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

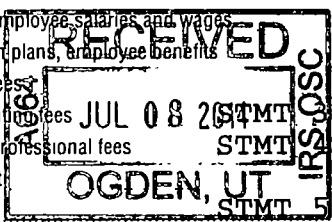
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

Name of foundation ARCHANGEL MICHAEL FOUNDATION		A Employer identification number 95-7059949
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST; 630 FIFTH AVENUE		B Telephone number (212) 651-1048
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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 8,722,636.	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			N/A	
2 Check <input checked="" 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	309,576.	309,133.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	278,623.			
b Gross sales price for all assets on line 6a 4,032,968.				
7 Capital gain net income (from Part IV, line 2)		278,623.		
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	<148.>	<148.>		STATEMENT 2
12 Total. Add lines 1 through 11	588,051.	587,608.		
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	3,000.	0.		3,000.
c Other professional fees	49,892.	42,043.		7,849.
17 Interest	1,924.	1,924.		0.
18 Taxes	2,550.	30.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	900.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	58,266.	43,997.		10,849.
25 Contributions, gifts, grants paid	425,003.			425,003.
26 Total expenses and disbursements. Add lines 24 and 25	483,269.	43,997.		435,852.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	104,782.			
b Net Investment Income (if negative, enter -0-)		543,611.		
c Adjusted net Income (if negative, enter -0-)			N/A	

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2614

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,218,410.	691,661.	691,661.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	1,605,952.	2,606,057.	2,614,082.
	b Investments - corporate stock STMT 8	4,291,323.	4,243,146.	2,926,232.
	c Investments - corporate bonds STMT 9	2,043,249.	1,386,288.	1,452,932.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	108,873.	297,803.	297,803.	
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	545,843.	693,477.	739,926.	
16 Total assets (to be completed by all filers)	9,813,650.	9,918,432.	8,722,636.	
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"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,813,650.	9,918,432.	
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	9,813,650.	9,918,432.		
31 Total liabilities and net assets/fund balances	9,813,650.	9,918,432.		

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	9,813,650.
2 Enter amount from Part I, line 27a	2	104,782.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,918,432.
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	9,918,432.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c OFFSHORE FUND	P	VARIOUS	VARIOUS
d THROUGH PARTNERSHIP	P		
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,564,694.		3,383,339.	181,355.
b 458,595.		368,500.	90,095.
c 1,832.		2,506.	<674.>
d 4,591.			4,591.
e 3,256.			3,256.

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			181,355.
b			90,095.
c			<674.>
d			4,591.
e			3,256.

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	278,623.
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	437,420.	8,868,075.	.049325
2010	498,065.	9,761,513.	.051023
2009	500,211.	9,591,996.	.052149
2008	529,324.	9,482,708.	.055820
2007	489,995.	10,727,508.	.045676

2 Total of line 1, column (d)	2	.253993
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	.050799
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,418,330.
5 Multiply line 4 by line 3	5	427,643.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,436.
7 Add lines 5 and 6	7	433,079.
8 Enter qualifying distributions from Part XII, line 4 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	8	435,852.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,436.
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	5,436.
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	5,436.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,711.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,711.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,275.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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) 651-1048 Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10111-0100			
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 N/A <input type="checkbox"/>	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?	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 N/A

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

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
MICHAEL HUFFINGTON C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 3.00	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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,746,388.
b	Average of monthly cash balances	1b	264,647.
c	Fair market value of all other assets	1c	535,493.
d	Total (add lines 1a, b, and c)	1d	8,546,528.
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	8,546,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,198.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,418,330.
6	Minimum investment return. Enter 5% of line 5	6	420,917.

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	420,917.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,436.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,436.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	415,481.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	415,481.
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	415,481.

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	435,852.
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	435,852.
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	5,436.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	430,416.

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				415,481.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			416,978.	
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. ▶ \$ 435,852.				
a Applied to 2011, but not more than line 2a			416,978.	
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				18,874.
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				396,607.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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))

MICHAEL HUFFINGTON
 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 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
<p>a <i>Paid during the year</i></p> <p>THROUGH PARTNERSHIPS</p>	N/A			3.
<p>ST. SOPHIA FOUNDATION 1324 S. NORMANDIE AVE LOS ANGELES, CA 90006</p>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	425,000.
Total			▶ 3a	425,003.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total			▶ 3b	0.

