EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: THE DIANNE & CHARLES RICE FAMILY FDN

A Employer identification number: 59-3701678

Number and street (or P O box number if mail is not delivered to street address): C/O BESSEMER TRUST, 801 BRICKELL AVE

Room/suite:

B Telephone number: 305-372-5005

City or town, state or province, country, and ZIP or foreign postal code: MIAMI, FL 33131

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,997,543.

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

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

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

		(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	1,068,512.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	51.	51.		STATEMENT 1
	4 Dividends and interest from securities	113,916.	113,916.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	563,469.			
	b Gross sales price for all assets on line 6a 1,929,938.				
	7 Capital gain net income (from Part IV, line 2)		563,469.		
	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	31,165.	29,825.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,777,113.	707,261.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,000.	0.		50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,379.	0.		1,379.
	c Other professional fees STMT 5	12,450.	7,850.		4,600.
	17 Interest				
	18 Taxes STMT 6	14,199.	3,665.		61.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	136,597.	101,647.		34,458.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	214,625.	113,162.		90,498.
	25 Contributions, gifts, grants paid	380,700.			380,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	595,325.	113,162.		471,198.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,181,788.			
	b **Net investment income** (if negative, enter -0-)		594,099.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	795,124.	1,429,857.	1,429,857.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	3,057,381.	3,519,517.	4,375,769.
	c	Investments - corporate bonds STMT 9	1,110,591.	1,110,591.	1,040,431.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	298,255.	154,577.	109,904.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	3,798,730.	3,943,761.	5,041,582.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,060,081.	10,158,303.	11,997,543.
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	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	9,060,081.	10,158,303.	
	30	**Total net assets or fund balances**	9,060,081.	10,158,303.	
	31	**Total liabilities and net assets/fund balances**	9,060,081.	10,158,303.	

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	9,060,081.
2	Enter amount from Part I, line 27a	2	1,181,788.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,241,869.
5	Decreases not included in line 2 (itemize) ▶ NET TAX ADJUSTMENTS TO ALTERNATIVES	5	83,566.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,158,303.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,929,938.		1,366,469.	563,469.

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				
b				
c				
d				
e				563,469.

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	563,469.
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))
2013	451,948.	9,562,679.	.047262
2012	376,566.	9,146,753.	.041169
2011	344,283.	8,077,139.	.042624
2010	292,044.	6,852,678.	.042617
2009	345,028.	5,895,102.	.058528

2 Total of line 1, column (d)	2	.232200
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	.046440
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,086,454.
5 Multiply line 4 by line 3	5	514,855.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,941.
7 Add lines 5 and 6	7	520,796.
8 Enter qualifying distributions from Part XII, line 4	8	471,198.

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	11,882.
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	11,882.
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	11,882.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,949.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	18,949.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	5.
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	7,062.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	7,062.	**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)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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 2014 or the taxable year beginning in 2014 (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 ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST Telephone no. ▶516-508-9623

Located at ▶630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶10111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)* 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 2014?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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 STATEMENT 12		0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	10,539,833.
b	Average of monthly cash balances		1b	715,450.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,255,283.
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	11,255,283.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	168,829.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,086,454.
6	**Minimum investment return.** Enter 5% of line 5		6	554,323.

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	554,323.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 11,882.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b 3,060.		
c	Add lines 2a and 2b		2c	14,942.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	539,381.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	539,381.
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	539,381.

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	471,198.
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	471,198.
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	471,198.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				539,381.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			466,832.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 471,198.				
a Applied to 2013, but not more than line 2a			466,832.	
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 2014 distributable amount				4,366.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				535,015.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 .

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*				
CITY YEAR JACKSONVILLE 6 EAST BAY STREET, 2ND FLOOR JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	50,000.
COMMUNITIES IN SCHOOLS JACKSONVILLE 1 RIVERSIDE AVE #400 JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	45,000.
JACKSONVILLE PUBLIC EDUCATION FUND 245 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	50,000.
LOCAL INITIATIVES SUPPORT 10 WEST ADAMS ST, STE 100 JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	4,600.
ST. VINCENTS FOUNDATION 1 SHIRCLIFF WAY JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	380,700.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	51.	
4 Dividends and interest from securities			14	113,916.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	31,165.	
8 Gain or (loss) from sales of assets other than inventory			18	563,469.	
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.		708,601.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 708,601.

