

L26  
927  
C&E

EXTENDED TO NOVEMBER 15, 2018

## 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.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation <b>THE SEALARK FOUNDATION, INC</b>		A Employer identification number <b>13-3747240</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O BESSEMER TRUST, 630 FIFTH AVENUE</b>		B Telephone number <b>(212) 708-9172</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10111</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 43,247,817.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		9,539,602.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		640,358.	635,038.		STATEMENT 2
5a Gross rents					
5b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,757,964.			STATEMENT 1
6b Gross sales price for all assets on line 6a	11,971,226.				
7 Capital gain net income (from Part IV, line 2)			1,772,448.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
10b Less Cost of goods sold					
10c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		11,937,924.	2,407,486.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
16b Accounting fees	STMT 3	3,500.	0.		3,500.
16c Other professional fees	STMT 4	85,310.	85,310.		0.
17 Interest					
18 Taxes	STMT 5	90,643.	1,891.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	203.	0.		203.
24 Total operating and administrative expenses. Add lines 13 through 23		179,656.	87,201.		3,703.
25 Contributions, gifts, grants paid		1,700,000.			1,700,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,879,656.	87,201.		1,703,703.
27 Subtract line 26 from line 12		10,058,268.			
a Excess of revenue over expenses and disbursements			2,320,285.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED DEC 21 2018

Operating and Administrative Expenses

RECEIVED  
NOV 13 2017  
OGDEN UT

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	18.			
	2 Savings and temporary cash investments	677,416.	653,380.	653,380.	
	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 7	3,474,260.	5,907,643.	5,836,212.	
	b Investments - corporate stock STMT 8	21,367,431.	27,274,274.	33,721,518.	
	c Investments - corporate bonds STMT 9	3,018,387.	3,057,377.	3,036,707.	
	11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis					
Less: accumulated depreciation					
15 Other assets (describe )					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,537,512.	36,892,674.	43,247,817.		
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	28,537,512.	36,892,674.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30 Total net assets or fund balances	28,537,512.	36,892,674.		
31 Total liabilities and net assets/fund balances	28,537,512.	36,892,674.			

## 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	28,537,512.
2 Enter amount from Part I, line 27a	2	10,058,268.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	38,595,780.
5 Decreases not included in line 2 (itemize) YE BOOK BASIS TO TAX BASIS	5	1,703,106.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,892,674.

Form 990-PF (2017)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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	BESSEMER TR- CAP GAIN DIV	P	VARIOUS	VARIOUS
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 5,980,673.		5,346,924.	633,749.
b 4,864,380.		4,851,854.	12,526.
c 1,126,173.			1,126,173.
d			
e			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			633,749.
b			12,526.
c			1,126,173.
d			
e			

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">1,772,448.</div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div>

**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 doesn't 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))
2016	1,686,322.	29,275,268.	.057602
2015	1,307,767.	22,093,799.	.059192
2014	1,207,187.	22,766,061.	.053026
2013	1,015,181.	22,061,066.	.046017
2012	878,790.	17,417,755.	.050454

2 Total of line 1, column (d)	2	.266291
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.053258
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	33,755,912.
5 Multiply line 4 by line 3	5	1,797,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,203.
7 Add lines 5 and 6	7	1,820,975.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,703,703.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	46,406.
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	46,406.
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	46,406.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	18,931.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	38,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	56,931.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	689.
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	9,836.
11	Enter the amount of line 10 to be. Credited to 2018 estimated tax <input type="checkbox"/> 9,836. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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	
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. <input type="checkbox"/> DE		
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 2017 or the tax year beginning in 2017? See the 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

N/A

STMT 10

Form 990-PF (2017)

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	X	
14 The books are in care of <b>BESSEMER TRUST COMPANY OF FL</b> Telephone no. <b>(561) 655-4030</b> Located at <b>222 ROYAL PALM WAY PALM BEACH, PALM BEACH, FL</b> ZIP+4 <b>33480</b>		
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 <b>15</b> <b>N/A</b>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <b>N/A</b>	1b	
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <b>N/A</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017) <b>N/A</b>	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 2017?	4b	X

Form 990-PF (2017)

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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, and 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
JAMES M CLARK JR. C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	PRESIDENT, SECRETARY, TREA	2.00 0.	0.	0.
RUTH P. CLARK, DEC'D 4/23/2017 C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TREASURER, ASS'T SECRETARY	2.00 0.	0.	0.
KATHY M CLARK C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	VICE PRESIDENT, ASS'T SECR	2.00 0.	0.	0.

