EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: THE DIANNE & CHARLES RICE FAMILY FDN

A Employer identification number: 59-3701678

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

B Telephone number: 305-372-5005

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 14,368,552.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,176,824.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	335.	335.		STATEMENT 1
	4 Dividends and interest from securities	103,591.	96,669.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	508,020.			
	b Gross sales price for all assets on line 6a 1,699,901.				
	7 Capital gain net income (from Part IV, line 2)		508,020.		
	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	235,047.	55,517.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,023,817.	660,541.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	77,250.	0.		77,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,379.	0.		1,379.
	c Other professional fees STMT 5	11,093.	6,493.		4,600.
	17 Interest				
	18 Taxes STMT 6	25,532.	5,036.		61.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	111,181.	103,150.		6,784.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	226,435.	114,679.		90,074.
	25 Contributions, gifts, grants paid	466,800.			466,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	693,235.	114,679.		556,874.
	27 Subtract line 26 from line 12:				
	a *Excess of revenue over expenses and disbursements*	1,330,582.			
	b **Net investment income** (if negative, enter -0-)		545,862.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

623501 11-23-16 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2016)

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	770,730.	1,231,586.	1,231,586.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	5,280,375.	5,697,609.	6,469,712.
	c Investments - corporate bonds STMT 9	1,156,591.	1,263,591.	1,178,307.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	4,575,226.	4,920,718.	5,488,947.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,782,922.	13,113,504.	14,368,552.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,782,922.	13,113,504.	
	30 Total net assets or fund balances	11,782,922.	13,113,504.	
	31 Total liabilities and net assets/fund balances	11,782,922.	13,113,504.	

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	11,782,922.
2	Enter amount from Part I, line 27a	2	1,330,582.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,113,504.
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	13,113,504.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,699,901.		1,191,881.	508,020.

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				508,020.

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	508,020.
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	569,542.	12,197,845.	.046692
2014	471,198.	11,086,454.	.042502
2013	451,948.	9,562,679.	.047262
2012	376,566.	9,146,753.	.041169
2011	344,283.	8,077,139.	.042624

2 Total of line 1, column (d)	2	.220249
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	.044050
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,015,047.
5 Multiply line 4 by line 3	5	573,313.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,459.
7 Add lines 5 and 6	7	578,772.
8 Enter qualifying distributions from Part XII, line 4	8	556,874.

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	10,917.
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	10,917.
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	10,917.
6 Credits/Payments				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	13,282.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	21,282.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	10,365.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 10,365. **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?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST Telephone no. ▶516-508-9623
Located at ▶630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶10111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	12,674,864.
b	Average of monthly cash balances		1b	538,382.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	13,213,246.
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	13,213,246.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	198,199.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	13,015,047.
6	**Minimum investment return.** Enter 5% of line 5		6	650,752.

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	650,752.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 10,917.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b 1,185.		
c	Add lines 2a and 2b		2c	12,102.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	638,650.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	638,650.
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	638,650.

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	556,874.
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	556,874.
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	556,874.

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				638,650.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			553,719.	
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				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 556,874.				
a Applied to 2015, but not more than line 2a			553,719.	
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				3,155.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				635,495.
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	0.			
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

SEE STATEMENT 12

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CITY YEAR JACKSONVILLE 6 EAST BAY STREET, 2ND FLOOR JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	100,000.
EARLY LEARNING COALITION 2639 NORTH MONROE STREET, BLDG C TALLAHASSEE, FL 32303	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	58,000.
FRIENDS OF CHILDREN & FAMILIES 11875 HIGH TECH AVE #200 ORLANDO, FL 32817	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	1,000.
GUARDIAN OF DREAMS FOUNDATION 134 E CHURCH STREET JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	50,000.
JACKSONVILLE PUBLIC EDUCATION FUND 245 RIVERSIDE AVENUE JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	466,800.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	335.	
4 Dividends and interest from securities			14	103,591.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	235,047.	
8 Gain or (loss) from sales of assets other than inventory			18	508,020.	
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.		846,993.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 846,993.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NONE

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 11-1-17 | Title President, CEO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MERILEEN LETZTER		10/31/17		P00336359
Firm's name ▶ BESSEMER TRUST			Firm's EIN ▶ 13-2792165	
Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NY 10111			Phone no. 516-508-9623	

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,725.			3,725.
b	417,896.			417,896.
c	153,106.		176,373.	<23,267.>
d	270,186.		287,289.	<17,103.>
e	43,823.			43,823.
f	728,219.		728,219.	0.
g	82,946.			82,946.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,725.
b				417,896.
c				<23,267.>
d				<17,103.>
e				43,823.
f				0.
g				82,946.
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	508,020.
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

623591
04-01-16

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
JACKSONVILLE SYMPHONY ORCHESTRA 300 WATER STREET, STE. 200 JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	15,000.
TEACH FOR AMERICA 214 N. HOGAN ST, STE 6010 JACKSONVILLE, FL 32202	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	35,000.
THE CATHEDRAL ARTS PROJECT INC 4063 SALISBURY RD, STE 107 JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	35,000.
THE CUMMER MUSEUM OF ART 829 RIVERSIDE AVE JACKSONVILLE, FL 32204	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	67,800.
U.S. FAMILY FOUNDATION, INC. 450 PLEASANT GROVE ROAD IVERNESS, FL 34452	NONE	EXEMPT	GENERAL EXEMPT PURPOSE	30,000.
Total from continuation sheets				182,800.

