Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE ROXE FOUNDATION

A Employer identification number: 06-1480884

Number and street (or P O box number if mail is not delivered to street address): C/O BESSEMER TRUST,630 FIFTH AVENUE — Room/suite:

B Telephone number: 212 708-9216

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10111

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 3,673,360.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	59,038.	59,038.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	347,756.			
	b Gross sales price for all assets on line 6a 1,643,704.				
	7 Capital gain net income (from Part IV, line 2)		347,756.		
	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				
	12 **Total.** Add lines 1 through 11	406,794.	406,794.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages	10,962.	0.		10,962.
	15 Pension plans, employee benefits	1,439.	0.		1,439.
	16a Legal fees				
	b Accounting fees STMT 2	1,673.	0.		1,673.
	c Other professional fees STMT 3	8,888.	7,293.		1,595.
	17 Interest				
	18 Taxes STMT 4	1,063.	727.		0.
	19 Depreciation and depletion				
	20 Occupancy	25,194.	0.		25,194.
	21 Travel, conferences, and meetings				
	22 Printing and publications	612.	0.		612.
	23 Other expenses STMT 5	3,684.	0.		3,714.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,515.	8,020.		45,189.
	25 Contributions, gifts, grants paid	295,080.			295,080.
	26 **Total expenses and disbursements.** Add lines 24 and 25	348,595.	8,020.		340,269.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	58,199.			
	b **Net investment income** (if negative, enter -0-)		398,774.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	140,135.	289,641.	289,641.
	3 Accounts receivable ▶ 215.			
	Less: allowance for doubtful accounts ▶	7,182.	215.	215.
	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 6	323,413.	323,413.	316,599.
	b Investments - corporate stock STMT 7	1,884,254.	2,442,680.	2,922,042.
	c Investments - corporate bonds STMT 8	122,158.	122,158.	124,670.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	662,691.	19,925.	20,193.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,139,833.	3,198,032.	3,673,360.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,139,833.	3,198,032.	
	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	3,139,833.	3,198,032.	
	31 Total liabilities and net assets/fund balances	3,139,833.	3,198,032.	

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	3,139,833.
2 Enter amount from Part I, line 27a	2	58,199.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,198,032.
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	3,198,032.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	SALE OF 5TH AVE TECH GR OFF FD	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	72,284.		65,074.	7,210.
b	582,614.		588,107.	<5,493.>
c	944,930.		642,767.	302,163.
d	43,876.			43,876.
e				

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				7,210.
b				<5,493.>
c				302,163.
d				43,876.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	347,756.
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))
2012	430,762.	3,579,901.	.120328
2011	390,054.	4,093,286.	.095291
2010	416,356.	4,180,677.	.099591
2009	475,617.	4,081,987.	.116516
2008	451,145.	4,789,468.	.094195

2	Total of line 1, column (d)	2	.525921
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	.105184
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,540,307.
5	Multiply line 4 by line 3	5	372,384.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,988.
7	Add lines 5 and 6	7	376,372.
8	Enter qualifying distributions from Part XII, line 4	8	340,269.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,975.
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	7,975.
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	7,975.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,538.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,538.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	6,437.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST COMPANY Telephone no. ▶ 212-708-9216

Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	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 2013?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
JOSEPH D. ROXE C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE/.CHM 8.00	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	3,256,990.
b	Average of monthly cash balances	1b	337,230.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,594,220.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,594,220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,913.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,540,307.
6	**Minimum investment return.** Enter 5% of line 5	6	177,015.

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	177,015.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 7,975.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	169,040.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	169,040.
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	169,040.

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	340,269.
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	340,269.
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	340,269.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					169,040.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	452,021.				
b From 2009	476,349.				
c From 2010	420,694.				
d From 2011	391,691.				
e From 2012	252,118.				
f Total of lines 3a through e		1,992,873.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	340,269.				
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					169,040.
e Remaining amount distributed out of corpus		171,229.			
5 Excess distributions carryover applied to 2013 (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		2,164,102.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		452,021.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		1,712,081.			
10 Analysis of line 9:					
a Excess from 2009	476,349.				
b Excess from 2010	420,694.				
c Excess from 2011	391,691.				
d Excess from 2012	252,118.				
e Excess from 2013	171,229.				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JOSEPH D. ROXE

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 ▶ [X] 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 address of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITY	GENERAL	295,080.
Total			▶ 3a	295,080.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	59,038.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	347,756.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		406,794.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 406,794.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 5 May 14 Title: Chairman

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAI NGOR YEE	Lai Ngor Yee	5/2/14		P00377226

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

Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NE 10111 — Phone no. (212) 708-9216

