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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE DJR TRUST-FOUNDATION		A Employer identification number 13-7148229
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST CO, 630 FIFTH AVE		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) \$ 1,766,559. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
1 Contributions, gifts, grants, etc., received		31,775.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		34.	34.		STATEMENT 1
4 Dividends and interest from securities		26,915.	26,915.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,563.			
b Gross sales price for all assets on line 6a 286,754.					
7 Capital gain net income (from Part IV, line 2)			15,563.		
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		74,287.	42,512.		
13 Compensation of officers, directors, trustees, etc		5,205.	4,684.		521.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,875.	0.		2,875.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,827.	533.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		400.	0.		400.
24 Total operating and administrative expenses. Add lines 13 through 23		10,307.	5,217.		3,796.
25 Contributions, gifts, grants paid		240,950.			240,950.
26 Total expenses and disbursements. Add lines 24 and 25		251,257.	5,217.		244,746.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-176,970.			
b Net investment income (if negative, enter -0-)			37,295.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	43,175.	70,985.	70,985.
	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 6	1,417,130.	1,179,364.	1,308,148.
	c Investments - corporate bonds STMT 7	355,087.	388,073.	387,426.
	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)	1,815,392.	1,638,422.	1,766,559.	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,815,392.	1,638,422.	
	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	1,815,392.	1,638,422.		
31 Total liabilities and net assets/fund balances	1,815,392.	1,638,422.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,815,392.
2 Enter amount from Part I, line 27a	2	-176,970.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,638,422.
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	1,638,422.

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 286,754.		271,191.	15,563.

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			15,563.

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	15,563.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	105,932.	1,937,415.	.054677
2014	165,801.	1,965,447.	.084358
2013	115,656.	1,960,543.	.058992
2012	96,579.	1,817,777.	.053130
2011	89,483.	1,930,424.	.046354

2 Total of line 1, column (d)	2	.297511
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	.059502
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,803,972.
5 Multiply line 4 by line 3	5	107,340.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	373.
7 Add lines 5 and 6	7	107,713.
8 Enter qualifying distributions from Part XII, line 4	8	244,746.

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 <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	373.
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	373.
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	373.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,160.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,160.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	787.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 787. Refunded <input type="checkbox"/> 0.	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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► N/A	13	X
14 The books are in care of ► BESSEMER TRUST Telephone no. ► 516-508-9623 Located at ► 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ► 10111-0333		
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		
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 ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
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) 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 2016?	4b	X

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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)?

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
DAN I. RATHER	CO-TRUSTEE			
C/O BESSEMER TRUST, 630 FIFTH AVE				
NEW YORK, NY 10111	5.00	0.	0.	0.
JEAN G. RATHER	CO-TRUSTEE			
C/O BESSEMER TRUST, 630 FIFTH AVE				
NEW YORK, NY 10111	5.00	0.	0.	0.
BESSEMER TRUST COMPANY, NA	CO-TRUSTEE			
C/O BESSEMER TRUST, 630 FIFTH AVE				
NEW YORK, NY 10111	10.00	5,205.	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	1,796,670.
b	Average of monthly cash balances	1b	34,774.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,831,444.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,831,444.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,472.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,803,972.
6	Minimum investment return. Enter 5% of line 5	6	90,199.

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	90,199.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	373.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	373.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,826.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	89,826.
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	89,826.

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	244,746.
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	244,746.
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	373.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	244,373.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				89,826.
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				
b From 2012				
c From 2013				
d From 2014				2,825.
e From 2015				10,195.
f Total of lines 3a through e	13,020.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 244,746.				
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				89,826.
e Remaining amount distributed out of corpus	154,920.			
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	167,940.			
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	167,940.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				2,825.
d Excess from 2015				10,195.
e Excess from 2016				154,920.

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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).)

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.

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.