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 DIANNE & CHARLES RICE FAMILY FDN	59-3701678

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose 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)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES E. RICE CLUT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 601,416.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	CSX CORPORATION 500 WATER STREET C420 JACKSONVILLE, FL 32202	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	DIANNE T RICE CLAT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 276,064.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	DIANNE T RICE CLUT C/O BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DR WOODBRIDGE, NJ 07095	$ 199,344.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

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

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

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

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

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

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

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

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REGULAR INTEREST	335.	335.	
TOTAL TO PART I, LINE 3	335.	335.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	179,129.	82,946.	96,183.	96,183.	
LG III ECS (ONSHORE) DOMESTIC BLOCKER	486.	0.	486.	486.	
LG III PORT TOWNSEND (DOMESTIC)	6,922.	0.	6,922.	0.	
TO PART I, LINE 4	186,537.	82,946.	103,591.	96,669.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INTEREST	12,825.	12,825.	
PARTNERSHIP DIVIDENDS	36,837.	36,837.	
PARTNERSHIP OTHER NONPASSIVE INCOME	<245.>	<245.>	
PARTNERSHIP NET ROYALTIES	<419.>	<419.>	
PASSIVE INCOME	6,519.	6,519.	
PARTNERSHIP RECEIPTS- BESSEMER	179,530.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	235,047.	55,517.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

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

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	6,493.	6,493.		0.
FINANCIAL SERVICE FEES	4,600.	0.		4,600.
TO FORM 990-PF, PG 1, LN 16C	11,093.	6,493.		4,600.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2015 BALANCE DUE EXT WITH FORM 990-PF	10,000.	0.		0.
2016 4TH QUARTER ESTIMATE 990-T	4,000.	0.		0.
2016 3RD QUARTER ESTIMATE- 990 PF	6,000.	0.		0.
FLORIDA ANNUAL REPORT	61.	0.		61.
STATE TAX WH ON LP OWPEF IX	164.	164.		0.
STATE TAX WH ON LP OWPEF X	122.	122.		0.
STATE TAX WH ON LP OWPEF XI	571.	571.		0.
STATE TAX WH ON LP OWGREF	1,312.	1,312.		0.
FOREIGN TAXES PAID	769.	769.		0.
FOREIGN TAXES IN EXCESS OF WH	435.	0.		0.
FOREIGN TAXES PAID VIA PARTNERSHIPS	2,098.	2,098.		0.
TO FORM 990-PF, PG 1, LN 18	25,532.	5,036.		61.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL EXPENSES	5,910.	0.		5,910.
MEMBERSHIP FEES AND SEMINAR	510.	0.		510.
WIRE TRANSFER FEES	30.	0.		30.
ADR	25.	25.		0.
PARTNERSHIP CHARITY	334.	0.		334.
PARTNERSHIP INVESTMENT INTEREST	4,189.	4,189.		0.
PARTNERSHIP MISCELLANEOUS INVESTMENT EXPENSES	98,936.	98,936.		0.
PARTNERSHIP NONDEDUCTIBLE	1,247.	0.		0.
TO FORM 990-PF, PG 1, LN 23	111,181.	103,150.		6,784.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-U S LARGE CAP	516,478.	635,913.
SCHEDULE ATTACHED-LARGE CAP STRATEGIES	2,128,779.	2,517,066.
SCHEDULE ATTACHED-NON US LARGE CAP	138,105.	142,635.
SCHEDULE ATTACHED-GLOBAL SMALL & MIDCAP	822,995.	1,047,981.
SCHEDULE ATTACHED-STRATEGIC OPPORTUNITIES	1,945,815.	1,966,688.
SCHEDULE ATTACHED-LARGE CAP CORE- GLOBAL	145,437.	159,429.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,697,609.	6,469,712.

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED-FIXED	1,263,591.	1,178,307.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,263,591.	1,178,307.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED ALTERNATIVES AT BESSEMER	3,074,981.	3,582,106.	4,015,062.
OTHER ALTERNATIVES	1,500,245.	1,338,612.	1,473,885.
TO FORM 990-PF, PART II, LINE 15	4,575,226.	4,920,718.	5,488,947.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

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

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

305-372-5005

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED ON GRANT RESTRICTIONS.

