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Return of Private Foundation

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

2016

Department of the Treasury
Internal Revenue Service

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

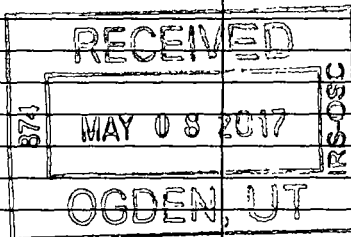
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE ROXE FOUNDATION		A Employer identification number 06-1480884
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVENUE	Room/suite	B Telephone number 516-508-9623
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,896,923.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	43,688.	43,688.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	53,290.			
b Gross sales price for all assets on line 6a	1,033,832.			
7 Capital gain net income (from Part IV, line 2)		53,290.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	96,978.	96,978.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	25,000.	0.		25,000.
15 Pension plans, employee benefits	2,885.	0.		2,885.
16a Legal fees				
b Accounting fees	5,009.	0.		5,009.
c Other professional fees	15,978.	15,978.		0.
17 Interest				
18 Taxes	1,909.	123.		0.
19 Depreciation and depletion				
20 Occupancy	26,531.	0.		26,531.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	2,118.	0.		2,118.
24 Total operating and administrative expenses. Add lines 13 through 23	79,430.	16,101.		61,543.
25 Contributions, gifts, grants paid	338,023.			338,023.
26 Total expenses and disbursements. Add lines 24 and 25	417,453.	16,101.		399,566.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	<320,475.>			
b Net investment income (if negative, enter -0-)		80,877.		
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	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			99,481.	212,756.	212,756.
	3 Accounts receivable	5,135.				
	Less: allowance for doubtful accounts				5,135.	5,135.
	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 6		2,226,598.	1,781,213.	2,064,398.
	c Investments - corporate bonds	STMT 7		624,418.	624,418.	614,634.
	11 Investments land, buildings, and equipment basis					
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment; basis						
Less accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,950,497.	2,623,522.	2,896,923.	
Liabilities	17 Accounts payable and accrued expenses		6,500.			
	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)			6,500.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds			2,943,997.	2,623,522.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30 Total net assets or fund balances			2,943,997.	2,623,522.		
31 Total liabilities and net assets/fund balances			2,950,497.	2,623,522.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,943,997.
2 Enter amount from Part I, line 27a	2	<320,475.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	2,623,522.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,623,522.

Form 990-PF (2016)

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 CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 225,799.		227,458.	<1,659.>
b 801,736.		753,084.	48,652.
c 6,297.			6,297.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<1,659.>
b			48,652.
c			6,297.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	53,290.
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))
2015	386,093.	3,334,282.	.115795
2014	319,917.	3,553,042.	.090040
2013	340,269.	3,540,307.	.096113
2012	430,762.	3,579,901.	.120328
2011	390,054.	4,093,286.	.095291

2 Total of line 1, column (d)	2	.517567
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	.103513
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,928,961.
5 Multiply line 4 by line 3	5	303,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	809.
7 Add lines 5 and 6	7	303,995.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	399,566.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	809.
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	809.
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	809.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,113.
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	3,113.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	2,304.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 2,304. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of BESSEMER TRUST COMPANY 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		<input type="checkbox"/>
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH D. ROXE C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE / .CHM 8.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	2,824,088.
b	Average of monthly cash balances	1b	149,476.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,973,564.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,973,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,603.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,928,961.
6	Minimum investment return. Enter 5% of line 5	6	146,448.

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	146,448.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	809.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	809.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	145,639.
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	145,639.

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	399,566.
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	399,566.
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	809.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	398,757.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				145,639.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	391,691.			
b From 2012	252,118.			
c From 2013	171,229.			
d From 2014	145,635.			
e From 2015	225,413.			
f Total of lines 3a through e	1,186,086.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	399,566.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				145,639.
e Remaining amount distributed out of corpus	253,927.			
5 Excess distributions carryover applied to 2016 (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	1,440,013.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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 2011 not applied on line 5 or line 7	391,691.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,048,322.			
10 Analysis of line 9:				
a Excess from 2012	252,118.			
b Excess from 2013	171,229.			
c Excess from 2014	145,635.			
d Excess from 2015	225,413.			
e Excess from 2016	253,927.			

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 2016, 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)

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

Table with 5 columns: Tax year (a) 2016, (b) 2015, Prior 3 years (c) 2014, (d) 2013, (e) Total. Rows include 2b, 2c, 2d, 2e, 3a, 3b, 3c(1-4).

