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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation MCKEEN FUND C/O BESSEMER TRUST CO OF FLORIDA		A Employer identification number 13-7002920
Number and street (or P O box number if mail is not delivered to street address) 222 ROYAL PALM WAY	Room/suite	B Telephone number (see instructions) 516-741-6767
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH FL 33480		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 12,834,307	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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 (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	28,198	28,198		
4	Dividends and interest from securities	253,003	253,003		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	483,926			
b	Gross sales price for all assets on line 6a	4,214,986			
7	Capital gain net income (from Part IV, line 2)		483,926		
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) (attach schedule)				
11	Other income (attach schedule) Stmt 1	150	150		
12	Total. Add lines 1 through 11	765,277	765,277	0	
13	Compensation of officers, directors, trustees, etc.	180,000	46,410		133,590
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 2	2,722			2,722
b	Accounting fees (attach schedule) Stmt 3	15,061			15,061
c	Other professional fees (attach schedule) Stmt 4	42,809	42,809		
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 5	11,383	5,529		
19	Depreciation (attach schedule) and depletion Stmt 6	559	56		
20	Occupancy	25,130	2,513		22,617
21	Travel, conferences, and meetings	1,552			1,552
22	Printing and publications	912			912
23	Other expenses (att sch) Stmt 7	10,414	1,041		9,373
24	Total operating and administrative expenses. Add lines 13 through 23	290,542	98,358	0	185,827
25	Contributions, gifts, grants paid	643,900			643,900
26	Total expenses and disbursements. Add lines 24 and 25	934,442	98,358	0	829,727
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-169,165			
b	Net investment income (if negative, enter -0-)		666,919		
c	Adjusted net income (if negative, enter -0-)			0	

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 (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	-32,500	-9,137	-9,137
	2	Savings and temporary cash investments	660,486	1,288,900	1,288,900
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ 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 (attach schedule) Stmt 8	55,895		
	b	Investments – corporate stock (attach schedule) See Stmt 9	10,118,814	9,889,299	11,135,671
	c	Investments – corporate bonds (attach schedule) See Stmt 10	542,744		
	11	Investments – land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 11	549,127	550,286	415,361
	14	Land, buildings, and equipment basis ▶ 3,891 Less: accumulated depreciation (attach sch.) ▶ Stmt 12 3,358	1,092	533	533
Liabilities	15	Other assets (describe ▶ See Statement 13)	2,979	2,979	2,979
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	11,898,637	11,722,860	12,834,307
	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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	13,280,227	13,280,227	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,381,590	-1,557,367	
	30	Total net assets or fund balances (see instructions)	11,898,637	11,722,860	
	31	Total liabilities and net assets/fund balances (see instructions)	11,898,637	11,722,860	

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	11,898,637
2	Enter amount from Part I, line 27a	2	-169,165
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,729,472
5	Decreases not included in line 2 (itemize) ▶ See Statement 14	5	6,612
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,722,860

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 See Worksheet			
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
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	483,926
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	4,102

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	744,501	12,176,085	0.061145
2011	735,747	12,937,025	0.056871
2010	709,481	12,843,271	0.055241
2009	732,630	13,226,547	0.055391
2008	887,121	14,612,224	0.060711

2 Total of line 1, column (d)	2	0.289359
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	0.057872
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,446,529
5 Multiply line 4 by line 3	5	720,306
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,669
7 Add lines 5 and 6	7	726,975
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	829,727

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	6,669
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	6,669
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	6,669
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,000
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	8,000
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,331
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax 1,331 Refunded	11	

Part VII-A Statements Regarding Activities

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

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 ► WWW.GUIDESTAR.ORG	13	X	
14	The books are in care of ► ALBERT M VANASCO CPA PC 1325 FRANKLIN AVENUE Located at ► GARDEN CITY NY Telephone no. ► 516-741-6767 ZIP+4 ► 11530			
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		
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b** **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

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 (see instructions).**

(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 Statement 14	0.00	180,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 4 see instructions). 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 (see instructions). 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		

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 (see instructions)

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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,827,384
b	Average of monthly cash balances	1b	804,315
c	Fair market value of all other assets (see instructions)	1c	4,371
d	Total (add lines 1a, b, and c)	1d	12,636,070
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	12,636,070
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	189,541
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,446,529
6	Minimum investment return. Enter 5% of line 5	6	622,326

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	622,326
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,669
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,669
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	615,657
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	615,657
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	615,657

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	829,727
b	Program-related investments – total from Part IX-B	1b	
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	829,727
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 (see instructions)	5	6,669
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	823,058

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				615,657
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			113,625	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 829,727				
a Applied to 2012, but not more than line 2a			113,625	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				615,657
e Remaining amount distributed out of corpus	100,445			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	100,445			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	100,445			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	100,445			

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

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

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
N/A
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.
N/A
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.
SEE STATEMENT ATTACHED
b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT ATTACHED
c Any submission deadlines:
SEE STATEMENT ATTACHED
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE STATEMENT ATTACHED

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED				643,900
Total			▶ 3a	643,900
b Approved for future payment N/A				
Total			▶ 3b	

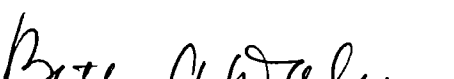
Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

1		Yes	No
	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 5-12-14		Title TRUSTEE
Paid Preparer Use Only	Print/Type preparer's name Albert M. Vanasco		Preparer's signature 		Date 05/06/14
	Firm's name ▶ Albert M. Vanasco CPA, PC		PTIN P00267259		Check ☐ if self-employed
	Firm's address ▶ 1325 Franklin Ave Ste 335 Garden City, NY 11530-1631		Firm's EIN ▶ 13-3378820		
				Phone no 516-741-6767	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning , and ending		

Name MCKEEN FUND C/O BESSEMER TRUST CO OF FLORIDA	Employer Identification Number 13-7002920
---	---

(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.)
(1) BESSEMER TRUST - SEE ATTACHED	P	Various	Various
(2) BESSEMER TRUST - SEE ATTACHED	P	Various	Various
(3) FIRST MANHATTAN CO - SEE ATTACHED	P	Various	Various
(4) FIRST MANHATTAN CO - SEE ATTACHED	P	Various	Various
(5) FIRST MANHATTAN CO - SEE ATTACHED	P	Various	Various
(6) FIRST MANHATTAN CO - SEE ATTACHED	P	Various	Various
(7) BNY-HILTON MGT- SEE ATTACHED	P	Various	Various
(8) BNY-HILTON MGT- SEE ATTACHED	P	Various	Various
(9) BESSEMER TR -CG DISTRIBUTION			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 819,418		801,468	17,950
(2) 1,696,945		1,581,433	115,512
(3) 72,305		79,597	-7,292
(4) 102,975		109,525	-6,550
(5) 105,184		80,447	24,737
(6) 1,056,568		772,829	283,739
(7) 54,995		55,894	-899
(8) 249,861		249,867	-6
(9) 56,735			56,735
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			17,950
(2)			115,512
(3)			-7,292
(4)			-6,550
(5)			24,737
(6)			283,739
(7)			-899
(8)			-6
(9)			56,735
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Bessemer Trust Company

Account 70G413

Supplemental Information

2013

SUMMARY OF PROCEEDS, GAINS & LOSSES AND TAX WITHHELD

Refer to the 1099-B and PROCEEDS NOT REPORTED to the IRS pages to ensure that you consider all relevant items and to determine the correct gains and losses. The amounts shown below are for informational purposes only.

Term*	Category	Detail Schedule	Gross Proceeds*	Cost Basis*	Wash Sale Loss Disallowed	Net Gain/Loss
Short	A (basis reported to the IRS)	Form 1099-B	819,417.54	801,467.92	0.00	17,949.62
Short	B (basis not reported to the IRS)	Form 1099-B	0.00	0.00	0.00	0.00
Short	C (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Short-term			819,417.54	801,467.92	0.00	17,949.62
Long	D (basis reported to the IRS)	Form 1099-B	548,163.11	473,201.85	0.00	74,961.26
Long	E (basis not reported to the IRS)	Form 1099-B	1,148,727.88	1,108,231.45	0.00	40,496.43
Long	F (Form 1099-B not received)	Proceeds not reported to IRS	54.75	0.00	0.00	54.75
Total Long-term			1,696,945.74	1,581,433.30	0.00	115,512.44
Undetermined	B or E (basis not reported to the IRS)	Form 1099-B	0.00	0.00	0.00	0.00
Undetermined	C or F (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Undetermined-term			0.00	0.00	0.00	0.00
Total Categories A, B, D, E			2,516,308.53	2,382,901.22	0.00	133,407.31
Total Category C, F			54.75	0.00	0.00	54.75
Grand total			2,516,363.28	2,382,901.22	0.00	133,462.06

Withholding from Proceeds

Federal income tax withheld	0.00
State tax withheld	0.00

SUMMARY OF NON REPORTED INCOME, FEES, EXPENSES AND EXPENDITURES

The items in this section are not reported to the IRS. They are presented here for your reference when preparing your tax return(s).

Interest Payments and Other Adjustments

Taxable accrued interest paid	0.00
Tax-exempt accrued interest paid	0.00
Tax-exempt accrued interest paid AMT	0.00
Taxable accrued interest paid on OID bonds	0.00
Non qualified interest	0.00
Taxable non qualified interest paid	0.00
Projected interest shortfall on contingent payment debt	0.00

Other Receipts

Partnership distributions	0.00
Foreign tax paid - partnership distributions	0.00
Return of principal distributions	0.00
Deferred income payment	0.00

Expenses

Margin interest	0.00
Dividends paid - short position	0.00
Interest paid - short position	0.00
Non reportable distribution expense	0.00
Other expenses	0.00
Severance tax	0.00

Opening Transactions

Securities purchased	0.00
Installment payments	0.00
Short sales	0.00

Fees and Payments Received

Deemed premium	0.00
Organizational expense	0.00
Income accrual - UJT	0.00
Miscellaneous fees	14,166.29
Basis adjustments	0.00
Tax-exempt investment expense	0.00
Foreign tax withholding paid in excess of treaty rate	957.88

Options Transactions

Sales	0.00
Short sales	0.00
Purchases	0.00
Purchases to close	0.00

*Amounts of undetermined-term must be reviewed to establish the correct acquisition date and whether the gains/losses are short-term or long-term.

Less commissions

+Cost basis totals include only amounts that were available to us.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

2013 1099-B*

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
AETNA INC NEW / CUSIP 00817Y108 / Symbol AET	25.000	1,558.92	11/07/12	1,076.47	0.00	482.45	Sale
06/19/13							
3 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS.							
	25.000	1,631.97	11/07/12	1,076.46	0.00	555.51	Sale
	90.000	5,875.10	11/08/12	3,848.85	0.00	2,026.25	Sale
	25.000	1,631.97	11/09/12	1,069.93	0.00	562.04	Sale
09/06/13	140.000	9,139.04	VARIOUS	5,995.24	0.00	3,143.80	Total of 3 lots
Security total:				7,071.71	0.00	3,626.25	
AIR PRODUCTS & CHEMICALS / CUSIP: 009158106 / Symbol: APD							
07/30/13	100.000	10,570.46	03/11/13	8,863.95	0.00	1,706.51	Sale
AKZO NOBEL NV ADR / CUSIP 010199305 / Symbol: AKZO Y							
2 tax lots for 01/18/13 Total proceeds (and cost when required) reported to the IRS.							
	75.000	1,720.46	02/16/12	1,416.27	0.00	304.19	Sale
01/18/13	165.000	3,785.02	02/17/12	3,242.88	0.00	542.14	Sale
	240.000	5,505.48	VARIOUS	4,659.15	0.00	846.33	Total of 2 lots
AMERICAN INTL GROUP INC / CUSIP: 026874784 / Symbol: AIG							
09/06/13	150.000	7,274.86	04/26/13	6,155.84	0.00	1,119.02	Sale
AMERICAN WATER WORKS CO / CUSIP: 030420103 / Symbol: AWK							
3 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS.							
	100.000	3,934.93	06/19/13	4,083.00	0.00	-148.07	Sale
	100.000	3,934.93	07/09/13	4,126.17	0.00	-191.24	Sale
	50.000	1,967.46	07/10/13	2,077.88	0.00	-110.42	Sale
09/06/13	250.000	9,837.32	VARIOUS	10,287.05	0.00	-449.73	Total of 3 lots
BNP PARIBAS SPON ADR / CUSIP: 05565A202 / Symbol: BNPQ Y							
09/06/13	85.000	2,763.64	04/11/13	2,373.68	0.00	389.96	Sale
BARRICK GOLD CORP / CUSIP: 067901108 / Symbol							
02/15/13	100.000	3,154.18	06/01/12	4,200.99	0.00	-1,046.81	Sale

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).

