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 FANWOOD FOUNDATION
C/O BESSEMER TRUST

A Employer identification number
13-6051922

Number and street (or P O box number if mail is not delivered to street address) Room/suite
630 FIFTH AVENUE

B Telephone number
(516)508-9623

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)* ▶$ 13,698,972.

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).)

		(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	169,931.	169,931.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	682,380.			
	b Gross sales price for all assets on line 6a 3,406,905.				
	7 Capital gain net income (from Part IV, line 2)		682,380.		
	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	<468.>	<468.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	851,843.	851,843.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	21,875.	0.		21,875.
	16a Legal fees STMT 3	1,440.	0.		1,440.
	b Accounting fees STMT 4	6,000.	0.		6,000.
	c Other professional fees STMT 5	58,532.	43,959.		14,573.
	17 Interest	29.	29.		0.
	18 Taxes STMT 6	15,918.	3,399.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	64,257.	0.		64,257.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	168,051.	47,387.		108,145.
	25 Contributions, gifts, grants paid	501,700.			501,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	669,751.	47,387.		609,845.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	182,092.			
	b **Net investment income** (if negative, enter -0-)		804,456.		
	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	1,102,988.	1,038,641.	1,038,641.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	5,821,334.	6,205,679.	7,937,853.
	c Investments - corporate bonds STMT 10	1,580,760.	1,162,624.	1,136,697.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,306,062.	2,687,687.	3,585,781.
	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)	10,811,144.	11,094,631.	13,698,972.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,811,144.	11,094,631.	
	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**	10,811,144.	11,094,631.	
	31 **Total liabilities and net assets/fund balances**	10,811,144.	11,094,631.	

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	10,811,144.
2	Enter amount from Part I, line 27a	2	182,092.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	102,135.
4	Add lines 1, 2, and 3	4	11,095,371.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJ	5	740.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,094,631.

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	OFFSHORE FUNDS	P		
d	PASS THROUGH ENTITIES	P		
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	684,734.		679,695.	5,039.
b	2,567,230.		2,382,707.	184,523.
c				284,072.
d				53,805.
e	154,941.			154,941.

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				5,039.
b				184,523.
c				284,072.
d				53,805.
e				154,941.

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 | 682,380.

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	600,111.	12,369,891.	.048514
2011	610,735.	12,428,332.	.049141
2010	605,638.	12,149,786.	.049848
2009	557,422.	11,020,230.	.050582
2008	709,637.	12,605,743.	.056295

2	Total of line 1, column (d)	2	.254380
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	.050876
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,950,483.
5	Multiply line 4 by line 3	5	658,869.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,045.
7	Add lines 5 and 6	7	666,914.
8	Enter qualifying distributions from Part XII, line 4	8	609,845.

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	16,089.
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	16,089.
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	16,089.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	18,236.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	28,236.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	12,147.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 12,147.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ NJ			
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)*

			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 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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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 | | 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
WHITNEY STEVENS C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 5.00	0.	0.	0.
ROBERT T. STEVENS C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 5.00	0.	0.	0.
J. WHITNEY STEVENS C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 5.00	0.	0.	0.
VICTOR E. D. KING C/O BESSEMER TRUST,630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 5.00	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	11,119,442.
b	Average of monthly cash balances	1b	786,766.
c	Fair market value of all other assets	1c	1,241,490.
d	**Total** (add lines 1a, b, and c)	1d	13,147,698.
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	13,147,698.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	197,215.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,950,483.
6	**Minimum investment return.** Enter 5% of line 5	6	647,524.

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	647,524.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 16,089.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	16,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	631,435.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	631,435.
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	631,435.

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	609,845.
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	609,845.
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	609,845.

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				631,435.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			413,417.	
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: ▶$ 609,845.				
a Applied to 2012, but not more than line 2a			413,417.	
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				196,428.
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				435,007.
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	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).)

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:

VICTOR E. D. KING, 908 756-7804
435 WEST SEVENTH ST, PLAINFIELD, NJ 07060

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

BUDGET, EXPLANATION, AUDIT AND 501(C)3 LETTER

c Any submission deadlines:

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 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 ATTACHED SCHEDULES		PUBLIC CHARITY	GENERAL PURPOSE	501,700.
Total			▶ 3a	501,700.
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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	169,931.	
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			01	<468.>	
8 Gain or (loss) from sales of assets other than inventory			18	682,380.	
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.		851,843.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 851,843.

(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).

323621 10-10-13

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

▶ Whitney Stevens | 10/22/14 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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
MARIANNA KOPACH	MKopach	10/16/14		P00961267
Firm's name ▶ BESSEMER TRUST			Firm's EIN ▶ 13-2792165	
Firm's address ▶ 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333			Phone no. 212-708-9100	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE FANWOOD FOUNDATION C/O BESSEMER TRUST	Employer identification number (EIN) or 13-6051922
	Number, street, and room or suite no. If a P.O. box, see instructions. 630 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ BESSEMER TRUST 630 FIFTH AVENUE - NEW YORK, NY 10111

Telephone No. ▶ 212 708-9216 Fax No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______________, and ending ______________.

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

7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 28,236.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 18,236.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 10,000.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUSTEE Date ▶

323842
12-31-13

THE FANWOOD FOUNDATION
SUMMARY OF GRANTS - 2013

EDUCATION:					
The Brearley School	12/20	500			
CAF America	12/20	500			
Cambridge In America	12/20	1,000			
Hillsdale College	12/20	1,000			
Montana State University (Native Am. Studies)	10/15	800			
Phillips Academy	5/01	2,500			
Phillips Academy (Institute for the Recruitment of Teachers)	12/20	7,500			
Princeton University, Class of 1948	5/01	10,000			
Princeton University, Class of 1973	5/01	10,000			
Princeton University Art Museum	12/20	10,000			
* St. Joseph's Indian School	12/20	250			
Teton Science School	4/05	1,200			
			$	45,250	9.0%
HEALTH AND HOSPITAL:					
Hospital for Special Surgery (Hip Service Fund)	12/20	30,000			
Ray & Nell Johnson Scholarship Fund	12/16	2,500			
National Hypertension Association	12/20	500			
Outward Bound	12/16	2,000			
Southampton Hospital Foundation	4/17, 12/20	3,500			
St. Luke's and Roosevelt Hospital Center	4/17, 12/20	12,500			
St. Luke's and Roosevelt Hospital Center (Hepatobiiary-Pancreatic Service)	12/20	2,500			
St. Vincent Healthcare Foundation (Dr. Thomas R. Johnson Scholarship Fund)	12/04	5,000			
St. Vincent Healthcare Foundation (Orthopedic Learning Center)	12/04	2,000			
Scottish Rite Language Clinic	12/04	8,000			
The Wardlaw-Hartridge School	12/16	1,500			
West Point Fund	12/16	2,000			
* Wounded Warrior Project	12/20	1,000			
			$	73,000	14.6%
CIVIC, CULTURAL AND ENVIRONMENTAL:					
ACCION	1/08	800			
AERO	1/08, 7/08	3,900			
ASPCA	2/01	500			
American Civil Liberties Union	1/08, 7/08	800			
American Prairie Foundation	10/15	1,600			
American Rivers	4/05, 10/15	2,000			
American Textile History Museum	12/16	8,000			
Amnesty International	4/05, 10/15	1,000			
Animal Rescue Fund of the Hamptons, Inc.	12/20	500			
Apollo	7/08	800			
Artemis Common Ground	4/04, 12/20	1,900			
Assoc. of Community Employment Programs	12/20	1,000			
Best Friends Animal Society	4/05	1,000			
Blackfeet Indian Land Trust	7/08	800			
Bright Eyes Care & Rehabilitation	1/08	900			
Canadian Parks & Wilderness	1/08, 7/08	3,100			
Canyon Creek Fire Department	4/05	600			