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).)

JOSEPH D. ROXE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITY	GENERAL	338,023.
Total			▶ 3a	338,023.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5 Net rental income or (loss) from real estate; 6 Net rental income or (loss) from personal property; 7 Other investment income; 8 Gain or (loss) from sales of assets other than inventory; 9 Net income or (loss) from special events; 10 Gross profit or (loss) from sales of inventory; 11 Other revenue; 12 Subtotal; 13 Total.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: 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

Table with columns for question number, description, and Yes/No boxes. Contains questions 1a through 1d regarding transfers and sharing of facilities.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly empty with 'N/A' in row 1.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is mostly empty with 'N/A' in row 1.

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.

Form section for Paid Preparer Use Only. Fields include: Preparer's name (LAI NGOR YEE), Signature (Lai Ngor Yee), Date (4/24/17), Firm's name (BESSEMER TRUST), Firm's EIN (13-2792165), Firm's address (630 FIFTH AVENUE, NEW YORK, NY 10111), and Phone no. ((212) 708-9216).

May the IRS discuss this return with the preparer shown below (see instr 1)? [X] Yes [] No

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	74.	0.	74.	74.	
BESSEMER TRUST CAP GAIN DIV	6,297.	6,297.	0.	0.	
BESSEMER TRUST DIV	43,614.	0.	43,614.	43,614.	
TO PART I, LINE 4	49,985.	6,297.	43,688.	43,688.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEE	2,009.	0.		2,009.
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	5,009.	0.		5,009.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	15,978.	15,978.		0.
TO FORM 990-PF, PG 1, LN 16C	15,978.	15,978.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	123.	123.			0.
FOREIGN TAX WITHHELD IN EXCESS	286.	0.			0.
EXCISE TAX DUE	1,500.	0.			0.
TO FORM 990-PF, PG 1, LN 18	1,909.	123.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INTERNET/ COMPUTER SERVICES	1,618.	0.			1,618.
ANNUAL FILING FEE	500.	0.			500.
TO FORM 990-PF, PG 1, LN 23	2,118.	0.			2,118.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCKS	1,781,213.	2,064,398.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,781,213.	2,064,398.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE BONDS	624,418.	614,634.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	624,418.	614,634.		

Trade date basis

Account Holdings

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.250%	212,756.06	\$1.00	\$212,756	\$1,000	\$212,755	100.0%		\$531	0.25%
Total cash and short term			\$212,756		\$212,755	100.0%		\$531	

Fixed Income

Funds

OW FIXED INCOME FUND (OWFIX)	55,623.05	\$11.23	\$624,418	\$11,050	\$614,634	100.0%	(\$9,784)	\$8,176	1.33%
BOOK COST 624,492									
Total fixed income			\$624,418		\$614,634	100.0%	(\$9,784)	\$8,176	1.33%

Large Cap Core - U.S.

Consumer discretionary

AMAZON COM INC (AMZN)	2	\$770.00	\$1,540	\$749,870	\$1,499	1.7%	(\$41)		
ARAMARK (ARMK)	65	35.57	2,312	35,720	2,321	2.7	9	26	1.15
CBS CORP CL B NEW (CBS)	35	55.20	1,932	63,620	2,226	2.6	294	25	1.13
COMCAST CORP CL A NEW (CMCSA)	35	54.11	1,894	69,050	2,416	2.8	522	38	1.59
DOLLAR GENERAL CORP (DG)	30	43.53	1,306	74,070	2,222	2.6	916	30	1.35
LOWES COS INC (LOW)	30	76.97	2,309	71,120	2,133	2.5	(176)	42	1.97
MOHAWK INDUSTRIES INC (MHK)	10	192.30	1,923	199,680	1,996	2.3	73		
NIKE INC CL B (NKE)	35	43.20	1,512	50,830	1,779	2.1	267	25	1.42