Bessemer Trust

Account Summary

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

DIANNE&CHARLES RICE FAM FDTN IMA II	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$492,206	$492,206	35 3%	$0	0 0%	$1,230	0 25%
FIXED INCOME	$153,000	$150,893	10 8%	($2,106)	(1 4%)	$2,007	1 33%
LARGE CAP CORE - GLOBAL	$145,437	$159,429	11 4%	$13,991	9 6%	$1,722	1 08%
LARGE CAP STRATEGIES	$288,253	$308,826	22 1%	$20,572	7 1%	$2,339	0 76%
SMALL & MID CAP	$107,347	$112,981	8 1%	$5,634	5 2%	$664	0 59%
STRATEGIC OPPORTUNITIES	$169,361	$171,459	12 3%	$2,097	1 2%	$3,249	1 89%
Total	**$1,355,604**	**$1,395,794**	**100.0%**	**$40,188**	**3.0%**	**$11,211**	**0.80%**

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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
DIANNE&CHARLES RICE FAM FDTN IMA II CASH AND SHORT TERM						
CASH	$0	$0	0 0%	0 0%	$0	
CASH EQUIVALENTS	$492,206	$492,206	100 0%	35 3%	$1,230	0 25%
Total CASH AND SHORT TERM	**$492,206**	**$492,206**	**100.0%**	**35.3%**	**$1,230**	**0.25%**
FIXED INCOME						
BOND FUNDS	$153,000	$150,893	100 0%	10 8%	$2,007	1 33%
Total FIXED INCOME	**$153,000**	**$150,893**	**100.0%**	**10.8%**	**$2,007**	**1.33%**
LARGE CAP CORE - GLOBAL						
LARGE CAP CORE FUNDS	$145,437	$159,429	100 0%	11 4%	$1,722	1 08%
Total LARGE CAP CORE - GLOBAL	**$145,437**	**$159,429**	**100.0%**	**11.4%**	**$1,722**	**1 08%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$288,253	$308,826	100 0%	22 1%	$2,339	0 76%
Total LARGE CAP STRATEGIES	**$288,253**	**$308,826**	**100.0%**	**22.1%**	**$2,339**	**0.76%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$107,347	$112,981	100 0%	8 1%	$664	0 59%
Total SMALL & MID CAP	**$107,347**	**$112,981**	**100.0%**	**8.1%**	**$664**	**0.59%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$169,361	$171,459	100 0%	12 3%	$3,249	1 89%
Total STRATEGIC OPPORTUNITIES	**$169,361**	**$171,459**	**100.0%**	**12.3%**	**$3,249**	**1.89%**
Total	**$1,355,604**	**$1,395,794**		**100.0%**	**$11,211**	**0.80%**

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
DIANNE&CHARLES RICE FAM FDTN IMA II											
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		492,206 380	$1 00	$492,206	$1 000	$492,206	100 0%	$0	$1,230	0 25%
Total CASH EQUIVALENTS					**$492,206**		**$492,206**	**100.0%**	**$0**	**$1,230**	**0.25%**
Total CASH AND SHORT TERM					**$492,206**		**$492,206**	**100.0%**	**$0**	**$1,230**	**0.25%**
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	13,655 542	$11 20	$153,000	$11 050	$150,893	100 0%	($2,106)	$2,007	1 33%
Total BOND FUNDS					**$153,000**		**$150,893**	**100.0%**	**($2,106)**	**$2,007**	**1.33%**
Total FIXED INCOME					**$153,000**		**$150,893**	**100.0%**	**($2,106)**	**$2,007**	**1.33%**
LARGE CAP CORE - GLOBAL											
LARGE CAP CORE FUNDS											
861014	OW LARGE CAP CORE FD	680414307	11,331 168	$12 84	$145,437	$14 070	$159,429	100 0%	$13,991	$1,722	1 08%
Total LARGE CAP CORE FUNDS					**$145,437**		**$159,429**	**100.0%**	**$13,991**	**$1,722**	**1.08%**
Total LARGE CAP CORE - GLOBAL					**$145,437**		**$159,429**	**100.0%**	**$13,991**	**$1,722**	**1.08%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	24,070 637	$11 98	$288,253	$12 830	$308,826	100 0%	$20,572	$2,339	0 76%
Total LARGE CAP STRATEGIES FUNDS					**$288,253**		**$308,826**	**100.0%**	**$20,572**	**$2,339**	**0.76%**
Total LARGE CAP STRATEGIES					**$288,253**		**$308,826**	**100.0%**	**$20,572**	**$2,339**	**0.76%**
SMALL & MID CAP											

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
DIANNE&CHARLES RICE FAM FDTN IMA II											
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	7,413 502	$14 48	$107,347	$15 240	$112,981	100 0%	$5,634	$664	0 59%
Total SMALL & MID CAP FUNDS					**$107,347**		**$112,981**	**100.0%**	**$5,634**	**$664**	**0.59%**
Total SMALL & MID CAP					**$107,347**		**$112,981**	**100.0%**	**$5,634**	**$664**	**0.59%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW STRATEGIC OPPTYS FUND	680414802	23,045 573	$7 35	$169,361	$7 440	$171,459	100 0%	$2,097	$3,249	1 89%
Total STRATEGIC OPPORTUNITIES FUNDS					**$169,361**		**$171,459**	**100.0%**	**$2,097**	**$3,249**	**1.89%**
Total STRATEGIC OPPORTUNITIES					**$169,361**		**$171,459**	**100.0%**	**$2,097**	**$3,249**	**1.89%**
Total					**$1,355,604**		**$1,395,794**		**$40,188**	**$11,211**	**0.80%**