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 ARCHANGEL MICHAEL FOUNDATION	Employer identification number (EIN) or 95-7059949
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

BESSEMER TRUST

- The books are in the care of ▶ **630 FIFTH AVENUE - NEW YORK, NY 10111-0100**
 Telephone No. ▶ **(212) 651-1048** 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 **MAY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**.

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	\$	7,711.
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	\$	4,711.
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	\$	3,000.

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 **X**

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions ARCHANGEL MICHAEL FOUNDATION	Employer identification number (EIN) or 95-7059949
	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 10111-0100**
Telephone No. **(212) 651-1048** 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 **AUGUST 15, 2014**

5 For calendar year _____, or other tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

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

7 State in detail why you need the extension
ADDITIONAL INFORMATION IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,711.
8b	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	\$	7,711.
8c	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 *[Handwritten Signature]* Title *Agent* Date *5-8-14*

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST THROUGH PARTNERSHIPS	285,765. 27,067.	3,256. 0.	282,509. 27,067.
TOTAL TO FM 990-PF, PART I, LN 4	312,832.	3,256.	309,576.

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THROUGH PARTNERSHIPS	<148.>	<148.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<148.>	<148.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.		3,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEE BLACKSTONE PARTNERS THROUGH PARTNERSHIPS	23,548. 26,050. 294.	15,699. 26,050. 294.		7,849. 0. 0.
TO FORM 990-PF, PG 1, LN 16C	49,892.	42,043.		7,849.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	2,500.	0.		0.	
FOREIGN TAX CREDIT	50.	30.		0.	
TO FORM 990-PF, PG 1, LN 18	2,550.	30.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WIRE FEES	900.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	900.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		2,506,057.	2,511,559.
SEE SCHEDULE ATTACHED		X	100,000.	102,523.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,506,057.	2,511,559.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,000.	102,523.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,606,057.	2,614,082.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED		4,243,146.	2,926,232.
TOTAL TO FORM 990-PF, PART II, LINE 10B		4,243,146.	2,926,232.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED		1,386,288.	1,452,932.
TOTAL TO FORM 990-PF, PART II, LINE 10C		1,386,288.	1,452,932.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OFFSHORE PARTNERSHIP	COST	297,803.	297,803.
TOTAL TO FORM 990-PF, PART II, LINE 13		297,803.	297,803.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
20% THE LITTLE DANCER - SCULPTURE	163,840.	163,840.	163,840.
ONSHORE PARTNERSHIP	382,003.	529,637.	576,086.
TO FORM 990-PF, PART II, LINE 15	545,843.	693,477.	739,926.

Account Analysis

Report dated September 30, 2013
 Amortized tax cost
 Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
ARCHANGEL MICHAEL FOUNDATION IM						
CASH AND SHORT TERM						
CASH	\$68	\$68	0.1%	0.0%	\$0	0.00%
CASH EQUIVALENTS	\$112,500	\$112,500	99.9%	4.4%	\$10	0.01%
Total CASH AND SHORT TERM	\$112,568	\$112,568	100.0%	4.4%	\$10	0.01%
LARGE CAP CORE - GLOBAL						
LARGE CAP CORE FUNDS	\$100,000	\$111,960	100.0%	4.3%	\$1,802	1.61%
Total LARGE CAP CORE - GLOBAL	\$100,000	\$111,960	100.0%	4.3%	\$1,802	1.61%
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	\$133,816	\$163,802	100.0%	6.3%	\$1,022	0.62%
Total LARGE CAP STRATEGIES	\$133,816	\$163,802	100.0%	6.3%	\$1,022	0.62%
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	\$18	\$22	100.0%	0.0%	\$0	0.00%
Total GLOBAL SMALL & MID CAP	\$18	\$22	100.0%	0.0%	\$0	0.00%
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	\$1,352,144	\$1,725,755	100.0%	66.9%	\$38,636	2.24%
Total GLOBAL OPPORTUNITIES	\$1,352,144	\$1,725,755	100.0%	66.9%	\$38,636	2.24%
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	\$623,000	\$467,420	100.0%	18.1%	\$1,319	0.28%
Total REAL RETURN/COMMODITIES	\$623,000	\$467,420	100.0%	18.1%	\$1,319	0.28%
Total	\$2,321,546	\$2,581,527	100.0%	100.0%	\$42,789	1.66%

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.