(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).
	NONE

423621
11-24-14

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 | Date 11-11-15 | Title Chairperson

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
MERILEEN LETZTER		11/10/15		P00336359

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

Firm's address ▶ 630 FIFTH AVENUE
NEW YORK, NY 10111

Phone no. 516-508-9623

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2014

Name of the organization

THE DIANNE & CHARLES RICE FAMILY FDN

Employer identification number

59-3701678

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

423451
11-05-14

Name of organization	Employer identification number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES E. RICE CLUT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 613,649.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CSX CORPORATION 500 WATER STREET C420 JACKSONVILLE, FL 32202	$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	DIANNE T RICE CLAT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 198,918.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	DIANNE T RICE CLUT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 155,945.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE DIANNE & CHARLES RICE FAMILY FDN	59-3701678

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

THE DIANNE & CHARLES RICE FAMILY FDN

Employer identification number

59-3701678

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc, contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

THE DIANNE & CHARLES RICE FAMILY FDN 59-3701678 PAGE 1 OF 1

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	
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	
c	PARTNERSHIP GAINS ST	P	VARIOUS	
d	PARTNERSHIP GAINS LT	P	VARIOUS	
e	PARTNERSHIP 1231 GAINS	P	VARIOUS	
f	PARTNERSHIP RECEIPTS	P	VARIOUS	
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	72,251.		75,761.	-3,510.
b	347,389.		328,726.	18,663.
c	17,340.			17,340.
d	353,430.			353,430.
e	26,973.			26,973.
f	961,982.		961,982.	0.
g	150,573.			150,573.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-3,510.
b				18,663.
c				17,340.
d				353,430.
e				26,973.
f				0.
g				150,573.
h				
i				
j				
k				
l				
m				
n				
o				

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	563,469.
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEACH FOR AMERICA 214 N. HOGAN ST, STE 6010 JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	25,000.
THE CATHEDRAL ARTS PROJECT INC 4063 SALISBURY RD, STE 107 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	25,000.
THE CATHEDRAL ARTS PROJECT INC 4063 SALISBURY RD, STE 107 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	10,000.
THE CUMMER MUSEUM OF ART 829 RIVERSIDE AVE JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	67,700.
THE GUARDIAN CATHOLIC SCHOOLS 4920 BRENTWOOD BLVD JACKSONVILLE, FL 32206	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	50,000.
THE ROBERTS ACADEMY 1140 MC DONALD PL LAKELAND, FL 33801	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	10,500.
THE SALVATION ARMY OF NORTHEAST FLORIDA 328 NORTH OCEAN STREET JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	17,900.
THE UNIVERSITY OF FLORIDA COLLEGE OF EDUCATION 1938 W. UNIVERSITY AVE GAINESVILLE, FL 32603	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	15,000.
Total from continuation sheets				221,100.

423631
05-01-14

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REGULAR INTEREST	51.	51.	
TOTAL TO PART I, LINE 3	51.	51.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	250,825.	150,573.	100,252.	100,252.	
LG II A HV DUFF LLC	9,933.	0.	9,933.	9,933.	
LG II A HV PLANT LLC	3,731.	0.	3,731.	3,731.	
LG III VP (DOMESTIC) BLOCKER LLC	0.	0.	0.	0.	
LGB II A HV BELL LLC	0.	0.	0.	0.	
TO PART I, LINE 4	264,489.	150,573.	113,916.	113,916.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INTEREST	13,951.	13,951.	
PARTNERSHIP DIVIDENDS	25,977.	25,977.	
PARTNERSHIP OTHER NONPASSIVE INCOME	1,731.	1,731.	
PARTNERSHIP ORDINARY/ALLOWED LOSS	-12,521.	-12,521.	
PARTNERSHIP NET ROYALTIES	687.	687.	
2012 FL REFUND	1,340.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,165.	29,825.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL ACCOUNTING FEES	1,379.	0.		1,379.
TO FORM 990-PF, PG 1, LN 16B	1,379.	0.		1,379.

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 FEES	7,850.	7,850.		0.
FINANCIAL SERVICE FEES	4,600.	0.		4,600.
TO FORM 990-PF, PG 1, LN 16C	12,450.	7,850.		4,600.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 BALANCE DUE WITH FORM 990-PF	5,000.	0.		0.
2013 4TH QUARTER ESTIMATE	3,000.	0.		0.
FLORIDA ANNUAL REPORT	61.	0.		61.
STATE TAX WH ON LP OWGREF IX	26.	26.		0.
FOREIGN TAXES PAID	842.	842.		0.
FOREIGN TAXES IN EXCESS OF WH	573.	0.		0.
FOREIGN TAXES PAID VIA PARTNERSHIPS	2,567.	2,567.		0.
2014 3RD QTR ESTIMATE 990-PF	1,900.	0.		0.
STATE TAX WH ON LP OWGREF	230.	230.		0.
TO FORM 990-PF, PG 1, LN 18	14,199.	3,665.		61.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL EXPENSES	3,825.	0.		3,825.
MEMBERSHIP FEES AND SEMINAR	24,001.	0.		24,001.
OTHER EXPENSES - TRAVEL AND OFFICER EXPENSES	5,672.	0.		5,672.
WIRE TRANSFER FEES	30.	0.		30.
WEB DESIGN	600.	0.		600.
ADR	70.	70.		0.
PARTNERSHIP CHARITY	330.	0.		330.
PARTNERSHIP INVESTMENT INTEREST	2,882.	2,882.		0.
PARTNERSHIP MISCELLANEOUS INVESTMENT EXPENSES	98,695.	98,695.		0.
PARTNERSHIP NONDEDUCTIBLE	492.	0.		0.
TO FORM 990-PF, PG 1, LN 23	136,597.	101,647.		34,458.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-U S LARGE CAP	363,901.	489,328.
SCHEDULE ATTACHED-LARGE CAP STRATEGIES	1,284,521.	1,667,939.
SCHEDULE ATTACHED-NON US LARGE CAP	280,881.	278,143.
SCHEDULE ATTACHED-GLOBAL SMALL & MIDCAP	627,194.	899,414.
SCHEDULE ATTACHED-GLOBAL OPPORTUNITIES	963,020.	1,040,945.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,519,517.	4,375,769.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-FIXED	1,110,591.	1,040,431.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,110,591.	1,040,431.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-REAL RETURN COMMODITIES	COST	154,577.	109,904.
TOTAL TO FORM 990-PF, PART II, LINE 13		154,577.	109,904.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED ALTERNATIVES AT BESSEMER	2,288,337.	2,281,104.	3,437,352.
OTHER ALTERNATIVES	1,510,393.	1,662,657.	1,604,230.
TO FORM 990-PF, PART II, LINE 15	3,798,730.	3,943,761.	5,041,582.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CELESTE RICE DONOVAN C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	CEO/DIRECTOR 20.00	0.	0.	0.
DIANNE T RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
C DANIEL RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
JULIE F RICE C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
MICHELLE RICE MITCHELL TO 2/16/12 C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
THOMAS MITCHELL C/O BESSEMER TR,801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE RICE FAMILY FOUNDATION INC, C/O CELESTE RICE DONOVAN
BESSEMER TR, 801 BRICKELL AVENUE
MIAMI, FL 33131

