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

MEBANE CHARITABLE FOUNDATION, INC.

A Employer identification number: 56-1853390

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: (212)708-9216

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: [X] 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)* ▶$ 38,251,074.

J Accounting method: [X] 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))	(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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	586,456.	586,456.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	670,735.			
b Gross sales price for all assets on line 6a 18,314,852.				
7 Capital gain net income (from Part IV, line 2)		670,735.		
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	5.	5.		STATEMENT 2
12 **Total.** Add lines 1 through 11	1,257,196.	1,257,196.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	242,375.	0.		213,000.
14 Other employee salaries and wages	33,000.	0.		33,000.
15 Pension plans, employee benefits	81,515.	0.		81,515.
16a Legal fees STMT 3	5,780.	0.		5,780.
b Accounting fees STMT 4	7,895.	0.		7,895.
c Other professional fees STMT 5	78,600.	52,270.		26,330.
17 Interest				
18 Taxes STMT 6	13,042.	8,650.		0.
19 Depreciation and depletion	9,477.	0.		
20 Occupancy				
21 Travel, conferences, and meetings	20,386.	0.		20,386.
22 Printing and publications	258.	0.		258.
23 Other expenses STMT 7	191,424.	0.		191,424.
24 **Total operating and administrative expenses.** Add lines 13 through 23	683,752.	60,920.		579,588.
25 Contributions, gifts, grants paid	2,647,399.			2,647,399.
26 **Total expenses and disbursements.** Add lines 24 and 25	3,331,151.	60,920.		3,226,987.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<2,073,955.>			
b **Net investment income** (if negative, enter -0-)		1,196,276.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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			
	2 Savings and temporary cash investments	378,411.	1,578,296.	1,578,296.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶	4,937.		
	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 9	5,608,785.	3,600,593.	3,490,746.
	b Investments - corporate stock STMT 10	19,697,803.	18,331,165.	24,464,751.
	c Investments - corporate bonds STMT 11	2,360,802.	3,506,017.	3,510,252.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment. basis ▶ 499,846.			
	Less accumulated depreciation ▶ 157,365.	350,543.	342,481.	342,481.
	15 Other assets (describe ▶ STATEMENT 12)	8,331,072.	7,289,169.	4,864,548.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	36,732,353.	34,647,721.	38,251,074.
Liabilities	17 Accounts payable and accrued expenses		400.	
	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.	400.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	36,732,353.	34,647,321.	
	30 Total net assets or fund balances	36,732,353.	34,647,321.	
	31 Total liabilities and net assets/fund balances	36,732,353.	34,647,721.	

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	36,732,353.
2 Enter amount from Part I, line 27a	2	<2,073,955.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	34,658,398.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	11,077.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,647,321.

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	MARKETABLE SECURITIES	P		
b	MARKETABLE SECURITIES	P		
c	300 SHARES INVEMED	P		
d	CAPITAL GAINS DIVIDENDS			
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	7,803,450.		7,186,714.	616,736.
b	9,359,894.		9,416,019.	<56,125.>
c	792,051.		1,041,384.	<249,333.>
d	359,457.			359,457.
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				616,736.
b				<56,125.>
c				<249,333.>
d				359,457.
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 } 2 670,735.

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	2,334,167.	37,645,624.	.062004
2011	2,258,564.	39,870,232.	.056648
2010	2,147,094.	37,000,951.	.058028
2009	6,974,357.	31,121,159.	.224103
2008	1,031,494.	20,860,576.	.049447

2	Total of line 1, column (d)	2	.450230
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	.090046
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	36,908,635.
5	Multiply line 4 by line 3	5	3,323,475.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,963.
7	Add lines 5 and 6	7	3,335,438.
8	Enter qualifying distributions from Part XII, line 4	8	3,226,987.

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	23,926.
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	23,926.
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	23,926.
6 Credits/Payments.				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,187.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	46,187.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22,261.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	22,261.	**Refunded** ▶	11	0.

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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		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) ▶ NC			
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

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 ▶ WWW.MEBANEFOUNDATION.COM

14 The books are in care of ▶ BESSEMER TRUST Telephone no. ▶ (212)708-9321

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)?		1b		X
	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)*

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
SEE ATTACHED	0.00	242,375.	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
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT SERVICES	77,617.
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	36,949,768.
b	Average of monthly cash balances	1b	520,927.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	37,470,695.
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	37,470,695.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	562,060.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,908,635.
6	**Minimum investment return.** Enter 5% of line 5	6	1,845,432.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,845,432.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 23,926.		
b	Income tax for 2013. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	23,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,821,506.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,821,506.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,821,506.

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	3,226,987.
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	3,226,987.
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	3,226,987.

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				1,821,506.
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 1,919,301.				
d From 2011 294,549.				
e From 2012 465,463.				
f Total of lines 3a through e	2,679,313.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 3,226,987.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,821,506.
e Remaining amount distributed out of corpus	1,405,481.			
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	4,084,794.			
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	4,084,794.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 1,919,301.				
c Excess from 2011 294,549.				
d Excess from 2012 465,463.				
e Excess from 2013 1,405,481.				