ROXE FOUNDATION -

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary - continued									
ROYAL CARIBBEAN CRUISES LD (RCL)	20	74.85	1,497	82,040	1,640	1.9%	143	38	2.34%
Total Consumer discretionary			\$16,225		\$18,232	21.2%	\$2,007	\$224	1.23%
Consumer staples									
CVS HEALTH CORP (CVS)	30	\$57.07	\$1,712	\$78,910	\$2,367	2.8%	\$655	\$60	2.53%
PEPSICO INC (PEP)	20	95.65	1,913	104,630	2,092	2.4%	179	60	2.88%
Total Consumer staples			\$3,625		\$4,459	5.2%	\$834	\$120	2.69%
Energy									
CONOCOPHILLIPS (COP)	65	\$60.11	\$3,907	\$50,140	\$3,259	3.8%	(\$648)	\$65	1.99%
Financials									
AMERICAN INTL GROUP INC (AIG)	15	\$40.67	\$610	\$65,310	\$979	1.1%	\$369	\$19	1.96%
CHUBB LIMITED (CB)	10	49.70	497	132,120	1,321	1.5%	824	27	2.09%
CITIGROUP INC (CI)	35	29.80	1,043	59,430	2,080	2.4%	1,037	22	1.08%
DISCOVER FINANCIAL SVCS (DFS)	55	56.13	3,087	72,090	3,964	4.6%	877	66	1.66%
KEYCORP NEW (KEY)	145	12.65	1,834	18,270	2,649	3.1%	815	49	1.86%
MORGAN STANLEY GRP INC (MS)	70	31.33	2,193	42,250	2,957	3.4%	764	56	1.89%
Total Financials			\$9,264		\$13,950	16.1%	\$4,686	\$239	1.71%
Health care									
AETNA INC NEW (AET)	10	\$75.30	\$753	\$124,010	\$1,240	1.4%	\$487	\$10	0.81%
BRISTOL-MYERS SQUIBB CO (BMY)	15	55.20	828	58,440	876	1.0%	48	23	2.67%
DENTSPLY SIRONA INC (XRAY)	35	57.09	1,998	57,730	2,020	2.4%	22	10	0.54%
PFIZER INC (PFE)	55	28.62	1,574	32,480	1,786	2.1%	212	70	3.94%
THERMO FISHER SCIENTIFIC (TMO)	20	125.45	2,509	141,100	2,822	3.3%	313	12	0.43%
Total Health care			\$7,662		\$8,744	10.2%	\$1,082	\$125	1.43%
Industrials									
J B HUNT TRANSPORT SVCS (JBHT)	25	\$81.36	\$2,034	\$97,070	\$2,426	2.8%	\$392	\$22	0.91%
NIELSEN HOLDINGS PLC (NLSN)	25	32.60	815	41,950	1,048	1.2%	233	31	2.96%
RAYTHEON CO NEW (RTN)	25	94.92	2,373	142,000	3,550	4.1%	1,177	73	2.06%

Statement dated December 31, 2016 -
 ROXE FOUNDATION -
 Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Industrials - continued									
UNION PACIFIC CORP (UNP)	20	85.15	1,703	103,680	2,073	2.4	370	48	2.33
XYLEM INC (XYL)	25	44.96	1,124	49,520	1,238	1.4	114	15	1.25
Total Industrials			\$8,049		\$10,335	11.9%	\$2,286	\$189	1.83%

Information technology

ALPHABET INC CLASS C (GOOG)	5	\$642.20	\$3,211	\$771,820	\$3,859	4.5%	\$648		
APPLE INC (AAPL)	40	64.75	2,590	115,820	4,632	5.4	2,042	91	1.97
BROADCOM LTD (AVGO)	10	34.10	341	176,770	1,767	2.1	1,426	40	2.31
CDW CORP/DE (CDW)	35	38.77	1,357	52,090	1,823	2.1	466	22	1.23
MICROSOFT CORP (MSFT)	30	63.63	1,909	62,140	1,864	2.2	(45)	46	2.51
NXP SEMICONDUCTORS NV (NXPI) †	20	56.95	1,139	98,010	1,960	2.3	821		
SABRE CORP COM (SABR)	50	27.70	1,385	24,950	1,247	1.5	(138)	26	2.08
VISA INC (V)	25	79.80	1,995	78,020	1,950	2.3	(45)	16	0.85
Total Information technology			\$13,927		\$19,102	22.4%	\$5,175	\$241	1.26%

Utilities

AMERICAN WATER WORKS CO (AWK)	15	\$39.33	\$590	\$72,360	\$1,085	1.3%	\$495	\$22	2.07%
EDISON INTERNATIONAL (EIX)	30	64.03	1,921	71,990	2,159	2.5	238	65	3.01
Total Utilities			\$2,511		\$3,244	3.8%	\$733	\$87	2.68%

