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
EDWARD T BEDFORD FOUNDATION
BESSEMER TRUST COMPANY OF FLORIDA

A Employer identification number
65-6164872

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

B Telephone number
(561) 655-4030

City or town, state or province, country, and ZIP or foreign postal code
PALM BEACH, FL 33480

C If exemption application is pending, check here ▶ [ ]

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

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

H Check type of organization: [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)* ▶$ 18,722,868.

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	317,315.	312,458.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	717,749.			
	b Gross sales price for all assets on line 6a 8,122,174.				
	7 Capital gain net income (from Part IV, line 2)		717,749.		
	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	49,956.	30,392.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,085,020.	1,060,599.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	120,972.	120,972.		0.
	14 Other employee salaries and wages	50,000.	0.		50,000.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	30,000.	30,000.		0.
	b Accounting fees				
	c Other professional fees STMT 4	3,000.	0.		3,000.
	17 Interest	20,530.	20,530.		0.
	18 Taxes STMT 5	22,626.	5,051.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	276.	0.		276.
	23 Other expenses STMT 6	87,658.	87,658.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	335,062.	264,211.		53,276.
	25 Contributions, gifts, grants paid	918,741.			918,741.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,253,803.	264,211.		972,017.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<168,783.>			
	b **Net investment income** (if negative, enter -0-)		796,388.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	202.	328.	328.
	2 Savings and temporary cash investments	619,100.	422,500.	422,500.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	2,850,989.	2,200,035.	2,149,115.
	b Investments - corporate stock STMT 9	8,637,774.	8,709,902.	11,667,890.
	c Investments - corporate bonds STMT 10	758,025.	1,439,109.	1,442,697.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	2,439,162.	2,359,774.	3,040,338.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,305,252.	15,131,648.	18,722,868.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	15,305,252.	15,131,648.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	15,305,252.	15,131,648.	
	31 **Total liabilities and net assets/fund balances**	15,305,252.	15,131,648.	

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	15,305,252.
2 Enter amount from Part I, line 27a	2	<168,783.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,136,469.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	4,821.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,131,648.

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	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	BTC CTF HEDGE FUNDS	P	VARIOUS	VARIOUS
d	BTC CTF HEDGE FUNDS	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	4,583,813.		4,571,137.	12,676.
b	3,149,117.		2,833,288.	315,829.
c	82,456.			82,456.
d	132,878.			132,878.
e	173,910.			173,910.

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				12,676.
b				315,829.
c				82,456.
d				132,878.
e				173,910.

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** 717,749.

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	995,582.	17,301,546.	.057543
2011	916,782.	18,648,082.	.049162
2010	779,614.	18,225,017.	.042777
2009	213,000.	15,316,458.	.013907
2008	230,965.	4,253,645.	.054298

2	Total of line 1, column (d)	2	.217687
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	.043537
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	17,829,480.
5	Multiply line 4 by line 3	5	776,242.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,964.
7	Add lines 5 and 6	7	784,206.
8	Enter qualifying distributions from Part XII, line 4	8	972,017.

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	7,964.
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	7,964.
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	7,964.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 15,662.		
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	15,662.
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	7,698.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 7,698. **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) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)*

			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.EDWARDTBEDFORDFOUNDATION.ORG

14 The books are in care of ▶ BESSEMER TRUST COMPANY OF FLORIDA Telephone no. ▶ (561) 655-4030
Located at ▶ 222 ROYAL PALM WAY, PALM BEACH, FL ZIP+4 ▶ 33480

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

			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.

				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** No: 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
BESSEMER TRUST COMPANY OF FLORIDA 222 ROYAL PALM WAY PALM BEACH, FL 33480	CORPORATE TRUSTEE 10.00	60,972.	0.	0.
RONALD L FICK, ESQ C/O BESSEMER TRUST, 222 ROYAL PALM WA PALM BEACH, FL 33480	INDIVIDUAL TRUSTEE 10.00	60,000.	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	
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	17,863,824.
b	Average of monthly cash balances	1b	237,171.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,100,995.
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	18,100,995.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	271,515.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,829,480.
6	**Minimum investment return.** Enter 5% of line 5	6	891,474.

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	891,474.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 7,964.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,964.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	883,510.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	883,510.
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	883,510.

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	972,017.
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	972,017.
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	7,964.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	964,053.

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				883,510.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			772,473.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 972,017.				
a Applied to 2012, but not more than line 2a			772,473.	
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				199,544.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				683,966.
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BTC CTF HEDGE FUNDS	NONE	EXEMPT		1.
SEE ATTACHED SCHEDULE	NONE	EXEMPT		918,740.
Total			▶ 3a	918,741.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	317,315.	
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	49,956.	
8 Gain or (loss) from sales of assets other than inventory			18	717,749.	
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.		1,085,020.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,085,020.