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				
AMERICAN FRIENDS OF JORDAN RIVER VILLAGE FOUNDATION 244 MADISON AVE, SUITE 482 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL	500.
AMERICAN RED CROSS 520 WEST 49TH STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL	2,000.
ANTI-DEFAMATION LEAGUE AUSTIN 3305 NORTHLAND DRIVE, SUITE 310 AUSTIN, TX 78731	NONE	PUBLIC CHARITY	GENERAL	700.
CATSKILL MOUNTAINKEEPER 4054 NEW YORK 52 YOUNGSVILLE, NY 12791	NONE	PUBLIC CHARITY	GENERAL	6,000.
COASTAL CONSERVATION ASSOCIATION TEXAS 6919 PORTWEST DRIVE STE 100 HOUSTON, TX 77024	NONE	PUBLIC CHARITY	GENERAL	5,000.
Total SEE CONTINUATION SHEET(S)				240,950.
b Approved for future payment				
NONE				
Total				0.

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

2016

Name of the organization

Employer identification number

THE DJR TRUST-FOUNDATION

13-7148229

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 foundationCheck 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Name of organization

Employer identification number

THE DJR TRUST-FOUNDATION

13-7148229

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	JEAN RATHER 2011 GRANTOR CLAT C/O BESSEMER TRUST, 630 FIFTH AVE NEW YORK, NY 10111	\$ 31,775.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE DJR TRUST-FOUNDATION**13-7148229****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE DJR TRUST-FOUNDATION**13-7148229****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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
d	PUBLICLY TRADED SECURITIES	P		
e	PUBLICLY TRADED SECURITIES	P		
f	BTC CTF LARGE CAP CORE FD	P		
g	CAPITAL GAINS DIVIDENDS	P		
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	166,555.	162,011.	4,544.
b	6,207.	6,267.	-60.
c	70,350.	68,814.	1,536.
d	29,542.	29,344.	198.
e	490.	440.	50.
f		4,315.	-4,315.
g	13,610.		13,610.
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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,544.
b			-60.
c			1,536.
d			198.
e			50.
f			-4,315.
g			13,610.
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

15,563.

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	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)				
COMMITTEE TO PROTECT JOURNALISTS 330 7TH AVENUE - 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL	10,000.
EASTSIDE MEMORIAL HIGH SCHOOL 1012 ARTHUR STILES ROAD AUSTIN, TX 78712	NONE	PUBLIC CHARITY	GENERAL	10,000.
FOOD BANK FOR NEW YORK CITY PO BOX 1125 NEW YORK, NY 10277	NONE	PUBLIC CHARITY	GENERAL	2,500.
HEALING WATERS FLY FISHING PO BOX 695 LA PLATA, MD 20646	NONE	PUBLIC CHARITY	GENERAL	2,500.
INVESTIGATIVE REPORTERS & EDITORS 141 NEFF ANNEX, UMC COLUMBIA, MO 65211	NONE	PUBLIC CHARITY	GENERAL	500.
MILITARY ORDER OF THE PURPLE HEART SERVICE FOUNDATION, INC. 7008 LITTLE RIVER TURNPIKE P.O. BOX 49 ANNANDALE, VA 22003	NONE	PUBLIC CHARITY	GENERAL	2,500.
NAVY SEAL FOUNDATION 162 WEST 56TH STREET - SUITE 405 NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL	1,250.
NY/NJ BAYKEEPER 52 WEST FRONT STREET KEYPORT, NJ 07735	NONE	PUBLIC CHARITY	GENERAL	2,500.
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVENUE STE 206 DALLAS, TX 75231	NONE	PUBLIC CHARITY	GENERAL	1,000.
REPORTERS COMMITTEE FOR FREEDOM OF THE PRESS 1156 15TH STREET NW SUITE 1250 WASHINGTON, DC 20005-1779	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				226,750.

