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**Return of Private Foundation**

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

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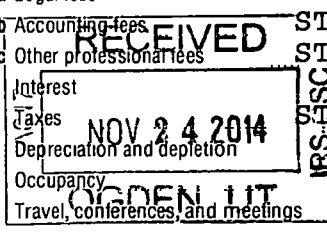
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>ALBERT C. BOSTWICK FOUNDATION</b>		A Employer identification number <b>11-6003740</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O BESSEMER TRUST, 630 FIFTH AVE</b>	Room/suite	B Telephone number <b>212-708-9216</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10111</b>		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) \$ <b>3,872,744.</b>	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)
<b>Revenue</b>			<b>N/A</b>	
1 Contributions, gifts, grants, etc., received				
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	<b>76,789.</b>	<b>76,789.</b>		<b>STATEMENT 1</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<b>43,755.</b>			
b Gross sales price for all assets on line 6a	<b>1,227,967.</b>			
7 Capital gain net income (from Part IV, line 2)		<b>43,755.</b>		
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	<b>120,544.</b>	<b>120,544.</b>		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	<b>5,000.</b>	<b>0.</b>		<b>5,000.</b>
c Other professional fees	<b>8,981.</b>	<b>5,999.</b>		<b>2,982.</b>
17 Interest				
18 Taxes	<b>1,382.</b>	<b>919.</b>		<b>0.</b>
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	<b>385.</b>	<b>0.</b>		<b>385.</b>
24 Total operating and administrative expenses. Add lines 13 through 23	<b>15,748.</b>	<b>6,918.</b>		<b>8,367.</b>
25 Contributions, gifts, grants paid	<b>160,100.</b>			<b>160,100.</b>
26 Total expenses and disbursements. Add lines 24 and 25	<b>175,848.</b>	<b>6,918.</b>		<b>168,467.</b>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>&lt;55,304.&gt;</b>			
b Net investment income (if negative, enter -0-)		<b>113,626.</b>		
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

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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		177,320.	169,534.	169,534.	
	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 6		976,938.	602,701.	601,326.	
	b Investments - corporate stock STMT 7		2,171,715.	2,157,215.	2,756,155.	
	c Investments - corporate bonds STMT 8		0.	341,216.	345,729.	
	11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,325,973.	3,270,666.	3,872,744.		
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		3,325,973.	3,270,666.		
	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		3,325,973.	3,270,666.			
31 Total liabilities and net assets/fund balances		3,325,973.	3,270,666.			

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	3,325,973.
2 Enter amount from Part I, line 27a	2	<55,304.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,270,669.
5 Decreases not included in line 2 (itemize) ▶ TRUNCATION	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,270,666.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	P		
<b>b CAPITAL GAINS DIVIDENDS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,184,623.		1,184,212.	411.
b 43,344.			43,344.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			411.
b			43,344.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }	2	43,755.
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	179,633.	3,578,557.	.050197
2011	154,594.	3,761,750.	.041096
2010	188,890.	3,598,598.	.052490
2009	196,278.	3,360,695.	.058404
2008	190,955.	3,985,680.	.047910

2 Total of line 1, column (d)	2	.250097
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	.050019
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,740,996.
5 Multiply line 4 by line 3	5	187,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,136.
7 Add lines 5 and 6	7	188,257.
8 Enter qualifying distributions from Part XII, line 4	8	168,467.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,273.
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	2,273.
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	2,273.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,683.
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	3,683.
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	1,410.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 1,410. Refunded <input 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

N/A

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

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <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.) <b>N/A</b>	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 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) <b>N/A</b>	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)?  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
ALBERT C. BOSTWICK, JR C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
ANDREW G.C. SAGE II C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
MICHAEL R. PARKER C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	TRUSTEE 2.00	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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	1a	3,695,122.
<b>b</b>	Average of monthly cash balances	1b	102,843.
<b>c</b>	Fair market value of all other assets	1c	
<b>d</b>	Total (add lines 1a, b, and c)	1d	3,797,965.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	2	0.
<b>3</b>	Subtract line 2 from line 1d	3	3,797,965.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,969.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,740,996.
<b>6</b>	Minimum investment return. Enter 5% of line 5	6	187,050.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	1	187,050.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	2a	2,273.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
<b>c</b>	Add lines 2a and 2b	2c	2,273.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	3	184,777.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	4	0.
<b>5</b>	Add lines 3 and 4	5	184,777.
<b>6</b>	Deduction from distributable amount (see instructions)	6	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	184,777.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	168,467.
<b>b</b>	Program-related investments - total from Part IX-B	1b	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	3a	
<b>b</b>	Cash distribution test (attach the required schedule)	3b	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,467.
<b>5</b>	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.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	6	168,467.

