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Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation
ANNE BOYD LICHTENSTEIN FOUNDATION

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,329,200.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

A Employer identification number
13-6067980

B Telephone number
516-508-9623

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

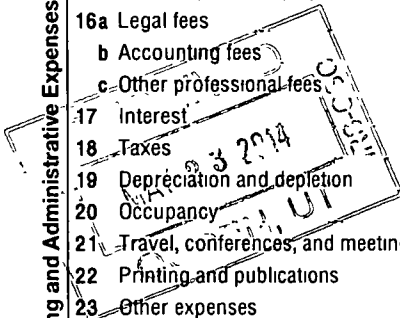
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		20,835.	20,835.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		58,131.			
b Gross sales price for all assets on line 6a 369,859.					
7 Capital gain net income (from Part IV, line 2)			58,131.		
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		78,966.	78,966.		
13 Compensation of officers, directors, trustees, etc		3,337.	0.		3,337.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 2		3,698.	698.		3,000.
17 Interest					
18 Taxes STMT 3		1,260.	441.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		18.	18.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		8,313.	1,157.		6,337.
25 Contributions, gifts, grants paid		80,000.			80,000.
26 Total expenses and disbursements. Add lines 24 and 25		88,313.	1,157.		86,337.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<9,347.>			
b Net investment income (if negative, enter -0-)			77,809.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 30 2014

Revenue

Operating and Administrative Expenses



6/18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	60,197.	57,184.	57,184.
	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 5	952,270.	978,004.	1,221,170.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	96,115.	64,047.	50,846.	
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)	1,108,582.	1,099,235.	1,329,200.	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,108,582.	1,099,235.	
	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	1,108,582.	1,099,235.		
31 Total liabilities and net assets/fund balances	1,108,582.	1,099,235.		

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	1,108,582.
2 Enter amount from Part I, line 27a	2	<9,347.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,099,235.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,099,235.

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 CAPITAL GAINS DIVIDENDS			
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 351,336.		311,728.	39,608.
b 18,523.			18,523.
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			39,608.
b			18,523.
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	58,131.
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	85,134.	1,192,867.	.071369
2011	84,814.	1,314,124.	.064540
2010	90,444.	1,256,476.	.071982
2009	81,150.	1,147,385.	.070726
2008	83,960.	1,448,684.	.057956

2 Total of line 1, column (d)	2	.336573
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	.067315
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,273,791.
5 Multiply line 4 by line 3	5	85,745.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	778.
7 Add lines 5 and 6	7	86,523.
8 Enter qualifying distributions from Part XII, line 4	8	86,337.

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	1,556.
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	1,556.
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	1,556.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	858.
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	858.
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	698.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BESSEMER TRUST COMPANY</u> Telephone no. ► <u>[732] 855-0800</u> Located at ► <u>100 WOODBRIDGE CENTER DRIVE, WOODBRIDGE, NJ</u> ZIP+4 ► <u>07095-0983</u>			
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 ► <u>15</u> <u>N/A</u>			
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 ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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.) <u>N/A</u>	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.) <u>N/A</u>	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
JOHN D. DALE, JR. C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	OFFICER & TRUSTEES 4.00	0.	0.	0.
CLARA DALE C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	OFFICER & TRUSTEES 4.00	0.	0.	0.
GORDON A. MILLSPAUGH, JR. C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	OFFICER & TRUSTEES 4.00	3,337.	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	1,260,046.
b	Average of monthly cash balances	1b	33,143.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,293,189.
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	1,293,189.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,398.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,273,791.
6	Minimum investment return. Enter 5% of line 5	6	63,690.

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	63,690.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,556.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,556.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,134.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	62,134.
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	62,134.

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	86,337.
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	86,337.
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	86,337.

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				62,134.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				47,416.
d From 2011				85,383.
e From 2012				26,375.
f Total of lines 3a through e	159,174.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				86,337.
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				62,134.
e Remaining amount distributed out of corpus	24,203.			
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	183,377.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	183,377.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				47,416.
c Excess from 2011				85,383.
d Excess from 2012				26,375.
e Excess from 2013				24,203.

