$2,141,575**	**$1,392,242**	**$0**	**$749,333**	**$749,333**		**$23,908**		

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GLOBAL OPPORTUNITIES FUNDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
529,547 649	US	OW GLOBAL OPPORTUNITIES FD			7 560	$4,003,380	$3,503,842	$50,351	$449,187	$499,538	2400	$127,091		
		Subtotal for GLOBAL OPPORTUNITIES FUNDS				**$4,003,380**	**$3,503,842**	**$50,351**	**$449,187**	**$499,538**		**$127,091**		
		Subtotal for GLOBAL OPPORTUNITIES				**$4,003,380**	**$3,503,842**	**$50,351**	**$449,187**	**$499,538**		**$127,091**		

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REAL RETURN FUNDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
114,040 010	US	OW REAL RETURN FUND			9 270	$1,057 150	$929,247	$227	$127,676	$127,904	0230	$2,622		
		Subtotal for REAL RETURN FUNDS				**$1,057,150**	**$929,247**	**$227**	**$127,676**	**$127,904**		**$2,622**		
		Subtotal for REAL RETURN/COMMODITIES				**$1,057,150**	**$929,247**	**$227**	**$127,676**	**$127,904**		**$2,622**		

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HEDGE FUNDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
177,504 340	US	BTC CTF HEDGE FUND OF FDS			11 097	$1,969,766	$1,509,915	$0	$40,502	$40,502	0000	$0		
		Subtotal for HEDGE FUNDS				**$1,969,766**	**$1,509,915**	**$0**	**$40,502**	**$40,502**		**$0**		
		Subtotal for ALTERNATIVE INVESTMENTS				**$1,969,766**	**$1,509,915**	**$0**	**$40,502**	**$40,502**		**$0**		

Base Currency	USD

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FIXED INCOME - CASH AND SHORT TERM

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
56 620	USD	Cash Available (9D2S06 USD-I)			1 000	$57	$57	$0	$0	$0				
91 610	USD	Cash Available (9D2S06 USD-P)			1 000	$92	$92	$0	$0	$0				
142,600 000	US	SEI GOVT II FUND #33 (9D2S06 USD-I)			1 000	$142,600	$142,600	$0	$0	$0	0001	$14		

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
8,100 000	US	SEI GOVT II FUND #33 (9D2S06 USD-P)			1 000	$8,100	$8,100	$0	$0	$0	0001	$0		
		Subtotal for FIXED INCOME - CASH AND SHORT TERM				**$150,849**	**$150,849**	**$0**	**$0**	**$0**		**$14**		

US GOVT AND AGENCY BONDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
163,731 100	US	TSY INFLATION INDEX BOND Original Face = 130,000 000	1 875	07/15/2013	101 609	$166,365	$178,909	$0	($12,544)	($12,544)	1 875%	$3,069		
75,000 000	US	FEDERAL NATL MTG ASSN FR	5 000	04/15/2015	110 616	$82,962	$85,348	($2,386)	$0	($2,386)	5 000%	$3,750		
1,714,000 000	US	US TREASURY NOTE	2 375	06/30/2018	108 375	$1,857,547	$1,872,217	($14,670)	$0	($14,670)	2 375%	$40,707		
355,000 000	US	US TREASURY NOTES	2 000	11/15/2021	103 789	$368,450	$373,360	($4,909)	$0	($4,909)	2 000%	$7,100		
		Subtotal for US GOVT AND AGENCY BONDS				**$2,475,324**	**$2,509,834**	**($21,965)**	**($12,544)**	**($34,509)**		**$54,626**		

TAXABLE MUNICIPAL BONDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
75,000 000	US	N Y ST DORM AUTH ST PIP	2 825	03/15/2016	105 944	$79,458	$73,881	$0	$5,577	$5,577	2 825%	$2,118		
75,000 000	US	MAINE ST MUNI BOND BANK	1 427	11/01/2016	100 265	$75,198	$75,000	$199	$0	$199	1 427%	$1,070		
70,000 000	US	ENERGY NW WA ELEC REV TAX	2 147	07/01/2018	103 350	$72,345	$71,229	$1,115	$0	$1,115	2 147%	$1,502		
		Subtotal for TAXABLE MUNICIPAL BONDS				**$227,001**	**$220,110**	**$1,314**	**$5,577**	**$6,891**		**$4,690**		

CORPORATE BONDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
25,000 000	US	NOVARTIS CAPITAL CORP	4 125	02/10/2014	104 003	$26,000	$24,974	$0	$1,026	$1,026	4 125%	$1,031		
25,000 000	US	PROCTER & GAMBLE CO	3 500	02/15/2015	106 175	$26,543	$24,895	$0	$1 649	$1,649	3 500%	$875		
75,000 000	US	TEXAS INSTRUMENT INC	2 375	05/16/2016	104 660	$78,495	$74,619	$0	$3,875	$3,875	2 375%	$1,781		
30,000 000	US	GENERAL ELEC CAP CORP	2 900	01/09/2017	105 734	$31,720	$30,951	$768	$0	$768	2 900%	$870		
70,000 000	US	BB&T CORPORATION	2 150	03/22/2017	103 428	$72,399	$72,112	$287	$0	$287	2 150%	$1,505		
21,000 000	US	AMERICAN EXPRESS CREDIT	2 375	03/24/2017	104 632	$21,972	$21,264	$709	$0	$709	2 375%	$498		
75,000 000	US	BERKSHIRE HATHAWAY FIN	1 600	05/15/2017	101 928	$76,446	$74,942	$1,504	$0	$1,504	1 600%	$1,200		
75,000 000	US	TOYOTA MOTOR CREDIT CORP	1 250	10/05/2017	100 711	$75,533	$74,956	$577	$0	$577	1 250%	$937		
60,000 000	US	ORACLE CORP	1 200	10/15/2017	100 297	$60,178	$59,896	$282	$0	$282	1 200%	$720		
75,000 000	US	CHEVRON CORP	1 104	12/05/2017	100 698	$75,523	$75,000	$524	$0	$524	1 104%	$828		
		Subtotal for CORPORATE BONDS				**$544,809**	**$533,609**	**$4,651**	**$6,550**	**$11,201**		**$10,245**		

INTERNATIONAL BONDS

Face	COR	Description	CPN	Mat - Call	Price	Total	Total	Short	Long	Total	Rate	Total	PND	DNB
75,000 000	CA	CA ONTARIO (PROVINCE OF)	2 700	06/16/2015	105 279	$78,959	$74,965	$0	$3,994	$3,994	2 700%	$2,025		
75,000 000	DE	KFW	1 250	02/15/2017	102 041	$76,530	$74,721	$1,809	$0	$1,809	1 250%	$937		
75,000 000	DE	GLAXOSMITHKLINE CAPITAL	1 500	05/08/2017	101 454	$76,090	$74,730	$1,360	$0	$1,360	1 500%	$1,125		
		Subtotal for INTERNATIONAL BONDS				**$231,579**	**$224,416**	**$3,169**	**$3,994**	**$7,163**		**$4,087**		
		Subtotal for FIXED INCOME				**$3,629,562**	**$3,638,818**	**($12,831)**	**$3,577**	**($9,254)**		**$73,662**		
		TOTAL ASSETS				**$17,540,037**	**$15,305,252**	**$109,630**	**$1,705,795**	**$1,815,430**		**$302,345**		
		NET ACCOUNT				**$17,540,037**	**$15,305,252**	**$122,461**	**$1,702,218**	**$1,824,684**		**$228,683**		