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

**2013**

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 Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation  
**THE JURIE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)  
**BESSEMER TRUST, 630 FIFTH AVENUE**

Room/suite

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

**A** Employer identification number  
**52-6860064**

**B** Telephone number  
**516-508-9623**

**C** If exemption application is pending, check here

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

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

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

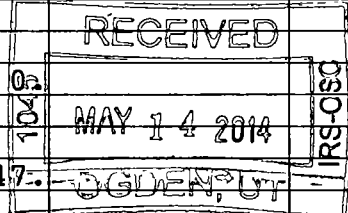
**G** Check all that apply.  
 Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 1,713,779.** (Part I, column (d) must be on cash basis.)

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				<b>N/A</b>	
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	<b>30,945.</b>	<b>30,945.</b>		<b>STATEMENT 1</b>
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<b>36,879.</b>			
b	Gross sales price for all assets on line 6a <b>383,807.</b>				
7	Capital gain net income (from Part IV, line 2)		<b>36,879.</b>		
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	<b>Total. Add lines 1 through 11</b>	<b>67,824.</b>	<b>67,824.</b>		
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc	<b>6,199.</b>	<b>2,969.</b>		<b>3,230.</b>
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees <b>STMT 2</b>	<b>2,500.</b>			<b>2,500.</b>
c	Other professional fees				
17	Interest				
18	Taxes <b>STMT 3</b>	<b>973.</b>	<b>447.</b>		<b>0.</b>
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>9,672.</b>	<b>3,416.</b>		<b>5,730.</b>
25	Contributions, gifts, grants paid	<b>56,000.</b>			<b>56,000.</b>
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>65,672.</b>	<b>3,416.</b>		<b>61,730.</b>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<b>2,152.</b>			
b	<b>Net investment income</b> (if negative, enter -0-)		<b>64,408.</b>		
c	<b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		72,667.	48,572.	48,572.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 4		972,166.	1,449,793.	1,665,207.
	c	Investments - corporate bonds		345,316.		
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other		106,064.			
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,496,213.	1,498,365.	1,713,779.	
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	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,496,213.	1,498,365.	
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	<b>Total net assets or fund balances</b>		1,496,213.	1,498,365.		
31	<b>Total liabilities and net assets/fund balances</b>		1,496,213.	1,498,365.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,496,213.
2	Enter amount from Part I, line 27a	2	2,152.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,498,365.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,498,365.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
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 39,169.		33,327.	5,842.
b 323,758.		313,601.	10,157.
c 20,880.			20,880.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5,842.
b			10,157.
c			20,880.
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	36,879.
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	46,660.	1,511,343.	.030873
2011	56,669.	1,581,144.	.035841
2010	97,932.	1,530,052.	.064006
2009	92,080.	1,423,874.	.064669
2008	115,000.	1,696,887.	.067771

2 Total of line 1, column (d)	2	.263160
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	.052632
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,626,340.
5 Multiply line 4 by line 3	5	85,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	644.
7 Add lines 5 and 6	7	86,242.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	61,730.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,288.
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	1,288.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,288.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,012.
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	1,012.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	276.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BESSEMER TRUST CO., NA</u> Telephone no. ► <u>516-508-9623</u> Located at ► <u>630 FIFTH AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15   <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BESSEMER TRUST CO., N.A. C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	CORPORATE TRUSTEE 4.00	6,199.	0.	0.
JEONG H. KIM C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
CYNTHIA H. KIM C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span>	

**Part X**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,609,997.
b	Average of monthly cash balances	1b	41,110.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,651,107.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,651,107.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,767.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,626,340.
6	Minimum investment return. Enter 5% of line 5	6	81,317.

**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	81,317.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,288.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,288.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	80,029.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	80,029.
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	80,029.

**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	61,730.
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	61,730.
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	61,730.