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 ▶ [X] 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 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*				
SCHEDULE ATTACHED	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,647,399.
Total			▶ 3a	2,647,399.
b *Approved for future payment*				
SCHEDULE ATTACHED				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	586,456.	
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			01	5.	
8 Gain or (loss) from sales of assets other than inventory			18	670,735.	
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.		1,257,196.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,257,196.

(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

Signature of officer or trustee: [signature] Date: 10/10/14 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
KEVIN BARRY	[signature]	10-8-14		P00369984
Firm's name ▶ BESSEMER TRUST COMPANY, N.A.			Firm's EIN ▶ 13-2792165	
Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NY 10111			Phone no. (212)708-9321	

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	945,912.	359,457.	586,455.	586,455.	
OLD WESTBURY PRIVATE EQUITY FUND XII	1.	0.	1.	1.	
TO PART I, LINE 4	945,913.	359,457.	586,456.	586,456.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OLD WESTBURY PRIVATE EQUITY FUND XII	5.	5.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5.	5.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,780.	0.		5,780.
TO FM 990-PF, PG 1, LN 16A	5,780.	0.		5,780.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,395.	0.		3,395.
FINANCIAL SERVICE FEE	4,500.	0.		4,500.
TO FORM 990-PF, PG 1, LN 16B	7,895.	0.		7,895.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEE	77,617.	51,745.		25,872.
PAYROLL SERVICE FEE	458.	0.		458.
OLD WESTBURY PRIVATE EQUITY FUND XII	525.	525.		0.
TO FORM 990-PF, PG 1, LN 16C	78,600.	52,270.		26,330.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	13,042.	8,650.		0.
TO FORM 990-PF, PG 1, LN 18	13,042.	8,650.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALARM MAINTENANCE	320.	0.		320.
BANK CHARGES & SUPPLIES	90.	0.		90.
BUILDING REPAIR	5,637.	0.		5,637.
COMPUTER MAINTENANCE EXP	4,496.	0.		4,496.
DUES & SUBSCRIPTIONS	3,955.	0.		3,955.
GROUND MAINTENANCE	10,908.	0.		10,908.
INSURANCE ON BUILDING	2,101.	0.		2,101.
MISC	3,276.	0.		3,276.
OFFICE SUPPLIES	3,146.	0.		3,146.
OTHER INSURANCE	2,250.	0.		2,250.
PEST CONTROL	665.	0.		665.
POSTAGE	942.	0.		942.
POSTAL BOX	224.	0.		224.
UTILITIES	11,848.	0.		11,848.
OFFICE EQUIPMENT REPAIRS	566.	0.		566.
CONSULTING	141,000.	0.		141,000.
TO FORM 990-PF, PG 1, LN 23	191,424.	0.		191,424.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT-BALANCE SHEET ASSETS	11,077.
TOTAL TO FORM 990-PF, PART III, LINE 5	11,077.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		3,452,831.	3,335,693.
SEE ATTACHED		X	147,762.	155,053.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,452,831.	3,335,693.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			147,762.	155,053.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,600,593.	3,490,746.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	18,331,165.	24,464,751.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,331,165.	24,464,751.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	3,506,017.	3,510,252.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,506,017.	3,510,252.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
2100 SHARES INVEMED SECURITIES	8,331,072.	7,289,688.	4,865,259.
OLD WESTBURY PRIVATE EQUITY FUND	0.	<519.>	<711.>
TO FORM 990-PF, PART II, LINE 15	8,331,072.	7,289,169.	4,864,548.

