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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

STEPHEN C. FREIDHEIM FOUNDATION, INC**80-0116118**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

C/O BESSEMER TRUST, 630 FIFTH AVENUE**3425**

B Telephone number

212-708-9216

City or town, state, and ZIP code

NEW YORK, NY 10111C 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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**\$ 7,026,535.** (Part I, column (d) must be on cash basis.)**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	13,500.		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	2,972.	2,972.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<20,855.>			
	b Gross sales price for all assets on line 6a	289,985.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	55.	55.		STATEMENT 2
	12 Total. Add lines 1 through 11	<4,328.>	3,027.		
	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	4,500.	0.		4,500.
	c Other professional fees	215.	215.		0.
	17 Interest				
	18 Taxes	3,515.	15.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,750.	0.		2,750.
	22 Printing and publications				
	23 Other expenses	739.	0.		739.
	24 Total operating and administrative expenses. Add lines 13 through 23	11,719.	230.		7,989.
	25 Contributions, gifts, grants paid	239,449.			239,449.
	26 Total expenses and disbursements. Add lines 24 and 25	251,168.	230.		247,438.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<255,496.>			
	b Net investment income (if negative, enter -0-)		2,797.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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	4,172.	9,442.	9,442.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 47.			
	Less: allowance for doubtful accounts ▶		47.	47.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	219,574.	40,371.	41,460.
	c Investments - corporate bonds STMT 9	74,348.	14,353.	14,048.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	2,641,507.	2,869,895.	6,961,538.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,939,601.	2,934,108.	7,026,535.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,939,601.	2,934,108.	
30 Total net assets or fund balances	2,939,601.	2,934,108.		
31 Total liabilities and net assets/fund balances	2,939,601.	2,934,108.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,939,601.
2 Enter amount from Part I, line 27a	2	<255,496.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	250,003.
4 Add lines 1, 2, and 3	4	2,934,108.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,934,108.

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 PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CYRUS OPPORTUNITIES FUND II	P	VARIOUS	VARIOUS
d CPP HOLDINGS LTD	P	VARIOUS	VARIOUS
e CAPITAL GAINS DEIVIDENDS			

(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 19,463.		20,241.	<778.>
b 269,085.		287,998.	<18,913.>
c 47.		43.	4.
d 89.		2,558.	<2,469.>
e 1,301.			1,301.

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			<778.>
b			<18,913.>
c			4.
d			<2,469.>
e			1,301.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<20,855.>
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	275,984.	6,093,259.	.045293
2010	206,728.	5,317,933.	.038874
2009	359,264.	4,204,882.	.085440
2008	278,577.	4,566,497.	.061005
2007	242,819.	5,793,461.	.041913

2 Total of line 1, column (d)	2	.272525
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	.054505
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,256,916.
5 Multiply line 4 by line 3	5	341,033.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28.
7 Add lines 5 and 6	7	341,061.
8 Enter qualifying distributions from Part XII, line 4	8	247,438.

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)		1	56.
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			
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	56.
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	56.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	160.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	660.	
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	604.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	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)? 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.		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. \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE, NY		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)	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? Website address N/A	13	X	
14	The books are in care of BESSEMER TRUST Telephone no. 212-708-9216 Located at 630 FIFTH AVENUE 34TH FL, 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 N/A	15		
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	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? X	1c	
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? X	4b	

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

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

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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Part 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	6,338,647.
b	Average of monthly cash balances	1b	13,552.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,352,199.
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	6,352,199.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,283.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,256,916.
6	Minimum investment return. Enter 5% of line 5	6	312,846.

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	312,846.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	56.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	312,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	312,790.
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	312,790.

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	247,438.
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	247,438.
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	247,438.

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.

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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				312,790.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			149,512.	
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: ▶ \$ 247,438.				
a Applied to 2011, but not more than line 2a			149,512.	
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				97,926.
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				214,864.
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				

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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)

- 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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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).)

