Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation

CHARLOTTE & EDWARD K WHEELER FOUNDATION

A Employer identification number

52-1503237

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

C/O BESSEMER TRUST, 630 FIFTH AVENUE

B Telephone number

516-508-9623

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10111

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,522,385.

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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	46,988.	46,988.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,824.			
	b Gross sales price for all assets on line 6a 1,077,326.				
	7 Capital gain net income (from Part IV, line 2)		28,824.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	75,812.	75,812.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,750.	0.		2,750.
	c Other professional fees STMT 3	7,991.	7,991.		0.
	17 Interest				
	18 Taxes STMT 4	866.	575.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,607.	8,566.		2,750.
	25 Contributions, gifts, grants paid	143,225.			143,225.
	26 **Total expenses and disbursements.** Add lines 24 and 25	154,832.	8,566.		145,975.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<79,020.>			
	b **Net investment income** (if negative, enter -0-)		67,246.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,000.	5,000.	5,000.
	2 Savings and temporary cash investments	51,065.	64,299.	64,299.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	447,448.	0.	0.
	b Investments - corporate stock STMT 6	1,550,077.	1,502,557.	1,904,556.
	c Investments - corporate bonds STMT 7	147,282.	550,000.	548,530.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,200,872.	2,121,856.	2,522,385.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,200,872.	2,121,856.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,200,872.	2,121,856.	
	31 **Total liabilities and net assets/fund balances**	2,200,872.	2,121,856.	

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	2,200,872.
2 Enter amount from Part I, line 27a	2	<79,020.>
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	4.
4 Add lines 1, 2, and 3	4	2,121,856.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,121,856.

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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	PUBLICITY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICITY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	54,281.		47,104.	7,177.
b	992,662.		1,001,398.	<8,736.>
c	30,383.			30,383.
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				7,177.
b				<8,736.>
c				30,383.
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	28,824.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	164,198.	2,357,722.	.069643
2011	137,500.	2,547,494.	.053975
2010	156,253.	2,471,098.	.063232
2009	138,525.	2,314,348.	.059855
2008	168,288.	2,681,429.	.062761

2	Total of line 1, column (d)	2	.309466
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	.061893
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,436,708.
5	Multiply line 4 by line 3	5	150,815.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	672.
7	Add lines 5 and 6	7	151,487.
8	Enter qualifying distributions from Part XII, line 4	8	145,975.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,345.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,345.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,345.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 483.		
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	483.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	3.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	865.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	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		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C/O BESSEMER TRUST Telephone no. ▶ 516-508-9623
Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
IAN K SNOW 655 PARK AVENUE, APT. 3D NEW YORK, NY 10021	TREASURER & SECRETARY 0.00	0.	0.	0.
KENDALL WHEELER 5201 NORWAY DRIVE CHEVY CHASE, MD 20815	PRESIDENT 0.00	0.	0.	0.
FREDERICA JOHNSON 6700 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	CHAIRMAN 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,468,815.
b	Average of monthly cash balances	1b	5,000.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,473,815.
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	2,473,815.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,107.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,436,708.
6	**Minimum investment return.** Enter 5% of line 5	6	121,835.

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	121,835.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,345.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,345.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,490.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	120,490.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,490.

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	145,975.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	145,975.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	145,975.

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					120,490.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011	137,500.				
e From 2012	25,311.				
f Total of lines 3a through e		162,811.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 145,975.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					120,490.
e Remaining amount distributed out of corpus		25,485.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		188,296.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		188,296.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	137,500.				
d Excess from 2012	25,311.				
e Excess from 2013	25,485.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

IAN SNOW C/O RIPPLEWOOD HOLDINGS
ONE ROCKEFELLER PLAZA, 32ND FL, NEW YORK, NY 10020

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

TYPED WRITTEN FORMAT; ALL APPLICATIONS SHOULD SPECIFY THE APPROPRIATE USES

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	N/A	EXEMPT	GENERAL EXEMPT PURPOSE	143,225.
Total			▶ 3a	143,225.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	46,988.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	28,824.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		75,812.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 75,812.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee: [signature] | Date: 5/8/14 | Title: Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
VIRGINIA CHAN	[signature]	5/8/14		P00367361

Firm's name ▶ BESSEMER TRUST | Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333 | Phone no. 516-508-9623

