Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE
% DORIAN A VERGOS & CO LLC

Number and street (or P O box number if mail is not delivered to street address)
159 FACTORY POND ROAD
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
LOCUST VALLEY, NY 11560

A Employer identification number
20-3997010

B Telephone number (see instructions)
(516) 671-0313

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)*▶$ 2,311,125

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue		1	Contributions, gifts, grants, etc , received (attach schedule)	0			
		2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
		3	Interest on savings and temporary cash investments	5,041	5,041		
		4	Dividends and interest from securities	18,332	18,332		
		5a	Gross rents				
		b	Net rental income or (loss)				
		6a	Net gain or (loss) from sale of assets not on line 10	137,358			
		b	Gross sales price for all assets on line 6a 455,900				
		7	Capital gain net income (from Part IV, line 2)		137,358		
		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)	12,521	12,489		
		12	**Total.** Add lines 1 through 11	173,252	173,220		
Operating and Administrative Expenses		13	Compensation of officers, directors, trustees, etc	0			
		14	Other employee salaries and wages				
		15	Pension plans, employee benefits				
		16a	Legal fees (attach schedule)				
		b	Accounting fees (attach schedule)	11,000	5,500	0	5,500
		c	Other professional fees (attach schedule)				
		17	Interest	8,801	8,801		
		18	Taxes (attach schedule) (see instructions)	2,302			
		19	Depreciation (attach schedule) and depletion				
		20	Occupancy				
		21	Travel, conferences, and meetings				
		22	Printing and publications				
		23	Other expenses (attach schedule)	22,019	21,116		
		24	**Total operating and administrative expenses.** Add lines 13 through 23	44,122	35,417	0	5,500
		25	Contributions, gifts, grants paid	261,311			261,311
		26	**Total expenses and disbursements.** Add lines 24 and 25	305,433	35,417	0	266,811
		27	Subtract line 26 from line 12				
		a	**Excess of revenue over expenses and disbursements**	-132,181			
		b	**Net investment income** (if negative, enter -0-)		137,803		
		c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	79,975	18,982	18,982
	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 (attach 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)			
	b	Investments—corporate stock (attach schedule)	778,354	635,601	721,211
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,402,251	1,445,453	1,570,932
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,260,580	2,100,036	2,311,125
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0		
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,260,580	2,100,036	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,260,580	2,100,036	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,260,580	2,100,036	

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	2,260,580
2	Enter amount from Part I, line 27a	2	-132,181
3	Other increases not included in line 2 (itemize) ▶	3	-28,363
4	Add lines 1, 2, and 3	4	2,100,036
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,100,036

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	137,358
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,269,209	2,666,833	0 475924
2011	514,635	3,665,187	0 140412
2010	427,822	3,787,521	0 112956
2009	429,010	4,544,833	0 094395
2008	339,484	4,014,850	0 084557

2	**Total** of line 1, column (d).	2	0 908244
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 181649
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,354,640
5	Multiply line 4 by line 3.	5	427,718
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,378
7	Add lines 5 and 6.	7	429,096
8	Enter qualifying distributions from Part XII, line 4.	8	266,811

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,756
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	
3	Add lines 1 and 2	3	2,756
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,756
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,357		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	6,357
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	3,601
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,601 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DORIAN A VERGOS & CO LLC Telephone no ▶(212) 307-4800

Located at ▶352 SEVENTH AVENUE SUITE 1501 NEW YORK NY ZIP+4 ▶10001

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 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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)?	**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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		
	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?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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
HARTLEY R ROGERS 159 FACTORY POND ROAD LOCUST VALLEY, NY 11560	TRUSTEE 1 0	0	0	0
AMY FALLS 159 FACTORY POND ROAD LOCUST VALLEY, NY 11560	TRUSTEE 1 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—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
Total number of other employees paid over $50,000 ▶				

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
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 NONE	
2	
All other program-related investments See page 24 of the 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	873,989
b	Average of monthly cash balances	1b	23,379
c	Fair market value of all other assets (see instructions)	1c	1,493,129
d	**Total** (add lines 1a, b, and c)	1d	2,390,497
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,390,497
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,857
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,354,640
6	**Minimum investment return.** Enter 5% of line 5	6	117,732

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	117,732
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,756		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,756
3	Distributable amount before adjustments Subtract line 2c from line 1			3	114,976
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	114,976
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	114,976

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	266,811
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	266,811
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	266,811

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					114,976
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 2010 , 2009			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	141,089				
b From 2009.	207,090				
c From 2010.	240,202				
d From 2011.	334,562				
e From 2012.	1,138,623				
f **Total** of lines 3a through e.		2,061,566			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 266,811					
a Applied to 2012, but not more than line 2a				0	
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.					114,976
e Remaining amount distributed out of corpus		151,835			
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		2,213,401			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		141,089			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,072,312			
10 Analysis of line 9					
a Excess from 2009. . . .	207,090				
b Excess from 2010. . . .	240,202				
c Excess from 2011. . . .	334,562				
d Excess from 2012. . . .	1,138,623				
e Excess from 2013. . . .	151,835				

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. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

NA

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 of the person to whom applications should be addressed

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

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				261,311
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2	
4 Dividends and interest from securities. . . .			14	23,371	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	12,490	
8 Gain or (loss) from sales of assets other than inventory			18	137,358	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a TAX-EXEMPT INCOME				31	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				173,252	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 173,252

