EXTENDED TO NOVEMBER 15, 2017

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052 | **2016**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2016 or tax year beginning , **and ending**

Name of foundation ITTLESON FOUNDATION INC	**A Employer identification number** 51-0172757
Number and street (or P O box number if mail is not delivered to street address) / Room/suite C/O BESSEMER TRUST, 630 FIFTH AVENUE	**B** Telephone number 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 ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 12,276,658. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	142,364.	142,364.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	61,953.			
b Gross sales price for all assets on line 6a 3,617,814.				
7 Capital gain net income (from Part IV, line 2)		61,953.		
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	204,317.	204,317.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	156,000.	0.		156,000.
14 Other employee salaries and wages	76,600.	0.		76,600.
15 Pension plans, employee benefits	127,878.	0.		127,878.
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 2	34,429.	18,398.		16,031.
17 Interest				
18 Taxes STMT 3	9,213.	1,886.		0.
19 Depreciation and depletion				
20 Occupancy	67,281.	0.		67,281.
21 Travel, conferences, and meetings	15,963.	0.		15,963.
22 Printing and publications				
23 Other expenses STMT 4	49,763.	0.		49,697.
24 **Total operating and administrative expenses.** Add lines 13 through 23	537,127.	20,284.		509,450.
25 Contributions, gifts, grants paid	335,000.			335,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	872,127.	20,284.		844,450.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<667,810.>			
b **Net investment income** (if negative, enter -0-)		184,033.		
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	38,518.	234,360.	234,360.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	2,453,968.	2,396,126.	2,371,349.
	b	Investments - corporate stock STMT 6	7,885,222.	7,079,412.	8,233,650.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	1,169,136.	1,169,136.	1,347,299.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	90,000.	90,000.	90,000.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,636,844.	10,969,034.	12,276,658.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,831,911.	7,831,911.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,804,933.	3,137,123.	
	30	**Total net assets or fund balances**	11,636,844.	10,969,034.	
	31	**Total liabilities and net assets/fund balances**	11,636,844.	10,969,034.	

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	11,636,844.
2	Enter amount from Part I, line 27a	2	<667,810.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,969,034.
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	10,969,034.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,009,298.		1,009,747.	<449.>
b	1,029,494.		1,025,419.	4,075.
c	241,731.		266,146.	<24,415.>
d	1,228,306.		1,254,549.	<26,243.>
e	108,985.			108,985.

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				<449.>
b				4,075.
c				<24,415.>
d				<26,243.>
e				108,985.

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** 61,953.

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	873,064.	13,169,462.	.066295
2014	1,115,252.	13,890,836.	.080287
2013	1,107,560.	13,872,517.	.079838
2012	1,530,848.	13,246,129.	.115569
2011	1,094,313.	15,239,642.	.071807

2	**Total** of line 1, column (d)	2	.413796
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	.082759
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	12,192,259.
5	Multiply line 4 by line 3	5	1,009,019.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,840.
7	Add lines 5 and 6	7	1,010,859.
8	Enter qualifying distributions from Part XII, line 4	8	844,450.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,681.
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	3,681.
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	3,681.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 7,773.		
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	7,773.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	4,092.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	4,092. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ITTLESONFOUNDATION.ORG

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

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

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

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

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

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
SEE STATEMENT 9		156,000.	24,000.	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
MAUREEN M BRACKEN - C/O ITTLESON FD, 15 E 67TH STREET, NEW YORK, NY 10021	35.00	69,600.	10,400.	0.

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	12,274,565.
b	Average of monthly cash balances			1b	103,363.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	12,377,928.
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	12,377,928.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	185,669.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	12,192,259.
6	**Minimum investment return.** Enter 5% of line 5			6	609,613.

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	609,613.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,681.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,681.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	605,932.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	605,932.
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	605,932.

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	844,450.
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	844,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	844,450.

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				605,932.
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 343,387.				
b From 2012 900,306.				
c From 2013 427,034.				
d From 2014 431,912.				
e From 2015 222,316.				
f **Total** of lines 3a through e	2,324,955.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 844,450.				
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				605,932.
e Remaining amount distributed out of corpus	238,518.			
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	2,563,473.			
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	343,387.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	2,220,086.			
10 Analysis of line 9:				
a Excess from 2012 900,306.				
b Excess from 2013 427,034.				
c Excess from 2014 431,912.				
d Excess from 2015 222,316.				
e Excess from 2016 238,518.				

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)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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*				
SEE ATTACHED SCHEDULE-BFI MISCELLANEOUS GRANTS	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	25,000.
SEE ATTACHED SCHEDULE-PROGRAM GRANTS	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	310,000.
Total			▶ 3a	335,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2016)

623611 11-23-16

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	142,364.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	61,953.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		204,317.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	204,317.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

623621 11-23-16

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 11/7/17 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BERNARD LABELLE	Bernard LaBelle	10/24/17		P00665446
Firm's name ▶ BESSEMER TRUST			Firm's EIN ▶ 13-2792165	
Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NY 10111			Phone no. 516-508-9623	

Form 990-PF (2016)

623622 11-23-16

AIDS Grants paid in 2016
Including Grants Approved in Prior Years

National Working Positive Coalition $45,000
Fiscal Agent: AIDS Connecticut
Astoria, NY 11105
The National Working Positive Coalition (whose fiduciary agent is AIDS Connecticut) seeks to refine, implement and disseminate a systems-change model linking historically unconnected HIV care and prevention service providers to vocational workforce development and related programs at the state and local level to increase employment for people living with HIV.
(*First payment of a $70,000 grant*)

SERO $10,000
Milford, PA
One time grant to SERO, a national network of people with HIV, to support the launch of its Network Empowerment Project (NEP), a US based project that aims to re-invigorate the persons living with HIV self-empowerment movement to reduce stigma and improve quality of life and health outcomes, particularly mental health, for people with HIV (PWHA).
(*Final payment of a $70,000 grant*)