THE FANWOOD FOUNDATION
SUMMARY OF GRANTS - 2013

CIVIC, CULTURAL AND ENVIRONMENTAL:
(Continued)

	Canyonlands Field Institute	1/08	800
	Castle Crown Wilderness Coalition	10/15	2,000
	Center for Conservation Medicine	7/08	1,500
	Central Park Conservancy	12/20	1,000
*	City of Harlowton	12/04	2,000
	City Harvest, Inc.	12/20	300
	Clark Fork Coalition	10/15	1,600
	Coalition for a Secure Driver's License	12/20	300
	Colorado Public Radio	12/20	1,000
	Commentary, Inc.	12/20	500
	Conservation Fund	4/05	1,000
	Cousteau Society	3/04, 4/05 10/15	3,000
	Cultural & Civic Center of Southampton	12/20	1,000
	Defenders of Wildlife	1/08, 7/08	4,000
	Denver Institute for Psychoanalysis	7/17	10,000
	Doctors Without Borders	1/08, 7/08	2,400
	Drug Policy Alliance	12/20	250
	Ducks Unlimited	10/15	600
	Earth Justice Legal Defense Fund	7/08	1,600
	Earth Watch Institute	7/08	800
	Earth Works	4/05	1,500
	Eco-Flight	10/15	1,500
	Eco-Trust	4/05, 10/15	3,600
	Environmental Defense Fund	1/08, 7/08	4,000
	Eutopia Cat Sanctuary	1/16, 10/15	1,000
	Exploration Works	4/05	800
	Fauna West	4/05	800
	FINCA	1/08	800
	Foundation for Animals	1/08	1,200
	Foundation for Conservation Wildlife	4/05, 10/15	2,400
	Gallatin Institute	12/16	500
	Garden City Harvest	1/08	500
	Glacier Institute	1/08, 7/08	1,600
	Glen Canyon Institute	4/05, 10/15	3,200
	Global Links	10/15	800
	God's Love We Deliver	12/20	500
	Grand Street Theatre	1/08	400
	Greater Yellowstone Coalition	4/05, 10/15	4,000
	Solomon R Guggenheim Foundation	12/20	8,500
	Solomon R Guggenheim Museum	12/20	500
	Hacienda de los Milagros	4/05	1,000
	Hawk Watch International	7/08	800
	Headwaters Economics	4/05, 10/15	1,600
	Heart of the Valley Humane Society	4/05, 10/15	1,600
	The Heartland Institute	12/20	500
	Heifer International	4/05	1,000
	Helena Civic TV	10/15	500
	The Heritage Foundation	12/20	1,000

THE FANWOOD FOUNDATION

SUMMARY OF GRANTS - 2013

CIVIC, CULTURAL AND ENVIRONMENTAL:
(Continued)

High Country Foundation	7/08	800
Historic Districts Council	5/01	3,000
Humane Society, Lewis & Clark County	1/08, 7/08	3,000
Humane Society of the United States (Montana)	10/15	2,000
Indian Law Resource Center	1/08, 7/08	4,800
International Center for the Disabled	12/20	7,000
Jefferson Awards for Public Service	12/12	4,000
K B Y U	1/08	800
K U E D	1/08, 7/08	1,000
K U S M	1/08, 7/08	1,000
Keystone Conservation	4/05, 10/15	1,100
LCU Foundation	12/20	500
The Land Institute	4/05, 10/15	2,800
Land Trust Alliance	1/08, 7/08	2,800
Land Trust for the Mississippi Coastal Plain	12/20	1,000
Lighthawk	4/05, 10/15	800
Malabar Farm Foundation	1/08, 7/08	1,600
The Manhattan Institute	12/20	3,500
George C. Marshall Foundation	12/16	300
Metropolitan Museum of Art	6/01	2,000
Montana Audubon Council	7/08	1,500
Montana Environmental Information Center	4/05, 10/15	5,200
Montana Horse Sanctuary	1/08, 7/08	1,600
Montana Human Rights Network	1/08, 7/08	2,000
Montana Land Reliance	4/05, 10/15	4,000
Montana Pro Rodeo Hall and Wall of Fame	12/04	3,000
Montana Raptor Conservation	7/08, 10/15	1,600
Montana Trout Unlimited	4/05, 10/15	2,200
Montana Wilderness Association	4/05, 10/15	3,200
Montana Wildlife Federation	1/08	2,400
The Museum of Modern Art	12/20	1,750
National Center for Appropriate Technology	4/05, 10/15	1,800
Natural Resources Defense Council	4/05, 7/08 10/15	7,800
The Nature Conservancy, Canada	7/08	800
The Nature Conservancy, Montnaa	1/08, 7/08	7,500
The Nature Conservancy, Utah	4/05, 10/15	4,500
New York Foundation for the Arts	5/23, 12/20	35,000
The New York Public Library	12/20	300
North American Wolf Foundation	7/08	400
North Carolina Zoo Association	4/05	2,400
Northern Plains Resource Council	1/08, 7/08	4,000
Ocean Conservancy	1/08, 7/08	3,200
Ogden Nature Center	4/05, 10/15	2,200
* One Montana	7/08	1,500
Orion, the Hunter's Institute	4/05	400
The Owl Institute	7/08	400
Park County Environmental Council	1/08, 7/08	2,300
The Parrish Art Museum	12/20	8,000
Peconic Land Trust	12/20	500

THE FANWOOD FOUNDATION
SUMMARY OF GRANTS - 2013

CIVIC, CULTURAL AND ENVIRONMENTAL:
(Continued)