**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

2013 1099-B*

(continued)

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss (-)	Additional information
These columns are not reported to the IRS							
CHINA CONSTRUCTION ADR / CUSIP 168919108 / Symbol: CICH Y	20,000	306.63	02/19/13	334.05	0.00	-27.42	Sale
COACH INC / CUSIP: 189754104 / Symbol: COH	110 000	5,878.29	09/10/12	6,896.10	0.00	-1,017.81	Sale
ILLINOIS TOOL WORKS INC / CUSIP: 452308109 / Symbol: ITW	80,000	5,831.89	03/25/13	4,912.78	0.00	919.11	Sale
J SAINSBURY SPN ADR NEW / CUSIP: 466249208 / Symbol: JSAI Y	55,000	1,354.46	06/19/13	1,302.39	0.00	52.07	Sale
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol: JNJ	400 000	34,055.28	03/01/13	30,604.00	0.00	3,451.28	Sale
KDDI CORP ADR / CUSIP 48667L106 / Symbol: KDDI Y							
2 tax lots for 05/16/13. Total proceeds (and cost when required) reported to the IRS							
200,000	2,517.94	1,732.96	01/24/13	0.00	0.00	784.98	Sale
800,000	10,071.78	7,057.56	01/25/13	0.00	0.00	3,014.22	Sale
1,000,000	12,589.72	8,790.52	VARIOUS	0.00	0.00	3,799.20	Total of 2 lots
250,000	3,087.43	2,166.20	01/24/13	0.00	0.00	921.23	Sale
500 000	6,292.04	4,332.40	01/24/13	0.00	0.00	1,959.64	Sale
170,000	2,069.88	1,473.02	01/24/13	0.00	0.00	596.86	Sale
Security total:	24,039.07	16,762.14				7,276.93	
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW	200 000	7,394.09	03/14/12	6,102.82	0.00	1,291.27	Sale
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol: NEM	50,000	2,160.30	02/15/12	2,990.85	0.00	-830.55	Sale
NIKON CORP PLC UNSPON-ADR / CUSIP: 654111202 / Symbol: NINO Y	30 000	491.42	12/26/12	871.43	0.00	-380.01	Sale
OW FIXED INCOME FUND / CUSIP 680414406 / Symbol: OWFI X	43,215.212	500,000.00	09/05/12	505,185.83	0.00	-5,185.83	Sale
07/11/13	8,841.733	100,000.00	09/05/12	103,359.86	0.00	-3,359.86	Sale

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).

** For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS # Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

2013 - 1099-B*

OMB No. 1545-0715

(continued)

Ic - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-) Additional Information
Security total:		600,000.00		608,545.69	0.00	-8,545.69

These columns are not reported to the IRS

PFIZER INC / CUSIP: 717081103 / Symbol: PFE

09/06/13

440,000

13,266.00

-861.61 Sale

QUALCOMM INC / CUSIP: 747525103 / Symbol: QCOM

3 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS.

09/06/13	60,000	4,088.93	11/28/12	3,725.18	0.00	363.75 Sale
	25,000	1,703.72	11/29/12	1,585.12	0.00	118.60 Sale
	75,000	5,111.16	03/07/13	5,001.00	0.00	110.16 Sale
	160,000	10,903.81	VARIOUS	10,311.30	0.00	592.51 Total of 3 lots

RSA INSURANCE GRP PLC ADR / CUSIP: 74971A107 / Symbol: RSAN Y

09/06/13

170,000

1,747.62

-176.68 Sale

TARGET CORP / CUSIP: 87612E106 / Symbol: TGT

09/06/13

150,000

10,244.22

-734.39 Sale

THERMO FISHER SCIENTIFIC / CUSIP: 883556102 / Symbol: TMO

04/26/13

50,000

2,960.00

1,097.05 Sale

TIM PARTICIPACOE SA ADR / CUSIP: 88706P205 / Symbol: TSU

09/06/13

70,000

1,529.94

-17.27 Sale

VIACOM INC CL B NEW / CUSIP: 92553P201 / Symbol: VIAB

09/23/13

25,000

1,534.25

548.40 Sale

VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol: VOD

03/11/13

100,000

2,801.99

-39.05 Sale

WALGREEN CO / CUSIP: 931422109 / Symbol: WAG

04/26/13

200,000

7,283.98

2,577.98 Sale

2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS

09/06/13	120,000	5,996.29	10/22/12	4,326.91	0.00	1,669.38 Sale
	100,000	4,996.91	12/24/12	3,641.99	0.00	1,354.92 Sale
	220,000	10,993.20	VARIOUS	7,968.90	0.00	3,024.30 Total of 2 lots

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).

** For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis," and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

2013-1099-B*

(continued)

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional Information
Security total:							5,602.28
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol: WM	100,000	3,927.23	08/15/12	3,534.00	0.00	393.23	Sale
SEAGATE TECHNOLOGY PLC / CUSIP: G7945M107 / Symbol: STX	285,000	10,513.98	04/10/12	7,338.72	0.00	3,175.26	Sale
NIELSEN HOLDINGS BV / CUSIP: N63218106 / Symbol: NLSN							
2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS.							
	30,000	1,043.68	02/15/13	976.50	0.00	67.18	Sale
	200,000	6,957.88	06/19/13	7,035.88	0.00	-78.00	Sale
	230,000	8,001.56	VARIOUS	8,012.38	0.00	-10.82	Total of 2 lots
Totals:		819,417.54		801,467.92	0.00	17,949.62	

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional Information
AKZO NOBEL NV ADR / CUSIP: 010193305 / Symbol: AKZO Y	165,000	3,785.01	11/29/11	2,591.48	0.00	1,193.53	Sale
ALLIANZ AKTIENGES ADR / CUSIP: 018805101 / Symbol: AZSE Y							
2 tax lots for 05/16/13. Total proceeds (and cost when required) reported to the IRS.							
	95,000	1,446.82	02/17/12	1,121.90	0.00	324.92	Sale
	55,000	837.63	02/21/12	666.12	0.00	171.51	Sale
	150,000	2,284.45	VARIOUS	1,788.02	0.00	496.43	Total of 2 lots
05/16/13							
05/17/13	50,000	764.94	02/17/12	590.48	0.00	174.46	Sale
09/06/13	40,000	582.98	02/17/12	472.38	0.00	110.60	Sale
Security total:							781.49

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Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

2013 1099-B*

(continued)

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
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AB FOODS LTD ADR / CUSIP: 045519402 / Symbol: ASBF Y

2 tax lots for 01/18/13. Total proceeds (and cost when required) reported to the IRS.

50,000	1,292.15	12/05/11	886.37	0.00	405.78	Sale
100,000	2,584.31	12/06/11	1,757.04	0.00	827.27	Sale
150,000	3,876.46	VARIOUS	2,643.41	0.00	1,233.05	Total of 2 lots

01/18/13	100,000	2,604.81	12/07/11	1,735.36	0.00	869.45	Sale
01/22/13	75,000	2,133.08	12/07/11	1,301.52	0.00	831.56	Sale
02/19/13	75,000	2,135.73	12/07/11	1,301.52	0.00	834.21	Sale

2 tax lots for 02/21/13. Total proceeds (and cost when required) reported to the IRS.

50,000	1,397.10	11/28/11	861.12	0.00	535.98	Sale
25,000	698.55	11/29/11	433.61	0.00	264.94	Sale
75,000	2,095.65	VARIOUS	1,294.73	0.00	800.92	Total of 2 lots

02/21/13	150,000	4,103.06	11/28/11	2,583.36	0.00	1,519.70	Sale
02/25/13	50,000	1,371.88	11/28/11	861.12	0.00	510.76	Sale
02/26/13	Security total	18,320.67		11,721.02	0.00	6,599.65	

BHP BILLITON PLC-ADR / CUSIP: 05545E209 / Symbol: BBL

2 tax lots for 08/05/13. Total proceeds (and cost when required) reported to the IRS.

55,000	3,196.56	11/28/11	3,139.26	0.00	57.30	Sale
125,000	7,264.91	12/28/11	7,111.93	0.00	152.98	Sale
180,000	10,461.47	VARIOUS	10,251.19	0.00	210.28	Total of 2 lots

BARRICK GOLD CORP / CUSIP: 067901108 / Symbol

2 tax lots for 02/15/13. Total proceeds (and cost when required) reported to the IRS.

50,000	1,577.09	11/28/11	2,487.27	0.00	-910.18	Sale
100,000	3,154.18	11/29/11	5,001.07	0.00	-1,846.89	Sale
150,000	4,731.27	VARIOUS	7,488.34	0.00	-2,757.07	Total of 2 lots

2 tax lots for 04/26/13. Total proceeds (and cost when required) reported to the IRS.

150,000	2,779.45	02/07/12	7,402.14	0.00	-4,622.69	Sale
175,000	3,242.69	02/08/12	8,617.47	0.00	-5,374.78	Sale
325,000	6,022.14	VARIOUS	16,019.61	0.00	-9,997.47	Total of 2 lots
	Security total		23,507.95	0.00	-12,754.54	

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Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

2013 - 1099-B*

(continued)

OMB No. 1545-0715

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of [#] stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS							
	105,000	3,363.09	02/15/12	3,987.70	0.00	-624.61	Sale
	25,000	800.73	02/16/12	959.63	0.00	-158.90	Sale
09/06/13	130,000	4,163.82	VARIOUS	4,947.33	0.00	-783.51	Total of 2 lots
CITIGROUP INC / CUSIP: 172967424 / Symbol: C							
09/06/13	120,000	5,943.49	08/22/12	3,667.15	0.00	2,276.34	Sale
COACH INC / CUSIP: 189754104 / Symbol: COH							
2 tax lots for 10/23/13. Total proceeds (and cost when required) reported to the IRS.							
	15,000	728.70	09/10/12	940.38	0.00	-211.68	Sale
	175,000	8,501.47	09/28/12	9,814.75	0.00	-1,313.28	Sale
10/23/13	190,000	9,230.17	VARIOUS	10,755.13	0.00	-1,524.96	Total of 2 lots
CONOCOPHILLIPS / CUSIP: 20825C104 / Symbol: COP							
09/06/13	75,000	5,123.91	02/15/12	4,190.49	0.00	933.42	Sale
DETROIT ENERGY CO / CUSIP: 233331107 / Symbol: DTE							
10/03/13	90,000	5,860.69	11/28/11	4,531.31	0.00	1,329.38	Sale
EAST JAPAN RAIL ADR / CUSIP: 273202101 / Symbol: EJPR Y							
03/25/13	200,000	2,731.32	12/06/11	2,008.82	0.00	722.50	Sale
03/27/13	150,000	2,038.45	12/06/11	1,506.62	0.00	531.83	Sale
4 tax lots for 04/10/13. Total proceeds (and cost when required) reported to the IRS.							
	300,000	4,314.99	11/28/11	2,970.27	0.00	1,344.72	Sale
	50,000	719.16	11/29/11	493.98	0.00	225.18	Sale
	600,000	8,629.96	12/05/11	6,023.76	0.00	2,606.20	Sale
	100,000	1,438.33	12/06/11	1,004.41	0.00	433.92	Sale
04/10/13	1,050,000	15,102.44	VARIOUS	10,492.42	0.00	4,610.02	Total of 4 lots
04/11/13							
	225,000	3,250.30	11/29/11	2,222.88	0.00	1,027.42	Sale
04/12/13	100,000	1,441.67	11/29/11	987.95	0.00	453.72	Sale
04/16/13	25,000	365.82	11/29/11	246.99	0.00	118.83	Sale
	Security total	24,930.00		17,465.68	0.00	7,464.32	