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				
AVENTURA TURNBERRY JEWISH CENTER 20400 NE 30TH AVE AVENTURA, FL 33180	N/A	EXEMPT		5,000.
BOY SCOUTS OF AMERICA 4568 W PINE BLVD ST LOUIS, MO 63108	N/A	EXEMPT	GENERAL PURPOSE	2,500.
CENTRAL PARK CONSERVANCY 14 E 60TH ST 8TH FL NEW YORK, NY 10022	N/A	EXEMPT		5,000.
CHURCH OF THE HEAVENLY REST 2 EAST 90TH STREET NEW YORK, NY 10128	N/A	EXEMPT	GENERAL PURPOSE	7,500.
EPISCOPAL CHARITIES 1047 AMESTERDAM AVE NEW YORK, NY 10025	N/A	EXEMPT	GENERAL PURPOSE	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				80,000.
b Approved for future payment				
NONE				
Total				0.

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	39,358.	18,523.	20,835.	20,835.	
TO PART I, LINE 4	39,358.	18,523.	20,835.	20,835.	

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 2**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES [BESSEMER TRUST]	698.	698.		0.
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	3,698.	698.		3,000.

FORM 990-PF **TAXES** **STATEMENT 3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	441.	441.		0.
ESTIMATED TAX PAYMENT	600.	0.		0.
TAXES W/H IN EXCESS	219.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,260.	441.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIVIDEND INVESTMENT EXPENSE	18.	18.		0.
TO FORM 990-PF, PG 1, LN 23	18.	18.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	978,004.	1,221,170.
TOTAL TO FORM 990-PF, PART II, LINE 10B	978,004.	1,221,170.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	64,047.	50,846.
TOTAL TO FORM 990-PF, PART II, LINE 13		64,047.	50,846.

Bessemer Trust

Report dated December 31, 2013

Account Details

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
ANNE BOYD LICHTENSTEIN FOUNDATION											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
Total CASH					\$0	\$0	\$0	0.0%	\$0	\$0	\$0
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		57,184.450	\$1.00	\$57,184	\$1,000	\$57,184	100.0%	\$0	\$5	0.01%
Total CASH EQUIVALENTS					\$57,184	\$57,184	\$57,184	100.0%	\$0	\$5	0.01%
Total CASH AND SHORT TERM					\$57,184	\$57,184	\$57,184	100.0%	\$0	\$5	0.01%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
806047	APPLE INC	037833100	15,000	\$487.67	\$7,315	\$561,000	\$8,415	5.7%	\$1,099	\$183	2.17%
842450	INTERNATIONAL BUS MACHINES	459200101	30,000	\$189.30	\$5,679	\$187,567	\$5,627	3.8%	(\$52)	\$114	2.03%
867793	QUALCOMM INC	747525103	90,000	\$63.28	\$5,695	\$74,244	\$6,682	4.5%	\$986	\$126	1.89%
902312	ACCENTURE PLC CL A	G1151C101	40,000	\$55.38	\$2,215	\$82,200	\$3,288	2.2%	\$1,073	\$74	2.25%
904587	AVAGO TECHNOLOGIES	Y0486S104	105,000	\$35.40	\$3,717	\$52,876	\$5,552	3.7%	\$1,834	\$105	1.89%
Total INFORMATION TECHNOLOGY					\$24,621	\$29,564	\$29,564	19.9%	\$4,940	\$602	2.04%
INDUSTRIALS											
822050	CUMMINS INC	231021106	15,000	\$128.80	\$1,932	\$140,933	\$2,114	1.4%	\$182	\$37	1.75%
841546	ILLINOIS TOOL WORKS INC	452308109	60,000	\$66.90	\$4,014	\$84,067	\$5,044	3.4%	\$1,030	\$100	1.98%
882670	UNION PACIFIC CORP	907818108	30,000	\$158.70	\$4,761	\$168,000	\$5,040	3.4%	\$278	\$94	1.87%
904606	NIELSEN HOLDINGS BV	N63218106	65,000	\$33.34	\$2,167	\$45,877	\$2,982	2.0%	\$815	\$52	1.74%
Total INDUSTRIALS					\$12,874	\$15,180	\$15,180	10.2%	\$2,305	\$283	2.02%
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	75,000	\$37.93	\$2,845	\$31,840	\$2,388	1.6%	(\$457)	\$162	6.78%