TELEPHONE NUMBER

305-372-5005

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION FORM. THE APPLICATION SHOULD INCLUDE THE FOLLOWING AS STATED IN THE ATTACHED.

ANY SUBMISSION DEADLINES

PROPOSALS ARE DUE FEB 1 FOR CONSIDERATION AT THE SPRING BOARD MEETING.
PROPOSALS ARE DUE AUG 1 FOR CONSIDERATION AT THE FALL BOARD MEETING.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED ON GRANT RESTRICTIONS.

ATTACHMENT TO PART XV

Grant Application Guidelines:

The Foundation has no formal application form. However, the application should include the following information, with supporting documentation:

1. The purpose and history of the organization, what you are trying to accomplish and what organizations you partner with to do your work.
2. The specific project to be funded.
3. The problem, need or issue to be addressed by the project, and the outcomes expected.
4. The population to be benefited.
5. The amount requested.
6. The background and research that have led to the development of the proposal.
7. The specific goals and objectives to be achieved and the approach and methods to be used.
8. A detailed project budget and time-line, including narrative where appropriate.
9. Other sources of expected funding and plan for follow-up funding.
10. An evaluation plan. What outcomes do you hope to achieve with the help of this grant? How will you measure them? How will you report results achieved?
11. The names, qualifications and experience of the key personnel who will be responsible for the program.
12. A copy of the organization's most recent audited financial statements, and most recent IRS Form 990 or 990EZ.
13. A copy of the current operating budget.
14. If applicable, a copy of the IRS documents confirming the organization's status a tax-exempt pursuant to Section 501 (c) (3).
15. A list of your organization's board of directors and their community and professional affiliations.
16. Any recent printed materials, including annual report, media clippings, etc. (no more than 5 pages).

Grant Restrictions:

In general, the Foundation does not make grants to endowments, individuals, fund raising events, legislative initiatives or for edradication of deficits or loans. Capital campaign requests will be considered on a very lmited basis. All inquiries will be considered in the context of the Foundation's funding priorities, its available resources, existing commitments and the strength of the proposed project or program.

In case a grant request is denied, reapplication on the same grant request will not likely be considered within the same fiscal year. However, denial of a grant request does not prohibit the submission of other requests on different projects or on other subjects within the same or later fiscal years.

The Foundation supports challenge or matching grants. There are no discretionary grants by individual board members.

Unfortunately, the Foundation cannot support many of the worthwhile agencies seeking assistance each year, even when the proposed activities are within the specified guidelines.

Account Summary

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ADJUSTED

DIANNE & CHARLES RICE FAM FDTN IMA	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$1,399,645	$1,399,645	13 5%	$0	0 0%	$139	0 01%
FIXED INCOME	$1,110,591	$1,040,431	10 0%	($70,160)	(6 3%)	$16,364	1 57%
LARGE CAP CORE - U S	$363,901	$489,328	4 7%	$125,408	34 5%	$7,411	1 51%
LARGE CAP CORE - NON U S	$280,881	$278,143	2 7%	($2,739)	(1 0%)	$8,139	2 93%
LARGE CAP STRATEGIES	$1,284,521	$1,667,939	16 1%	$383,417	29 8%	$12,545	0 75%
SMALL & MID CAP	$627,194	$899,414	8 7%	$272,220	43 4%	$7,208	0 80%
STRATEGIC OPPORTUNITIES	$963,020	$1,040,945	10 0%	$77,924	8 1%	$23,863	2 29%
REAL RETURN/COMMODITIES	$154,577	$109,904	1 1%	($44,672)	(28 9%)	$309	0 28%
ALTERNATIVE INVESTMENTS	$2,281,104	$3,437,352	33 2%	$576,919	20 2%	$0	0 00%
Total	**$8,465,434**	**$10,363,101**	**100.0%**	**$1,318,317**	**14.6%**	**$75,978**	**0.73%**