**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				80,029.
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	31,102.			
d From 2011				
e From 2012				
f Total of lines 3a through e	31,102.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 61,730.				
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				61,730.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	18,299.			18,299.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,803.			
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	12,803.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	12,803.			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

**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		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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:  
 N/A

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

c Any submission deadlines:  
 N/A

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BOYS & GIRLS CLUB OF GREATER WASHINGTON 4103 BENNING ROAD, NE WASHINGTON, DC 20019		PUBLIC CHARITY	GENERAL	1,000.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD, SUITE B BETHESDA, MD 20814		PUBLIC CHARITY	GENERAL	5,000.
DURIHANA, INC 760 7TH STREET SE WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL	5,000.
JILL'S HOUSE PO BOX 9104 MCLEAN, VA 22102		PUBLIC CHARITY	GENERAL	10,000.
JOBS HAVE PRIORITY INC 1526 PENNSYLVANIA AVE SE WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>56,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KOREAN AMERICAN DISABLED PEOPLE'S ASSOC. 3448 ELLICOTT CENTER DRIVE, UNIT 4E ELLICOTT CITY, ME 21043		PUBLIC CHARITY	GENERAL	5,000.
KOREAN AMERICAN EDUCATION FOUNDATION P.O. BOX 10667 ROCKVILLE, MD 20849		PUBLIC CHARITY	EDUCATIONAL	5,000.
LITTLE LIGHTS URBAN MINISTRIES 760 7TH STREET SE WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL	5,000.
THE KOREAN AMERICAN SCHOLARSHIP FOUNDATION 1952 GALLOWS RD VIENNA, VA 22182		PUBLIC CHARITY	EDUCATIONAL	5,000.
THE KOREAN COMMUNITY SERVICE CENTER 7700 LITTLE RIVER TPKE STE 406 ANNANDALE, VA 22003		PUBLIC CHARITY	GENERAL	5,000.
THE NATIONAL INSTITUTE OF FAMILY COUNSELING 1952 GALLOWS RD #204 VIENNA, VA 22182		PUBLIC CHARITY	GENERAL	5,000.
<b>Total from continuation sheets</b>				<b>30,000.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	51,825.	20,880.	30,945.	30,945.	
TO PART I, LINE 4	51,825.	20,880.	30,945.	30,945.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES ESTIMATED PAYMENTS	673.	447.		0.
TO FORM 990-PF, PG 1, LN 18	300.	0.		0.
	973.	447.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	1,449,793.	1,665,207.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,449,793.	1,665,207.

# Bessemer Trust

## Account Summary

Report dated December 31, 2013

Page 1 of 9

Amortized tax cost  
Trade date basis

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
<b>THE JURIE FOUNDATION U/A 5/29/97</b>							
CASH AND SHORT TERM	\$48,572	\$48,572	2.8%	\$0	0.0%	\$4	0.01%
FIXED INCOME	\$345,316	\$326,923	19.1%	(\$18,392)	(5.3%)	\$6,771	2.07%
LARGE CAP CORE - U S	\$119,228	\$152,293	8.9%	\$33,050	27.7%	\$2,784	1.83%
LARGE CAP CORE - NON U.S	\$110,108	\$121,581	7.1%	\$11,460	10.4%	\$3,540	2.91%
LARGE CAP STRATEGIES	\$411,696	\$503,691	29.4%	\$91,994	22.3%	\$3,352	0.67%
SMALL & MID CAP	\$241,687	\$317,196	18.5%	\$75,509	31.2%	\$2,455	0.77%
STRATEGIC OPPORTUNITIES	\$221,758	\$243,523	14.2%	\$21,765	9.8%	\$8,292	3.41%
<b>Total 79H614</b>	<b>\$1,498,365</b>	<b>\$1,713,779</b>	<b>100.0%</b>	<b>\$215,386</b>	<b>14.4%</b>	<b>\$27,198</b>	<b>1.59%</b>

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.