Peconic Land Trust (Lake Agawam Project)	12/20	2,500		
Prickly Pear Land Trust	1/08, 7/08	1,600		
Raptor View	10/15	400		
Red Butte Gardens	10/15	1,000		
Rocky Mountain Institute	4/05, 10/15	3,000		
Rogers Memorial Library	12/20	250		
Rural Landscape Institute	1/08	3,200		
Save the Cedars	4/05, 10/15	800		
* The Save Foundation	7/08	800		
Selkirk Priest Caribou Project	7/08	800		
Sonoran Institute	4/05, 10/15	3,200		
Southampton Center of the Arts	5/23, 12/20	30,000		
Southampton Fresh Air Home	3/07	1,500		
Southampton Garden Club	12/20	1,500		
Southampton Village Volunteer Ambulance	12/20	250		
Southampton Village Police Benevolent Assoc.	12/20	250		
Southampton Volunteer Firemens Benevolent Assoc.	12/20	250		
Southampton Youth Services	12/20	500		
Southern Utah Land Trust Alliance	7/08	2,000		
Southern Utah Wilderness Association	1/08	2,400		
Stegner Center	4/05	1,000		
Sustainable Obtainable Solutions	1/08	800		
Sweet Grass Museum Society	'12/16	250		
The Threepenny Review	12/20	500		
Triform Camphill Community	12/20	1,000		
Trumpeter Swan Society	10/15	1,000		
Trust for Public Land	1/08, 7/08	1,500		
Turquoise Mountain Foundtion	1/08	500		
Two Dot Community Club	12/04	2,000		
Union of Concerned Scientists	1/08, 7/08	2,000		
Valhalla Foundation	4/05, 10/15	2,000		
Village Improvement Assoc. of Southampton	12/20	250		
Vital Ground	1/08	1,000		
Western Substainability Exchange	4/05, 10/15	5,000		
Western Resources Advocates	4/05, 10/15	1,800		
Whitney Museum of American Art	11/26	2,500		
Wilderness Society	1/08, 7/08	3,200		
Wildlands Network	7/08	1,000		
Wildlife Conservation Society	1/08, 7/08	3,200		
Wildlife Rescue Center of the Hamptons, Inc.	12/20	1,500		
Wind River Bear Institute	1/08	1,200		
Wolf Haven	7/08	400		
World Center for Birds of Prey	4/05, 10/15	2,400		
World Wildlife Fund	4/05	1,000		
Wyoming Stockgrowers Land Trust	4/05, 10/15	3,000		
YMCA, Plainfield	9/16, 12/20	10,000		
Yellowstone Art Museum	12/20	2,500		
Yellowstone to Yukon Conservation Initiative	2/08, 10/15	4,000		
			$ 378,900	75.5%

THE FANWOOD FOUNDATION

SUMMARY OF GRANTS - 2013

RELIGION:					
Church of the Holy Trinity	12/20	1,000			
Crescent Avenue Presbyterian Church	12/16	2,000			
Ebenezer Baptist Church	12/20	300			
Melville Lutheran Church	12/16	250			
St. Andrew's Dune Church	12/20	1,000			
			$	4,550	0.9%
TOTAL 2013 GRANTS & CONTRIBUTIONS:			**$**	**501,700**	**100%**

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	90,554.	39,259.	51,295.	51,295.	
DLJ EUROPEAN PRIVATE EQUITY PARTNERS LP	964.	0.	964.	964.	
HASTINGS EQUITY FUND LL	14,839.	0.	14,839.	14,839.	
JP MORGAN CHASE	216,311.	115,682.	100,629.	100,629.	
JPM-CHASE	3.	0.	3.	3.	
OLD WESTBURY PRIVATE EQUITY FUND 2001 LLC	2,189.	0.	2,189.	2,189.	
SMITH BARNEY	12.	0.	12.	12.	
TO PART I, LINE 4	324,872.	154,941.	169,931.	169,931.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DLJ EUROPEAN PRIVATE EQUITY PARTNERS LP	<410.>	<410.>	
OLD WESTBURY PRIVATE EQUITY FUND 2001 LLC	<58.>	<58.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<468.>	<468.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE (VICTOR E.D. KING)	1,440.	0.		1,440.
TO FM 990-PF, PG 1, LN 16A	1,440.	0.		1,440.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16B	6,000.	0.		6,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,321.	3,558.		1,763.
JP MORGAN CHASE	38,428.	25,618.		12,810.
PARTNERSHIP EXPENSES	14,783.	14,783.		0.
TO FORM 990-PF, PG 1, LN 16C	58,532.	43,959.		14,573.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,818.	3,399.		0.
2012 EXCISE TAX	100.	0.		0.
2013 ESTIMATED EXCISE TAX	12,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,918.	3,399.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	64,000.	0.		64,000.
OFFICE EXP	162.	0.		162.
SMITH BARNEY ACCOUNT FEE	95.	0.		95.
TO FORM 990-PF, PG 1, LN 23	64,257.	0.		64,257.

FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION/DEPRECIATION	77,677.
2012 REINV DIV	24,458.
TOTAL TO FORM 990-PF, PART III, LINE 3	102,135.

FORM 990-PF | CORPORATE STOCK | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED BT	2,046,643.	2,575,241.
SEE SCHEDULE ATTACHED JPM	4,159,036.	5,362,612.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,205,679.	7,937,853.

FORM 990-PF | CORPORATE BONDS | STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED JPM	812,624.	802,512.
SEE SCHEDULE ATTACHED BT	350,000.	334,185.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,162,624.	1,136,697.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED JPM	COST	1,455,912.	1,578,703.
DLJ EUROPEAN PRIVATE EQUITITES PARTNERS L.P.	COST	72,198.	72,198.
OWP EQUITY FUND 2001 LLC SERIES A	COST	254,981.	254,981.
HASTINGS EQUITY FUND II L.P.	COST	264,263.	264,263.
SEE SCHEDULE ATTACHED BT	COST	500,000.	768,255.
STONE PANELS INC	COST	90,758.	90,758.
HASTINGS EQUITY FUND III	COST	49,575.	49,575.
OFFSHORE FUNDS	COST	0.	507,048.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,687,687.	3,585,781.

