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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](http://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 <b>APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST</b>		A Employer identification number <b>13-6154978</b>
Number and street (or P O box number if mail is not delivered to street address) <b>630 FIFTH AVENUE</b>	Room/suite	B Telephone number <b>(212) 708-9216</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10111</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 32,222,105.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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)
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		1,458.	1,458.		STATEMENT 1
4 Dividends and interest from securities		354,611.	354,611.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,265,906.			
b Gross sales price for all assets on line 6a		19,168,991.			
7 Capital gain net income (from Part IV, line 2)			1,265,906.		
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		<7,772.>	620.		STATEMENT 3
12 Total. Add lines 1 through 11		1,614,203.	1,622,595.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		STMT 4 125,128.	83,277.		41,851.
17 Interest					
18 Taxes		STMT 5 8,286.	4,986.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		STMT 6 812.	257.		642.
24 Total operating and administrative expenses. Add lines 13 through 23		134,226.	88,520.		42,493.
25 Contributions, gifts, grants paid		9,686,128.			9,686,128.
26 Total expenses and disbursements. Add lines 24 and 25		9,820,354.	88,520.		9,728,621.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<8,206,151.>			
b Net investment income (if negative, enter -0-)			1,534,075.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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		<150.>		
	2	Savings and temporary cash investments		410,948.	174,952.	174,952.
	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 7		2,918,188.	2,973,909.	5,923,676.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		16,098,402.	9,134,115.	10,456,434.	
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ PARTNERSHIP )		13,174,725.	12,112,986.	15,667,043.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		32,602,113.	24,395,962.	32,222,105.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		32,602,113.	24,395,962.		
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		32,602,113.	24,395,962.		
31	Total liabilities and net assets/fund balances		32,602,113.	24,395,962.		

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	32,602,113.
2	Enter amount from Part I, line 27a	2	<8,206,151.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,395,962.
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	24,395,962.

**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				
b	<b>SEE ATTACHED STATEMENT</b>			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	19,168,991.	17,903,085.	1,265,906.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e			1,265,906.	
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	1,265,906.	
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	1,578,110.	34,680,472.	.045504
2011	2,059,821.	34,534,850.	.059645
2010	2,206,313.	30,554,062.	.072210
2009	5,207,438.	27,628,780.	.188479
2008	2,937,910.	33,144,822.	.088639
2	Total of line 1, column (d)	2	.454477
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	.090895
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	36,100,150.
5	Multiply line 4 by line 3	5	3,281,323.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,341.
7	Add lines 5 and 6	7	3,296,664.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	9,728,621.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	15,341.
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	15,341.
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	15,341.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,180.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	28,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	49,180.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,839.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 33,839.   Refunded <input checked="" type="checkbox"/> 0.	11	0.

**Part VII-A Statements Regarding Activities**

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

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**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 ► N/A	13	X	
14	The books are in care of ► BESSEMER TRUST CO. OF FLORIDA Telephone no. ► (561) 655-4030 Located at ► 222 ROYAL PALM WAY, PALM BEACH, FL ZIP+4 ► 33480			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <input type="checkbox"/> 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

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**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
SEE ATTACHED				
	0.00	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		
		0

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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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**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	17,944,474.
b	Average of monthly cash balances	1b	2,321,349.
c	Fair market value of all other assets	1c	16,384,075.
d	Total (add lines 1a, b, and c)	1d	36,649,898.
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	36,649,898.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	549,748.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,100,150.
6	Minimum investment return. Enter 5% of line 5	6	1,805,008.

**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	1,805,008.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,341.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,341.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,789,667.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,789,667.
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	1,789,667.

**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	9,728,621.
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	9,728,621.
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	15,341.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,713,280.

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.

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**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				1,789,667.
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	2,937,910.			
b From 2009	5,209,298.			
c From 2010	2,206,313.			
d From 2011	378,778.			
e From 2012				
f Total of lines 3a through e	10,732,299.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 9,728,621.				
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				1,789,667.
e Remaining amount distributed out of corpus	7,938,954.			
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	18,671,253.			
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	2,937,910.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,733,343.			
10 Analysis of line 9:				
a Excess from 2009	5,209,298.			
b Excess from 2010	2,206,313.			
c Excess from 2011	378,778.			
d Excess from 2012				
e Excess from 2013	7,938,954.			

APPLEMAN FOUNDATION, INC.  
C/O BESSEMER TRUST

Form 990-PF (2013)

13-6154978 Page 10

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
3 Subtract line 2d from line 2c					
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:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:







**Part 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 VARIOUS SALES AT BESSEMER	P		
b VARIOUS SALES AT BESSEMER	P		
c VARIOUS SALES AT BESSEMER	P		
d OVERBROOK	P		
e OVERBROOK	P		
f FIRST MANHATTAN	P		
g FIRST MANHATTAN	P		
h PCM REDEMPTION	P		
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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 7,698,886.		7,698,846.	40.
b 8,020,663.		7,802,592.	218,071.
c 268,144.		227,104.	41,040.
d 110,578.			110,578.
e <569.>			<569.>
f 5,407.			5,407.
g 21,246.			21,246.
h 2,850,000.		2,174,543.	675,457.
i 194,636.			194,636.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			40.
b			218,071.
c			41,040.
d			110,578.
e			<569.>
f			5,407.
g			21,246.
h			675,457.
i			194,636.
j			
k			
l			
m			
n			
o			