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 Feb 6, 2015 by Kalwachwadmin
Version 10 1 1 5

Account Analysis

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Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA CASH						
AND SHORT TERM						
CASH	$0	$0	0 0%	0 0%	$0	
CASH EQUIVALENTS	$1,399,645	$1,399,645	100 0%	13 5%	$139	0 01%
Total CASH AND SHORT TERM	**$1,399,645**	**$1,399,645**	**100.0%**	**13.5%**	**$139**	**0.01%**
FIXED INCOME						
BOND FUNDS	$1,110,591	$1,040,431	100 0%	10 0%	$16,364	1 57%
Total FIXED INCOME	**$1,110,591**	**$1,040,431**	**100.0%**	**10.0%**	**$16,364**	**1.57%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$63,519	$89,627	18 3%	0 9%	$1,121	1 25%
INDUSTRIALS	$69,361	$81,916	16 7%	0 8%	$1,312	1 60%
HEALTH CARE	$67,852	$99,101	20 3%	1 0%	$1,279	1 29%
FINANCIALS	$47,092	$65,234	13 3%	0 6%	$855	1 31%
CONSUMER STAPLES	$9,202	$18,332	3 7%	0 2%	$421	2 30%
CONSUMER DISCRETIONARY	$72,716	$93,062	19 0%	0.9%	$1,201	1 29%
ENERGY	$15,908	$18,071	3 7%	0 2%	$664	3 67%
UTILITIES	$18,251	$23,985	4 9%	0 2%	$558	2 33%
Total LARGE CAP CORE - U.S.	**$363,901**	**$489,328**	**100.0%**	**4.7%**	**$7,411**	**1.51%**
LARGE CAP CORE - NON U.S.						
INFORMATION TECHNOLOGY	$17,491	$16,902	6 1%	0 2%	$200	1 18%
INDUSTRIALS	$15,071	$15,086	5 4%	0 1%	$478	3 17%
TELECOM SERVICES	$32,566	$38,450	13 8%	0 4%	$796	2 07%
HEALTH CARE	$14,513	$14,197	5 1%	0 1%	$529	3 73%
FINANCIALS	$80,022	$77,778	28 0%	0 8%	$2,392	3 08%
CONSUMER STAPLES	$57,508	$53,126	19 1%	0 5%	$2,199	4 14%
MATERIALS	$7,050	$7,548	2 7%	0 1%	$153	2 03%
CONSUMER DISCRETIONARY	$40,748	$38,016	13 7%	0 4%	$954	2 51%
ENERGY	$7,333	$7,533	2 7%	0 1%	$322	4 27%
UTILITIES	$8,579	$9,507	3 4%	0 1%	$116	1 22%

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Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA LARGE CAP CORE - NON U.S.						
Total LARGE CAP CORE - NON U.S.	**$280,881**	**$278,143**	**100.0%**	**2.7%**	**$8,139**	**2.93%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$1,284,521	$1,667,939	100 0%	16 1%	$12,545	0 75%
Total LARGE CAP STRATEGIES	**$1,284,521**	**$1,667,939**	**100.0%**	**16.1%**	**$12,545**	**0.75%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$627,194	$899,414	100 0%	8 7%	$7,208	0 80%
Total SMALL & MID CAP	**$627,194**	**$899,414**	**100.0%**	**8.7%**	**$7,208**	**0.80%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$963,020	$1,040,945	100 0%	10 0%	$23,863	2 29%
Total STRATEGIC OPPORTUNITIES	**$963,020**	**$1,040,945**	**100.0%**	**10.0%**	**$23,863**	**2.29%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$154,577	$109,904	100 0%	1 1%	$309	0 28%
Total REAL RETURN/COMMODITIES	**$154,577**	**$109,904**	**100.0%**	**1.1%**	**$309**	**0.28%**
ALTERNATIVE INVESTMENTS						
PRIVATE EQUITY FUNDS	$1,001,574	$1,595,340	46 4%	15 4%	$0	0 00%
REAL ESTATE FUNDS	$329,530	$460,464	13 4%	4 4%	$0	0 00%
HEDGE FUNDS	$950,000	$1,381,548	40 2%	13 3%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$2,281,104**	**$3,437,352**	**100.0%**	**33.2%**	**$0**	**0.00%**
Total 9D3J63	**$8,465,434**	**$10,363,101**		**100.0%**	**$75,978**	**0.73%**

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DIANNE & CHARLES RICE FAM FDTN IMA

CASH AND SHORT TERM

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											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999996	NET CASH		0 000	$0.00	$0	$0 000	$0	0 0%	$0	$0	
Total CASH					**$0**		**$0**	**0.0%**	**$0**	**$0**	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		1,399,645 540	$1 00	$1,399,645	$1 000	$1,399,645	100 0%	$0	$139	0 01%
Total CASH EQUIVALENTS					**$1,399,645**		**$1,399,645**	**100.0%**	**$0**	**$139**	**0.01%**
Total CASH AND SHORT TERM					**$1,399,645**		**$1,399,645**	**100.0%**	**$0**	**$139**	**0.01%**