Miscellaneous

S&P 500 DEP RCPTS (SPY)	20	\$219.95	\$4,399	\$223,530	\$4,470	5.2%	\$71	\$90	2.03%
Total large cap core - u.s.			\$69,569		\$85,795	100.0%	\$16,226	\$1,380	1.61%

† Restricted

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Large Cap Core - Non U.S.									
Consumer discretionary									
NISSAN MOTOR	130	\$10 59	\$1,377	\$10 062	\$1,308	6.9%	(\$69)	\$53	4.08%
PANDORA A/S ADR (PNDZY)	25	16.04	401	32 768	819	4.3	418	7	0.96
Total Consumer discretionary			\$1,778		\$2,127	11.2%	\$349	\$60	2.82%
Consumer staples									
COCA-COLA EURO PRTNRS PLC	20	\$36 80	\$736	\$31 684	\$633	3.3%	(\$103)	\$14	2.26%
UNILEVER NV	30	37 83	1,135	41 284	1,238	6.5	103	36	2.91
Total Consumer staples			\$1,871		\$1,871	9.8%	\$0	\$50	2.67%
Energy									
ENCANA CORP	35	\$13 57	\$475	\$11 730	\$410	2.2%	(\$65)	\$1	0.38%
ENI S P A ADR (E)	40	36 83	1,473	32 240	1,289	6.8	(184)	51	3.98
Total Energy			\$1,948		\$1,699	9.0%	(\$249)	\$52	3.06%
Financials									
BNP PARIBAS SPON ADR (BNPOY)	45	\$27 62	\$1,243	\$31 933	\$1,436	7.6%	\$193	\$49	3.47%
HSBC HLDGS PLC ADR (HSBC)	15	49 93	749	40 180	602	3.2	(147)	38	6.35
ING GROEP NV	75	16.20	1,215	14 111	1,058	5.6	(157)	51	4.86
NORDEA BANK AB	85	9 73	827	11 122	945	5.0	118	5	0.63
ORIX CORP	85	11 74	998	15 613	1,327	7.0	329	37	2.80
Total Financials			\$5,032		\$5,368	28.4%	\$336	\$180	3.35%
Health care									
ASTRAZENECA PLC	15	\$72 20	\$1,083	\$54 785	\$821	4.3%	(\$262)	\$36	4.50%
SHIONOGI & CO LTD	20	43 85	877	47 927	958	5.0	81	11	1.21
SHIRE PLC GBP 05	15	53 47	802	57 828	867	4.6	65	3	0.40
Total Health care			\$2,762		\$2,646	13.9%	(\$116)	\$50	1.89%
Industrials									
OBAYASHI	60	\$9.63	\$578	\$9,561	\$573	3.0%	(\$5)	\$9	1.61%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Information technology									
ALIBABA GROUP HOLDINGS LTD (BABA)	10	\$74.40	\$744	\$87.810	\$878	4.6%	\$134		
ATOS	10	76.80	768	105.809	1,058	5.6	290	11	1.10
Total information technology			\$1,512		\$1,936	10.2%	\$424	\$11	0.57%
Materials									
RIO TINTO LTD	35	\$41.66	\$1,458	\$43.301	\$1,515	8.0%	\$57	\$53	3.52%
Utilities									
ENAGAS SA	50	\$30.06	\$1,503	\$25.462	\$1,273	6.7%	(\$230)	\$57	4.53%
Total large cap core - non u.s.			\$18,442		\$19,008	100.0%	\$566	\$522	2.75%

Large Cap Strategies
 Large cap strategies funds

OW LARGE CAP STRATEGIES FD (OWLSX)	15,259	144	\$9.39	\$143,243	\$12.830	\$195,774	100.0%	\$52,531	\$1,483	0.76%
BOOK COST		166,320								
Total large cap strategies			\$143,243		\$195,774	100.0%	\$52,531	\$1,483	0.76%	

Large Cap Select U.S.