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	1,265,906.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	874.	874.	
FIRST MANHATTAN	13.	13.	
OVERBROOK	571.	571.	
TOTAL TO PART I, LINE 3	1,458.	1,458.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	249,817.	0.	249,817.	249,817.	
BESSEMER TRUST	194,636.	194,636.	0.	0.	
FIRST MANHATTAN CO.	74,760.	0.	74,760.	74,760.	
OVERBROOK	30,034.	0.	30,034.	30,034.	
TO PART I, LINE 4	549,247.	194,636.	354,611.	354,611.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS OIL AND GAS	620.	620.	
OVERLOOK PASSIVE LOSS	<8,392.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<7,772.>	620.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER INVESTMENT FEES PHILANTHROPY ADVISORS & MILBANK, TWEED, HADLEY & MCCLOY LLP	18,751.	18,751.		0.
FIRST MANHATTAN INVESTMENT ADVISORY FEES	32,851.	0.		32,851.
PROFESSIONAL FEES (GRANT MAKING)	45,477.	45,477.		0.
OVERBROOK INVESTMENT ADVISORY FEES	9,000.	0.		9,000.
	19,049.	19,049.		0.
TO FORM 990-PF, PG 1, LN 16C	125,128.	83,277.		41,851.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,784.	2,784.		0.
ESTIMATED EXCISE TAX	1,867.	0.		0.
FOREIGN TAXES WITHELD IN EXCESS	1,433.	0.		0.
TAXES WITHELD (FIRST MANHATTAN)	1,835.	1,835.		0.
FOREIGN TAXES PAID(OVERBROOK)	367.	367.		0.
TO FORM 990-PF, PG 1, LN 18	8,286.	4,986.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CT CORPORATION TAX	25.	0.		25.
DELAWARE SECRETARY OF STATE	365.	0.		365.
OTHER EXPENSES	118.	118.		0.
OIL AND GAS EXPENSES	52.	139.		0.
WIRE FEES	250.	0.		250.
OVERBROOK INVESTMENT CHARITABLE CONTRIBUTION	2.	0.		2.
TOTAL TO FORM 990-PF, PG 1, LN 23	812.	257.		642.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DETAIL ATTACHED	2,973,909.	5,923,676.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,973,909.	5,923,676.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON US FUNDS	COST	514,621.	589,737.
MUTUAL FUNDS	COST	8,619,494.	9,866,697.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,134,115.	10,456,434.

**Corporate Passive Activity Loss and Credit Limitations**

OMB No 1545-1091

**2013**

▶ Attach to your tax return (personal service and closely held corporations only).  
 ▶ Information about Form 8810 and its separate instructions is at [www.irs.gov/form8810](http://www.irs.gov/form8810).

Name: **APPLEMAN FOUNDATION** Employer identification number: **13-6154978**

**Part I 2013 Passive Activity Loss**

Caution: See the instructions and complete Worksheets 1 and 2 before completing Part I.

1a	Current year income (from Worksheet 2, column (a)) . . . . .	1a		109	00
b	Current year deductions and losses (from Worksheet 2, column (b)) . . . . .	1b	(	8501	00)
c	Prior year unallowed losses (from Worksheet 2, column (c))	1c	(	0	)
d	Combine lines 1a, 1b, and 1c. If the result is net income or zero, see instructions . . . . .	1d		(8392)	00)
2	Closely held corporations enter net active income and see instructions. Personal service corporations enter -0- on this line . . . . .	2			
3	<b>Unallowed passive activity deductions and losses.</b> Combine lines 1d and 2. If the result is net income or zero, see the instructions for lines 1d and 3. Otherwise, go to line 4 . . . . .	3		(8392)	00)
4	<b>Total deductions and losses allowed.</b> Add the income, if any, on lines 1a and 2 and enter the result (see instructions) . . . . .	4		109	00

**Part II 2013 Passive Activity Credits**

Caution: See the instructions and complete Worksheet 5 before completing Part II.

5a	Current year credits (from Worksheet 5, column (a)) . . . . .	5a			
b	Prior year unallowed credits (from Worksheet 5, column (b))	5b			
6	Add lines 5a and 5b . . . . .	6			
7	Enter the tax attributable to net passive income and net active income (see instructions)	7			
8	<b>Unallowed passive activity credit.</b> Subtract line 7 from line 6. If the result is zero or less, enter -0- . . . . .	8			
9	<b>Allowed passive activity credit.</b> Subtract line 8 from line 6 (see instructions) . . . . .	9			

**Part III Election To Increase Basis of Credit Property**

10 If the corporation disposed of its entire interest in a passive activity or former passive activity in a fully taxable transaction, and the corporation elects to increase the basis of credit property used in that activity by the unallowed credit that reduced the property's basis, check this box (see instructions) . . . . .

11 Name of passive activity disposed of ▶ .....

12 Description of the credit property for which the election is being made ▶ .....

13 Amount of unallowed credit that reduced the property's basis . . . . . ▶ \$

**Worksheet 2 for Form 8810, Lines 1a, 1b, and 1c**



Name of Activity	Current Year		Prior Year	Overall Gain or Loss	
	(a) Income (Line 1a)	(b) Deductions and Losses (Line 1b)	(c) Unallowed Losses (Line 1c)	(d) Gain	(e) Loss
OVERBROOK OPPO FUND II	109	-8,501.	NONE		-8,392.
<b>Totals. Enter on Form 8810, lines 1a, 1b, and 1c</b> ▶	109.	-8,501.			

**Worksheet 3—Allocation of Unallowed Deductions and Losses**



If the corporation has activities in Worksheet 2 with an overall loss in column (e), use Worksheet 3 to figure the unallowed deductions and losses for each activity.