STEPHEN C FREIDHEIM

- 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				
ALLIANCE FRANCAISE DE CHICAGO 810 NORTH DEARBORN STREET CHICAGO, IL 06610	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
CHILDREN'S HOME AID SOCIETY 125 SOUTH WACKER DRIVE, 14TH FLOOR CHICAGO, IL 60606	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	20,000.
COUNCIL ON FOREIGN RELATIONS THE HAROLD PRATT HOUSE, 58 E 68TH STREET NEW YORK, NY 10065	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	50,000.
GEORGETOWN UNIVERSITY BOX 57123 WASHINGTON, DC 20057	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	4,000.
Total			SEE CONTINUATION SHEET(S)	239,449.
b Approved for future payment				
NONE				
Total				


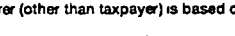
Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		11-13-2013 Date		Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	
	PARAG SHAH				11/12/13	
	Check <input type="checkbox"/> if self-employed		PTIN		P00324356	
Firm's name ▶ BESSEMER TRUST					Firm's EIN ▶ 13-2792165	
Firm's address ▶ 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333					Phone no. 212-708-9100	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW YORK UNIVERSITY BOX 57123 WASHINGTON, DC 20057	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	9,455.
NOTRE DAME SCHOOL 327 WEST 13 STREET NEW YORK, NY 10014	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	12,182.
THE PARTNERSHIP FOR INNER CITY EDUCATION 1011 FIRST AVENUE NEW YORK, NY 10022	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	102,312.
WITNESS 80 HANSON PLACE BROOKLYN, NY 11217	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	1,500.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06321	NONE	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
Total from continuation sheets				140,449.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
BESSEMER TRUST	2,184.	0.	2,184.		
UBS	788.	0.	788.		
TOTAL TO FM 990-PF, PART I, LN 4	2,972.	0.	2,972.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
FOREIGN CURRENCY	55.	55.			
TOTAL TO FORM 990-PF, PART I, LINE 11	55.	55.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FINANCIAL SERVICES FEE	4,500.	0.		4,500.	
TO FORM 990-PF, PG 1, LN 16B	4,500.	0.		4,500.	

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	
INVESTMENT SERVICES FEE	215.	215.		0.	
TO FORM 990-PF, PG 1, LN 16C	215.	215.		0.	

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES PAID	3,500.	0.		0.
FOREIGN TAX PAID	15.	15.		0.
TO FORM 990-PF, PG 1, LN 18	3,515.	15.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT OF LAW	250.	0.		250.
DELAWARE CORPORATE FEE	25.	0.		25.
PUBLICATION FEE	130.	0.		130.
ANNUAL REPORT FILING FEE	284.	0.		284.
WIRE FEES	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	739.	0.		739.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
LATE CASH FROM PARTIAL YE SALE OF CYRUS OPPORTUNITIES FUND	250,000.
TRUNCATION ADJUSTMENT	3.
TOTAL TO FORM 990-PF, PART III, LINE 3	250,003.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
U.S. LARGE CAP (SEE ATTACHED)	8,903.	9,011.
NON-U.S. LARGE CAP (SEE ATTACHED)	8,827.	9,015.
GLOBAL SMALL & MID CAP (SEE ATTACHED)	9,094.	9,283.
GLOBAL OPPORTUNITIES (SEE ATTACHED)	13,547.	14,151.
TOTAL TO FORM 990-PF, PART II, LINE 10B	40,371.	41,460.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME (SEE ATTACHED)	14,353.	14,048.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,353.	14,048.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS	COST	261,017.	254,566.
CYRUS OPP FUND II LTD CLD II-S1	COST	2,280,766.	5,440,936.
CYRUS OPP FUND II LTD CLD II-S3	COST	266,917.	1,134,750.
CYRUS OPP FUND II LTD CLD II-SP4	COST	58,091.	127,726.
REAL RETURN COMMODITIES	COST	3,015.	3,442.
CPP HOLDINGS LTD- S1	COST	0.	0.
CPP HOLDINGS LTD- S3	COST	0.	0.
CYRUS OPP FUND II LTD CLD II-TIS1	COST	89.	118.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,869,895.	6,961,538.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN C FREIDHEIM C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	CHAIR 5.00	0.	0.	0.
LYNN WAUNFORD-BROWN C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	SECRETARY 5.00	0.	0.	0.
MARGUERITE FREIDHEIM C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	PRESIDENT 5.00	0.	0.	0.
AMANDINE FREIDHEIM C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	BOARD MEMBER 5.00	0.	0.	0.
CYRUS FREIDHEIM C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	ACTING CIO 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	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