Bessemer Trust

Account Details

Report dated September 30, 2013

Page 3 of 4

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
ARCHANGEL MICHAEL FOUNDATION IM											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		55 990	\$0 00	\$55	\$0 000	\$55	0 0%	\$0	\$0	0 00%
999995	INCOME CASH		13 070	\$0 00	\$13	\$0 000	\$13	0 0%	\$0	\$0	0 00%
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	0 00%
Total CASH					\$68	\$68	\$68	0.1%	\$0	\$0	0.00%
CASH EQUIVALENTS											
990105	SEI GOVT II FUND #33	783965304	112,500,000	\$1.00	\$112,500	\$1 000	\$112,500	99 9%	\$0	\$10	0.01%
Total CASH EQUIVALENTS					\$112,500	\$112,500	\$112,500	99.9%	\$0	\$10	0.01%
Total CASH AND SHORT TERM					\$112,568	\$112,568	\$112,568	100.0%	\$0	\$10	0.01%
LARGE CAP CORE - GLOBAL											
LARGE CAP CORE FUNDS											
861014	OW LARGE CAP CORE FD	680414307	8,305 648	\$12 04	\$100,000	\$13 480	\$111,960	100 0%	\$11,960	\$1,802	1 61%
Total LARGE CAP CORE FUNDS					\$100,000	\$100,000	\$111,960	100.0%	\$11,960	\$1,802	1.61%
Total LARGE CAP CORE - GLOBAL					\$100,000	\$100,000	\$111,960	100.0%	\$11,960	\$1,802	1.61%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	14,012 152	\$9 55	\$133,816	\$11 690	\$163,802	100 0%	\$29,985	\$1,022	0 62%
Total LARGE CAP STRATEGIES FUNDS					\$133,816	\$133,816	\$163,802	100.0%	\$29,985	\$1,022	0.62%
Total LARGE CAP STRATEGIES					\$133,816	\$133,816	\$163,802	100.0%	\$29,985	\$1,022	0.62%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	1 318	\$13 66	\$18	\$16 692	\$22	100 0%	\$3	\$0	0 00%
Total GLOBAL SMALL & MID CAP FUNDS					\$18	\$18	\$22	100.0%	\$3	\$0	0.00%
Total GLOBAL SMALL & MID CAP					\$18	\$18	\$22	100.0%	\$3	\$0	0.00%
GLOBAL OPPORTUNITIES											

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

Report run on Dec 9, 2013 by ROSARIOT
Version 10 1 1 5

Bessemer Trust

Account Details

Report dated September 30, 2013
Amortized tax cost
Trade date basis

Page 4 of 4

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
ARCHANGEL MICHAEL FOUNDATION IM											
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	214,646 177	\$6 30	\$1,352,144	\$8 040	\$1,725,755	100.0%	\$373,610	\$38,636	2.24%
Total GLOBAL OPPORTUNITIES FUNDS					\$1,352,144		\$1,725,755	100.0%	\$373,610	\$38,636	2.24%
Total GLOBAL OPPORTUNITIES					\$1,352,144		\$1,725,755	100.0%	\$373,610	\$38,636	2.24%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	57,352 160	\$10 86	\$623,000	\$8 150	\$467,420	100.0%	(\$155,580)	\$1,319	0.28%
Total REAL RETURN FUNDS					\$623,000		\$467,420	100.0%	(\$155,580)	\$1,319	0.28%
Total REAL RETURN/COMMODITIES					\$623,000		\$467,420	100.0%	(\$155,580)	\$1,319	0.28%
Total :					\$2,321,546		\$2,581,527		\$259,978	\$42,789	1.66%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
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Bessemer Trust