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
RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 77251-1892	NONE	PUBLIC CHARITY	GENERAL	33,000.
SALVATION ARMY OF GREATER NY 20 WEST 14TH STREET, 5TH FLOOR NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL	2,000.
SAVE OUR SPRINGS ALLIANCE 905 WEST OLTORF - SUITE A AUSTIN, TX 78704	NONE	PUBLIC CHARITY	GENERAL	2,000.
SCHOLARSHIP FUND FOR CHILDREN OF SLAIN NYPD SEARGENT PAUL TUOZZOLO 35 WORTH STREET NEW YORK, NY 10013	NONE	PUBLIC CHARITY	GENERAL	2,500.
ST. JAMES EPISCOPAL CHURCH 1205 W. FRANKLIN ST. RICHMOND, VA 23220	NONE	PUBLIC CHARITY	GENERAL	9,000.
ST. MICHAEL'S LUTHERAN CHURCH 700 FRIO STREET WINCHESTER, TX 78945	NONE	PUBLIC CHARITY	GENERAL	500.
TEXAS STATE CEMETERY 909 NAVASOTA ST AUSTIN, TX 78702	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE ANN RICHARDS SCHOOL FOR YOUNGE WOMEN LEADERS 2206 PRATHER LANE AUSTIN, TX 78704	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE BRISCOE CENTER FOR AMERICAN HISTORY 2300 RED RIVER ST STOP D1100 AUSTIN, TX 78712-1426	NONE	PUBLIC CHARITY	GENERAL	100,000.
THE MARCH 10TH UNDERCOVER FUND 26 THOMAS STREET NEW YORK, NY 10007	NONE	PUBLIC CHARITY	GENERAL	2,500.
Total from continuation sheets				

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
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7727 - CAMPUS CODE A3000 AUSTIN, TX 78713-7458	NONE	PUBLIC CHARITY	GENERAL	12,000.
TROUT UNLIMITED 1300 N. 17TH, SUITE 500 ARLINGTON, VA 22209	NONE	PUBLIC CHARITY	GENERAL	7,500.
WHARTON COUNTY HISTORICAL MUSEUM P.O. BOX 349 WHARTON, TX 77488	NONE	PUBLIC CHARITY	GENERAL	5,000.
WIMBERLEY VALLEY WATERSHED ASSOC P.O. BOX 2534 WIMBERLEY, TX 78676	NONE	PUBLIC CHARITY	GENERAL	12,000.
YORKVILLE COMMON PANTRY 8 EAST 109TH ST NEW YORK, NY 10029	NONE	PUBLIC CHARITY	GENERAL	3,000.
Total from continuation sheets				

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
BESSEMER TRUST	34.	34.	
TOTAL TO PART I, LINE 3	34.	34.	

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
BESSEMER TRUST	26,915.	0.	26,915.	26,915.	
TO PART I, LINE 4	26,915.	0.	26,915.	26,915.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEES	2,875.	0.		2,875.
TO FORM 990-PF, PG 1, LN 16B	2,875.	0.		2,875.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	533.	533.		0.
TAX PAYMENTS	1,294.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,827.	533.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS CHAR500 ANNUAL FILING FEE	250.	0.		250.
NY LAW JOURNAL	150.	0.		150.
TO FORM 990-PF, PG 1, LN 23	400.	0.		400.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BTN CTF LARGE CAP CORE FD	183,119.	169,751.
OW LARGE CAP STRATEGIES FD	184,035.	258,602.
OW GLOBAL SML & MID CAP FD	167,365.	199,632.
OW GLOBAL OPPORTUNITIES FD	199,100.	229,446.
LARGE CAP - US	259,250.	278,195.
NON US	186,495.	172,522.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,179,364.	1,308,148.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OW FIXED INCOME FUND	388,073.	387,426.
TOTAL TO FORM 990-PF, PART II, LINE 10C	388,073.	387,426.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