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Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

(continued)

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
EMBRAER SA ADR / CUSIP: 29082A107 / Symbol: ERJ							
04/02/13	75,000	2,596.14	03/27/12	2,405.68	0.00	190.46	Sale
04/03/13	75,000	2,528.83	03/27/12	2,405.68	0.00	123.15	Sale
3 tax lots for 09/04/13. Total proceeds (and cost when required) reported to the IRS.							
	15,000	500.09	03/27/12	481.13	0.00	18.96	Sale
	75,000	2,500.46	03/28/12	2,380.50	0.00	119.96	Sale
	250,000	8,334.88	07/18/12	6,146.30	0.00	2,188.58	Sale
09/04/13	340,000	11,335.43	VARIOUS	9,007.93	0.00	2,327.50	Total of 3 lots
Security total		16,460.40		13,819.29	0.00	2,641.11	

EXELON CORP / CUSIP: 30161N101 / Symbol: EXC

3 tax lots for 06/19/13. Total proceeds (and cost when required) reported to the IRS.

06/19/13	150,000	4,620.77	11/28/11	6,412.50	0.00	-1,791.73	Sale
	100,000	3,080.51	02/07/12	3,994.31	0.00	-913.80	Sale
	100,000	3,080.52	02/08/12	4,006.30	0.00	-925.78	Sale
	350,000	10,781.80	VARIOUS	14,413.11	0.00	-3,631.31	Total of 3 lots

GENERAL DYNAMICS CORP / CUSIP: 369550108 / Symbol: GD

2 tax lots for 03/25/13. Total proceeds (and cost when required) reported to the IRS.

03/25/13	60,000	4,155.59	11/28/11	3,835.70	0.00	319.89	Sale
	75,000	5,194.48	02/15/12	5,240.71	0.00	-46.23	Sale
	135,000	9,350.07	VARIOUS	9,076.41	0.00	273.66	Total of 2 lots

INTERNATIONAL BUS MACHINES / CUSIP: 459200101 / Symbol: IBM

09/06/13	30,000	5,522.60	02/07/12	5,799.46	0.00	-276.86	Sale
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KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y

4 tax lots for 06/19/13. Total proceeds (and cost when required) reported to the IRS.

	55,000	882.98	02/16/12	780.20	0.00	102.78	Sale
	150,000	2,408.14	02/17/12	2,170.74	0.00	237.40	Sale
	95,000	1,525.15	02/21/12	1,395.55	0.00	129.60	Sale
	150,000	2,408.13	02/21/12	2,198.86	0.00	209.27	Sale
06/19/13	450,000	7,224.40	VARIOUS	6,545.35	0.00	679.05	Total of 4 lots

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Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

(continued)

Ic - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
KON AHOLD ADR / CUSIP 500467402 / Symbol AHON Y (cont'd)							
4 tax lots for 09/04/13. Total proceeds (and cost when required) reported to the IRS.							
	150,000	2,472.33	02/15/12	2,106.67	0.00	365.66	Sale
	95,000	1,565.81	02/16/12	1,347.61	0.00	218.20	Sale
	155,000	2,554.75	04/10/12	2,084.86	0.00	469.89	Sale
	50,000	824.11	04/11/12	676.12	0.00	147.99	Sale
09/04/13	450,000	7,417.00	VARIOUS	6,215.26	0.00	1,201.74	Total of 4 lots
09/06/13	55,000	901.98	04/10/12	739.79	0.00	162.19	Sale
3 tax lots for 10/03/13. Total proceeds (and cost when required) reported to the IRS							
	200,000	3,507.94	11/28/11	2,467.94	0.00	1,040.00	Sale
	300,000	5,261.90	11/29/11	3,742.11	0.00	1,519.79	Sale
	190,000	3,332.54	04/10/12	2,555.63	0.00	776.91	Sale
10/03/13	690,000	12,102.38	VARIOUS	8,765.68	0.00	3,336.70	Total of 3 lots
	Security total:	27,645.76		22,266.08	0.00	5,379.68	
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
05/31/13	175,000	7,411.19	03/14/12	5,339.97	0.00	2,071.22	Sale
2 tax lots for 07/09/13. Total proceeds (and cost when required) reported to the IRS.							
	55,000	2,407.31	03/14/12	1,678.27	0.00	729.04	Sale
	150,000	6,565.38	06/26/12	4,105.50	0.00	2,459.88	Sale
07/09/13	205,000	8,972.69	VARIOUS	5,783.77	0.00	3,188.92	Total of 2 lots
	Security total:	16,383.88		11,123.74	0.00	5,260.14	
MACY'S INC / CUSIP: 55616P104 / Symbol: M							
2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS							
	5,000	228.20	02/07/12	179.29	0.00	48.91	Sale
	125,000	5,704.89	02/08/12	4,492.80	0.00	1,212.09	Sale
09/06/13	130,000	5,933.09	VARIOUS	4,672.09	0.00	1,261.00	Total of 2 lots
MAGNA INTERNATIONAL INC / CUSIP: 559222401 / Symbol:							
03/07/13	75,000	4,150.93	02/17/12	3,364.28	0.00	786.65	Sale
3 tax lots for 04/10/13. Total proceeds (and cost when required) reported to the IRS.							
	20,000	1,155.36	11/28/11	673.45	0.00	481.91	Sale

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Bessemer Trust Company

Account 70G413

2013-1099-B* (continued) OMB No. 1545-0715

Proceeds from Broker and Barter Exchange Transactions

Ic - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

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MAGNA INTERNATIONAL INC / CUSIP: 559222401 / Symbol: (cont'd)							These columns are not reported to the IRS
	100 000	5,776.79	11/29/11	3,368.77	0.00	2,408.02	Sale
	80,000	4,621.43	02/17/12	3,588.57	0.00	1,032.86	Sale
04/10/13	200 000	11,553.58	VARIOUS	7,630.79	0.00	3,922.79	Total of 3 lots
04/11/13	5,000	293.26	11/28/11	168.36	0.00	124.90	Sale
Security total:		15,997.77		11,163.43	0.00	4,834.34	
MARATHON OIL CORP / CUSIP: 565849106 / Symbol: MRO							
09/06/13	120,000	4,297.12	02/07/12	3,963.30	0.00	333.82	Sale
2 tax lots for 10/03/13. Total proceeds (and cost when required) reported to the IRS							
	30,000	1,027.78	02/07/12	990.83	0.00	36.95	Sale
	20,000	685.19	02/08/12	656.96	0.00	28.23	Sale
10/03/13	50,000	1,712.97	VARIOUS	1,647.79	0.00	65.18	Total of 2 lots
Security total:		6,010.09		5,611.09	0.00	399.00	
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol: NEM							
02/15/13	150,000	6,480.91	12/28/11	8,907.24	0.00	-2,426.33	Sale
NORDEA BK SWEDEN AB ADR / CUSIP: 65557A206 / Symbol: NRBA Y							
2 tax lots for 04/26/13. Total proceeds (and cost when required) reported to the IRS							
	400,000	4,600.98	12/28/11	3,058.52	0.00	1,542.46	Sale
	50,000	575.12	12/29/11	390.29	0.00	184.83	Sale
04/26/13	450,000	5,176.10	VARIOUS	3,448.81	0.00	1,727.29	Total of 2 lots
3 tax lots for 08/05/13. Total proceeds (and cost when required) reported to the IRS.							
	125,000	1,592.96	11/28/11	913.35	0.00	679.61	Sale
	225,000	2,867.33	11/29/11	1,658.07	0.00	1,209.26	Sale
	400,000	5,097.47	12/28/11	3,058.52	0.00	2,038.95	Sale
08/05/13	750,000	9,557.76	VARIOUS	5,629.94	0.00	3,927.82	Total of 3 lots
08/06/13	50,000	633.92	11/28/11	365.34	0.00	268.58	Sale
Security total:		15,367.78		9,444.09	0.00	5,923.69	
OW LARGE CAP STRATEGIES FD / CUSIP: 680414109 / Symbol: OWLS X							
09/04/13	12,418,848	138,966.91	08/15/12	118,600.00	0.00	20,366.91	Sale

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Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

2013-1099-B*

(continued)

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
SSE PLC ADR / CUSIP: 78467K107 / Symbol: SSEZ Y							
3 tax lots for 06/19/13. Total proceeds (and cost when required) reported to the IRS.							
	35 000	838.38	02/16/12	714.85	0.00	123.53	Sale
	100 000	2,395.36	02/17/12	2,069.77	0.00	325.59	Sale
	115 000	2,754.66	02/21/12	2,386.91	0.00	367.75	Sale
06/19/13	250 000	5,988.40	VARIOUS	5,171.53	0.00	816.87	Total of 3 lots
3 tax lots for 06/20/13. Total proceeds (and cost when required) reported to the IRS							
	75 000	1,740.48	11/29/11	1,525.01	0.00	215.47	Sale
	85 000	1,972.54	02/15/12	1,722.14	0.00	250.40	Sale
	115 000	2,668.74	02/16/12	2,348.81	0.00	319.93	Sale
06/20/13	275 000	6,381.76	VARIOUS	5,595.96	0.00	785.80	Total of 3 lots
2 tax lots for 06/21/13. Total proceeds (and cost when required) reported to the IRS							
	50 000	1,157.75	11/28/11	1,005.08	0.00	152.67	Sale
	15 000	347.33	02/15/12	303.91	0.00	43.42	Sale
06/21/13	65 000	1,505.08	VARIOUS	1,308.99	0.00	196.09	Total of 2 lots
	Security total:	13,875.24		12,076.48	0.00	1,798.76	
SUMITOMO MITSUI FIN ADR / CUSIP: 86562M209 / Symbol: SMFG							
02/19/13	750 000	6,078.09	02/01/12	4,865.10	0.00	1,212.99	Sale
02/20/13	250 000	2,030.13	01/31/12	1,616.15	0.00	413.98	Sale
4 tax lots for 03/25/13. Total proceeds (and cost when required) reported to the IRS.							
	400 000	3,275.32	11/28/11	2,167.72	0.00	1,107.60	Sale
	150 000	1,228.25	11/29/11	812.55	0.00	415.70	Sale
	500 000	4,094.16	01/25/12	3,142.45	0.00	951.71	Sale
	500 000	4,094.16	01/31/12	3,232.30	0.00	861.86	Sale
03/25/13	1,550 000	12,691.89	VARIOUS	9,355.02	0.00	3,336.87	Total of 4 lots
03/26/13	225 000	1,826.53	11/29/11	1,218.83	0.00	607.70	Sale
03/27/13	100 000	812.91	11/29/11	541.70	0.00	271.21	Sale
03/28/13	25 000	202.96	11/29/11	135.42	0.00	67.54	Sale
	Security total:	23,642.51		17,732.22	0.00	5,910.29	

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Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

(continued)

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional Information
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These columns are not reported to the IRS

SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol: SNMY Y

2 tax lots for 04/10/13. Total proceeds (and cost when required) reported to the IRS.