Large Cap Select U.S. - cash and short term

CASH AVAILABLE (9D7U54)			\$54		\$54	<0.1%	\$0		
CASH IN PROCESS (9D7U54)			2,842		2,842	0.2	0		

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Large Cap Select U.S. - cash and short term - continued									
FED GOVT OBLIG FUND #395 (9D7U54) 0130%	22,100	1.00	22,100	1,000	22,100	1.5%	0	28	0.13%
Total Large Cap Select U.S. - cash and short term			\$24,996		\$24,996	1.7%	\$0	\$28	0.11%
Consumer discretionary									
AUTOZONE INC (AZO)	60	\$658.15	\$39,489	\$789.790	\$47,387	3.2%	\$7,898		
COMCAST CORP CL A NEW (CMCSA)	500	54.66	27,331	69.050	34,525	2.3%	7,194	550	1.59%
GAP INC (GPS)	925	28.04	25,941	22.440	20,757	1.4%	(5,184)	851	4.10%
MATTEL INC (MAT)	1,750	23.84	39,061	27.550	48,212	3.2%	6,491	2,660	5.52%
PRICELINE GROUP INC (PCLN)	40	1,191.73	47,669	1,466.060	58,642	3.9%	10,973		
Total Consumer discretionary			179,491		\$209,523	14.0%	\$27,372	\$4,061	1.94%
Consumer staples									
PEPSICO INC (PEP)	650	\$96.66	\$62,826	\$104.630	\$68,009	4.5%	\$5,183	\$1,956	2.88%
PHILIP MORRIS INTL INC (PM)	600	81.71	49,024	91.490	54,894	3.7%	5,870	2,496	4.55%
WALGREENS BOOTS ALLIANCE (WBA)	340	80.76	27,458	82.760	28,138	1.9%	680	510	1.81%
Total Consumer staples			\$139,308		\$151,041	10.1%	\$11,733	\$4,962	3.29%
Energy									
ANADARKO PETROLEUM (APC)	525	\$50.72	\$26,629	\$69.730	\$36,608	2.4%	\$9,979	\$105	0.29%
OCCIDENTAL PETROLEUM (OXY)	500	75.05	37,525	71.230	35,615	2.4%	(1,910)	1,520	4.27%
RANGE RESOURCES CORP (RRC)	1,100	39.40	43,340	34.360	37,796	2.5%	(5,544)	88	0.23%
Total Energy			\$107,494		\$110,019	7.3%	\$2,525	\$1,713	1.56%
Financials									
BANK NEW YORK MELLON CORP (BK)	1,075	\$39.31	\$42,258	\$47.380	\$50,933	3.4%	\$8,675	\$817	1.60%
JPMORGAN CHASE & CO (JPM)	875	60.97	53,346	86.290	75,503	5.0%	22,157	1,680	2.23%
PNC FINANCIAL SVS GRP (PNC)	550	92.68	50,976	116.960	64,328	4.3%	13,352	1,210	1.88%
SYNCHRONY FINANCIAL (SYF)	825	28.07	23,154	36.270	29,922	2.0%	6,768	429	1.43%
Total Financials			\$169,734		\$220,686	14.7%	\$50,952	\$4,136	1.87%

Statement dated December 31, 2016

ROXE FOUNDATION -

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Health care									
ALLERGAN PLC (AGN)	340	\$241.16	\$81,994	\$210.010	\$71,403	4.8%	(\$10,591)	\$952	1.33%
GILEAD SCIENCES (GILD)	800	93.86	75,089	71.610	57,288	3.8	(17,801)	1,504	2.63
MERCK & CO INC NEW (MRK)	550	55.90	30,744	58.870	32,378	2.2	1,634	1,034	3.19
QUEST DIAGNOSTICS INC (DGX)	700	66.90	46,828	91.900	64,330	4.3	17,502	1,260	1.96
UNITEDHEALTH GROUP INC (UNH)	260	134.33	34,925	160.040	41,610	2.8	6,685	650	1.56
Total Health care			\$269,580		\$267,009	17.9%	(\$2,571)	\$5,400	2.02%
Industrials									
FLUOR CORP NEW COM (FLR)	625	\$47.61	\$29,755	\$52.520	\$32,825	2.2%	\$3,070	\$525	1.60%
Information technology									
APPLE INC (AAPL)	725	\$123.96	\$89,870	\$115.820	\$83,969	5.6%	(\$5,901)	\$1,653	1.97%
COGNIZANT TECHNLOGY (CTSH)	850	57.93	49,239	56.030	47,625	3.2	(1,614)		
CORNING INC (GLW)	2,250	18.41	41,429	24.270	54,607	3.6	13,178	1,215	2.22
HEWLETT PACKARD ENTERPR WI (HPE)	3,800	14.49	55,079	23.140	87,932	5.9	32,853	988	1.12
ORACLE CORP (ORCL)	1,350	43.52	58,747	38.450	51,907	3.5	(6,840)	810	1.56
QUALCOMM INC (QCOM)	700	50.73	35,508	65.200	45,640	3.0	10,132	1,484	3.25
Total Information technology			\$329,872		\$371,680	24.8%	\$41,808	\$6,150	1.65%
Materials									
LYONDELLBASELL IND NV (LYB)	490	\$78.97	\$38,697	\$85.780	\$42,032	2.8%	\$3,335	\$1,666	3.96%
Telecom services									
VERIZON COMMUNICATIONS (VZ)	1,300	\$47.00	\$61,094	\$53.380	\$69,394	4.6%	\$8,300	\$3,003	4.33%
Total large cap select u.s.			\$1,350,021		\$1,499,205	100.0%	\$146,524	\$31,644	2.11%