(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

BTF BY [signature] 10/31/14 VP

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

323622
10-10-13

EDWARD T. BEDFORD FOUNDATION
TAX PERIOD ENDED 12/31/13
EIN 65-6164872
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year *

Date	Description	Amount
03/14/2013	4KIDS OF WEST CENTRAL FLORIDA 8900 US 19 Pinellas Park Florida 33782	$15,000.00
03/14/2013	EDGEWOOD CHILDREN'S RANCH 1451 Edgewood Ranch Rd Orlando, FL 32835	$10,000 00
03/14/2013	GOLD COAST JR. GOLF FOUNDATION 1400 E. Oakland Park Blvd. # 102 Oakland Park, FL 33334-4400	$7,500 00
03/14/2013	HORSES N HEROES 12680 N US HWY 441 Citra, FL 32113	$25,000 00
03/14/2013	MALTZ JUPITER THEATRE 1001 E Indiantown Rd, Jupiter, FL 33477	$12,000 00
03/14/2013	OASIS COMPASSION AGENCY, INC 4872 10th Ave N Greenacres, FL 33463	$5,000 00
03/14/2013	PENSACOLA LITTLE THEATRE 400 S Jefferson St, Pensacola, FL 32502	$4,740 00
03/14/2013	RAPPAHANNOCK YOUTH ORCHESTRA 77 Bells Hill Road Stafford, VA 22554	$10,000.00
03/14/2013	RODEHEAVER BOYS RANCH 380 Boys Ranch Rd, Palatka, FL 32177	$20,000 00

03/14/2013	THE MOTIVATIONAL EDGE OF MIAMI 3323 NW 17th Ave. Miami, FL 33142	$10,000.00
03/14/2013	YOUTH TENNIS FOUNDATION OF FLORIDA PO BOX 49057 St. Petersburg, FL 33743-9057	$20,000 00
03/14/2013	YOUTH TENNIS FOUNDATION OF FLORIDA PO BOX 49057 St. Petersburg, FL 33743-9057	$7,000.00
03/14/2013	YOUTH TENNIS FOUNDATION OF FLORIDA PO BOX 49057 St. Petersburg, FL 33743-9057	$20,000.00
06/14/2013	EMBRY RIDDLE AERONAUTICAL UNIVERSITY 600 S. Clyde Morris Blvd Daytona Beach, FL 32114	$13,500 00
03/21/2013	SEASTARS AQUATICS, INC 117 West Garden Street Pensacola, FL 32502	$15,000.00
06/14/2013	DREAMS COME TRUE P.O. Box 21167, Lehigh Valley PA 18002	$20,000 00
06/14/2013	EDUCATION FOUNDATION OF COLLIER COUNTY 3606 Enterprise Ave, Suite 150 Naples, Florida 34104	$24,000.00
06/14/2013	HIBISCUS CHILDRENS CENTER 2400 NE Dixie Highway Jensen Beach, FL 34957	$25,000 00
06/14/2013	NORWALK HOSPITAL FOUNDATION 34 Maple Street Norwalk, CT 06856	$25,000 00
06/14/2013	UNITED STATES AIR FORCE ACADEMY ATHLETIC FOUNDATION 3201 E Colonial Rd, Orlando, FL 32803	$50,000.00
06/14/2013	WESTPORT WESTON FAMILY Y 59 Post Rd East, P O. Box 190 Westport, CT 06881-0190	$50,000.00
06/14/2013	YMCA OF CENTRAL FLORIDA 433 N. Mills Avenue Orlando, FL 32803	$25,000.00

06/18/2013	COMMUNITY FOUNDATION FOR PALM BEACH AND MARTIN COUNTIES 700 S Dixie Hwy #200, West Palm Beach, Florida 33401	$100,000.00
09/16/2013	ARMORY ARTS CENTER 1700 Parker Avenue West Palm Beach, Florida 33401	$20,000.00
09/16/2013	BOCA HELPING HANDS 1500 NW 1st Court Boca Raton, FL 33432	$25,000.00
09/16/2013	CENTER FOR EXCELLENCE IN EDUCATION P.O. Box 10691 Tallahassee, FL 32302	$15,000 00
09/16/2013	FIRST TEE OF NAPLES/COLLIER 1370 Creekside Blvd. Naples, FL 34108	$10,000.00
09/16/2013	HOPE CHILDRENS HOME 11415 Hope International Rd Tampa, FL 33625	$25,000 00
09/16/2013	KEYS AHEAD, INC P.O. Box 370854 Key Largo, FL 33037	$10,000.00
09/17/2013	PLACE OF HOPE 9078 Isaiah Lane Palm Beach Gardens, FL 33418	$25,000.00
09/17/2013	URBAN YOUTH IMPACT 2823 North Australian Avenue West Palm Beach, Florida 33407	$25,000.00
09/17/2013	YOUTH FOR TOMORROW 11835 Hazel Circle Rd. Bristow, VA 20136	$25,000 00
09/18/2013	COMMUNITY FOUNDATION OF COLLIER COUNTY 2400 9TH ST. N Naples, Florida 34103	$25,000 00
09/18/2013	SCHOOL OF THE ARTS FOUNDATION, INC. 501 South Sapodilla Drive West Palm Beach, FL 33401	$25,000 00
12/12/2013	ASPHALT GREEN 555 East 90th Street New York, NY 10128-7803	$30,000 00

12/12/2013	CASEY'S COOKIES, INC 1398 34th St N St Petersburg, FL 33713	$10,000.00
12/12/2013	CHILDREN'S DREAM FUND One Progress Plaza, Suite 820 St. Petersburg, FL 33701	$25,000 00
12/12/2013	JUNIOR TENNIS CHAMPIONS CENTER 5200 Paint Branch Parkway College Park, MD 20740	$40,000 00
12/12/2013	MEALS ON WHEELS OF THE PALM BEACHES P.O. Box 247 West Palm Beach, FL 33402-0247	$20,000 00
12/12/2013	NAVAL AVIATION MUSEUM FOUNDATION 1750 Radford Blvd, Pensacola, FL 32506	$25,000.00
12/12/2013	YMCA OF SOUTH PALM BEACH COUNTY 6631 Palmetto Circle South Boca Raton, FL 33433	$25,000.00
		918,740.00

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

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
BTC CTF HEDGE FUNDS	37,522.	0.	37,522.	37,377.	
DIVIDEND & INTEREST	279,793.	0.	279,793.	275,081.	
TO PART I, LINE 4	317,315.	0.	317,315.	312,458.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BTC CTF HEDGE FUNDS	31,366.	31,366.	
EXCISE TAX CREDIT	15,662.	0.	
OTHER PORTFOLIO INCOME	<974.>	<974.>	
BTC CTF HEDGE FUNDS-PAL	3,902.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	49,956.	30,392.	