Tax Asset Detail 1/01/13 - 12/31/13

FYE: 12/31/2013

Asset	d t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Building												
41		Mocksville Office Bldg.	4/20/04	313,745.12	0.00	0.00	77,242.27	8,044.75	85,287.02	228,458.10	S/L	39.0
46		Land	4/20/04	110,000.00	0.00	0.00	0.00	0.00	0.00	110,000.00	Land	0.0
			Building	423,745.12	0.00c	0.00	77,242.27	8,044.75	85,287.02	338,458.10		
Group: Office Equipment												
19		Conference telephone	9/18/01	455.84	0.00	0.00	455.84	0.00	455.84	0.00	S/L	5.0
20		TV	12/13/01	349.99	0.00	0.00	349.99	0.00	349.99	0.00	S/L	5.0
27		Ricoh copier	4/15/02	6,157.83	0.00	0.00	6,157.83	0.00	6,157.83	0.00	200DB	5.0
29		Monitor	1/13/03	594.69	0.00	0.00	594.69	0.00	594.69	0.00	S/L	5.0
31		Dymo Labelmaker	4/11/03	169.99	0.00	0.00	169.99	0.00	169.99	0.00	S/L	5.0
32		Computer - Back office	7/29/03	1,447.03	0.00	0.00	1,447.03	0.00	1,447.03	0.00	S/L	5.0
33		Projection Equipment	7/29/03	2,537.75	0.00	0.00	2,537.75	0.00	2,537.75	0.00	S/L	5.0
36	d	Monitor for Extra Office	10/28/03	430.53	0.00	0.00	430.53	0.00	430.53	0.00	S/L	5.0
38		Printer (Misty)	3/30/04	477.58	0.00	0.00	477.58	0.00	477.58	0.00	S/L	5.0
39		Binder System	8/30/04	679.99	0.00	0.00	679.99	0.00	679.99	0.00	S/L	7.0
44		HP Laserjet 4350dtn	1/14/05	2,164.00	0.00	0.00	2,164.00	0.00	2,164.00	0.00	200DB	5.0
49		Intel Pentium Server	9/19/06	2,220.00	0.00	0.00	2,220.00	0.00	2,220.00	0.00	150DB	5.0
50	d	Intel Pentium PC (A. Mebane)	9/19/06	1,070.00	0.00	0.00	1,070.00	0.00	1,070.00	0.00	150DB	5.0
52		19" Flat LCD (Judy)	9/19/06	199.00	0.00	0.00	199.00	0.00	199.00	0.00	150DB	5.0
53		Intel D925 Processor	7/19/07	775.00	0.00	0.00	775.00	0.00	775.00	0.00	200DB	5.0
54		HP ScanJet 8390	10/22/07	1,448.00	0.00	0.00	1,448.00	0.00	1,448.00	0.00	200DB	5.0
58		New Intel Server	6/26/09	1,770.00	0.00	0.00	1,239.00	354.00	1,593.00	177.00	S/L	5.0
59	d	HP ProBook Laptop	11/24/09	1,311.32	0.00	0.00	808.64	262.26	1,070.90	240.42	S/L	5.0
61		Mowing Equipment	6/14/10	805.97	0.00	402.99	629.74	50.35	680.09	125.88	200DB	7.0
62		Ultra Evolution X265 i-7 Computer	1/24/12	1,055.76	0.00	527.88	633.46	168.92	802.38	253.38	200DB	5.0
63		Viewsonic 27" monitor	1/19/12	416.61	0.00	208.31	249.97	66.66	316.63	99.98	200DB	5.0
64		Samsung 27" monitor	1/19/12	426.99	0.00	213.50	256.20	68.32	324.52	102.47	200DB	5.0
65		Apple iPad	11/15/12	886.01	0.00	443.01	531.61	141.76	673.37	212.64	200DB	5.0
66		Dell Optiplex PC i-5 (Larry)	9/26/13	656.51	0.00c	0.00	0.00	32.83	32.83	623.68	S/L	5.0
67		HP All in One PC/Monitor	10/16/13	999.90	0.00c	0.00	0.00	33.33	33.33	966.57	S/L	5.0
			Office Equipment	29,506.29	0.00c	1,795.69	25,525.84	1,178.43	26,704.27	2,802.02		
			***Less: Dispositions and Transfers**	2,811.85	0.00	0.00	2,309.17	0.00	2,571.43	240.42		
			Net Office Equipment	26,694.44	0.00c	1,795.69	23,216.67	1,178.43	24,132.84	2,561.60		
Group: Office Furniture												
2		Refrigerator & microwave	3/27/01	580.00	0.00	0.00	551.00	0.00	551.00	29.00	S/L	5.0
3		Board room furnishings	4/20/01	5,700.00	0.00	0.00	5,510.00	0.00	5,510.00	190.00	S/L	5.0
4		Conference table & chairs	4/27/01	9,582.00	0.00	0.00	9,262.80	0.00	9,262.80	319.20	S/L	5.0
5		Furniture - Judy's office	5/01/01	6,057.25	0.00	0.00	5,855.53	0.00	5,855.53	201.72	S/L	5.0
6		Sofa, 2-chairs - Lobby	5/14/01	6,451.20	0.00	0.00	6,236.08	0.00	6,236.08	215.12	S/L	5.0
7		Coffee table	6/06/01	1,057.35	0.00	0.00	1,039.62	0.00	1,039.62	17.73	S/L	5.0
8		Chairs - Judy's office	6/11/01	2,397.00	0.00	0.00	2,357.30	0.00	2,357.30	39.70	S/L	5.0
9		2 Side chairs	6/25/01	2,681.40	0.00	0.00	2,681.40	0.00	2,681.40	0.00	S/L	5.0
10		Bose radio	7/16/01	514.00	0.00	0.00	514.00	0.00	514.00	0.00	S/L	5.0
11		Furniture - Michelle's office	8/28/01	6,217.86	0.00	0.00	6,217.86	0.00	6,217.86	0.00	S/L	5.0

Tax Asset Detail 1/01/13 - 12/31/13

FYE: 12/31/2013

Asset	d t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Office Furniture (continued)												
12		Cabinet & bookcase - Michelle	10/03/01	1,846.00	0.00	0.00	1,846.00	0.00	1,846.00	0.00	S/L	5.0
21		Conference room furniture	4/11/02	2,193.00	0.00	0.00	2,193.00	0.00	2,193.00	0.00	200DB	5.0
40		4 - File Cabinets	1/16/04	1,279.96	0.00	0.00	1,279.96	0.00	1,279.96	0.00	S/L	7.0
45		Posture Hiback Leather Chair	6/23/05	1,069.24	0.00	0.00	1,069.24	0.00	1,069.24	0.00	200DB	7.0
55		2 Aeron Desk Chairs	10/22/08	1,780.57	0.00	0.00	1,076.48	254.37	1,330.85	449.72	S/L	7.0
		Office Furniture		49,406.83	0.00c	0.00	47,690.27	254.37	47,944.64	1,462.19		
		Grand Total		502,658.24	0.00c	1,795.69	150,458.38	9,477.55	159,935.93	342,722.31		
		Less: Dispositions and Transfers		2,811.85	0.00	0.00	2,309.17	0.00	2,571.43	240.42		
		Net Grand Total		499,846.39	0.00c	1,795.69	148,149.21	9,477.55	157,364.50	342,481.89		