If any of the activities in Worksheet 2 had an overall gain in column (d), all of the deductions and losses (including prior year unallowed losses) for that activity are allowed in full. Enter the deductions on the appropriate line of Form 1120 and enter any losses on Form 4797, Form 8949, or Schedule D (Form 1120), as applicable.

**Prior year unallowed losses from 2012.** If there were prior year unallowed losses from 2012, include the prior year unallowed losses on the appropriate line along with any current year deduction or loss for that line. See the example in the instructions for lines 1d and 3 above. Prior year unallowed losses from Form 4797 and Form 8949 should have been kept separate in 2012, and should be identified as "prior year unallowed losses" on Form 4797 and Form 8949.

**Column (a).** Enter the loss from Worksheet 2, column (e).

**Column (b).** Divide each of the individual losses in column (a) by the total of all the losses in column (a) and enter the ratio for each of the activities in column (b). The total of all the ratios should equal 1.00.

**Column (c).** Multiply the unallowed loss from Form 8810, line 3, by each of the ratios in column (b) and enter the results in column (c).

Name of Activity	(a) Loss From Worksheet 2, Column (e)	(b) Ratio	(c) Unallowed Deductions and Losses
OVERBROOK OPPO FUND II	8,392.	1.00	8,392.
<b>Totals</b> ▶	8,392.	1.00	8,392.

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED : 12/31/2013

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year\*\*

DATE	ORGANIZATION	ADDRESS	AMOUNT	DATE CASHED
01/10/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$250,000.00)	
01/23/2013	METROPOLITAN MUSEUM OF ART	99 Margaret Corbin Drive New York, NY 10040	(\$50,000.00)	
03/01/2013	SAY YES TO EDUCATION	320 Park Avenue, 21st Floor NEW YORK, NY 10022	(\$50,000.00)	
03/08/2013	AUDAX THEATRE GROUP	210 Riverside Dr Apt 6a, New York, NY 10025-6880	(\$10,000.00)	
03/15/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$12,500 00)	
03/22/2013	JCC IN MANHATTAN	334 Amsterdam Ave, New York, NY 10023	(\$50,000.00)	
03/22/2013	PROJECT KESHER	600 Mamaroneck Ave #400, Harrison, NY 10528	(\$36,000.00)	
04/08/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$10,000 00)	
04/18/2013	SCHOLARSHIP AMERICA	1747 Pennsylvania Ave NW, Suite 230 Washington, DC 20006	(\$50,000.00)	
04/19/2013	THE CHILDREN'S MUSEUM OF MANHATTAN	212 W 83rd St, New York, NY 10024	(\$25,000.00)	
04/22/2013	CITIZENS COMMITTEE FOR CHILDREN	105 E 22nd St #700, New York, NY 10010	(\$1,000.00)	
04/24/2013	MATA INC	260 W Broadway, New York, NY 10013	(\$1,000.00)	
04/25/2013	YADDO	20 W 44th St #408, New York, NY 10036	(\$1,000.00)	
04/25/2013	YADDO	20 W 44th St #408, New York, NY 10036	(\$200.00)	
04/30/2013	COLLEGIATE SCHOOL	260 W 78th St, New York, NY 10024	(\$1,000.00)	
05/02/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$5,000 00)	
05/06/2013	INTERNATIONAL CENTER OF PHOTOGRAPHY	1133 Avenue of the Americas, New York, NY 10036	(\$500 00)	

\*\*All Contributions were made to aid and assist the various donees in the function for which have been granted tax exempt status.

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED : 12/31/2013

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year\*\*

DATE	ORGANIZATION	ADDRESS	AMOUNT	DATE CASHED
05/22/2013	I HAVE A DREAM	330 7th Ave #2001, New York, NY 10001	(\$25,000.00)	
05/30/2013	THE WHITNEY MUSEUM OF AMERICAN ART	945 Madison Ave, Manhattan, NY 10021	(\$40,000.00)	
06/20/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$10,000.00)	
06/24/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$250,000.00)	
06/24/2013	RODEPH SHOLOM	10 West 84th Street New York, NY 10024	(\$7,200.00)	
06/24/2013	BROOKLYN ACADEMY OF MUSIC	30 Lafayette Avenue Brooklyn, NY 11217	(\$2,500.00)	
06/25/2013	THE BOGLIASCO FOUNDATION	10 Rockefeller Plaza (16th Floor) New York, NY 10020-1903	(\$5,000.00)	
09/05/2013	JEWISH COMMUNAL FUND (FFC ROBERTS FAMILY FUND)	575 Madison Ave, New York, NY 10022	(\$6,750,000.00)	
09/13/2013	MUSEUM OF MODERN ART	11 W 53rd St, New York, NY 10019	(\$1,000.00)	
09/16/2013	HOBART AND WILLIAM SMITH COLLEGES	300 Pulteney Street Geneva, NY 14456	(\$10,000.00)	
09/16/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$12,000.00)	
09/26/2013	FILM SOCIETY OF LINCOLN CENTER	165 W 65th St, New York, NY 10023	(\$6,000.00)	
10/04/2013	JEWISH COMMUNAL FUND (FFC ROBERTS FAMILY FUND)	575 Madison Ave, New York, NY 10022	(\$1,857,728.00)	
11/05/2013	KENYON COLLEGE	101 West Scott Lane, Gambier, OH 43022	(\$5,000.00)	
11/21/2013	GRAND STREET SETTLEMENT	80 Pitt St, New York, NY 10002	(\$10,000.00)	
11/22/2013	CITIZENS COMMITTEE FOR CHILDREN	105 East 22 Street New York, NY 10010	(\$10,000.00)	
11/22/2013	COLBY COLLEGE	4000 Mayflower Hill Dr, Waterville, ME 04901	(\$15,000.00)	

\*\*All Contributions were made to aid and assist the various donees in the function for which have been granted tax exempt status

APPLEMAN FOUNDATION, INC.