FIXED INCOME

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
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	92,978.653	$11 94	$1,110,591	$11 190	$1,040,431	100 0%	($70,160)	$16,364	1 57%
Total BOND FUNDS					**$1,110,591**		**$1,040,431**	**100.0%**	**($70,160)**	**$16,364**	**1.57%**
Total FIXED INCOME					**$1,110,591**		**$1,040,431**	**100.0%**	**($70,160)**	**$16,364**	**1.57%**

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
INFORMATION TECHNOLOGY											
806047	APPLE INC	037833100	280.000	$69 03	$19,329	$110 379	$30,906	6 3%	$11,576	$526	1 70%
867793	QUALCOMM INC	747525103	250 000	$63 20	$15,799	$74 328	$18,582	3 8%	$2,782	$420	2 26%
879213	TERADATA CORP	88076W103	325 000	$42 73	$13,887	$43 680	$14,196	2 9%	$308	$0	0 00%
904587	AVAGO TECHNOLOGIES	Y0486S104	125 000	$34 72	$4,340	$100 584	$12,573	2 6%	$8,233	$175	1 39%
904729	NXP SEMICONDUCTORS NV	N6596X109	175 000	$58 08	$10,164	$76 400	$13,370	2 7%	$3,205	$0	0 00%
Total INFORMATION TECHNOLOGY					**$63,519**		**$89,627**	**18.3%**	**$26,104**	**$1,121**	**1.24%**
INDUSTRIALS											
822050	CUMMINS INC	231021106	40 000	$128 80	$5,152	$144 150	$5,766	1 2%	$613	$124	2 15%
841546	ILLINOIS TOOL WORKS INC	452308109	75 000	$62 28	$4,671	$94 693	$7,102	1 5%	$2,431	$145	2 04%

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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											
844965	KIRBY CORP	497266106	85 000	$116 20	$9,877	$80 729	$6,862	1 4%	($3,014)	$0	0 00%
868076	RAYTHEON CO NEW	755111507	210 000	$95 91	$20,141	$108 167	$22,715	4 6%	$2,574	$508	2 24%
882670	UNION PACIFIC CORP	907818108	180 000	$79 12	$14,241	$119 128	$21,443	4 4%	$7,201	$360	1 68%
884757	UNITED RENTALS INC	911363109	100 000	$95 46	$9,546	$102 010	$10,201	2 1%	$654	$0	0 00%
904606	NIELSEN N V EUR 0 07	N63218106	175 000	$32 76	$5,733	$44 726	$7,827	1 6%	$2,094	$175	2 24%
Total INDUSTRIALS					**$69,361**		**$81,916**	**16.7%**	**$12,553**	**$1,312**	**1.85%**
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	275 000	$50 71	$13,946	$88 829	$24,428	5 0%	$10,481	$275	1 13%
854800	MYLAN INC	628530107	400 000	$43 06	$17,224	$56.370	$22,548	4 6%	$5,323	$0	0 00%
864075	PFIZER INC	717081103	725 000	$29.76	$21,573	$31 149	$22,583	4 6%	$1,010	$812	3 60%
880100	THERMO FISHER SCIENTIFIC	883556102	100 000	$57 20	$5,720	$125 290	$12,529	2 6%	$6,808	$60	0 48%
888967	ZIMMER HLDGS INC	98956P102	150 000	$62 59	$9,389	$113 420	$17,013	3 5%	$7,623	$132	0 78%
Total HEALTH CARE					**$67,852**		**$99,101**	**20.3%**	**$31,245**	**$1,279**	**1.60%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	200 000	$40 96	$8,193	$56 010	$11,202	2 3%	$3,008	$100	0 89%
817156	CITIGROUP INC	172967424	200 000	$29 62	$5,925	$54 110	$10,822	2 2%	$4,896	$8	0 07%
844581	KEYCORP NEW	493267108	1,375 000	$13 37	$18,387	$13 900	$19,112	3 9%	$725	$357	1 87%
854169	MORGAN STANLEY GRP INC	617446448	325 000	$29 57	$9,611	$38 800	$12,610	2 6%	$2,998	$130	1 03%
986524	ACE LIMITED	H0023R105	100 000	$49 76	$4,976	$114 880	$11,488	2 3%	$6,511	$260	2 26%
Total FINANCIALS					**$47,092**		**$65,234**	**13.3%**	**$18,138**	**$855**	**2.27%**
CONSUMER STAPLES											
822151	CVS HEALTH CORP	126650100	125 000	$37 82	$4,728	$96 304	$12,038	2 5%	$7,310	$175	1 45%
846942	LORILLARD INC COM	544147101	100 000	$44 74	$4,474	$62 940	$6,294	1 3%	$1,819	$246	3 91%
Total CONSUMER STAPLES					**$9,202**		**$18,332**	**3.7%**	**$9,129**	**$421**	**3.67%**
CONSUMER DISCRETIONARY											