DAN I. RATHER
JEAN G. RATHER

Bessemer Trust

Account Summary

Report dated December 30, 2016
Amortized tax cost
Trade date basis

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THE DJR TRUST-FOUNDATION	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	\$25,941	\$25,941	3.0%	\$0	0.0%	\$63	0.24%
LARGE CAP CORE - GLOBAL	\$183,119	\$169,751	19.7%	(\$13,368)	(7.3%)	\$3,009	1.77%
LARGE CAP STRATEGIES	\$161,944	\$236,626	27.5%	\$74,682	46.1%	\$1,792	0.76%
SMALL & MID CAP	\$167,365	\$199,632	23.2%	\$32,267	19.3%	\$1,173	0.59%
STRATEGIC OPPORTUNITIES	\$199,100	\$229,446	26.6%	\$30,345	15.2%	\$4,348	1.89%
Total	\$737,469	\$861,396	100.0%	\$123,926	16.8%	\$10,385	1.21%

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 Mar 1, 2017 by Kalwachwadmin
Version 10.2.1.5

Bessemer Trust

Account Analysis

Report dated December 30, 2016
Amortized tax cost
Trade date basis

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Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION CASH AND SHORT TERM						
CASH	\$0	\$0	0.0%	0.0%	\$0	
CASH EQUIVALENTS	\$25,941	\$25,941	100.0%	3.0%	\$63	0.24%
Total CASH AND SHORT TERM	\$25,941	\$25,941	100.0%	3.0%	\$63	0.24%
LARGE CAP CORE - GLOBAL						
LARGE CAP CORE FUNDS	\$183,119	\$169,751	100.0%	19.7%	\$3,009	1.77%
Total LARGE CAP CORE - GLOBAL	\$183,119	\$169,751	100.0%	19.7%	\$3,009	1.77%
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	\$161,944	\$236,626	100.0%	27.5%	\$1,792	0.76%
Total LARGE CAP STRATEGIES	\$161,944	\$236,626	100.0%	27.5%	\$1,792	0.76%
SMALL & MID CAP						
SMALL & MID CAP FUNDS	\$167,365	\$199,632	100.0%	23.2%	\$1,173	0.59%
Total SMALL & MID CAP	\$167,365	\$199,632	100.0%	23.2%	\$1,173	0.59%
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	\$199,100	\$229,446	100.0%	26.6%	\$4,348	1.89%
Total STRATEGIC OPPORTUNITIES	\$199,100	\$229,446	100.0%	26.6%	\$4,348	1.89%
Total	\$737,469	\$861,396		100.0%	\$10,385	1.21%

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 Mar 1, 2017 by Kalwachwadmin
Version 10 2 1 5

Bessemer Trust

Account Details

Report dated December 30, 2016

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION CASH											
AND SHORT TERM											
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		5,584 260	\$1 00	\$5,584	\$1 000	\$5,584	21 5%	\$0	\$13	0 23%
			20,357 250	\$1 00	\$20,357	\$1 000	\$20,357	78 5%	\$0	\$50	0 25%
Total CASH EQUIVALENTS					\$25,941		\$25,941	100.0%	\$0	\$63	0.24%
Total CASH AND SHORT TERM					\$25,941		\$25,941	100.0%	\$0	\$63	0.24%
LARGE CAP CORE - GLOBAL											
LARGE CAP CORE FUNDS											
812362	BTN CTF LARGE CAP CORE FD		2,114 331	\$86 61	\$183,119	\$80 286	\$169,751	100 0%	(\$13,368)	\$3,009	1 77%
Total LARGE CAP CORE FUNDS					\$183,119		\$169,751	100.0%	(\$13,368)	\$3,009	1.77%
Total LARGE CAP CORE - GLOBAL					\$183,119		\$169,751	100.0%	(\$13,368)	\$3,009	1.77%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	18,443 231	\$8 78	\$161,944	\$12 830	\$236,626	100 0%	\$74,682	\$1,792	0 76%
Total LARGE CAP STRATEGIES FUNDS					\$161,944		\$236,626	100.0%	\$74,682	\$1,792	0.76%
Total LARGE CAP STRATEGIES					\$161,944		\$236,626	100.0%	\$74,682	\$1,792	0.76%
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	13,099 247	\$12 78	\$167,365	\$15 240	\$199,632	100 0%	\$32,267	\$1,173	0 59%
Total SMALL & MID CAP FUNDS					\$167,365		\$199,632	100.0%	\$32,267	\$1,173	0.59%
Total SMALL & MID CAP					\$167,365		\$199,632	100.0%	\$32,267	\$1,173	0.59%