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST A/C	77,371.	30,383.	46,988.	46,988.	
TO PART I, LINE 4	77,371.	30,383.	46,988.	46,988.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	2,750.	0.		2,750.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		2,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES-BESSEMER TRUST	7,991.	7,991.		0.
TO FORM 990-PF, PG 1, LN 16C	7,991.	7,991.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	575.	575.		0.
FOREIGN TAX W/HLD IN EXCESS	291.	0.		0.
TO FORM 990-PF, PG 1, LN 18	866.	575.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,502,557.	1,904,556.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,502,557.	1,904,556.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	550,000.	548,530.
TOTAL TO FORM 990-PF, PART II, LINE 10C	550,000.	548,530.

Account Details

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

C. AND E. WHEELER FOUNDATION

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	$0.00	$5000	$0 000	$5,000	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999996	NET CASH		0 000	$0 00	$5000	$0 000	$5,000	0 0%	$0	$0	
Total CASH					$5000		$5,000	0.0%	$0	$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		64,299.710	$1 00	$64,299	$1 000	$64,299	100 0%	$0	$6	0 01%
Total CASH EQUIVALENTS					$64,299		$64,299	100.0%	$0	$6	0.01%
Total CASH AND SHORT TERM					$69,299		$69,299	100.0%	$0	$6	0.01%
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	48,975.957	$11.23	$550,000	$11.200	$548,530	100 0%	($1,469)	$11,362	2 07%
Total BOND FUNDS					$550,000		$548,530	100.0%	($1,469)	$11,362	2.07%
Total FIXED INCOME					$550,000		$548,530	100.0%	($1,469)	$11,362	2.07%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
806047	APPLE INC	037833100	20 000	$479 10	$9,582	$561 000	$11,220	5.7%	$1,638	$244	2 17%
842450	INTERNATIONAL BUS MACHINES	459200101	40 000	$188 78	$7,551	$187 550	$7,502	3 8%	($49)	$152	2 03%
867793	QUALCOMM INC	747525103	120 000	$63 22	$7,587	$74 250	$8,910	4 5%	$1,322	$168	1 89%
902312	ACCENTURE PLC CL A	G1151C101	50 000	$55.18	$2,759	$82.220	$4,111	2.1%	$1,351	$93	2 26%
904587	AVAGO TECHNOLOGIES	Y0486S104	145 000	$35 21	$5,105	$52 876	$7,667	3 9%	$2,562	$145	1 89%
Total INFORMATION TECHNOLOGY					$32,584		$39,410	20.0%	$6,824	$802	2.04%
INDUSTRIALS											
822050	CUMMINS INC	231021106	20.000	$128 80	$2,576	$140 950	$2,819	1.4%	$242	$50	1 77%
841546	ILLINOIS TOOL WORKS INC	452308109	80.000	$67.49	$5,399	$84 075	$6,726	3.4%	$1,327	$134	1 99%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Account Details