Bessemer Trust

Account Summary

Report dated December 30, 2016
Amortized tax cost
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	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA							
CASH AND SHORT TERM	$704,750	$704,750	6 1%	$0	0 0%	$1,755	0 25%
FIXED INCOME	$1,110,591	$1,027,414	9 0%	($83,177)	(7 5%)	$13,667	1 33%
LARGE CAP CORE - U S	$516,478	$635,913	5 5%	$119,415	23 1%	$10,074	1 58%
LARGE CAP CORE - NON U S	$138,105	$142,635	1 2%	$4,530	3 3%	$3,969	2 78%
LARGE CAP STRATEGIES	$1,840,526	$2,208,240	19 3%	$367,713	20 0%	$16,729	0 76%
SMALL & MID CAP	$715,648	$935,000	8 2%	$219,352	30 7%	$5,497	0 59%
STRATEGIC OPPORTUNITIES	$1,776,454	$1,795,229	15 7%	$18,775	1 1%	$34,022	1 90%
ALTERNATIVE INVESTMENTS	$3,582,106	$4,015,062	35 0%	$327,078	8 9%	$0	0 00%
Total	**$10,384,658**	**$11,464,243**	**100.0%**	**$973,686**	**9.3%**	**$85,713**	**0.75%**

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Report run on Mar 1, 2017 by Kalwachwadmin
Version 10 2 1 5

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
DIANNE & CHARLES RICE FAM FDTN IMA CASH AND SHORT TERM						
CASH	$2,439	$2,439	0 3%	0 0%	$0	0 00%
CASH EQUIVALENTS	$702,311	$702,311	99 7%	6 1%	$1,755	0 25%
Total CASH AND SHORT TERM	**$704,750**	**$704,750**	**100.0%**	**6.1%**	**$1,755**	**0.25%**
FIXED INCOME						
BOND FUNDS	$1,110,591	$1,027,414	100 0%	9 0%	$13,667	1 33%
Total FIXED INCOME	**$1,110,591**	**$1,027,414**	**100.0%**	**9.0%**	**$13,667**	**1.33%**
LARGE CAP CORE - U.S						
INFORMATION TECHNOLOGY	$103,824	$137,471	21 6%	1 2%	$1,797	1 31%
INDUSTRIALS	$58,083	$72,853	11 5%	0 6%	$1,353	1 86%
HEALTH CARE	$46,985	$63,626	10 0%	0 6%	$929	1 46%
FINANCIALS	$65,469	$95,857	15 1%	0 8%	$1,649	1 72%
CONSUMER STAPLES	$26,611	$31,476	4 9%	0 3%	$851	2 70%
CONSUMER DISCRETIONARY	$135,150	$151,066	23 8%	1 3%	$1,662	1 10%
ENERGY	$24,694	$22,813	3 6%	0 2%	$455	1 99%
MISCELLANEOUS	$38,788	$39,117	6 2%	0 3%	$794	2 03%
UTILITIES	$16,874	$21,634	3 4%	0 2%	$584	2 70%
Total LARGE CAP CORE - U.S.	**$516,478**	**$635,913**	**100.0%**	**5.5%**	**$10,074**	**1.58%**
LARGE CAP CORE - NON U.S.						
INFORMATION TECHNOLOGY	$13,378	$16,895	11 8%	0 1%	$98	0 58%
INDUSTRIALS	$4,046	$4,015	2 8%	0 0%	$64	1 59%
HEALTH CARE	$21,290	$19,853	13 9%	0 2%	$427	2 15%
FINANCIALS	$37,374	$39,709	27 8%	0 3%	$1,353	3 41%
CONSUMER STAPLES	$13,724	$13,421	9 4%	0 1%	$359	2 67%
MATERIALS	$10,378	$10,825	7 6%	0 1%	$381	3 52%
CONSUMER DISCRETIONARY	$12,315	$14,790	10 4%	0 1%	$424	2 87%
ENERGY	$15,333	$14,216	10 0%	0 1%	$460	3 24%
UTILITIES	$10,267	$8,911	6 2%	0 1%	$403	4 52%