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-DUNWODY WHITE & LANDON	30,000.	30,000.		0.
TO FM 990-PF, PG 1, LN 16A	30,000.	30,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	3,000.	0.		3,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	5,051.	5,051.		0.
EXCISE TAXE O/P APPLIED	15,662.	0.		0.
FOREIGN TAXES EXCESS WITHHELD	1,913.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,626.	5,051.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS	87,658.	87,658.		0.
TO FORM 990-PF, PG 1, LN 23	87,658.	87,658.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	4,812.
ROUNDING	9.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,821.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT	X		1,934,529.	1,882,603.
TAXABLE MUNI BDS		X	148,881.	151,938.
MUNI BOND FUND		X	116,625.	114,574.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,934,529.	1,882,603.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			265,506.	266,512.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,200,035.	2,149,115.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	8,709,902.	11,667,890.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,709,902.	11,667,890.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,214,693.	1,214,473.
FOREIGN BOND	224,416.	228,224.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,439,109.	1,442,697.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REAL RETURN FUNDS	929,247.	672,006.	716,806.
BTC CTF HEDGE FUND OF FDS	1,509,915.	1,687,768.	2,323,532.
TO FORM 990-PF, PART II, LINE 15	2,439,162.	2,359,774.	3,040,338.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALFRED J STASHIS,JR; EDWARD T BEDFORD FDN; C/O DUNWODY WHITE & LANDON PA
4001 TAMIAMI TRAIL NORTH, SUITE 200
NAPLES, FL 34103

FORM AND CONTENT OF APPLICATIONS

SEE WWW.EDWARDTBEDFORDFOUNDATION.ORG FOR APPLICATION PROCEDURES.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE CO-TRUSTEES PRESENTLY HAVE PARTICULAR INTEREST IN SUPORTING ORGANIZATIONS BENEFITING CHILDREN AND YOUNG ADULTS, INCLUDING THROUGH EDUCATIONAL, ATHLETIC, AND ARTISTIC PURSUITS, AND THROUGH SOCIAL SERVICE ENTERPRISES.

Bessemer Trust

Account Summary

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

EDWARD T BEDFORD FND IRREV TRUST	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$370,330	$370,330	2 4%	$0	0 0%	$36	0 01%
FIXED INCOME	$116,625	$114,574	0 8%	($2,051)	(1 8%)	$4,832	4 22%
LARGE CAP CORE - U.S	$1,019,471	$1,301,160	8 6%	$281,664	27 6%	$23,890	1 84%
LARGE CAP CORE - NON U S	$945,075	$1,046,479	6 9%	$101,397	10 7%	$30,366	2 90%
LARGE CAP STRATEGIES	$3,382,239	$4,335,934	28 6%	$953,695	28 2%	$28,859	0 67%
SMALL & MID CAP	$1,392,242	$2,504,578	16 5%	$1,112,336	79 9%	$19,389	0 77%
STRATEGIC OPPORTUNITIES	$1,970,875	$2,479,739	16 4%	$508,863	25 8%	$84,436	3 41%
REAL RETURN/COMMODITIES	$672,006	$716,806	4 7%	$44,800	6 7%	$1,981	0 28%
ALTERNATIVE INVESTMENTS	$1,687,768	$2,323,532	15 0%	$374,742	19 8%	$0	0 00%
Total	**$11,556,631**	**$15,193,132**	**100.0%**	**$3,375,446**	**28.7%**	**$193,789**	**1.28%**

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 Oct 3, 2014 by LAGER
Version 10 1 1 5

Account Analysis

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

EDWARD T BEDFORD FND IRREV TRUST

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
CASH AND SHORT TERM						
CASH	$30	$30	0 0%	0 0%	$0	0 00%
CASH EQUIVALENTS	$370,300	$370,300	100 0%	2 4%	$36	0 01%
Total CASH AND SHORT TERM	**$370,330**	**$370,330**	**100.0%**	**2.4%**	**$36**	**0.01%**
FIXED INCOME						
BOND FUNDS	$116,625	$114,574	100 0%	0 8%	$4,832	4 22%
Total FIXED INCOME	**$116,625**	**$114,574**	**100.0%**	**0.8%**	**$4,832**	**4.22%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$213,621	$257,718	19 8%	1 7%	$5,243	2 03%
INDUSTRIALS	$119,770	$140,651	10 8%	0 9%	$2,644	1 88%
TELECOM SERVICES	$23,501	$19,906	1 5%	0 1%	$1,350	6 78%
HEALTH CARE	$222,334	$292,025	22 4%	1 9%	$3,498	1 20%
FINANCIALS	$108,224	$157,821	12 1%	1 0%	$2,013	1 28%
CONSUMER STAPLES	$64,572	$98,433	7 6%	0 7%	$2,412	2 45%
CONSUMER DISCRETIONARY	$164,775	$215,060	16 5%	1 4%	$3,239	1 51%
ENERGY	$43,744	$58,269	4 5%	0 4%	$1,867	3 20%
UTILITIES	$58,930	$61,277	4 7%	0 4%	$1,624	2 65%
Total LARGE CAP CORE - U.S.	**$1,019,471**	**$1,301,160**	**100.0%**	**8.6%**	**$23,890**	**1.84%**
LARGE CAP CORE - NON U.S.						
INDUSTRIALS	$90,014	$96,982	9 3%	0 6%	$2,168	2 24%
TELECOM SERVICES	$151,391	$156,119	14 9%	1 0%	$5,363	3 44%
HEALTH CARE	$32,955	$50,948	4 9%	0 3%	$1,192	2 34%
FINANCIALS	$197,053	$245,076	23 4%	1 6%	$7,795	3 18%
CONSUMER STAPLES	$137,584	$147,900	14 1%	1 0%	$5,467	3 70%
MATERIALS	$40,738	$37,337	3 6%	0 2%	$390	1 04%
CONSUMER DISCRETIONARY	$149,616	$151,934	14 5%	1 0%	$1,843	1 21%
ENERGY	$118,245	$132,091	12 6%	0 9%	$5,655	4 28%
UTILITIES	$27,479	$28,092	2 7%	0 2%	$493	1 75%

