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

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HAHN-BLOCK FAMILY FOUNDATION		A Employer identification number 77-0478012
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVENUE	Room/suite	B Telephone number 212-708-9316
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,741,251. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	3,032,631.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	85,900.	85,900.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	217,166.			
b Gross sales price for all assets on line 6a	2,102,633.			
7 Capital gain net income (from Part IV, line 2)		217,166.		
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	1,189.	1,189.		STATEMENT 2
12 Total. Add lines 1 through 11	3,336,886.	304,255.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 3	13,651.	12,329.		1,322.
17 Interest				
18 Taxes STMT 4	4,504.	761.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	72.	0.		72.
24 Total operating and administrative expenses. Add lines 13 through 23	18,227.	13,090.		1,394.
25 Contributions, gifts, grants paid	152,275.			152,275.
26 Total expenses and disbursements. Add lines 24 and 25	170,502.	13,090.		153,669.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,166,384.			
b Net investment income (if negative, enter -0-)		291,165.		
c Adjusted net income (if negative, enter -0-)			N/A	

9017 8

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	139.	471,413.	471,413.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	946,297.	2,902,173.	3,029,851.
	c Investments - corporate bonds STMT 7	350,104.	1,011,323.	1,007,139.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	151,586.	229,566.	232,848.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,448,126.	4,614,475.	4,741,251.	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,448,126.	4,614,475.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	1,448,126.	4,614,475.		
31 Total liabilities and net assets/fund balances	1,448,126.	4,614,475.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,448,126.
2 Enter amount from Part I, line 27a	2	3,166,384.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,614,510.
5 Decreases not included in line 2 (itemize) ▶ TRUNCATION	5	35.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,614,475.

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		
b CAPITAL GAINS DIVIDENDS			
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 2,060,982.		1,885,467.	175,515.
b 41,651.			41,651.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			175,515.
b			41,651.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	217,166.
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	72,500.	1,534,513.	.047246
2010	152,282.	1,535,975.	.099144
2009	68,200.	1,406,930.	.048474
2008	86,012.	1,552,912.	.055388
2007	80,500.	1,688,114.	.047686

2 Total of line 1, column (d)	2	.297938
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	.059588
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,832,775.
5 Multiply line 4 by line 3	5	228,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,912.
7 Add lines 5 and 6	7	231,299.
8 Enter qualifying distributions from Part XII, line 4	8	153,669.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,823.
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	5,823.
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	5,823.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,177.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 3,177. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 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? Yes No

5b		
6b		X
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
ANNE ELIZABETH BLOCK C/O BESSEMER TRUST-630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 1.00	0.	0.	0.
JEFFREY BLOCK C/O BESSEMER TRUST-630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	3,041,249.
b Average of monthly cash balances	1b	849,893.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	3,891,142.
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	3,891,142.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,367.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,832,775.
6 Minimum investment return. Enter 5% of line 5	6	191,639.

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	191,639.
2a Tax on investment income for 2012 from Part VI, line 5	2a	5,823.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	5,823.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	185,816.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	185,816.
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	185,816.

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	153,669.
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	153,669.
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	153,669.

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				185,816.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,059.			
b From 2008	9,372.			
c From 2009				
d From 2010	152,737.			
e From 2011				
f Total of lines 3a through e	164,168.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 153,669.				
a Applied to 2011, but not more than line 2a			0.	
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				153,669.
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).)	32,147.			32,147.
6 Enter the net total of each column as indicated below:	132,021.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	132,021.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	132,021.			
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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 9

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:

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CLASSICAL ORCHESTRA 133 W 70TH ST NEW YORK, NY 10023		PUBLIC CHARITIES	GENERAL	3,000.
AUTISM SPEAKS 1 EAST 33RD STREET 4TH FLOOR NEW YORK, NY 10016		PUBLIC CHARITIES	GENERAL	1,000.
BANANAS BUNCH FUND 5232 CLAREMONT AVENUE OAKLAND, CA 94618		PUBLIC CHARITIES	GENERAL	2,000.
EQUINE RESCUE RESOURCE INC PO BOX 17 PINE BUSH, NY 12566		PUBLIC CHARITIES	GENERAL	5,000.
FOOD FOR THE POOR, INC 6401 LYONS ROAD COCONUT CREEK, FL 33073		PUBLIC CHARITIES	GENERAL	36,000.
Total	SEE CONTINUATION SHEET(S)			152,275.
b Approved for future payment				
NONE				
Total				0.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE HAHN-BLOCK FAMILY FOUNDATION

Employer identification number

77-0478012

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization THE HAHN-BLOCK FAMILY FOUNDATION	Employer identification number 77-0478012
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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	ESTATE OF STEPHEN HAHN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	\$ 3,032,631.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE HAHN-BLOCK FAMILY FOUNDATION	Employer identification number 77-0478012
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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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE HAHN-BLOCK FAMILY FOUNDATION	Employer identification number 77-0478012
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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

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
LIFE ANIMAL RESCUE PO BOX 1431 AGOURA HILLS, CA 91376		PUBLIC CHARITIES	GENERAL	10,000.
LYNN UNIVERSITY 3601 N MILITARY TRAIL BOCA RATON, FL 33431		PUBLIC CHARITIES	GENERAL	50,000.
MENLO CHARITY HORSE SHOW 190 PARK LANE ATHERTON, CA 94027		PUBLIC CHARITIES	GENERAL	675.
MOORPARK COLLEGE FOUNDATION 7075 CAMPUS ROAD MOORPARK, CA 93021		PUBLIC CHARITIES	GENERAL	10,000.
OAKS CHRISTIAN HIGH SCHOOL 31749 LA TIENDA ROAD WEST LAKE VILLAGE, CA 91362		PUBLIC CHARITIES	GENERAL	10,000.
OPERA EXPOSURES PO BOX 531 STATEN ISLAND, NY 10302		PUBLIC CHARITIES	GENERAL	12,000.
PEACE CORPS 1111 20TH STREE NW WASHINGTON, DC 20526		PUBLIC CHARITIES	GENERAL	600.
ST. PATRICKS EPISCOPAL DAY SCHOOL ONE CHURCH ROAD THOUSAND OAKS, CA 91362		PUBLIC CHARITIES	GENERAL	5,000.
THE CHAPIN SCHOOL 100 EAST END AVENUE NEW YORK, NY 10028		PUBLIC CHARITIES	GENERAL	1,000.
THE ROHDE FOUNDATION PO BOX 756 SOLVANG, CA 93464		PUBLIC CHARITIES	GENERAL	5,000.
Total from continuation sheets				105,275.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	127,551.	41,651.	85,900.
TOTAL TO FM 990-PF, PART I, LN 4	127,551.	41,651.	85,900.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	1,189.	1,189.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,189.	1,189.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	13,651.	12,329.		1,322.
TO FORM 990-PF, PG 1, LN 16C	13,651.	12,329.		1,322.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,083.	761.		0.
2012 ESTIMATED TAX	1,000.	0.		0.
2011 BALANCE DUE	2,421.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,504.	761.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL REGISTRY OF CHARITABLE TRUSTS	50.	0.		50.
WIRE FEE	12.	0.		12.
CA FRANCHISE TAX BOARD	10.	0.		10.
TOTAL TO FORM 990-PF, PG 1, LN 23	72.	0.		72.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	2,902,173.	3,029,851.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,902,173.	3,029,851.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	1,011,323.	1,007,139.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,011,323.	1,007,139.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	COST	229,566.	232,848.
TOTAL TO FORM 990-PF, PART II, LINE 13		229,566.	232,848.