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	12,235.	0.	12,235.	12,235.	
BESSEMER TRUST CAP GAIN DIV	43,876.	43,876.	0.	0.	
BESSEMER TRUST DIV	46,803.	0.	46,803.	46,803.	
TO PART I, LINE 4	102,914.	43,876.	59,038.	59,038.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEE	1,673.	0.		1,673.
TO FORM 990-PF, PG 1, LN 16B	1,673.	0.		1,673.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,293.	7,293.		0.
ADMINISTRATIVE EXP	1,595.	0.		1,595.
TO FORM 990-PF, PG 1, LN 16C	8,888.	7,293.		1,595.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	702.	702.		0.
FOREIGN TAX WITHHELD IN EXCESS	336.	0.		0.
ADR DIV EXPENSE	25.	25.		0.
TO FORM 990-PF, PG 1, LN 18	1,063.	727.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC OFFICE EXPENSES	1,468.	0.		1,468.
INTERNET/ COMPUTER SERVICES	936.	0.		966.
POSTAGE	170.	0.		170.
OFFICE SUPPLIES	1,110.	0.		1,110.
TO FORM 990-PF, PG 1, LN 23	3,684.	0.		3,714.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		303,712.	295,926.
OTHER INVESTMENTS		X	19,701.	20,673.
TOTAL U.S. GOVERNMENT OBLIGATIONS			303,712.	295,926.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			19,701.	20,673.
TOTAL TO FORM 990-PF, PART II, LINE 10A			323,413.	316,599.

FORM 990-PF — CORPORATE STOCK — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,442,680.	2,922,042.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,442,680.	2,922,042.

FORM 990-PF — CORPORATE BONDS — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	122,158.	124,670.
TOTAL TO FORM 990-PF, PART II, LINE 10C	122,158.	124,670.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL BONDS	COST	19,925.	20,193.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,925.	20,193.

THE ROXE FOUNDATION GRANTS
2013 DONATIONS

	Address	CHECK	DATE	DESCRIPTION	AMOUNT
Aging in Place & Gallivant	P.O. Box 1242, Darien, CT 06820	1635	06/11/13	DONATION	$ 1,000.00
Alfred E. Smith Memorial Foundation	1011 First Ave, Suite 1400, New York, NY 10022	1672	09/10/13	DONATION	$ 1,000.00
Andrew Shaw Memorial Trust	140 West Avenue, PO Box 2315, Darien, CT 06820-0315	1693	11/07/13	DONATION	$ 1,000.00
Boston College - Newton College	Cadigan Alumni Ctr, 140 Commonwealth Ave, Chestnut Hill, MA 02467	1616	04/22/13	DONATION	$ 5,000.00
Boston Symphony Orchestra - Symphony Annual Fund	301 Massachusetts Ave, Boston, MA 02115-4511	1651	08/07/13	DONATION	$ 3,000.00
Boston Symphony Orchestra - Opening Night	301 Massachusetts Ave, Boston, MA 02115-4511	1670	09/09/13	DONATION	$ 15,000.00
Boston Symphony Orchestra - Tanglewood - Koussevitzky Society	301 Massachusetts Ave, Boston, MA 02115-4511	1651	08/07/13	DONATION	$ 7,500.00
Bruce Museum	1 Museum Drive, Greenwich, CT 06830	1612	04/22/13	DONATION	$ 45.00
Catholic Charities of Chicago (3 of 5)	721 North LaSalle St, Chicago, IL 60654	1696	11/13/13	DONATION	$ 5,000.00
Chaminade High School - Development Fund (Torch)	340 Jackson Ave, Mineola, NY 11501-2441	1712	12/10/13	DONATION	$ 10,000.00
Clark Art Institute	225 South St., Williamstown, MA 01267	1631	05/28/13	DONATION	$ 9,800.00
Colgate University - Parents' Fund - LER Alumnae Fund	13 Oak Dr, Hamilton, NY 13346-1398	1608	04/09/13	DONATION	$ 5,000.00
Darien EMS - Post 53, Inc.	P.O.Box 2066, Darien, CT 06820	1713	12/11/13	DONATION	$ 500.00
Darien Land Trust	P.O. Box 1074, Darien, CT 06820	1634	06/11/13	DONATION	$ 1,000.00
Darien Library Annual Campaign (Generator)	1441 Post Road, Darien, CT 06820-5419	1636	06/11/13	DONATION	$ 5,000.00
Darien Police Association	P.O. Box 53, Darien, CT 06820	1580	01/24/13	DONATION	$ 500.00
		1710	12/09/13	DONATION	$ 500.00
Diocese of Bridgeport-Bishops' Annual Appeal	238 Jewett Ave, Bridgeport, CT 06606-2892	1578	01/24/13	DONATION	$ 1,000.00
Diocese of Bridgeport - Beacon of Hope	238 Jewett Ave, Bridgeport, CT 06606-2892	1594	03/26/13	DONATION	$ 1,000.00