**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				184,777.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			168,098.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 168,467.				
a Applied to 2012, but not more than line 2a			168,098.	
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				369.
e Remaining amount distributed out of corpus	0.			
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	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 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				184,408.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
**ALBERT C. BOSTWICK**  
**C/O DAVID ARCELLA, BESSEMER TRUST, 630 FIFTH AVE, NY, NY 0111**

b The form in which applications should be submitted and information and materials they should include:  
**APPLICATIONS SHOULD BE SUBMITTED IN WRITING**

c Any submission deadlines:  
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
 NONE

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ADOPT A DOG 23 COX AVENUE ARMONK, NY 10504		PUBLIC CHARITY	OPERATIONAL	6,100.
AIKEN STEEPLECHASE ASSOCIATION PO BOX 360 AIKEN, SC 29802		PUBLIC CHARITY	OPERATIONAL	10,000.
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902		PUBLIC CHARITY	OPERATIONAL	10,000.
COLUMBIA UNIVERSITY DEPARTMENT OF OPHTHALMOLOGY 100 HAVEN AVENUE NEW YORK, NY 10032		PUBLIC CHARITY	OPERATIONAL	20,000.
CORNELL UNIVERSITY ITHACA, NY 14850		PUBLIC CHARITY	OPERATIONAL	30,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>160,100.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF THE ANIMAL SHELTER PO BOX 92 ASHLAND, OR 97520		PUBLIC CHARITY	OPERATIONAL	6,000.
HOLIDAY HOPE/CITY OF AIKEN PO BOX 1177 AIKEN, SC 29802		PUBLIC CHARITY	OPERATIONAL	1,000.
JAMES A BAKER INSTITUTE FOR ANIMAL HEALTH AT CORNELL UNIVERSITY HUNGERFORD HILL ROAD ITHACA, NY 14853		PUBLIC CHARITY	OPERATIONAL	40,000.
LAUREL HOUSE PO BOX 764 NARRISTOWN, PA 19404		PUBLIC CHARITY	OPERATIONAL	10,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065		PUBLIC CHARITY	OPERATIONAL	20,000.
OKLAHOMA STATE UNIVERSITY  STILLWATER, OK 74074		PUBLIC CHARITY	OPERATIONAL	5,000.
OLD FORGE FIRE DEPARTMENT PO BOX 1170 OLD FORGE, NY 13420		PUBLIC CHARITY	OPERATIONAL	1,000.
THE HITCHCOCK FOUNDATION PO BOX 1702 AIKEN, SC 29802		PUBLIC CHARITY	OPERATIONAL	1,000.
<b>Total from continuation sheets</b>				84,000.

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**FORM 990-PF**                      **DIVIDENDS AND INTEREST FROM SECURITIES**                      **STATEMENT**      **1**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	120,133.	43,344.	76,789.	76,789.	
TO PART I, LINE 4	120,133.	43,344.	76,789.	76,789.	

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**FORM 990-PF**                      **ACCOUNTING FEES**                      **STATEMENT**      **2**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEES	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.

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**FORM 990-PF**                      **OTHER PROFESSIONAL FEES**                      **STATEMENT**      **3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEES	8,981.	5,999.		2,982.
TO FORM 990-PF, PG 1, LN 16C	8,981.	5,999.		2,982.

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**FORM 990-PF**                      **TAXES**                      **STATEMENT**      **4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,382.	919.		0.
TO FORM 990-PF, PG 1, LN 18	1,382.	919.		0.

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FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY STATE FILING FEE	250.	0.		250.
NOTICE OF AVAILABILITY PUBLICATION	135.	0.		135.
TO FORM 990-PF, PG 1, LN 23	385.	0.		385.

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
SCHEDULE ATTACHED	X		602,701.	601,326.
TOTAL U.S. GOVERNMENT OBLIGATIONS			602,701.	601,326.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			602,701.	601,326.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED			2,157,215.	2,756,155.
TOTAL TO FORM 990-PF, PART II, LINE 10B			2,157,215.	2,756,155.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	341,216.	345,729.
TOTAL TO FORM 990-PF, PART II, LINE 10C	341,216.	345,729.