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-15 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DORIAN A VERGOS				P00085651
Firm's name ▶ DORIAN A VERGOS & COMPANY LLC			Firm's EIN ▶	
Firm's address ▶ 352 7TH AVE - SUITE 1501 NEW YORK, NY 10001			Phone no (212) 307-4800	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BESSEMER TRUST CO #8G9947	P		
BESSEMER TRUST CO #8G9947	P		
THRU ADAMAS PARTNERS	P		
THRU ADAMAS PARTNERS	P		
THRU ADAMAS PARTNERS (SECTION 1256 ST PORTION)	P		
THRU ADAMAS PARTNERS (SECTION 1256 LT PORTION)	P		
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
51,532		48,721	2,811
307,547		261,404	46,143
12,328		0	12,328
75,477		0	75,477
0		3,367	-3,367
0		5,050	-5,050
			9,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,811
			46,143
			12,328
			75,477
			-3,367
			-5,050

Form 990PF Part XV Line 1a - 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).

HARTLEY R ROGERS
AMY FALLS

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PHILLIPS ACADEMY ANDOVER 180 MAIN STREET ANDOVER,MA 01810	NONE	NC	FOR THE ORGANIZATION'S CHARITABLE USE	180,000
OLD WESTBURY GARDENS POST OFFICE BOX 430 OLD WESTBURY,NY 11568	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	10,650
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK,NY 10065	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	3,750
SAINT JOHN'S CHURCH PO BOX 266 COLD SPRING HARBOR,NY 11724	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	10,500
THE BONE MARROW FOUNDATION 515 MADISON AVENUE SUITE 1130 NEW YORK,NY 10022	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	3,000
LENOX HILL NEIGHBORHOOD HOUSE 331 EAST 70TH STREET NEW YORK,NY 10021	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	7,410
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY 99-101 NEWBURY STREET BOSTON,MA 02116	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	20,000
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER,NH 03833	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	5,000
STONE BARNS CENTER 630 BEDFORD ROAD POCANTICO HILLS,NY 10591	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	1,000
TROUT UNLIMITED PO BOX 7400 WOOLLY BUGGER,WV 25438	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	20,000
ADAMAS PARTNERS LP THE PILOT HOUSE BOSTON,MA 02110	NONE	PC	FOR THE ORGANIZATION'S CHARITABLE USE	1
Total . . . . ▶ **3a**				261,311

TY 2013 Accounting Fees Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,000	5,500	0	5,500

TY 2013 All Other Program Related Investments Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Category	Amount
NONE	

TY 2013 Depreciation Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE
EIN: 20-3997010

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315001104

TY 2013 Investments Corporate Stock Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BESSEMER TRUST - 8G9947	635,601	721,211

TY 2013 Investments - Land Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

TY 2013 Investments - Other Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADAMAS PARTNERS, LP		1,445,453	1,570,932

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315001104

TY 2013 Land, Etc. Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

TY 2013 Other Expenses Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEES (BESSEMER TRUST)	1,383	1,383		
NY DEPT OF LAW - FILING FEES	635			
MISC EXPENSES	259			
ADAMAS PARTNERS, LP -PORT DED	15,176	15,176		
ADAMAS PARTNERS, LP -OTHER DED	4,557	4,557		
ADAMAS PARTNERS, LP-NONDED EXP	9	0		

TY 2013 Other Income Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ADAMAS PARTNERS, LP - ORD INCOME	3,153	3,153	
ADAMAS PARTNERS, LP - RENTAL REAL ESTATE	-2,280	-2,280	
ADAMAS PARTNERS, LP - ROYALTIES	1	1	
ADAMAS PARTNERS, LP - Section 1231 GAIN	5,975	5,975	
ADAMAS PARTNERS, LP - OTHER PORTFOLIO	3,486	3,486	
ADAMAS PARTNERS, LP - OTHER INCOME/LOSS	1,168	1,168	
ADAMAS PARTNERS LP -CANCELLATION OF DEBT	986	986	
ADAMAS PARTNERS, LP - TAX EXEMPT INT	32		

TY 2013 Other Increases Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Description	Amount
OTHER ADJUSTMENTS	-28,363

TY 2013 Other Liabilities Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER CURRENT LIABILITIES	0	

TY 2013 Taxes Schedule

Name: AMY FALLS AND HARTLEY ROGERS FOUNDATION
c/o HARTLEY R ROGERS TRUSTEE

EIN: 20-3997010

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADAMAS PARTNERS LP-FOREIGN TAX	455			
BESSEMER TRUST - FOREIGN TAX	347			
FEDERAL TAXES	1,500			

Bessemer Trust Company N.A.