THE ROXE FOUNDATION GRANTS
2013 DONATIONS

	Address	CHECK	DATE	DESCRIPTION	AMOUNT
Duke University-Fuqua School of Business-MBA Games	P.O. Box 90581, Durham, NC 27708-0581	1609	04/09/13	DONATION	$ 5,000.00
English-Speaking Union (Greenwich Branch)	P.O. Box 7744, Greenwich, CT 06836-7744	1647	07/17/13	DONATION	$ 600.00
Hackers for Hope	P.O. Box 545, New Canaan, CT 06840	1663	08/29/13	DONATION	$ 2,500.00
Harvard University - Kennedy School of Government	79 John F. Kennedy St, Cambridge, MA 02138	1605	04/08/13	DONATION	$ 25,000.00
Holy Cross C.C., FL - Monthly Contribution ($100/Mo.)	500 Iris Lane, Vero Beach, FL 32963				
		1571	01/01/13	Jan Donation	$ 100.00
		1584	02/01/13	Feb Donation	$ 100.00
		1588	03/04/13	March Donation	$ 100.00
		1600	04/01/13	April Donation	$ 100.00
		1620	04/30/13	May Donation	$ 100.00
		1640	06/25/13	June Donation	$ 100.00
		1641	07/02/13	July Donation	$ 100.00
		1666	09/03/12	Aug Donation	$ 100.00
		1666	09/03/13	Sept Donation	$ 100.00
		1679	10/01/13	Oct Donation	$ 100.00
		1690	11/04/13	Nov Donation	$ 100.00
		1704	12/02/13	Dec Donation	$ 100.00
Hospital for Special Care (Ivan Lendle Sports Camp)	2150 Corbin Ave, New Britain, CT 06053	1653	08/07/13	DONATION	$ 3,000.00
Hudson River Museum	511 Warburton Ave, Yonkers, NY 10701	1707	12/02/13	DONATION	$ 500.00
Human Rights First (Bill Zabel)	333 Seventh Ave, 13th Floor, New York, NY 10001	1680	10/02/13	DONATION	$ 3,000.00
Kolbe House of Studies	535 Colorado Ave, Bridgeport, CT 06605	1660	08/28/13	DONATION	$ 25,000.00
Love For Life Foundation OF Philippine American Physicians of America - Dr. Jesus Yap	7 Johnnie Court, Ledyard, CT 06339	1583	01/30/13	DONATION	$ 3,000.00
		1702	11/27/13	DONATION	$ 5,000.00
Metropolitan Museum of Art	1000 Fifth Ave, New York, NY 10028-0198	1618	04/25/13	DONATION	$ 550.00
Mikey Czech Foundation	P.O. Box 1717 , New Canaan, CT 06840	1590	03/06/13	DONATION	$ 500.00

THE ROXE FOUNDATION GRANTS
2013 DONATIONS

	Address	CHECK	DATE	DESCRIPTION	AMOUNT
Museum of Fine Arts, Boston-Director's Circle	465 Huntington Ave, Boston, MA 02115	1627	05/09/13	DONATION	$ 30,000.00
Museum of Modern Art	11 West 53 St, New York, NY 10019-5497	1687	10/28/13	DONATION	$ 600.00
Naval War College Foundation, Inc.	686 Cushing Rd, Newport, RI 02841	1676	09/23/13	DONATION	$ 5,000.00
New York Medical College -Miscellaneous	40 Sunshine Cottage Rd, Valhalla, NY 10595	1683	10/23/13	DONATION	$ 1,300.00
Newport Historical Society	82 Touro St, Newport, RI 02840	1607	04/09/13	DONATION	$ 125.00
		1662	09/11/13	DONATION	$ 125.00
Noroton Heights Fire Department	209 Noroton Ave, Darien, CT 06820	1706	12/02/13	DONATION	$ 500.00
		1575	02/20/13	DONATION	$ 500.00
Opera Lafayette	10 Fourth St, NE, Washington, DC 20002	1691	11/04/13	DONATION	$ 900.00
Order of Malta, American Association - JDR	1011 First Ave, Rm 1350, New York, NY 10022	1614	04/22/13	DONATION	$ 1,500.00
Order of Malta, American Association - MLR	1011 First Ave, Rm 1350, New York, NY 10022	1613	04/22/13	DONATION	$ 1,500.00
Order of Malta, American Association - JDR	1011 First Ave, Rm 1350, New York, NY 10022	1668	09/05/13	DONATION	$ 250.00
Order of Malta, American Association - MLR	1011 First Ave, Rm 1350, New York, NY 10022	1667	09/05/13	DONATION	$ 250.00
Order of Malta-AASMOM - JDR	1011 First Ave, Rm 1350, New York, NY 10022	1699	11/25/13	DONATION	$ 100.00
Order of Malta - AASMOM - MLR	1011 First Ave, Rm 1350, New York, NY 10022	1700	11/25/13	DONATION	$ 100.00
Preservation Society of Newport County	424 Bellevue Ave, Newport, RI 02840	1654	08/07/13	DONATION	$ 75.00
		1644	07/22/13	DONATION	$ 75.00
Princeton Class of 1958 Fund, Inc.	The Helm Bldg, 330 Alexander St, Princeton, NJ 08540	1684	10/23/13	DONATION	$ 1,000.00
Princeton University - (55th Reunion)	330 Alexander St, Princeton, NJ 08540	1604	04/08/13	Pledge	$ 5,500.00
Princeton University - Annual Giving	330 Alexander St, Princeton, NJ 08540	1694	11/07/13	DONATION	$ 3,000.00
Princeton-in-Asia	194 Nassau St, Suite 212, Princeton, NJ 08542	1625	05/07/13	DONATION	$ 20,000.00
		1646	07/17/13	DONATION	$ 2,500.00