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Account Analysis

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Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA LARGE						
CAP CORE - NON U S						
Total LARGE CAP CORE - NON U.S	**$138,105**	**$142,635**	**100.0%**	**1.2%**	**$3,969**	**2.78%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$1,840,526	$2,208,240	100 0%	19 3%	$16,729	0 76%
Total LARGE CAP STRATEGIES	**$1,840,526**	**$2,208,240**	**100.0%**	**19.3%**	**$16,729**	**0.76%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$715,648	$935,000	100 0%	8 2%	$5,497	0 59%
Total SMALL & MID CAP	**$715,648**	**$935,000**	**100.0%**	**8.2%**	**$5,497**	**0.59%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$1,776,454	$1,795,229	100 0%	15 7%	$34,022	1 90%
Total STRATEGIC OPPORTUNITIES	**$1,776,454**	**$1,795,229**	**100.0%**	**15.7%**	**$34,022**	**1.90%**
ALTERNATIVE INVESTMENTS						
PRIVATE EQUITY	$1,874,784	$2,058,747	51 3%	18 0%	$0	0 00%
REAL ASSETS	$506,657	$597,725	14 9%	5 2%	$0	0 00%
HEDGE FUNDS	$1,200,665	$1,358,590	33 8%	11 9%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$3,582,106**	**$4,015,062**	**100.0%**	**35.0%**	**$0**	**0.00%**
Total	**$10,384,658**	**$11,464,243**		**100.0%**	**$85,713**	**0.75%**

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DIANNE & CHARLES RICE FAM FDTN IMA											
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		2,439 600	$0 00	$2,439	$0 000	$2,439	0 3%	$0	$0	0 00%
Total CASH					**$2,439**		**$2,439**	**0.3%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		702,311 910	$1 00	$702,311	$1 000	$702,311	99 7%	$0	$1,755	0 25%
Total CASH EQUIVALENTS					**$702,311**		**$702,311**	**99.7%**	**$0**	**$1,755**	**0.25%**
Total CASH AND SHORT TERM					**$704,750**		**$704,750**	**100.0%**	**$0**	**$1,755**	**0.25%**
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND	680414406	92,978 653	$11 94	$1,110,591	$11 050	$1,027,414	100 0%	($83,177)	$13,667	1 33%
Total BOND FUNDS					**$1,110,591**		**$1,027,414**	**100.0%**	**($83,177)**	**$13,667**	**1.33%**
Total FIXED INCOME					**$1,110,591**		**$1,027,414**	**100.0%**	**($83,177)**	**$13,667**	**1.33%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
711910	ALPHABET INC CLASS C	02079K107	35 000	$676 20	$23,667	$771 800	$27,013	4 2%	$3,345	$0	0 00%
712910	SABRE CORP COM	78573M104	360 000	$27 96	$10,066	$24 950	$8,982	1 4%	($1,084)	$187	2 08%
713135	CDW CORP/DE	12514G108	250 000	$38 96	$9,741	$52 088	$13,022	2 0%	$3,280	$160	1 23%
806047	APPLE INC	037833100	280 000	$69 03	$19,329	$115 818	$32,429	5 1%	$13,100	$638	1 97%
851360	MICROSOFT CORP	594918104	240 000	$63 59	$15,261	$62 138	$14,913	2 3%	($348)	$374	2 51%
885833	VISA INC	92826C839	200 000	$80 32	$16,065	$78 020	$15,604	2 5%	($461)	$132	0 85%
904729	NXP SEMICONDUCTORS NV	N6596X109	125 000	$57 25	$7,156	$98 008	$12,251	1 9%	$5,094	$0	0 00%
909095	BROADCOM LTD	Y09827109	75 000	$33 85	$2,539	$176 760	$13,257	2 1%	$10,718	$306	2 31%
Total INFORMATION TECHNOLOGY					**$103,824**		**$137,471**	**21.6%**	**$33,644**	**$1,797**	**1.23%**

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DIANNE & CHARLES RICE FAM FDTN IMA

LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
INDUSTRIALS											
706810	XYLEM INC	98419M100	175 000	$45 70	$7,997	$49 520	$8,666	1 4%	$668	$108	1 25%
843413	J B HUNT TRANSPORT SVCS	445658107	170 000	$81 57	$13,867	$97 065	$16,501	2 6%	$2,634	$149	0 90%
868076	RAYTHEON CO NEW	755111507	160 000	$95 32	$15,251	$142 000	$22,720	3 6%	$7,468	$468	2 06%
882670	UNION PACIFIC CORP	907818108	170 000	$89 62	$15,235	$103 676	$17,625	2 8%	$2,389	$411	2 33%
908713	NIELSEN HOLDINGS PLC	G6518L108	175 000	$32 76	$5,733	$41 949	$7,341	1 2%	$1,607	$217	2 96%
Total INDUSTRIALS					**$58,083**		**$72,853**	**11.5%**	**$14,766**	**$1,353**	**1.84%**
HEALTH CARE											
715303	DENTSPLY SIRONA INC	24906P109	250 000	$58 14	$14,536	$57 728	$14,432	2 3%	($104)	$77	0 53%
800258	AETNA INC NEW	00817Y108	95 000	$58 68	$5,575	$124 000	$11,780	1 9%	$6,205	$95	0 81%
811650	BRISTOL-MYERS SQUIBB CO	110122108	130 000	$55 82	$7,257	$58 438	$7,597	1 2%	$339	$202	2 66%
864075	PFIZER INC	717081103	375 000	$28 66	$10,747	$32 480	$12,180	1 9%	$1,432	$480	3 94%
880100	THERMO FISHER SCIENTIFIC	883556102	125 000	$70 96	$8,870	$141 096	$17,637	2 8%	$8,767	$75	0 43%
Total HEALTH CARE					**$46,985**		**$63,626**	**10.0%**	**$16,639**	**$929**	**1.62%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	100 000	$40 66	$4,066	$65 310	$6,531	1 0%	$2,464	$128	1 96%
817156	CITIGROUP INC	172967424	250 000	$34 82	$8,704	$59 428	$14,857	2 3%	$6,153	$160	1 08%
823673	DISCOVER FINANCIAL SVCS	254709108	375 000	$57 61	$21,603	$72 088	$27,033	4 3%	$5,430	$450	1 66%
844581	KEYCORP NEW	493267108	1,025 000	$13 22	$13,553	$18 269	$18,726	2 9%	$5,173	$348	1 86%
854169	MORGAN STANLEY GRP INC	617446448	445 000	$31 04	$13,811	$42 249	$18,801	3 0%	$4,989	$356	1 89%
986524	CHUBB LIMITED	H1467J104	75 000	$49 76	$3,732	$132 120	$9,909	1 6%	$6,176	$207	2 09%
Total FINANCIALS					**$65,469**		**$95,857**	**15.1%**	**$30,385**	**$1,649**	**2.21%**
CONSUMER STAPLES											
822151	CVS HEALTH CORP	126650100	200 000	$61 42	$12,283	$78 910	$15,782	2 5%	$3,498	$400	2 53%
863670	PEPSICO INC	713448108	150 000	$95 52	$14,328	$104 627	$15,694	2 5%	$1,366	$451	2 87%
Total CONSUMER STAPLES					**$26,611**		**$31,476**	**4.9%**	**$4,864**	**$851**	**2.70%**

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LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	210 000	$43 17	$9,066	$74 067	$15,554	2 4%	$6,488	$210	1 35%
711198	ARAMARK	03852U106	460 000	$36 51	$16,796	$35 720	$16,431	2 6%	($365)	$189	1 15%
801823	AMAZON COM INC	023135106	18 000	$763 33	$13,740	$749 833	$13,497	2 1%	($243)	$0	0 00%
805329	COMCAST CORP CL A NEW	20030N101	300 000	$55 36	$16,608	$69 050	$20,715	3 3%	$4,106	$330	1 59%
815929	CBS CORP CL B NEW	124857202	245 000	$55 16	$13,514	$63 616	$15,586	2 5%	$2,072	$176	1 13%
847586	LOWES COS INC	548661107	200 000	$68 53	$13,706	$71 120	$14,224	2 2%	$517	$280	1 97%
853200	MOHAWK INDUSTRIES INC	608190104	75 000	$188 55	$14,141	$199 680	$14,976	2 4%	$834	$0	0 00%
858398	NIKE INC CL B	654106103	250 000	$42 59	$10,647	$50 828	$12,707	2 0%	$2,059	$180	1 42%
866377	PRICELINE GROUP INC	741503403	10 000	$1,538 80	$15,388	$1,466 000	$14,660	2 3%	($727)	$0	0 00%
869022	ROYAL CARIBBEAN CRUISES LD	V7780T103	155 000	$74 48	$11,544	$82 039	$12,716	2 0%	$1,171	$297	2 34%
Total CONSUMER DISCRETIONARY					**$135,150**		**$151,066**	**23.8%**	**$15,912**	**$1,662**	**1.26%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	455 000	$54 27	$24,694	$50 138	$22,813	3 6%	($1,881)	$455	1 99%
Total ENERGY					**$24,694**		**$22,813**	**3.6%**	**($1,881)**	**$455**	**2.47%**
MISCELLANEOUS											
875173	S&P 500 DEP RCPTS	78462F103	175 000	$221 65	$38,788	$223 526	$39,117	6 2%	$328	$794	2 03%
Total MISCELLANEOUS					**$38,788**		**$39,117**	**6.2%**	**$328**	**$794**	**2.03%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	100 000	$39 87	$3,987	$72 360	$7,236	1 1%	$3,248	$150	2 07%
825997	EDISON INTERNATIONAL	281020107	200 000	$64 44	$12,887	$71 990	$14,398	2 3%	$1,510	$434	3 01%
Total UTILITIES					**$16,874**		**$21,634**	**3.4%**	**$4,758**	**$584**	**3.23%**
Total LARGE CAP CORE - U S.					**$516,478**		**$635,913**	**100.0%**	**$119,415**	**$10,074**	**1.58%**

LARGE CAP CORE - NON U.S.