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THE FANWOOD FOUNDATION IMA

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999996	NET CASH		0 000	$0.00	$0	$0 000	$0	0.0%	$0	$0	
Total CASH					**$0**		**$0**	**0.0%**	**$0**	**$0**	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		68,879 830	$1 00	$68,879	$1 000	$68,879	45 6%	$0	$6	0 01%
			82,306 240	$1.00	$82,306	$1 000	$82,306	54 4%	$0	$8	0 01%
Total CASH EQUIVALENTS					**$151,185**		**$151,185**	**100.0%**	**$0**	**$14**	**0.01%**
Total CASH AND SHORT TERM					**$151,185**		**$151,185**	**100.0%**	**$0**	**$14**	**0.01%**
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	29,838 022	$11 73	$350,000	$11 200	$334,185	100 0%	($15,814)	$6,922	2 07%
Total BOND FUNDS					**$350,000**		**$334,185**	**100.0%**	**($15,814)**	**$6,922**	**2.07%**
Total FIXED INCOME					**$350,000**		**$334,185**	**100.0%**	**($15,814)**	**$6,922**	**2.07%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
806047	APPLE INC	037833100	25 000	$482 04	$12,051	$561 000	$14,025	5 3%	$1,974	$305	2 17%
842450	INTERNATIONAL BUS MACHINES	459200101	50 000	$191.78	$9,589	$187 560	$9,378	3.5%	($210)	$190	2 03%
867793	QUALCOMM INC	747525103	155 000	$63 83	$9,894	$74.245	$11,508	4 3%	$1,614	$217	1 89%
902312	ACCENTURE PLC CL A	G1151C101	70 000	$57.64	$4,035	$82.214	$5,755	2 2%	$1,719	$130	2.26%
904587	AVAGO TECHNOLOGIES	Y0486S104	200 000	$35 25	$7,050	$52 875	$10,575	4 0%	$3,524	$200	1 89%
Total INFORMATION TECHNOLOGY					**$42,619**		**$51,241**	**19.2%**	**$8,621**	**$1,042**	**2.03%**
INDUSTRIALS											
822050	CUMMINS INC	231021106	30 000	$128.80	$3,864	$140.967	$4,229	1 6%	$364	$75	1 77%

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LARGE CAP CORE - U.S.

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
INDUSTRIALS											
841546	ILLINOIS TOOL WORKS INC	452308109	120 000	$68.07	$8,168	$84 075	$10,089	3 8%	$1,921	$201	1 99%
882670	UNION PACIFIC CORP	907818108	60 000	$158 63	$9,518	$168 000	$10,080	3 8%	$561	$189	1 88%
904606	NIELSEN HOLDINGS BV	N63218106	130 000	$33.05	$4,296	$45 885	$5,965	2 2%	$1,669	$104	1 74%
Total INDUSTRIALS					**$25,846**		**$30,363**	**11.4%**	**$4,515**	**$569**	**2.01%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	130.000	$37.95	$4,934	$31 846	$4,140	1 6%	($794)	$280	6 76%
Total TELECOM SERVICES					**$4,934**		**$4,140**	**1.6%**	**($794)**	**$280**	**3.81%**
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	135 000	$44.08	$5,951	$68 585	$9,259	3 5%	$3,307	$121	1 31%
854800	MYLAN INC	628530107	300 000	$41.55	$12,466	$43 400	$13,020	4 9%	$553	$0	0.00%
864075	PFIZER INC	717081103	400 000	$29 69	$11,875	$30 630	$12,252	4 6%	$376	$416	3 40%
880100	THERMO FISHER SCIENTIFIC	883556102	110 000	$58 62	$6,448	$111 345	$12,248	4 6%	$5,799	$66	0 54%
888967	ZIMMER HLDGS INC	98956P102	155 000	$65 08	$10,088	$93 187	$14,444	5 4%	$4,356	$124	0 86%
Total HEALTH CARE					**$46,828**		**$61,223**	**23.0%**	**$14,391**	**$727**	**1.36%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	125 000	$40.98	$5,123	$51 048	$6,381	2 4%	$1,257	$50	0 78%
817156	CITIGROUP INC	172967424	140.000	$31.15	$4,361	$52.107	$7,295	2 7%	$2,933	$5	0 07%
844581	KEYCORP NEW	493267108	275 000	$12.67	$3,483	$13 418	$3,690	1 4%	$206	$60	1 63%
854169	MORGAN STANLEY GRP INC	617446448	125 000	$29.26	$3,657	$31.360	$3,920	1 5%	$262	$25	0 64%
986524	ACE LIMITED	H0023R105	105.000	$56.38	$5,920	$103 524	$10,870	4 1%	$4,949	$264	2 43%
Total FINANCIALS					**$22,544**		**$32,156**	**12.1%**	**$9,607**	**$404**	**2.42%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	125.000	$40.53	$5,066	$71.568	$8,946	3 4%	$3,880	$137	1.53%
846942	LORILLARD INC COM	544147101	100 000	$44.93	$4,493	$50 680	$5,068	1.9%	$574	$220	4 34%

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THE FANWOOD FOUNDATION IMA											
LARGE CAP CORE - U.S.											
CONSUMER STAPLES											
886461	WALGREEN CO	931422109	105 000	$36.32	$3,814	$57 438	$6,031	2 3%	$2,216	$132	2 19%
Total CONSUMER STAPLES					**$13,373**		**$20,045**	**7.5%**	**$6,670**	**$489**	**3.19%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	170 000	$43 69	$7,427	$60 318	$10,254	3 8%	$2,827	$0	0 00%
846206	L BRANDS INC	501797104	125 000	$56 90	$7,113	$61 848	$7,731	2 9%	$617	$150	1 94%
848064	MACY'S INC	55616P104	210 000	$35 55	$7,465	$53 400	$11,214	4 2%	$3,748	$210	1 87%
878468	TARGET CORP	87612E106	120 000	$56.94	$6,833	$63 267	$7,592	2 8%	$759	$206	2.71%
885274	VIACOM INC CL B NEW	92553P201	70 000	$62 73	$4,391	$87.329	$6,113	2 3%	$1,722	$84	1 37%
Total CONSUMER DISCRETIONARY					**$33,229**		**$42,904**	**16.1%**	**$9,673**	**$650**	**1.39%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	100.000	$54 63	$5,463	$70 650	$7,065	2 7%	$1,601	$276	3 91%
848843	MARATHON OIL CORP	565849106	130 000	$29.21	$3,797	$35 300	$4,589	1.7%	$791	$98	2.14%
Total ENERGY					**$9,260**		**$11,654**	**4.4%**	**$2,392**	**$374**	**3.96%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	300 000	$40 39	$12,118	$42.260	$12,678	4 8%	$559	$336	2 65%
Total UTILITIES					**$12,118**		**$12,678**	**4.8%**	**$559**	**$336**	**2.37%**
Total LARGE CAP CORE - U.S.					**$210,751**		**$266,404**	**100.0%**	**$55,634**	**$4,871**	**1.83%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
906474	WEIR GROUP PLC ADR	94876Q106	500 000	$17.63	$8,816	$17.656	$8,828	4.1%	$11	$142	1 61%
927371	ITOCHU CORP ADR	465717106	465.000	$21.77	$10,125	$24.716	$11,493	5 3%	$1,368	$310	2.70%
Total INDUSTRIALS					**$18,941**		**$20,321**	**9.4%**	**$1,379**	**$452**	**2.01%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	190.000	$56.61	$10,755	$50 568	$9,608	4 5%	($1,147)	$187	1 95%