Report run on Apr 24, 2014 by RYAN  
Version 10.1.1.5

# Bessemer Trust

## Account Analysis

Report dated December 31, 2013

Page 2 of 9

Amortized tax cost  
Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
<b>THE JURIE FOUNDATION U/A 5/29/97</b>						
<b>CASH AND SHORT TERM</b>						
CASH	\$0	\$0	0.0%	0.0%	\$0	
CASH EQUIVALENTS	\$48,572	\$48,572	100.0%	2.8%	\$4	0.01%
<b>Total CASH AND SHORT TERM</b>	<b>\$48,572</b>	<b>\$48,572</b>	<b>100.0%</b>	<b>2.8%</b>	<b>\$4</b>	<b>0.01%</b>
<b>FIXED INCOME</b>						
BOND FUNDS	\$345,316	\$326,923	100.0%	19.1%	\$6,771	2.07%
<b>Total FIXED INCOME</b>	<b>\$345,316</b>	<b>\$326,923</b>	<b>100.0%</b>	<b>19.1%</b>	<b>\$6,771</b>	<b>2.07%</b>
<b>LARGE CAP CORE - U.S.</b>						
INFORMATION TECHNOLOGY	\$24,784	\$29,828	19.6%	1.7%	\$607	2.04%
INDUSTRIALS	\$13,630	\$16,020	10.5%	0.9%	\$299	1.87%
TELECOM SERVICES	\$2,814	\$2,388	1.6%	0.1%	\$162	6.78%
HEALTH CARE	\$26,563	\$35,041	23.0%	2.0%	\$414	1.18%
FINANCIALS	\$12,481	\$18,415	12.1%	1.1%	\$231	1.25%
CONSUMER STAPLES	\$7,463	\$11,279	7.4%	0.7%	\$277	2.46%
CONSUMER DISCRETIONARY	\$19,159	\$25,041	16.4%	1.5%	\$376	1.50%
ENERGY	\$5,335	\$6,886	4.5%	0.4%	\$222	3.22%
UTILITIES	\$6,999	\$7,395	4.9%	0.4%	\$196	2.65%
<b>Total LARGE CAP CORE - U.S.</b>	<b>\$119,228</b>	<b>\$152,293</b>	<b>100.0%</b>	<b>8.9%</b>	<b>\$2,784</b>	<b>1.83%</b>
<b>LARGE CAP CORE - NON U.S.</b>						
INDUSTRIALS	\$10,533	\$11,405	9.4%	0.7%	\$255	2.24%
TELECOM SERVICES	\$17,549	\$18,025	14.8%	1.1%	\$620	3.44%
HEALTH CARE	\$3,649	\$5,631	4.6%	0.3%	\$131	2.33%
FINANCIALS	\$23,376	\$28,495	23.4%	1.7%	\$910	3.19%
CONSUMER STAPLES	\$15,915	\$17,248	14.2%	1.0%	\$633	3.67%
MATERIALS	\$4,666	\$4,257	3.5%	0.2%	\$44	1.03%
CONSUMER DISCRETIONARY	\$16,696	\$17,365	14.3%	1.0%	\$208	1.20%
ENERGY	\$14,614	\$15,962	13.1%	0.9%	\$683	4.28%
UTILITIES	\$3,110	\$3,193	2.6%	0.2%	\$56	1.75%

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# Bessemer Trust

Report dated December 31, 2013

Amortized tax cost  
Trade date basis

## Account Analysis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
<b>THE JURIE FOUNDATION U/A 5/29/97</b>						
<b>LARGE CAP CORE - NON U.S.</b>						
Total LARGE CAP CORE - NON U.S.	\$110,108	\$121,581	100.0%	7.1%	\$3,540	2.91%
<b>LARGE CAP STRATEGIES</b>						
LARGE CAP STRATEGIES FUNDS	\$411,696	\$503,691	100.0%	29.4%	\$3,352	0.67%
Total LARGE CAP STRATEGIES	\$411,696	\$503,691	100.0%	29.4%	\$3,352	0.67%
<b>SMALL &amp; MID CAP</b>						
SMALL & MID CAP FUNDS	\$241,687	\$317,196	100.0%	18.5%	\$2,455	0.77%
Total SMALL & MID CAP	\$241,687	\$317,196	100.0%	18.5%	\$2,455	0.77%
<b>STRATEGIC OPPORTUNITIES</b>						
STRATEGIC OPPORTUNITIES FUNDS	\$221,758	\$243,523	100.0%	14.2%	\$8,292	3.41%
Total STRATEGIC OPPORTUNITIES	\$221,758	\$243,523	100.0%	14.2%	\$8,292	3.41%
Total 79H614	\$1,498,365	\$1,713,779	100.0%	100.0%	\$27,198	1.59%