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
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		67,212.700	\$1.00	\$67,212	\$1.000	\$67,212	14.3%	\$0	\$6	0.01%
			404,201.880	\$1.00	\$404,201	\$1.000	\$404,201	85.7%	\$0	\$40	0.01%
	Total CASH EQUIVALENTS				\$471,413		\$471,413	100.0%	\$0	\$46	0.01%
	Total CASH AND SHORT TERM				\$471,413		\$471,413	100.0%	\$0	\$46	0.01%
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	87,122.821	\$11.61	\$1,011,323	\$11.560	\$1,007,139	100.0%	(\$4,183)	\$21,257	2.11%
	Total BOND FUNDS				\$1,011,323		\$1,007,139	100.0%	(\$4,183)	\$21,257	2.11%
	Total FIXED INCOME				\$1,011,323		\$1,007,139	100.0%	(\$4,183)	\$21,257	2.11%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	85,000	\$197.86	\$16,818	\$191.541	\$16,281	5.3%	(\$537)	\$289	1.78%
851360	MICROSOFT CORP	594918104	560,000	\$30.76	\$17,225	\$26.709	\$14,957	4.9%	(\$2,268)	\$515	3.44%
867793	QUALCOMM INC	747525103	200,000	\$62.40	\$12,480	\$61.855	\$12,371	4.1%	(\$108)	\$200	1.62%
902312	ACCENTURE PLC CL A	G1151C101	190,000	\$59.04	\$11,218	\$66.500	\$12,635	4.1%	\$1,416	\$307	2.43%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	185,000	\$28.59	\$5,289	\$30.416	\$5,627	1.8%	\$338	\$281	4.99%
904587	AVAGO TECHNOLOGIES	Y0486S104	225,000	\$35.15	\$7,908	\$31.649	\$7,121	2.3%	(\$786)	\$153	2.15%
	Total INFORMATION TECHNOLOGY				\$70,938		\$68,992	22.7%	(\$1,945)	\$1,745	2.53%
INDUSTRIALS											

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

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

Account Details

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
THE HAHN-BLOCK FAMILY FOUNDATION IM											
LARGE CAP CORE - U.S.											
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	95 000	\$66 27	\$6,296	\$69,263	\$6,580	2.2%	\$284	\$193	2.93%
886665	WASTE MANAGEMENT INC NEW	94106L109	270,000	\$33 82	\$9,132	\$33 737	\$9,109	3.0%	(\$22)	\$383	4.20%
	Total INDUSTRIALS				\$15,428		\$15,689	5.2%	\$262	\$576	2.02%
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	220,000	\$39 35	\$8,658	\$39 118	\$8,606	2.8%	(\$52)	\$638	7.41%
	Total TELECOM SERVICES				\$8,658		\$8,606	2.8%	(\$52)	\$638	4.19%
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	225,000	\$43 52	\$9,792	\$46,307	\$10,419	3.4%	\$627	\$180	1.73%
843800	JOHNSON & JOHNSON	478160104	185,000	\$63 94	\$11,829	\$70,097	\$12,968	4.3%	\$1,138	\$451	3.48%
880100	THERMO FISHER SCIENTIFIC	883556102	225 000	\$57 97	\$13,043	\$63 778	\$14,350	4.7%	\$1,307	\$135	0.94%
881943	UNITEDHEALTH GROUP INC	91324P102	240,000	\$55 62	\$13,349	\$54,238	\$13,017	4.3%	(\$331)	\$204	1.57%
888967	ZIMMER HLDGS INC	98956P102	245,000	\$62 22	\$15,245	\$66 657	\$16,331	5.4%	\$1,086	\$176	1.08%
	Total HEALTH CARE				\$63,258		\$67,085	22.0%	\$3,827	\$1,146	2.32%
FINANCIALS											
817156	CITIGROUP INC	172967424	220 000	\$30 36	\$6,680	\$39 559	\$8,703	2.9%	\$2,022	\$8	0.09%
986524	ACE LIMITED	H0023R105	170,000	\$73 72	\$12,532	\$79 800	\$13,566	4.5%	\$1,033	\$333	2.45%
	Total FINANCIALS				\$19,212		\$22,269	7.3%	\$3,055	\$341	2.74%
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	200,000	\$44 79	\$8,958	\$48 350	\$9,670	3.2%	\$711	\$180	1.86%
886461	WALGREEN CO	931422109	425 000	\$36 34	\$15,444	\$37 009	\$15,729	5.2%	\$284	\$467	2.97%
	Total CONSUMER STAPLES				\$24,402		\$25,399	8.3%	\$995	\$647	2.91%
MATERIALS											
857450	NEWMONT MINING CORP	651639106	290,000	\$49 91	\$14,474	\$46 438	\$13,467	4.4%	(\$1,006)	\$406	3.01%
	Total MATERIALS				\$14,474		\$13,467	4.4%	(\$1,006)	\$406	2.35%
CONSUMER DISCRETIONARY											