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 Mar 1, 2017 by Kalwachwadmin
Version 10 2 1 5

Bessemer Trust

Account Details

Report dated December 30, 2016

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION											
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW STRATEGIC OPPTY'S FUND	680414802	30,839,526	\$6.46	\$199,100	\$7.440	\$229,446	100.0%	\$30,345	\$4,348	1.89%
Total STRATEGIC OPPORTUNITIES FUNDS					\$199,100		\$229,446	100.0%	\$30,345	\$4,348	1.89%
Total STRATEGIC OPPORTUNITIES					\$199,100		\$229,446	100.0%	\$30,345	\$4,348	1.89%
Total					\$737,469		\$861,396		\$123,926	\$10,385	1.21%

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THE DJR TRUST-FOUNDATION - ETF

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	\$12,601	\$12,601	1.5%	\$0	0.0%	\$31	0.25%
FIXED INCOME	\$388,073	\$387,426	45.5%	(\$646)	(0.2%)	\$4,198	1.08%
LARGE CAP - U S	\$259,250	\$278,195	32.7%	\$18,944	7.3%	\$5,606	2.02%
NON U S	\$186,495	\$172,522	20.3%	(\$13,972)	(7.5%)	\$5,107	2.96%
Total	\$846,419	\$850,744	100.0%	\$4,326	0.5%	\$14,942	1.76%

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Amortized tax cost

Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION - ETF CASH AND SHORT TERM						
CASH	\$0	\$0	0.0%	0.0%	\$0	
CASH EQUIVALENTS	\$12,601	\$12,601	100.0%	1.5%	\$31	0.25%
Total CASH AND SHORT TERM	\$12,601	\$12,601	100.0%	1.5%	\$31	0.25%
FIXED INCOME						
BOND FUNDS	\$388,073	\$387,426	100.0%	45.5%	\$4,198	1.08%
Total FIXED INCOME	\$388,073	\$387,426	100.0%	45.5%	\$4,198	1.08%
LARGE CAP - U.S.						
EXTERNAL LARGE CAP FUNDS	\$259,250	\$278,195	100.0%	32.7%	\$5,606	2.02%
Total LARGE CAP - U.S.	\$259,250	\$278,195	100.0%	32.7%	\$5,606	2.02%
NON U.S.						
EXTERNAL INTERNATIONAL FUNDS	\$186,495	\$172,522	100.0%	20.3%	\$5,107	2.96%
Total NON U.S.	\$186,495	\$172,522	100.0%	20.3%	\$5,107	2.96%
Total	\$846,419	\$850,744		100.0%	\$14,942	1.76%