9D4002

EIN: 13-6154978

TAX YEAR ENDED : 12/31/2013

Supplemental Schedule of Information

Part XV, Line 3a, Grants and Contributions Paid During the Year\*\*

DATE	ORGANIZATION	ADDRESS	AMOUNT	DATE CASHED
11/22/2013	COLLEGIATE SCHOOL	260 W 78th St, New York, NY 10024	(\$11,000.00)	
11/29/2013	YADDO	20 W 44th St #408, New York, NY 10036	(\$75,000.00)	
12/10/2013	FJC	520 8th Avenue, 20th Floor New York, NY 10018	(\$15,000.00)	
12/24/2013	THE CHILDREN'S STOREFRONT	70 E 129 St, New York, NY 10035	(\$500.00)	
12/24/2013	THE JEWISH MUSEUM	1109 5th Ave, New York, NY 10128	(\$10,000.00)	
12/24/2013	FRIENDS OF ANIMAL UTAH	6699 N Landmark Dr #103, Park City, UT 84098	(\$500.00)	
12/27/2013	NEIGHBORHOOD COALITION FOR SHELTER	157 E 86th St, New York, NY 10128	(\$500.00)	
12/30/2013	SARAH LAWRENCE COLLEGE	1 Mead Way, Bronxville, NY 10708	(\$10,000.00)	
03/14/2013	AUDAX THEATRE GROUP	210 Riverside Dr Apt 6a, New York, NY 10025-6880	\$10,000.00	
12/19/2013	EAKINS PRESS FOUNDATION	20 W 44th St #405, New York, NY 10036	(\$500.00)	01/03/2014
12/19/2013	COLLEGIATE SCHOOL	260 W 78th St, New York, NY 10024	(\$1,000.00)	01/08/2014
12/19/2013	WHITNEY MUSEUM	945 Madison Ave, Manhattan, NY 10021	(\$1,000.00)	01/09/2014
12/19/2013	JUMP START	308 Congress Street, 6th Floor Boston, MA 02210	(\$500.00)	01/13/2014
12/19/2013	PLANNED PARENTHOOD	434 West 33rd Street New York, NY 10001	(\$1,000.00)	01/16/2014
<b>Total</b>			<b>(\$9,686,128.00)</b>	

\*\*All Contributions were made to aid and assist the various donees in the function for which have been granted tax exempt status

**APPLEMAN FOUNDATION, INC.**

**EIN: 13-6154978**

**TAX YEAR ENDED : 12/31/2013**

**SUPPLEMENTAL SCHEDULE OF INFORMATION**

Part VIII. Information about Officers, Directors, Trustees, etc

Line 1, List of Officers, Trustees and Foundation Managers and their Compensation

<b>Name &amp; Address</b>	<b>Title</b>	<b>Compensation</b>
Susan Unterberg c/o Bessemer Trust 222 Royal Palm Way Palm Beach, FL 33480	President	None
Ellen Unterberg Celli c/o Bessemer Trust 222 Ployal Palm Way Palm Beach, FL 33480	Vice Presidnet	None
James Satloff c/o Bessemer Trust 222 Royal Palm Way Palm Beach, FL 33480	Secretary & Treasuer	None

**Account Summary**

<u>BALANCE SHEET AT YE:</u>	<u>BESSEMER ACCTS</u>		<u>FIRST MANHATTAN</u>		<u>Total</u>	
	TAX COST	FMV	TAX COST	FMV	TAX COST	FMV
CASH						
SHORT TERM INVESTMENTS	114,465	114,465	60,487	60,487	174,952	174,952
US TREASURY						
COMMON STOCKS	564,247	736,698	2,409,662	5,186,978	2,973,909	5,923,676
NON US FUND	514,621	589,737				
MUTUAL FUND	8,619,494	9,866,697			9,134,115	10,456,434
Oil & Int	0	0				
AD & AG Adv	10,000,182	13,113,165				
Overbrook	2,112,804	2,553,878			12,112,986	15,667,043
		<b>COST</b>				<b>FMV</b>
<b>Total</b>		<b>24,395,962</b>			<b>32,222,105</b>	

INVB77 - APPELLEMAN FOUNDATION

Trade date basis

# ACCOUNT HOLDINGS

## Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.010 %	80,308.700	\$1.00	\$80,308	\$1.000	\$80,308	71.2%		\$8	0.01%
BESSEMER SWEEP PROGRAM 0.010 %	34,157.560	1.00	34,157	1.000	34,157	28.8		3	0.01

## Total cash and short term

\$114,465 100.0% \$11

## Large Cap Core - U.S.

### Consumer discretionary

DOLLAR GENERAL CORP (DG)	555	\$43.18	\$23,965	\$60.320	\$33,477	4.5%	\$9,512	456	1.94
L BRANDS INC (LB)	380	57.11	21,703	61.850	23,503	3.2	1,800	640	1.87
MACY'S INC (M)	640	34.15	21,857	53.400	34,176	4.6	12,319	696	2.72
TARGET CORP (TGT)	405	52.95	21,445	63.270	25,624	3.5	4,179	252	1.37
VIACOM INC CL B NEW (VAB)	210	63.47	13,329	87.340	18,341	2.5	5,012	\$2,044	1.51%
<b>Total consumer discretionary</b>			<b>\$102,299</b>		<b>\$135,121</b>	<b>18.3%</b>	<b>\$32,822</b>		