Trade date basis

Account Holdings

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$63		$63	< 0.1%			
BESSEMER SWEEP PROGRAM 0 010 %	63.920	0.99	63	1 000	63	< 0.1			0 02
FED GOVT OBLIG FUND #395 0 010 %	1,088,000	1.00	1,088,000	1.000	1,088,000	100.0		108	0 01
Total cash and short term			**$1,088,126**		**$1,088,126**	**100.0%**		**$108**	

Fixed Income

Fixed Income - cash and short term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$332		$332	< 0 1%	$0		
FED GOVT OBLIG FUND #395 0.010 %	478,100	1 00	478,100	1 000	478,100	6 4	0	47	0 01
Total fixed income - cash and short term			**$478,432**		**$478,432**	**6.4%**	**$0**	**$47**	**0.01%**

US government bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL FARM CREDIT BANK 3 000 % Due 09/22/2014	85,000	$101 18	$86,007	$102.051	$86,743	1 2%	$736	$2,550	2 94%
FED NATL MTG ASSOC 5.000 % Due 03/02/2015	300,000	108 61	325,842	105.542	316,626	4 2	(9,216)	15,000	4 74
PRIVATE EXPORT FUNDING 4 950 % Due 11/15/2015	253,000	112.14	283,714	108.447	274,370	3 7	(9,344)	12,523	4.56
US TREASURY NOTE 0 250 % Due 12/15/2015	1,277,000	99.53	1,270,959	99.777	1,274,152	17.0	3,193	3,192	0.25
FEDERAL HOME LOAN BANK 0.375 % Due 06/24/2016	100,000	99 82	99,823	99.661	99,661	1.3	(162)	375	0 38

Trade date basis

US government bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL HOME LOAN BANK 0 625 % Due 12/28/2016	185,000	99 73	184,501	99 581	184,224	2 5	(277)	1,156	0 63
US TREASURY BONDS 7.250 % Due 08/15/2022	814,000	147 66	1,201,985	135 125	1,099,917	14.7	(102,068)	59,015	5 37
Total US government bonds			**$3,452,831**		**$3,335,693**	**44.6%**	**($117,138)**	**$93,811**	**2.81%**

Taxable municipal bonds

N Y ST DORM AUTH ST PIP PIT TAXABLE SER G Not callable 2.825 % Due 03/15/2016 /AAA	**150,000**	**$98.51**	**$147,762**	**$103.369**	**$155,053**	**2.1%**	**$7,291**	**$4,237**	**2.73%**

Corporate bonds

JPMORGAN CHASE & CO FRN 3ML+112.50 1 370 % Due 09/22/2015 A3 /A	260,000	$101.82	$264,724	$101 238	$263,218	3 5%	($1,506)	$3,564	1.35%
ANHEUSER-BUSCH INBEV FIN 0.800 % Due 01/15/2016 A3 /A	285,000	99.99	284,982	99 931	284,803	3.8	(179)	2,280	0 80
PRAXAIR INC 0.750 % Due 02/21/2016 A2 /A	185,000	99.43	183,943	99.758	184,552	2.5	609	1,387	0.75
CISCOSYS INC SR NT 5 500 % Due 02/22/2016 A1 /AA-	165,000	113.65	187,515	110.013	181,521	2 4	(5,994)	9,075	5.00
MORGAN STANLEY 1 750 % Due 02/25/2016 Baa2 /A-	190,000	101.38	192,616	101.342	192,549	2.6	(67)	3,325	1.73
XCEL ENERGY INC 0.750 % Due 05/09/2016 Baa1 /BBB+	180,000	99.36	178,842	99 157	178,482	2.4	(360)	1,350	0.76
TEXAS INSTRUMENT INC TXN 2.375 16 2.375 % Due 05/16/2016 A1 /A+	150,000	99 49	149,239	103.654	155,481	2 1	6,242	3,562	2 29
COCA-COLA CO 1.800 % Due 09/01/2016 Aa3 /AA-	160,000	102 80	164,483	102.402	163,843	2 2	(640)	2,880	1 76