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Report run on Oct 9, 2014 by KOPACH
Version 10 1 1 5

Bessemer Trust

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	THE FANWOOD FOUNDATION IMA										
LARGE CAP CORE - NON U.S.											
TELECOM SERVICES											
904018	KDDI CORP ADR	48667L106	540 000	$8 64	$4,663	$15 389	$8,310	3 9%	$3,646	$173	2 08%
905147	TIM PARTICIPACOES SA ADR	88706P205	220 000	$22.80	$5,015	$26.236	$5,772	2 7%	$757	$146	2 53%
905422	TELE2 AB ADR	87952P307	1,505 000	$7.11	$10,698	$5 670	$8,534	4 0%	($2,163)	$598	7 01%
Total TELECOM SERVICES					**$31,131**		**$32,224**	**15.0%**	**$1,093**	**$1,104**	**3.81%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	200 000	$37 86	$7,572	$53 630	$10,726	5 0%	$3,153	$251	2 34%
Total HEALTH CARE					**$7,572**		**$10,726**	**5.0%**	**$3,153**	**$251**	**1.36%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	500.000	$13 13	$6,563	$22 068	$11,034	5 1%	$4,470	$310	2 81%
904004	CHINA CONSTRUCTION ADR	168919108	575 000	$15 21	$8,746	$15 089	$8,676	4 0%	($69)	$420	4 84%
906108	WHARF HOLDINGS ADR	962257408	200 000	$10.68	$2,137	$15 295	$3,059	1 4%	$922	$79	2 58%
906631	RSA INS GRP INC SPON ADR	74971A206	1,150 000	$9.33	$10,727	$7 569	$8,704	4 0%	($2,022)	$497	5 71%
906659	SKANDINAVISKA ENSKILD ADR	830505202	300.000	$11.68	$3,504	$13.170	$3,951	1 8%	$446	$0	0 00%
914068	ALLIANZ AKTIENGES ADR	018805101	225 000	$10.80	$2,431	$17 960	$4,041	1 9%	$1,610	$97	2 40%
915065	BNP PARIBAS SPON ADR	05565A202	275.000	$26 45	$7,274	$39 029	$10,733	5 0%	$3,459	$186	1 73%
Total FINANCIALS					**$41,382**		**$50,198**	**23.3%**	**$8,816**	**$1,589**	**2.42%**
CONSUMER STAPLES											
913104	SVENSKA CL AKTIBLGT ADR	869587402	300.000	$25 86	$7,758	$30 827	$9,248	4.3%	$1,490	$168	1 82%
926008	IMPERIAL TOBACCO LT ADR	453142101	130 000	$73.47	$9,551	$77.446	$10,068	4.7%	$516	$478	4 75%
929992	J SAINSBURY SPN ADR NEW	466249208	450 000	$23.13	$10,410	$24 180	$10,881	5 1%	$471	$467	4 29%
Total CONSUMER STAPLES					**$27,719**		**$30,197**	**14.0%**	**$2,477**	**$1,113**	**3.19%**
MATERIALS											
906497	SUMITOMO METAL MIN CO LTD	86563T104	575 000	$14.34	$8,246	$13 101	$7,533	3 5%	($713)	$78	1 04%
Total MATERIALS					**$8,246**		**$7,533**	**3.5%**	**($713)**	**$78**	**1.04%**
CONSUMER DISCRETIONARY											

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	THE FANWOOD FOUNDATION IMA										
LARGE CAP CORE - NON U.S.											
CONSUMER DISCRETIONARY											
901588	VOLKSWAGEN AG ADR	928662402	140 000	$38.11	$5,336	$56 257	$7,876	3 7%	$2,540	$95	1 21%
904957	SWATCH GROUP AG UNSPON ADR	870123106	150.000	$31.43	$4,715	$33.140	$4,971	2 3%	$256	$31	0 62%
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	135 000	$38 68	$5,222	$33 904	$4,577	2 1%	($644)	$126	2 75%
906092	NIKON CORP PLC UNSPON-ADR	654111202	305.000	$27 14	$8,277	$19.111	$5,829	2 7%	($2,447)	$49	0.84%
968661	BRIDGESTONE CORP ADR	108441205	400 000	$17.78	$7,113	$18.932	$7,573	3 5%	$460	$72	0 95%
Total CONSUMER DISCRETIONARY					**$30,663**		**$30,826**	**14.3%**	**$165**	**$373**	**1.39%**
ENERGY											
915019	ENI S P.A ADR	26874R108	130 000	$43.32	$5,631	$48 485	$6,303	2 9%	$671	$300	4 76%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	122 000	$83 64	$10,204	$82 164	$10,024	4 7%	($179)	$398	3 97%
959209	TOTAL SA ADR	89151E109	185 000	$52.11	$9,640	$61.265	$11,334	5 3%	$1,694	$485	4.28%
Total ENERGY					**$25,475**		**$27,661**	**12.8%**	**$2,186**	**$1,183**	**3.96%**
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	290 000	$19.61	$5,688	$19.714	$5,717	2 7%	$28	$100	1 75%
Total UTILITIES					**$5,688**		**$5,717**	**2.7%**	**$28**	**$100**	**2.37%**
Total LARGE CAP CORE - NON U.S.					**$196,817**		**$215,403**	**100.0%**	**$18,584**	**$6,243**	**2.90%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	71,170.595	$10 07	$716,426	$12.470	$887,497	100 0%	$171,070	$5,907	0 67%
Total LARGE CAP STRATEGIES FUNDS					**$716,426**		**$887,497**	**100.0%**	**$171,070**	**$5,907**	**0.67%**
Total LARGE CAP STRATEGIES					**$716,426**		**$887,497**	**100.0%**	**$171,070**	**$5,907**	**0.67%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	34,309 921	$10 49	$359,815	$17 180	$589,444	100 0%	$229,629	$4,563	0.77%
Total SMALL & MID CAP FUNDS					**$359,815**		**$589,444**	**100.0%**	**$229,629**	**$4,563**	**0.77%**