### Consumer staples

CVS/CAREMARK CORP (CVS)	385	\$37.83	\$14,563	\$71.570	\$27,554	3.7%	\$12,991	\$423	1.54%
LORILLARD INC COM (LO)	325	44.73	14,537	50.680	16,471	2.2	1,934	715	4.34
WALGREEN CO (WAG)	255	36.05	9,194	57.440	14,647	2.0	5,453	321	2.19
<b>Total consumer staples</b>			<b>\$38,294</b>		<b>\$58,672</b>	<b>8.0%</b>	<b>\$20,378</b>	<b>\$1,459</b>	<b>2.49%</b>

### Energy

CONOCOPHILLIPS (COP)	310	\$53.79	\$16,675	\$70.650	\$21,901	3.0%	\$5,226	\$855	3.91%
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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
<b>MAPATHON OIL CORP (MRO)</b>	400	25.87	10,347	35.300	14,120	1.9	3,773	304	2.15
<b>Total energy</b>			<b>\$27,022</b>		<b>\$36,021</b>	<b>4.9%</b>	<b>\$8,999</b>	<b>\$1,159</b>	<b>3.22%</b>
<b>Financials</b>									
ACE LIMITED	325	\$49.65	\$16,136	\$103.530	\$33,647	4.6%	\$17,511	\$819	2.43%
AMERICAN INTL GROUP INC (AIG)	415	40.89	16,970	51.050	21,185	2.9	4,215	166	0.78
CITIGROUP INC (C)	425	29.73	12,637	52.110	22,146	3.0	9,509	17	0.08
KEYCORP NEW (KEY)	850	12.67	10,772	13.420	11,407	1.6	635	187	1.64
MORGAN STANLEY GRP INC (MS)	350	29.26	10,241	31.360	10,976	1.5	735	70	0.64
<b>Total financials</b>			<b>\$66,756</b>		<b>\$99,361</b>	<b>13.5%</b>	<b>\$32,605</b>	<b>\$1,259</b>	<b>1.27%</b>
<b>Health care</b>									
AETNA INC NEW (AET)	395	\$43.25	\$17,083	\$68.590	\$27,093	3.7%	\$10,010	\$355	1.31%
MYLAN INC (MYL)	800	41.37	33,098	43.400	34,720	4.7	1,622		
PFIZER INC (PFE)	745	30.96	23,062	30.630	22,819	3.1	(243)	774	3.40
THERMO FISHER SCIENTIFIC (TMO)	330	57.46	18,963	111.350	36,745	5.0	17,782	198	0.54
ZIMMER HLDGS INC (ZMH)	475	63.16	30,003	93.190	44,265	6.0	14,262	380	0.86
<b>Total health care</b>			<b>\$122,209</b>		<b>\$165,642</b>	<b>22.5%</b>	<b>\$43,433</b>	<b>\$1,707</b>	<b>1.03%</b>
<b>Industrials</b>									
CUMMINS INC (CMI)	75	\$129.64	\$9,723	\$140.970	\$10,572	1.4%	\$849	\$187	1.77%
ILLINOIS TOOL WORKS INC (ITW)	250	62.83	15,708	84.080	21,020	2.9	5,312	420	2.00
NIELSEN HOLDINGS BV	320	32.46	10,388	45.890	14,684	2.0	4,296	256	1.74
UNION PACIFIC CORP (UNP)	95	155.60	14,782	168.000	15,960	2.2	1,178	300	1.88
<b>Total industrials</b>			<b>\$50,601</b>		<b>\$62,236</b>	<b>8.5%</b>	<b>\$11,635</b>	<b>\$1,163</b>	<b>1.87%</b>

INVB77 - APPLEMAN FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
<b>Information technology</b>									
ACCENTURE PLC CL A	220	\$55.23	\$12,150	\$82.220	\$18,088	2.5%	\$5,938	\$409	2.26%
APPLE INC (AAPL)	50	504.84	25,242	561.020	28,051	3.8	2,809	610	2.17
AVAGO TECHNOLOGIES	525	35.16	18,457	52.879	27,761	3.8	9,304	525	1.89
INTERNATIONAL BUS MACHINES (IBM)	165	187.65	30,963	187.570	30,949	4.2	(14)	627	2.03
QUALCOMM INC (QCOM)	490	62.52	30,637	74.250	36,382	4.9	5,745	686	1.89
<b>Total information technology</b>			<b>\$117,449</b>		<b>\$141,231</b>	<b>19.2%</b>	<b>\$23,782</b>	<b>\$2,857</b>	<b>2.02%</b>
<b>Telecom services</b>									
CENTURYLINK INC (CTL)	410	\$37.44	\$15,351	\$31.850	\$13,058	1.8%	(\$2,293)	\$885	6.78%
<b>Utilities</b>									
AMERICAN WATER WORKS CO (AWK)	600	\$40.44	\$24,266	\$42.260	\$25,356	3.4%	\$1,090	\$672	2.65%
<b>Total large cap core - u.s.</b>			<b>\$564,247</b>		<b>\$736,698</b>	<b>100.0%</b>	<b>\$172,451</b>	<b>\$13,205</b>	<b>1.79%</b>
<b>Large Cap Core - Non U.S.</b>									
<b>Consumer discretionary</b>									
BRIDGESTONE CORP ADR	600	\$18.10	\$10,861	\$18.933	\$11,359	1.9%	\$498	\$108	0.96%
DAIHATSU MOTOR CO LTD ADR	445	38.74	17,240	33.909	15,089	2.6	(2,151)	418	2.77
NIKON CORP PLC UNSPON-ADR	535	28.46	15,227	19.114	10,225	1.7	(5,002)	86	0.84
SWATCH GROUP AG UNSPON ADR	495	31.58	15,630	33.142	16,405	2.8	775	102	0.63
VOLKSWAGEN AG ADR	500	36.72	18,358	56.261	28,130	4.8	9,772	340	1.21
<b>Total consumer discretionary</b>			<b>\$77,316</b>		<b>\$81,208</b>	<b>13.8%</b>	<b>\$3,892</b>	<b>\$1,054</b>	<b>1.30%</b>