THE ROXE FOUNDATION GRANTS
2013 DONATIONS

	Address	CHECK	DATE	DESCRIPTION	AMOUNT
Quail Valley Charities - Ivan Lendl Exhibition	2345 Highway A1A, Vero Beach, FL 32963	1716	12/18/13	DONATION	$ 200.00
Rally for South Africa		1645	07/17/13	DONATION	$ 1,000.00
Sacred Heart University	5151 Park Ave, Fairfield, CT 06825-1000	1715	12/16/13	DONATION	$ 2,500.00
St. Joseph Chambery	27 Park Rd, West Hartford, CT 06119	1595	03/26/13	DONATION	$ 1,000.00
St. Thomas More - Gold	374 Middlesex Rd, Darien, CT 06820	1658	08/23/13	DONATION	$ 2,000.00
St Thomas More - Samaritan Fund	374 Middlesex Rd, Darien, CT 06820	1673	09/17/13	DONATION	$ 2,000.00
St. Thomas More - Women's Circle	374 Middlesex Rd, Darien, CT 06820	1681	10/07/13	DONATION	$ 200.00
St Thomas More - Monthly Contributon ($1M/Mo.)	374 Middlesex Rd, Darien, CT 06820				
		1572	01/01/13	Jan Donation	$ 1,000.00
		1585	02/01/13	Feb Donation	$ 1,000.00
		1589	03/04/13	March Donation	$ 1,000.00
		1598	04/01/13	April Donation	$ 1,000.00
		1619	04/30/13	May Donation	$ 1,000.00
		1639	06/25/13	June Donation	$ 1,000.00
		1642	07/02/13	July Donation	$ 1,000.00
		1650	08/06/13	Aug Donation	$ 1,000.00
		1665	09/03/13	Sept Donation	$ 1,000.00
		1678	10/01/13	Oct Donation	$ 1,000.00
		1689	11/04/13	Nov Donation	$ 1,000 00
		1703	12/02/13	Dec Donation	$ 1,000.00
Stamford Symphony	263 Tresser Blvd, Stamford, CT 06901	1591	03/07/13	AUDRA MCDONALD	$ 750.00
		1705	12/02/13	Annual Campaign	$ 1,000.00
The USO	P.O. Box 96322, Washington, DC 20090-6322	1632	05/28/13	DONATION	$ 100.00
Thomas More Center for Preaching and Prayer	27781 Lee Road, Webster, WI 54893	1582	01/30/13	DONATION	$ 4,000.00
Vero Beach Museum of Art - Chairman's Club Level	3001 Riverside Park Dr, Vero Beach, FL 32963	1652	08/07/13	DONATION	$ 10,000.00