STEPHEN C. FREIDHEIM FOUNDATION, INC

Employer identification number

80-0116118

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

Employer identification number

STEPHEN C. FREIDHEIM FOUNDATION, INC**80-0116118****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR. STEPHEN C. FRIEDHEIM C/O BESSEMER TRUST 630 FIFTH AVE. NEW YORK, NY 10111	\$ 13,500.	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Bessemer Trust

Account Summary

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

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	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION IM							
CASH AND SHORT TERM	\$9,353	\$9,353	13.7%	\$0	0.0%	\$0	0.00%
FIXED INCOME	\$14,353	\$14,048	20.6%	(\$305)	(2.1%)	\$296	2.11%
LARGE CAP CORE - GLOBAL	\$8,903	\$9,011	13.2%	\$108	1.2%	\$168	1.86%
LARGE CAP STRATEGIES	\$8,827	\$9,015	13.2%	\$188	2.1%	\$65	0.72%
GLOBAL SMALL & MID CAP	\$9,094	\$9,283	13.6%	\$188	2.1%	\$103	1.11%
GLOBAL OPPORTUNITIES	\$13,547	\$14,151	20.7%	\$604	4.5%	\$449	3.17%
REAL RETURN/COMMODITIES	\$3,015	\$3,442	5.0%	\$427	14.2%	\$8	0.23%
Total	\$67,092	\$68,303	100.0%	\$1,210	1.8%	\$1,089	1.59%

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

Report run on Apr 15, 2013 by SHAHP
Version 10.1.1.3

Bessemer Trust

Account Analysis

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

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Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION IM						
CASH AND SHORT TERM						
CASH	\$0	\$0	0.0%	0.0%	\$0	
CASH EQUIVALENTS	\$9,353	\$9,353	100.0%	13.7%	\$0	0.00%
Total CASH AND SHORT TERM	\$9,353	\$9,353	100.0%	13.7%	\$0	0.00%
FIXED INCOME						
BOND FUNDS	\$14,353	\$14,048	100.0%	20.6%	\$296	2.11%
Total FIXED INCOME	\$14,353	\$14,048	100.0%	20.6%	\$296	2.11%
LARGE CAP CORE - GLOBAL						
LARGE CAP CORE FUNDS	\$8,903	\$9,011	100.0%	13.2%	\$168	1.86%
Total LARGE CAP CORE - GLOBAL	\$8,903	\$9,011	100.0%	13.2%	\$168	1.86%
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	\$8,827	\$9,015	100.0%	13.2%	\$65	0.72%
Total LARGE CAP STRATEGIES	\$8,827	\$9,015	100.0%	13.2%	\$65	0.72%
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	\$9,094	\$9,283	100.0%	13.6%	\$103	1.11%
Total GLOBAL SMALL & MID CAP	\$9,094	\$9,283	100.0%	13.6%	\$103	1.11%
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	\$13,547	\$14,151	100.0%	20.7%	\$449	3.17%
Total GLOBAL OPPORTUNITIES	\$13,547	\$14,151	100.0%	20.7%	\$449	3.17%
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	\$3,015	\$3,442	100.0%	5.0%	\$8	0.23%
Total REAL RETURN/COMMODITIES	\$3,015	\$3,442	100.0%	5.0%	\$8	0.23%
Total	\$67,092	\$68,303		100.0%	\$1,089	1.59%

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

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Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION IM											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999996	NET CASH		0.000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
Total CASH					\$0		\$0	0.0%	\$0	\$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		9,353 780	\$1.00	\$9,353	\$1 000	\$9,353	100 0%	\$0	\$0	0.00%
Total CASH EQUIVALENTS					\$9,353		\$9,353	100.0%	\$0	\$0	0.00%
Total CASH AND SHORT TERM					\$9,353		\$9,353	100 0%	\$0	\$0	0.00%
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	1,215 236	\$11 81	\$14,353	\$11 560	\$14,048	100 0%	(\$305)	\$296	2.11%
Total BOND FUNDS					\$14,353		\$14,048	100 0%	(\$305)	\$296	2.11%
Total FIXED INCOME					\$14,353		\$14,048	100 0%	(\$305)	\$296	2.11%
LARGE CAP CORE - GLOBAL											
LARGE CAP CORE FUNDS											
861014	OW LARGE CAP CORE FD	680414307	776 879	\$11 46	\$8,903	\$11 599	\$9,011	100 0%	\$108	\$168	1.86%
Total LARGE CAP CORE FUNDS					\$8,903		\$9,011	100 0%	\$108	\$168	1.86%
Total LARGE CAP CORE - GLOBAL					\$8,903		\$9,011	100 0%	\$108	\$168	1.86%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	899 790	\$9 81	\$8,827	\$10 019	\$9,015	100 0%	\$188	\$65	0.72%
Total LARGE CAP STRATEGIES FUNDS					\$8,827		\$9,015	100 0%	\$188	\$65	0.72%
Total LARGE CAP STRATEGIES					\$8,827		\$9,015	100 0%	\$188	\$65	0.72%
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.