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
<b>Consumer staples</b>									
IMPERIAL TOBACCO LT ADR	430	\$73.08	\$31,426	\$77.447	\$33,302	5.7%	\$1,876	\$1,582	4.75%
J SAINSBURY SPN ADR NEW	1,050	22.95	24,098	24.181	25,390	4.3	1,292	1,090	4.30
SVENSKA CL AKTIBLGT ADR	550	25.91	14,248	30.829	16,955	2.9	2,707	308	1.82
<b>Total consumer staples</b>			<b>\$69,772</b>		<b>\$75,647</b>	<b>12.8%</b>	<b>\$5,875</b>	<b>\$2,980</b>	<b>3.94%</b>
<b>Energy</b>									
ENI S.P.A. ADR	400	\$43.29	\$17,316	\$48.490	\$19,396	3.3%	\$2,080	\$924	4.77%
SINOPEC/CHINA PETE&CHM ADR	344	83.93	28,871	82.170	28,266	4.8	(605)	1,123	3.97
TOTAL SA ADR	605	51.15	30,947	61.270	37,068	6.3	6,121	1,588	4.29
<b>Total energy</b>			<b>\$77,134</b>		<b>\$84,730</b>	<b>14.4%</b>	<b>\$7,596</b>	<b>\$3,635</b>	<b>4.29%</b>
<b>Financials</b>									
ALLIANZ AKTIENGES ADR	740	\$9.62	\$7,119	\$17.962	\$13,291	2.3%	\$6,172	\$321	2.42%
BNP PARIBAS SPON ADR	870	26.45	23,008	39.030	33,956	5.8	10,948	590	1.74
CHINA CONSTRUCTION ADR	1,920	14.58	27,996	15.090	28,972	4.9	976	1,403	4.84
MUNICH RE GROUP ADR	1,645	11.99	19,727	22.068	36,301	6.2	16,574	1,019	2.81
RSA INS GRP INC SPON ADR	2,620	9.32	24,423	7.569	19,830	3.4	(4,593)	1,134	5.72
SKANDINAVISKA ENSKILD ADR	800	11.71	9,371	13.170	10,536	1.8	1,165		
WHARF HOLDINGS ADR	665	9.53	6,337	15.296	10,171	1.7	3,834	263	2.59
<b>Total financials</b>			<b>\$117,981</b>		<b>\$153,057</b>	<b>26.0%</b>	<b>\$35,076</b>	<b>\$4,730</b>	<b>3.09%</b>
<b>Health care</b>									
SANOFI - ADR	660	\$34.17	\$22,554	\$53.630	\$35,395	6.0%	\$12,841	\$828	2.34%

INVB77 - APPELMAN FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
<b>Industrials</b>									
ITOCHU CORP ADR	1,195	\$20.48	\$24,479	\$24.718	\$29,538	5.0%	\$5,059	\$798	2.70%
WEIR GROUP PLC ADR	900	16.58	14,922	17.656	15,890	2.7	968	256	1.61
<b>Total industrials</b>			<b>\$39,401</b>		<b>\$45,428</b>	<b>7.7%</b>	<b>\$6,027</b>	<b>\$1,054</b>	<b>2.32%</b>
<b>Materials</b>									
SUMITOMO METAL MIN CO LTD	1,100	\$14.38	\$15,814	\$13.101	\$14,411	2.4%	(\$1,403)	\$150	1.05%
<b>Telecom services</b>									
CHINA TELECOM ADR	670	\$56.56	\$37,897	\$50.570	\$33,881	5.8%	(\$4,016)	\$660	1.95%
KDDI CORP ADR	1,730	8.63	14,936	15.389	26,622	4.5	11,686	557	2.09
TELE2 AB ADR	1,575	9.49	14,949	5.671	8,931	1.5	(6,018)	626	7.02
TIM PARTICIPACOES SA ADR	660	23.68	15,632	26.240	17,318	2.9	1,686	439	2.54
<b>Total telecom services</b>			<b>\$83,414</b>		<b>\$86,752</b>	<b>14.7%</b>	<b>\$3,338</b>	<b>\$2,282</b>	<b>2.63%</b>
<b>Utilities</b>									
TOKYO GAS LTD ADR	665	\$16.89	\$11,235	\$19.714	\$13,109	2.2%	\$1,874	\$230	1.76%
<b>Total large cap core - non u.s.</b>			<b>\$514,621</b>		<b>\$589,737</b>	<b>100.0%</b>	<b>\$75,116</b>	<b>\$16,943</b>	<b>2.87%</b>

Trade date basis

### Large Cap Strategies

#### Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD	170,170.407	\$9.26	\$1,576,514	\$12.470	\$2,122,024	100.0%	\$545,510	\$14,124	0.67%
BOOK COST									
<b>Total large cap strategies</b>			<b>\$1,576,514</b>		<b>\$2,122,024</b>	<b>100.0%</b>	<b>\$545,510</b>	<b>\$14,124</b>	<b>0.67%</b>