Account 8G9947

Proceeds Not Reported to the IRS

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949 Part I with Box C checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of #	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
AETNA INC NEW / CUSIP 00817Y108 / Symbol AET							
06/11/13	5 000	308 73	11/01/12	221 62	0 00	87 11	Sale
AIR PRODUCTS & CHEMICALS / CUSIP 009158106 / Symbol APD							
07/25/13	10 000	1,061 08	03/07/13	877 33	0 00	183 75	Sale
AMERICAN INTL GROUP INC / CUSIP 026874784 / Symbol AIG							
12/11/13	15 000	733 63	04/23/13	610 05	0 00	123 58	Sale
AMERICAN WATER WORKS CO / CUSIP 030420103 / Symbol AWK							
	2 tax lots for 12/11/13						
	10 000	*408 09*	*06/11/13*	*399.03*	*0.00*	*9 06*	*Sale*
	20 000	*816 18*	*09/23/13*	*804 69*	*0 00*	*11 49*	*Sale*
12/11/13	30 000	1,224 27	VARIOUS	1,203 72	0 00	20 55	Total of 2 lots
BNP PARIBAS SPON ADR / CUSIP 05565A202 / Symbol BNPQ Y							
09/24/13	20 000	685 88	03/20/13	544 98	0 00	140 90	Sale
12/11/13	25 000	919 98	03/20/13	681 22	0 00	238 76	Sale
Security total		1,605 86		1,226 20	0 00	379 66	
BRIDGESTONE CORP ADR / CUSIP 108441205 / Symbol BRDC Y							
12/11/13	45 000	809 98	07/03/13	810 18	0 00	-0 20	Sale
CHINA CONSTRUCTION ADR / CUSIP 168919108 / Symbol CICH Y							
12/11/13	25 000	388 74	02/14/13	422 45	0 00	-33 71	Sale
CUMMINS INC / CUSIP 231021106 / Symbol CMI							
12/11/13	5 000	658 36	11/01/13	644 11	0 00	14 25	Sale
DAIHATSU MOTOR CO LTD ADR / CUSIP 23381A108 / Symbol DHTM Y							
12/11/13	15 000	524 39	12/12/12	564 64	0 00	-40 25	Sale
ENI S P A ADR / CUSIP 26874R108 / Symbol E							
12/11/13	10 000	457 09	04/05/13	457 16	0 00	-0 07	Sale
ILLINOIS TOOL WORKS INC / CUSIP: 452308109 / Symbol ITW							
12/11/13	10 000	795 98	09/23/13	761 64	0 00	34 34	Sale

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949 Part I with Box C 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
J SAINSBURY SPN ADR NEW / CUSIP 466249208 / Symbol JSAI Y							
12/11/13	50 000	1,272 47	05/22/13	1 153.75	0 00	118 72	Sale
KDDI CORP ADR / CUSIP 48667L106 / Symbol KDDI Y							
05/10/13	100 000	1,145 41	01/23/13	866 97	0 00	278 44	Sale
05/13/13	25 000	285 58	01/23/13	216 75	0 00	68 83	Sale
	2 tax lots for 07/03/13						
	50 000	*621 45*	*01/22/13*	*431 69*	*0 00*	*189 76*	*Sale*
	25 000	*310 72*	*01/23/13*	*216 74*	*0.00*	*93 98*	*Sale*
07/03/13	75 000	932 17	VARIOUS	648.43	0 00	283 74	Total of 2 lots
12/11/13	55.000	842 58	01/22/13	474 85	0 00	367 73	Sale
Security total		3,205 74		2,207 00	0 00	998 74	
KEYCORP NEW / CUSIP 493267108 / Symbol KEY							
12/11/13	30 000	387 29	10/22/13	380 55	0 00	6 74	Sale
L Brands Inc / CUSIP 501797104 / Symbol LB							
12/11/13	15 000	931 18	07/31/13	835 86	0 00	95 32	Sale
LORILLARD INC COM / CUSIP 544147101 / Symbol LO							
12/11/13	10 000	507 44	09/23/13	449 32	0 00	58 12	Sale
LOWES COS INC / CUSIP 548661107 / Symbol: LOW							
01/04/13	25 000	889 61	03/07/12	722 27	0 00	167 34	Sale
MORGAN STANLEY GRP INC / CUSIP 617446448 / Symbol MS							
12/11/13	15 000	456 44	11/01/13	438 66	0 00	17 78	Sale
MYLAN INC / CUSIP 628530107 / Symbol MYL							
12/11/13	30 000	1,256 37	11/08/13	1,205 84	0 00	50 53	Sale
NEWMONT MINING CORP / CUSIP 651639106 / Symbol NEM							
02/13/13	20 000	898.72	02/14/12	1 169 26	0 00	-270 54	Sale
NIKON CORP PLC UNSPON-ADR / CUSIP 654111202 / Symbol NINO Y							
12/11/13	30.000	573 88	12/12/12	822 07	0 00	-248 19	Sale

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949 Part I with Box C 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
OW FIXED INCOME FUND / CUSIP 680414406 / Symbol OWFI X							
12/11/13	1 303 215	14,752 39	01/28/13	15 000 00	0 00	-247 61	Sale
PFIZER INC / CUSIP 717081103 / Symbol PFE							
12/11/13	45 000	1,395 87	04/23/13	1,399 98	0 00	-4 11	Sale
RSA INS GRP INC SPON ADR / CUSIP 74971A206 / Symbol RSNA Y							
	2 tax lots for 12/11/13						
	25 000	*204 25*	*02/14/13*	*259 61*	*0 00*	*-55 36*	*Sale*
	85 000	*694 43*	*02/15/13*	*878 05*	*0 00*	*-183 62*	*Sale*
12/11/13	110 000	898 68	VARIOUS	1 137 66	0 00	-238 98	Total of 2 lots
SUMITOMO METAL MIN CO LTD / CUSIP 86563T104 / Symbol SMMY Y							
12/11/13	55 000	690 78	08/14/13	798 33	0 00	-107 55	Sale
SVENSKA CL AKTIBLGT ADR / CUSIP 869587402 / Symbol SVCB Y							
12/11/13	30 000	863 98	10/23/13	836 09	0 00	27 89	Sale
SWATCH GROUP AG UNSPON ADR / CUSIP 870123106 / Symbol SWGA Y							
12/11/13	15 000	488 69	09/16/13	464 75	0 00	23 94	Sale
TARGET CORP / CUSIP 87612E106 / Symbol TGT							
12/11/13	10 000	632 48	03/19/13	663 51	0 00	-31 03	Sale
TELE2 AB ADR / CUSIP 87952P307 / Symbol TLTZ Y							
	3 tax lots for 12/11/13						
	10 000	*54 20*	*10/16/13*	*63 18*	*0.00*	*-8.98*	*Sale*
	50 000	*270 99*	*10/17/13*	*326 44*	*0 00*	*-55 45*	*Sale*
	100 000	*541 99*	*10/18/13*	*656 41*	*0 00*	*-114 42*	*Sale*
12/11/13	160 000	867 18	VARIOUS	1,046 03	0 00	-178 85	Total of 3 lots
THERMO FISHER SCIENTIFIC / CUSIP 883556102 / Symbol TMO							
04/23/13	10 000	805 94	10/18/12	588 91	0 00	217 03	Sale
TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol TKGS Y							
12/11/13	25 000	484 23	05/10/13	584 06	0 00	-99 83	Sale