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

C. AND E. WHEELER FOUNDATION

LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
INDUSTRIALS											
882670	UNION PACIFIC CORP	907818108	45.000	$158.69	$7,141	$168 000	$7,560	3 8%	$418	$142	1 88%
904606	NIELSEN HOLDINGS BV	N63218106	95.000	$32 91	$3,126	$45 884	$4,359	2 2%	$1,233	$76	1 74%
Total INDUSTRIALS					**$18,242**		**$21,464**	**10.9%**	**$3,220**	**$402**	**2.02%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	105.000	$37 50	$3,937	$31 848	$3,344	1 7%	($593)	$226	6 76%
Total TELECOM SERVICES					**$3,937**		**$3,344**	**1.7%**	**($593)**	**$226**	**3.80%**
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	100 000	$43.69	$4,369	$68 590	$6,859	3 5%	$2,489	$90	1 31%
854800	MYLAN INC	628530107	225 000	$41 24	$9,279	$43 400	$9,765	5 0%	$485	$0	0 00%
864075	PFIZER INC	717081103	300 000	$29 75	$8,925	$30 630	$9,189	4 7%	$263	$312	3 40%
880100	THERMO FISHER SCIENTIFIC	883556102	75 000	$57 76	$4,332	$111 347	$8,351	4 2%	$4,018	$45	0 54%
888967	ZIMMER HLDGS INC	98956P102	120 000	$63 19	$7,583	$93 183	$11,182	5 7%	$3,599	$96	0 86%
Total HEALTH CARE					**$34,488**		**$45,346**	**23.0%**	**$10,854**	**$543**	**1.36%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	100 000	$40 66	$4,066	$51 050	$5,105	2 6%	$1,038	$40	0 78%
817156	CITIGROUP INC	172967424	100 000	$29 82	$2,982	$52 110	$5,211	2 6%	$2,228	$4	0 08%
844581	KEYCORP NEW	493267108	200.000	$12.68	$2,535	$13.420	$2,684	1.4%	$148	$44	1 64%
854169	MORGAN STANLEY GRP INC	617446448	90.000	$29.23	$2,631	$31.356	$2,822	1 4%	$190	$18	0 64%
986524	ACE LIMITED	H0023R105	85 000	$49 65	$4,220	$103 529	$8,800	4 5%	$4,579	$214	2 43%
Total FINANCIALS					**$16,434**		**$24,622**	**12.5%**	**$8,183**	**$320**	**2.42%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	90 000	$37 82	$3,404	$71.567	$6,441	3 3%	$3,036	$99	1 54%
846942	LORILLARD INC COM	544147101	75.000	$44 92	$3,369	$50 680	$3,801	1 9%	$431	$165	4 34%
886461	WALGREEN CO	931422109	75 000	$36 16	$2,712	$57 440	$4,308	2 2%	$1,595	$94	2 18%
Total CONSUMER STAPLES					**$9,485**		**$14,550**	**7.4%**	**$5,062**	**$358**	**3.19%**

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Report dated December 31, 2013
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Trade date basis

C. AND E. WHEELER FOUNDATION

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	125 000	$43 74	$5,468	$60 320	$7,540	3 8%	$2,071	$0	0 00%
846206	L BRANDS INC	501797104	90 000	$55 72	$5,015	$61.844	$5,566	2 8%	$551	$108	1 94%
848064	MACY'S INC	55616P104	135 000	$34 48	$4,655	$53 400	$7,209	3.7%	$2,553	$135	1 87%
878468	TARGET CORP	87612E106	95 000	$55.31	$5,254	$63 263	$6,010	3 0%	$755	$163	2 71%
885274	VIACOM INC CL B NEW	92553P201	50 000	$62 72	$3,136	$87 340	$4,367	2 2%	$1,230	$60	1 37%
Total CONSUMER DISCRETIONARY					**$23,528**		**$30,692**	**15.6%**	**$7,160**	**$466**	**1.38%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	70 000	$53 76	$3,763	$70 643	$4,945	2.5%	$1,181	$193	3 90%
848843	MARATHON OIL CORP	565849106	90.000	$25 87	$2,328	$35 300	$3,177	1 6%	$848	$68	2 14%
Total ENERGY					**$6,091**		**$8,122**	**4.1%**	**$2,029**	**$261**	**3.97%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	225 000	$40 36	$9,082	$42 258	$9,508	4 8%	$425	$252	2 65%
Total UTILITIES					**$9,082**		**$9,508**	**4.8%**	**$425**	**$252**	**2.36%**
Total LARGE CAP CORE - U.S.					**$153,871**		**$197,058**	**100.0%**	**$43,164**	**$3,630**	**1.84%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
906474	WEIR GROUP PLC ADR	94876Q106	375 000	$17 62	$6,609	$17 656	$6,621	4 2%	$11	$106	1 60%
927371	ITOCHU CORP ADR	465717106	350.000	$21 69	$7,592	$24 717	$8,651	5 4%	$1,058	$233	2 69%
Total INDUSTRIALS					**$14,201**		**$15,272**	**9.6%**	**$1,069**	**$339**	**2.02%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	155.000	$56.95	$8,828	$50 568	$7,838	4 9%	($990)	$152	1 94%
904018	KDDI CORP ADR	48667L106	400 000	$8 63	$3,453	$15 388	$6,155	3 9%	$2,702	$128	2 08%
905147	TIM PARTICIPACOES SA ADR	88706P205	150 000	$23.25	$3,488	$26 240	$3,936	2 5%	$447	$99	2.52%
905422	TELE2 AB ADR	87952P307	1,125 000	$7.10	$7,990	$5.670	$6,379	4.0%	($1,610)	$447	7 01%