Statement dated December 31, 2013  
- A BOSTWICK FOUNDATION

Trade date basis

## ACCOUNT HOLDINGS

### Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.010 %	95,164,850	\$1.00	\$80,164	\$1,000	\$80,164	10.0%		\$9	0.01%
<b>Total cash and short term</b>			\$80,164		\$80,164	<b>100.0%</b>		<b>\$9</b>	

### Fixed Income

#### Fixed Income - cash and short term

<b>BESSEMER SWEEP PROGRAM 0.010 %</b>	<b>89,371,110</b>	<b>\$1.00</b>	<b>\$89,370</b>	<b>\$1,000</b>	<b>\$89,370</b>	<b>8.6%</b>	<b>\$0</b>	<b>\$8</b>	<b>0.01%</b>
<b>US government bonds</b>									
FEDERAL HOME LOAN BANK 2.750 % Due 03/13/2015	105,000	\$99.93	\$104,925	\$102,988	\$108,137	10.4%	\$3,212	\$2,887	2.67%
FEDERAL NATL MTG ASSN 5.000 % Due 04/15/2015	20,000	113.80	22,759	106,060	21,212	2.1	(1,547)	1,000	4.71
US TREASURY NOTE 0.250 % Due 12/15/2015	170,000	99.46	169,074	99,777	169,620	16.4	546	425	0.25
FEDERAL HOME LOAN BANK 0.625 % Due 12/28/2016	25,000	99.73	24,932	99,581	24,895	2.4	(37)	156	0.63
FED NATL MTG ASSOC 1.250 % Due 01/30/2017	80,000	101.02	80,813	101,203	80,962	7.8	149	1,000	1.24
US TREASURY BONDS 7.250 % Due 08/15/2022	115,000	138.96	159,805	135,125	155,393	15.0	(4,412)	8,337	5.37
<b>Total US government bonds</b>			<b>\$562,308</b>		<b>\$560,219</b>	<b>54.1%</b>	<b>(\$2,089)</b>	<b>\$13,805</b>	<b>2.46%</b>



- A BOSTWICK FOUNDATION

Trade date basis

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GENERAL ELEC CAP CORP 2 900 % Due 01/09/2017 A1 /AA+	30,000	103.17	30,951	104.397	31,319	3.0	368	870	2.78
BB&T CORPORATION 2 150 % Due 03/22/2017 A2 /A-	15,000	102.91	15,436	101.105	15,165	1.5	(271)	322	2.13
AMERICAN EXPRESS CREDIT 2 375 % Due 03/24/2017 A2 /A-	22,000	99.73	21,940	102.788	22,613	2.2	673	522	2.31
<b>Total corporate bonds</b>			<b>\$274,364</b>		<b>\$277,825</b>	<b>26.8%</b>	<b>\$3,461</b>	<b>\$5,918</b>	<b>2.13%</b>
<b>International bonds</b>									
DEUTSCHE BANK AG 3 450 % Due 03/30/2015 A2	20,000	\$99.83	\$19,965	\$103.203	\$20,640	2.0%	\$675	\$690	3.34%
TYCO INTERNATIONAL FINAN 3 375 % Due 10/15/2015 A3 /BBB+	2,000	99.65	1,993	103.755	2,075	0.2	82	67	3.25
SHELL INTERNATIONAL FIN 0 900 % Due 11/15/2016 Aa1 /AA	25,000	99.88	24,969	99.987	24,996	2.4	27	225	0.90
KPW 1 250 % Due 02/15/2017 Aaa /AAA	20,000	99.63	19,925	100.967	20,193	2.0	268	250	1.24
<b>Total international bonds</b>			<b>\$66,852</b>		<b>\$67,904</b>	<b>6.6%</b>	<b>\$1,052</b>	<b>\$1,232</b>	<b>1.81%</b>
<b>Total fixed income</b>			<b>\$1,033,287</b>		<b>\$1,036,425</b>	<b>100.0%</b>	<b>\$3,138</b>	<b>\$22,246</b>	<b>2.15%</b>

6 Subject to sinking fund and/or extraordinary calls

Large Cap Core - U.S.

Consumer discretionary

DOLLAR GENERAL CORP (DG)	225	\$43.48	\$9,784	\$60.320	\$13,572	4.3%	\$3,788		
L BRANDS INC (LB)	150	57.67	8,651	61.850	9,277	2.9	626	180	1.94