Statement dated December 31, 2016
ROXE FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Small & Mid Cap									
Small & mid cap funds									
OW SMALL & MID CAP FUND (OWSMX)	4,856,313	\$9.75	\$47,349	\$15,240	\$74,010	100.0%	\$26,661	\$435	0.59%
BOOK COST	61,638								
Total small & mid cap			\$47,349		\$74,010	100.0%	\$26,661	\$435	0.59%

Strategic Opportunities

Strategic Opportunities funds

OW STRATEGIC OPPTY FUND (OWSOX)	25,619,208	\$5.96	\$152,589	\$7,440	\$190,606	100.0%	\$38,017	\$3,612	1.90%
BOOK COST	185,886								
Total strategic opportunities			\$152,589		\$190,606	100.0%	\$38,017	\$3,612	1.90%
Total value of account			\$2,618,387		\$2,891,788		\$270,741	\$47,783	1.65%

account recievable

	5,135
	2,623,522
	2,896,923

THE ROXE FOUNDATION 2016 DONATIONS

CHARITY	ADDRESS	CHECK NUMBER	DATE	AMOUNT
At Home in Darien (Ann Mandel)	P.O. Box 1242, Darien, CT 06820	1699	05/18/16	\$ 1,000.00
Alfred E. Smith Memorial Foundation	1011 1st Ave, 14th Fl., New York, NY 10022	1677	03/14/16	\$ 5,500.00
Ballinderry Shamrocks GAC	25 Mullan Rd, Coagh Cookstown, Tyrone, N Ireland BT80			
Boston Symphony Orchestra - Symphony Annual Fund	301 Massachusetts Ave, Boston, MA 02115-4511	1690	04/18/16	\$ 3,500.00
Boston Symphony Orchestra - Tanglewood Annual Fund	301 Massachusetts Ave, Boston, MA 02115-4511	1690	04/18/16	\$ 4,850.00
Catholic Academy of Bridgeport (Brad Evans)	63 Pequannock St, Bridgeport, CT 06604	1736	08/16/16	\$ 1,000.00
Colgate University - LER Alumnae Fund	Gift Records, 13 Oak Dr, Hamilton, NY 13346	1708	05/31/16	\$ 15,000.00
Community Fund of Darien (Peter Ardery)	P.O. Box 926, Darien, CT 06820	1693	04/27/16	\$ 1,000.00
Damon Runyon Foundation	55 Broadway, Suite 302, New York, NY 10006	1659	01/06/16	\$ 2,600.00
Damon Runyon Cancer Research Fd	55 Broadway, Suite 302, New York, NY 10006	1662	01/13/16	\$ 270.00
Damon Runyon Cancer Research Fd	55 Broadway, Suite 302, New York, NY 10006	1663	01/13/16	\$ 354.00
Darien EMS - Post 53, Inc.	Darien EMS, P.O. Box 2066, Darien, CT 06820	1765	11/14/16	\$ 500.00
Darien Library Annual Campaign	Darien Annual Campaign, 1441 Post Rd, Darien, CT 06820-5411	1760	10/19/16	\$ 300.00
Darien Police Association	P.O. Box 53, Darien, CT 06820	1785	12/19/16	\$ 250.00
Diocese of Bridgeport-Synod (final installment)	238 Jewett Avenue, Bridgeport, CT 06606	1700	5/19/2016	\$ 60,000.00
DOB: Annual Catholic Appeal	238 Jewett Avenue, Bridgeport, CT 06606	1671	02/17/16	\$ 1,000.00
Duke University-Fuqua School of Business	Fuqua Annual Fund, Alumni & Development Records, Box 9058	1709	05/31/16	\$ 3,500.00
English-Speaking Union (Greenwich Branch)	P.O. Box 7744, Greenwich, CT 06836-7744	1731	08/16/16	\$ 1,100.00
Frick Collection Museum	The Frick Collection, 1 East 70th Street, New York, NY 10021	1681	03/21/16	\$ 120.00
Foundations In Education, Inc	238 Jewett Ave, Bridgeport, CT 06606	1707	05/31/16	\$ 38,000.00
Foundations In Education, Inc- OCT EVENT	238 Jewett Ave, Bridgeport, CT 06606	1753	09/26/16	\$ 1,000.00
Hackers for Hope	P.O. Box 2364, Darien, CT 06820	1737	08/23/16	\$ 2,500.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1657	01/06/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1667	02/01/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1674	03/01/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1686	04/01/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1694	05/02/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1711	06/02/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1724	07/01/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1732	08/16/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1741	09/01/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1755	10/04/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1762	11/01/16	\$ 100.00
Holy Cross C.C., FL - Monthly Contribution (\$100/Mo.)	500 Iris Lane, Vero Beach, FL 32963	1776	12/01/16	\$ 100.00
Hospital for Special Care (Ivan Lendl Sports Camp)	2150 Corbin Ave, New Britain, CT 09053	1678	03/14/16	\$ 3,500.00