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Bessemer Trust

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

Account Details

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
ANNE BOYD LICHTENSTEIN FOUNDATION											
LARGE CAP CORE - U.S.											
TELECOM SERVICES											
Total TELECOM SERVICES					\$2,845		\$2,388	1.6%	(\$457)	\$162	3.81%
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	70 000	\$44.09	\$3,086	\$68.586	\$4,801	3.2%	\$1,714	\$63	1.31%
854800	MYLAN INC	628530107	170 000	\$40.99	\$6,968	\$43.400	\$7,378	5.0%	\$409	\$0	0.00%
864075	PFIZER INC	717081103	225 000	\$29.88	\$6,722	\$30.627	\$6,891	4.6%	\$169	\$234	3.40%
880100	THERMO FISHER SCIENTIFIC	883556102	60 000	\$57.98	\$3,479	\$111.350	\$6,681	4.5%	\$3,201	\$36	0.54%
888967	ZIMMER HLDGS INC	98956P102	85 000	\$63.38	\$5,387	\$93.188	\$7,921	5.3%	\$2,533	\$68	0.86%
Total HEALTH CARE					\$25,642		\$33,672	22.7%	\$8,026	\$401	1.36%
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	75 000	\$40.67	\$3,050	\$51.040	\$3,828	2.6%	\$778	\$30	0.78%
817156	CITIGROUP INC	172967424	75 000	\$29.85	\$2,239	\$52.107	\$3,908	2.6%	\$1,668	\$3	0.08%
844581	KEYCORP NEW	493267108	150 000	\$12.67	\$1,901	\$13.420	\$2,013	1.4%	\$111	\$33	1.64%
854169	MORGAN STANLEY GRP INC	617446448	70 000	\$29.24	\$2,047	\$31.357	\$2,195	1.5%	\$148	\$14	0.64%
986524	ACE LIMITED	H0023R105	60 000	\$51.90	\$3,114	\$103.517	\$6,211	4.2%	\$3,097	\$151	2.43%
Total FINANCIALS					\$12,351		\$18,155	12.2%	\$5,802	\$231	2.43%
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	70 000	\$39.60	\$2,772	\$71.557	\$5,009	3.4%	\$2,237	\$77	1.54%
846942	LORILLARD INC COM	544147101	60 000	\$44.92	\$2,695	\$50.667	\$3,040	2.0%	\$344	\$132	4.34%
886461	WALGREEN CO	931422109	55 000	\$36.62	\$2,014	\$57.436	\$3,159	2.1%	\$1,145	\$69	2.18%
Total CONSUMER STAPLES					\$7,481		\$11,208	7.6%	\$3,726	\$278	3.21%
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	100 000	\$44.10	\$4,410	\$60.320	\$6,032	4.1%	\$1,621	\$0	0.00%
846206	L BRANDS INC	501797104	70 000	\$55.71	\$3,900	\$61.843	\$4,329	2.9%	\$428	\$84	1.94%
848064	MACY'S INC	55616P104	115 000	\$35.31	\$4,061	\$53.400	\$6,141	4.1%	\$2,079	\$115	1.87%

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Bessemer Trust

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

Account Details

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
ANNE BOYD LICHTENSTEIN FOUNDATION											
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
878468	TARGET CORP	87612E106	75,000	\$56.27	\$4,220	\$63,267	\$4,745	3.2%	\$525	\$129	2.72%
885274	VIACOM INC CL B NEW	92553P201	40,000	\$63.10	\$2,524	\$87,325	\$3,493	2.4%	\$969	\$48	1.37%
Total CONSUMER DISCRETIONARY					\$19,115	\$24,740		16.7%	\$5,622	\$376	1.39%
ENERGY											
819413	CONOCOPHILLIPS	20825C104	55,000	\$53.75	\$2,956	\$70,636	\$3,885	2.6%	\$928	\$151	3.89%
848843	MARATHON OIL CORP	565849106	75,000	\$29.12	\$2,184	\$35,293	\$2,647	1.8%	\$463	\$57	2.15%
Total ENERGY					\$5,140	\$6,532		4.4%	\$1,391	\$208	3.94%
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	165,000	\$40.00	\$6,600	\$42,255	\$6,972	4.7%	\$372	\$184	2.64%
Total UTILITIES					\$6,600	\$6,972		4.7%	\$372	\$184	2.36%
Total LARGE CAP CORE - U.S.					\$116,669	\$148,411		100.0%	\$31,727	\$2,725	1.84%
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
906474	WEIR GROUP PLC ADR	94876Q106	275,000	\$17.48	\$4,806	\$17,655	\$4,855	4.0%	\$49	\$78	1.61%
927371	ITOCHU CORP ADR	465717106	255,000	\$21.62	\$5,514	\$24,718	\$6,303	5.2%	\$788	\$170	2.70%
Total INDUSTRIALS					\$10,320	\$11,158		9.3%	\$837	\$248	2.02%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	115,000	\$56.11	\$6,453	\$50,565	\$5,815	4.8%	(\$637)	\$113	1.94%
904018	KDDI CORP ADR	48667L106	285,000	\$8.73	\$2,489	\$15,386	\$4,385	3.6%	\$1,896	\$91	2.08%
905147	TIM PARTICIPACOES SA ADR	88706P205	120,000	\$25.12	\$3,015	\$26,233	\$3,148	2.6%	\$133	\$79	2.51%
905422	TELE2 AB ADR	87952P307	850,000	\$6.59	\$5,602	\$5,671	\$4,820	4.0%	(\$782)	\$338	7.01%
Total TELECOM SERVICES					\$17,559	\$18,168		15.1%	\$610	\$621	3.81%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	110,000	\$34.98	\$3,848	\$53,627	\$5,899	4.9%	\$2,051	\$138	2.34%