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

Report dated December 31, 2012

Amortized tax cost
Trade date basis

Account Details

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
THE HAHN-BLOCK FAMILY FOUNDATION IM											
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	225,000	\$43.17	\$9,714	\$44,089	\$9,920	3.3%	\$205	\$0	0.00%
817591	COACH INC	189754104	180,000	\$55.56	\$10,000	\$55,506	\$9,991	3.3%	(\$8)	\$216	2.16%
847586	LOWES COS INC	548661107	335,000	\$26.60	\$8,911	\$35,519	\$11,899	3.9%	\$2,987	\$214	1.80%
848064	MACY'S INC	55616P104	335,000	\$38.22	\$12,803	\$39,018	\$13,071	4.3%	\$267	\$268	2.05%
878468	TARGET CORP	87612E106	115,000	\$55.68	\$6,403	\$59,165	\$6,804	2.2%	\$400	\$165	2.43%
Total CONSUMER DISCRETIONARY											
ENERGY											
819413	CONOCOPHILLIPS	20825C104	160,000	\$54.54	\$8,726	\$57,988	\$9,278	3.0%	\$551	\$422	4.55%
848843	MARATHON OIL CORP	565849106	360,000	\$28.16	\$10,137	\$30,658	\$11,037	3.6%	\$900	\$244	2.21%
Total ENERGY											
UTILITIES											
823500	DETROIT ENERGY CO	233331107	60,000	\$55.97	\$3,358	\$60,050	\$3,603	1.2%	\$244	\$148	4.11%
828398	EXELON CORP	30161N101	250,000	\$37.82	\$9,456	\$29,740	\$7,435	2.4%	(\$2,021)	\$525	7.06%
Total UTILITIES											
Total LARGE CAP CORE - U.S.											
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	27320Z101	1,290,000	\$10.33	\$13,332	\$10,756	\$13,875	4.3%	\$542	\$250	1.80%
906092	NIKON CORP PLC UNSPON-ADR	65411202	250,000	\$28.12	\$7,031	\$29,212	\$7,303	2.3%	\$272	\$102	1.40%
914067	EMBRAER SA ADR	29082A107	315,000	\$27.65	\$8,710	\$28,508	\$8,980	2.8%	\$270	\$0	0.00%
Total INDUSTRIALS											
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	210,000	\$51.60	\$10,836	\$56,848	\$11,938	3.7%	\$1,102	\$207	1.73%
905147	TIM PARTICIPACOE SA ADR	88706P205	270,000	\$27.67	\$7,470	\$19,819	\$5,351	1.7%	(\$2,119)	\$77	1.44%
Total LARGE CAP CORE - NON U.S.											
Total											