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

Account Analysis

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

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
EDWARD T BEDFORD FND IRREV TRUST						
LARGE CAP CORE - NON U.S						
Total LARGE CAP CORE - NON U.S.	**$945,075**	**$1,046,479**	**100.0%**	**6.9%**	**$30,366**	**2.90%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$3,382,239	$4,335,934	100 0%	28 6%	$28,859	0 67%
Total LARGE CAP STRATEGIES	**$3,382,239**	**$4,335,934**	**100.0%**	**28.6%**	**$28,859**	**0.67%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$1,392,242	$2,504,578	100 0%	16 5%	$19,389	0 77%
Total SMALL & MID CAP	**$1,392,242**	**$2,504,578**	**100.0%**	**16.5%**	**$19,389**	**0.77%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$1,970,875	$2,479,739	100 0%	16 4%	$84,436	3 41%
Total STRATEGIC OPPORTUNITIES	**$1,970,875**	**$2,479,739**	**100.0%**	**16.4%**	**$84,436**	**3.41%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$672,006	$716,806	100 0%	4 7%	$1,981	0 28%
Total REAL RETURN/COMMODITIES	**$672,006**	**$716,806**	**100.0%**	**4.7%**	**$1,981**	**0.28%**
ALTERNATIVE INVESTMENTS						
HEDGE FUNDS	$1,687,768	$2,323,532	100 0%	15 0%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$1,687,768**	**$2,323,532**	**100.0%**	**15.0%**	**$0**	**0.00%**
Total	**$11,556,631**	**$15,193,132**		**100.0%**	**$193,789**	**1.28%**

Account Details

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

EDWARD T BEDFORD FND IRREV TRUST

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		3 710	$0 00	$3	$0 000	$3	0 0%	$0	$0	0 00%
999995	INCOME CASH		27 790	$0 00	$27	$0 000	$27	0 0%	$0	$0	0 00%
999996	NET CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
Total CASH					**$30**		**$30**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990105	SEI GOVT II FUND #33	783965304	370,300 000	$1 00	$370,300	$1 000	$370,300	100 0%	$0	$36	0 01%
Total CASH EQUIVALENTS					**$370,300**		**$370,300**	**100.0%**	**$0**	**$36**	**0.01%**
Total CASH AND SHORT TERM					**$370,330**		**$370,330**	**100.0%**	**$0**	**$36**	**0.01%**
FIXED INCOME											
BOND FUNDS											
990010	BTC CTF GEN MUNI BOND FUND		16,204 062	$7 20	$116,625	$7 071	$114,574	100 0%	($2,051)	$4,832	4 22%
Total BOND FUNDS					**$116,625**		**$114,574**	**100.0%**	**($2,051)**	**$4,832**	**4.22%**
Total FIXED INCOME					**$116,625**		**$114,574**	**100.0%**	**($2,051)**	**$4,832**	**4.22%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
806047	APPLE INC	037833100	125 000	$481 40	$60,175	$561 016	$70,127	5 4%	$9,951	$1,525	2 17%
842450	INTERNATIONAL BUS MACHINES	459200101	260 000	$188 05	$48,893	$187 569	$48,768	3 7%	($125)	$988	2 03%
867793	QUALCOMM INC	747525103	800 000	$63 03	$50,425	$74 250	$59,400	4 6%	$8,974	$1,120	1 89%
902312	ACCENTURE PLC CL A	G1151C101	355 000	$56 27	$19,977	$82 220	$29,188	2 2%	$9,210	$660	2 26%
904587	AVAGO TECHNOLOGIES	Y0486S104	950 000	$35 95	$34,151	$52.879	$50,235	3 9%	$16,083	$950	1.89%
Total INFORMATION TECHNOLOGY					**$213,621**		**$257,718**	**19.8%**	**$44,093**	**$5,243**	**2.03%**
INDUSTRIALS											
822050	CUMMINS INC	231021106	125 000	$129 59	$16,199	$140 968	$17,621	1 4%	$1,421	$312	1.77%
841546	ILLINOIS TOOL WORKS INC	452308109	550 000	$68 57	$37,712	$84 080	$46,244	3 6%	$8,531	$924	2 00%