Mental Health Grants Paid in 2016
Including Grants Approved in Prior Years

Anu Family Services $20,000
St. Paul, MN
One time grant to create a national institute designed to transform child welfare systems by providing systems-coaching; staff training; modeling direct care services; and developing and convening best practices, resources, tools, and interventions which promote the healing and wellbeing for leaders, healers and youth to create a Full Systems Wellbeing approach to foster care.
(*Final payment of a $75,000 grant*)

The Dinner Party $35,000
Fiscal Agent: Community Partners
Los Angeles, CA
The Dinner Party, with Community Partners as its fiscal agent, seeks to disseminate and sustain its innovative model particularly focused on helping millennials deal with grief and loss. Having successfully piloted its program in an organic manner, it now hopes to evolve from a startup organization to a formal national organization with the capacity and structure needed to spread its model across the nation.
(*First payment of a $65,000 grant*)

FuelEd $40,000
Houston, TX
FuelEd is a Houston-based organization seeking to take national its pilot work of developing the social and emotional competencies of educators so they can build the strong relationships with their K-12 students that are now regarded as essential for improving students' mental health outcomes
(*First payment of a $70,000 grant*)

The Icarus Project $35,000
Fiscal Agent: FJC
New York, NY
Through the Community Health Initiative, Icarus will pivot the delivery system for their mental health services and support from depending on resource-intensive local peer groups to utilizing peer-led online and in-person workshops targeted to underserved populations and to the mental health professionals and nonprofits who serve them.
(*First payment of a $75,000 grant*)

Research Foundation for Mental Hygiene, Inc. $5,000
New York State Psychiatric Institute
Center for Practice Innovations at Columbia Psychiatry
New York, NY
One-time grant to allow The Center to transform and nationally disseminate its innovative OnTrackNY program which provides early and effective intervention for individuals with newly emerging psychosis. Through an enhanced website with more robust training materials and a more efficient and personalized method to respond to inquires, OnTrackUSA will take their model national providing training and technical assistance to at least 10-12 state or county governments or mental health agencies outside of NYS.
(*Final payment of a $65,000 grant*)

Spark Movement.org $25,000
Fiscal Agent: Colby College
Waterville, ME
One time grant to support Spark Movement in becoming its own sustainable 501(c)3 organization. Spark Movement.org works with girls to support their mental health and help prevent HIV/AIDS by engaging them in efforts to address the sexualization of girls and women.
(*Final payment of a $75,000 grant*)

Environmental Grants paid during 2016 Including Payment for Grants Awarded in Prior Years

Dogwood Alliance $25,000
Asheville, NC

One-time grant to launch a campaign to elevate as a national conservation priority the protection of America's wetland forests, a largely unrecognized and underappreciated landscape type that plays numerous important environmental roles and spreads over nine states. The campaign includes an effort to secure $10 million in corporate conservation funding for forested wetland protection.
(Second payment of a $75,000 grant)

New England Forestry Foundation $20,000
Littleton, MA
One-time grant to refine, rollout, replicate, and promote a new planned giving strategy, a model Pooled Income fund for forestland, as an innovative vehicle to accelerate the pace of land protection and to promote exemplary forest management practices.
(Second payment of a $70,000 grant)

Rocky Mountain Institute $20,000
Boulder, CO
One-time grant to support their Fleet Electrification Project aimed at increasing the use of electric vehicles by fleets of light-duty business vehicles (e.g. taxis, Uber, Lyft, etc.) This project seeks to over come the three primary obstacles to fleet electrification: sticker-shock, range anxiety and charging infrastructure worries, and financing by piloting solutions in Austin and Denver.
(Second payment of a $70,000 grant)

Solstice Initiative $30,000
Somerville, MA
Seed funding to support a new non-profit organization dedicated to advancing community solar (the solar energy version of a CSA-Community Supported Agriculture) to make solar available to the 80 percent of Americans who are currently locked out of it because they rent and/or live in buildings unsuitable for solar installations. Their model will be refined and expanded in Massachusetts and then brought to other states.
(Second payment of a $90,000 grant)

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	251,349.	108,985.	142,364.	142,364.	
TO PART I, LINE 4	251,349.	108,985.	142,364.	142,364.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	18,398.	18,398.		0.
FINANCIAL SERVICE FEES	12,500.	0.		12,500.
ADVISORY FEES	55.	0.		55.
PAYROLL PROCESSING FEES	3,476.	0.		3,476.
TO FORM 990-PF, PG 1, LN 16C	34,429.	18,398.		16,031.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,886.	1,886.		0.
2016 4TH QUARTER ESTIMATED TAX PAYMENT	2,200.	0.		0.
ADR FEES	57.	0.		0.
FOREIGN TAXES IN EXCESSS OF TREATY	1,070.	0.		0.
2015 FEDERAL EXTENSION	4,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,213.	1,886.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CELL PHONE	2,184.	0.		2,184.
NY LAW JOURNAL PUBLICATION FEE	150.	0.		150.
NEW YORK STATE FILING FEE	750.	0.		750.
CAR SERVICE	839.	0.		839.
OFFICE SUPPLIES	453.	0.		453.
CLEANING SERVICE	5,350.	0.		5,350.
OFFICE EQUIPMENT MAINTANENCE	7,455.	0.		7,455.
POSTAGE METER RENTAL	1,799.	0.		1,799.
POSTAGE	377.	0.		311.
FOUNDANT SOFTWARE SUBSCRIPTION	7,000.	0.		7,000.
TELEPHONE SERVICE	6,736.	0.		6,736.
INTERNET SERVICE	241.	0.		241.
MISCELLANEOUS	667.	0.		667.
FINANCIAL FEES	343.	0.		343.
INSURANCE EXPENSES	15,419.	0.		15,419.
TO FORM 990-PF, PG 1, LN 23	49,763.	0.		49,697.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED-FIXED INCOME	X		2,396,126.	2,371,349.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,396,126.	2,371,349.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,396,126.	2,371,349.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED-LARGE CAP CORE US	1,195,253.	1,456,373.
SEE SCHEDULE ATTACHED-LARGE CAP CORE NON US	313,577.	324,518.
SEE SCHEDULE ATTACHED-LARGE CAP STRATEGIES	2,824,763.	3,563,584.
SEE SCHEDULE ATTACHED-GLOBAL SMALL & MID CAP	1,074,838.	1,248,981.
SEE SCHEDULE ATTACHED-GLOBAL OPPORTUNITIES	1,670,981.	1,640,194.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,079,412.	8,233,650.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN HEDGE FUND	COST	1,169,136.	1,347,299.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,169,136.	1,347,299.