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

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

Account Details

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
THE HAHN-BLOCK FAMILY FOUNDATION IM											
LARGE CAP CORE - NON U.S.											
TELECOM SERVICES											
905422	TELE2 AB ADR	87952P307	680,000	\$7.98	\$5,423	\$9,000	\$6,120	1.9%	\$696	\$227	3.71%
956823	VODAFONE GP PLC NEW ADR	92857W209	430,000	\$27.76	\$11,936	\$25,188	\$10,831	3.4%	(\$1,104)	\$645	5.96%
Total TELECOM SERVICES					\$35,665		\$34,240	10.6%	(\$1,425)	\$1,156	4.19%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	410,000	\$37.01	\$15,175	\$47,378	\$19,425	6.0%	\$4,250	\$586	3.02%
927371	ITOCHU CORP ADR	465717106	590,000	\$21.49	\$12,680	\$20,980	\$12,378	3.8%	(\$302)	\$578	4.67%
958901	TEVA PHARM INDS LTD ADR	881624209	320,000	\$42.38	\$13,563	\$37,338	\$11,948	3.7%	(\$1,614)	\$257	2.15%
Total HEALTH CARE					\$41,418		\$43,751	13.5%	\$2,334	\$1,421	2.32%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	760,000	\$13.54	\$10,289	\$17,929	\$13,626	4.2%	\$3,337	\$416	3.05%
904004	CHINA CONSTRUCTION ADR	168919108	720,000	\$14.48	\$10,427	\$16,050	\$11,556	3.6%	\$1,128	\$449	3.89%
905386	SUNCORP GROUP ADR	86723Y100	760,000	\$8.58	\$6,521	\$10,558	\$8,024	2.5%	\$1,503	\$272	3.39%
905424	NORDEA BK SWEDEN AB ADR	65557A206	830,000	\$8.69	\$7,213	\$9,546	\$7,923	2.5%	\$710	\$229	2.89%
905438	WHARF HOLDINGS ADR	962257200	290,000	\$10.64	\$3,087	\$15,634	\$4,534	1.4%	\$1,447	\$77	1.70%
914088	ALLIANZ AKTIENGES ADR	018805101	535,000	\$10.54	\$5,641	\$13,817	\$7,392	2.3%	\$1,750	\$229	3.10%
968682	SUMITOMO MITSUI FIN ADR	86562M209	1,945,000	\$6.38	\$12,403	\$7,340	\$14,276	4.4%	\$1,872	\$441	3.09%
Total FINANCIALS					\$55,581		\$67,331	20.8%	\$11,747	\$2,113	2.74%
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	500,000	\$19.76	\$9,878	\$25,422	\$12,711	3.9%	\$2,832	\$195	1.53%
926008	IMPERIAL TOBACCO LT ADR	453142101	195,000	\$77.51	\$15,115	\$77,144	\$15,043	4.7%	(\$72)	\$657	4.37%
933964	KON AHOLD ADR	500467402	1,060,000	\$12.60	\$13,352	\$13,361	\$14,163	4.4%	\$810	\$462	3.26%
Total CONSUMER STAPLES					\$38,345		\$41,917	13.0%	\$3,570	\$1,314	2.91%
MATERIALS											
802483	BARRICK GOLD CORP	067901108	370,000	\$39.95	\$14,782	\$35,008	\$12,953	4.0%	(\$1,829)	\$148	1.14%