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Account Details

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
ANNE BOYD LICHTENSTEIN FOUNDATION											
LARGE CAP CORE - NON U.S.											
HEALTH CARE											
Total HEALTH CARE					\$3,848		\$5,899	4.9%	\$2,051	\$138	1.36%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	280,000	\$12.71	\$3,560	\$22,068	\$6,179	5.1%	\$2,619	\$173	2.80%
904004	CHINA CONSTRUCTION ADR	168919108	325,000	\$14.85	\$4,825	\$15,089	\$4,904	4.1%	\$78	\$237	4.83%
906108	WHARF HOLDINGS ADR	962257408	110,000	\$10.49	\$1,154	\$15,291	\$1,682	1.4%	\$527	\$43	2.56%
906631	RSA INS GRP INC SPON ADR	74971A206	665,000	\$9.35	\$6,219	\$7,568	\$5,033	4.2%	(\$1,166)	\$287	5.70%
906659	SKANDINAVISKA ENSKILD ADR	830505202	170,000	\$11.66	\$1,983	\$13,165	\$2,238	1.9%	\$255	\$0	0.00%
914068	ALLIANZ AKTIENGES ADR	018805101	125,000	\$10.55	\$1,319	\$17,960	\$2,245	1.9%	\$926	\$54	2.41%
915065	BNP PARIBAS SPON ADR	05565A202	150,000	\$26.71	\$4,006	\$39,027	\$5,854	4.9%	\$1,848	\$101	1.73%
Total FINANCIALS					\$23,066		\$28,135	23.4%	\$5,067	\$895	2.43%
CONSUMER STAPLES											
913104	SVENSKA CL AKTIBLGT ADR	869587402	170,000	\$26.06	\$4,430	\$30,824	\$5,240	4.4%	\$810	\$95	1.81%
926008	IMPERIAL TOBACCO LT ADR	453142101	75,000	\$73.45	\$5,509	\$77,440	\$5,808	4.8%	\$299	\$276	4.75%
929992	J SAINSBURY SPN ADR NEW	466249208	250,000	\$23.12	\$5,779	\$24,180	\$6,045	5.0%	\$265	\$259	4.28%
Total CONSUMER STAPLES					\$15,718		\$17,093	14.2%	\$1,374	\$630	3.21%
MATERIALS											
906497	SUMITOMO METAL MIN CO LTD	86563T104	325,000	\$13.96	\$4,536	\$13,098	\$4,257	3.5%	(\$278)	\$44	1.03%
Total MATERIALS					\$4,536		\$4,257	3.5%	(\$278)	\$44	1.03%
CONSUMER DISCRETIONARY											
901588	VOLKSWAGEN AG ADR	928662402	85,000	\$36.84	\$3,131	\$56,259	\$4,782	4.0%	\$1,651	\$57	1.19%
904957	SWATCH GROUP AG UNSPON ADR	870123106	85,000	\$30.98	\$2,633	\$33,141	\$2,817	2.3%	\$183	\$17	0.60%
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	75,000	\$37.64	\$2,823	\$33,907	\$2,543	2.1%	(\$280)	\$70	2.75%
906092	NIKON CORP PLC UNSPON-ADR	65411202	160,000	\$26.27	\$4,203	\$19,112	\$3,058	2.5%	(\$1,144)	\$25	0.82%
968661	BRIDGESTONE CORP ADR	108441205	220,000	\$17.76	\$3,907	\$18,932	\$4,165	3.5%	\$257	\$39	0.94%
Total CONSUMER DISCRETIONARY					\$16,697		\$17,365	14.4%	\$667	\$208	1.39%

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Report dated December 31, 2013