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# Bessemer Trust

Report dated December 31, 2013

Amortized tax cost  
Trade date basis

## Account Details

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE JURIE FOUNDATION U/A 5/29/97</b>											
<b>CASH AND SHORT TERM</b>											
<b>CASH</b>											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	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	\$0	\$0 000	\$0	0 0%	\$0	\$0	
<b>Total CASH</b>					<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0.0%</b>	<b>\$0</b>	<b>\$0</b>	
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		23,897 850	\$1 00	\$23,897	\$1 000	\$23,897	49.2%	\$0	\$2	0.01%
<b>Total CASH EQUIVALENTS</b>					<b>\$24,675</b>	<b>\$1 000</b>	<b>\$24,675</b>	<b>50.8%</b>	<b>\$0</b>	<b>\$2</b>	<b>0.01%</b>
<b>Total CASH AND SHORT TERM</b>					<b>\$48,572</b>	<b>\$48,572</b>	<b>\$48,572</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$4</b>	<b>0.01%</b>
<b>FIXED INCOME</b>											
<b>BOND FUNDS</b>											
861017	OW FIXED INCOME FUND	680414406	29,189 615	\$11 83	\$345,316	\$11 200	\$326,923	100.0%	(\$18,392)	\$6,771	2.07%
<b>Total BOND FUNDS</b>					<b>\$345,316</b>	<b>\$11 200</b>	<b>\$326,923</b>	<b>100.0%</b>	<b>(\$18,392)</b>	<b>\$6,771</b>	<b>2.07%</b>
<b>Total FIXED INCOME</b>					<b>\$345,316</b>	<b>\$326,923</b>	<b>\$326,923</b>	<b>100.0%</b>	<b>(\$18,392)</b>	<b>\$6,771</b>	<b>2.07%</b>
<b>LARGE CAP CORE - U.S.</b>											
<b>INFORMATION TECHNOLOGY</b>											
806047	APPLE INC	037833100	15 000	\$485 20	\$7,278	\$561 000	\$8,415	5 5%	\$1,136	\$183	2 17%
842450	INTERNATIONAL BUS MACHINES	459200101	30 000	\$189 90	\$5,697	\$187 567	\$5,627	3 7%	(\$69)	\$114	2.03%
867793	QUALCOMM INC	747525103	90 000	\$63 06	\$5,675	\$74 244	\$6,682	4 4%	\$1,006	\$126	1.89%
902312	ACCENTURE PLC CL A	G1151C101	40 000	\$56 05	\$2,242	\$82 200	\$3,288	2.2%	\$1,046	\$74	2.25%
904587	AVAGO TECHNOLOGIES	Y0486S104	110 000	\$35 38	\$3,892	\$52 873	\$5,816	3 8%	\$1,924	\$110	1.89%
<b>Total INFORMATION TECHNOLOGY</b>					<b>\$24,784</b>	<b>\$29,828</b>	<b>\$29,828</b>	<b>19.6%</b>	<b>\$5,043</b>	<b>\$607</b>	<b>2.04%</b>
<b>INDUSTRIALS</b>											
822050	CUMMINS INC	231021106	15 000	\$128 80	\$1,932	\$140 933	\$2,114	1 4%	\$182	\$37	1 75%