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C 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
UNION PACIFIC CORP / CUSIP 907818108 / Symbol UNP							
12/11/13	5 000	809 96	09/23/13	795 57	0 00	14 39	Sale
VIACOM INC CL B NEW / CUSIP 92553P201 / Symbol VIAB							
2 tax lots for 09/16/13							
	20 000	*1 660 44*	*03/14/13*	*1,271 40*	*0 00*	*389 04*	*Sale*
	5 000	*415 11*	*04/05/13*	*313 65*	*0 00*	*101 46*	*Sale*
09/16/13	25 000	2,075 55	VARIOUS	1,585 05	0 00	490 50	Total of 2 lots
12/11/13	10 000	821 88	04/05/13	627 30	0 00	194 58	Sale
Security total		2,897 43		2,212 35	0 00	685 08	
VODAFONE GP PLC NEW ADR / CUSIP 92857W209 / Symbol VOD							
03/07/13	30 000	803 72	05/24/12	811 80	0 00	-8 08	Sale
WALGREEN CO / CUSIP 931422109 / Symbol WAG							
2 tax lots for 04/23/13							
	5 000	*247.85*	*10/18/12*	*180 32*	*0 00*	*67 53*	*Sale*
	20 000	*991 39*	*12/11/12*	*734 48*	*0 00*	*256 91*	*Sale*
04/23/13	25.000	1,239 24	VARIOUS	914 80	0 00	324 44	Total of 2 lots
WASTE MANAGEMENT INC NEW / CUSIP 94106L109 / Symbol WM							
04/05/13	20 000	768 75	08/02/12	684 52	0 00	84 23	Sale
WEIR GROUP PLC ADR / CUSIP 94876Q106 / Symbol WEIG Y							
12/11/13	60 000	1,042 78	09/16/13	1,126 06	0 00	-83 28	Sale
SEAGATE TECHNOLOGY PLC / CUSIP G7945M107 / Symbol STX							
01/22/13	35.000	1,294 61	04/02/12	962 87	0 00	331 74	Sale
NIELSEN HOLDINGS BV / CUSIP N63218106 / Symbol NLSN							
3 tax lots for 11/11/13							
	5 000	*198 51*	*02/13/13*	*168 81*	*0 00*	*29 70*	*Sale*
	5 000	*198 52*	*02/13/13*	*168 81*	*0.00*	*29 71*	*Sale*
	20 000	*794 06*	*06/11/13*	*677 18*	*0.00*	*116 88*	*Sale*
11/11/13	30 000	1,191 09	VARIOUS	1,014 80	0 00	176 29	Total of 3 lots

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949 Part I with Box C checked

Description / CUSIP / Symbol

Date of Sale	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
NIELSEN HOLDINGS BV / CUSIP N63218106 / Symbol NLSN (cont'd)							
	2 tax lots for 12/11/13						
	10 000	*437 69*	*01/30/13*	*326 07*	*0 00*	*111 62*	*Sale*
	5 000	*218 84*	*02/13/13*	*168 80*	*0 00*	*50 04*	*Sale*
12/11/13	15 000	656 53	VARIOUS	494 87	0 00	161 66	Total of 2 lots
Security total		1,847 62		1,509 67	0 00	337 95	
Totals:		**51,531.58**		**48,720.64**	**0.00**	**2,810.94**	

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
AETNA INC NEW / CUSIP 00817Y108 / Symbol AET							
12/11/13	10 000	667 58	11/01/12	443 23	0 00	224 35	Sale
AKZO NOBEL NV ADR / CUSIP 010199305 / Symbol AKZO Y							
01/04/13	50 000	1,087 60	11/21/11	734 02	0 00	353 58	Sale
ALLIANZ AKTIENGES ADR / CUSIP 018805101 / Symbol. AZSE Y							
	2 tax lots for 05/09/13						
	45 000	*687 94*	*11/23/11*	*410 21*	*0 00*	*277 73*	*Sale*
	5 000	*76 44*	*02/15/12*	*57 99*	*0 00*	*18 45*	*Sale*
05/09/13	50 000	764 38	VARIOUS	468 20	0 00	296 18	Total of 2 lots
12/11/13	15 000	255 74	11/23/11	136 74	0 00	119 00	Sale
Security total		1 020 12		604 94	0 00	415 18	
AB FOODS LTD ADR / CUSIP 045519402 / Symbol ASBF Y							
01/17/13	50 000	1,306 24	11/21/11	847 72	0 00	458 52	Sale
02/19/13	45 000	1 279 85	11/21/11	762 94	0 00	516 91	Sale
Security total		2,586 09		1,610 66	0 00	975 43	