THE ROXE FOUNDATION 2016 DONATIONS

CHARITY	ADDRESS	CHECK NUMBER	DATE	AMOUNT
Human Rights First (Bill Zabel)	Human Rights Benefit Office, 411 East 83 rd Street, Suite 3F, NY	1751	09/29/16	\$ 5,000.00
Legatus	The Governor Wolf Building 45 North 2nd St. #401, Easton, PA	1740	08/30/16	\$ 1,167.00
Legatus	The Governor Wolf Building 45 North 2nd St. #401, Easton, PA	1779	12/08/16	\$ 400.00
Love For Life Foundation OF Philippine American Physicians of America - Dr Jesus Yap	P.O. Box 634, Ledyard, CT 06339	1675	03/01/16	\$ 1,000.00
MASS MoCA(two yr membership)	1040 Mass MoCA Way, North Adams, MA 01247	1718	06/27/16	\$ 180.00
Metropolitan Museum of Art	1000 Fifth Ave, New York, NY 10028-0198,	1691	4/18/2016	\$ 510.00
Museum of Fine Arts, Boston-Director's Circle(2nd install)	Ave of the Arts, 465 Huntington Ave, Boston, MA 02115	1716	06/06/16	\$ 30,000.00
Museum of Modern Art	11 West 53rd Street, New York, NY 10019;	1702	05/31/16	\$ 272.00
Naval War College Foundation (Leadership Challenge)	686 Cushing Road, Newport, RI 02841-1213	1772	11/23/16	\$ 45,000.00
Naval War College Foundation (Nov 17, 2016 Dinner)	686 Cushing Road, Newport, RI 02841-1213	1758	10/17/16	\$ 5,000.00
Naval War College Celebration Dinner (June 14, 2016	686 Cushing Road, Newport, RI 02841-1213	1696	05/04/16	\$ 2,500.00
Noroton Heights Fire Department	209 Noroton Ave, Darien, CT 06820	1766	11/22/16	\$ 200.00
Order of Malta, American Association - JDR	1011 First Avenue, Rm 1350, New York, NY 10022	1665	01/18/16	\$ 1,500.00
Order of Malta, American Association - MLR	1011 First Avenue, Rm 1350, New York, NY 10022	1664	01/18/16	\$ 1,500.00
Order of Malta, AASMOM - CT	30 Kiln Hill Lane, Ridgefield, CT 06877	1774	11/29/16	\$ 200.00
Malta Human Services Foundation	1011 First Avenue, Suite 1350F, NY, NY 10022	1754	10/02/16	\$ 500.00
Petey Greene Program (Princeton Univ Class Service Project)	9 Mercer Street, Princeton, NJ 08540	1722	06/28/16	\$ 1,000.00
Preservation Society of Newport County	424 Bellevue Ave, Newport, RI 02840	1712	06/02/16	\$ 250.00
Preservation Society of Newport County	424 Bellevue Ave, Newport, RI 02840	1746	09/12/16	\$ 75.00
Princeton Class of 1958 Fund, Inc.	P.O. Box 5357, Princeton, NJ 08543-5357	1759	10/19/16	\$ 1,000.00
Princeton University - Class Dues	P.O. Box 5357, Princeton, NJ 08540	1744	09/08/16	\$ 250.00
Princeton Prospect Foundation - Quadrangle Club	33 Prospect Ave, Princeton, NJ 08540	1683	03/21/15	\$ 500.00
Princeton University - Varsity Club	33 Prospect Ave, Princeton, NJ 08540	1768	08/16/16	\$ 1,000.00
Princeton-in-Asia	Maggie Dillon, PIA, 194 Nassau St, Suite 212, Princeton, NJ 085	1725	07/07/16	\$ 39,250.00
Riverside Theatre Distinguished Lecturers	3250 Riverside Park Drive, Vero Beach, FL 32963	1697	05/04/16	\$ 3,500.00
Sacred Heart University	5151 Park Avenue, Fairfield, CT 06432	1669	02/04/16	\$ 1,000.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1658	01/06/16	\$ 1,100.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1668	02/01/16	\$ 1,100.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1673	03/01/16	\$ 1,100.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1685	04/01/16	\$ 1,100.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1695	05/01/16	\$ 1,100.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1710	06/02/16	\$ 1,100.00