### Global Small & Mid Cap

#### Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD	138,792.823	\$12.96	\$1,798,701	\$17.180	\$2,384,460	100.0%	\$585,759	\$18,459	0.77%
BOOK COST									
<b>Total global small &amp; mid cap</b>			<b>\$1,798,701</b>		<b>\$2,384,460</b>	<b>100.0%</b>	<b>\$585,759</b>	<b>\$18,459</b>	<b>0.77%</b>

### Global Opportunities

#### Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD	536,898.222	\$7.11	\$3,818,995	\$7.900	\$4,241,495	100.0%	\$422,500	\$144,425	3.41%
BOOK COST									
<b>Total global opportunities</b>			<b>\$3,818,995</b>		<b>\$4,241,495</b>	<b>100.0%</b>	<b>\$422,500</b>	<b>\$144,425</b>	<b>3.41%</b>

Statement dated December 31, 2013  
 INVYB77 - APPELMAN FOUNDATION

Trade date basis

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND	134,461.313	\$10.60	\$1,425,284	\$8.320	\$1,118,718	100.0%	(\$306,566)	\$3,092	0.28%
BOOK COST	1,484,399								

Total real return / commodities

			\$1,425,284		\$1,118,718	100.0%	(\$306,566)	\$3,092	0.28%
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Total marketable

			\$9,812,827		\$11,307,597		\$1,494,770	\$210,259	1.86%
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Other

Misc. assets (no commission)

AG PARTNERS SUPERFUND	1	\$6,000,000.00	\$6,000,000	BOOK	\$7,719,475		\$1,719,475		
Non managed: 1 Shares/units									
AG-ADVSRS STRTGC INV LP	1	4,000,182.00	4,000,182	BOOK	5,393,690		1,393,508		
Non managed: 1 Shares/units									
OIL & INTEREST	1	0	0	BOOK	0		0		
Non managed: 1 Shares/units									
OVERBROOK OPPORTUNITT	1	2,112,804	2,112,804	BOOK	2,553,878		441,074		
Non managed: 1 Shares/units									

Total other

			\$12,112,986		\$15,667,043		\$3,554,057		
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Statement dated December 31, 2013  
 INVB77 - APPLEMAN FOUNDATION

Trade date basis

Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss
		\$21,925,813		\$26,974,640		\$5,048,827

Total value of account

# ACCOUNT HOLDINGS BY TAX LOT

Security Description	TICKER	Trade Date	No. Shares	Pur. Price	Total Cost	Mkt Price	Mkt Value	Unreal GL Cat
Principal Cash		12/31/2013	60,486.83	1.0	60,486.83	1.0	60,486.83	
ABBOTT LABS COMMON	ABT	07/22/2002	1,000.0000	14.504	14,503.95	38.330	38,330.00	23,826.05 LT
			1,000.0000		14,503.95		38,330.00	23,826.05
ABBVIE INC COMMON	ABBV	07/22/2002	1,000.0000	15.728	15,728.29	52.810	52,810.00	37,081.71 LT
			1,000.0000		15,728.29		52,810.00	37,081.71
ACCENTURE PLC CLASS A	ACN	09/24/2009	2,200.0000	36.081	79,379.00	82.220	180,884.00	101,505.00 LT
			2,200.0000		79,379.00		180,884.00	101,505.00
AMDOCS LTD ORD	DOX	06/07/2002	3,500.0000	17.317	60,610.91	41.240	144,340.00	83,729.09 LT
			3,500.0000		60,610.91		144,340.00	83,729.09
AMGEN INC COMMON	AMGN	02/16/2007	1,400.0000	67.444	94,421.68	114.080	159,712.00	65,290.32 LT
			1,400.0000		94,421.68		159,712.00	65,290.32
APPLE INC COMMON	AAPL	06/15/2011	400.0000	327.661	131,064.20	561.020	224,408.00	93,343.80 LT
			400.0000		131,064.20		224,408.00	93,343.80
AUTOZONE INC COMMON	AZO	12/10/2003	900.0000	78.395	70,555.35	477.940	430,146.00	359,590.65 LT
			900.0000		70,555.35		430,146.00	359,590.65
BERKSHIRE HATHAWAY CLASS B	BRK.B	01/11/2010	1,750.0000	66.352	116,115.49	118.560	207,480.00	91,364.51 LT
			1,750.0000		116,115.49		207,480.00	91,364.51
CISCO SYSTEMS INC COMMON	CSCO	11/18/2005	4,700.0000	17.211	80,889.64	22.430	105,421.00	24,531.36 LT
			4,700.0000		80,889.64		105,421.00	24,531.36
COACH INC COMMON	COH	02/21/2013	3,000.0000	47.628	142,885.00	56.130	168,390.00	25,505.00 ST
			3,000.0000		142,885.00		168,390.00	25,505.00
CVS CAREMARK CORP COMMON	CVS	01/22/2003	4,800.0000	12.315	59,113.18	71.570	343,536.00	284,422.82 LT
			4,800.0000		59,113.18		343,536.00	284,422.82
DIRECTV COMMON	DTV	06/12/2002	1,180.0000	11.478	13,544.08	69.060	81,490.80	67,946.72 LT
		12/02/2002	43.0000	11.832	508.78	69.060	2,969.58	2,460.80 LT
			1,223.0000		14,052.86		84,460.38	70,407.52
DISCOVERY COMMUNIC NEW COM SER A	DISCA	06/12/2002	295.0000	11.837	3,492.05	90.420	26,673.90	23,181.85 LT
		12/02/2002	11.0000	11.925	131.18	90.420	994.62	863.44 LT
		07/25/2005	2,450.0000	14.519	35,570.59	90.420	221,529.00	185,958.41 LT
			2,756.0000		39,193.82		249,197.52	210,003.70
DISCOVERY COMMUNIC NEW COM SER C	DISCK	06/12/2002	295.0000	10.629	3,135.44	83.860	24,738.70	21,603.26 LT
		12/02/2002	11.0000	10.707	117.78	83.860	922.46	804.68 LT
		07/25/2005	2,450.0000	13.038	31,938.09	83.860	205,457.00	173,518.91 LT
			2,756.0000		35,191.31		231,118.16	195,926.85
DOREL INDUSTRIES INC CLASS B SUB VTG	DILB	08/06/2004	2,400.0000	28.066	67,358.07	38.020	91,248.00	23,889.93 LT
			2,400.0000		67,358.07		91,248.00	23,889.93
DUN & BRADSTREET COR COMMON	DNB	02/12/2010	1,200.0000	70.516	84,619.72	122.750	147,300.00	62,680.28 LT
			1,200.0000		84,619.72		147,300.00	62,680.28