04/10/13	200,000	2,415.51	02/02/12	1,816.02	0.00	599.49	Sale
	150,000	1,811.63	02/15/12	1,352.96	0.00	458.67	Sale
	350,000	4,227.14	VARIOUS	3,168.98	0.00	1,058.16	Total of 2 lots

2 tax lots for 04/11/13. Total proceeds (and cost when required) reported to the IRS.

04/11/13	150,000	1,854.35	01/31/12	1,333.26	0.00	521.09	Sale
	200,000	2,472.46	02/17/12	1,784.74	0.00	687.72	Sale
	350,000	4,326.81	VARIOUS	3,118.00	0.00	1,208.81	Total of 2 lots

2 tax lots for 04/12/13. Total proceeds (and cost when required) reported to the IRS.

04/12/13	150,000	1,857.65	01/30/12	1,332.21	0.00	525.44	Sale
	100,000	1,238.43	02/16/12	880.71	0.00	357.72	Sale
	250,000	3,096.08	VARIOUS	2,212.92	0.00	883.16	Total of 2 lots

2 tax lots for 04/15/13. Total proceeds (and cost when required) reported to the IRS.

04/15/13	50,000	614.59	02/16/12	440.36	0.00	174.23	Sale
	150,000	1,843.77	02/22/12	1,320.62	0.00	523.15	Sale
	200,000	2,458.36	VARIOUS	1,760.98	0.00	697.38	Total of 2 lots

2 tax lots for 04/16/13. Total proceeds (and cost when required) reported to the IRS.

04/16/13	50,000	610.21	11/28/11	393.54	0.00	216.67	Sale
	100,000	1,220.41	01/25/12	874.50	0.00	345.91	Sale
	150,000	1,830.62	VARIOUS	1,268.04	0.00	562.58	Total of 2 lots
	Security total:	15,939.01		11,528.92	0.00	4,410.09	

TARGET CORP / CUSIP: 87612E106 / Symbol: TGT

2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS.

09/06/13	5,000	317.00	01/25/12	254.61	0.00	62.39	Sale
	5,000	316.99	01/31/12	253.46	0.00	63.53	Sale
	10,000	633.99	VARIOUS	508.07	0.00	125.92	Total of 2 lots

TELE2 AB ADR / CUSIP: 87952P307 / Symbol: TLTY

09/06/13	130,000	809.87	02/07/12	1,257.58	0.00	-447.71	Sale
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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

2013: 1099-B*

(continued)

OMB No. 1545-0715

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS.

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA							
4 tax lots for 11/07/13. Total proceeds (and cost when required) reported to the IRS.							
	50,000	1,852.49	01/25/12	2,297.83	0.00	-445.34	Sale
	50,000	1,852.49	01/26/12	2,281.55	0.00	-429.06	Sale
	50,000	1,852.49	01/27/12	2,261.58	0.00	-409.09	Sale
	25,000	926.24	01/31/12	1,129.29	0.00	-203.05	Sale
11/07/13	175,000	6,483.71	VARIOUS	7,970.25	0.00	-1,486.54	Total of 4 lots
4 tax lots for 11/20/13. Total proceeds (and cost when required) reported to the IRS.							
	125,000	5,052.41	11/28/11	4,749.92	0.00	302.49	Sale
	75,000	3,031.45	11/29/11	2,893.06	0.00	138.39	Sale
	50,000	2,020.96	01/30/12	2,245.53	0.00	-224.57	Sale
	50,000	2,020.96	01/31/12	2,258.59	0.00	-237.63	Sale
11/20/13	300,000	12,125.78	VARIOUS	12,147.10	0.00	-21.32	Total of 4 lots
Security total:				20,117.35	0.00	-1,507.86	

TIM PARTICIPACOEES SA ADR / CUSIP: 88706P205 / Symbol: TSU

6 tax lots for 10/23/13. Total proceeds (and cost when required) reported to the IRS.

100,000	2,625.67	01/25/12	2,802.47	0.00	-176.80	Sale
50,000	1,312.83	01/26/12	1,394.13	0.00	-81.30	Sale
50,000	1,312.83	01/30/12	1,411.04	0.00	-98.21	Sale
50,000	1,312.83	01/31/12	1,399.46	0.00	-86.63	Sale
100,000	2,625.66	02/01/12	2,798.82	0.00	-173.16	Sale
100,000	2,625.67	02/03/12	2,797.49	0.00	-171.82	Sale
450,000	11,815.49	VARIOUS	12,603.41	0.00	-787.92	Total of 6 lots

UNITEDHEALTH GROUP INC / CUSIP: 91324P102 / Symbol: UNH

3 tax lots for 07/19/13. Total proceeds (and cost when required) reported to the IRS.

25,000	1,784.55	11/28/11	1,126.50	0.00	658.05	Sale
75,000	5,353.67	02/15/12	4,096.31	0.00	1,257.36	Sale
50,000	3,569.11	02/16/12	2,738.56	0.00	830.55	Sale
150,000	10,707.33	VARIOUS	7,961.37	0.00	2,745.96	Total of 3 lots

3 tax lots for 09/04/13. Total proceeds (and cost when required) reported to the IRS.

125,000	9,147.34	11/28/11	5,632.50	0.00	3,514.84	Sale
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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions.

Bessemer Trust Company

Account 70G413

2013-1099-B*

OMB No. 1545-0715

Proceeds from Broker and Barter Exchange Transactions

(continued)

Ic - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional Information
These columns are not reported to the IRS							
UNITEDHEALTH GROUP INC / CUSIP: 91324P102 / Symbol: UNH (cont'd)							
	75,000	5,488.40	07/27/12	4,013.62	0.00	1,474.78	Sale
	50,000	3,658.94	07/30/12	2,658.63	0.00	1,000.31	Sale
09/04/13	250,000	18,294.68	VARIOUS	12,304.75	0.00	5,989.93	Total of 3 lots
Security total:		29,002.01		20,266.12	0.00	8,735.89	
VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol: VOD							
09/04/13	100,000	3,217.45	06/26/12	2,801.99	0.00	415.46	Sale
2 tax lots for 09/05/13. Total proceeds (and cost when required) reported to the IRS							
	50,000	1,634.17	06/01/12	1,343.50	0.00	290.67	Sale
	50,000	1,634.17	06/26/12	1,401.00	0.00	233.17	Sale
09/05/13	100,000	3,268.34	VARIOUS	2,744.50	0.00	523.84	Total of 2 lots
09/06/13	40,000	1,304.77	06/01/12	1,074.80	0.00	229.97	Sale
2 tax lots for 09/13/13. Total proceeds (and cost when required) reported to the IRS							
	285,000	9,558.53	06/01/12	7,657.95	0.00	1,900.58	Sale
	50,000	1,676.94	06/04/12	1,341.50	0.00	335.44	Sale
09/13/13	335,000	11,235.47	VARIOUS	8,999.45	0.00	2,236.02	Total of 2 lots
Security total:		19,026.03		15,620.74	0.00	3,405.29	
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol: WM							
2 tax lots for 09/04/13. Total proceeds (and cost when required) reported to the IRS							
	225,000	9,000.92	06/26/12	7,247.25	0.00	1,753.67	Sale
	100,000	4,000.41	08/15/12	3,534.00	0.00	466.41	Sale
09/04/13	325,000	13,001.33	VARIOUS	10,781.25	0.00	2,220.08	Total of 2 lots
ZIMMER HLDGS INC / CUSIP: 98956P102 / Symbol: ZMH							
2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS							
	20,000	1,602.13	05/02/12	1,274.35	0.00	327.78	Sale
	100,000	8,010.66	05/03/12	6,421.94	0.00	1,588.72	Sale
09/06/13	120,000	9,612.79	VARIOUS	7,696.29	0.00	1,916.50	Total of 2 lots

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** For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS # Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

(continued)

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange 1e - Quantity 2a - Proceeds of* stocks, bonds, etc. 1b - Date of acquisition 3 - Cost or other basis 5 - Wash sale loss disallowed These columns are not reported to the IRS
 Gain or loss(-) Additional Information

ACCENTURE PLC CL A / CUSIP: G1151C101 / Symbol: ACN

3 tax lots for 03/25/13. Total proceeds (and cost when required) reported to the IRS

03/25/13	25,000	1,831.96	01/25/12	1,423.48	0.00	408.48	Sale
	75,000	5,495.87	01/26/12	4,267.89	0.00	1,227.98	Sale
	25,000	1,831.96	01/27/12	1,417.48	0.00	414.48	Sale
	125,000	9,159.79	VARIOUS	7,108.85	0.00	2,050.94	Total of 3 lots

2 tax lots for 09/06/13. Total proceeds (and cost when required) reported to the IRS.

09/06/13	5,000	370.59	11/28/11	276.51	0.00	94.08	Sale
	75,000	5,558.90	01/27/12	4,252.42	0.00	1,306.48	Sale
	80,000	5,929.49	VARIOUS	4,528.93	0.00	1,400.56	Total of 2 lots
	Security total:	15,089.28		11,637.78	0.00	3,451.50	
	Totals:	548,163.11		473,201.85	0.00	74,961.26	

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange 1e - Quantity 2a - Proceeds of* stocks, bonds, etc. Date of acquisition Cost or other basis Wash sale loss disallowed These columns are not reported to the IRS
 Gain or loss(-) Additional Information

MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT

09/06/13	120,000	3,757.13	10/26/09	3,441.41	0.00	315.72	Sale
09/23/13	50,000	1,639.73	10/26/09	1,433.92	0.00	205.81	Sale
10/24/13	530,000	17,887.72	10/26/09	15,199.55	0.00	2,688.17	Sale
	Security total:	23,284.58		20,074.88	0.00	3,209.70	

OW LARGE CAP STRATEGIES FD / CUSIP: 680414109 / Symbol: OWLSX

2 tax lots for 09/04/13. Total proceeds (and cost when required) reported to the IRS.

09/04/13	568,528	6,361.83	11/16/11	4,929.14	0.00	1,432.69	Sale
	22,758,826	254,671.26	11/16/11	197,319.02	0.00	57,352.24	Sale
	23,327,354	261,033.09	VARIOUS	202,248.16	0.00	58,784.93	Total of 2 lots
10/16/13	12,500,000	148,875.00	11/16/11	108,375.00	0.00	40,500.00	Sale
	Security total:	409,908.09		310,623.16	0.00	99,284.93	

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 **For NONCOVERED tax lots, values for "Date of acquisition", "Cost or other basis", and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.
 # Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

(continued)

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWSO X							
3 tax lots for 09/25/13. Total proceeds (and cost when required) reported to the IRS.							
	2,440,945	19,722.84	04/29/08	23,457.48	0.00	-3,734.64	Sale
	59,994,019	484,751.67	04/29/08	576,542.52	0.00	-91,790.85	Sale
	6,574,937	53,125.49	09/10/10	50,166.77	0.00	2,958.72	Sale
09/25/13	69,009,901	557,600.00	VARIOUS	650,166.77	0.00	-92,566.77	Total of 3 lots
VULCAN MATERIALS / CUSIP: 929160109 / Symbol: VMC							
11/22/13	2,675,000	151,746.62	03/19/04	123,714.47	0.00	28,032.15	Sale
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
09/06/13	70,000	6,188.59	06/16/10	3,652.17	0.00	2,536.42	Sale
Totals:		1,148,727.88		1,108,231.45	0.00	40,496.43	

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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions.

Bessemer Trust Company

Account 70G413

Proceeds Not Reported to the IRS

2013

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
CLASS ACTION PROCEEDS / CUSIP: 007515 / Symbol: 07/15/13	0.000	54.75	N/A	0.00	0.00	54.75	Gain or loss

Less commissions.