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# Bessemer Trust

## Account Details

Report dated December 31, 2013

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Amortized tax cost  
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE JURIE FOUNDATION U/A 5/29/97</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>INDUSTRIALS</b>											
841546	ILLINOIS TOOL WORKS INC	452308109	60 000	\$66 90	\$4,014	\$84 067	\$5,044	3 3%	\$1,030	\$100	1 98%
882670	UNION PACIFIC CORP	907818108	35 000	\$158 69	\$5,554	\$168 000	\$5,880	3 9%	\$325	\$110	1 87%
904606	NIELSEN HOLDINGS BV	N63218106	65 000	\$32 77	\$2,130	\$45 877	\$2,982	2 0%	\$851	\$52	1 74%
<b>Total INDUSTRIALS</b>					<b>\$13,630</b>		<b>\$16,020</b>	<b>10.5%</b>	<b>\$2,388</b>	<b>\$299</b>	<b>2.02%</b>
<b>TELECOM SERVICES</b>											
815785	CENTURYLINK INC	156700106	75 000	\$37 52	\$2,814	\$31,840	\$2,388	1 6%	(\$425)	\$162	6 78%
<b>Total TELECOM SERVICES</b>					<b>\$2,814</b>		<b>\$2,388</b>	<b>1.6%</b>	<b>(\$425)</b>	<b>\$162</b>	<b>3.83%</b>
<b>HEALTH CARE</b>											
800258	AETNA INC NEW	00817Y108	80 000	\$43 69	\$3,495	\$68 588	\$5,487	3 6%	\$1,991	\$72	1 31%
854800	MYLAN INC	628530107	175 000	\$41 10	\$7,193	\$43 400	\$7,595	5 0%	\$401	\$0	0 00%
864075	PFIZER INC	717081103	225 000	\$29 88	\$6,722	\$30 627	\$6,891	4 5%	\$169	\$234	3 40%
880100	THERMO FISHER SCIENTIFIC	883556102	60 000	\$57 75	\$3,465	\$111 350	\$6,681	4 4%	\$3,215	\$36	0 54%
888967	ZIMMER HLDGS INC	98956P102	90 000	\$63 20	\$5,688	\$93 189	\$8,387	5 5%	\$2,698	\$72	0 86%
<b>Total HEALTH CARE</b>					<b>\$26,563</b>		<b>\$35,041</b>	<b>23.0%</b>	<b>\$8,474</b>	<b>\$414</b>	<b>1.34%</b>
<b>FINANCIALS</b>											
803572	AMERICAN INTL GROUP INC	026874784	75 000	\$40 67	\$3,050	\$51 040	\$3,828	2 5%	\$778	\$30	0 78%
817156	CITIGROUP INC	172967424	80 000	\$29 82	\$2,386	\$52 100	\$4,168	2 7%	\$1,782	\$3	0 07%
844581	KEYCORP NEW	493267108	150 000	\$12 67	\$1,901	\$13 420	\$2,013	1 3%	\$111	\$33	1 64%
854169	MORGAN STANLEY GRP INC	617446448	70 000	\$29 24	\$2,047	\$31 357	\$2,195	1 4%	\$148	\$14	0 64%
986524	ACE LIMITED	H0023R105	60 000	\$51 62	\$3,097	\$103 517	\$6,211	4 1%	\$3,114	\$151	2 43%
<b>Total FINANCIALS</b>					<b>\$12,481</b>		<b>\$18,415</b>	<b>12.1%</b>	<b>\$5,933</b>	<b>\$231</b>	<b>2.43%</b>
<b>CONSUMER STAPLES</b>											
822151	CVS/CAREMARK CORP	126650100	75 000	\$39 53	\$2,965	\$71 560	\$5,367	3 5%	\$2,402	\$82	1 53%
846942	LORILLARD INC COM	544147101	60 000	\$44 92	\$2,695	\$50 667	\$3,040	2 0%	\$344	\$132	4 34%

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Report run on Apr 24, 2014 by RYAN  
Version 10 1 1 5