THE ROXE FOUNDATION GRANTS
2013 DONATIONS

	Address	CHECK	DATE	DESCRIPTION	AMOUNT
Vero Beach Museum of Art - Chairman's Club Level		1701	11/25/13	Renewal	$ 1,500.00
VIM Berkshires	777 Main St, Ste 4, Great Barrington, MA 01230-2224	1711	12/09/13	DONATION	$ 500.00
VNA (Visting Nurse Association)	1110 35th Lane, Vero Beach, FL 32960	1596	03/26/13	DONATION	$ 1,000.00
Wadsworth Atheneum Museum of Art	600 Main St, Hartford, CT 06103-2990	1655	08/07/13	DONATION	$ 2,235.00
Warrior Foundation - Special Operations (John Lehman)	P.O. Box 89367, Tampa, FL 33689	1657	08/14/13	DONATION	$ 2,500.00
Wee Burn (MacMannis) Scholarship	410 Hollow Tree Ridge Rd, Darien, CT 06820	1628	05/14/13	DONATION	$ 1,000.00
Whitney Museum of American Art	945 Madison Ave, New York, NY 10131	1610	04/09/13	DONATION	$ 500.00
Woods Hole Oceanographic Institution -Capital Pledge ($l00,000 - 2009-13)	c/o James Yoder 266 Woods Hole Rd, Woods Hole, MA 02543	1695	11/13/13	DONATION	$ 20,000.00
Woods Hole Oceanographic Institution -Falmouth Road Race	c/o James Yoder 266 Woods Hole Rd, Woods Hole, MA 02543	1637	06/19/13	DONATION	$ 500.00
Woods Hole Oceanographic Institution -WHOI/Chaminade Program	c/o James Yoder 266 Woods Hole Rd, Woods Hole, MA 02543	1626	05/08/13	DONATION	$ 5,000.00
Yankee Institute	800 Connecticut Blvd, Ste 302, East Hartford, CT 06108	1709	12/02/13	DONATION	$ 1,000.00
TOTAL BUDGET					**$ 295,080.00**

Bessemer Trust

Account Details

Report dated December 31, 2013
Amortized tax cost
Trade date basis

Security no	Security name		CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	THE ROXE 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			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			83,077 880	$1.00	$83,077	$1.000	$83,077	28 7%	$0	$8	0.01%
				206,564 730	$1.00	$206,564	$1.000	$206,564	71.3%	$0	$20	0 01%
Total CASH EQUIVALENTS						**$289,641**		**$289,641**	**100.0%**	**$0**	**$28**	**0.01%**
Total CASH AND SHORT TERM						**$289,641**		**$289,641**	**100.0%**	**$0**	**$28**	**0.01%**
FIXED INCOME												
US GOVT AND AGENCY BONDS												
109116	US TREASURY NOTES	12/31/2017	912828PN4	280,000.000	$108 47	$303,712	$105.688	$295,926	64 1%	($7,786)	$7,700	2.60%
Total US GOVT AND AGENCY BONDS						**$303,712**		**$295,926**	**64.1%**	**($7,786)**	**$7,700**	**2.60%**
CORPORATE BONDS												
201600	BERKSHIRE HATHAWAY INC	02/11/2015	084670AV0	25,000.000	$100.09	$25,023	$103.068	$25,767	5.6%	$744	$800	3.10%
200567	PROCTER & GAMBLE CO	02/15/2015	742718DM8	25,000.000	$99 58	$24,895	$103.308	$25,827	5 6%	$932	$875	3 39%
203218	TEXAS INSTRUMENT INC	05/16/2016	882508AR5	15,000 000	$99.49	$14,923	$103.653	$15,548	3.4%	$624	$356	2 29%
203335	JP MORGAN CHASE & CO	07/05/2016	46625HJA9	25,000 000	$105.46	$26,366	$104.836	$26,209	5.7%	($157)	$787	3 00%
204296	GENERAL ELEC CAP CORP	01/09/2017	36962G5N0	30,000.000	$103 17	$30,951	$104.397	$31,319	6.8%	$367	$870	2.78%
Total CORPORATE BONDS						**$122,158**		**$124,670**	**27.0%**	**$2,510**	**$3,688**	**2.96%**
INTERNATIONAL BONDS												
605434	KFW	02/15/2017	500769EY6	20,000.000	$99 62	$19,925	$100.965	$20,193	4.4%	$267	$250	1.24%
Total INTERNATIONAL BONDS						**$19,925**		**$20,193**	**4.4%**	**$267**	**$250**	**1.24%**
TAXABLE MUNICIPAL BONDS												