Trade date basis

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GENERAL ELEC CAP CORP 2 900 % Due 01/09/2017 A1 /AA+	50,000	103 17	51,586	104.397	52,198	0.7	612	1,450	2.78
AMERICAN EXPRESS CREDIT 2.375 % Due 03/24/2017 A2 /A-	38,000	99 73	37,897	102 788	39,059	0 5	1,162	902	2.31
BERKSHIRE HATHAWAY FIN 1.600 % Due 05/15/2017 Aa2 /AA	150,000	101 84	152,758	100.964	151,446	2.0	(1,312)	2,400	1 58
PEPSICO INC 1 250 % Due 08/13/2017 A1 /A-	160,000	99 48	159,174	98.929	158,286	2 1	(888)	2,000	1.26
APPLE INC FRN 3ML + 25 0 492 % Due 05/03/2018 Aa1 /AA+	150,000	99.78	149,665	99.831	149,746	2.0	81	738	0 49
MERCK & CO INC FRN 3ML+36 0 598 % Due 05/18/2018 A2 /AA	170,000	100 00	170,000	100.262	170,445	2 3	445	1,017	0 60
Total corporate bonds			**$2,327,424**		**$2,325,629**	**31.1%**	**($1,795)**	**$35,930**	**1.54%**

International bonds

International bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TORONTO-DOMINION BANK 2 500 % Due 07/14/2016 Aa1 /AA-	150,000	$101.84	$152,758	$103.727	$155,590	2 1%	$2,832	$3,750	2.41%
ROYAL BANK OF CANADA 2 300 % Due 07/20/2016 Aa3 /AA-	160,000	104 76	167,611	103.378	165,404	2.2	(2,207)	3,680	2 22
ONTARIO (PROVINCE OF) 1 000 % Due 07/22/2016 Aa2 /AA-	260,000	99.97	259,909	100.340	260,884	3.5	975	2,600	1.00
STATOIL ASA 1 800 % Due 11/23/2016 Aa2 /AA-	150,000	99 84	149,757	102.230	153,345	2.1	3,588	2,700	1.76
KFW 1 250 % Due 02/15/2017 Aaa /AAA	150,000	99.63	149,443	100.967	151,450	2.0	2,007	1,875	1.24
TOTAL CAPITAL INTL SA 1 500 % Due 02/17/2017 Aa1 /AA-	150,000	99 56	149,346	100 183	150,274	2 0	928	2,250	1 50

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BANK OF MONTREAL 1 400 % Due 09/11/2017 Aa3 /A+	150,000	99.85	149,769	98 451	147,676	2 0	(2,093)	2,100	1 42
Total international bonds			**$1,178,593**		**$1,184,623**	**15.8%**	**$6,030**	**$18,955**	**1.60%**
Total fixed income			**$7,585,042**		**$7,479,430**	**100.0%**	**($105,612)**	**$152,980**	**2.05%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DOLLAR GENERAL CORP *(DG)*	1,900	$43.70	$83,021	$60 320	$114,608	4 1%	$31,587		
L BRANDS INC *(LB)*	1,350	57.19	77,202	61.850	83,497	3 0	6,295	1,620	1 94
MACY'S INC *(M)*	1,705	34.32	58,513	53 400	91,047	3.3	32,534	1,705	1 87
TARGET CORP *(TGT)*	1,060	51.54	54,630	63 270	67,066	2.4	12,436	1,823	2 72
VIACOM INC CL B NEW *(VIAB)*	745	63.31	47,164	87 340	65,068	2.3	17,904	894	1 37
Total consumer discretionary			**$320,530**		**$421,286**	**15.2%**	**$100,756**	**$6,042**	**1.43%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CVS/CAREMARK CORP *(CVS)*	1,390	$38 25	$53,170	$71 570	$99,482	3 6%	$46,312	$1,529	1.54%
LORILLARD INC COM *(LO)*	1,100	44.75	49,225	50 680	55,748	2.0	6,523	2,420	4 34
WALGREEN CO *(WAG)*	1,065	36.12	38,473	57 440	61,173	2.2	22,700	1,341	2 19
Total consumer staples			**$140,868**		**$216,403**	**7.8%**	**$75,535**	**$5,290**	**2.44%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	874	$53.92	$47,128	$70.650	$61,748	2.2%	$14,620	$2,412	3 91%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MARATHON OIL CORP *(MRO)*	1,235	25 54	31,545	35.300	43,595	1.6	12,050	938	2 15
Total energy			**$78,673**		**$105,343**	**3.8%**	**$26,670**	**$3,350**	**3.18%**
Financials									
ACE LIMITED	1,170	$51 88	$60,699	$103 530	$121,130	4 4%	$60,431	$2,948	2.43%
AMERICAN INTL GROUP INC *(AIG)*	1,450	41 44	60,084	51.050	74,022	2.7	13,938	580	0.78
CITIGROUP INC *(C)*	1,530	30 22	46,232	52.110	79,728	2.9	33,496	61	0 08
KEYCORP NEW *(KEY)*	3,000	12.76	38,279	13.420	40,260	1 5	1,981	660	1 64
MORGAN STANLEY GRP INC *(MS)*	1,300	29 17	37,921	31.360	40,768	1 5	2,847	260	0 64
Total financials			**$243,215**		**$355,908**	**12.8%**	**$112,693**	**$4,509**	**1.27%**
Health care									
AETNA INC NEW *(AET)*	1,290	$43.20	$55,732	$68 590	$88,481	3 2%	$32,749	$1,161	1.31%
MYLAN INC *(MYL)*	3,250	42 32	137,544	43.400	141,050	5.1	3,506		
PFIZER INC *(PFE)*	4,250	29 46	125,186	30.630	130,177	4.7	4,991	4,420	3.40
THERMO FISHER SCIENTIFIC *(TMO)*	1,190	57.62	68,567	111.350	132,506	4 8	63,939	714	0 54
ZIMMER HLDGS INC *(ZMH)*	1,700	62 48	106,209	93.190	158,423	5 7	52,214	1,360	0.86
Total health care			**$493,238**		**$650,637**	**23.4%**	**$157,399**	**$7,655**	**1.18%**
Industrials									
CUMMINS INC *(CMI)*	300	$129.59	$38,878	$140.970	$42,291	1 5%	$3,413	$750	1 77%
ILLINOIS TOOL WORKS INC *(ITW)*	1,125	67 09	75,475	84.080	94,590	3 4	19,115	1,890	2.00
NIELSEN HOLDINGS BV	1,330	32 25	42,899	45 890	61,033	2 2	18,134	1,064	1 74
UNION PACIFIC CORP *(UNP)*	600	155 36	93,215	168 000	100,800	3 6	7,585	1,896	1 88
Total industrials			**$250,467**		**$298,714**	**10.8%**	**$48,247**	**$5,600**	**1.87%**