Statement dated December 31, 2013  
- A BOSTWICK FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MYLAN INC (MYL)	350	41.23	14,432	43,400	15,190	4.8	758		
PFIZER INC (PFE)	475	29.75	14,133	30,630	14,549	4.6	416	494	3.40
THERMO FISHER SCIENTIFIC (TMO)	130	57.85	7,520	111,350	14,475	4.6	6,955	78	0.54
ZIMMER HLDGS INC (ZMH)	170	62.95	10,702	93,190	15,842	5.0	5,140	136	0.86
<b>Total health care</b>			<b>\$53,562</b>		<b>\$70,687</b>	<b>22.4%</b>	<b>\$17,125</b>	<b>\$847</b>	<b>1.20%</b>
<b>Industrials</b>									
CUMMINS INC (CMI)	35	\$128.80	\$4,508	\$140,970	\$4,933	1.6%	\$425	\$87	1.77%
ILLINOIS TOOL WORKS INC (ITW)	135	67.42	9,102	84,080	11,350	3.6	2,248	226	2.00
NIELSEN HOLDINGS BV	150	32.75	4,913	45,890	6,883	2.2	1,970	120	1.74
UNION PACIFIC CORP (UNP)	70	158.23	11,076	168,000	11,760	3.7	684	221	1.88
<b>Total industrials</b>			<b>\$29,599</b>		<b>\$34,926</b>	<b>11.1%</b>	<b>\$5,327</b>	<b>\$654</b>	<b>1.87%</b>
<b>Information technology</b>									
ACCENTURE PLC CL A	75	\$56.09	\$4,207	\$82,220	\$6,166	2.0%	\$1,959	\$139	2.26%
APPLE INC (AAPL)	30	485.20	14,556	561,020	16,830	5.3	2,274	366	2.17
AVAGO TECHNOLOGIES	225	35.16	7,912	52,879	11,897	3.8	3,985	225	1.89
INTERNATIONAL BUS MACHINES (IBM)	65	189.80	12,337	187,570	12,192	3.9	(145)	247	2.03
QUALCOMM INC (QCOM)	200	63.40	12,679	74,250	14,850	4.7	2,171	280	1.89
<b>Total information technology</b>			<b>\$51,691</b>		<b>\$61,935</b>	<b>19.6%</b>	<b>\$10,244</b>	<b>\$1,257</b>	<b>2.03%</b>
<b>Telecom services</b>									
CENTURYLINK INC (CTL)	155	\$37.50	\$5,813	\$31,850	\$4,936	1.6%	(\$877)	\$334	6.78%

A BOSTWICK FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
<b>Utilities</b>									
AMERICAN WATER WORKS CO (AWK)	350	\$40.57	\$14,201	\$42.260	\$14,791	4.7%	\$590	\$392	2.65%
<b>Total large cap core - u.s.</b>			\$246,854		\$316,029	100.0%	\$69,175	\$5,768	1.83%
<b>Large Cap Core - Non U.S.</b>									
<b>Consumer discretionary</b>									
BRIDGESTONE CORP ADR	420	\$17.79	\$7,473	\$18.933	\$7,951	3.2%	\$478	\$76	0.96%
DAIHATSU MOTOR CO LTD ADR	150	37.69	5,654	33.909	5,086	2.0	(568)	141	2.77
NIKON CORP PLC UNSPON-ADR	350	27.28	9,549	19.114	6,689	2.7	(2,860)	56	0.84
SWATCH GROUP AG UNSPON ADR	175	31.46	5,505	33.142	5,799	2.3	294	36	0.63
VOLKSWAGEN AG ADR	175	37.00	6,475	56.261	9,845	3.9	3,370	119	1.21
<b>Total consumer discretionary</b>			\$34,656		\$35,370	14.1%	\$714	\$428	1.21%
<b>Consumer staples</b>									
IMPERIAL TOBACCO LT ADR	155	\$73.49	\$11,391	\$77.447	\$12,004	4.8%	\$613	\$570	4.75%
J SAINSBURY SPN ADR NEW	550	23.23	12,778	24.181	13,299	5.3	521	571	4.30
SVENSKA CL AKTIBLGT ADR	350	26.90	9,416	30.829	10,790	4.3	1,374	196	1.82
<b>Total consumer staples</b>			\$33,585		\$36,093	14.4%	\$2,508	\$1,337	3.70%
<b>Energy</b>									
ENI S P A ADR	135	\$42.88	\$5,789	\$48.490	\$6,546	2.6%	\$757	\$311	4.77%
SINOPEC/CHINA PETE&CHM ADR	142	82.42	11,704	82.170	11,668	4.7	(36)	463	3.97