Account Details

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

EDWARD T BEDFORD FND IRREV TRUST

LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
INDUSTRIALS											
882670	UNION PACIFIC CORP	907818108	300 000	$157 41	$47,223	$168 000	$50,400	3 9%	$3,176	$948	1 88%
904606	NIELSEN HOLDINGS BV	N63218106	575 000	$32 41	$18,636	$45 889	$26,386	2 0%	$7,749	$460	1 74%
Total INDUSTRIALS					**$119,770**		**$140,651**	**10.8%**	**$20,877**	**$2,644**	**2.02%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	625 000	$37 60	$23,501	$31 850	$19,906	1 5%	($3,594)	$1,350	6 78%
Total TELECOM SERVICES					**$23,501**		**$19,906**	**1.5%**	**($3,594)**	**$1,350**	**3.81%**
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	625 000	$43 44	$27,153	$68 589	$42,868	3 3%	$15,714	$562	1 31%
854800	MYLAN INC	628530107	1,450 000	$41 38	$59,996	$43 400	$62,930	4 8%	$2,933	$0	0 00%
864075	PFIZER INC	717081103	1,950 000	$29 88	$58,257	$30 630	$59,728	4 6%	$1,470	$2,028	3 40%
880100	THERMO FISHER SCIENTIFIC	883556102	500 000	$57 57	$28,787	$111 350	$55,675	4 3%	$26,887	$300	0 54%
888967	ZIMMER HLDGS INC	98956P102	760 000	$63 34	$48,141	$93 189	$70,824	5 4%	$22,682	$608	0 86%
Total HEALTH CARE					**$222,334**		**$292,025**	**22.4%**	**$69,686**	**$3,498**	**1.37%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	650 000	$41 04	$26,675	$51 049	$33,182	2 6%	$6,507	$260	0 78%
817156	CITIGROUP INC	172967424	650 000	$29 84	$19,394	$52 109	$33,871	2 6%	$14,476	$26	0 08%
844581	KEYCORP NEW	493267108	1,350 000	$12 68	$17,123	$13 420	$18,117	1 4%	$993	$297	1 64%
854169	MORGAN STANLEY GRP INC	617446448	600 000	$29 26	$17,557	$31 360	$18,816	1 4%	$1,258	$120	0 64%
986524	ACE LIMITED	H0023R105	520.000	$52 84	$27,475	$103 529	$53,835	4 1%	$26,359	$1,310	2 43%
Total FINANCIALS					**$108,224**		**$157,821**	**12.1%**	**$49,593**	**$2,013**	**2.43%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	620 000	$38 95	$24,152	$71 569	$44,373	3 4%	$20,221	$682	1 54%
846942	LORILLARD INC COM	544147101	500 000	$44 73	$22,365	$50 680	$25,340	1 9%	$2,974	$1,100	4 34%
886461	WALGREEN CO	931422109	500 000	$36 11	$18,055	$57 440	$28,720	2 2%	$10,664	$630	2 19%
Total CONSUMER STAPLES					**$64,572**		**$98,433**	**7.6%**	**$33,859**	**$2,412**	**3.20%**

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Account Details

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

EDWARD T BEDFORD FND IRREV TRUST

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	900 000	$43 32	$38,987	$60 320	$54,288	4 2%	$15,300	$0	0 00%
846206	L BRANDS INC	501797104	600 000	$57 40	$34,443	$61 850	$37,110	2 9%	$2,666	$720	1 94%
848064	MACY'S INC	55616P104	1,020 000	$34 30	$34,987	$53.400	$54,468	4 2%	$19,480	$1,020	1 87%
878468	TARGET CORP	87612E106	645 000	$55 46	$35,773	$63 270	$40,809	3 1%	$5,035	$1,109	2 72%
885274	VIACOM INC CL B NEW	92553P201	325 000	$63 34	$20,585	$87 338	$28,385	2 2%	$7,800	$390	1 37%
Total CONSUMER DISCRETIONARY					**$164,775**		**$215,060**	**16.5%**	**$50,281**	**$3,239**	**1.38%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	495 000	$54 15	$26,802	$70 648	$34,971	2 7%	$8,168	$1,366	3 91%
848843	MARATHON OIL CORP	565849106	660 000	$25 67	$16,942	$35 300	$23,298	1 8%	$6,355	$501	2 15%
Total ENERGY					**$43,744**		**$58,269**	**4.5%**	**$14,523**	**$1,867**	**3.95%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	1,450 000	$40 64	$58,930	$42 260	$61,277	4 7%	$2,346	$1,624	2 65%
Total UTILITIES					**$58,930**		**$61,277**	**4.7%**	**$2,346**	**$1,624**	**2.37%**
Total LARGE CAP CORE - U.S.					**$1,019,471**		**$1,301,160**	**100.0%**	**$281,664**	**$23,890**	**1.84%**
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
906474	WEIR GROUP PLC ADR	94876Q106	2,350 000	$17 64	$41,465	$17 656	$41,491	4.0%	$25	$669	1 61%
927371	ITOCHU CORP ADR	465717106	2,245 000	$21 63	$48,549	$24 718	$55,491	5 3%	$6,942	$1,499	2 70%
Total INDUSTRIALS					**$90,014**		**$96,982**	**9.3%**	**$6,967**	**$2,168**	**2.02%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	970 000	$55 68	$54,008	$50 569	$49,052	4 7%	($4,955)	$956	1 95%
904018	KDDI CORP ADR	48667L106	2,500 000	$8 63	$21,584	$15 389	$38,472	3.7%	$16,888	$805	2.09%
905147	TIM PARTICIPACOES SA ADR	88706P205	1,030 000	$23 81	$24,521	$26 240	$27,027	2 6%	$2,505	$685	2 53%
905422	TELE2 AB ADR	87952P307	7,330 000	$7 00	$51,278	$5 671	$41,568	4 0%	($9,709)	$2,917	7 02%