FORM 990-PF	OTHER ASSETS	STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
KEY MAN LIFE INSURANCE	90,000.	90,000.	90,000.
TO FORM 990-PF, PART II, LINE 15	90,000.	90,000.	90,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
H ANTHONY ITTLESON C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	CHAIRMAN & PRESIDENT 10.00	0.	0.	0.
PAMELA L SYRMIS C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	VICE PRESIDENT 1.00	0.	0.	0.
VICTOR TALBOT C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	DIRECTOR 1.00	0.	0.	0.
PHILIP ITTLESON C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	DIRECTOR 1.00	0.	0.	0.
CHRISTINA ITTLESON SMITH C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	DIRECTOR 1.00	0.	0.	0.
ANTHONY C WOOD ITTLESON FDN, 15 EAST 67TH STREET NEW YORK, NY 10021	SECRETARY/EXEC DIRECTOR 35.00	156,000.	24,000.	0.
HENRY DAVISON II C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	TREASURER 1.00	0.	0.	0.
STEPHANIE ITTLESON C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	DIRECTOR 1.00	0.	0.	0.
ANDREW AUCHINCLOSS C/O BESSEMER TRUST, 630 5TH AVE NEW YORK, NY 10111	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		156,000.	24,000.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANTHONY C WOOD, ITTLESON FOUNDATION INC
15 EAST 67 STREET
NEW YORK, NY 10021

TELEPHONE NUMBER

212-794-2008

FORM AND CONTENT OF APPLICATIONS

BRIEF STATEMENT OF PROJECT, BUDGET, ANNUAL REPORT AND IRS SECTION 501(C)(3) RULING

ANY SUBMISSION DEADLINES

INITIAL LETTERS OF INQUIRY MUST BE RECEIVED BEFORE SEPTEMBER 1.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS MADE TO INDIVIDUALS,PROGRAMS OUTSIDE THE UNITED STATES OF AMERICA, FELLOWSHIPS OR GRANTS-IN-AID.

Bessemer Trust

Account Summary

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

ITTLESON FOUNDATION, INC	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$335,400	$335,400	3 9%	$0	0 0%	$824	0 25%
LARGE CAP CORE - U S	$1,195,253	$1,456,373	17 0%	$261,104	21.8%	$22,992	1 58%
LARGE CAP CORE - NON U S	$313,577	$324,518	3 8%	$10,945	3 5%	$9,061	2 79%
LARGE CAP STRATEGIES	$2,824,763	$3,563,584	41 6%	$738,821	26 2%	$26,997	0 76%
SMALL & MID CAP	$1,074,838	$1,248,981	14 6%	$174,142	16 2%	$7,343	0 59%
STRATEGIC OPPORTUNITIES	$1,670,981	$1,640,194	19 1%	($30,786)	(1 8%)	$31,084	1 90%
Total	**$7,414,812**	**$8,569,050**	**100.0%**	**$1,154,226**	**15.6%**	**$98,301**	**1.15%**

Account Analysis

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

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
ITTLESON FOUNDATION, INC						
CASH AND SHORT TERM						
CASH	$5,779	$5,779	1 7%	0 1%	$0	0 00%
CASH EQUIVALENTS	$329,621	$329,621	98 3%	3 8%	$824	0 25%
Total CASH AND SHORT TERM	**$335,400**	**$335,400**	**100.0%**	**3.9%**	**$824**	**0.25%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$238,047	$315,779	21 7%	3 7%	$4,121	1 31%
INDUSTRIALS	$117,283	$152,177	10 4%	1 8%	$2,737	1 80%
HEALTH CARE	$114,105	$152,075	10 4%	1 8%	$2,208	1 45%
FINANCIALS	$157,586	$224,370	15 4%	2 6%	$3,853	1 72%
CONSUMER STAPLES	$70,905	$74,625	5 1%	0 9%	$2,018	2 70%
CONSUMER DISCRETIONARY	$308,566	$342,512	23 5%	4 0%	$3,794	1 11%
ENERGY	$59,717	$54,151	3 7%	0 6%	$1,080	1 99%
MISCELLANEOUS	$90,850	$91,647	6 3%	1 1%	$1,860	2 03%
UTILITIES	$38,194	$49,037	3 4%	0 6%	$1,321	2 69%
Total LARGE CAP CORE - U.S.	**$1,195,253**	**$1,456,373**	**100.0%**	**17.0%**	**$22,992**	**1.58%**
LARGE CAP CORE - NON U.S.						
INFORMATION TECHNOLOGY	$30,824	$38,543	11 9%	0 4%	$220	0 57%
INDUSTRIALS	$9,905	$9,561	2 9%	0 1%	$154	1 61%
HEALTH CARE	$46,248	$43,219	13 3%	0 5%	$942	2 18%
FINANCIALS	$83,016	$89,321	27 5%	1 0%	$3,054	3 42%
CONSUMER STAPLES	$32,048	$31,318	9 7%	0 4%	$840	2 68%
MATERIALS	$24,473	$25,547	7 9%	0 3%	$900	3 52%
CONSUMER DISCRETIONARY	$29,116	$34,916	10 8%	0 4%	$1,006	2 88%
ENERGY	$35,185	$32,360	10 0%	0 4%	$1,052	3 25%
UTILITIES	$22,762	$19,733	6 1%	0 2%	$893	4 53%
Total LARGE CAP CORE - NON U.S.	**$313,577**	**$324,518**	**100.0%**	**3.8%**	**$9,061**	**2.79%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$2,824,763	$3,563,584	100 0%	41 6%	$26,997	0 76%