BESSEMER TRUST	Tax Information Account 70G413	Statement Date: 02/13/2014	2013
100 Woodbridge Center Drive Woodbridge, NJ 07095-1191 Customer Service: 212-603-3240	MCKEEN FUND 7-26-83 ART 3 c/o BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DRIVE WOODBIDGE, NJ 07095-1191	Brandon Reid Rep Code: REIDB	
PAYER'S Federal ID No: 22-0770670	RECIPIENT'S ID No: 13-7002920		

2013 1099-DIV		2013 1099-INT	
OMB No. 1545-0110		OMB No. 1545-0112	
Dividends and Distributions		Interest Income	
1a- Total ordinary dividends (includes line 1b)	192,762.34	1- Interest income (not included in line 3)	0.00
1b- Qualified dividends	53,481.54	2- Early withdrawal penalty	0.00
2a- Total capital gain distributions (includes lines 2b, 2c, 2d)	56,735.23	3- Interest on US Savings Bonds & Treasury obligations	0.00
2b- Unrecaptured Section 1250 gain	0.00	4- Federal income tax withheld	0.00
2c- Section 1202 gain	0.00	5- Investment expenses	0.00
2d- Collectibles (28%) gain	0.00	6- Foreign tax paid	0.00
3- Nondividend distributions	0.00	7- Foreign country or US possession	0.00
4- Federal income tax withheld	0.00	8- Tax-exempt interest (includes line 9)	0.00
5- Investment expenses	85.20	9- Specified private activity bond interest (AMT)	0.00
7- Foreign country or US possession:	1,852.96	10- Tax-exempt bond CUSIP number (see instructions)	
6- Foreign tax paid.	0.00	11- State:	12- State ID number
8- Cash liquidation distributions	0.00	13- State tax withheld	
9- Noncash liquidation distributions	0.00		
10- Exempt-interest dividends (includes line 11)	0.00		
11- Specified private activity bond interest dividends (AMT)	0.00		
12- State:			
13- State ID number:			
14- State tax withheld	0.00		
Regulated Futures Contracts		Miscellaneous Income	
2013 1099-BE		2013 1099-MISC	
OMB No. 1545-0715		OMB No. 1545-0115	

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ORIGINAL ISSUE DISCOUNT SUMMARY

Use bond-by-bond details from the 1099-OID pages to determine reportable amounts of Original Issue Discount income for your tax return(s). The informational totals shown below appear for reference only.

Original issue discount for 2013	0.00	Original issue discount on US Treasury obligations	0.00
Other periodic interest	0.00	Investment expenses	0.00
Early withdrawal penalty	0.00	State	
Federal income tax withheld	0.00	State ID number:	
Foreign country or US possession:		State tax withheld	0.00
	Foreign tax paid:		

Changes to dividend tax classifications processed after your original tax form is issued for 2013 may require an amended form 1099.

FIRST MANITATIAN
REALIZED GAIN-LOSS
2013

12/04/2013
Realized Gain And Loss for 1099-B
MCKEEN FUND UNDER NOREEN MCKEEN TR AGMT DTD 7/26/83
Acct: 54Z004878 069 CM494

Cusip #	Security Description	Shares Bought	Sold	Cost	Proceeds	Gain/Loss
Short-Term Capital Gains and Losses Reportable on Schedule D, Line 1 (Enter on Form 8949 Part I with box A checked - cost basis shown on Form 1099-B)						
G16249107	BROOKFIELD PROPERTY - PARTNERS L.P.U	172.00	04/16/13	3,754.26	3,610.87	-143.39
354613AJ0	FRANKLIN RES INC - 2 800 SEP 15 22	75,000.00	01/11/13	75,842.50	68,693.75	-7,148.75
Total:				79,596.76	72,304.62	-7,292.14
Short-Term Capital Gains and Losses Reportable on Schedule D, Line 2 (Enter on Form 8949 Part I with box B checked - cost basis not shown on Form 1099-B)						
C4694QAA0	INMET MING CORP - 8.750 JUN 01 20	100,000.00	12/19/12	109,525.00	102,975.00	-6,550.00
Total:				109,525.00	102,975.00	-6,550.00
Long-Term Capital Gains and Losses Reportable on Schedule D, Line 8 (Enter on Form 8949 Part II with box A checked - cost basis shown on Form 1099-B)						
641069406	NESTLE S A - ADS (1 ORD SHRS)	500.00	09/15/11	28,451.75	35,360.40	6,908.65
254687106	WALT DISNEY CO - COMMON	1,000.00	09/18/12	51,995.00	69,823.58	17,828.58
Total:				80,446.75	105,183.98	24,737.23
Long-Term Capital Gains and Losses Reportable on Schedule D, Line 9 (Enter on Form 8949 Part II with box B checked - cost basis not shown on Form 1099-B)						
249030107	DENTSPLY INTL INC - COMMON	1,500.00	12/17/09	51,985.00	62,564.65	10,579.65
249030107	DENTSPLY INTL INC - COMMON	1,000.00	07/15/10	30,245.00	41,709.76	11,464.76
527288BD5	LEUCADIA NATL CORP - 8.125 SEP 15 15	100,000.00	07/09/10	102,775.00	113,475.00	10,700.00
354613101	FRANKLIN RES INC - COMMON	200.00	07/15/10	18,595.00	30,230.18	11,635.18
354613101	FRANKLIN RES INC - COMMON	500.00	04/30/08	47,505.00	75,575.44	28,070.44
641069406	NESTLE S A - ADS (1 ORD SHRS)	1,200.00	12/11/08	42,289.00	84,864.97	42,575.97
151020104	CELGENE CORP - COMMON	900.00	07/16/09	42,388.00	109,268.55	66,880.55
G16249107	BROOKFIELD PROPERTY - PARTNERS L.P.U	0.00	04/18/13	0.00	4.41	4.41
50540R409	LABORATORY CORP AMER - COMMON	800.00	12/10/08	49,690.28	80,014.48	30,324.20
75281AAL3	RANGE RES CORP - 6.750 AUG 01 20	100,000.00	07/05/12	109,525.00	107,395.00	-2,130.00
494550BE5	KINDER MORGAN ENERGY - 5.300 SEP 15 20	100,000.00	12/20/11	108,889.00	110,010.00	1,121.00
053332AL8	AUTOZONE INC - 4.000 NOV 15 20 REG	100,000.00	01/12/12	104,025.00	102,058.00	-1,967.00
718172109	PHILIP MORRIS INTL - COMMON	800.00	10/24/07	40,043.04	69,573.78	29,530.74
254687106	WALT DISNEY CO - COMMON	1,000.00	07/16/09	24,875.00	69,823.58	44,948.58
Total:				772,829.32	1,056,567.80	283,738.48
Capital Gains Distributions Reportable on Line 13 of Schedule D These figures may be estimates They must be verified by reference to applicable 1099s						
NONE				0.00	0.00	0.00

Grand Total:	1,042,397.83	1,337,031.40	294,633.57
Long Term Gain/Loss:			308,476.71
Short Term Gain/Loss:			-13,842.14

FFMCFU - MCKEEN FUND

HILTON CAPITAL MANAGEMENT, LLC

Realized Gains & Losses

Positions				Security	Cost Basis	Proceeds	Gains/Loss	
Purchase Date	Sell Date	Par Value	Shares/ ID				Short Term	Long Term
		53,600	38374DS67	GNMA REMIC TRUST 2008-30	55,894.56	54,995.15	0.00	-899.41
1/15/2009	1/20/2013	3,259			3,398.70	3,259.17	0.00	-139.53
1/15/2009	2/20/2013	3,830			3,993.71	3,829.75	0.00	-163.96
1/15/2009	2/21/2013	46,511			48,502.15	47,906.23	0.00	-595.92
1/30/2013	2/21/2013	250,000	912796AU3	USTREASURY BILL	249,867.29	249,861.11	-6.18	0.00
Total Realized Gains/Losses					305,761.85	304,856.26	-6.18	-899.41

MCKEEN FUND
TRUSTEE COMPENSATION
FORM 990 PF
PART I - LINE 13
2013

	(a) Revenue & Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes
Description			
TRUSTEES ARE PAID COMMISSIONS WHICH ARE ALLOCATED TO THE DIFFERENT CATEGORIES ON THE BASIS OF TIME SPENT.	<u>180,000</u>	<u>46,410</u>	<u>133,590</u>
TOTALS	<u>180,000</u>	<u>46,410</u>	<u>133,590</u>

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
FIRST MANHATTAN	\$ 150	\$ 150	\$
Total	\$ 150	\$ 150	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 2,722	\$	\$	\$ 2,722
Total	\$ 2,722	\$ 0	\$ 0	\$ 2,722

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 15,061	\$	\$	\$ 15,061
Total	\$ 15,061	\$ 0	\$ 0	\$ 15,061

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BNY MELLON BANK	\$ 81	\$ 81	\$	\$
BESSEMER TRUST	14,251	14,251		
FIRST MANHATTAN CO	30,584	30,584		
HILTON CAPITAL MANAGEMENT	-2,107	-2,107		
Total	\$ 42,809	\$ 42,809	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN WITHHOLDING TAXES	\$ 5,529	\$ 5,529	\$	\$
FEDERAL EXCISE TAXES	5,854			
Total	\$ 11,383	\$ 5,529	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
12/01/08	LEASEHOLD IMPROVEMENTS	2,069	\$ 1,770	S/L	5	\$ 299	\$ 30	\$
12/01/08	OFFICE EQUIPMENT	911	531	S/L	7	130	13	
3/01/09	OFFICE EQUIPMENT	911	498	S/L	7	130	13	
Total		\$ 3,891	\$ 2,799			\$ 559	\$ 56	\$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
OFFICE EXPENSES	10,414	1,041		9,373
Total	\$ 10,414	\$ 1,041	\$ 0	\$ 9,373

EIN 13-7002920

MCKEEN FUND
FORM 990 PF
PART II - LINE 2
2013

	12/31/13	
	<u>TAX COSTS</u>	<u>MARKET VALUE</u> <u>AMOUNT</u>
SAVINGS AND TEMPORARY INVESTMENTS		
SUMMARY 1 - Bessemer Trust INV663	525,139	525,139
SUMMARY 2 - 1 st Manhattan 54Z004878-1-06	<u>763,761</u>	<u>763,761</u>
TOTAL - LINE 2	<u>1,288,900</u>	<u>1,288,900</u>

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED-SUMMARY 1	\$ 55,895	\$	Cost	\$
Total	\$ 55,895	\$ 0		\$ 0

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED-SUMMARY 2	\$ 8,035,589	\$ 7,497,797	Cost	\$ 8,078,141
SEE ATTACHED-SUMMARY 3	2,083,225	2,391,502	Cost	3,057,530
Total	\$ 10,118,814	\$ 9,889,299		\$ 11,135,671

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED-SUMMARY 3	\$ 542,744	\$	Cost	\$
Total	\$ 542,744	\$ 0		\$ 0

Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COMMODITIES	\$ 549,127	\$ 549,127	Cost	\$ 414,202
ACCRUED DIVIDENDS		1,159	Cost	1,159
Total	\$ 549,127	\$ 550,286		\$ 415,361

2013

4/29/2014

MCKEEN FUND
BALANCE SHEET-SECURITIES
2013

LINE	PART II	BESSEMER TRUST 9V0639 INV663	TAX COST FIRST MANHATTAN	BNY 238883	TOTAL	9V0639	BESSEMER INV663	FMV FIRST MANHATTAN	BNY 238883	TOTAL
1	CASH-NON INTEREST BEARING	(9,137 00)			(9,137 00)					(9,137 00)
2	SAVINGS AND TEMPORARY CASH INVESTMENTS	525,139 00	763,761 00		1,288,900 00		525,139 00	763,761 00		1,288,900 00
	FOREIGN CURRENCY CONTRACTS									
10A	INVESTMENTS									
	US GOVERNMENT OBLIGATIONS									
	US GOVERNMENT BONDS									
	CORP STOCK	7,497,797 00	2,391,502 00		9,889,299 00		8,078,141 00	3,057,530 00		11,135,671 00
	CORP BONDS									
	MUTUAL FUNDS									
	BONDS-OTHER	549,127 00			549,127 00		414,202 00			414,202 00
	COMMODITIES									
	ACCRUED DIVIDEND		1,159 00		1 159 00			1,159 00		1,159 00
	OTHER ASSETS									
	DOCUMENT CARRYING VALUE									
TOTAL		(9,137 00)	8,572,063 00	3,156,422 00	11,719,348 00	(9,137 00)	9,017,482 00	3,822,450 00	-	12,830,795 00