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THE ROXE FOUNDATION

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
FIXED INCOME												
TAXABLE MUNICIPAL BONDS												
310874	N Y ST DORM AUTH ST PIP	03/15/2016	649902Z55	20,000.000	$98.50	$19,701	$103.365	$20,673	4.5%	$972	$565	2.73%
Total TAXABLE MUNICIPAL BONDS						**$19,701**		**$20,673**	**4.5%**	**$972**	**$565**	**2.73%**
Total FIXED INCOME						**$465,496**		**$461,462**	**100.0%**	**($4,037)**	**$12,203**	**2.64%**
LARGE CAP CORE - U.S.												
INFORMATION TECHNOLOGY												
806047	APPLE INC		037833100	25.000	$484.24	$12,106	$561.000	$14,025	5 0%	$1,918	$305	2.17%
842450	INTERNATIONAL BUS MACHINES		459200101	55.000	$190 85	$10,497	$187.564	$10,316	3.7%	($181)	$209	2.03%
867793	QUALCOMM INC		747525103	170 000	$63.54	$10,801	$74.247	$12,622	4.5%	$1,820	$238	1.89%
902312	ACCENTURE PLC CL A		G1151C101	75 000	$61.73	$4,630	$82.213	$6,166	2.2%	$1,536	$139	2.25%
904587	AVAGO TECHNOLOGIES		Y0486S104	195.000	$35 28	$6,879	$52.877	$10,311	3.7%	$3,432	$195	1.89%
Total INFORMATION TECHNOLOGY						**$44,913**		**$53,440**	**19.0%**	**$8,525**	**$1,086**	**2.03%**
INDUSTRIALS												
822050	CUMMINS INC		231021106	30 000	$128.80	$3,864	$140.967	$4,229	1.5%	$364	$75	1.77%
841546	ILLINOIS TOOL WORKS INC		452308109	125 000	$68.98	$8,623	$84.080	$10,510	3 7%	$1,886	$210	2 00%
882670	UNION PACIFIC CORP		907818108	65.000	$158.29	$10,289	$168.000	$10,920	3.9%	$630	$205	1.88%
904606	NIELSEN HOLDINGS BV		N63218106	125.000	$33.02	$4,127	$45.888	$5,736	2 0%	$1,608	$100	1.74%
Total INDUSTRIALS						**$26,903**		**$31,395**	**11.2%**	**$4,488**	**$590**	**2.03%**
TELECOM SERVICES												
815785	CENTURYLINK INC		156700106	140.000	$37.34	$5,227	$31.850	$4,459	1.6%	($768)	$302	6.77%
Total TELECOM SERVICES						**$5,227**		**$4,459**	**1.6%**	**($768)**	**$302**	**3.63%**
HEALTH CARE												
800258	AETNA INC NEW		00817Y108	130.000	$44.04	$5,725	$68.585	$8,916	3.2%	$3,191	$117	1 31%
854800	MYLAN INC		628530107	325 000	$41.60	$13,519	$43 400	$14,105	5.0%	$585	$0	0 00%
864075	PFIZER INC		717081103	420.000	$29.93	$12,571	$30.629	$12,864	4.6%	$293	$436	3.39%

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	THE ROXE FOUNDATION										
LARGE CAP CORE - U.S.											
HEALTH CARE											
880100	THERMO FISHER SCIENTIFIC	883556102	115.000	$63.23	$7,272	$111.348	$12,805	4.6%	$5,532	$69	0.54%
888967	ZIMMER HLDGS INC	98956P102	165.000	$67 53	$11,143	$93.188	$15,376	5.5%	$4,232	$132	0.86%
Total HEALTH CARE					**$50,230**		**$64,066**	**22.8%**	**$13,833**	**$754**	**1.35%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	145.000	$42.02	$6,093	$51.048	$7,402	2.6%	$1,309	$58	0 78%
817156	CITIGROUP INC	172967424	145 000	$36.21	$5,250	$52.103	$7,555	2 7%	$2,305	$5	0.07%
844581	KEYCORP NEW	493267108	300 000	$12.66	$3,799	$13.420	$4,026	1.4%	$226	$66	1.64%
854169	MORGAN STANLEY GRP INC	617446448	125.000	$29.27	$3,659	$31.360	$3,920	1.4%	$260	$25	0.64%
986524	ACE LIMITED	H0023R105	110.000	$61.10	$6,721	$103.527	$11,388	4.1%	$4,667	$277	2.43%
Total FINANCIALS					**$25,522**		**$34,291**	**12.2%**	**$8,767**	**$431**	**2.43%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	135.000	$43.27	$5,841	$71.563	$9,661	3.4%	$3,820	$148	1.53%
846942	LORILLARD INC COM	544147101	100 000	$44.93	$4,493	$50.680	$5,068	1.8%	$574	$220	4.34%
886461	WALGREEN CO	931422109	110 000	$41.15	$4,526	$57.436	$6,318	2.3%	$1,792	$138	2.18%
Total CONSUMER STAPLES					**$14,860**		**$21,047**	**7.5%**	**$6,186**	**$506**	**3.17%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	205 000	$44.21	$9,064	$60.317	$12,365	4 4%	$3,301	$0	0.00%
846206	L BRANDS INC	501797104	125.000	$56.89	$7,111	$61.848	$7,731	2.8%	$619	$150	1.94%
848064	MACY'S INC	55616P104	220.000	$37.75	$8,305	$53.400	$11,748	4.2%	$3,442	$220	1 87%
878468	TARGET CORP	87612E106	140.000	$58 79	$8,230	$63.264	$8,857	3 2%	$627	$240	2.71%
885274	VIACOM INC CL B NEW	92553P201	70.000	$62.73	$4,391	$87.329	$6,113	2.2%	$1,722	$84	1 37%
Total CONSUMER DISCRETIONARY					**$37,101**		**$46,814**	**16.7%**	**$9,711**	**$694**	**1.37%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	105 000	$55.36	$5,813	$70 648	$7,418	2.6%	$1,604	$289	3.90%