Trade date basis

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	790	$56.40	$44,558	$82.220	$64,953	2.3%	$20,395	$1,469	2 26%
APPLE INC *(AAPL)*	275	486.55	133,800	561 020	154,280	5 6	20,480	3,355	2 17
AVAGO TECHNOLOGIES	1,890	35.50	67,095	52.879	99,941	3 6	32,846	1,890	1 89
INTERNATIONAL BUS MACHINES *(IBM)*	585	187.80	109,861	187 570	109,728	4.0	(133)	2,223	2 03
QUALCOMM INC *(QCOM)*	1,770	62.80	111,150	74 250	131,422	4 7	20,272	2,478	1 89
Total information technology			**$466,464**		**$560,324**	**20.2%**	**$93,860**	**$11,415**	**2.04%**

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CENTURYLINK INC *(CTL)*	**1,460**	**$37.39**	**$54,595**	**$31.850**	**$46,501**	**1.7%**	**($8,094)**	**$3,153**	**6.78%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN WATER WORKS CO *(AWK)*	**2,900**	**$40.73**	**$118,115**	**$42.260**	**$122,554**	**4.4%**	**$4,439**	**$3,248**	**2.65%**
Total large cap core - u.s.			**$2,166,165**		**$2,777,670**	**100.0%**	**$611,505**	**$50,262**	**1.81%**

Large Cap Core - Non U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BRIDGESTONE CORP ADR	4,200	$18 20	$76,451	$18 933	$79,518	3.5%	$3,067	$760	0.96%
DAIHATSU MOTOR CO. LTD ADR	1,475	40 09	59,137	33 909	50,015	2 2	(9,122)	1,386	2 77
NIKON CORP PLC UNSPON-ADR	3,185	27.94	88,986	19.114	60,878	2.7	(28,108)	512	0.84
SWATCH GROUP AG UNSPON ADR	1,600	32 53	52,041	33 142	53,027	2 3	986	332	0 63
VOLKSWAGEN AG ADR	1,645	37.03	60,918	56.261	92,549	4.1	31,631	1,120	1.21
Total consumer discretionary			**$337,533**		**$335,987**	**14.7%**	**($1,546)**	**$4,110**	**1.22%**