C. AND E. WHEELER FOUNDATION

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
TELECOM SERVICES											
Total TELECOM SERVICES					$23,759		$24,308	15.3%	$549	$826	3.80%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	140 000	$34 30	$4,802	$53 629	$7,508	4 7%	$2,705	$175	2 33%
Total HEALTH CARE					$4,802		$7,508	4.7%	$2,705	$175	1.36%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	350 000	$12 10	$4,236	$22 066	$7,723	4 8%	$3,487	$217	2 81%
904004	CHINA CONSTRUCTION ADR	168919108	425.000	$14 80	$6,291	$15 089	$6,413	4 0%	$122	$310	4 83%
906108	WHARF HOLDINGS ADR	962257408	150.000	$9 64	$1,446	$15 293	$2,294	1 4%	$847	$59	2.57%
906631	RSA INS GRP INC SPON ADR	74971A206	850 000	$9 42	$8,007	$7 568	$6,433	4 0%	($1,574)	$368	5 72%
906659	SKANDINAVISKA ENSKILD ADR	830505202	225 000	$11 71	$2,634	$13 169	$2,963	1 9%	$329	$0	0 00%
914068	ALLIANZ AKTIENGES ADR	018805101	175.000	$9.81	$1,717	$17 960	$3,143	2 0%	$1,425	$76	2 42%
915065	BNP PARIBAS SPON ADR	05565A202	200 000	$26 52	$5,303	$39 030	$7,806	4 9%	$2,502	$135	1 73%
Total FINANCIALS					$29,634		$36,775	23.1%	$7,138	$1,165	2.42%
CONSUMER STAPLES											
913104	SVENSKA CL AKTIBLGT ADR	869587402	225 000	$25 93	$5,834	$30 827	$6,936	4 4%	$1,101	$126	1 82%
926008	IMPERIAL TOBACCO LT ADR	453142101	95.000	$73.41	$6,974	$77 442	$7,357	4 6%	$383	$349	4 74%
929992	J SAINSBURY SPN ADR NEW	466249208	325.000	$23 12	$7,513	$24 178	$7,858	4.9%	$344	$337	4 29%
Total CONSUMER STAPLES					$20,321		$22,151	13.9%	$1,828	$812	3.19%
MATERIALS											
906497	SUMITOMO METAL MIN CO LTD	86563T104	425 000	$14.19	$6,032	$13 099	$5,567	3 5%	($465)	$58	1 04%
Total MATERIALS					$6,032		$5,567	3.5%	($465)	$58	1.04%
CONSUMER DISCRETIONARY											
901588	VOLKSWAGEN AG ADR	928662402	115 000	$37 06	$4,262	$56 261	$6,470	4 1%	$2,207	$78	1 21%
904957	SWATCH GROUP AG UNSPON ADR	870123106	100 000	$30.98	$3,098	$33.140	$3,314	2 1%	$215	$20	0 60%

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
C. AND E. WHEELER FOUNDATION											
LARGE CAP CORE - NON U.S.											
CONSUMER DISCRETIONARY											
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	95 000	$37 64	$3,576	$33 905	$3,221	2 0%	($354)	$89	2 76%
906092	NIKON CORP PLC UNSPON-ADR	654111202	225 000	$26 63	$5,992	$19 111	$4,300	2 7%	($1,691)	$36	0 84%
968661	BRIDGESTONE CORP ADR	108441205	300.000	$17 77	$5,330	$18 930	$5,679	3 6%	$349	$54	0 95%
Total CONSUMER DISCRETIONARY					$22,258		$22,984	14.4%	$726	$277	1.38%
ENERGY											
915019	ENI S P A. ADR	26874R108	90 000	$42 83	$3,855	$48 489	$4,364	2 7%	$509	$207	4 74%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	86 000	$82 90	$7,129	$82 163	$7,066	4 4%	($62)	$280	3 96%
959209	TOTAL SA ADR	89151E109	145.000	$51 66	$7,491	$61.269	$8,884	5 6%	$1,392	$380	4 28%
Total ENERGY					$18,475		$20,314	12.8%	$1,839	$867	3.97%
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	225 000	$19 32	$4,346	$19.711	$4,435	2 8%	$89	$77	1 74%
Total UTILITIES					$4,346		$4,435	2.8%	$89	$77	2.36%
Total LARGE CAP CORE - NON U.S.					$143,828		$159,314	100.0%	$15,478	$4,596	2.88%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	55,023 491	$10 35	$569,275	$12 470	$686,142	100 0%	$116,867	$4,566	0 67%
Total LARGE CAP STRATEGIES FUNDS					$569,275		$686,142	100.0%	$116,867	$4,566	0 67%
Total LARGE CAP STRATEGIES					$569,275		$686,142	100.0%	$116,867	$4,566	0.67%
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	26,398 085	$10.22	$269,839	$17 180	$453,519	100 0%	$183,679	$3,510	0 77%
Total SMALL & MID CAP FUNDS					$269,839		$453,519	100.0%	$183,679	$3,510	0.77%
Total SMALL & MID CAP					$269,839		$453,519	100.0%	$183,679	$3,510	0.77%
STRATEGIC OPPORTUNITIES											