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

2013 (continued)

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
BHP BILLITON PLC-ADR / CUSIP 05545E209 / Symbol BBL							
07/31/13	20 000	1,142 20	12/19/11	1 122 91	0 00	19 29	Sale
BARRICK GOLD CORP / CUSIP 067901108 / Symbol							
	2 tax lots for 02/13/13						
	30 000	*956 49*	*11/21/11*	*1,434 24*	*0 00*	*-477 75*	*Sale*
	5 000	*159 42*	*02/03/12*	*244 61*	*0.00*	*-85 19*	*Sale*
02/13/13	35 000	1 115 91	VARIOUS	1 678 85	0 00	-562 94	Total of 2 lots
04/23/13	35 000	614 57	11/21/11	1,673 28	0 00	-1,058 71	Sale
Security total		1,730 48		3 352 13	0 00	-1,621 65	
CVS/CAREMARK CORP / CUSIP 126650100 / Symbol CVS							
12/11/13	15 000	1,024 48	11/21/11	567 44	0 00	457 04	Sale
CENTURYLINK INC / CUSIP 156700106 / Symbol CTL							
12/11/13	15 000	468 29	11/21/11	558 82	0 00	-90 53	Sale
CHINA CONSTRUCTION ADR / CUSIP 168919108 / Symbol CICH Y							
	2 tax lots for 12/11/13						
	20 000	*310 99*	*11/22/11*	*275 07*	*0 00*	*35 92*	*Sale*
	15 000	*233 25*	*12/02/11*	*214 87*	*0 00*	*18 38*	*Sale*
12/11/13	35 000	544 24	VARIOUS	489 94	0 00	54 30	Total of 2 lots
SINOPEC/CHINA PETE&CHM ADR / CUSIP 16941R108 / Symbol SNP							
12/11/13	10 000	833 93	11/21/11	785 43	0 00	48 50	Sale
CHINA TELECOM ADR / CUSIP 169426103 / Symbol CHA							
12/11/13	20 000	1,019 18	11/21/11	1,208 75	0 00	-189 57	Sale
CITIGROUP INC / CUSIP 172967424 / Symbol C							
12/11/13	15 000	768 13	08/20/12	447 42	0 00	320 71	Sale
COACH INC / CUSIP 189754104 / Symbol COH							
	2 tax lots for 10/16/13						
	10 000	*538 64*	*08/29/12*	*562 90*	*0 00*	*-24 26*	*Sale*

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

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
COACH INC / CUSIP 189754104 / Symbol COH (cont'd)							
	25 000	*1,346 60*	*09/26/12*	*1,352 12*	*0 00*	*-5 52*	*Sale*
10/16/13	35 000	1,885 24	VARIOUS	1,915 02	0 00	-29 78	Total of 2 lots
CONOCOPHILLIPS / CUSIP 20825C104 / Symbol COP							
12/11/13	10 000	701 78	02/03/12	536 31	0.00	165 47	Sale
DETROIT ENERGY CO / CUSIP 233331107 / Symbol DTE							
09/23/13	15 000	1,013 93	11/21/11	757 66	0 00	256 27	Sale
ENI S P A ADR / CUSIP 26874R108 / Symbol E							
09/24/13	30 000	1,392 46	11/21/11	1,251 74	0 00	140 72	Sale
EAST JAPAN RAIL ADR / CUSIP 273202101 / Symbol EJPR Y							
	2 tax lots for 03/21/13						
	70 000	*962 90*	*12/01/11*	*705 81*	*0 00*	*257 09*	*Sale*
	5 000	*68 78*	*12/02/11*	*50 52*	*0 00*	*18 26*	*Sale*
03/21/13	75 000	1,031 68	VARIOUS	756 33	0 00	275 35	Total of 2 lots
03/22/13	50 000	682 89	12/01/11	504 14	0 00	178 75	Sale
	2 tax lots for 04/09/13						
	30 000	*429 27*	*12/01/11*	*302 49*	*0 00*	*126 78*	*Sale*
	70 000	*1,001 64*	*12/05/11*	*702 77*	*0 00*	*298 87*	*Sale*
04/09/13	100 000	1,430 91	VARIOUS	1,005 26	0 00	425 65	Total of 2 lots
04/10/13	30 000	431 50	12/05/11	301 19	0 00	130 31	Sale
	Security total	3,576 98		2,566 92	0 00	1,010 06	
EMBRAER SA ADR / CUSIP 29082A107 / Symbol ERJ							
04/01/13	5 000	173 70	03/21/12	156 54	0 00	17 16	Sale
08/26/13	35 000	1,174 69	03/21/12	1,095 77	0 00	78 92	Sale
	Security total	1,348 39		1,252 31	0 00	96 08	
EXELON CORP / CUSIP 30161N101 / Symbol EXC							
	2 tax lots for 06/11/13						
	5 000	*156 60*	*11/21/11*	*215 99*	*0 00*	*-59 39*	*Sale*