Trade date basis

Consumer staples	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
IMPERIAL TOBACCO LT ADR	1,410	$74.97	$105,703	$77.447	$109,200	4.8%	$3,497	$5,188	4.75%
J SAINSBURY SPN ADR NEW	4,950	23 19	114,787	24 181	119,695	5 3	4,908	5,143	4 30
SVENSKA CL AKTIBLGT ADR	3,000	28 78	86,344	30 829	92,487	4.1	6,143	1,680	1.82
Total consumer staples			**$306,834**		**$321,382**	**14.1%**	**$14,548**	**$12,011**	**3.74%**
Energy									
ENI S P A ADR	1,205	$41.33	$49,801	$48.490	$58,430	2.6%	$8,629	$2,784	4 77%
SINOPEC/CHINA PETE&CHM ADR	1,080	83.66	90,356	82.170	88,743	3.9	(1,613)	3,527	3.97
TOTAL SA ADR	2,010	52.01	104,535	61 270	123,152	5 4	18,617	5,278	4.29
Total energy			**$244,692**		**$270,325**	**11.9%**	**$25,633**	**$11,589**	**4.29%**
Financials									
ALLIANZ AKTIENGES ADR	2,315	$10 09	$23,359	$17.962	$41,582	1.8%	$18,223	$1,007	2.42%
BNP PARIBAS SPON ADR	2,750	27.38	75,292	39.030	107,332	4.7	32,040	1,867	1.74
CHINA CONSTRUCTION ADR	6,342	15.10	95,768	15.090	95,700	4.2	(68)	4,636	4 84
MUNICH RE GROUP ADR	5,430	12.83	69,686	22.068	119,829	5.3	50,143	3,366	2 81
RSA INS GRP INC SPON ADR	12,250	9 24	113,139	7.569	92,720	4 1	(20,419)	5,304	5 72
SKANDINAVISKA ENSKILD ADR	3,250	11.90	38,667	13.170	42,802	1 9	4,135		
WHARF HOLDINGS ADR	2,190	11.95	26,167	15.296	33,498	1.5	7,331	867	2 59
Total financials			**$442,078**		**$533,463**	**23.4%**	**$91,385**	**$17,047**	**3.20%**
Health care									
SANOFI - ADR	2,180	$35.43	$77,246	$53.630	$116,913	5.1%	$39,667	$2,735	2.34%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Industrials									
ITOCHU CORP ADR	4,950	$21.63	$107,049	$24.718	$122,354	5 4%	$15,305	$3,306	2 70%
WEIR GROUP PLC ADR	5,250	18.10	95,036	17.656	92,694	4.1	(2,342)	1,496	1.61
Total industrials			**$202,085**		**$215,048**	**9.4%**	**$12,963**	**$4,802**	**2.23%**
Materials									
SUMITOMO METAL MIN CO LTD	**6,250**	**$14.23**	**$88,953**	**$13.101**	**$81,881**	**3.6%**	**($7,072)**	**$856**	**1.05%**
Telecom services									
CHINA TELECOM ADR	2,210	$55 02	$121,597	$50.570	$111,759	4.9%	($9,838)	$2,179	1 95%
KDDI CORP ADR	5,600	8.98	50,296	15 389	86,178	3 8	35,882	1,803	2 09
TELE2 AB ADR	15,930	7.22	114,985	5.671	90,339	4 0	(24,646)	6,340	7.02
TIM PARTICIPACOES SA ADR	2,165	27.96	60,537	26 240	56,809	2 5	(3,728)	1,441	2.54
Total telecom services			**$347,415**		**$345,085**	**15.1%**	**($2,330)**	**$11,763**	**3.41%**
Utilities									
TOKYO GAS LTD ADR	**3,090**	**$19.24**	**$59,442**	**$19.714**	**$60,916**	**2.7%**	**$1,474**	**$1,069**	**1.76%**
Total large cap core - non u.s.			**$2,106,278**		**$2,281,000**	**100.0%**	**$174,722**	**$65,982**	**2.89%**

Trade date basis

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 6,620,933	677,248.596	$9.40	$6,368,072	$12.470	$8,445,289	100 0%	$2,077,217	$56,211	0 67%
Total large cap strategies			**$6,368,072**		**$8,445,289**	**100.0%**	**$2,077,217**	**$56,211**	**0.67%**

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 3,560,641	315,796.969	$10.09	$3,187,555	$17.180	$5,425,391	100.0%	$2,237,836	$42,001	0.77%
Total global small & mid cap			**$3,187,555**		**$5,425,391**	**100.0%**	**$2,237,836**	**$42,001**	**0.77%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 3,744,432	551,211 079	$6 13	$3,376,825	$7.900	$4,354,567	100.0%	$977,742	$148,275	3.41%
Total global opportunities			**$3,376,825**		**$4,354,567**	**100.0%**	**$977,742**	**$148,275**	**3.41%**

Trade date basis

Real Return / Commodities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Real return funds									
OW REAL RETURN FUND BOOK COST 1,454,290	141,927.228	$7.94	$1,126,270	$8.320	$1,180,834	100.0%	$54,564	$3,264	0.28%
Total real return / commodities			**$1,126,270**		**$1,180,834**	**100.0%**	**$54,564**	**$3,264**	**0.28%**
Total marketable			**$27,004,333**		**$33,032;307**		**$6,027,974**	**$519,083**	**1.57%**

Other

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Misc. assets (no commission)									
INVEMED SECURITIES INC [1]	2,100	$3,967.18	$8,331,072	$2,316.790	$4,865,259	90.0%	($3,465,813)		
Real estate & other real property-no fee									
232 SOUTH MAIN STREET NC	1	$423,745.00	$423,745	BOOK	$540,000	10.0%	$116,255		
Total other			**$8;754,817**		**$5,405,259**	**100.0%**	**($3,349,558)**		