# Bessemer Trust

Report dated December 31, 2013

Amortized tax cost  
Trade date basis

## Account Details

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE JURIE FOUNDATION U/A 5/29/97</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>CONSUMER STAPLES</b>											
886461	WALGREEN CO	931422109	50 000	\$36 06	\$1,803	\$57 440	\$2,872	1 9%	\$1,068	\$63	2 19%
<b>Total CONSUMER STAPLES</b>					<b>\$7,463</b>		<b>\$11,279</b>	<b>7.4%</b>	<b>\$3,814</b>	<b>\$277</b>	<b>3.19%</b>
<b>CONSUMER DISCRETIONARY</b>											
705591	DOLLAR GENERAL CORP	256677105	105 000	\$43 78	\$4,597	\$60 314	\$6,333	4 2%	\$1,735	\$0	0 00%
846206	L BRANDS INC	501797104	70 000	\$55 71	\$3,900	\$61 843	\$4,329	2 8%	\$428	\$84	1 94%
848064	MACY'S INC	55616P104	115 000	\$35 17	\$4,044	\$53 400	\$6,141	4 0%	\$2,096	\$115	1 87%
878468	TARGET CORP	87612E106	75 000	\$54 79	\$4,109	\$63 267	\$4,745	3 1%	\$635	\$129	2 72%
885274	VIACOM INC CL B NEW	92553P201	40 000	\$62 72	\$2,509	\$87.325	\$3,493	2 3%	\$984	\$48	1 37%
<b>Total CONSUMER DISCRETIONARY</b>					<b>\$19,159</b>		<b>\$25,041</b>	<b>16.4%</b>	<b>\$5,878</b>	<b>\$376</b>	<b>1.38%</b>
<b>ENERGY</b>											
819413	CONOCOPHILLIPS	20825C104	60 000	\$54 43	\$3,266	\$70.650	\$4,239	2 8%	\$972	\$165	3 89%
848843	MARATHON OIL CORP	565849106	75 000	\$27 59	\$2,069	\$35 293	\$2,647	1 7%	\$578	\$57	2 15%
<b>Total ENERGY</b>					<b>\$5,335</b>		<b>\$6,886</b>	<b>4 5%</b>	<b>\$1,550</b>	<b>\$222</b>	<b>3.96%</b>
<b>UTILITIES</b>											
700042	AMERICAN WATER WORKS CO	030420103	175 000	\$39 99	\$6,999	\$42 257	\$7,395	4 9%	\$395	\$196	2 65%
<b>Total UTILITIES</b>					<b>\$6,999</b>		<b>\$7,395</b>	<b>4 9%</b>	<b>\$395</b>	<b>\$196</b>	<b>2.38%</b>
<b>Total LARGE CAP CORE - U.S.</b>					<b>\$119,228</b>		<b>\$152,293</b>	<b>100.0%</b>	<b>\$33,050</b>	<b>\$2,784</b>	<b>1.83%</b>
<b>LARGE CAP CORE - NON U.S.</b>											
<b>INDUSTRIALS</b>											
906474	WEIR GROUP PLC ADR	94876Q106	275 000	\$17 47	\$4,803	\$17 655	\$4,855	4 0%	\$52	\$78	1 61%
927371	ITOCHU CORP ADR	465717106	265 000	\$21 62	\$5,730	\$24 717	\$6,550	5 4%	\$819	\$177	2 70%
<b>Total INDUSTRIALS</b>					<b>\$10,533</b>		<b>\$11,405</b>	<b>9.4%</b>	<b>\$871</b>	<b>\$255</b>	<b>2.02%</b>
<b>TELECOM SERVICES</b>											
901909	CHINA TELECOM ADR	169426103	105 000	\$57 10	\$5,995	\$50 562	\$5,309	4 4%	(\$685)	\$103	1 94%