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THE FANWOOD FOUNDATION IMA

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SMALL & MID CAP											
Total SMALL & MID CAP					**$359,815**		**$589,444**	**100.0%**	**$229,629**	**$4,563**	**0.77%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	59,057 362	$6.51	$384,229	$7 900	$466,553	100 0%	$82,323	$15,886	3 40%
Total STRATEGIC OPPORTUNITIES FUNDS					**$384,229**		**$466,553**	**100.0%**	**$82,323**	**$15,886**	**3.40%**
Total STRATEGIC OPPORTUNITIES					**$384,229**		**$466,553**	**100.0%**	**$82,323**	**$15,886**	**3.40%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	18,021.721	$9 91	$178,605	$8 320	$149,940	100 0%	($28,665)	$414	0 28%
Total REAL RETURN FUNDS					**$178,605**		**$149,940**	**100.0%**	**($28,665)**	**$414**	**0.28%**
Total REAL RETURN/COMMODITIES					**$178,605**		**$149,940**	**100.0%**	**($28,665)**	**$414**	**0.28%**
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY FUNDS											
Total PRIVATE EQUITY FUNDS											
HEDGE FUNDS											
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	158.481	$1,577.48	$250,000	$2,479 546	$392,961	38 9%	$142,961	$0	0 00%
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	204 975	$1,219 66	$250,000	$1,830 926	$375,294	37 2%	$125,294	$0	0 00%
Total HEDGE FUNDS					**$500,000**		**$768,255**	**76.1%**	**$268,255**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					$500,000		$ 768,255	**100.0%**	**$107,465**	**$0**	**0.00%**
Total					$3,847,328		$3,923,866		**$620,226**	**$44,820**	**1.10%**