THE ROXE FOUNDATION 2016 DONATIONS

CHARITY	ADDRESS	CHECK NUMBER	DATE	AMOUNT
St Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1723	07/01/16	\$ 1,100.00
St Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1733	08/16/16	\$ 1,100.00
St. Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1442	09/01/16	\$ 1,100.00
St Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1756	10/04/16	\$ 1,100.00
St Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1763	11/01/16	\$ 1,100.00
St Thomas More - Monthly Contribution (\$1,1M/Mo.)	374 Middlesex Road, Darien, CT 06820	1777	12/01/16	\$ 1,100.00
Teach For America	Nate Snow, 370 James Street, Suite 404, New Haven, CT 06511	1704	05/31/16	\$ 5,000.00
Teach For America	Nate Snow, 370 James Street, Suite 404, New Haven, CT 06511	1747	09/19/16	\$ 1,000.00
Thomas More Center for Preaching and Prayer	27781 Leef Road, Webster, WI 54893	1680	03/21/16	\$ 2,500.00
The University Club - 1 W 54th St Foundation	One West 54th St., New York, NY 10019	1769	11/22/16	\$ 100.00
United Way-Vero Beach	Robert Hoffman, P.O. Box 1960, Vero Beach, FL 32961	1679	03/16/16	\$ 1,000.00
Vero Beach Museum of Art - Chairman's Club Level	3001 Riverside Park Drive, Vero Beach, FL 32963-1807, \$320 p	1770	11/22/16	\$ 1,220.00
Wee Burn (MacMannis) Scholarship Program	410 Hollow Tree Ridge Rd, P.O. Box 1046, Darien, CT 06820-10	1701	05/31/16	\$ 1,000.00
Yankee Institute	WHOI, Jim Yoder, MS#31, Woods Hole, MA 02543	1748	09/22/16	\$ 5,000.00
Pace University (in honor of Bill Zabel)	216 Main St, Hartford, CT 06106	1727	07/18/16	\$ 2,500.00
The Clagett (Judy McLennan Regatta)	Pace Univ, 156 William Street, 5th Floor, NY, NY 10038	1689	04/18/16	\$ 5,000.00
Strong City Baltimore (Hilary Roxe)	231 Indian Avenue, Portsmouth, RI 02871	1713	06/02/16	\$ 2,500.00
The Food Bank of Lower Fairfield County	3503 N Charles St, Baltimore, MD 21218	1715	06/06/16	\$ 500.00
NYC Ballet	461 Glenbrook Rd, Stamford 06906-1820	1721	06/30/16	\$ 200.00
The Hellenic Initiative	Douglas Hamilton, NYC Ballet, 20 Lincoln Ctr, New York, NY 100	1730	07/25/16	\$ 1,500.00
Father Connaughton	601 Lexington Ave, Floor 35, NY, NY 10022	1738	08/23/16	\$ 1,900.00
Bishop Frank Caggiano	St. Thomas More, 374 Middlesex Road, Darien, CT 06802	1781	12/25/16	\$ 1,000.00
	DOB, 238 Jewett Ave, Bridgeport, CT 06606	1783	12/25/16	\$ 1,000.00
TOTAL				\$ 338,023.00