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION - ETF											
CASH AND SHORT TERM											
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		5,743 380	\$1 00	\$5,743	\$1 000	\$5,743	45 6%	\$0	\$14	0 24%
			6,858 240	\$1 00	\$6,858	\$1 000	\$6,858	54 4%	\$0	\$17	0 25%
Total CASH EQUIVALENTS					\$12,601		\$12,601	100.0%	\$0	\$31	0.25%
Total CASH AND SHORT TERM					\$12,601		\$12,601	100.0%	\$0	\$31	0.25%
FIXED INCOME											
BOND FUNDS											
704095	ISHARES BARCLAYS 1-3 YRS	464288646	1,845 000	\$105 14	\$193,983	\$104 940	\$193,614	50 0%	(\$369)	\$2,815	1 45%
842924	ISHARES LEHMAN 1-3YR TRS	464287457	2,295 000	\$84 57	\$194,090	\$84 450	\$193,812	50 0%	(\$277)	\$1,383	0 71%
Total BOND FUNDS					\$388,073		\$387,426	100.0%	(\$646)	\$4,198	1.08%
Total FIXED INCOME					\$388,073		\$387,426	100.0%	(\$646)	\$4,198	1.08%
LARGE CAP - U.S.											
EXTERNAL LARGE CAP FUNDS											
706306	VANGUARD S&P 500 ETF	922908363	1,355 000	\$191 33	\$259,250	\$205 310	\$278,195	100 0%	\$18,944	\$5,606	2 02%
Total EXTERNAL LARGE CAP FUNDS					\$259,250		\$278,195	100.0%	\$18,944	\$5,606	2.02%
Total LARGE CAP - U.S.					\$259,250		\$278,195	100 0%	\$18,944	\$5,606	2.02%
NON U.S.											
EXTERNAL INTERNATIONAL FUNDS											
962614	VNGRD FTSE ALL-WORLD EX-US	922042775	3,905 000	\$47 76	\$186,495	\$44 180	\$172,522	100 0%	(\$13,972)	\$5,107	2 96%
Total EXTERNAL INTERNATIONAL FUNDS					\$186,495		\$172,522	100.0%	(\$13,972)	\$5,107	2.96%

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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
THE DJR TRUST-FOUNDATION - ETF											
NON U.S.											
Total NON U.S.					\$186,495		\$172,522	100.0%	(\$13,972)	\$5,107	2.96%
Total					\$846,419		\$850,744		\$4,326	\$14,942	1.76%

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THE DJR TRUST-FOUNDATION # 2

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	\$32,443	\$32,443	59.6%	\$0	0.0%	\$80	0.25%
LARGE CAP STRATEGIES	\$22,091	\$21,976	40.4%	(\$115)	(0.5%)	\$166	0.76%
Total	\$54,534	\$54,419	100.0%	(\$115)	(0.2%)	\$246	0.45%

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Amortized tax cost
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Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION # 2 CASH AND SHORT TERM						
CASH	\$0	\$0	0.0%	0.0%	\$0	
CASH EQUIVALENTS	\$32,443	\$32,443	100.0%	59.6%	\$80	0.25%
Total CASH AND SHORT TERM	\$32,443	\$32,443	100.0%	59.6%	\$80	0.25%
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	\$22,091	\$21,976	100.0%	40.4%	\$166	0.76%
Total LARGE CAP STRATEGIES	\$22,091	\$21,976	100.0%	40.4%	\$166	0.76%
Total	\$54,534	\$54,419		100.0%	\$246	0.45%

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE DJR TRUST-FOUNDATION # 2 CASH											
AND SHORT TERM											
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		664 760	\$1 00	\$664	\$0 999	\$664	2 0%	\$0	\$1	0 15%
			31,779 920	\$1 00	\$31,779	\$1 000	\$31,779	98 0%	\$0	\$79	0 25%
Total CASH EQUIVALENTS					\$32,443		\$32,443	100.0%	\$0	\$80	0.25%
Total CASH AND SHORT TERM					\$32,443		\$32,443	100.0%	\$0	\$80	0.25%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	1,712 879	\$12 90	\$22,091	\$12 830	\$21,976	100 0%	(\$115)	\$166	0 76%
Total LARGE CAP STRATEGIES FUNDS					\$22,091		\$21,976	100.0%	(\$115)	\$166	0.76%
Total LARGE CAP STRATEGIES					\$22,091		\$21,976	100.0%	(\$115)	\$166	0.76%
Total					\$54,534		\$54,419		(\$115)	\$246	0.45%

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