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

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
EXELON CORP / CUSIP 30161N101 / Symbol EXC (cont'd)							
	40 000	*1 252 80*	*02/03/12*	*1 587 41*	*0 00*	*-334 61*	*Sale*
06/11/13	45 000	1,409 40	VARIOUS	1,803 40	0 00	-394 00	Total of 2 lots
GENERAL DYNAMICS CORP / CUSIP 369550108 / Symbol GD							
03/19/13	15 000	1,048 26	11/21/11	938 07	0 00	110 19	Sale
IMPERIAL TOBACCO LT ADR / CUSIP 453142101 / Symbol ITYB Y							
12/11/13	10 000	739 18	11/21/11	705 03	0 00	34 15	Sale
INTERNATIONAL BUS MACHINES / CUSIP 459200101 / Symbol IBM							
12/11/13	5 000	883 28	11/21/11	904 51	0 00	-21 23	Sale
ITOCHU CORP ADR / CUSIP 465717106 / Symbol ITOC Y							
	2 tax lots for 12/11/13						
	25 000	*619 23*	*11/21/11*	*486 78*	*0 00*	*132 45*	*Sale*
	25 000	*619 24*	*10/18/12*	*511 59*	*0 00*	*107 65*	*Sale*
12/11/13	50 000	1,238 47	VARIOUS	998 37	0 00	240 10	Total of 2 lots
JOHNSON & JOHNSON / CUSIP 478160104 / Symbol JNJ							
04/23/13	15 000	1,279 52	11/21/11	946 77	0 00	332 75	Sale
05/09/13	5 000	425 97	11/21/11	315 59	0 00	110 38	Sale
06/11/13	15 000	1,270 00	11/21/11	946 78	0 00	323 22	Sale
	Security total	2,975 49		2,209 14	0 00	766 35	
KON AHOLD ADR / CUSIP 500467402 / Symbol AHON Y							
	2 tax lots for 06/12/13						
	70 000	*1 101 39*	*11/21/11*	*888 74*	*0 00*	*212 65*	*Sale*
	5 000	*78 67*	*04/02/12*	*69 96*	*0 00*	*8 71*	*Sale*
06/12/13	75 000	1,180 06	VARIOUS	958.70	0 00	221 36	Total of 2 lots
08/26/13	50 000	858 66	11/21/11	634 81	0 00	223 85	Sale
	2 tax lots for 09/24/13						
	55 000	*957 57*	*11/21/11*	*698 30*	*0 00*	*259 27*	*Sale*

Less commissions

Bessemer Trust Company N.A. — Account 8G9947

Proceeds Not Reported to the IRS

2013 (continued)

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
KON AHOLD ADR / CUSIP 500467402 / Symbol AHON Y (cont'd)							
	25 000	*435 26*	*11/22/11*	*313 37*	*0 00*	*121 89*	*Sale*
09/24/13	80 000	1,392 83	VARIOUS	1,011 67	0 00	381 16	Total of 2 lots
	Security total	3,431 55		2 605 18	0 00	826 37	
LOWES COS INC / CUSIP 548661107 / Symbol LOW							
05/22/13	20 000	862 37	03/07/12	577 82	0 00	284 55	Sale
07/02/13	20 000	847 30	03/07/12	577 81	0 00	269 49	Sale
	Security total	1,709 67		1 155 63	0 00	554 04	
MACY'S INC / CUSIP 55616P104 / Symbol M							
12/11/13	20 000	1,034 78	02/14/12	710 39	0 00	324 39	Sale
MAGNA INTERNATIONAL INC / CUSIP 559222401 / Symbol							
03/01/13	15 000	827 90	11/21/11	501 44	0 00	326 46	Sale
04/05/13	20 000	1,144 66	11/21/11	668 59	0 00	476 07	Sale
	Security total	1,972 56		1 170 03	0 00	802 53	
MARATHON OIL CORP / CUSIP 565849106 / Symbol MRO							
09/23/13	30 000	1,065 13	11/21/11	776 08	0 00	289 05	Sale
12/11/13	10 000	359 49	11/21/11	258 69	0 00	100 80	Sale
	Security total	1,424 62		1,034 77	0 00	389 85	
MICROSOFT CORP / CUSIP 594918104 / Symbol MSFT							
09/16/13	50 000	1,640 58	08/05/10	1,269 67	0 00	370 91	Sale
10/22/13	55 000	1,900 53	08/05/10	1,396 63	0 00	503 90	Sale
	Security total	3,541 11		2,666 30	0 00	874 81	
MUNICH RE GROUP ADR / CUSIP 626188106 / Symbol MURG Y							
12/11/13	60 000	1,285 17	11/21/11	706 50	0 00	578 67	Sale
NEWMONT MINING CORP / CUSIP 651639106 / Symbol NEM							
02/13/13	5 000	224 68	12/19/11	308 58	0 00	-83 90	Sale
NORDEA BK SWEDEN AB ADR / CUSIP 65557A206 / Symbol NRBA Y							
	2 tax lots for 04/24/13						
	60 000	*655 25*	*11/21/11*	*455 76*	*0 00*	*199 49*	*Sale*

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS
(continued)