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
ANNE BOYD LICHTENSTEIN FOUNDATION											
LARGE CAP CORE - NON U.S.											
ENERGY											
915019	ENI S P.A. ADR	26874R108	70,000	\$42.94	\$3,006	\$48,486	\$3,394	2.8%	\$388	\$161	4.74%
948208	SINOPEC/CHINA PETE&CHIM ADR	16941R108	67,000	\$82.94	\$5,557	\$82,164	\$5,505	4.6%	(\$52)	\$218	3.96%
959209	TOTAL SA ADR	89151E109	100,000	\$51.57	\$5,157	\$61,270	\$6,127	5.1%	\$969	\$262	4.28%
	Total ENERGY				\$13,720		\$15,026	12.5%	\$1,305	\$641	3.94%
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	160,000	\$19.60	\$3,136	\$19,712	\$3,154	2.6%	\$17	\$55	1.74%
	Total UTILITIES				\$3,136		\$3,154	2.6%	\$17	\$55	2.36%
	Total LARGE CAP CORE - NON U.S.				\$108,600		\$120,255	100.0%	\$11,650	\$3,480	2.89%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	38,568.896	\$10.67	\$411,463	\$12,470	\$480,954	100.0%	\$69,490	\$3,201	0.67%
	Total LARGE CAP STRATEGIES FUNDS				\$411,463		\$480,954	100.0%	\$69,490	\$3,201	0.67%
	Total LARGE CAP STRATEGIES				\$411,463		\$480,954	100.0%	\$69,490	\$3,201	0.67%
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	17,438.902	\$10.58	\$184,511	\$17,180	\$299,600	100.0%	\$115,089	\$2,319	0.77%
	Total SMALL & MID CAP FUNDS				\$184,511		\$299,600	100.0%	\$115,089	\$2,319	0.77%
	Total SMALL & MID CAP				\$184,511		\$299,600	100.0%	\$115,089	\$2,319	0.77%
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	21,765.888	\$7.20	\$156,761	\$7,900	\$171,950	100.0%	\$15,188	\$5,855	3.41%
	Total STRATEGIC OPPORTUNITIES FUNDS				\$156,761		\$171,950	100.0%	\$15,188	\$5,855	3.41%
	Total STRATEGIC OPPORTUNITIES				\$156,761		\$171,950	100.0%	\$15,188	\$5,855	3.41%
REAL RETURN/COMMODITIES											

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
ANNE BOYD LICHTENSTEIN FOUNDATION											
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	6,111.386	\$10.48	\$64,047	\$8.320	\$50,846	100.0%	(\$13,200)	\$140	0.28%
Total REAL RETURN FUNDS					\$64,047		\$50,846	100.0%	(\$13,200)	\$140	0.28%
Total REAL RETURN/COMMODITIES					\$64,047		\$50,846	100.0%	(\$13,200)	\$140	0.28%
Total 71F96C					\$1,099,235		\$1,329,200		\$229,944	\$17,725	1.33%

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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
HEALTH CARE CHAPLAINCY 315 E 62ND STREET NEW YORK, NY 10021	N/A	EXEMPT	GENERAL PURPOSE	2,500.
KITTREDGE SCHOOL 601 MAIN ST NORTH ANDOVER, MA 01845	N/A	EXEMPT	GENERAL PURPOSE	2,500.
MARY'S MEALS USA 590 BLOOMFIELD AVE BLOOMFIELD, NJ 07003	N/A	EXEMPT	GENERAL PURPOSE	5,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 50 EAST 77TH STREET NEW YORK, NY 10065	N/A	EXEMPT	GENERAL PURPOSE	15,000.
RHODE ISLAND SCHOOL OF DESIGN 2 COLLEGE ST PROVIDENCE, RI 02903	N/A	EXEMPT	GENERAL PURPOSE	5,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	N/A	EXEMPT	GENERAL PURPOSE	5,000.
ST. BERNARD'S SCHOOL 4 E 98TH ST NEW YORK, NY 10029	N/A	EXEMPT	GENERAL PURPOSE	2,500.
THE LOWELL FUND 100 MERRIMACK ST LOWELL, MA 01852	N/A	EXEMPT	GENERAL PURPOSE	2,500.
THE NEW YORK SOCIETY LIBRARY 53 EAST 79TH STREET NEW YORK, NY 10075	N/A	EXEMPT	GENERAL PURPOSE	5,000.
THIRD STREET MUSIC SCHOOL 235 EAST 11TH STREET NEW YORK, NY 10003	N/A	EXEMPT	GENERAL PURPOSE	5,000.
Total from continuation sheets				57,500.