Account Details

EDWARD T BEDFORD FND IRREV TRUST

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
TELECOM SERVICES											
Total TELECOM SERVICES					**$151,391**		**$156,119**	**14.9%**	**$4,729**	**$5,363**	**3.81%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	950.000	$34 69	$32,955	$53 629	$50,948	4 9%	$17,993	$1,192	2 34%
Total HEALTH CARE					**$32,955**		**$50,948**	**4.9%**	**$17,993**	**$1,192**	**1.37%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	2,420 000	$12 19	$29,502	$22 068	$53,404	5 1%	$23,902	$1,500	2 81%
904004	CHINA CONSTRUCTION ADR	168919108	2,780 000	$14 51	$40,342	$15 090	$41,950	4 0%	$1,608	$2,032	4 84%
906108	WHARF HOLDINGS ADR	962257408	970 000	$9 77	$9,473	$15 296	$14,837	1 4%	$5,363	$384	2 59%
906631	RSA INS GRP INC SPON ADR	74971A206	5,750 000	$9 46	$54,384	$7 569	$43,521	4 2%	($10,863)	$2,489	5 72%
906659	SKANDINAVISKA ENSKILD ADR	830505202	1,450 000	$11 72	$16,990	$13 170	$19,096	1 8%	$2,105	$0	0 00%
914068	ALLIANZ AKTIENGES ADR	018805101	1,090 000	$9 71	$10,580	$17 961	$19,578	1 9%	$8,997	$474	2 42%
915065	BNP PARIBAS SPON ADR	05565A202	1,350 000	$26 51	$35,782	$39 030	$52,690	5 0%	$16,908	$916	1 74%
Total FINANCIALS					**$197,053**		**$245,076**	**23 4%**	**$48,020**	**$7,795**	**2.43%**
CONSUMER STAPLES											
913104	SVENSKA CL AKTIBLGT ADR	869587402	1,450 000	$26 95	$39,077	$30 829	$44,702	4 3%	$5,624	$812	1 82%
926008	IMPERIAL TOBACCO LT ADR	453142101	630 000	$73 94	$46,580	$77.446	$48,791	4 7%	$2,210	$2,318	4 75%
929992	J SAINSBURY SPN ADR NEW	466249208	2,250 000	$23 08	$51,927	$24.181	$54,407	5 2%	$2,479	$2,337	4 30%
Total CONSUMER STAPLES					**$137,584**		**$147,900**	**14.1%**	**$10,313**	**$5,467**	**3.20%**
MATERIALS											
906497	SUMITOMO METAL MIN CO LTD	86563T104	2,850 000	$14 29	$40,738	$13 101	$37,337	3 6%	($3,400)	$390	1 04%
Total MATERIALS					**$40,738**		**$37,337**	**3.6%**	**($3,400)**	**$390**	**1.04%**
CONSUMER DISCRETIONARY											
901588	VOLKSWAGEN AG ADR	928662402	735 000	$36 77	$27,023	$56 260	$41,351	4 0%	$14,328	$500	1 21%
904957	SWATCH GROUP AG UNSPON ADR	870123106	750 000	$32 04	$24,028	$33 141	$24,856	2 4%	$828	$156	0 63%

Account Details

Report dated December 31, 2013
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
	EDWARD T BEDFORD FND IRREV TRUST										
LARGE CAP CORE - NON U.S.											
CONSUMER DISCRETIONARY											
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	650 000	$38 73	$25,175	$33.908	$22,040	2 1%	($3,134)	$611	2 77%
906092	NIKON CORP PLC UNSPON-ADR	654111202	1,450 000	$27 13	$39,342	$19 114	$27,715	2 6%	($11,627)	$233	0 84%
968661	BRIDGESTONE CORP ADR	108441205	1,900 000	$17 92	$34,048	$18 933	$35,972	3 4%	$1,924	$343	0 95%
Total CONSUMER DISCRETIONARY					**$149,616**		**$151,934**	**14.5%**	**$2,319**	**$1,843**	**1.38%**
ENERGY											
915019	ENI S P A ADR	26874R108	615 000	$41 74	$25,668	$48.489	$29,821	2 8%	$4,152	$1,421	4 77%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	581 000	$81 61	$47,418	$82 169	$47,740	4 6%	$321	$1,897	3 97%
959209	TOTAL SA ADR	89151E109	890 000	$50 74	$45,159	$61 270	$54,530	5 2%	$9,370	$2,337	4 29%
Total ENERGY					**$118,245**		**$132,091**	**12.6%**	**$13,843**	**$5,655**	**3.95%**
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	1,425 000	$19 28	$27,479	$19 714	$28,092	2 7%	$613	$493	1 75%
Total UTILITIES					**$27,479**		**$28,092**	**2.7%**	**$613**	**$493**	**2.37%**
Total LARGE CAP CORE - NON U.S.					**$945,075**		**$1,046,479**	**100.0%**	**$101,397**	**$30,366**	**2.90%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	347,709 281	$9 73	$3,382,239	$12 470	$4,335,934	100 0%	$953,695	$28,859	0 67%
Total LARGE CAP STRATEGIES FUNDS					**$3,382,239**		**$4,335,934**	**100.0%**	**$953,695**	**$28,859**	**0.67%**
Total LARGE CAP STRATEGIES					**$3,382,239**		**$4,335,934**	**100.0%**	**$953,695**	**$28,859**	**0.67%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	145,784 560	$9 55	$1,392,242	$17 180	$2,504,578	100 0%	$1,112,336	$19,389	0 77%
Total SMALL & MID CAP FUNDS					**$1,392,242**		**$2,504,578**	**100.0%**	**$1,112,336**	**$19,389**	**0.77%**
Total SMALL & MID CAP					**$1,392,242**		**$2,504,578**	**100.0%**	**$1,112,336**	**$19,389**	**0.77%**
STRATEGIC OPPORTUNITIES											