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	Quantity	Proceeds of #	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
NORDEA BK SWEDEN AB ADR / CUSIP 65557A206 / Symbol NRBA Y (cont'd)							
	15 000	*163 81*	*12/20/11*	*113 98*	*0 00*	*49 83*	*Sale*
04/24/13	75 000	819 06	VARIOUS	569 74	0 00	249 32	Total of 2 lots
07/31/13	90 000	1 132 32	11/21/11	683 64	0 00	448 68	Sale
	Security total	1 951 38		1,253 38	0 00	698 00	
OW LARGE CAP STRATEGIES FD / CUSIP 680414109 / Symbol OWLS X							
	2 tax lots for 12/11/13						
	2,729 431	*33,135 29*	*03/05/10*	*25,329 12*	*0 00*	*7 806 17*	*Sale*
	1,801.047	*21,864 71*	*08/15/12*	*17,200 00*	*0 00*	*4,664 71*	*Sale*
12/11/13	4,530 478	55,000 00	VARIOUS	42,529 12	0 00	12,470 88	Total of 2 lots
OW FIXED INCOME FUND / CUSIP 680414406 / Symbol OWFI X							
12/11/13	1,435 301	16,247 61	01/12/10	16,505 96	0 00	-258 35	Sale
OW GLOBAL SML & MID CAP FD / CUSIP 680414604 / Symbol OWSM X							
12/11/13	1,840 138	32,000 00	12/03/09	23,112 13	0 00	8,887 87	Sale
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
05/20/13	1,026 528	8,900 00	03/05/10	9,905 99	0 00	-1,005 99	Sale
12/11/13	669 915	5,500 00	03/05/10	6,464 68	0 00	-964 68	Sale
	Security total	14,400 00		16,370 67	0 00	-1,970 67	
OW GLOBAL OPPORTUNITIES FD / CUSIP 680414802 / Symbol OWSO X							
	2 tax lots for 03/14/13						
	4,283 502	*33,839 67*	*12/03/09*	*30,627 04*	*0 00*	*3,212 63*	*Sale*
	779 789	*6,160 33*	*03/05/10*	*5,645 67*	*0 00*	*514 66*	*Sale*
03/14/13	5,063 291	40,000 00	VARIOUS	36,272 71	0 00	3,727 29	Total of 2 lots
09/25/13	4 826 733	39,000 00	08/16/12	35,476 49	0 00	3,523 51	Sale
	2 tax lots for 12/11/13						
	2,053 732	*16,902 22*	*12/03/09*	*14,684 18*	*0 00*	*2,218 04*	*Sale*
	1,955 988	*16,097 78*	*08/16/12*	*14,376 51*	*0.00*	*1,721 27*	*Sale*
12/11/13	4,009 720	33,000 00	VARIOUS	29,060 69	0 00	3,939 31	Total of 2 lots
	Security total	112 000 00		100,809 89	0 00	11 190 11	

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS

(continued)

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
QUALCOMM INC / CUSIP 747525103 / Symbol QCOM							
12/11/13	15 000	1,105 93	11/27/12	936 05	0 00	169 88	Sale
SSE PLC ADR / CUSIP 78467K107 / Symbol SSEZ Y							
	3 tax lots for 06/12/13						
	30 000	*708 05*	*11/21/11*	*601 56*	*0 00*	*106 49*	*Sale*
	25 000	*590 05*	*02/15/12*	*506 51*	*0 00*	*83 54*	*Sale*
	20 000	*472 04*	*02/16/12*	*408 48*	*0 00*	*63 56*	*Sale*
06/12/13	75 000	1,770 14	VARIOUS	1,516 55	0 00	253 59	Total of 3 lots
SANOFI - ADR / CUSIP 80105N105 / Symbol SNY							
12/11/13	25 000	1,267 72	11/21/11	823 78	0 00	443 94	Sale
SUMITOMO MITSUI FIN ADR / CUSIP 86562M209 / Symbol SMFG							
	4 tax lots for 02/14/13						
	50 000	*401 03*	*11/21/11*	*269 62*	*0 00*	*131 41*	*Sale*
	50 000	*401 03*	*01/25/12*	*314 24*	*0 00*	*86 79*	*Sale*
	50 000	*401 03*	*01/27/12*	*313 71*	*0 00*	*87 32*	*Sale*
	25 000	*200 52*	*01/30/12*	*157 39*	*0.00*	*43 13*	*Sale*
02/14/13	175 000	1,403 61	VARIOUS	1,054.96	0 00	348 65	Total of 4 lots
03/20/13	25 000	209 68	11/21/11	134 81	0 00	74 87	Sale
03/21/13	150 000	1,248 83	11/21/11	808 86	0 00	439 97	Sale
03/22/13	35 000	289 61	11/21/11	188 73	0 00	100 88	Sale
	Security total	3,151 73		2,187 36	0 00	964 37	
SUNCORP GROUP ADR / CUSIP 86723Y100 / Symbol SNMY Y							
	2 tax lots for 04/08/13						
	15 000	*178 45*	*02/16/12*	*132 11*	*0 00*	*46 34*	*Sale*
	10 000	*118 97*	*02/17/12*	*89 24*	*0 00*	*29 73*	*Sale*
04/08/13	25 000	297 42	VARIOUS	221 35	0 00	76 07	Total of 2 lots
04/09/13	25 000	300 16	02/16/12	220 18	0 00	79 98	Sale
	4 tax lots for 04/10/13						
	35 000	*422 71*	*11/23/11*	*283 01*	*0 00*	*139 70*	*Sale*
	25 000	*301 94*	*01/23/12*	*217 33*	*0 00*	*84 61*	*Sale*

Less commissions

Bessemer Trust Company N.A. Account 8G9947

Proceeds Not Reported to the IRS
(continued)