Trade date basis

ACCOUNT HOLDINGS SUMMARY

	Tax cost	Market value	Percent of account	Unrealized gain/(loss) Amount	Percent	Estimated annual income	Current yield
Cash and Short Term	\$525,139	\$525,139	5.8%			\$108	0.02%
Fixed Income	3,366,584	3,269,669	36.3	(96,915)	(2.9)	67,728	2.07
Large Cap Core	932,904	1,107,994	12.3	175,090	18.8	25,586	2.31
Large Cap Strategies	1,274,237	1,566,429	17.4	292,192	22.9	10,426	0.67
Global Small & Mid Cap	156,322	252,624	2.8	96,302	61.6	1,955	0.77
Global Opportunities	1,767,750	1,881,425	20.9	113,675	6.4	64,063	3.41
Real Return / Commodities	549,127	414,202	4.6	(134,925)	(24.6)	1,145	0.28
Total value of account	\$8,572,063	\$9,017,482	100.0%	\$445,419	5.2%	\$171,011	1.90%

Summary 1

BESSEMER TRUST



BESSEMER TRUST

Statement dated December 31, 2013
INV663 - MCKEEN FUND

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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
CASH AVAILABLE (70G413)			\$360		\$360	< 0.1%			
FED GOVT OBLIG FUND #395 (70G413)	274,800	1.00	274,800	1 000	274,800	52.3		26	0.01
0.010 %									
US TREASURY BILLS (70G413)	250,000	99.99	249,979	BOOK	249,979	47.6		82	0.03
0.030 % Due 01/23/2014									
Total cash and short term			\$525,139		\$525,139	100.0%		\$108	

Fixed Income

Funds

OW FIXED INCOME FUND	291,934.812	\$11.53	\$3,366,584	\$11 200	\$3,269,669	100.0%	(\$96,915)	\$67,728	2.07%
BOOK COST 3,373,565									
Total fixed income			\$3,366,584		\$3,269,669	100.0%	(\$96,915)	\$67,728	2.07%

Large Cap Core - U.S.

Consumer discretionary

DOLLAR GENERAL CORP (DG)	375	\$43.66	\$16,372	\$60 320	\$22,620	3.9%	\$6,248		
L BRANDS INC (LB)	350	56.98	19,943	61 850	21,647	3.8	1,704	420	1.94
MACY'S INC (M)	350	34.42	12,047	53 400	18,690	3.3	6,643	350	1.87
TARGET CORP (TGT)	220	50.57	11,125	63,270	13,919	2.4	2,794	378	2.72

BESSEMER TRUST

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Statement dated December 31 2013
INV663 - MCKEEN FUND

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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
VIACOM INC CL B NEW (VIA)	175	61.37	10,739	87,340	15,284	2.7	4,545	210	1.37
Total consumer discretionary			\$70,226		\$92,160	16.0%	\$21,934	\$1,358	1.47%
Consumer staples									
CVS/CAREMARK CORP (CVS)	200	\$37.36	\$7,471	\$71,570	\$14,314	2.5%	\$6,843	\$220	1.54%
LORILLARD INC COM (LO)	250	45.61	11,402	50,680	12,670	2.2	1,268	550	4.34
WALGREEN CO (WAG)	330	36.06	11,899	57,440	18,955	3.3	7,056	415	2.19
Total consumer staples			\$30,772		\$45,939	8.0%	\$15,167	\$1,185	2.58%
Energy									
CONOCOPHILLIPS (COP)	170	\$53.76	\$9,140	\$70,650	\$12,010	2.1%	\$2,870	\$469	3.91%
MARATHON OIL CORP (MRO)	330	28.63	9,447	35,300	11,649	2.0	2,202	250	2.15
Total energy			\$18,587		\$23,659	4.1%	\$5,072	\$719	3.04%
Financial									
ACE LIMITED	175	\$52.17	\$9,130	\$103,530	\$18,117	3.2%	\$8,987	\$441	2.43%
AMERICAN INTL GROUP INC (AIG)	225	41.04	9,233	51,050	11,486	2.0	2,253	90	0.78
CITIGROUP INC (C)	230	30.56	7,028	52,110	11,985	2.1	4,957	9	0.08
KEYCORP NEW (KEY)	700	12.66	8,863	13,420	9,394	1.6	531	154	1.64
MORGAN STANLEY GRP INC (MS)	325	28.83	9,369	31,360	10,192	1.8	823	65	0.64
Total financials			\$43,623		\$61,174	10.6%	\$17,551	\$759	1.24%
Health care									
AETNA INC NEW (AET)	210	\$41.76	\$8,769	\$68,590	\$14,403	2.5%	\$5,634	\$189	1.31%
JOHNSON & JOHNSON (JNJ)	235	76.51	17,979	91,590	21,523	3.7	3,544	620	2.88
MYLAN INC (MYL)	750	42.21	31,661	43,400	32,550	5.7	889		

BESSEMER TRUST

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Statement dated December 31, 2013

INV063 - MCKEEN FUND

Trade date basis

Health care - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PFIZER INC (PFE)	660	29.48	19,455	30.630	3.5	760	686	3.40
THERMO FISHER SCIENTIFIC (TMO)	300	58.37	17,512	111.350	5.8	15,893	180	0.54
ZIMMER HLDGS INC (ZMH)	255	61.42	15,661	93.190	4.1	8,102	204	0.86
Total health care			\$111,037		25.4%	\$34,822	\$1,879	1.29%
Industrial								
CUMMINS INC (CMI)	70	\$129.44	\$9,061	\$140.970	1.7%	\$806	\$175	1.77%
ILLINOIS TOOL WORKS INC (ITW)	120	61.41	7,369	84.080	1.8	2,720	201	2.00
NIELSEN HOLDINGS BV	395	32.28	12,749	45.890	3.2	5,377	316	1.74
UNION PACIFIC CORP (UNP)	80	155.30	12,424	168.000	2.3	1,016	252	1.88
Total industrial			\$41,603		9.0%	\$9,919	\$944	1.83%
Information technology								
ACCENTURE PLC CL A	120	\$55.30	\$6,636	\$82.220	1.7%	\$3,230	\$223	2.26%
APPLE INC (AAPL)	60	496.15	29,769	561.020	5.9	3,892	732	2.17
AVAGO TECHNOLOGIES	700	36.65	25,652	52.879	6.4	11,363	700	1.89
INTERNATIONAL BUS MACHINES (IBM)	90	188.68	16,981	187.570	2.9	(100)	342	2.03
QUALCOMM INC (QCOM)	265	62.08	16,452	74.250	3.4	3,224	371	1.89
Total information technology			\$95,490		20.4%	\$21,609	\$2,368	2.02%
Telecom services								
CENTURYLINK INC (CTL)	220	\$37.10	\$8,162	\$31.850	1.2%	(\$1,155)	\$475	6.78%

BESSEMER TRUST

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Statement dated December 31, 2013
INV063 - MCKEEN FUND

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
Utilities									
AMERICAN WATER WORKS CO (AWK)	725	\$41.04	\$29,754	\$42.260	\$30,638	5.3%	\$884	\$812	2.65%
Total large cap core - U.S.			\$449,254		\$575,057	100.0%	\$125,803	\$10,499	1.83%

Large Cap Core - Non U.S.

Consumer discretionary

BRIDGESTONE CORP ADR	1,000	\$18.20	\$18,203	\$18.933	\$18,933	3.6%	\$730	\$181	0.96%
DAIHATSU MOTOR CO. LTD ADR	350	40.12	14,043	33.909	11,868	2.2	(2,175)	329	2.77
NIKON CORP PLC UNSPON-ADR	820	27.60	22,635	19.114	15,673	2.9	(6,962)	132	0.84
SWATCH GROUP AG UNSPON ADR	375	32.44	12,164	33.142	12,428	2.3	264	78	0.63
VOLKSWAGEN AG ADR	390	37.96	14,803	56.261	21,941	4.1	7,138	265	1.21
Total consumer discretionary			\$81,848		\$80,843	15.2%	(\$1,005)	\$985	1.22%

Consumer staples

IMPERIAL TOBACCO LT ADR	310	\$74.51	\$23,098	\$77.447	\$24,008	4.5%	\$910	\$1,140	4.75%
J SAINSBURY SPN ADR NEW	1,195	23.06	27,560	24.181	28,896	5.4	1,336	1,241	4.30
SVENSKA CL AKTIBLGT ADR	750	28.45	21,336	30.829	23,121	4.3	1,785	420	1.82
Total consumer staples			\$71,994		\$76,025	14.3%	\$4,031	\$2,801	3.68%

Energy

ENI S P A ADR	375	\$42.11	\$15,792	\$48.490	\$18,183	3.4%	\$2,391	\$866	4.77%
SINOPEC/CHINA PETE&CHM ADR	234	86.18	20,167	82.170	19,227	3.6	(940)	764	3.97

BESSEMER TRUST

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Statement dated December 31, 2013

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INV663 - MCKEEN FUND

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOTAL SA ADR	425	52.59	22,349	61,270	26,039	4.9	3,690	1,116	4.29
Total energy			\$58,308		\$63,449	11.9%	\$5,141	\$2,746	4.33%
Financials									
ALLIANZ AKTIENGES ADR	590	\$10.43	\$6,156	\$17,962	\$10,597	2.0%	\$4,441	\$256	2.42%
BNP PARIBAS SPON ADR	915	26.33	24,093	39,030	35,712	6.7	11,619	621	1.74
CHINA CONSTRUCTION ADR	1,530	15.21	23,264	15,090	23,087	4.3	(177)	1,118	4.84
MUNICH RE GROUP ADR	1,250	12.45	15,558	22,068	27,585	5.2	12,027	775	2.81
RSA INS GRP INC SPON ADR	2,930	9.35	27,390	7,569	22,177	4.2	(5,213)	1,268	5.72
SKANDINAVISKA ENSKILD ADR	750	11.92	8,939	13,170	9,877	1.9	938	207	2.59
WHARF HOLDINGS ADR	525	9.63	5,054	15,296	8,030	1.5	2,976	\$4,245	3.10%
Total financials			\$110,454		\$137,065	25.7%	\$26,611		
Health care									
SANOFI - ADR	490	\$35.64	\$17,464	\$53,630	\$26,278	4.9%	\$8,814	\$614	2.34%
Industrials									
ITOCHU CORP ADR	1,200	\$22.00	\$26,400	\$24,718	\$29,661	5.6%	\$3,261	\$801	2.70%
WEIR GROUP PLC ADR	1,200	17.57	21,081	17,656	21,187	4.0	106	342	1.61
Total industrials			\$47,481		\$50,848	9.5%	\$3,367	\$1,143	2.25%
Materials									
SUMITOMO METAL MIN CO LTD	1,450	\$14.21	\$20,609	\$13,101	\$18,996	3.6%	(\$1,613)	\$198	1.05%
Telecom services									
CHINA TELECOM ADR	290	\$59.67	\$17,305	\$50,570	\$14,665	2.8%	(\$2,640)	\$285	1.95%

BESSEMER TRUST

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Statement dated December 31, 2013