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<b>THE JURIE FOUNDATION U/A 5/29/97</b>											
<b>LARGE CAP CORE - NON U.S.</b>											
<b>TELECOM SERVICES</b>											
904018	KDDI CORP ADR	48667L106	300 000	\$8 63	\$2,590	\$15 387	\$4,616	3 8%	\$2,026	\$96	2 08%
905147	TIM PARTICIPACOE SA ADR	88706P205	125 000	\$23 78	\$2,972	\$26 240	\$3,280	2 7%	\$307	\$83	2 53%
905422	TELE2 AB ADR	87952P307	850 000	\$7 05	\$5,992	\$5 671	\$4,820	4 0%	(\$1,172)	\$338	7 01%
<b>Total TELECOM SERVICES</b>					<b>\$17,549</b>		<b>\$18,025</b>	<b>14.8%</b>	<b>\$476</b>	<b>\$620</b>	<b>3.83%</b>
<b>HEALTH CARE</b>											
907989	SANOFI - ADR	80105N105	105 000	\$34 75	\$3,649	\$53 629	\$5,631	4.6%	\$1,981	\$131	2 33%
<b>Total HEALTH CARE</b>					<b>\$3,649</b>		<b>\$5,631</b>	<b>4.6%</b>	<b>\$1,981</b>	<b>\$131</b>	<b>1.34%</b>
<b>FINANCIALS</b>											
900901	MUNICH RE GROUP ADR	626188106	275 000	\$12 29	\$3,380	\$22 065	\$6,068	5 0%	\$2,687	\$170	2 80%
904004	CHINA CONSTRUCTION ADR	168919108	340 000	\$15 23	\$5,179	\$15 088	\$5,130	4 2%	(\$49)	\$248	4 83%
906108	WHARF HOLDINGS ADR	962257408	105 000	\$10 34	\$1,086	\$15 295	\$1,606	1.3%	\$519	\$41	2 55%
906631	RSA INS GRP INC SPON ADR	74971A206	675 000	\$9 44	\$6,373	\$7 569	\$5,109	4 2%	(\$1,264)	\$292	5.72%
906659	SKANDINAVISKA ENSKILD ADR	830505202	175 000	\$11 66	\$2,041	\$13 166	\$2,304	1 9%	\$262	\$0	0 00%
914068	ALLIANZ AKTIENGES ADR	018805101	135 000	\$9 93	\$1,340	\$17 956	\$2,424	2 0%	\$1,084	\$58	2 39%
915065	BNP PARIBAS SPON ADR	05565A202	150 000	\$26 51	\$3,977	\$39 027	\$5,854	4 8%	\$1,876	\$101	1 73%
<b>Total FINANCIALS</b>					<b>\$23,376</b>		<b>\$28,495</b>	<b>23.4%</b>	<b>\$5,115</b>	<b>\$910</b>	<b>2.43%</b>
<b>CONSUMER STAPLES</b>											
913104	SVENSKA CL AKTIBLGT ADR	869587402	175 000	\$26 06	\$4,560	\$30 829	\$5,395	4 4%	\$834	\$98	1 82%
926008	IMPERIAL TOBACCO LT ADR	453142101	75 000	\$74 56	\$5,592	\$77 440	\$5,808	4 8%	\$215	\$276	4 75%
929992	J SAINSBURY SPN ADR NEW	466249208	250 000	\$23 05	\$5,763	\$24 180	\$6,045	5 0%	\$281	\$259	4 28%
<b>Total CONSUMER STAPLES</b>					<b>\$15,915</b>		<b>\$17,248</b>	<b>14.2%</b>	<b>\$1,330</b>	<b>\$633</b>	<b>3.19%</b>
<b>MATERIALS</b>											
906497	SUMITOMO METAL MIN CO LTD	86563T104	325 000	\$14 36	\$4,666	\$13 098	\$4,257	3 5%	(\$409)	\$44	1 03%
<b>Total MATERIALS</b>					<b>\$4,666</b>		<b>\$4,257</b>	<b>3.5%</b>	<b>(\$409)</b>	<b>\$44</b>	<b>1.03%</b>
<b>CONSUMER DISCRETIONARY</b>											