Account Details

Report dated December 31, 2013
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
	EDWARD T BEDFORD FND IRREV TRUST										
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	313,891 091	$6 28	$1,970,875	$7 900	$2,479,739	100 0%	$508,863	$84,436	3 41%
Total STRATEGIC OPPORTUNITIES FUNDS					**$1,970,875**		**$2,479,739**	**100.0%**	**$508,863**	**$84,436**	**3.41%**
Total STRATEGIC OPPORTUNITIES					**$1,970,875**		**$2,479,739**	**100.0%**	**$508,863**	**$84,436**	**3.41%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	86,154 675	$7 80	$672,006	$8 320	$716,806	100 0%	$44,800	$1,981	0 28%
Total REAL RETURN FUNDS					**$672,006**		**$716,806**	**100.0%**	**$44,800**	**$1,981**	**0.28%**
Total REAL RETURN/COMMODITIES					**$672,006**		**$716,806**	**100.0%**	**$44,800**	**$1,981**	**0.28%**
ALTERNATIVE INVESTMENTS											
HEDGE FUNDS											
082855	BTC CTF HEDGE FUND OF FDS	5CTFH0916	177,504 340	$10 68	$1,687,768	$13 090	$2,323,532	100.0%	$374,742	$0	0 00%
Total HEDGE FUNDS					**$1,687,768**		**$2,323,532**	**100.0%**	**$374,742**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					**$1,687,783**		**$2,323,532**	**100.0%**	**$374,742**	**$0**	**0.00%**
Total					**$11,556,631**		**$15,193,132**		**$3,375,446**	**$193,789**	**1.28%**

Account Summary

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

EDWARD T BEDFORD FND IRREV TRUST FI	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
FIXED INCOME	$3,575,017	$3,529,736	100 0%	($45,284)	(1 3%)	$63,315	1 79%
Total	**$3,575,017**	**$3,529,736**	**100 0%**	**($45,284)**	**(1.3%)**	**$63,315**	**1.79%**

Account Analysis

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

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
EDWARD T BEDFORD FND IRREV TRUST FI						
FIXED INCOME						
CASH	$298	$298	0 0%	0 0%	$0	0 00%
CASH EQUIVALENTS	$52,200	$52,200	1 5%	1 5%	$4	0 01%
US GOVT AND AGENCY BONDS	$1,934,529	$1,882,603	53 3%	53 3%	$36,129	1 92%
CORPORATE BONDS	$1,214,693	$1,214,473	34 4%	34 4%	$19,907	1 64%
INTERNATIONAL BONDS	$224,416	$228,224	6 5%	6.5%	$4,087	1 79%
TAXABLE MUNICIPAL BONDS	$148,881	$151,938	4 3%	4 3%	$3,188	2 10%
Total FIXED INCOME	**$3,575,017**	**$3,529,736**	**100.0%**	**100.0%**	**$63,315**	**1.79%**
Total	**$3,575,017**	**$3,529,736**		**100.0%**	**$63,315**	**1.79%**

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Account Details

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

EDWARD T BEDFORD FND IRREV TRUST FI

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
FIXED INCOME												
Fixed Income - CASH AND SHORT TERM												
CASH												
999994	PRINCIPAL CASH			235 910	$0 00	$235	$0 000	$235	0 0%	$0	$0	0 00%
999995	INCOME CASH			63 280	$0 00	$63	$0 000	$63	0 0%	$0	$0	0 00%
999996	NET CASH			0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
Total CASH						**$298**		**$298**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS												
990105	SEI GOVT II FUND #33		783965304	52,200 000	$1 00	$52,200	$1 000	$52,200	1 5%	$0	$4	0 01%
Total CASH EQUIVALENTS						**$52,200**		**$52,200**	**1.5%**	**$0**	**$4**	**0.01%**
Total Fixed Income - CASH AND SHORT TERM						**$52,498**		**$52,498**	**1.5%**	**$0**	**$4**	**0.01%**
US GOVT AND AGENCY BONDS												
109851	FEDERAL HOME LOAN BANK	02/20/2015	313381YP4	75,000 000	$99 91	$74,933	$100 020	$75,015	2 1%	$82	$187	0 25%
153889	FEDERAL NATL MTG ASSN	5 000% 04/15/2015	31359MA45	75,000 000	$113 80	$85,348	$106 060	$79,545	2 3%	($5,803)	$3,750	4 71%
110489	US TREASURY NOTE	12/15/2015	912828UC2	975,000 000	$99 48	$969,896	$99 777	$972,825	27 6%	$2,929	$2,437	0 25%
111417	FEDERAL HOME LOAN BANK	12/28/2016	3130A0C65	175,000 000	$99 73	$174,528	$99 581	$174,266	4 9%	($261)	$1,093	0 63%
109294	FED NATL MTG ASSOC	01/30/2017	3135G0GY3	60,000 000	$101 42	$60,853	$101 202	$60,721	1 7%	($132)	$750	1 24%
108010	US TREASURY BONDS	7 250% 08/15/2022	912810EM6	385,000 000	$147 78	$568,971	$135 125	$520,231	14 7%	($48,740)	$27,912	5 37%
Total US GOVT AND AGENCY BONDS						**$1,934,529**		**$1,882,603**	**53.3%**	**($51,925)**	**$36,129**	**1.92%**
CORPORATE BONDS												
200567	PROCTER & GAMBLE CO	02/15/2015	742718DM8	25,000 000	$99 58	$24,895	$103 308	$25,827	0 7%	$932	$875	3 39%
205520	JPMORGAN CHASE & CO FRN	09/22/2015	46623EJB6	123,000 000	$101 82	$125,234	$101 237	$124,522	3 5%	($712)	$1,686	1 35%
205331	COSTCO WHOLESALE CORP	12/07/2015	22160KAD7	70,000 000	$100 03	$70,022	$100 183	$70,128	2 0%	$106	$455	0 65%
202843	MERCK & CO INC	01/15/2016	58933YAB1	90,000 000	$104 14	$93,724	$103 300	$92,970	2 6%	($754)	$2,025	2 18%
205427	ANHEUSER-BUSCH INBEV FIN	01/15/2016	035242AD8	120,000 000	$99 99	$119,992	$99 931	$119,917	3 4%	($75)	$960	0 80%
205707	PRAXAIR INC	02/21/2016	74005PBE3	90,000 000	$99 43	$89,486	$99 758	$89,782	2 5%	$296	$675	0 75%