Bessemer Trust

Account Analysis

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

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
ITTLESON FOUNDATION, INC						
LARGE CAP STRATEGIES						
Total LARGE CAP STRATEGIES	**$2,824,763**	**$3,563,584**	**100.0%**	**41.6%**	**$26,997**	**0.76%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$1,074,838	$1,248,981	100 0%	14 6%	$7,343	0 59%
Total SMALL & MID CAP	**$1,074,838**	**$1,248,981**	**100.0%**	**14.6%**	**$7,343**	**0.59%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$1,670,981	$1,640,194	100 0%	19 1%	$31,084	1 90%
Total STRATEGIC OPPORTUNITIES	**$1,670,981**	**$1,640,194**	**100.0%**	**19.1%**	**$31,084**	**1.90%**
Total	**$7,414,812**	**$8,569,050**		**100.0%**	**$98,301**	**1.15%**

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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
ITTLESON FOUNDATION, INC											
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		5,779 780	$0 00	$5,779	$0 000	$5,779	1 7%	$0	$0	0 00%
Total CASH					**$5,779**		**$5,779**	**1.7%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		329,621 350	$1 00	$329,621	$1 000	$329,621	98 3%	$0	$824	0 25%
Total CASH EQUIVALENTS					**$329,621**		**$329,621**	**98.3%**	**$0**	**$824**	**0.25%**
Total CASH AND SHORT TERM					**$335,400**		**$335,400**	**100.0%**	**$0**	**$824**	**0.25%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
711910	ALPHABET INC CLASS C	02079K107	80 000	$679 19	$54,335	$771 812	$61,745	4 2%	$7,409	$0	0.00%
712910	SABRE CORP COM	78573M104	800 000	$28 26	$22,606	$24 950	$19,960	1 4%	($2,646)	$416	2 08%
713135	CDW CORP/DE	12514G108	555 000	$39 24	$21,779	$52 088	$28,909	2 0%	$7,130	$355	1 23%
806047	APPLE INC	037833100	665 000	$67 82	$45,101	$115 820	$77,020	5 3%	$31,918	$1,516	1 97%
851360	MICROSOFT CORP	594918104	550 000	$63 72	$35,045	$62 140	$34,177	2 3%	($868)	$858	2 51%
885833	VISA INC	92826C839	460 000	$80 64	$37,094	$78 020	$35,889	2 5%	($1,205)	$303	0 84%
904729	NXP SEMICONDUCTORS NV	N6596X109	295 000	$57 14	$16,855	$98 007	$28,912	2 0%	$12,057	$0	0 00%
909095	BROADCOM LTD	Y09827109	165 000	$31 71	$5,232	$176 770	$29,167	2 0%	$23,934	$673	2 31%
Total INFORMATION TECHNOLOGY					**$238,047**		**$315,779**	**21.7%**	**$77,729**	**$4,121**	**1.23%**
INDUSTRIALS											
706810	XYLEM INC	98419M100	390 000	$45 68	$17,815	$49 518	$19,312	1 3%	$1,497	$241	1 25%
843413	J B HUNT TRANSPORT SVCS	445658107	410 000	$81 11	$33,257	$97 068	$39,798	2 7%	$6,541	$360	0 90%
868076	RAYTHEON CO NEW	755111507	370 000	$95 67	$35,397	$142 000	$52,540	3 6%	$17,142	$1,084	2 06%
882670	UNION PACIFIC CORP	907818108	225 000	$77 82	$17,510	$103 680	$23,328	1 6%	$5,817	$544	2 33%