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

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
THE HAHN-BLOCK FAMILY FOUNDATION IM											
LARGE CAP CORE - NON U.S.											
MATERIALS											
901454	AKZO NOBEL NV ADR	010199305	260,000	\$17.39	\$4,521	\$21,858	\$5,683	1.8%	\$1,162	\$129	2.27%
904977	BHP BILLITON PLC-ADR	05545E209	120,000	\$58.91	\$7,069	\$70,367	\$8,444	2.6%	\$1,375	\$268	3.17%
Total MATERIALS					\$26,372	\$27,080		8.4%	\$708	\$545	2.35%
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	180,000	\$43.02	\$7,743	\$50,017	\$9,003	2.8%	\$1,259	\$259	2.88%
901588	VOLKSWAGEN AG ADR	928662402	135,000	\$32.92	\$4,444	\$45,385	\$6,127	1.9%	\$1,683	\$80	1.31%
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	200,000	\$39.28	\$7,857	\$39,575	\$7,915	2.5%	\$57	\$226	2.86%
Total CONSUMER DISCRETIONARY					\$20,044	\$23,045		7.1%	\$2,999	\$565	1.91%
ENERGY											
915019	ENI S.P.A. ADR	26874R108	270,000	\$41.98	\$11,334	\$49,137	\$13,267	4.1%	\$1,933	\$579	4.36%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	115,000	\$98.65	\$11,345	\$114,913	\$13,215	4.1%	\$1,870	\$488	3.69%
959209	TOTAL SA ADR	89151E109	280,000	\$47.59	\$13,325	\$52,007	\$14,562	4.5%	\$1,237	\$701	4.81%
Total ENERGY					\$36,004	\$41,044		12.7%	\$5,040	\$1,768	3.97%
UTILITIES											
900767	SSE PLC ADR	78467K107	380,000	\$21.43	\$8,144	\$23,047	\$8,758	2.7%	\$613	\$475	5.42%
905429	TOKYO GAS LTD ADR	899115101	312,000	\$18.86	\$5,885	\$18,272	\$5,701	1.8%	(\$184)	\$115	2.02%
Total UTILITIES					\$14,029	\$14,459		4.5%	\$429	\$590	4.95%
Total LARGE CAP CORE - NON U.S.					\$296,531	\$323,025		100.0%	\$26,486	\$9,824	3.04%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	65,563.651	\$9.47	\$620,600	\$10,020	\$656,947	100.0%	\$36,347	\$4,786	0.73%
Total LARGE CAP STRATEGIES FUNDS					\$620,600	\$656,947		100.0%	\$36,347	\$4,786	0.73%
Total LARGE CAP STRATEGIES					\$620,600	\$656,947		100.0%	\$36,347	\$4,786	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
THE HAHN-BLOCK FAMILY FOUNDATION IM											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	48,202,955	\$14.46	\$696,976	\$14.690	\$708,101	100.0%	\$11,124	\$7,905	1.12%
Total GLOBAL SMALL & MID CAP FUNDS					\$696,976		\$708,101	100.0%	\$11,124	\$7,905	1.12%
Total GLOBAL SMALL & MID CAP					\$696,976		\$708,101	100.0%	\$11,124	\$7,905	1.12%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	137,200,163	\$7.23	\$992,188	\$7.560	\$1,037,233	100.0%	\$45,044	\$32,928	3.17%
Total GLOBAL OPPORTUNITIES FUNDS					\$992,188		\$1,037,233	100.0%	\$45,044	\$32,928	3.17%
Total GLOBAL OPPORTUNITIES					\$992,188		\$1,037,233	100.0%	\$45,044	\$32,928	3.17%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	25,118,450	\$9.14	\$229,566	\$9.270	\$232,848	100.0%	\$3,281	\$577	0.25%
Total REAL RETURN FUNDS					\$229,566		\$232,848	100.0%	\$3,281	\$577	0.25%
Total REAL RETURN/COMMODITIES					\$229,566		\$232,848	100.0%	\$3,281	\$577	0.25%
Total					\$4,614,475		\$4,741,251		\$126,760	\$85,024	1.79%

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.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

ANNE ELIZABETH BLOCK
JEFFREY BLOCK

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545 1709

▶ **File a separate application for each return.**

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions THE HAHN - BLOCK FAMILY FOUNDATION	Employer identification number (EIN) or 77 - 0478012
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O BESSEMER TRUST, 630 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state and ZIP code For a foreign address, see instructions NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 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 ▶ _____
 Telephone No ▶ _____ 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	\$	9,000.
b If this application is for Form 990 PF, 990 T, 4720 or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,000.
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	\$	8,000.

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)

• 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 HAHN-BLOCK FAMILY FOUNDATION	Employer identification number (EIN) or 77-0478012
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

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

04

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

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

BESSEMER TRUST

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

Telephone No. **212-708-9216**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension

INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	9,000.
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	\$	9,000.
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