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

Bessemer Trust

Account Details

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

EDWARD T BEDFORD FND IRREV TRUST FI

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
FIXED INCOME											
CORPORATE BONDS											
272154	CISCOSYS INC SR NT 5 500% 02/22/2016	17275RAC6	80,000 000	$113 64	$90,916	$110 012	$88,010	2 5%	($2,906)	$4,400	5 00%
203218	TEXAS INSTRUMENT INC 05/16/2016	882508AR5	75,000 000	$99 49	$74,619	$103 653	$77,740	2 2%	$3,120	$1,781	2 29%
205648	PACCAR FINANCIAL CORP 05/16/2016	69371RL46	90,000 000	$99 94	$89,944	$99 521	$89,569	2 5%	($374)	$675	0 75%
205698	TOYOTA MOTOR CREDIT CORP 05/17/2016	89236TAL9	75,000 000	$99 89	$74,914	$100 107	$75,080	2 1%	$165	$600	0 80%
204235	COCA-COLA CO 09/01/2016	191216AU4	70,000 000	$102 80	$71,961	$102 401	$71,681	2 0%	($280)	$1,260	1 76%
204296	GENERAL ELEC CAP CORP 01/09/2017	36962G5N0	30,000 000	$103 17	$30,951	$104 397	$31,319	0 9%	$367	$870	2 78%
204396	BB&T CORPORATION 03/22/2017	05531FAK9	70,000 000	$103 02	$72,112	$101 104	$70,773	2 0%	($1,339)	$1,505	2 13%
204412	AMERICAN EXPRESS CREDIT 03/24/2017	0258M0DD8	21,000 000	$101 26	$21,264	$102 786	$21,585	0 6%	$321	$498	2 31%
204525	BERKSHIRE HATHAWAY FIN 05/15/2017	084664BS9	75,000 000	$99 92	$74,942	$100 964	$75,723	2 1%	$780	$1,200	1 58%
205611	APPLE INC FRN 05/03/2018	037833AG5	90,000 000	$99 69	$89,717	$99 830	$89,847	2 5%	$130	$442	0 49%
Total CORPORATE BONDS					**$1,214,693**		**$1,214,473**	**34.4%**	**($223)**	**$19,907**	**1.64%**
INTERNATIONAL BONDS											
603555	CA ONTARIO (PROVINCE OF) 06/16/2015	6832348Y7	75,000 000	$99 95	$74,965	$103 288	$77,466	2 2%	$2,501	$2,025	2 61%
605434	KFW 02/15/2017	500769EY6	75,000 000	$99 63	$74,721	$100 967	$75,725	2 1%	$1,003	$937	1 24%
605576	GLAXOSMITHKLINE CAPITAL 05/08/2017	377373AC9	75,000 000	$99 64	$74,730	$100 044	$75,033	2 1%	$303	$1,125	1 50%
Total INTERNATIONAL BONDS					**$224,416**		**$228,224**	**6.5%**	**$3,807**	**$4,087**	**1.79%**
TAXABLE MUNICIPAL BONDS											
310874	N Y ST DORM AUTH ST PIP 03/15/2016	649902Z55	75,000 000	$98 51	$73,881	$103 368	$77,526	2 2%	$3,645	$2,118	2 73%
317035	MAINE ST MUNI BOND BANK 11/01/2016	56045RGZ6	75,000 000	$100 00	$75,000	$99 216	$74,412	2 1%	($588)	$1,070	1 44%
Total TAXABLE MUNICIPAL BONDS					**$148,881**		**$151,938**	**4.3%**	**$3,057**	**$3,188**	**2.10%**
Total FIXED INCOME					**$3,575,017**		**$3,529,736**	**100.0%**	**($45,284)**	**$63,315**	**1.79%**
Total :					**$3,575,017**		**$3,529,736**		**($45,284)**	**$63,315**	**1.79%**

• 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. EDWARD T BEDFORD FOUNDATION BESSEMER TRUST COMPANY OF FLORIDA	Employer identification number (EIN) or 65-6164872
	Number, street, and room or suite no If a P O. box, see instructions 222 ROYAL PALM WAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PALM BEACH, FL 33480	

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 COMPANY OF FLORIDA 222 ROYAL PALM WAY - PALM BEACH, FL 33480

Telephone No ▶ (561) 655-4030 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
INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

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	$ 8,785.
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	$ 15,662.
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 ▶ BTFBY: [signature] Title ▶ VP Date ▶ 8/8/14

Form **8868** (Rev. 1-2014)

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12-31-13