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
ITTLESON FOUNDATION, INC											
LARGE CAP CORE - U.S.											
INDUSTRIALS											
908713	NIELSEN HOLDINGS PLC	G6518L108	410 000	$32 45	$13,304	$41 949	$17,199	1 2%	$3,894	$508	2 95%
Total INDUSTRIALS					**$117,283**		**$152,177**	**10.4%**	**$34,891**	**$2,737**	**1.79%**
HEALTH CARE											
715303	DENTSPLY SIRONA INC	24906P109	600 000	$58 52	$35,113	$57 730	$34,638	2 4%	($475)	$186	0 54%
800258	AETNA INC NEW	00817Y108	220 000	$59 04	$12,988	$124 009	$27,282	1 9%	$14,293	$220	0 81%
811650	BRISTOL-MYERS SQUIBB CO	110122108	320 000	$56 04	$17,932	$58 438	$18,700	1 3%	$768	$499	2 67%
864075	PFIZER INC	717081103	875 000	$28.67	$25,089	$32 480	$28,420	2 0%	$3,330	$1,120	3 94%
880100	THERMO FISHER SCIENTIFIC	883556102	305 000	$75 35	$22,983	$141 098	$43,035	3 0%	$20,051	$183	0 43%
Total HEALTH CARE					**$114,105**		**$152,075**	**10.4%**	**$37,967**	**$2,208**	**1.61%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	260 000	$40 67	$10,574	$65 308	$16,980	1 2%	$6,406	$332	1 96%
817156	CITIGROUP INC	172967424	595 000	$39 40	$23,445	$59 429	$35,360	2 4%	$11,915	$380	1 07%
823673	DISCOVER FINANCIAL SVCS	254709108	870 000	$56 89	$49,491	$72 090	$62,718	4 3%	$13,226	$1,044	1 66%
844581	KEYCORP NEW	493267108	2,385 000	$13 11	$31,276	$18 270	$43,573	3 0%	$12,297	$810	1 86%
854169	MORGAN STANLEY GRP INC	617446448	1,040 000	$30 56	$31,782	$42 250	$43,940	3 0%	$12,157	$832	1.89%
986524	CHUBB LIMITED	H1467J104	165 000	$66 78	$11,018	$132 115	$21,799	1 5%	$10,781	$455	2 09%
Total FINANCIALS					**$157,586**		**$224,370**	**15.4%**	**$66,782**	**$3,853**	**2.20%**
CONSUMER STAPLES											
822151	CVS HEALTH CORP	126650100	475 000	$77 88	$36,992	$78 909	$37,482	2 6%	$489	$950	2 53%
863670	PEPSICO INC	713448108	355 000	$95 53	$33,913	$104 628	$37,143	2 6%	$3,230	$1,068	2 88%
Total CONSUMER STAPLES					**$70,905**		**$74,625**	**5.1%**	**$3,719**	**$2,018**	**2.70%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	485 000	$43 64	$21,164	$74 068	$35,923	2 5%	$14,759	$485	1 35%
711198	ARAMARK	03852U106	1,080 000	$36 43	$39,342	$35 719	$38,577	2 6%	($764)	$444	1 15%

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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
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
801823	AMAZON COM INC	023135106	39 000	$771.74	$30,098	$749 846	$29,244	2 0%	($853)	$0	0 00%
805329	COMCAST CORP CL A NEW	20030N101	720 000	$55 29	$39,812	$69.050	$49,716	3 4%	$9,903	$792	1 59%
815929	CBS CORP CL B NEW	124857202	425 000	$56 17	$23,872	$63 619	$27,038	1 9%	$3,166	$306	1 13%
847586	LOWES COS INC	548661107	485 000	$69 09	$33,508	$71 120	$34,493	2 4%	$984	$679	1 97%
853200	MOHAWK INDUSTRIES INC	608190104	175 000	$190 81	$33,391	$199 680	$34,944	2 4%	$1,552	$0	0 00%
858398	NIKE INC CL B	654106103	540 000	$42 88	$23,154	$50 830	$27,448	1 9%	$4,293	$388	1 41%
866377	PRICELINE GROUP INC	741503403	24 000	$1,537 12	$36,891	$1,466 042	$35,185	2 4%	($1,706)	$0	0 00%
869022	ROYAL CARIBBEAN CRUISES LD	V7780T103	365 000	$74 89	$27,334	$82 038	$29,944	2 1%	$2,610	$700	2 34%
Total CONSUMER DISCRETIONARY					**$308,566**		**$342,512**	**23.5%**	**$33,944**	**$3,794**	**1.27%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	1,080 000	$55 29	$59,717	$50.140	$54,151	3 7%	($5,566)	$1,080	1.99%
Total ENERGY					**$59,717**		**$54,151**	**3.7%**	**($5,566)**	**$1,080**	**2.46%**
MISCELLANEOUS											
875173	S&P 500 DEP RCPTS	78462F103	410 000	$221 59	$90,850	$223 529	$91,647	6 3%	$796	$1,860	2 03%
Total MISCELLANEOUS					**$90,850**		**$91,647**	**6.3%**	**$796**	**$1,860**	**2.03%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	230 000	$39.52	$9,090	$72 357	$16,642	1 1%	$7,552	$345	2 07%
825997	EDISON INTERNATIONAL	281020107	450 000	$64 68	$29,104	$71 989	$32,395	2 2%	$3,290	$976	3 01%
Total UTILITIES					**$38,194**		**$49,037**	**3.4%**	**$10,842**	**$1,321**	**3.22%**
Total LARGE CAP CORE - U.S.					**$1,195,253**		**$1,456,373**	**100.0%**	**$261,104**	**$22,992**	**1.58%**
LARGE CAP CORE - NON U.S.											
INFORMATION TECHNOLOGY											
907468	ALIBABA GROUP HOLDINGS LTD	01609W102	210 000	$76 15	$15,992	$87 810	$18,440	5 7%	$2,447	$0	0 00%
908153	ATOS	FR0000051732/	190 000	$78 06	$14,832	$105 805	$20,103	6 2%	$5,271	$220	1 09%