Report run on Apr 15, 2013 by SHAHP
Version 10.1.1.3

Bessemer Trust

Account Details

Report dated December 31, 2012

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION IM											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	631 831	\$14.39	\$9,094	\$14,690	\$9,283	100.0%	\$188	\$103	1.11%
Total GLOBAL SMALL & MID CAP FUNDS					\$9,094		\$9,283	100.0%	\$188	\$103	1.11%
Total GLOBAL SMALL & MID CAP					\$9,094		\$9,283	100.0%	\$188	\$103	1.11%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	1,871 858	\$7.24	\$13,547	\$7,580	\$14,151	100.0%	\$604	\$449	3.17%
Total GLOBAL OPPORTUNITIES FUNDS					\$13,547		\$14,151	100.0%	\$604	\$449	3.17%
Total GLOBAL OPPORTUNITIES					\$13,547		\$14,151	100.0%	\$604	\$449	3.17%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	371.366	\$8.12	\$3,015	\$9,268	\$3,442	100.0%	\$427	\$8	0.23%
Total REAL RETURN FUNDS					\$3,015		\$3,442	100.0%	\$427	\$8	0.23%
Total REAL RETURN/COMMODITIES					\$3,015		\$3,442	100.0%	\$427	\$8	0.23%
Tota					\$67,092		\$68,303		\$1,210	\$1,089	1.59%

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

Report run on Apr 15, 2013 by SHAHP
Version 10.1.1.3

Bessemer Trust

Account Summary

Report dated December 31, 2012

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Amortized tax cost

Trade date basis

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION							
CASH AND SHORT TERM	\$89	\$89	100.0%	\$0	0.0%	\$0	0.00%
Total	\$89	\$89	100.0%	\$0	0.0%	\$0	0.00%

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

Report run on Apr 15, 2013 by SHAHP
Version 10.1.1.3

Bessemer Trust

Account Analysis

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

Page 2 of 3

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION						
CASH AND SHORT TERM						
CASH	\$89	\$89	100.0%	100.0%	\$0	0.00%
Total CASH AND SHORT TERM	\$89	\$89	100.0%	100.0%	\$0	0.00%
Total	\$89	\$89		100.0%	\$0	0.00%

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

Report run on Apr 15, 2013 by SHAHP
Version 10.1.1.3

Bessemer Trust

Account Details

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

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
STEPHEN C. FREIDHEIM FOUNDATION											
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		89 450	\$0.00	\$89	\$0 000	\$89	100 0%	\$0	\$0	0.00%
Total CASH					\$89		\$89	100.0%	\$0	\$0	0.00%
Total CASH AND SHORT TERM					\$89		\$89	100 0%	\$0	\$0	0.00%
Total					\$89		\$89		\$0	\$0	0.00%

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

Report run on Apr 15, 2013 by SHAHP
Version 10.1.1.3

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	STEPHEN C. FREIDHEIM FOUNDATION, INC	80-0116118
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O BESSEMER TRUST, 630 FIFTH AVENUE, NO. 3425	
	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

BESSEMER TRUST

- The books are in the care of ► **630 FIFTH AVENUE 34TH FL - NEW YORK, NY 10111**

Telephone No. ► **212-708-9216**

FAX No. ►

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

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

is for the organization's return for:

► ☒ calendar year **2012** or

► ☐ tax year beginning , and ending

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	660.
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	\$	160.
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	\$	500.

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)