Report dated September 30, 2013

Page 3 of 4

Account Details

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
ARCHANGEL MICHAEL FOUNDATION IM FI											
FIXED INCOME											
Fixed Income - CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		1,411,230	\$0.00	\$1,411	\$0.000	\$1,411	0.0%	\$0	\$0	0.00%
999995	INCOME CASH		714,100	\$0.00	\$714	\$0.000	\$714	0.0%	\$0	\$0	0.00%
999996	NET CASH		0,000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	0.00%
Total CASH					\$2,125		\$2,125	0.1%	\$0	\$0	0.00%
SHORT TERM INVESTMENTS											
309847	NEW YORK ST ENERGY RESH&DV	07/01/2027	90,000,000	\$100.00	\$90,000	\$100.000	\$90,000	2.1%	\$0	\$410	0.46%
Total SHORT TERM INVESTMENTS					\$90,000		\$90,000	2.1%	\$0	\$410	0.46%
CASH EQUIVALENTS											
990105	SEI GOVT II FUND #33		80,100,000	\$1.00	\$80,100	\$1.000	\$80,100	1.9%	\$0	\$7	0.01%
Total CASH EQUIVALENTS					\$80,100		\$80,100	1.9%	\$0	\$7	0.01%
Total Fixed Income - CASH AND SHORT TERM					\$172,225		\$172,225	4.1%	\$0	\$417	0.24%
US GOVT AND AGENCY BONDS											
105640	FEDERAL HOME LOAN BANK	03/13/2015	285,000,000	\$105.16	\$278,676	\$103.562	\$274,439	6.5%	(\$4,237)	\$7,287	2.66%
110489	US TREASURY NOTE	12/15/2015	1,495,000,000	\$99.44	\$1,486,615	\$99.711	\$1,490,679	35.2%	\$4,064	\$3,737	0.25%
108010	US TREASURY BONDS	7.250% 08/15/2022	444,000,000	\$141.22	\$627,028	\$139.266	\$618,341	14.6%	(\$8,687)	\$32,190	5.21%
152286	FED NATL MTG ASSN # 257219	4 500% 04/01/2038	18,926,504	\$95.15	\$18,009	\$106.686	\$20,192	0.5%	\$2,182	\$851	4.21%
152280	FED HM LN MTG CP # A77390	4 500% 05/01/2038	6,130,237	\$95.15	\$5,833	\$106.276	\$6,515	0.2%	\$681	\$275	4.22%
152291	GOVT NATL MTG ASN # 675370	4 500% 05/15/2038	34,907,171	\$95.00	\$33,510	\$107.328	\$37,465	0.9%	\$3,954	\$1,570	4.19%
101117	FANNIE MAEPOOL 963869	06/01/2038	59,082,347	\$95.44	\$56,386	\$108.202	\$63,928	1.5%	\$7,542	\$2,954	4.62%
Total US GOVT AND AGENCY BONDS					\$2,506,057		\$2,511,559	59.2%	\$5,499	\$48,864	1.95%
CORPORATE BONDS											
205520	JPMORGAN CHASE & CO	09/22/2015	150,000,000	\$101.27	\$151,911	\$101.365	\$152,047	3.6%	\$136	\$2,062	1.36%
205786	PACCAR FINANCIAL CORP	02/08/2016	105,000,000	\$100.18	\$105,186	\$100.096	\$105,101	2.5%	(\$85)	\$563	0.54%

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Bessemer Trust

Report dated September 30, 2013 Page 4 of 4

Account Details

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
ARCHANGEL MICHAEL FOUNDATION IM FI											
FIXED INCOME											
CORPORATE BONDS											
205645	IBM CORP	05/06/2016	150,000,000	\$99.08	\$148,626	\$99.171	\$148,756	3.5%	\$130	\$675	0.45%
205770	AMERICAN EXPRESS CREDIT	07/29/2016	85,000,000	\$99.98	\$84,980	\$100.599	\$85,509	2.0%	\$528	\$1,105	1.29%
270591	JOHNSON & JOHNSON	5.550% 08/15/2017	250,000,000	\$106.58	\$266,450	\$115.689	\$289,222	6.8%	\$22,772	\$13,875	4.80%
278134	IBM CORP	5.700% 09/14/2017	0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
270593	COCA-COLA CO	5.350% 11/15/2017	250,000,000	\$103.31	\$258,265	\$115.141	\$287,852	6.8%	\$29,587	\$13,375	4.65%
276424	GENERAL ELECTRIC CO	5.250% 12/06/2017	100,000,000	\$100.20	\$100,201	\$113.815	\$113,815	2.7%	\$13,614	\$5,250	4.61%
Total CORPORATE BONDS					\$1,115,619		\$1,182,302	27.9%	\$66,662	\$36,905	3.12%
INTERNATIONAL BONDS											
608376	ONTARIO (PROVINCE OF)	07/22/2016	150,000,000	\$99.96	\$149,947	\$100.239	\$150,358	3.5%	\$411	\$1,500	1.00%
205547	TORONTO-DOMINION BANK FRN	04/30/2018	120,000,000	\$100.60	\$120,722	\$100.227	\$120,272	2.8%	(\$449)	\$978	0.81%
Total INTERNATIONAL BONDS					\$270,669		\$270,630	6.4%	(\$38)	\$2,478	0.92%
TAXABLE MUNICIPAL BONDS											
310859	NJ ECON DEV AUTH TAXABLE	09/01/2014	100,000,000	\$100.00	\$100,000	\$102.523	\$102,523	2.4%	\$2,523	\$3,169	3.09%
Total TAXABLE MUNICIPAL BONDS					\$100,000		\$102,523	2.4%	\$2,523	\$3,169	3.09%
Total FIXED INCOME					\$4,164,570		\$4,239,239	100.0%	\$74,666	\$91,833	2.17%
Total					\$4,164,570		\$4,239,239		\$74,666	\$91,833	2.17%