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

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C. AND E. WHEELER FOUNDATION

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	39,679 394	$6 33	$251,266	$7 900	$313,467	100 0%	$62,200	$10,673	3 40%
Total STRATEGIC OPPORTUNITIES FUNDS					**$251,266**		**$313,467**	**100.0%**	**$62,200**	**$10,673**	**3.40%**
Total STRATEGIC OPPORTUNITIES					**$251,266**		**$313,467**	**100.0%**	**$62,200**	**$10,673**	**3.40%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	11,425.014	$10.02	$114,478	$8 320	$95,056	100 0%	($19,422)	$262	0 28%
Total REAL RETURN FUNDS					**$114,478**		**$95,056**	**100.0%**	**($19,422)**	**$262**	**0.28%**
Total REAL RETURN/COMMODITIES					**$114,478**		**$95,056**	**100.0%**	**($19,422)**	**$262**	**0.28%**
Total					**$2,121,856**		**$2,522,385**		**$400,497**	**$38,605**	**1.53%**

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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
01/31/2013	SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK CITY, NY. 10023-6592	($1,250.00)
01/24/2013	BAL SWAN CHILDREN'S CENTER 1145 EAST 13TH AVE BROOMFIELD, CO. 80020	($1,300.00)
01/24/2013	BAL SWAN CHILDREN'S CENTER 1145 EAST 13TH AVE. BROOMFIELD, CO 80020	($1,200.00)
02/28/2013	NEW YORK CITY BALLET 70 LINCOLN CENTER PLAZA NEW YORK CITY, NY 10023-6600	($1,200.00)
03/21/2013	MUSEUM OF THE CITY OF NY 1220 FIFTH AVE. NY. NY. 10029	($800.00)
03/28/2013	NEW YORKERS FOR CHILDREN 450 SEVENTH AVE., SUITE 403 NEW YORK, NY. 10123	($875.00)
04/12/2013	BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	($900.00)
05/09/2013	HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	($2,000.00)
05/21/2013	NEW YORK CITY BALLET 70 LINCOLN CENTER PLAZA NEW YORK CITY, NY 10023-6600	($1,200.00)
07/05/2013	BONE MARROW FOUNDATION 515 MADISON AVE , SUITE 1130 NEW YORK, NY. 10022	($5,000.00)
08/06/2013	PHILHARMONIA FOUNDATION AVERY FISHER HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6970	($5,000.00)
08/22/2013	BURTON K. WHEELER CENTER MONTANA STATE UNIVERSITY 1102 SOUTH 6TH ST. BOZEMAN, MT. 59715	($5,000 00)
09/26/2013	COLD SPRING HARBOR LABORATORY ONE BUNGTOWN ROAD COLD SPRING HARBOR, NY. 11724	($5,000.00)