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	THE ROXE FOUNDATION										
	LARGE CAP CORE - U.S.										
ENERGY											
848843	MARATHON OIL CORP	565849106	140.000	$29.80	$4,172	$35.300	$4,942	1.8%	$769	$106	2.14%
Total ENERGY					**$9,985**		**$12,360**	**4.4%**	**$2,373**	**$395**	**3.96%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	305 000	$40.10	$12,231	$42.259	$12,889	4.6%	$658	$341	2 65%
Total UTILITIES					**$12,231**		**$12,889**	**4.6%**	**$658**	**$341**	**2.35%**
Total LARGE CAP CORE - U.S.					**$226,972**		**$280,761**	**100.0%**	**$53,773**	**$5,099**	**1.82%**
	LARGE CAP CORE - NON U.S.										
INDUSTRIALS											
906474	WEIR GROUP PLC ADR	94876Q106	500.000	$17.41	$8,706	$17.656	$8,828	3 8%	$121	$142	1.61%
927371	ITOCHU CORP ADR	465717106	510.000	$23 41	$11,940	$24.718	$12,606	5.4%	$665	$340	2.70%
Total INDUSTRIALS					**$20,646**		**$21,434**	**9.2%**	**$786**	**$482**	**2.03%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	215 000	$55.33	$11,895	$50.567	$10,872	4 6%	($1,022)	$211	1 94%
904018	KDDI CORP ADR	48667L106	830.000	$9 64	$8,003	$15.388	$12,772	5.5%	$4,769	$267	2.09%
905147	TIM PARTICIPACOES SA ADR	88706P205	220.000	$20.65	$4,542	$26.236	$5,772	2.5%	$1,229	$146	2 53%
905422	TELE2 AB ADR	87952P307	1,585.000	$6.88	$10,910	$5.671	$8,988	3.8%	($1,921)	$630	7.01%
Total TELECOM SERVICES					**$35,350**		**$38,404**	**16.4%**	**$3,055**	**$1,254**	**3.63%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	210.000	$38 71	$8,130	$53.629	$11,262	4.8%	$3,131	$263	2.34%
Total HEALTH CARE					**$8,130**		**$11,262**	**4.8%**	**$3,131**	**$263**	**1.35%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	525.000	$13.75	$7,217	$22.067	$11,585	5.0%	$4,367	$325	2.81%
904004	CHINA CONSTRUCTION ADR	168919108	615 000	$14.74	$9,067	$15.089	$9,280	4 0%	$212	$449	4 84%
906108	WHARF HOLDINGS ADR	962257408	215 000	$12.33	$2,650	$15.293	$3,288	1.4%	$638	$85	2.59%