INFORMATION TECHNOLOGY

Account Details

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

DIANNE & CHARLES RICE FAM FDTN IMA

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
INFORMATION TECHNOLOGY											
907468	ALIBABA GROUP HOLDINGS LTD	01609W102	90 000	$76 07	$6,846	$87 800	$7,902	5 5%	$1,056	$0	0 00%
908153	ATOS	FR0000051732/ 5654781	85 000	$76 85	$6,532	$105 800	$8,993	6 3%	$2,460	$98	1 09%
Total INFORMATION TECHNOLOGY					**$13,378**		**$16,895**	**11 8%**	**$3,516**	**$98**	**1.23%**
INDUSTRIALS											
971101	OBAYASHI	JP3190000004/ 6656407	420 000	$9 63	$4,046	$9 560	$4,015	2 8%	($30)	$64	1 59%
Total INDUSTRIALS					**$4,046**		**$4,015**	**2.8%**	**($30)**	**$64**	**1.84%**
HEALTH CARE											
902926	ASTRAZENECA PLC	GB0009895292/ 0989529	130 000	$72 28	$9,396	$54 785	$7,122	5 0%	($2,274)	$320	4 49%
982953	SHIRE PLC GBP 05	JE00B2QKY057/ B2QKY05	100 000	$53 46	$5,346	$57 820	$5,782	4 1%	$436	$23	0 40%
987359	SHIONOGI & CO LTD	JP3347200002/ 6804682	145 000	$45 16	$6,548	$47 924	$6,949	4 9%	$401	$84	1 21%
Total HEALTH CARE					**$21,290**		**$19,853**	**13.9%**	**($1,437)**	**$427**	**1.62%**
FINANCIALS											
909974	ING GROEP NV	NL0011821202/ BZ57390	575 000	$15 37	$8,835	$14 111	$8,114	5 7%	($721)	$394	4 86%
915065	BNP PARIBAS SPON ADR	05565A202	325 000	$26 23	$8,525	$31 932	$10,378	7 3%	$1,853	$360	3 47%
925099	HSBC HLDGS PLC ADR	404280406	115 000	$49 86	$5,734	$40 174	$4,620	3 2%	($1,113)	$293	6 34%
978767	NORDEA BANK AB	SE0000427361/ 5380031	650 000	$9 85	$6,401	$11 122	$7,229	5 1%	$828	$45	0 62%
979742	ORIX CORP	JP3200450009/ 6661144	600 000	$13 13	$7,879	$15 613	$9,368	6 6%	$1,488	$261	2 79%
Total FINANCIALS					**$37,374**		**$39,709**	**27.8%**	**$2,335**	**$1,353**	**2.21%**
CONSUMER STAPLES											

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
DIANNE & CHARLES RICE FAM FDTN IMA											
LARGE CAP CORE - NON U.S.											
CONSUMER STAPLES											
906774	UNILEVER NV	NL0000009355/ B12T3J1	210 000	$38 02	$7,984	$41 281	$8,669	6 1%	$684	$252	2 91%
910183	COCA-COLA EURO PRTNRS PLC	GB00BDCPN049/ BD4D942	150 000	$38 27	$5,740	$31 680	$4,752	3 3%	($987)	$107	2 25%
Total CONSUMER STAPLES					**$13,724**		**$13,421**	**9.4%**	**($303)**	**$359**	**2.70%**
MATERIALS											
976123	RIO TINTO LTD	AU000000RIO1/ 6220103	250 000	$41 51	$10,378	$43 300	$10,825	7 6%	$447	$381	3 52%
Total MATERIALS					**$10,378**		**$10,825**	**7.6%**	**$447**	**$381**	**3.52%**
CONSUMER DISCRETIONARY											
905543	PANDORA A/S ADR	698341104	175 000	$16 09	$2,815	$32 766	$5,734	4 0%	$2,918	$55	0 96%
979703	NISSAN MOTOR	JP3672400003/ 6642860	900 000	$10 56	$9,500	$10 062	$9,056	6 3%	($444)	$369	4 07%
Total CONSUMER DISCRETIONARY					**$12,315**		**$14,790**	**10.4%**	**$2,474**	**$424**	**1.26%**
ENERGY											
915019	ENI S P A ADR	26874R108	350 000	$34 10	$11,935	$32 240	$11,284	7 9%	($651)	$449	3 98%
970658	ENCANA CORP	CA2925051047/ 2793193	250 000	$13 59	$3,398	$11 728	$2,932	2 1%	($466)	$11	0 38%
Total ENERGY					**$15,333**		**$14,216**	**10.0%**	**($1,117)**	**$460**	**2.47%**
UTILITIES											
978298	ENAGAS SA	ES0130960018/ 7383072	350 000	$29 33	$10,267	$25 460	$8,911	6 2%	($1,355)	$403	4 52%
979839	ELECTRIC PWR DEV CORP	JP3551200003/ B02Q328	0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
Total UTILITIES					**$10,267**		**$8,911**	**6.2%**	**($1,355)**	**$403**	**3.23%**
Total LARGE CAP CORE - NON U.S.					**$138,105**		**$142,635**	**100.0%**	**$4,530**	**$3,969**	**2.78%**