Note. P indicates position adjusted for Pending Trade Activity.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	103.53	95.000	9,835.35	5,122.43	4,712.92	239.40	2.43%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	59.88	82.000	4,910.08	2,904.77	2,005.31		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	132.88	40.000	5,315.36	4,196.39	1,118.97		
ALLERGAN INC 018490-10-2 AGN	111.08	37.000	4,109.96	3,196.45	913.51	7.40	0.18%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	262.93	14.000	3,681.02	2,473.51	1,207.51		
AMAZON COM INC 023135-10-6 AMZN	398.79	14.000	5,583.06	1,167.27	4,415.79		
ANADARKO PETROLEUM CORP 032511-10-7 APC	79.32	66.000	5,235.12	4,674.91	560.21	47.52	0.91%
APACHE CORP 037411-10-5 APA	85.94	51.000	4,382.94	4,020.53	362.41	40.80	0.93%
APPLE INC. 037833-10-0 AAPL	561.02	37.000	20,757.74	4,522.50	16,235.24	451.40	2.17%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	43 40	117.000	5,077.80	3,821.66	1,256.14	112.32	2.21%
AUTOZONE INC 053332-10-2 AZO	477.94	11.000	5,257.34	3,492.79	1,764.55		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	52.88	220.000	11,633.38	7,538.09	4,095.29	220.00	1.89%
BANK OF AMERICA CORP 060505-10-4 BAC	15.57	889.000	13,841.73	8,856.99	4,984.74	35.56	0.26%
BARC BREN SPX 01/15/14 10%BUFFER-1.5 XLEV- 6 8%CAP 10.2%MAXRTRN INITIAL LEVEL-12/28/12 SPX: 1,402.43 06741T-MD-6	110.19	70,000.000	77,133.00	70,000.00	7,133.00		
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21.40	20,621.543	441,301.02	347,473.00	93,828.02		
BIOGEN IDEC INC 09062X-10-3 BIIB	279.57	28.000	7,828.02	1,420.67	6,407.35		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53.15	248.000	13,181.20	10,154.65	3,026.55	357.12 89.28	2.71%
CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	76.61	79.000	6,052.19	4,262.77	1,789.42	94.80	1.57%
CBS CORP CLASS B W/I 124857-20-2 CBS	63.74	83.000	5,290.42	4,377.42	913.00	39.84 9.96	0.75%
CELGENE CORPORATION 151020-10-4 CELG	168.97	47.000	7,941.50	2,081.14	5,860.36		
CERNER CORP 156782-10-4 CERN	55.74	68.000	3,790.32	2,978.20	812.12		
CHENIERE ENERGY INC 16411R-20-8 LNG	43.12	68.000	2,932.16	1,067.09	1,865.07		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
CISCO SYSTEMS INC 17275R-10-2 CSCO	22 43	430.000	9,644.90	5,545.41	4,099 49	292.40	3.03%
CITIGROUP INC NEW 172967-42-4 C	52.11	242.000	12,610.62	8,273.82	4,336.80	9.68	0.08%
COCA-COLA CO 191216-10-0 KO	41.31	137.000	5,659.47	5,455.00	204.47	153.44	2.71%
COMCAST CORP CL A 20030N-10-1 CMCS A	51.97	261.000	13,562.87	5,770.54	7,792.33	203.58 50.90	1.50%
COSTCO WHOLESALE CORP 22160K-10-5 COST	119.02	27.000	3,213.54	3,279.16	(65 62)	33.48	1.04%
CSX CORP 126408-10-3 CSX	28.77	206.000	5,926.62	4,461.54	1,465 08	123.60	2.09%
CVS CAREMARK CORPORATION 126650-10-0 CVS	71.57	53.000	3,793.21	2,995.93	797.28	58.30	1.54%
DISH NETWORK CORP CL A 25470M-10-9 DISH	57.92	95.000	5,502.40	3,548 72	1,953 68		
DOW CHEMICAL CO 260543-10-3 DOW	44.40	147.000	6,526.80	4,496.99	2,029 81	188.16 47.04	2.88%
P EATON CORP PLC G29183-10-3 ETN	76.12	47.000	3,577.64	3,501.84	75.80	78.96	2.21%
EBAY INC 278642-10-3 EBAY	54.87	150.000	8,229.75	8,169.72	60.03		
EMERSON ELECTRIC CO 291011-10-4 EMR	70.18	79.000	5,544.22	3,836.06	1,708.16	135.88	2.45%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
EOG RESOURCES INC 26875P-10-1 EOG	167.84	13.000	2,181.92	795.72	1,386.20	9.75	0 45%
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	117.000	11,840.40	3,545.90	8,294 50	294 84	2.49%
FLUOR CORP 343412-10-2 FLR	80.29	149.000	11,963.21	8,376.51	3,586.70	95.36 23.84	0.80%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37.74	221.000	8,340.54	7,420.90	919 64	276.25	3 31%
GENERAL MILLS INC 370334-10-4 GIS	49.91	92.000	4,591.72	2,765.42	1,826.30	139 84	3.05%
GENERAL MOTORS CO 37045V-10-0 GM	40.87	257.000	10,503.59	7,417.80	3,085.79		
GOOGLE INC CL A 38259P-50-8 GOOG	1,120.71	17.000	19,052.07	11,561.94	7,490.13		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36.23	120.000	4,347.60	3,623.05	724.55	72 00 18.00	1.66%
HOME DEPOT INC 437076-10-2 HD	82.34	128.000	10,539.52	5,814.26	4,725.26	199.68	1.89%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91.37	165.000	15,076.05	8,987.81	6,088.24	297.00	1.97%
HSBC BREN SPX 02/12/14 10%BUFFER-1.5 XLEV- 5.6%CAP 8 4%MAXRTRN INITIAL LEVEL-01/25/13 SPX:1502.96 40432X-AB-7	107.04	70,000.000	74,928.00	70,000.00	4,928.00		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
HUMANA INC 444859-10-2 HUM	103.22	50.000	5,161.00	3,584.41	1,576.59	54.00 13.50	1.05%
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	224.92	31.000	6,972.52	5,001.66	1,970.86	80.60	1.16%
INVESCO LTD G491BT-10-8 IVZ	36.40	57.000	2,074.80	1,017.77	1,057.03	51 30	2.47%
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	246.000	22,531.14	19,096.61	3,434.53	649.44	2.88%
JOHNSON CONTROLS INC 478366-10-7 JCI	51.30	122.000	6,258.60	1,495.26	4,763.34	107.36 26.84	1.72%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31.78	9,283.877	295,041.61	209,444.26	85,597.35		
JPM REN SPX 09/04/14 2 XLEV- 7.85% CAP- 15.70%MAXPYMT INITIAL LEVEL-08/16/13 SPX:1655.83 48126N-NM-5	108.72	95,000.000	103,284.00	95,000.00	8,284.00		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.74	13,235.762	367,160.04	191,273.22	175,886.82	1,522.11	0.41%
KLA-TENCOR CORP 482480-10-0 KLAC	64.46	33.000	2,127.18	2,020.70	106.48	59.40	2.79%
LAM RESEARCH CORP 512807-10-8 LRCX	54.45	93.000	5,063.85	3,921.66	1,142.19		
LOWES COMPANIES INC 548661-10-7 LOW	49.55	210.000	10,405.50	4,170.60	6,234.90	151.20	1.45%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
MARATHON OIL CORP 565849-10-6 MRO	35.30	123.000	4,341.90	4,447.89	(105.99)	93.48	2.15%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91.73	23.000	2,109.79	2,002.94	106.85	38.64	1 83%
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	48.36	76.000	3,675.36	3,327.26	348.10	76.00	2.07%
MASCO CORP 574599-10-6 MAS	22.77	306.000	6,967.62	4,613.15	2,354.47	91.80	1.32%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	835.46	13.000	10,860.98	3,614.98	7,246.00	57.20	0 53%
MCKESSON CORP 58155Q-10-3 MCK	161.40	31.000	5,003.40	5,007.80	(4.40)	29.76 7.44	0.59%
MERCK AND CO INC 58933Y-10-5 MRK	50.05	95.000	4,754.75	2,516.99	2,237.76	167.20 41.80	3.52%
METLIFE INC 59156R-10-8 MET	53.92	220.000	11,862.40	6,401.88	5,460.52	242.00	2.04%
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	242.59	14.000	3,396.26	2,930.00	466.26		
MICROSOFT CORP 594918-10-4 MSFT	37.41	514.000	19,228.74	12,054.89	7,173.85	575.68	2.99%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35.30	153.000	5,400.90	3,415.23	1,985.67	85.68 21.42	1.59%
MONSANTO CO 61166W-10-1 MON	116.55	60.000	6,993.00	6,475.67	517.33	103.20	1.48%
MORGAN STANLEY 617446-44-8 MS	31.36	284.000	8,906.24	6,263.92	2,642.32	56.80	0.64%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
NEXTERA ENERGY INC 65339F-10-1 NEE	85.62	71.000	6,079.02	5,600.97	478 05	187.44	3.08%
NISOURCE INC 65473P-10-5 NI	32.88	120.000	3,945.60	3,398.47	547.13	120.00	3.04%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95.10	91.000	8,654.10	4,683.61	3,970 49	232.96 68 48	2.69%
ORACLE CORP 68389X-10-5 ORCL	38.26	270.000	10,330.20	6,044.46	4,285.74	129 60	1.25%
PACCAR INC 693718-10-8 PCAR	59.17	148.000	8,757.16	4,701.95	4,055.21	118.40 133.20	1.35%
PENTAIR LTD SHS H6169Q-10-8 PNR	77.67	50.000	3,883.50	1,991.35	1,892 15	50.00	1.29%
PEPSICO INC 713448-10-8 PEP	82.94	73.000	6,054.62	5,369.72	684.90	165.71 41.43	2.74%
PERRIGO CO LTD G97822-10-3 PRGO	153.46	38.000	5,831.48	5,783.79	47.69		
PHILLIPS 66 718546-10-4 PSX	77.13	114.000	8,792.82	6,161.49	2,631.33	177.84	2.02%
PRICELINE.COM INC 741503-40-3 PCLN	1,162.40	4.000	4,649.60	2,794.39	1,855.21		
PROCTER & GAMBLE CO 742718-10-9 PG	81.41	109.000	8,873.69	1,859.59	7,014.10	262.25	2.96%
QEP RESOURCES INC 74733V-10-0 QEP	30.65	110.000	3,371.50	3,578.01	(206 51)	8.80	0.26%
QUALCOMM INC 747525-10-3 QCOM	74.25	144.000	10,692.00	6,650.40	4,041.60	201.60	1.89%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
SCHLUMBERGER LTD 806857-10-8 SLB	90.11	181.000	16,309.91	14,950.23	1,359.68	226.25 41.25	1.39%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	1,592.000	294,026.48	217,195.17	76,831.31	5,334.79	1.81%
STATE STREET CORP 857477-10-3 STT	73.39	77.000	5,651.03	4,559.75	1,091.28	80.08 20.02	1.42%
TIME WARNER INC NEW 887317-30-3 TWX	69.72	273.000	19,033.56	5,600.95	13,432.61	313.95	1.65%
TIME WARNER CABLE INC 88732J-20-7 TWC	135.50	27.000	3,658.50	3,062.50	596.00	70.20	1.92%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75.30	150.000	11,295.00	7,050.88	4,244.12	168.00	1.49%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	167.000	19,004.60	7,360.94	11,643.66	394.12	2.07%
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	37.83	87.000	3,291.21	3,350.19	(58.98)		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49.14	104.000	5,110.56	2,969.74	2,140.82	220.48	4.31%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	74.30	32.000	2,377.60	1,003.57	1,374.03		
WALT DISNEY CO 254687-10-6 DIS	76.40	87.000	6,646.80	5,784 40	862.40	74 82 74 82	1.13%
WELLS FARGO & CO 949746-10-1 WFC	45.40	388.000	17,615.20	7,512.48	10,102.72	465.60	2.64%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38.57	144.000	5,554.08	4,320.20	1,233.88	218.88	3.94%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
YUM BRANDS INC 988498-10-1 YUM	75.61	106.000	8,014.66	3,608.44	4,406.22	156.88	1.96%
Total US Large Cap Equity			**$2,349,313.43**	**$1,635,493.66**	**$713,819.77**	**$17,979.86** **$729.22**	**0.76%**
US Mid Cap Equity							
JPM MID CAP GROWTH FD - SEL FUND 3120 4812C1-71-0 HLGE X	27.95	9,928.454	277,500.29	195,919.14	81,581.15		
TIMESSQUARE MID CAP GROW-PRM 561709-83-3 TMDP X	18.23	19,053.455	347,344.48	198,399.07	148,945.41		
Total US Mid Cap Equity			**$624,844.77**	**$394,318.21**	**$230,526.56**	**$0.00**	**0.00%**
EAFE Equity							
BNP BREN MXEA 3/12/14 1 5XLEV- 7.35%CAP- 11.025%MAXPYMT 10%BUFFER INITIAL LEVEL-02/22/13 MXEA.1650.26 05574L-FV-5	109.69	75,000.000	82,267.66	75,000.00	7,267.66		
DB BREN MXEA 04/09/14 10%BUFFER-1.5XLEV- 7.1%CAP 10.65%MAXRTRN INITIAL LEVEL-03/22/13:MXEA:1686.72 25152R-CD-3	109.06	75,000.000	81,795.75	75,000.00	6,795.75		