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	THE ROXE FOUNDATION										
	LARGE CAP CORE - NON U.S.										
FINANCIALS											
906631	RSA INS GRP INC SPON ADR	74971A206	1,275.000	$9.36	$11,933	$7.569	$9,650	4.1%	($2,282)	$552	5.72%
906659	SKANDINAVISKA ENSKILD ADR	830505202	325.000	$11 71	$3,805	$13.169	$4,280	1.8%	$474	$0	0.00%
914068	ALLIANZ AKTIENGES ADR	018805101	235.000	$10.83	$2,546	$17.962	$4,221	1.8%	$1,674	$102	2.42%
915065	BNP PARIBAS SPON ADR	05565A202	295.000	$26.77	$7,896	$39.027	$11,513	4.9%	$3,617	$200	1.74%
Total FINANCIALS					**$45,114**		**$53,817**	**23.0%**	**$8,700**	**$1,713**	**2.43%**
CONSUMER STAPLES											
913104	SVENSKA CL AKTIBLGT ADR	869587402	325 000	$26.34	$8,562	$30.828	$10,019	4.3%	$1,457	$182	1 82%
926008	IMPERIAL TOBACCO LT ADR	453142101	135.000	$72 06	$9,728	$77.444	$10,455	4.5%	$727	$496	4.74%
929992	J SAINSBURY SPN ADR NEW	466249208	480.000	$22.95	$11,015	$24.179	$11,606	5 0%	$591	$498	4 29%
Total CONSUMER STAPLES					**$29,305**		**$32,080**	**13.7%**	**$2,775**	**$1,176**	**3.17%**
MATERIALS											
906497	SUMITOMO METAL MIN CO LTD	86563T104	650.000	$14.14	$9,191	$13.100	$8,515	3.6%	($675)	$89	1 05%
Total MATERIALS					**$9,191**		**$8,515**	**3.6%**	**($675)**	**$89**	**1.05%**
CONSUMER DISCRETIONARY											
901588	VOLKSWAGEN AG ADR	928662402	160.000	$37.99	$6,078	$56.256	$9,001	3 8%	$2,922	$108	1.20%
904957	SWATCH GROUP AG UNSPON ADR	870123106	150 000	$31.43	$4,715	$33.140	$4,971	2.1%	$256	$31	0.62%
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	145 000	$38.72	$5,614	$33.903	$4,916	2.1%	($697)	$136	2.77%
906092	NIKON CORP PLC UNSPON-ADR	654111202	330 000	$26.68	$8,804	$19.112	$6,307	2 7%	($2,496)	$53	0.84%
968661	BRIDGESTONE CORP ADR	108441205	400.000	$17.78	$7,113	$18.932	$7,573	3.2%	$460	$72	0.95%
Total CONSUMER DISCRETIONARY					**$32,324**		**$32,768**	**14.0%**	**$445**	**$400**	**1.37%**
ENERGY											
915019	ENI S.P.A. ADR	26874R108	140.000	$43.08	$6,031	$48.486	$6,788	2.9%	$757	$323	4.76%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	129.000	$81.01	$10,450	$82.163	$10,599	4 5%	$149	$421	3.97%
959209	TOTAL SA ADR	89151E109	195.000	$50.62	$9,871	$61.267	$11,947	5.1%	$2,075	$512	4.29%
Total ENERGY					**$26,352**		**$29,334**	**12.5%**	**$2,981**	**$1,256**	**3.96%**

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	THE ROXE FOUNDATION										
LARGE CAP CORE - NON U.S.											
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	315.000	$20.17	$6,352	$19.711	$6,209	2.7%	($142)	$108	1 74%
Total UTILITIES					**$6,352**		**$6,209**	**2.7%**	**($142)**	**$108**	**2.35%**
Total LARGE CAP CORE - NON U.S.					**$212,764**		**$233,823**	**100.0%**	**$21,056**	**$6,741**	**2.88%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	89,916.565	$10 67	$959,272	$12.470	$1,121,259	100 0%	$161,987	$7,463	0.67%
Total LARGE CAP STRATEGIES FUNDS					**$959,272**		**$1,121,259**	**100.0%**	**$161,987**	**$7,463**	**0.67%**
Total LARGE CAP STRATEGIES					**$959,272**		**$1,121,259**	**100.0%**	**$161,987**	**$7,463**	**0.67%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	42,570.507	$12.47	$531,005	$17.180	$731,361	100 0%	$200,355	$5,661	0.77%
Total SMALL & MID CAP FUNDS					**$531,005**		**$731,361**	**100.0%**	**$200,355**	**$5,661**	**0.77%**
Total SMALL & MID CAP					**$531,005**		**$731,361**	**100.0%**	**$200,355**	**$5,661**	**0.77%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	61,335 824	$6.73	$412,975	$7.900	$484,553	100 0%	$71,577	$16,499	3.40%
Total STRATEGIC OPPORTUNITIES FUNDS					**$412,975**		**$484,553**	**100.0%**	**$71,577**	**$16,499**	**3.40%**
Total STRATEGIC OPPORTUNITIES					**$412,975**		**$484,553**	**100.0%**	**$71,577**	**$16,499**	**3.40%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	8,447.719	$11.80	$99,692	$8.320	$70,285	100 0%	($29,407)	$194	0.28%
Total REAL RETURN FUNDS					**$99,692**		**$70,285**	**100.0%**	**($29,407)**	**$194**	**0.28%**
Total REAL RETURN/COMMODITIES					**$99,692**		**$70,285**	**100.0%**	**($29,407)**	**$194**	**0.28%**

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	THE ROXE FOUNDATION										
Total /					$3,197,817		$3,673,145		$475,304	$53,888	1.47%

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Report run on Apr 21, 2014 by YEE
Version 10 1 1 5