[1] Restricted

Mebane Charitable Foundation, Inc.
Grants Made in 2013

Grantee	Location	Amount	Type of Grant
The Hill Center	Durham NC	116,500	Board Approved
Elon Homes and Schools for Children	Charlotte NC	25,000	Board Approved
Brookstone Schools	Charlotte NC	25,000	Board Approved
Mooresville Graded School District	Mooresville NC	98,850	Board Approved
YMCA of Northwest NC	Mocksville NC	42,100	Board Approved
Halifax County Schools	Halifax NC	29,000	Board Approved
Edgecombe County Schools	Tarboro NC	30,500	Board Approved
Howard N. Lee Institute	Research Triangle Park NC	25,000	Board Approved
Christ School	Arden NC	45,800	Board Approved
NYU Medical Center	New York NY	1,250,000	Board Approved
Wake Forest Baptist Medical Center	Winston-Salem NC	100,000	Board Approved
Iredell/Statesville Schools	Statesville NC	60,000	Board Approved
Moore County Schools/STEM Infusion	Carthage NC	600,000	Board Approved
Guilford Child Development	Greensboro NC	5,000	Director Advised
Sankaty Head Foundation, Inc.	Siasconset MA	5,000	Director Advised
Eastern Music Festival	Greensboro NC	5,000	Director Advised
Augustine Project	Winston-Salem NC	5,000	Director Advised
Davie Community Foundation, Inc.	Mocksville NC	1,500	Director Advised
Davidson Medical Ministries	Lexington NC	2,500	Director Advised
Our Lady of the Rosary	Lexington NC	2,500	Director Advised
NC Museum of Art	Raleigh NC	5,000	Director Advised
Davie Family YMCA	Mocksville NC	3,500	Director Advised
Salem Academy	Winston-Salem NC	5,000	Director Advised
Asheville Anglican Academy	Fletcher NC	5,000	Director Advised
Harlem Academy	New York NY	5,000	Director Advised
Davie County Sheriff's Office	Mocksville NC	5,000	Discretionary
Southern Piedmont Envirothon	Lincolnton NC	1,000	Discretionary
Smart Start of Davie County	Mocksville NC	1,000	Discretionary
Davie County Schools	Mocksville NC	15,000	Discretionary
Big Brothers Big Sisters of Davie County	Mocksville NC	500	Discretionary

Mebane Charitable Foundation, Inc.
Grants Made in 2013

Cornatzer Elementary School	Mocksville NC	273	Discretionary
Davie County 4-H	Mocksville NC	250	Discretionary
Winston-Salem Center for Education and Arts	Winston-Salem NC	10,000	Discretionary
Wake Forest Baptist Medical Center Davie Hospital	Mocksville NC	1,000	Discretionary
CareNet Counseling	Mocksville NC	1,000	Discretionary
Davidson County Community College	Lexington NC	4,500	Discretionary
Mineral Springs Elementary School	Mocksville NC	1,921	Discretionary
Davie County High School	Mocksville NC	2,000	Discretionary
A Brighter Path Foundation	Winston-Salem NC	2,000	Discretionary
YMCA of Northwest NC	Winston-Salem NC	500	Discretionary
Folds of Honor Foundation	Winston-Salem NC	1,000	Discretionary
Parents for Educational Freedon	Raleigh NC	20,000	Discretionary
Cooleemee Elementary School	Mocksville NC	1,980	Discretionary
Davidson County Community College	Lexington NC	20,000	Discretionary
Advocacy Center of Davie County	Mocksville NC	5,000	Discretionary
A Storehouse for Jesus	Mocksville NC	5,000	Discretionary
North Carolina Museum of Art	Raleigh NC	25,000	Discretionary
The Hill Center	Durham NC	10,000	Discretionary
Columbia University Medical Center	New York NY	15,000	Discretionary
Cooleemee Presbyterian Church	Mocksville NC	100	Contribution
Community Creations	Mocksville NC	375	Contribution
Hospice of Davidson County	Lexington NC	250	Contribution
TOTAL GRANTS FOR 2013		**2,647,399**	

MEBANE CHARITABLE FOUNDATION, INC.
TAX PERIOD ENDED 12/31/13
EIN 56-1853390
FORM 990-PF

Attachment to Form 990-PF
Supplemental Schedule of Information

Part VIII - Line 1, Information about Officers, Directors, Foundation Managers, Highly Paid Employees and Contractors

Name	Title	Time Devoted	Compensation
Larry C. Colbourne c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	President & Director	40 hours per week	$129,375
Marianne C. Mebane c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Chairperson & Director	120 hours annually	0
Paul R. Barkus c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Treasurer & Director	120 hours annually	0
Paul H. Livingston, Jr. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Secretary & Director	120 hours annually	$ 4,000
Judy T. Averitte c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Assistant Secretary	40 hours per week	$ 91,000
William Mebane c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000
Carl N. Boon c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	0

John A. Hilton Jr. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 2,000
John C. Lathrop c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000
Donald C. McMillion c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	0
Mary E. Rittling, Ed.D. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000
R. Roger Berrier, Jr. c/o Bessemer Trust Co. NA 630 Fifth Avenue New York, NY 10111	Director	120 hours annually	$ 4,000

Form **8868**
(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** ***www.irs.gov/form8868.***

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I | Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MEBANE CHARITABLE FOUNDATION, INC.	56-1853390
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions C/O BESSEMER TRUST - 630 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BESSEMER TRUST
  630 FIFTH AVENUE - NEW YORK, NY 10111

  Telephone No. ▶ (212)708-9321 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 46,187.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 16,187.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 30,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MEBANE CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 56-1853390
	Number, street, and room or suite no If a P.O. box, see instructions. C/O BESSEMER TRUST - 630 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ BESSEMER TRUST 630 FIFTH AVENUE - NEW YORK, NY 10111

Telephone No. ▶ (212)708-9321 Fax No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL INFORMATION IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$	46,187.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	46,187.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ AGENT Date ▶

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12-31-13

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