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<b>LARGE CAP CORE - NON U.S.</b>											
<b>CONSUMER DISCRETIONARY</b>											
901588	VOLKSWAGEN AG ADR	928662402	85 000	\$36 82	\$3,130	\$56 259	\$4,782	3 9%	\$1,651	\$57	1 19%
904957	SWATCH GROUP AG UNSPON ADR	870123106	85 000	\$30 98	\$2,633	\$33 141	\$2,817	2 3%	\$183	\$17	0 60%
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	75 000	\$37 64	\$2,823	\$33 907	\$2,543	2 1%	(\$280)	\$70	2 75%
906092	NIKON CORP PLC UNSPON-ADR	654111202	160 000	\$26 27	\$4,203	\$19 112	\$3,058	2 5%	(\$1,144)	\$25	0 82%
968661	BRIDGESTONE CORP ADR	108441205	220 000	\$17 76	\$3,907	\$18 932	\$4,165	3 4%	\$257	\$39	0 94%
	<b>Total CONSUMER DISCRETIONARY</b>				<b>\$16,696</b>		<b>\$17,365</b>	<b>14.3%</b>	<b>\$667</b>	<b>\$208</b>	<b>1.38%</b>
<b>ENERGY</b>											
915019	ENI S P A. ADR	26874R108	75 000	\$43 16	\$3,237	\$48 480	\$3,636	3 0%	\$399	\$173	4 76%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	68 000	\$81 88	\$5,568	\$82 162	\$5,587	4 6%	\$19	\$222	3 97%
959209	TOTAL SA ADR	89151E109	110 000	\$52 81	\$5,809	\$61 264	\$6,739	5 5%	\$929	\$288	4 27%
	<b>Total ENERGY</b>				<b>\$14,614</b>		<b>\$15,962</b>	<b>13.1%</b>	<b>\$1,347</b>	<b>\$683</b>	<b>3.96%</b>
<b>UTILITIES</b>											
905429	TOKYO GAS LTD ADR	889115101	162 000	\$19 20	\$3,110	\$19 710	\$3,193	2 6%	\$82	\$56	1 75%
	<b>Total UTILITIES</b>				<b>\$3,110</b>		<b>\$3,193</b>	<b>2.6%</b>	<b>\$82</b>	<b>\$56</b>	<b>2.38%</b>
	<b>Total LARGE CAP CORE - NON U.S.</b>				<b>\$110,108</b>		<b>\$121,581</b>	<b>100.0%</b>	<b>\$11,460</b>	<b>\$3,540</b>	<b>2.91%</b>
<b>LARGE CAP STRATEGIES</b>											
<b>LARGE CAP STRATEGIES FUNDS</b>											
943344	OW LARGE CAP STRATEGIES FD	680414109	40,392,295	\$10 19	\$411,696	\$12 470	\$503,691	100 0%	\$91,994	\$3,352	0 67%
	<b>Total LARGE CAP STRATEGIES FUNDS</b>				<b>\$411,696</b>		<b>\$503,691</b>	<b>100.0%</b>	<b>\$91,994</b>	<b>\$3,352</b>	<b>0.67%</b>
	<b>Total LARGE CAP STRATEGIES</b>				<b>\$411,696</b>		<b>\$503,691</b>	<b>100.0%</b>	<b>\$91,994</b>	<b>\$3,352</b>	<b>0.67%</b>
<b>SMALL &amp; MID CAP</b>											
<b>SMALL &amp; MID CAP FUNDS</b>											
905637	OW GLOBAL SML & MID CAP FD	680414604	18,463,111	\$13 09	\$241,687	\$17 180	\$317,196	100 0%	\$75,509	\$2,455	0 77%
	<b>Total SMALL &amp; MID CAP FUNDS</b>				<b>\$241,687</b>		<b>\$317,196</b>	<b>100.0%</b>	<b>\$75,509</b>	<b>\$2,455</b>	<b>0.77%</b>

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<b>SMALL &amp; MID CAP</b>											
<b>Total SMALL &amp; MID CAP</b>											
					\$241,687		\$317,196	100.0%	\$75,509	\$2,455	0.77%
<b>STRATEGIC OPPORTUNITIES</b>											
<b>STRATEGIC OPPORTUNITIES FUNDS</b>											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	30,825,759	\$7.19	\$221,758	\$7,900	\$243,523	100.0%	\$21,765	\$8,292	3.41%
<b>Total STRATEGIC OPPORTUNITIES FUNDS</b>											
					\$221,758		\$243,523	100.0%	\$21,765	\$8,292	3.41%
<b>Total STRATEGIC OPPORTUNITIES</b>											
					\$1,498,365		\$1,713,779		\$215,386	\$27,198	1.59%

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