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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
10/15/2013	HOPE HOUSE OF COLORADO 2026 S YATES ST. DENVER, CO.	($500 00)
10/15/2013	HOPE HOUSE OF COLORADO 2026 S. YATES ST. DENVER, CO	($1,500.00)
11/05/2013	THE RED CROSS 2025 E. ST. NW WASHINGTON, DC 20006	($1,000 00)
11/05/2013	SAFEHOUSE DENVER 1649 DOWNING STREET DENVER, CO. 80218	($500.00)
11/05/2013	DARTMOUTH COLLEGE ALUMNI 6068 BLUNT ALUMNI CENTER HANOVER, NH. 03755	($500.00)
11/05/2013	ACE SCHOLARSHIPS 1201 EAST COLFAX AVENUE, SUITE 302 DENVER, COLORADO 80218	($500.00)
11/05/2013	MONTANA FISH, WILDLIFE AND PARKS FOUNDATION 1420 EAST SIXTH AVENUE P.O. BOX 200701 HELENA, MT. 59620-0701	($500.00)
11/05/2013	ACE SCHOLARSHIPS 1201 EAST COLFAX AVENUE, SUITE 302 DENVER, COLORADO 80218	($500.00)
11/05/2013	NATIONAL PARK FOUNDATION 1201 EYE STREET NW 550B WASHINGTON, DC. 20005	($500.00)
11/05/2013	GLACIER NATIONAL PARK CONSERVANCY 402 9TH STREET WEST P.O.BOX 2749 COLUMBIA FALLS, MT. 59912	($500.00)
11/05/2013	THE POWELL COUNTY MUSEUM & ARTS FOUNDATION INC. 1106 MAIN STREET DEER LODGE, MT. 59722	($500.00)
11/05/2013	CROSS OF CHRIST LUTHERAN CHURCH 12099 LOWELL BOULEVARD BROOMFIELD, COLORADO	($500 00)
11/05/2013	THE CORAM WEST GLACIER VOLUNTEER FIRE DEPARTMENT P.O. BOX1428 COLUMBIA FALLS, MT.	($500.00)

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11/05/2013	KELLOGG SCHOOL OF MANAGEMENT 2001 SHERIDAN ROAD EVANSTON, IL. 60208-0814	($500.00)
11/05/2013	WHEELER CENTER 1102 S. 6TH , P.O. BOX 170590 BOZEMAN, MT. 59717	($4,000.00)
11/05/2013	DANA-FARBER CANCER INSTITUTE P.O. BOX 849168 BOSTON,MA. 02284-9168	($500.00)
11/05/2013	VITAL GROUND FOUNDATION T-2 FORT MISSOULA ROAD MISSOULA, MT. 59804	($500.00)
11/05/2013	WHEELER CENTER 1102 6TH., P.O. BOX 170590 BOZEMAN, MT 59717	($4,000.00)
11/07/2013	NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE LANDOVER, MARYLAND 20785	($10,000.00)
11/07/2013	GLACIER NATIONAL PARK CONSERVANCY 402 9TH STREET WEST P.O.BOX 2749 COLUMBIA FALLS, MT. 59912	($5,000.00)
11/07/2013	MILITARY ORDER OF THE PURPLE HEART 7008 LITTLE RIVER TURNPIKE, P.O. BOX 49 ANNANDALE, VA. 22003	($1,000.00)
11/07/2013	POTOMAC BRIDLE & HIKING TRAIL ASSOCIATION P.O. BOX 60354 POTOMAC, MD. 20859-0354	($1,000.00)
11/07/2013	VASSAR COLLEGE 124 RAYMOND AVENUE POUGHKEEPSIE, NY 12604	($1,000 00)
11/07/2013	POTOMAC SCHOOL 1301 POTOMAC SCHOOL ROAD MCLEAN, VA. 22101	($1,000.00)
11/07/2013	MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN, VA. 22102	($1,000 00)
11/08/2013	THE SHANE LALANI CENTER FOR THE ARTS P.O. BOX 58 LIVINGSTON, MT. 59047	($6,000.00)