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Bessemer Trust

Account Details

Report dated September 30, 2013
Amortized tax cost
Trade date basis

Security no Security name CUSIP/
ISIN/
SEDOL Shares/
units Average
cost per
share/unit Market value
per share/unit Cost Market value
of asset
class Percent
of asset
class

ARCHANGEL MICHAEL FOUNDATION CUS

CASH AND SHORT TERM

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value per share/unit	Cost	Market value	Percent of asset class
999994	PRINCIPAL CASH		29,930	\$0.00	\$0.000	\$29	\$29	0.0%
999995	INCOME CASH		339,160	\$0.00	\$0.000	\$339	\$339	0.1%
999996	NET CASH		0,000	\$0.00	\$0.000	\$0	\$0	0.0%
Total CASH						\$368	\$368	0.1%

CASH EQUIVALENTS

990105	SEI GOVT II FUND #33	783965304	406,500,000	\$1.00	\$1,000	\$406,500	\$406,500	99.9%
Total CASH EQUIVALENTS						\$406,500	\$406,500	99.9%
Total CASH AND SHORT TERM						\$406,868	\$406,868	100.0%

LARGE CAP - U.S.

HEALTH CARE								
819065	COMBIMATRIX CORP	20009T303	38,767,000	\$34.33	\$2,860	\$1,330,734	\$110,873	24.2%
Total HEALTH CARE						\$1,330,734	\$110,873	24.2%

FINANCIALS

824854	DYNEX CAP INC NEW	26817Q506	15,000,000	\$8.31	\$8,770	\$124,653	\$131,550	28.8%
Total FINANCIALS						\$124,653	\$131,550	28.8%

MATERIALS

832563	FREEMONT-MCMRN CPPR&GOLD	35671D857	1,000,000	\$31.59	\$33,080	\$31,588	\$33,080	7.2%
857450	NEWMONT MINING CORP	651639106	1,000,000	\$33.24	\$28,100	\$33,235	\$28,100	6.1%
Total MATERIALS						\$64,823	\$61,180	13.4%

CONSUMER DISCRETIONARY

876205	STAPLES INC	855030102	1,000,000	\$13.84	\$14,650	\$13,843	\$14,650	3.2%
Total CONSUMER DISCRETIONARY						\$13,843	\$14,650	3.2%

ENERGY

819413	CONOCOPHILLIPS	20825C104	2,000,000	\$61.01	\$69,510	\$122,028	\$139,020	30.4%
Total ENERGY						\$122,028	\$16,992	3.97%

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Bessemer reporting systems that utilize finalized market prices

Report run on Dec-9, 2013 by ROSARIOT
Version 10 1 1 5

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22.04 *

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22.04 -

1,708,798.96 *
BV OF COMBIMATRIX

Bessemer Trust

Account Details

Report dated September 30, 2013
 Amortized tax cost
 Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cos	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
8H3531	ARCHANGEL MICHAEL FOUNDATION CUS										
	LARGE CAP - U.S.										
	ENERGY										
	Total ENERGY				\$122,028		\$139,020	30.4%	\$16,992	\$5,520	3.97%
	Total LARGE CAP - U.S.				\$1,656,081		\$457,273	100.0%	(\$1,198,810)	\$24,450	5.35%
	Total				\$2,062,949		\$864,141		(\$1,198,810)	\$24,490	2.83%

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