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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
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	325 000	$45 27	$14,712	$70 698	$22,977	4 7%	$8,265	$0	0 00%
846206	L BRANDS INC	501797104	125 000	$55 39	$6,924	$86 544	$10,818	2 2%	$3,894	$170	1 57%
848064	MACY'S INC	55616P104	195 000	$33 73	$6,578	$65 749	$12,821	2 6%	$6,242	$243	1 90%
858398	NIKE INC CL B	654106103	175 000	$84 18	$14,731	$96 149	$16,826	3 4%	$2,094	$196	1 16%
885274	VIACOM INC CL B NEW	92553P201	200 000	$78 06	$15,612	$75 250	$15,050	3 1%	($562)	$264	1 75%
888827	YUM BRANDS INC	988498101	200 000	$70 80	$14,159	$72 850	$14,570	3 0%	$410	$328	2 25%
Total CONSUMER DISCRETIONARY					**$72,716**		**$93,062**	**19.0%**	**$20,343**	**$1,201**	**1.64%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	190 000	$57 43	$10,912	$69 058	$13,121	2 7%	$2,209	$554	4 22%
885056	VALERO ENERGY NEW	91913Y100	100 000	$49 96	$4,996	$49 500	$4,950	1 0%	($46)	$110	2 22%
Total ENERGY					**$15,908**		**$18,071**	**3.7%**	**$2,163**	**$664**	**3.85%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	450.000	$40 56	$18,251	$53 300	$23,985	4 9%	$5,733	$558	2 33%
Total UTILITIES					**$18,251**		**$23,985**	**4.9%**	**$5,733**	**$558**	**2.01%**
Total LARGE CAP CORE - U.S.					**$363,901**		**$489,328**	**100.0%**	**$125,408**	**$7,411**	**1.51%**

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
INFORMATION TECHNOLOGY											
924950	HITACHI LTD ADR	433578507	225 000	$77 74	$17,491	$75 120	$16,902	6 1%	($588)	$200	1 18%
Total INFORMATION TECHNOLOGY					**$17,491**		**$16,902**	**6.1%**	**($588)**	**$200**	**1.24%**
INDUSTRIALS											
927371	ITOCHU CORP ADR	465717106	700 000	$21 53	$15,071	$21 551	$15,086	5 4%	$15	$478	3 17%
Total INDUSTRIALS					**$15,071**		**$15,086**	**5.4%**	**$15**	**$478**	**1.85%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	315 000	$56 77	$17,883	$58 708	$18,493	6 6%	$610	$347	1 88%

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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											
904018	KDDI CORP ADR	48667L106	800 000	$8 67	$6,933	$15 924	$12,739	4 6%	$5,805	$210	1 65%
905147	TIM PARTICIPACOES SA ADR	88706P205	325 000	$23 85	$7,750	$22 209	$7,218	2 6%	($532)	$239	3 31%
Total TELECOM SERVICES					**$32,566**		**$38,450**	**13.8%**	**$5,883**	**$796**	**2.07%**
HEALTH CARE											
902926	ASTRAZENECA PLC	GB0009895292/ 0989529	200 000	$72 56	$14,513	$70 985	$14,197	5 1%	($315)	$529	3 73%
Total HEALTH CARE					**$14,513**		**$14,197**	**5.1%**	**($315)**	**$529**	**1.60%**
FINANCIALS											
906108	WHARF HOLDINGS ADR	962257408	625 000	$12 27	$7,670	$14 442	$9,026	3 2%	$1,356	$252	2 79%
906631	RSA INS GRP INC SPON ADR	74971A206	1,750 000	$9 43	$16,499	$6 783	$11,870	4 3%	($4,629)	$292	2 46%
906904	SKANDINAVISKA ENSKILDA ADR	830505301	450 000	$11 72	$5,276	$12 716	$5,722	2 1%	$446	$211	3 69%
911583	DBS GROUP HLDGS LTD ADR	23304Y100	300 000	$52 11	$15,633	$62 183	$18,655	6 7%	$3,022	$540	2 89%
915065	BNP PARIBAS SPON ADR	05565A202	275 000	$26 18	$7,200	$29 804	$8,196	2 9%	$995	$196	2 39%
925099	HSBC HLDGS PLC ADR	404280406	300 000	$50 52	$15,155	$47 230	$14,169	5 1%	($986)	$735	5 19%
979742	ORIX CORP	JP3200450009/ 6661144	800 000	$15 74	$12,589	$12 675	$10,140	3 6%	($2,448)	$166	1 64%
Total FINANCIALS					**$80,022**		**$77,778**	**28.0%**	**($2,244)**	**$2,392**	**2.27%**
CONSUMER STAPLES											
906756	WILMAR INTERNATIONAL ADR	971433107	425 000	$26 56	$11,286	$24 449	$10,391	3 7%	($894)	$228	2 19%
906774	UNILEVER NV	NL0000009355/ B12T3J1	350 000	$38 31	$13,407	$39 497	$13,824	5 0%	$416	$482	3 49%
913104	SVENSKA CL AKTIBLGT ADR	869587402	300 000	$26 39	$7,918	$21 573	$6,472	2 3%	($1,445)	$177	2 73%
926008	IMPERIAL TOBACCO LT ADR	453142101	145 000	$72 41	$10,499	$88 434	$12,823	4 6%	$2,324	$601	4 69%
929992	J SAINSBURY SPN ADR NEW	466249208	625 000	$23 04	$14,398	$15 386	$9,616	3 5%	($4,782)	$711	7 39%
Total CONSUMER STAPLES					**$57,508**		**$53,126**	**19.1%**	**($4,381)**	**$2,199**	**3.67%**
MATERIALS											