## ACCOUNT HOLDINGS BY TAX LOT

THE APPELMAN FOUNDATION, INC C/O BESSEMER TRUST CO

Security Description	TICKER	Trade Date	No. Shares	Pur. Price	Total Cost	Mkt Price	Mkt Value	Unreal GL Cat
FRANKLIN RES INC COMMON	BEN	02/21/2008	3,000.0000	32.104	96,312.70	57.730	173,190.00	76,877.30 LT
GENERAL ELECTRIC CO COMMON	GE	12/07/2006	3,400.0000	35.365	120,239.69	28.030	95,302.00	-24,937.69 LT
INTER CONTINENTAL EX COM USD0.01	ICE	07/08/2008	325.0000	262.978	85,467.91	224.920	73,099.00	-12,368.91 LT
KIMBERLY CLARK CORP COMMON	KMB	10/28/2002	1,200.0000	49.598	59,517.54	104.460	125,352.00	65,834.46 LT
LIBERTY INTERACTIV VNTRS COM USD0.01CLA	LVNTA	06/12/2002	73.0000	38.405	2,803.57	122.590	8,949.07	6,145.50 LT
LIBERTY INTERACTIVE INTERACT COM SER A	LINTA	12/02/2002	59.0000	13.517	797.48	29.350	1,731.65	934.17 LT
MCGRW HILL FINANCL COMMON	MHFI	11/23/2007	1,700.0000	45.158	76,768.10	78.200	132,940.00	56,171.90 LT
MOODYS CORP COMMON	MCO	11/06/2007	2,400.0000	39.897	95,753.56	78.470	188,328.00	92,574.44 LT
NORTHERN TR CORP COMMON	NTRS	07/14/2004	1,800.0000	39.949	71,907.33	61.890	111,402.00	39,494.67 LT
NOVARTIS AG ADR (1 ORD CHF)	NVS	08/16/2007	1,800.0000	51.450	92,609.26	80.380	144,684.00	52,074.74 LT
OMNICOM GROUP INC COMMON	OMC	01/26/2006	2,000.0000	41.770	83,540.26	74.370	148,740.00	65,199.74 LT
PFIZER INC COMMON	PFE	10/13/2008	300.0000	31.523	9,456.88	74.370	22,311.00	12,854.12 LT
RECKITT BENCKISER GR SHS	RBGPF	10/16/2009	2,300.0000	17.660	40,623.80	30.630	70,551.00	29,927.20 LT
TEVA PHARMACEUTICAL ADR (1 ORD)	TEVA	03/10/2003	1,494.0000	15.520	23,184.48	79.384	301,659.44	242,681.84 LT
UNITHHEALTH GRP INC COMMON	UNH	08/06/2003	3,800.0000	31.145	121,464.74	40.080	156,312.00	34,847.26 LT
VIACOM INC CLASS B	VIAB	06/06/2008	3,900.0000	29.871	117,097.71	75.300	293,648.00	176,550.29 LT
WEIGHT WATCHERS INTL COMMON	WTW	01/11/2010	2,160.0000	34.649	74,841.84	87.340	235,818.00	160,976.16 LT
			2,700.0000	29.286	79,078.20	32.930	85,618.00	6,539.80 LT
			2,600.0000	29.286	76,144.47	32.930	85,618.00	9,473.53 LT
			2,600.0000	29.286	76,144.47	32.930	85,618.00	9,473.53 LT

# ACCOUNT HOLDINGS BY TAX LOT

Security Description	TICKER	Trade Date	No. Shares	Pur. Price	Total Cost	Mkt Price	Mkt Value	Unreal GL Cat
WESTERN UNION COMMON	WU	09/25/2002	2,100.0000	12.871	27,029.52	17.250	36,225.00	9,195.48 LT
			2,100.0000		27,029.52		36,225.00	9,195.48
<b>Account Totals:</b>					<b>2,470,148.45</b>		<b>5,247,464.63</b>	<b>2,777,316.18</b>

- 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).

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).</b>	
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. <b>APPLEMAN FOUNDATION, INC. C/O BESSEMER TRUST</b>	Employer identification number (EIN) or  <b>13-6154978</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>630 FIFTH AVENUE</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NEW YORK, NY 10111</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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.**

**BESSEMER TRUST CO. OF FLORIDA**

- The books are in the care of  **222 ROYAL PALM WAY - PALM BEACH, FL 33480**  
Telephone No.  **(561) 655-4030** 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 COMPLETE AN ACCURATE RETURN IS UNAVAILABLE AT THIS TIME**

<b>8a</b> 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	\$	49,180.
<b>b</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	\$	49,180.
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

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

Signature  Title  Date