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ITTLESON FOUNDATION, INC											
LARGE CAP CORE - NON U.S.											
INFORMATION TECHNOLOGY											
		5654781									
Total INFORMATION TECHNOLOGY					**$30,824**		**$38,543**	**11.9%**	**$7,718**	**$220**	**1.23%**
INDUSTRIALS											
971101	OBAYASHI	JP3190000004/ 6656407	1,000 000	$9 90	$9,905	$9 561	$9,561	2 9%	($343)	$154	1 61%
Total INDUSTRIALS					**$9,905**		**$9,561**	**2.9%**	**($343)**	**$154**	**1.79%**
HEALTH CARE											
902926	ASTRAZENECA PLC	GB0009895292/ 0989529	295 000	$72 25	$21,313	$54 783	$16,161	5 0%	($5,151)	$727	4 50%
982953	SHIRE PLC GBP 05	JE00B2QKY057/ B2QKY05	240 000	$52 33	$12,560	$57 825	$13,878	4 3%	$1,318	$55	0 40%
987359	SHIONOGI & CO LTD	JP3347200002/ 6804682	275 000	$45 00	$12,375	$47 927	$13,180	4 1%	$804	$160	1 21%
Total HEALTH CARE					**$46,248**		**$43,219**	**13.3%**	**($3,029)**	**$942**	**1.61%**
FINANCIALS											
909974	ING GROEP NV	NL0011821202/ BZ57390	1,300 000	$15 26	$19,833	$14 111	$18,344	5 7%	($1,488)	$891	4 86%
915065	BNP PARIBAS SPON ADR	05565A202	735 000	$26 13	$19,202	$31 932	$23,470	7 2%	$4,268	$814	3 47%
925099	HSBC HLDGS PLC ADR	404280406	255 000	$49 73	$12,682	$40 176	$10,245	3 2%	($2,436)	$650	6 34%
978767	NORDEA BANK AB	SE0000427361/ 5380031	1,420 000	$9 86	$14,001	$11 123	$15,794	4 9%	$1,792	$99	0 63%
979742	ORIX CORP	JP3200450009/ 6661144	1,375 000	$12 58	$17,298	$15 613	$21,468	6 6%	$4,170	$600	2 79%
Total FINANCIALS					**$83,016**		**$89,321**	**27.5%**	**$6,306**	**$3,054**	**2.20%**
CONSUMER STAPLES											
906774	UNILEVER NV	NL0000009355/ B12T3J1	490 000	$37 95	$18,596	$41 284	$20,229	6 2%	$1,632	$589	2 91%

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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
	ITTLESON FOUNDATION, INC										
LARGE CAP CORE - NON U.S.											
CONSUMER STAPLES											
910183	COCA-COLA EURO PRTNRS PLC	GB00BDCPN049/ BD4D942	350 000	$38 43	$13,452	$31 683	$11,089	3 4%	($2,362)	$251	2 26%
Total CONSUMER STAPLES					**$32,048**		**$31,318**	**9.7%**	**($730)**	**$840**	**2.70%**
MATERIALS											
976123	RIO TINTO LTD	AU000000RIO1/ 6220103	590 000	$41 48	$24,473	$43 300	$25,547	7 9%	$1,074	$900	3 52%
Total MATERIALS					**$24,473**		**$25,547**	**7.9%**	**$1,074**	**$900**	**3.52%**
CONSUMER DISCRETIONARY											
905543	PANDORA A/S ADR	698341104	410 000	$16.08	$6,591	$32 766	$13,434	4 1%	$6,843	$129	0 96%
979703	NISSAN MOTOR	JP3672400003/ 6642860	2,135 000	$10 55	$22,525	$10 062	$21,482	6 6%	($1,042)	$877	4 08%
Total CONSUMER DISCRETIONARY					**$29,116**		**$34,916**	**10.8%**	**$5,801**	**$1,006**	**1.27%**
ENERGY											
915019	ENI S P A ADR	26874R108	800 000	$34 47	$27,573	$32 240	$25,792	7 9%	($1,781)	$1,027	3 98%
970658	ENCANA CORP	CA2925051047/ 2793193	560 000	$13 59	$7,612	$11 729	$6,568	2 0%	($1,043)	$25	0 38%
Total ENERGY					**$35,185**		**$32,360**	**10.0%**	**($2,824)**	**$1,052**	**2.46%**
UTILITIES											
978298	ENAGAS SA	ES0130960018/ 7383072	775 000	$29 37	$22,762	$25 462	$19,733	6 1%	($3,028)	$893	4 53%
979839	ELECTRIC PWR DEV CORP	JP3551200003/ B02Q328	0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
Total UTILITIES					**$22,762**		**$19,733**	**6.1%**	**($3,028)**	**$893**	**3.22%**
Total LARGE CAP CORE - NON U.S.					**$313,577**		**$324,518**	**100.0%**	**$10,945**	**$9,061**	**2.79%**

LARGE CAP STRATEGIES

LARGE CAP STRATEGIES FUNDS

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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
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	277,754 077	$10 17	$2,824,763	$12 830	$3,563,584	100 0%	$738,821	$26,997	0 76%
Total LARGE CAP STRATEGIES FUNDS					**$2,824,763**		**$3,563,584**	**100.0%**	**$738,821**	**$26,997**	**0.76%**
Total LARGE CAP STRATEGIES					**$2,824,763**		**$3,563,584**	**100.0%**	**$738,821**	**$26,997**	**0.76%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	81,954 166	$13 12	$1,074,838	$15 240	$1,248,981	100 0%	$174,142	$7,343	0 59%
Total SMALL & MID CAP FUNDS					**$1,074,838**		**$1,248,981**	**100.0%**	**$174,142**	**$7,343**	**0.59%**
Total SMALL & MID CAP					**$1,074,838**		**$1,248,981**	**100.0%**	**$174,142**	**$7,343**	**0.59%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW STRATEGIC OPPTYS FUND	680414802	220,456 279	$7 58	$1,670,981	$7 440	$1,640,194	100 0%	($30,786)	$31,084	1 90%
Total STRATEGIC OPPORTUNITIES FUNDS					**$1,670,981**		**$1,640,194**	**100.0%**	**($30,786)**	**$31,084**	**1.90%**
Total STRATEGIC OPPORTUNITIES					**$1,670,981**		**$1,640,194**	**100.0%**	**($30,786)**	**$31,084**	**1.90%**
Total					**$7,414,812**		**$8,569,050**		**$1,154,226**	**$98,301**	**1.15%**

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ITTLESON FOUNDATION, INC - FI

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
FIXED INCOME	$2,403,019	$2,378,242	100 0%	($24,774)	(1 0%)	$44,142	1 86%
Total	**$2,403,019**	**$2,378,242**	**100.0%**	**($24,774)**	**(1.0%)**	**$44,142**	**1.86%**