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DATE	CHARITABLE GIFTS TO DONEES	AMOUNT
11/08/2013	SHE CAN INC. 29 HAVEN MEADOW LOOP LIVINGSTON, MT. 59047	($500.00)
11/08/2013	AMERICAN LEGION 112 STATE STREET SUITE 1300 ALBANY, NY. 12207	($50.00)
11/08/2013	LIVINGSTON ROTARY CLUB P O. BOX 66 LIVINGSTON, MT. 59047	($100.00)
11/08/2013	GLACIER NATIONAL PARK CONSERVANCY P.O. BOX 2749 402 9TH STREET WEST COLUMBIA FALLS, MT. 59912	($200.00)
11/08/2013	WHEELER CENTER MONTANA STATE UNIVERSITY 1102 S. 6TH STREET BOZEMAN, MT. 59715	($5,000.00)
11/08/2013	BIG BROTHERS BIG SISTERS OF PARK COUNTY 105 SOUTH SECOND STREET LIVINGSTON, MT. 59047	($50.00)
11/08/2013	MCNAIR SKATE PARK 414 EAST CALLENDER STREET LIVINGSTON, MT.	($3,100.00)
11/08/2013	YELLOWSTONE BALLET COMPANY 109 SOUTH B STREET LIVINGSTON, MT.	($5,000.00)
11/20/2013	WHEELER CENTER MONTANA STATE UNIVERSITY 1102 S. 6TH STREET BOZEMAN, MT. 59715	($3,500 00)
11/20/2013	PALM BEACH ZOO 1301 SUMMIT BOULEVARD WEST PALM BEACH, FL. 33405-3035	($1,000.00)
11/20/2013	AMERICAN RED CROSS AIKEN COUNTY CHAPTER 1314 PINE LOG RD AIKEN, SC. 29803	($1,000.00)
11/20/2013	LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE., SUITE 310 WHITE PLAINS, NY. 10605	($1,000 00)
11/20/2013	PRESERVATION FOUNDATION OF PALM BEACH 311 PERUVIAN AVENUE PALM BEACH, FL. 33480	($500 00)

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11/20/2013	WADSWORTH SULGRAVE HISTORIC PRESRVATION FOUNDATION 1801 MASS AVE. NW WASHINGTON, DC. 20036-1804	($500.00)
11/20/2013	THE CORAM WEST GLACIER VOLUNTEER FIRE DEPARTMENT P.O. BOX 1428 COLUMBIA FALLS, MT.	($500.00)
11/20/2013	JULLIARD IN AIKEN P.O. BOX 5538 AIKEN, SC. 29804	($1,000.00)
11/20/2013	SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL. 33480	($500.00)
11/20/2013	HOCKADAY MUSEUM OF ART 302 2nd AVE. KALISPELL, MT. 59901	($500.00)
11/20/2013	AIKEN SPCA 199 WILLOW RUN ROAD AIKEN, SC. 29801	($500 00)
11/20/2013	HUMANE SOCIETY OF THE PALM BEACH 3200 N. MILITARY TRAIL WEST PALM BEACH, FL. 33409	($1,000.00)
11/20/2013	NATIONAL PARK FOUNDATION 1201 EYE STREET NW 550B WASHINGTON, DC. 20005	($500.00)
11/20/2013	FRIENDS OF THE ANIMAL SHELTER 777 POST ROAD, SUITE 205 DARIEN, CT. 06820	($500.00)
11/20/2013	AIKEN SPCA 199 WILLOW RUN ROAD AIKEN, SC. 29801	($1,000.00)
11/20/2013	HITCHCOCK WOODS FOUNDATION P.O. BOX 1702 AIKEN, SC 29802	($500.00)
11/20/2013	THE GLACIER INSTITUTE P.O. BOX 1887 KALISPELL, MT. 59903	($500.00)
11/20/2013	MONTANA HISTORY FOUNDATION 1750 NORTH WASHINGTON STREET HELENA, MT. 59601	($3,000.00)