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Secunty no	Secunty 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 - NON U.S.											
MATERIALS											
906497	SUMITOMO METAL MIN CO LTD	86563T104	500 000	$14 10	$7,050	$15.096	$7,548	2 7%	$497	$153	2 03%
Total MATERIALS					**$7,050**		**$7,548**	**2.7%**	**$497**	**$153**	**2.03%**
CONSUMER DISCRETIONARY											
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	200 000	$37 66	$7,532	$26 340	$5,268	1 9%	($2,264)	$169	3 21%
905543	PANDORA A/S ADR	698341104	350 000	$16 20	$5,671	$20 494	$7,173	2 6%	$1,501	$69	0 96%
905651	SKY PLC ADR	83084V106	275 000	$62 68	$17,236	$56 069	$15,419	5 5%	($1,817)	$565	3 66%
968661	BRIDGESTONE CORP ADR	108441205	580 000	$17 77	$10,309	$17 510	$10,156	3 7%	($153)	$151	1 49%
Total CONSUMER DISCRETIONARY					**$40,748**		**$38,016**	**13.7%**	**($2,733)**	**$954**	**1.64%**
ENERGY											
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	93 000	$78 85	$7,333	$81 000	$7,533	2 7%	$200	$322	4 27%
Total ENERGY					**$7,333**		**$7,533**	**2.7%**	**$200**	**$322**	**3.85%**
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	437 000	$19.63	$8,579	$21 755	$9,507	3 4%	$927	$116	1 22%
Total UTILITIES					**$8,579**		**$9,507**	**3.4%**	**$927**	**$116**	**2.01%**
Total LARGE CAP CORE - NON U.S.					**$280,881**		**$278,143**	**100.0%**	**($2,739)**	**$8,139**	**2.93%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	129,197 470	$9.94	$1,284,521	$12 910	$1,667,939	100 0%	$383,417	$12,545	0 75%
Total LARGE CAP STRATEGIES FUNDS					**$1,284,521**		**$1,667,939**	**100.0%**	**$383,417**	**$12,545**	**0.75%**
Total LARGE CAP STRATEGIES					**$1,284,521**		**$1,667,939**	**100.0%**	**$383,417**	**$12,545**	**0.75%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	55,450 949	$11 31	$627,194	$16 220	$899,414	100 0%	$272,220	$7,208	0 80%
Total SMALL & MID CAP FUNDS					**$627,194**		**$899,414**	**100.0%**	**$272,220**	**$7,208**	**0.80%**

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA											
SMALL & MID CAP											
Total SMALL & MID CAP					**$627,194**		**$899,414**	**100.0%**	**$272,220**	**$7,208**	**0.80%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW STRATEGIC OPPTYS FUND	680414802	137,146 941	$7 02	$963,020	$7 590	$1,040,945	100 0%	$77,924	$23,863	2 29%
Total STRATEGIC OPPORTUNITIES FUNDS					**$963,020**		**$1,040,945**	**100.0%**	**$77,924**	**$23,863**	**2.29%**
Total STRATEGIC OPPORTUNITIES					**$963,020**		**$1,040,945**	**100.0%**	**$77,924**	**$23,863**	**2.29%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	15,457 717	$10 00	$154,577	$7 110	$109,904	100 0%	($44,672)	$309	0 28%
Total REAL RETURN FUNDS					**$154,577**		**$109,904**	**100.0%**	**($44,672)**	**$309**	**0.28%**
Total REAL RETURN/COMMODITIES					**$154,577**		**$109,904**	**100.0%**	**($44,672)**	**$309**	**0.28%**
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY FUNDS											
091594	OW PRIV EQUITY FUND IX	5PEF91910	458,874 170		$339,039	$0 967	$443,731	12 9%	$31,287	$0	0 00%
098743	OW PRIV EQUITY FD X	5PE101910	625,713 750		$317,143	$1 214	$759,616	22 1%	$134,801	$0	0 00%
706382	OW PRIV EQUITY FUND XI	5PE111919	275,634.470		$264,097	$1 121	$308,986	9 0%	$12,241	$0	0 00%
709476	OW PRIV EQUITY FUND XII	5PE121934	85,311 110		$81,294	$0 973	$83,007	2 4%	($11,317)	$0	0 00%
713336	OW PRIV EQ FD XIII T3	5PE131925	0.010		$0	$0 000	$0	0 0%	$0	$0	
Total PRIVATE EQUITY FUNDS					**$1,001,574**		**$1,595,340**	**46.4%**	**$167,012**	**$0**	**0.00%**
REAL ESTATE FUNDS											
092700	OW GLOBAL RE FUND	5GREF1912	357,682 760		$287,955	$0 956	$341,944	9 9%	($3,926)	$0	0 00%
708629	OW GLOBAL RE FUND II	5GRII2926	116,424 530		$41,575	$1 018	$118,520	3 4%	($17,715)	$0	0 00%
Total REAL ESTATE FUNDS					**$329,530**		**$460,464**	**13.4%**	**($21,641)**	**$0**	**0.00%**
HEDGE FUNDS											