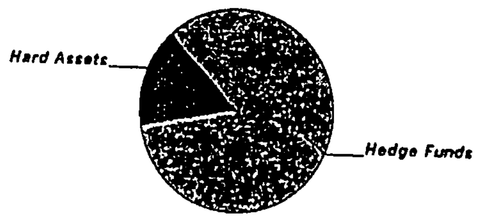
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43.04	12,527.452	539,181.53	487,883.58	51,297.95	8,706.57	1.61%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	1,252.000	84,002.94	76,237.28	7,765.66	2,132.15	2.54%
JPM BREN MXEA 05/07/14 10%BUFFER-1.5 XLEV- 7.1%CAP 10.65%MAXRTRN INITIAL LEVEL-04/19/13 MXEA:1671.230 48126D-Y7-8	108.45	75,000.000	81,337.50	75,000.00	6,337.50		
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	9.05	26,816.035	242,685.12	191,408.93	51,276.19	2,762.05	1.14%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26.32	11,096.557	292,061.38	278,412.60	13,648.78	4,838.09	1.66%
Total EAFE Equity			**$1,403,331.88**	**$1,258,942.39**	**$144,389.49**	**$18,438.86**	**1.31%**
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13.51	10,689.065	144,409.27	130,208.10	14,201.17	1,870.58	1.30%
JPM REN MXASJ 04/02/14 2 XLEV- 8.74%CAP- 17.48%MAXPYMT INITIAL LEVEL-03/15/13 MXASJ:544.34 48126D-C9-8	103.56	75,000.000	77,670.00	75,000.00	2,670.00		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
Asia ex-Japan Equity							
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.01	10,976.887	175,739.96	142,957.52	32,782.44	1,646.53	0.94%
Total Asia ex-Japan Equity			$397,819.23	$348,165.62	$49,653.61	$3,517.11	0.89%
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	5,189.222	84,428.64	75,555.07	8,873.57	799.14	0.95%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	4,002.505	85,013.21	73,764.29	11,248.92	424.26	0.50%
Total Emerging Market Equity			$169,441.85	$149,319.36	$20,122.49	$1,223.40	0.72%
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	23,402.217	417,261.53	372,797.31	44,464.22	4,329.41	1.04%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,278,025.15	1,293,204.76	15,179.61	16%
Hard Assets	283,284.89	285,497.84	2,212.95	3%
Total Value	**$1,561,310.04**	**$1,578,702.60**	**$17,392.56**	**19%**

Asset Categories



Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 19 %

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - AUTOMATIC REINVESTMENT N/O Client HFGAPB-WF-1	17.10 11/29/13	75,622.790	1,293,204.76	1,174,457.92

Hard Assets

	Price	Quantity	Estimated Value	Cost	Est. Annual Income / Accrued Income
BARC BEN BRENT 09/29/14 LNKD TO CO1 85% BARRIER- 5.47%CPN 15%CAP INITIAL LEVEL-09/13/13 :112.63 06741T-K8-9	101.65	40,000.000	40,660.00	40,000.00	
JPM ENHANCED BETA DAILY RETURN NOTE LNKD TO JBACDJST MATURITY DATE 11/27/18 DD 11/22/13 48126N-TE-7	101.89	85,000.000	86,606.50	85,000.00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10.67	11,510.285	122,814.74	128,454.78	391.34
SPDR GOLD TRUST 78463V-10-7 GLD	116.12	305.000	35,416.60	27,999.00	
Total Hard Assets			**$285,497.84**	**$281,453.78**	**$391.34**

Note: O - Bonds purchased at a discount show accretion.
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR	1.00	441,045.35	441,045.35	441,045.35		132.31 8.23	0.03% [1]
COST OF PENDING PURCHASES	1.00	(611.22)	(611.22)	(611.22)			
Total Cash			$440,434.13	$440,434.13	$0.00	$132.31 $8.23	0.03%
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.78	19,574.11	211,008.91	219,904.53	(8,895.62)	10,902.77	5.17%
EATON VANCE FLOATING RATE-I 277911-49-1	9.19	7,900.45	72,605.09	69,026.29	3,578 80	2,836.25	3.91%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	12,217.48	145,265.79	138,000.64	7,265.15	3,775.20 329.87	2.60%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.47	8,623.36	98,909.96	100,031.00	(1,121.04)	2,716.35 275 95	2.75%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.98	9,052 41	72,238.24	73,041.22	(802 98)	4,544.31 434.52	6 29%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
PIMCO TOTAL RETURN FUND-INST 693390-70-0	10.69	7,009.12	74,927.45	81,866.47	(6,939.02)	1,934 51	2.58%
Total US Fixed Income			$674,955.44	$681,870.15	($6,914.71)	$26,709.39 $1,040.34	3.96%
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	13.87	5,478.50	75,986.73	79,556.03	(3,569 30)	3,363.79	4.43%
O HSBC 100%PP CNY REN 5/15/14 LNKED TO CNY 1.48XLEV, 0% MAX LOSS 5/8/12; INITIAL STRIKE: 6 2865 4042K1-M5-9	103.14	50,000.00	51,570.00	51,198.29 50,000.00	371.71		
Total Foreign Exchange & Non-USD Fixed Income			$127,556.73	$130,754.32 $129,556.03	($3,197.59)	$3,363.79	2.64%