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INV663 - MCKEEN FUND

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KDDI CORP ADR	1,380	8.66	11,957	15.389	21,236	4.0	9,279	444	2.09
TELE2 AB ADR	2,530	7.39	18,701	5.671	14,347	2.7	(4,354)	1,006	7.02
TIM PARTICIPAOES SA ADR	530	22.68	12,022	26.240	13,907	2.6	1,885	352	2.54
Total telecom services			\$59,985		\$64,155	12.0%	\$4,170	\$2,087	3.25%
Utilities									
TOKYO GAS LTD ADR	775	\$20.01	\$15,507	\$19.714	\$15,278	2.9%	(\$229)	\$268	1.76%
Total large cap core - non-u.s.			\$483,650		\$532,937	100.0%	\$49,287	\$15,087	2.83%

Large Cap Strategies

Large cap strategies funds

OW LARGE CAP STRATEGIES FD	125,615.813	\$10.14	\$1,274,237	\$12.470	\$1,566,429	100.0%	\$292,192	\$10,426	0.67%
BOOK COST	1,264,260								
Total large cap strategies			\$1,274,237		\$1,566,429	100.0%	\$292,192	\$10,426	0.67%

BESSEMER TRUST

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Statement dated December 31, 2013 Page 11 of 50
INV003 - MCKEEN FUND

Trade date basis

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 156,633	14,704.568	\$10.63	\$156,322	\$17.180	\$252,624	100.0%	\$96,302	\$1,955	0.77%
Total global small & mid cap			\$156,322		\$252,624	100.0%	\$96,302	\$1,955	0.77%

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 1,872,898	238,155.130	\$7.42	\$1,767,750	\$7.900	\$1,881,425	100.0%	\$113,675	\$64,063	3.41%
Total global opportunities			\$1,767,750		\$1,881,425	100.0%	\$113,675	\$64,063	3.41%

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 565,977	49,783.963	\$11.03	\$549,127	\$8.320	\$414,202	100.0%	(\$134,925)	\$1,145	0.28%
Total real return / commodities			\$549,127		\$414,202	100.0%	(\$134,925)	\$1,145	0.28%

BESSEMER TRUST

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 Statement dated December 31, 2013
 INV663 - MCKEEN FUND

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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
		\$8,572,063		\$9,017,482		\$445,419	\$171,011	1.90%
Total value of account								
Total interest and dividends accrued								
Total value of account including accruals								
				Market value				
				937				
				\$9,018,419				

FIRST MANHATTAN CO.

399 Park Avenue, New York, N Y 10022

ACCOUNT	PAGE
MCKEEN FUND UNDER NOREEN MCKEEN TR AGMT DTD 7/26/83	2
ACCOUNT NO.	AS OF
54Z-004878-1-069	12/31/2013

Summary of Portfolio Evaluation

LONG POSITIONS	Cost Or Other Basis	Market Value	% Of Acct	Estimated Annual Income	Current Yield
CASH	763,761	763,761	19.98		
COMMON STOCK	2,391,502	3,057,530	79.99	64,200	2.1
DIVIDENDS RECEIVABLE	1,159	1,159	0.03		
<u>TOTAL ACCOUNT</u>	<u>3,156,422</u>	<u>3,822,451</u>	<u>100.00</u>	<u>64,200</u>	<u>1.7</u>

Summary 2

FIRST MANHATTAN CO.

399 Park Avenue, New York, N Y 10022

PAGE

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ACCOUNT
MCKEEN FUND UNDER NOREEN MCKEEN TR AGMT DTD 7/26/83

ACCOUNT NO.
54Z-004878-1-069

AS OF
12/31/2013

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	COST		MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
		PER UNIT	TOTAL	PER UNIT*	VALUE		
	CASH <u>TOTAL CASH</u>	1.00	763,761 763,761	1.00	763,761 763,761		
COMMON STOCK							
BANKING							
3,000	WELLS FARGO & CO	30.17	90,518 90,518	45.40	136,200 136,200	3,600 3,600	2.6 2.6
SUB TOTAL							
ENERGY							
3,300	MARATHON OIL CORP	30.28	99,915	35.30	116,490	2,508	2.2
1,500	RANGE RESOURCES CORP	69.11	103,670	84.31	126,465	240	0.2
3,000	SPECTRA ENERGY CORP	26.82	80,462	35.62	106,860	3,660	3.4
3,100	WILLIAMS COS INC	33.78	104,730	38.57	119,567	4,712	3.9
SUB TOTAL			388,777		469,382	11,120	2.4
FINANCIAL SERVICES							
3,500	AMERN INTL GROUP INC	32.72	114,528 114,528	51.05	178,675 178,675	1,400 1,400	0.8 0.8
SUB TOTAL							
FOOD							
1,300	ANHEUSER BUSCH INBEV	84.34	109,640	106.46	138,398	3,937	2.8
3,900	DIAGEO PLC	29.03	113,211	32.80	127,920	1,849	1.4
1,900	NESTLE S A	67.12	127,530	73.59	139,821	4,111	2.9
SUB TOTAL			350,381		406,139	9,896	2.4
HEALTH CARE PRODUCTS							
3,000	ABBOTT LABS	37.10	111,294 111,294	38.33	114,990 114,990	1,680 1,680	1.5 1.5
SUB TOTAL							
INDUSTRIAL/MANUFACTURING							
4,700	ALLISON TRANSMISSI	24.06	113,083	27.61	129,767	2,256	1.7
2,000	DANAHER CORP	52.25	104,495	77.20	154,400	200	0.1
1,000	UNITED TECHNOLOGIES	65.87	65,870	113.80	113,800	2,195	1.9
SUB TOTAL			283,448		397,967	4,651	1.2
INTERNATIONAL HEALTH CARE							
1,800	GLAXOSMITHKLINE PLC	44.61	80,299 80,299	53.39	96,102 96,102	4,336 4,336	4.5 4.5
SUB TOTAL							
MEDIA							
2,000	VIACOM INC	52.04	104,085 104,085	87.34	174,680 174,680	2,400 2,400	1.4 1.4
SUB TOTAL							
MISC. CONSUMER							
1,400	BEIERSDORF AG	63.67	89,141	101.47	142,061	2,632	1.9
1,800	RECKITT BENCKISER GR	54.56	98,203	79.38	142,891	4,277	3.0
SUB TOTAL			187,344		284,952	6,909	2.4
MISCELLANEOUS							
1,100	BERKSHIRE HATHAWAY CLASS B	86.71	95,382	118.56	130,416	0	0.0
3,200	BROOKFIELD ASSET MGT	31.69	101,395	38.83	124,256	1,920	1.5

* While we believe the pricing information contained herein is reliable, we cannot guarantee its accuracy.

FIRST MANHATTAN CO.

399 Park Avenue, New York, N.Y. 10022

ACCOUNT

MCKEEN FUND UNDER NOREEN MCKEEN TR AGMT DTD 7/26/83

PAGE

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ACCOUNT NO.

54Z-004878-1-069

AS OF

12/31/2013

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	COST		TOTAL	MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
		PER UNIT			PER UNIT*	VALUE		
2,800	KINDER MORGAN INC	36.17		101,273	36.00	100,800	4,592	4.6
SUB TOTAL				298,051		355,472	6,512	1.8
RETAIL								
1,500	TARGET CORPORATION	70.36		105,544	63.27	94,905	2,580	2.7
SUB TOTAL				105,544		94,905	2,580	2.7
TECHNOLOGY								
1,200	ACCENTURE PLC	38.12		45,743	82.22	98,664	2,232	2.3
3,200	MICROSOFT CORP	31.13		99,629	37.41	119,712	3,584	3.0
5,500	SYMANTEC CORP	23.97		131,861	23.58	129,690	3,300	2.5
SUB TOTAL				277,233		348,066	9,116	2.6
TOTAL COMMON STOCK				2,391,502		3,057,530	64,200	2.1
TOTAL DIVIDENDS RECEIVABLE				1,159		1,159		
TOTAL ACCOUNT				3,156,422		3,822,451	64,200	1.7

* While we believe the pricing information contained herein is reliable, we cannot guarantee its accuracy.

Federal Statements

Statement 12 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LEASEHOLD IMPROVEMENTS AND EQUIPMENT	\$ 1,092	\$ 3,891	\$ 3,358	\$ 533
Total	\$ 1,092	\$ 3,891	\$ 3,358	\$ 533

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2013Attachment
Sequence No **179**

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

MCKEEN FUND
C/O BESSEMER TRUST CO OF FLORIDA

Identifying number

13-7002920

Business or activity to which this form relates

Indirect Depreciation**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	559

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	559
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2013)

DAA

There are no amounts for Page 2

Federal Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Pnor	Current
Other Depreciation:										
1	LEASEHOLD IMPROVEMENTS	12/01/08	2,069				2,069	5 MO S/L	1,770	299
2	OFFICE EQUIPMENT	12/01/08	911				911	7 MO S/L	531	130
3	OFFICE EQUIPMENT	3/01/09	911				911	7 MO S/L	498	130
Total Other Depreciation			<u>3,891</u>				<u>3,891</u>		<u>2,799</u>	<u>559</u>
Total ACRS and Other Depreciation			<u>3,891</u>				<u>3,891</u>		<u>2,799</u>	<u>559</u>
Grand Totals			3,891				3,891		2,799	559
Less: Dispositions and Transfers			0				0		0	0
Less: Start-up/Org Expense			0				0		0	0
Net Grand Totals			<u>3,891</u>				<u>3,891</u>		<u>2,799</u>	<u>559</u>

AMT Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
Other Depreciation:										
1	LEASEHOLD IMPROVEMENTS	12/01/08	2,069				2,069	5 MO S/L	1,770	299
2	OFFICE EQUIPMENT	12/01/08	911				911	7 MO S/L	531	130
3	OFFICE EQUIPMENT	3/01/09	911				911	7 MO S/L	498	130
Total Other Depreciation			<u>3,891</u>				<u>3,891</u>		<u>2,799</u>	<u>559</u>
Total ACRS and Other Depreciation			<u>3,891</u>				<u>3,891</u>		<u>2,799</u>	<u>559</u>
Grand Totals			3,891				3,891		2,799	559
Less: Dispositions and Transfers			0				0		0	0
Net Grand Totals			<u>3,891</u>				<u>3,891</u>		<u>2,799</u>	<u>559</u>

Federal Statements

Statement 13 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
SECURITY	\$ 2,979	\$ 2,979	\$ 2,979
Total	\$ 2,979	\$ 2,979	\$ 2,979

Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NET DIFFERENCE BETWEEN YEAR OF RECEIPT ON INCOME AND 1099 REPORTING	\$ 6,612
Total	\$ 6,612

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE STATEMENT ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SEE STATEMENT ATTACHED

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
SEE STATEMENT ATTACHED

MC KEEN FUND

13-7002920

Page 6

STATEMENT 14 - 990PE, 2013 PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES J. DALY C/O BESSEMER TRUST OF FLORIDA 222 ROYAL PALM WAY PALM BEACH, FL 33480	TRUSTEE 23 or more hours	90,000.	0.	0.
BETH A. DALY C/O BESSEMER TRUST OF FLORIDA 222 ROYAL PALM WAY PALM BEACH, FL 33480	TRUSTEE 30 or more hours	90,000.	0.	0.
GRAND TOTAL		<u>180,000.</u>	<u>0.</u>	<u>0.</u>

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
FIRST MANHATTAN CO	\$ 28,406		14		
FIRST MANHATTAN CO - ACRD INT	-653		14		
BNY MELLON	429		14		
BROOKFIELD PROPERTY PARTNERS	16		14		
Total	\$ 28,198				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
BESSEMER TRUST	\$ 192,762		14		
FIRST MANHATTAN CO	60,231		14		
BNY MELLON	5		14		
FIRST MANHATTAN-BROOKFLD K-1	5		14		
Total	\$ 253,003				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
FIRST MANHATTAN	\$ 150		14	
Total	\$ 150			

EIN 13-7002920

MCKEEN FUND
FORM 990 PF
CASH DEEMED FOR CHARITABLE PURPOSES
PART X, LINE 4
2013

The foundation has excluded from assets used in the minimum investment return computation the reasonable cash balances necessary to cover current administration and other normal and current disbursements directly related to it's charitable activities. The amount is equivalent to 1.5% of the assets used in the computation.