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

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ITTLESON FOUNDATION, INC - FI

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
FIXED INCOME						
CASH	$0	$0	0 0%	0 0%	$0	
CASH EQUIVALENTS	$6,893	$6,893	0 3%	0 3%	$17	0 25%
US GOVT AND AGENCY BONDS	$1,301,512	$1,285,392	54 0%	54 0%	$20,639	1 61%
CORPORATE BONDS	$930,211	$921,251	38 7%	38 7%	$21,200	2 30%
INTERNATIONAL BONDS	$164,339	$164,642	6 9%	6 9%	$2,281	1 39%
OTHER BONDS	$64	$64	0 0%	0 0%	$5	7 81%
Total FIXED INCOME	**$2,403,019**	**$2,378,242**	**100.0%**	**100.0%**	**$44,142**	**1.86%**
Total	**$2,403,019**	**$2,378,242**		**100.0%**	**$44,142**	**1.86%**

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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
FIXED INCOME												
Fixed Income - 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			6,893 000	$1 00	$6,893	$1 000	$6,893	0 3%	$0	$17	0 25%
Total CASH EQUIVALENTS						**$6,893**		**$6,893**	**0.3%**	**$0**	**$17**	**0.25%**
Total Fixed Income - CASH AND SHORT TERM						**$6,893**		**$6,893**	**0.3%**	**$0**	**$17**	**0.25%**
US GOVT AND AGENCY BONDS												
112836	US TREASURY NOTE	05/31/2018	912828R51	130,000 000	$100 18	$130,228	$99 808	$129,751	5 5%	($476)	$1,137	0 88%
112773	US TREASURY NOTES	04/15/2019	912828Q52	5,000 000	$99 84	$4,992	$99 080	$4,954	0 2%	($38)	$43	0 87%
112801	US TREASURY NOTES	05/15/2019	912828R44	170,000 000	$99 44	$169,041	$99 046	$168,379	7 1%	($661)	$1,487	0 88%
113001	US TREASURY NOTE	09/15/2019	9128282G4	121,000 000	$99 03	$119,831	$98 702	$119,430	5 0%	($401)	$1,058	0.89%
112017	US TREASURY NOTES	11/30/2021	912828G53	225,000 000	$99 68	$224,279	$99 672	$224,262	9 4%	($17)	$4,218	1 88%
113052	US TREASURY NOTE	10/31/2022	912828M49	30,000 000	$99 81	$29,942	$98 607	$29,582	1 2%	($359)	$562	1 90%
111578	TSY INFLATION INDEX BOND	01/15/2024	912828B25	93,231 900	$102 41	$95,477	$101 702	$94,819	4 0%	($657)	$582	0 61%
111921	US TREASURY BONDS	08/15/2024	912828D56	280,000 000	$100 12	$280,347	$100 398	$281,114	11 8%	$766	$6,650	2.37%
112253	US TREASURY NOTE	02/15/2025	912828J27	190,000.000	$102 90	$195,509	$97 250	$184,775	7 8%	($10,734)	$3,800	2 06%
112585	US TREASURY NOTES	11/15/2025	912828M56	49,000.000	$105 85	$51,866	$98 624	$48,326	2 0%	($3,540)	$1,102	2 28%
Total US GOVT AND AGENCY BONDS						**$1,301,512**		**$1,285,392**	**54.0%**	**($16,117)**	**$20,639**	**1.61%**
CORPORATE BONDS												
204412	AMERICAN EXPRESS CREDIT	03/24/2017	0258M0DD8	54,000 000	$99 73	$53,853	$100 226	$54,122	2 3%	$268	$1,282	2 37%
206317	TOYOTA MOTOR CREDIT CORP	05/16/2017	89236TBH7	70,000 000	$99 95	$69,962	$100 027	$70,019	2 9%	$56	$787	1 12%

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Bessemer reporting systems that utilize finalized market prices