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11/20/2013	CUMBEE CENTER TO ASSIST ABUSED PERSONS 130 MAIN STREET BARNWELL, SC. 29812	($500.00)
11/20/2013	MONTANA HISTORICAL SOCIETY P.O.BOX 201201 225 NORTH ROBERTS HELENA,MT. 59620-1201	($500.00)
11/20/2013	FLAGLER MUSEUM WHITE HALL SOCIETY ONE WHITEHALL WAY P.O. BOX 969 PALM BEACH, FL. 33480	($500.00)
11/20/2013	THE POWDER MAGAZINE 79 CUMBERLAND STREET CHARLESTON, SC. 29401	($500.00)
11/20/2013	CM RUSSELL MUSEUM 400 13TH STREET NORTH GREAT FALLS, MT. 59401	($500.00)
12/06/2013	LIVINGSTON YOUTH SOCCER 503 N. 10TH LIVINGSTON, MT. 59047	($5,000.00)
12/06/2013	THE SHANE LALANI CENTER FOR THE ARTS P.O. BOX 58 LIVINGSTON, MT. 59047	($500.00)
12/06/2013	BIG BROTHERS BIG SISTERS OF PARK COUNTY 105 SOUTH SECOND STREET LIVINGSTON, MT. 59047	($500.00)
12/06/2013	PARK COUNTY ENVIRONMENTAL COUNCIL P.O. BOX 164 LIVINGTON, MT. 59047	($500.00)
12/06/2013	GLOBAL MIDWIFE EDUCATION FOUNDATION P.O. BOX 805 LIVINGSTON, MT. 59047	($500.00)
12/06/2013	SHIFT ENPOWERMENT PROGRAMS 332 S. MAIN ST. UNIT 2 LIVINGSTON, MT. 59047	($500.00)
12/10/2013	THE LIVINGSTON PARK COUNTY TENNIS ASSOCIATION P.O. BOX 2408 LIVINGSTON,MT. 59047	($500.00)
12/10/2013	BURTON K WHEELER CENTER 1102 S. 6TH, P.O BOX 170590 BOZEMAN, MT 59717	($7,000.00)

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12/16/2013	EVERGLADES PREPARATORY ACADEMY & GLADES ACADEMY 2251 E. MOWRY DRIVE HOMESTEAD, FL. 33033	($1,000 00)
12/16/2013	PALM BEACH DAY ACADEMY 19010 S FLAGLER DR WEST PALM BEACH, FL.	($1,000.00)
12/16/2013	THE CORAM WEST GLACIER VOLUNTEER FIRE DEPT P.O. BOX 1428 COLUMBIA FALLS, MT.	($500.00)
12/16/2013	THE GLACIER INSTITUTE P.O BOX 1887 KALISPELL, MT. 59903	($500.00)
12/16/2013	THE BURTON K. WHEELER CENTER MONTANA STATE UNIVERSITY 1102 S. 6TH ST. BOZEMAN, MT. 59715	($4,500.00)
12/16/2013	MONTANA HISTORY FOUNDATION 1750 NORTH WASHINGTON STREET HELENA, MT 59601	($1,500.00)
12/16/2013	SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL, 33480	($1,000.00)
12/16/2013	THE BATH AND TENNIS CLUB HISTORIC BUILDING PRESERVATION FOUNDATION 1170 S. OCEAN BLVD. PALM BEACH, FL. 33480	($500.00)
12/16/2013	MONTANA PRESERVATION ALLIANCE 120 REEDER'S ALLEY HELENA, MT. 59601	($500.00)
12/16/2013	PERLMAN MUSIC PROGRAM CLARK ARTS CENTER 73 SHORE ROAD SHELTER ISLAND, NY	($500.00)
12/16/2013	MIDDLEBURY COLLEGE 5405 MIDDLEBURY COLLEGE MIDDLEBURY, VT. 05753	($2,000.00)
12/16/2013	PALM BEACH COUNTY FILM & TELEVISION INSTITUTE 1555 PALM BEACH LAKES BLVD. SUITE 900 WEST PALM BEACH, FL. 33401	($1,000.00)

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12/16/2013	MONTANA HISTORICAL SOCIETY 225 N. ROBERTS P O. BOX 201201 HELENA, MT. 59620	($500.00)
12/16/2013	GLADES ACADEMY OF AGRICULTURE & ECOLOGICAL STUDIES 1200 E. MAIN ST. PAHOKEE, FL 33476	($1,000 00)
12/16/2013	PALM BEACH ZOO 1301 SUMMIT BOULEVARD WEST PALM BEACH, FL. 33405-3035	($1,000 00)
12/16/2013	NATIONAL SOCIETY OF COLONIAL DAMES OF AMERICA 2715 Q ST.NW WASHINGTON,DC. 20007	($500.00)
12/16/2013	THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT 1 GLOBAL PLACE GLENDALE, AZ. 85306-6000	($1,000.00)
12/16/2013	SOUTH FLORIDA SCIENCE CENTER & AQUARIUM 4801 DREHER TRAIL N WEST PALM BEACH, FL. 33405	($1,500.00)
		($143,225.00)

**Contributions are made to these organizations to assist them in carrying out those activities for which they have been granted tax exempt status.