LARGE CAP STRATEGIES

Bessemer Trust

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
DIANNE & CHARLES RICE FAM FDTN IMA											
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	172,115 356	$10 69	$1,840,526	$12 830	$2,208,240	100 0%	$367,713	$16,729	0 76%
Total LARGE CAP STRATEGIES FUNDS					**$1,840,526**		**$2,208,240**	**100.0%**	**$367,713**	**$16,729**	**0.76%**
Total LARGE CAP STRATEGIES					**$1,840,526**		**$2,208,240**	**100.0%**	**$367,713**	**$16,729**	**0.76%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	61,351 759	$11 66	$715,648	$15 240	$935,000	100 0%	$219,352	$5,497	0 59%
Total SMALL & MID CAP FUNDS					**$715,648**		**$935,000**	**100.0%**	**$219,352**	**$5,497**	**0.59%**
Total SMALL & MID CAP					**$715,648**		**$935,000**	**100.0%**	**$219,352**	**$5,497**	**0.59%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW STRATEGIC OPPTYS FUND	680414802	241,294 346	$7 36	$1,776,454	$7 440	$1,795,229	100 0%	$18,775	$34,022	1 90%
Total STRATEGIC OPPORTUNITIES FUNDS					**$1,776,454**		**$1,795,229**	**100.0%**	**$18,775**	**$34,022**	**1.90%**
Total STRATEGIC OPPORTUNITIES					**$1,776,454**		**$1,795,229**	**100.0%**	**$18,775**	**$34,022**	**1.90%**
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY											
091594	OW PRIV EQUITY FUND IX	5PEF91910	468,965 530	$0 55	$259,396	$0 778	$365,013	9 1%	$4,459	$0	0 00%
098743	OW PRIV EQUITY FD X	5PE101910	700,258 410	$1 19	$833,701	$1 015	$710,578	17 7%	$99,396	$0	0 00%
706382	OW PRIV EQUITY FUND XI	5PE111919	419,249 000	$0 90	$378,510	$1 271	$532,949	13 3%	$106,236	$0	0 00%
709476	OW PRIV EQUITY FUND XII	5PE121934	242,303 280	$0 99	$239,908	$1 187	$287,612	7 2%	$28,047	$0	0 00%
713336	OW PRIV EQ FD XIII T3	5PE131925	170,430 880	$0 96	$163,269	$0 954	$162,595	4 0%	($16,256)	$0	0 00%
Total PRIVATE EQUITY					**$1,874,784**		**$2,058,747**	**51.3%**	**$221,882**	**$0**	**0.00%**
REAL ASSETS											
092700	OW GLOBAL RE FUND	5GREF1912	385,202 380	$0 60	$230,818	$0 649	$249,864	6 2%	($54,021)	$0	0 00%

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

Account Details

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

DIANNE & CHARLES RICE FAM FDTN IMA

ALTERNATIVE INVESTMENTS

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
REAL ASSETS											
708629	OW GLOBAL RE FUND II	5GRII2926	274,021 130	$0 77	$211,467	$1 133	$310,413	7 7%	$6,407	$0	0 00%
714209	OW GLBL REAL ASSETS FD T3	5GRA11915	38,845 470	$1 66	$64,372	$0 964	$37,448	0 9%	($5,115)	$0	0 00%
Total REAL ASSETS					**$506,657**		**$597,725**	**14.9%**	**($52,729)**	**$0**	**0.00%**
HEDGE FUNDS											
908975	5TH AVE MUL-STRAT OFF S1	5MSOF0918	252 963	$1,778 92	$450,000	$2,458 118	$621,813	15 5%	$171,813	$0	0 00%
908978	5TH AVE MUL-STRAT OFF S4	5MSOF0942	299 732	$2,504 45	$750,665	$2,458 119	$736,777	18 4%	($13,888)	$0	0 00%
Total HEDGE FUNDS					**$1,200,665**		**$1,358,590**	**33.8%**	**$157,925**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					**$3,582,106**		**$4,015,062**	**100.0%**	**$327,078**	**$0**	**0.00%**
Total					**$10,384,658**		**$11,464,243**		**$973,686**	**$85,713**	**0.75%**

ATTACHMENT TO STATEMENT 10

Other Alternatives - LLR and TIFF		Book/Tax Cost	FMV
LLR Caymans		0.00	0 00
LLR EQUITY III		294,552 00	310,845.00
TIFF PEP 2005		241,212 00	219,305 00
Other Alternatives LGB entities			
LGB II A		52,033 00	43,542.00
LGB II A AIV (US)		28,800.00	44,575 00
LG III LP		84,555 00	53,098.00
LG III CR AIV LP		160,693 00	227,656 00
LGB II A CR LP		0.00	1 00
LG III REIT AIV LP		0 00	0.00
LG III FORM ENERGY		34,409.00	17,642 00
LGB II AIV Blockers		67,939 00	28,445.00
LGB III AIV Blockers		298,481 00	411,388 00
LG III AIV DT Blocker		75,937.00	117,388 00
	Total	**1,338,611.00**	**1,473,885.00**