Bessemer Trust

Account Details

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

ITTLESON FOUNDATION, INC - FI

FIXED INCOME

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CORPORATE BONDS											
206339	JOHN DEERE CAPITAL CORP 06/12/2017	24422ESN0	70,000 000	$99 95	$69,967	$100 033	$70,023	2 9%	$56	$787	1 12%
208342	ECOLAB 12/08/2017	278865AP5	45,000 000	$100 06	$45,029	$99 989	$44,995	1 9%	($34)	$652	1 45%
277130	GOLDMAN SACHS GROUP INC 5 950% 01/18/2018	38141GFG4	60,000 000	$106 07	$63,640	$104 200	$62,520	2 6%	($1,120)	$3,570	5 71%
207918	EXXON MOBIL CORPORATION 03/06/2018	30231GAL6	55,000 000	$99 92	$54,958	$99 969	$54,983	2 3%	$25	$717	1 30%
207898	COCA-COLA CO 04/01/2018	191216BA7	65,000 000	$99 47	$64,657	$99 603	$64,742	2 7%	$85	$747	1 15%
208775	ROPER TECHNOLOGIES INC 10/01/2018	776696AF3	45,000 000	$100 94	$45,421	$100 393	$45,177	1 9%	($243)	$922	2 04%
208915	NEXTERA ENERGY CAPITAL 04/01/2019	65339KAR1	30,000 000	$101 81	$30,542	$100 567	$30,170	1 3%	($372)	$690	2 29%
208794	CATERPILLAR INC 05/18/2019	14912L6R7	60,000 000	$99 94	$59,966	$98 493	$59,096	2 5%	($870)	$810	1 37%
209167	MICROSOFT CORP 08/08/2019	594918BN3	60,000 000	$99 68	$59,806	$98 600	$59,160	2 5%	($646)	$660	1 12%
209185	SOUTHERN POWER CO 12/15/2019	843646AS9	35,000 000	$99 97	$34,991	$99 146	$34,701	1 5%	($290)	$682	1 97%
208896	MEDTRONIC INC 03/15/2020	585055BG0	60,000 000	$103 08	$61,847	$100 767	$60,460	2 5%	($1,386)	$1,500	2 48%
209133	COMCAST NBCUNIVERSAL MEDIA 04/30/2020	63946BAD2	50,000 000	$112 08	$56,042	$109 630	$54,815	2 3%	($1,227)	$2,575	4 70%
209080	CITIGROUP INC FRN 09/01/2023	172967KX8	35,000 000	$99 68	$34,889	$102 031	$35,711	1 5%	$822	$826	2 31%
208705	ANHEUSER-BUSCH INBEV FIN 02/01/2026	035242AP1	38,000 000	$103 42	$39,300	$101 355	$38,515	1 6%	($785)	$1,387	3 60%
208703	BERKSHIRE HATHAWAY INC 03/15/2026	084670BS6	45,000 000	$101 09	$45,492	$98 773	$44,448	1 9%	($1,044)	$1,406	3 16%
208900	INTERNATIONAL PAPER CO 02/15/2027	460146CP6	40,000 000	$99 62	$39,849	$93.985	$37,594	1 6%	($2,255)	$1,200	3 19%
Total CORPORATE BONDS					**$930,211**		**$921,251**	**38.7%**	**($8,960)**	**$21,200**	**2.30%**
INTERNATIONAL BONDS											
605434	KFW 02/15/2017	500769EY6	30,000 000	$99 63	$29,888	$100 020	$30,006	1 3%	$118	$375	1 25%
609143	WESTPAC BANKING CORP 05/25/2018	961214CM3	65,000 000	$99 88	$64,920	$99 626	$64,757	2 7%	($163)	$1,007	1 56%
609306	TORONTO DOMINION BK FRN 07/02/2019	89114QAT5	70,000.000	$99 33	$69,531	$99 827	$69,879	2 9%	$348	$899	1 29%
Total INTERNATIONAL BONDS					**$164,339**		**$164,642**	**6.9%**	**$303**	**$2,281**	**1.39%**
OTHER BONDS											
272296	COLL MORT OBL TRUST 8 800% 04/01/2018	19390JAD8	62 975	$101 63	$64	$101 628	$64	0 0%	$0	$5	7 81%
Total OTHER BONDS					**$64**		**$64**	**0.0%**	**$0**	**$5**	**7.81%**

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Account Details

Report dated December 30, 2016
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
	ITTLESON FOUNDATION, INC - FI										
FIXED INCOME											
Total FIXED INCOME					**$2,403,019**		**$2,378,242**	**100.0%**	**($24,774)**	**$44,142**	**1.86%**
Total					**$2,403,019**		**$2,378,242**		**($24,774)**	**$44,142**	**1.86%**

Holdings By Lot

Account: THE ITTLESON FOUNDATION INC (079-57427)
As of December 30, 2016

Managed Assets

Cash Balances[3]

Account Number	Qty.	Holding(Ticker)	Trade Date	Unit Cost	Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Portfolio
N/A	1.32	CASH[3]	N/A	$1.00	$1 00	$1	$1	$0	0 6%	Multi-Manager Hedge Fund Portfolio (Offshore)
TOTAL Cash Balances						**$1**	**$1**	**$0**	**0.6%**	

Alternative Investments[3]

Account Number	Qty.	Holding(Ticker)	Trade Date	Unit Cost[1]	Price	Total Cost[1]	Market Value	Unrealized Gain(Loss)[1]	Yield	Portfolio
079-57427	4,963 848	BERNSTEIN MULTI-MANAGER HDG FN PORTFOLIO LTD APRIL 2012(AA52197)[3]	04/01/2012	-	$115.60	$500,000	$573,802	-	0.0 %	Multi-Manager Hedge Fund Portfolio (Offshore)
079-57427	6,691.361	BERNSTEIN MULTI-MANAGER HEDGE FUND PORTFOLIO LTD. MARCH 2012(AZ38040)[3]	03/01/2012	-	$115.60	$669,136	$773,496	-	0 0 %	Multi-Manager Hedge Fund Portfolio (Offshore)
TOTAL Alternative Investments						**$1,169,136**	**$1,347,298**	**-**	**-**	

NET PORTFOLIO VALUE

Account Number	Qty.	Holding(Ticker)	Trade Date	Unit Cost	Price	Total Cost[2]	Market Value	Unrealized Gain(Loss)[2]	Yield	Portfolio
NET PORTFOLIO VALUE						**$1,169,137**	**$1,347,299**	**$0**	**0.0%**	

Form: 990-PF
Tax Year: 2016
EIN: 51-0172757

Ittleson Foundation Inc.

Summary
Form 990-PF, Part XV-3a

Total Program Grants	$	310,000
Miscellaneous Grants	$	25,000
Total	$	335,000

2016 Program Grants (Purpose of grants are attached)

National Working Positive Coalition	$	45,000
SERO	$	10,000
Anu Family Services	$	20,000
The Dinner Party	$	35,000
FuelEd	$	40,000
The Icarus Project	$	35,000
Research Foundation for Mental Hygiene, Inc	$	5,000
Spark Movement.org	$	25,000
Dogwood Alliance	$	25,000
New England Forestry Foundation	$	20,000
Rocky Mountain Institute	$	20,000
Solstice Initiative	$	30,000
Total Program Grants	$	310,000

2016 Miscellaneous Grants

New York Preservation Archive	$	8,500
Weston Playhouse Theatre Company	$	8,000
One Heartland	$	1,000
Drayton Hall Preservation Trust	$	7,500
Total Miscellaneous Grants	$	25,000