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ALTERNATIVE INVESTMENTS

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
HEDGE FUNDS											
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	403 844	$1,238 10	$500,000	$1,856.323	$749,665	21 8%	$249,665	$0	0 00%
906255	5TH AVE SP SIT OFFSH C-S1	5SSOF59A4	244 595	$1,839 78	$450,000	$2,583 385	$631,883	18 4%	$181,883	$0	0 00%
Total HEDGE FUNDS					**$950,000**		**$1,381,548**	**40.2%**	**$431,548**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					**$2,281,104**		**$3,437,352**	**100.0%**	**$576,919**	**$0**	**0.00%**
Total					**$8,465,434**		**$10,363,101**		**$1,318,317**	**$75,978**	**0.73%**

ATTACHMENT TO STATEMENT 11

	Book Value	FMV
Cash- Checking not Held at Bessemer	30,212 19	30,212 19
Other Alternatives		
LGB II A	323,748.00	60,825.00
LGB II A AIV	4,602 00	37,064.00
LG III LP	182,286 00	230,449.00
LG III CR AIV LP	172,701.00	192,399.00
LLR Caymans	0.00	57 00
LLR EQUITY III	374,374.00	348,058 00
LGB II A CR LP	0.00	1,932 00
LG III REIT AIV LP	68,452 00	133,287 00
LG III FORM ENERGY	36,402 00	36,402.00
TIFF PEP 2005	277,314 00	340,979 00
LGB II AIV Blockers	11,415 00	11,415.00
LGB III AIV Blockers	139,118 00	139,118 00
LG III AIV DT Blocker	72,245.00	72,245 00
Total	1,662,657.00	1,604,230 00

Attachments to Partnership Income

INTEREST INCOME STATEMENT 1

DESCRIPTION	U.S. INTEREST	OTHER TAXABLE INTEREST
16 TIFF PRIVATE EQUITY - ORDINARY INTEREST		3,676.
11 OLD WESTBURY PE FD 9 - ORDINARY INTEREST		736.
6 LLR EQUITY PARTNERS - ORDINARY INTEREST		620.
10 OLD WESTBURY GLOBAL RE FD LLC - ORDINARY INTEREST		1,646.
12 OLD WESTBURY PE FD 10 - ORDINARY INTEREST		2,127.
3 LINDSAY GOLDBERG III - ORDINARY INTEREST		879.
4 LINDSAY GOLBERG III CR AIV - ORDINARY INTEREST		185.
13 OLD WESTBURY PE FD 11 LLC - ORDINARY INTEREST		263.
5 LLR III CAYMANS LP - ORDINARY INTEREST		2,563.
9 LGIII FORMATION ENERGY HV LP - ORDINARY INTEREST		886.
14 OLD WESTBURY PE FUND 12 - ORDINARY INTEREST		37.
15 OLD WESTBURY RE FD II - ORDINARY INTEREST		333.
SUBTOTALS		13,951.
TOTAL		13,951.

DIVIDEND INCOME STATEMENT 2

DESCRIPTION	U.S. INTEREST	QUALIFYING DIVIDENDS	ORDINARY DIVIDENDS
16 TIFF PRIVATE EQUITY			2,585.
11 OLD WESTBURY PE FD 9			8,081.
10 OLD WESTBURY GLOBAL RE FD LLC			1,516.
12 OLD WESTBURY PE FD 10			6,476.
3 LINDSAY GOLDBERG III			1,000.
4 LINDSAY GOLBERG III CR AIV			5,244.
13 OLD WESTBURY PE FD 11 LLC			203.
15 OLD WESTBURY RE FD II			872.
SUBTOTALS			25,977.
TOTAL			25,977.

SUMMARY OF FOREIGN TAXES PAID OR ACCRUED STATEMENT 13

PASSIVE INCOME

DATE PAID	DATE ACCRUED	TAX STATED IN FOREIGN CURRENCY	TAX STATED IN U.S. DOLLARS DIVIDEND	RENT/ROYALTY	INTEREST	OTHER
VARIOUS		0.				100.
VARIOUS		0.				17.
VARIOUS		0.				2,289.
VARIOUS		0.				34.
VARIOUS		0.				76.
VARIOUS		0.				3.
VARIOUS		0.				48.
						2,567.

TOTAL TO FORM 1116, PART II, LINE 8 2,567.