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
SUNCORP GROUP ADR / CUSIP 86723Y100 / Symbol SNMY Y (cont'd)							
	25 000	*301 94*	*01/25/12*	*218 62*	*0 00*	*83 32*	*Sale*
	10 000	*120 77*	*02/16/12*	*88 07*	*0 00*	*32 70*	*Sale*
04/10/13	95 000	1 147 36	VARIOUS	807 03	0 00	340 33	Total of 4 lots
Security total		1 744 94		1,248 56	0 00	496 38	
TEVA PHARM INDS LTD ADR / CUSIP 881624209 / Symbol TEVA							
10/31/13	30 000	1,120 36	11/21/11	1,157 02	0 00	-36 66	Sale
11/08/13	30 000	1,119 23	11/21/11	1,157 02	0 00	-37 79	Sale
Security total		2,239 59		2,314 04	0 00	-74 45	
THERMO FISHER SCIENTIFIC / CUSIP 883556102 / Symbol TMO							
2 tax lots for 12/11/13							
	5 000	*508 69*	*08/29/12*	*286 02*	*0 00*	*222 67*	*Sale*
	5 000	*508 69*	*10/18/12*	*294 46*	*0.00*	*214 23*	*Sale*
12/11/13	10 000	1,017 38	VARIOUS	580 48	0 00	436 90	Total of 2 lots
TIM PARTICIPACOES SA ADR / CUSIP 88706P205 / Symbol TSU							
10/16/13	35 000	942 86	01/27/12	973.27	0 00	-30 41	Sale
12/11/13	20 000	503 79	01/27/12	556.15	0 00	-52 36	Sale
Security total		1,446 65		1,529 42	0 00	-82 77	
TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol TKGS Y							
12/11/13	5 000	96 85	11/21/11	86.46	0 00	10 39	Sale
TOTAL SA ADR / CUSIP 89151E109 / Symbol TOT							
12/11/13	20 000	1,150 57	11/21/11	978 64	0 00	171 93	Sale
UNITEDHEALTH GROUP INC / CUSIP 91324P102 / Symbol UNH							
07/17/13	15 000	997 38	11/21/11	665 98	0 00	331 40	Sale
08/23/13	25 000	1,814 95	11/21/11	1,109 97	0 00	704 98	Sale
Security total		2,812 33		1 775 95	0 00	1,036 38	
VODAFONE GP PLC NEW ADR / CUSIP 92857W209 / Symbol VOD							
09/03/13	20 000	635 30	05/24/12	541 20	0 00	94 10	Sale
09/09/13	35 000	1,157 23	05/24/12	947 10	0 00	210 13	Sale

Less commissions

Bessemer Trust Company N.A. | Account 8G9947

2013

Proceeds Not Reported to the IRS
(continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

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
Description / CUSIP / Symbol							
Security total		1,792 53		1 488 30	0 00	304 23	
VOLKSWAGEN AG ADR / CUSIP 928662402 / Symbol VLKP Y							
12/11/13	20 000	1,049 38	07/06/12	655 15	0 00	394 23	Sale
WALGREEN CO / CUSIP 931422109 / Symbol WAG							
11/08/13	25 000	1,485 82	10/18/12	901 61	0 00	584.21	Sale
12/11/13	10 000	569 69	10/18/12	360 64	0 00	209 05	Sale
Security total		2,055 51		1,262 25	0 00	793 26	
WASTE MANAGEMENT INC NEW / CUSIP 94106L109 / Symbol WM							
08/23/13	30 000	1,262 76	06/27/12	974 10	0 00	288 66	Sale
WHARF HOLDINGS ADR / CUSIP 962257408 / Symbol WARFY							
	2 tax lots for 12/11/13						
	15 000	*236 39*	*11/21/11*	*142 86*	*0 00*	*93 53*	*Sale*
	10 000	*157 60*	*11/22/11*	*95 93*	*0 00*	*61 67*	*Sale*
12/11/13	25.000	393 99	VARIOUS	238 79	0 00	155 20	Total of 2 lots
ZIMMER HLDGS INC / CUSIP. 98956P102 / Symbol ZMH							
12/11/13	15 000	1,372 77	05/01/12	966 38	0.00	406 39	Sale
ACCENTURE PLC CL A / CUSIP G1151C101 / Symbol ACN							
	2 tax lots for 03/19/13						
	5 000	*379 96*	*11/21/11*	*273 00*	*0 00*	*106 96*	*Sale*
	10 000	*759 92*	*01/23/12*	*560 84*	*0 00*	*199 08*	*Sale*
03/19/13	15 000	1 139 88	VARIOUS	833 84	0 00	306 04	Total of 2 lots
12/11/13	10 000	752 18	11/21/11	546 01	0 00	206 17	Sale
Security total		1,892 06		1,379 85	0 00	512 21	
ACE LIMITED / CUSIP H0023R105 / Symbol ACE							
12/11/13	10 000	1,006 38	04/27/10	524 51	0 00	481 87	Sale
AVAGO TECHNOLOGIES / CUSIP Y0486S104 / Symbol AVGO							
11/08/13	15 000	658 15	09/21/12	531 71	0 00	126 44	Sale

Less commissions

Bessemer Trust Company N.A.

Account 8G9947

Proceeds Not Reported to the IRS

(continued)

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
AVAGO TECHNOLOGIES / CUSIP Y0486S104 / Symbol AVGO (cont'd)							
	2 tax lots for 12/11/13						
	10 000	*465 79*	*09/21/12*	*354 47*	*0 00*	*111 32*	*Sale*
	10 000	*465 79*	*11/30/12*	*348 43*	*0 00*	*117 36*	*Sale*
12/11/13	20 000	931 58	VARIOUS	702 90	0 00	228 68	Total of 2 lots
Security total		1,589 73		1,234 61	0.00	355 12	
	Totals:	**307,547.25**		**261,403.93**	**0.00**	**46,143.32**	

Less commissions