MCKEEN FUND
FORM 990 PF
PART XV
2013

- Line 2A McKeen Fund
 c/o James J. Daly, Trustee
 Bessemer Trust Company of Florida
 222 Royal Palm Way
 Palm Beach, Florida 33480
 Tele # (561)655-4030
- 2B Letter with supporting documentation and proof of
 Section 501 (c) (3) status.
- 2D The McKeen Fund makes grants only to other organ-
 izations described in sections 170(c), 501(c)(3)
 and 2055 (a) of the Internal Revenue Code, including,
 but not limited to, hospitals, universities, social
 welfare organizations and cultural institutions.
- Of particular interest is providing for the mainten-
 ance and care of the aged and infirmed, retarded and
 mentally disabled, and for the education of persons
 studying for the priesthood.

McKEEN FUND

Date: _____

GRANT APPLICATION

Applications must be submitted in **DUPLICATE**, with a specific budget for the grant. The application must be completed and sent with all supporting documents to the Fund within forty-five (45) days from the date of the letter from the Fund. The application must be sent with all supporting documents.

Please furnish us with the **ANNUAL REPORT** and **FINANCIAL STATEMENTS** for the applicant's latest fiscal year and also a **SPECIFIC BUDGET FOR THE PROJECT**.

All information must be furnished **ONLY ON THIS APPLICATION FORM** except budgets, financial statements and the Annual Report. Inquiries should be addressed to Mrs. Kathy Petry at 516-877-1756.

Only information requested should be forwarded at this time. No material will be returned unless postage is provided.

It is the policy of the Fund not to acknowledge receipt of grant applications or indicate reasons for non-approval of the same.

NAME OF APPLICANT:

AMOUNT OF GRANT REQUEST:

PURPOSE OF GRANT:

McKEEN FUND

IF PROJECT FOR WHICH GRANT IS TO BE USED IS PART OF A LARGER PROJECT, PLEASE GIVE A BRIEF DESCRIPTION OF PROJECT.

FUNDS APPLICANT PRESENTLY HAS AVAILABLE AND FORMALLY COMMITTED TO THE ENTIRE PROJECT. PLEASE STATE SOURCE AND AMOUNT.

NAME AND ADDRESS OF OFFICIAL AUTHORIZED TO ACT ON BEHALF OF THE APPLICANT:

TELEPHONE NUMBER:

DATE:

AUTHORIZED SIGNATURE:

Title

Name

Trustees

James J. Daly

Beth Ann Daly

c/o Bessemer Trust Company
222 Royal Palm Way
Palm Beach, Florida 33480

Mailing Address:

McKeen Fund
1055 Franklin Avenue, Suite 208
Garden City, New York 11530
516-877-1756

The McKeen Fund was created as a Charitable Trust by Mrs. Noreen McKeen. The McKeen Fund makes grants only to organizations described in Section 501(c)(3) of the Internal Revenue Code which are also public charities, including, but not limited to, hospitals, universities, social welfare organizations and cultural organizations.

GENERAL POLICIES

As a matter of policy, the Fund will make grants only to private, publicly supported, not-for-profit, tax-exempt organizations within the meaning of the Internal Revenue Code. The Fund emphasizes giving to Roman Catholic Church supported organizations including medical, educational, and social service organizations. Of particular interest is providing for the maintenance and support of programs which care for the aged and infirm, mentally challenged, disadvantaged children and for the education of persons studying for the priesthood.

Grant applications will be considered where (a) outside funding (including governmental) is not available; (b) the project will be largely funded by the grant unless the grant request covers a discreet component of a larger project; and (c) the funds will be used for capital projects including equipment or endowments. Applications for direct salary support will not be accepted.

The Fund will generally only entertain grant applications from applicants located in the states of Florida, New York, Connecticut, New Jersey and Massachusetts.

McKEEN FUND

All grant awards are made on the condition that the entirety of the funds advanced shall be utilized in direct furtherance of the project and that no portion thereof shall be appropriated by the Grantee as an administrative or processing fee, for overseeing the project or for its general overhead.

The applications must be completed and sent with all supporting documents to the Fund within forty-five (45) days from the date of the letter from the Fund furnishing the application to the applicant.

The Fund's application form must be used and may be obtained by writing or calling:

Mrs. Kathy Petry
The McKeen Fund
1055 Franklin Avenue
Suite 208
Garden City, New York 11530

Telephone: 516-877-1756

**SUPPLEMENTARY INFORMATION
FORM 990 PF
PART XV - LINE 3A
2013**

		Foundation Status of Recipient	PURPOSE	AMOUNT
1/16/2013	Riverside Theater Inc	Public Charity	General Purpose	\$5,000 00
1/23/2013	Senior Resource Association Inc	Public Charity	Elderly Care	\$5,000 00
1/30/2013	Vero Beach Opera, Inc	Public Charity	Music Education	\$500 00
2/8/2013	Indian River Symphonic Association, Inc	Public Charity	General Purpose	\$500 00
2/13/2013	John's Island Foundation, Inc.	Public Charity	General Purpose	\$5,000 00
2/19/2013	United Way of Indian River County, Inc	Public Charity	General Purpose	\$1,000 00
2/19/2013	National Center for Disability Services	Public Charity	Physical Disability Services	\$10,000 00
2/19/2013	Holy Cross Church	Public Charity	Palm Beach Diocese Annual Appeal	\$5,000 00
3/1/2013	Winthrop-University Hospital Association	Public Charity	Health Care	\$5,000 00
3/1/2013	N Y and Presbyterian Hospital	Public Charity	Renovation Project	\$100,000 00
3/1/2013	Hospice of the Treasure Coast	Public Charity	Health Care	\$5,000 00
3/8/2013	Indian River Hospital Foundation Inc	Public Charity	Health Care	\$10,000 00
3/8/2013	South Nassau Communities Hospital	Public Charity	Pediatrics	\$10,000 00
3/20/2013	Vero Beach Museum of Art	Public Charity	General Purpose	\$1,500 00
3/20/2013	Stecher & Horowitz Foundation	Public Charity	Music Education	\$1,000 00
4/6/2013	Interfaith Nutrition Network	Public Charity	Soup Kitchen	\$5,000 00
4/8/2013	Indian River Hospital Foundation Inc	Public Charity	Health Care	\$5,000.00
4/23/2013	Portsmouth Abbey School	Public Charity	Education	\$5,000 00
4/25/2013	Disclaled Carmelite Nuns	Public Charity	Renovation	\$25,000 00
4/28/2013	Literacy Services of Indian River County Inc	Public Charity	Education	\$500 00
4/30/2013	Trinity-St John's Church	Public Charity	General Purpose	\$1,000 00
5/7/2013	Winthrop-University Hospital Association	Public Charity	Chaplaincy Program	\$400 00
5/7/2013	St Joachim Church	Public Charity	General Purpose	\$10,000 00
5/15/2013	Our Father's Table II, Inc	Public Charity	General Purpose	\$1,200 00
5/28/2013	The Compass Church	Public Charity	General Purpose	\$1,000 00

SUPPLEMENTARY INFORMATION
FORM 990 PF
PART XV - LINE 3A
2013

		Foundation Status of Recipient	PURPOSE	AMOUNT
5/28/2013	Winthrop-University Hospital Association	Public Charity	Health Care	\$5,000 00
6/5/2013	N Y and Presbyterian Hospital	Public Charity	Health Care	\$10,000 00
6/5/2013	St Peter's College	Public Charity	Education	\$10,000 00
6/11/2013	Ozanam Hall of Queens Nursing Home Inc	Public Charity	Elderly Care	\$5,000 00
6/11/2013	Chaminade Development Fund Inc	Public Charity	Education	\$5,000 00
6/11/2013	Diocesan Seminary of the Immaculate Conception	Public Charity	Education	\$5,000 00
7/11/2013	Nature Conservancy	Public Charity	General Purpose	\$10,000 00
7/18/2013	Wounded Warrior Project, Inc	Public Charity	General Purpose	\$1,000 00
7/26/2013	L I Caddie Scholarship Fund Inc	Public Charity	Education	\$1,000 00
8/9/2013	Molie Biggane Melanoma Foundation Inc	Public Charity	Cancer Care	\$5,000 00
8/9/2013	Discalced Carmelite Nuns	Public Charity	Renovation	\$5,000 00
8/14/2013	St Joachim Church	Public Charity	Rockville Centre Diocese Annual Appeal	\$5,000 00
8/16/2013	Holy Name Society of Police Department City of N Y.	Public Charity	Education	\$2,000 00
8/19/2013	Winthrop-University Hospital Association	Public Charity	Chaplaincy Program	\$14,800 00
8/26/2013	The Viscardi Center Inc	Public Charity	Brace & Wheelchair Clinic	\$12,500 00
9/5/2013	Brooklyn Jesuit Prep	Public Charity	Education	\$5,000 00
9/6/2013	The Viscardi Center Inc	Public Charity	Brace & Wheelchair Clinic	\$12,500 00
9/11/2013	Friends of Rock Hall Inc	Public Charity	General Purpose	\$5,000 00
9/14/2013	Ozanam hall of Queens Nursing Home Inc	Public Charity	Elderly Care	\$5,000 00
9/16/2013	Lenox Hill Neighborhood Houses Inc	Public Charity	General Purpose	\$500 00
9/16/2013	N Y Province of Society of Jesus	Public Charity	General Purpose	\$5,000 00
9/30/2013	St Patrick's Manor, Inc	Public Charity	Elderly Care	\$25,000 00
10/1/2013	N Y Police & Fire Widows & Childrens Benefit Fund, Inc	Public Charity	Family Support	\$5,000 00
10/4/2013	Trustees of Columbia University of the City of New York	Public Charity	Education	\$10,000 00
10/21/2013	Spectrum, Inc.	Public Charity	Youth & Family Services	\$5,000 00
11/7/2013	Incarnation Children's Center Fund, Inc	Public Charity	Youth & Family Services	\$5,000 00

SUPPLEMENTARY INFORMATION
FORM 990 PF
PART XV - LINE 3A
2013

		Foundation Status of Recipient	PURPOSE	AMOUNT
11/7/2013	Learning Alliance, Inc	Public Charity	Education	\$1,000 00
11/10/2013	St Peter's University	Public Charity	Education	\$25,000 00
11/27/2013	UCP of Palm Beach	Public Charity	General Purpose	\$10,000 00
11/27/2013	Special Olympics of Massachusetts	Public Charity	Developmental Disability Services	\$5,000 00
11/27/2013	Coalition Against Child Abuse & Neglect, Inc	Public Charity	General Purpose	\$5,000 00
12/10/2013	N Y and Presbyterian Hospital	Public Charity	Renovation Project	\$100,000 00
12/10/2013	Indian River Hospital Foundation Inc	Public Charity	Education	\$50,000 00
12/12/2013	Lourdes-Noreen McKeen Residence for Geriatric Care	Public Charity	Elderly Care	\$10,000 00
12/12/2013	The Viscardi Center Inc	Public Charity	Physical Disability Services	\$10,000 00
12/12/2014	St Joachim Church	Public Charity	General Purpose	\$15,000 00
12/12/2013	Elizabeth Seton Academy Inc	Public Charity	Education	\$5,000 00
12/17/2013	Discalced Carmelite Nuns	Public Charity	General Purpose	\$10,000 00
				\$643,900 00