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOTAL SA ADR	220	50.85	11,186	61 270	13,479	5.4	2,293	577	4.29
<b>Total energy</b>			<b>\$28,679</b>		<b>\$31,693</b>	<b>12.6%</b>	<b>\$3,014</b>	<b>\$1,351</b>	<b>4.26%</b>
<b>Financials</b>									
ALLIANZ AKTIENGENS ADR	265	\$9.70	\$2,570	\$17 962	\$4,759	1.9%	\$2,189	\$115	2.42%
BNP PARIBAS SPON ADR	325	26.57	8,636	39 030	12,684	5.1	4,048	220	1.74
CHINA CONSTRUCTION ADR	660	14.76	9,743	15 090	9,959	4.0	216	482	4.84
MUNICH RE GROUP ADR	605	12.21	7,389	22 068	13,351	5.3	5,962	375	2.81
RSA INS GRP INC SPON ADR	1,375	9.44	12,986	7 569	10,407	4.1	(2,579)	595	5.72
SKANDINAVISKA ENSKILD ADR	350	11.68	4,088	13 170	4,609	1.8	521	93	2.59
WHARF HOLDINGS ADR	235	9.66	2,269	15 296	3,594	1.4	1,325	\$1,880	3.17%
<b>Total financials</b>			<b>\$47,681</b>		<b>\$59,363</b>	<b>23.6%</b>	<b>\$11,682</b>		
<b>Health care</b>									
SANOFI - ADR	220	\$34.36	\$7,560	\$53,630	\$11,798	4.7%	\$4,238	\$276	2.34%
<b>Industrials</b>									
ITOCHU CORP ADR	530	\$21.51	\$11,401	\$24 718	\$13,100	5.2%	\$1,699	\$354	2.70%
WEIR GROUP PLC ADR	575	17.69	10,173	17 656	10,152	4.0	(21)	163	1.61
<b>Total industrials</b>			<b>\$21,574</b>		<b>\$23,252</b>	<b>9.3%</b>	<b>\$1,678</b>	<b>\$517</b>	<b>2.22%</b>
<b>Materials</b>									
SUMITOMO METAL MIN CO LTD	675	\$14.32	\$9,664	\$13,101	\$8,843	3.5%	(\$921)	\$92	1.05%
<b>Telecom services</b>									
CHINA TELECOM ADR	240	\$56.20	\$13,487	\$50 570	\$12,136	4.8%	(\$1,351)	\$236	1.95%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KDDI CORP ADR	600	8.66	5,198	15.389	9,233	3.7	4,035	193	2.09
TELE2 AB ADR	1,785	7.10	12,675	5.671	10,122	4.0	(2,553)	710	7.02
TIM PARTICIPAOES SA ADR	250	23.68	5,921	26.240	6,560	2.6	639	166	2.54
<b>Total telecom services</b>			<b>\$37,281</b>		<b>\$38,051</b>	<b>15.2%</b>	<b>\$770</b>	<b>\$1,305</b>	<b>3.43%</b>
<b>Utilities</b>									
TOKYO GAS LTD ADR	337	\$19.60	\$6,606	\$19.714	\$6,643	2.7%	\$37	\$116	1.76%
<b>Total large cap core - non u.s.</b>			<b>\$227,286</b>		<b>\$251,106</b>	<b>100.0%</b>	<b>\$23,820</b>	<b>\$7,302</b>	<b>2.91%</b>

**Large Cap Strategies**

**Large cap strategies funds**

OW LARGE CAP STRATEGIES FD	65,055,819	\$9.04	\$588,228	\$12.470	\$811,246	100.0%	\$223,018	\$5,399	0.67%
BOOK COST									
<b>Total large cap strategies</b>			<b>\$588,228</b>		<b>\$811,246</b>	<b>100.0%</b>	<b>\$223,018</b>	<b>\$5,399</b>	<b>0.67%</b>

Trade date basis

### Global Small & Mid Cap

#### Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 375,755	35,605,933	\$10.30	\$366,778	\$17.180	\$611,709	100.0%	\$244,931	\$4,735	0.77%
<b>Total global small &amp; mid cap</b>			<b>\$366,778</b>		<b>\$611,709</b>	<b>100.0%</b>	<b>\$244,931</b>	<b>\$4,735</b>	<b>0.77%</b>

### Global Opportunities

#### Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 565,275	74,507,917	\$6.92	\$515,907	\$7.900	\$588,612	100.0%	\$72,705	\$20,042	3.41%
<b>Total global opportunities</b>			<b>\$515,907</b>		<b>\$588,612</b>	<b>100.0%</b>	<b>\$72,705</b>	<b>\$20,042</b>	<b>3.40%</b>

### Real Return / Commodities

#### Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 226,310	21,328,595	\$9.95	\$212,162	\$8.320	\$177,453	100.0%	(\$34,709)	\$490	0.28%
<b>Total real return / commodities</b>			<b>\$212,162</b>		<b>\$177,453</b>	<b>100.0%</b>	<b>(\$34,709)</b>	<b>\$490</b>	<b>0.28%</b>

Trade date basis

Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
		\$3,270,666		\$3,872,744		\$602,078	\$65,991	1.70%

**Total value of account**