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

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

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

0

Form 990-PF (2017)

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

<b>Total number of others receiving over \$50,000 for professional services</b>	<b>0</b>
---	----------

## Expenses

Amount

Total. Add lines 1 through 3	0.
------------------------------	----

2017.04030 THE SEALARK FOUNDATION, INC SEALARK1

**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	33,790,993.
b	Average of monthly cash balances	1b	478,968.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,269,961.
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	34,269,961.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	514,049.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,755,912.
6	Minimum investment return Enter 5% of line 5	6	1,687,796.

**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	1,687,796.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	46,406.
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46,406.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,641,390.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,641,390.
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	1,641,390.

**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	1,703,703.
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	1,703,703.
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	1,703,703.

**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

Form 990-PF (2017)



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,641,390.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012	15,586.			
b From 2013				
c From 2014	86,149.			
d From 2015	213,166.			
e From 2016	301,763.			
f Total of lines 3a through e	616,664.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,703,703.				
a Applied to 2016, 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 2017 distributable amount				1,641,390.
e Remaining amount distributed out of corpus	62,313.			
5 Excess distributions carryover applied to 2017 (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	678,977.			
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 2016. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	15,586.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	663,391.			
10 Analysis of line 9.				
a Excess from 2013				
b Excess from 2014	86,149.			
c Excess from 2015	213,166.			
d Excess from 2016	301,763.			
e Excess from 2017	62,313.			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALCUIN SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230	N/A	EXEMPT	EXEMPT	200,000.
BAYLOR HEALTH CARE SYSTEM Foudation 3600 GASTON AVENUE, SUITE 100 DALLAS, TX 75246-9928	N/A	EXEMPT	CONSTRUCTION OF HOPE LODGE FUND	50,000.
CHILD CARE GROUP 1420 WEST MOCKINGBIRD LANE, SUITE 300 DALLAS, TX 75247	N/A	EXEMPT	OPERATIONAL	25,000.
CHURCH OF THE MESSIAH 22 CHURCH STREET WOODS HOLE, MA 02543	N/A	EXEMPT	INSTALLATION OF AN ELEVATOR	30,000.
COMMIT2DALLAS 3800 MAPLE AVENUE, SUITE 800 DALLAS, TX 75219	N/A	EXEMPT	OPERATIONAL	25,000.
Total	SEE CONTINUATION SHEET(S)			1,700,000.
b Approved for future payment				
NONE				
Total				0.





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Name of the organization

THE SEALARK FOUNDATION, INC

Employer identification number

13-3747240

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990 PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

THE SEALARK FOUNDATION, INC

13-3747240

**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	THE JAMES M CLARK CHAR TR 4/28/97 C/O BESSEMER TRUST, 630 FIFTH AVE NEW YORK, NY 10111	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	THE JAMES M CLARK CHAR TR 4/28/97 C/O BESSEMER TRUST, 630 FIFTH AVE NEW YORK, NY 10111	\$ 9,489,602.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	365 SHS AMERICAN WATER WORKS CO AVG FMV PER/SH \$89.04	\$ 32,500.	11/27/17
2	220 SHS KAR AUCTION SERVICE AVG FMV PER/SH \$48.74	\$ 10,723.	11/27/17
2	145 SHS SIX FLAGS ENTERTAINMENT CORP AVG FMV PER/SH \$65.01	\$ 9,426.	11/27/17
2	190 SHS VANTIV INC AVG FMV PER/SH \$72.43	\$ 13,762.	11/27/17
2	85 SHS SPECTRUM BRANDS HLDGS INC AVG FMV PER/SH \$103.61	\$ 8,807.	11/27/17
2	400 SHS ZOETIS INC AVG FMV PER/SH \$71.51	\$ 28,604.	11/27/17



Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	76 SHS ALPHABET INC CLASS C AVG FMV PER/SH \$1046.95	\$ 79,568.	11/27/17
2	260 SHS PAYPAL HOLDINGS INC AVG FMV PER/SH \$78.55	\$ 20,423.	11/27/17
2	170 SHS DENTSPLY SIRONA INC AVG FMV PER/SH \$67.47	\$ 11,470.	11/27/17
2	725 SHS FORTIVE CO AVG FMV PER/SH \$72.6250	\$ 52,653.	11/27/17
2	775 SHS DOW DU PONT INC AVG FMV PER/SH \$70.5350	\$ 54,665.	11/27/17
2	95 SHS ADVANCE AUTO PARTS AVG FMV PER/SH \$89.91	\$ 8,541.	11/27/17

Name of organization

Employer identification number

THE SEALARK FOUNDATION, INC

13-3747240

**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
2	140 SHS ALEXION PHARMACEUTICAL AVG FMV PER/SH \$109.065	\$ 15,269.	11/27/17
2	625 SHS ALTRIA GROUP INC AVG FMV PER/SH \$65.27	\$ 40,794.	11/27/17
2	55 SHS AMAZON.COM INC AVG FMV PER/SH \$1202.28	\$ 66,125.	11/27/17
2	1,150 SHS COMCAST CORP CL A NEW AVG FMV PER/SH \$35.4850	\$ 40,808.	11/27/17
2	70 SHS ANSYS INC AVG FMV PER/SH \$151.29	\$ 10,590.	11/27/17
2	380 SHS APPLE INC AVG FMV PER/SH \$174.1950	\$ 66,194.	11/27/17

Name of organization

Employer identification number

THE SEALARK FOUNDATION, INC

13-3747240

**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
2	875 SHS BAXTER INTERNATIONAL INC AVG FMV PER/SH \$64.3950	\$ 56,346.	11/27/17
2	320 SHS BRISTOL-MYERS SQUIBB CO AVG FMV PER/SH \$61.59	\$ 19,709.	11/27/17
2	90 SHS CHECK POINT SOFTWARE TECH AVG FMV PER/SH \$104.9050	\$ 9,441.	11/27/17
2	900 SHS CHURCH & DWIGHT INC AVG FMV PER/SH \$44.99	\$ 40,491.	11/27/17
2	475 SHS CITIGROUP INC AVG FMV PER/SH \$71.8350	\$ 34,122.	11/27/17
2	860 SHS CONOCOPHILLIPS AVG FMV PER/SH \$49.6650	\$ 42,712.	11/27/17

Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	43 SHS COOPER COS INC AVG FMV PER/SH \$243.04	\$ 10,451.	11/27/17
2	50 SHS INGREDION INC AVG FMV PER/SH \$136.09	\$ 6,805.	11/27/17
2	650 SHS DANAHER CORP AVG FMV PER/SH \$94.055	\$ 61,136.	11/27/17
2	695 SHS DISCOVER FINANCIAL SVCS AVG FMV PER/SH \$65.4750	\$ 45,505.	11/27/17
2	130 SHS DOVER CORP AVG FMV PER/SH \$76.35	\$ 9,926.	11/27/17
2	100 SHS DUN & BRADSTREET NEW COM AVG FMV PER/SH \$120.675	\$ 12,068.	11/27/17

Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	360 SHS EDISON INTERNATIONAL AVG FMV PER/SH \$80.68	\$ 29,045.	11/27/17
2	650 SHS FIDELITY NATL INFO SVCS AVG FMV PER/SH \$91.95	\$ 59,768.	11/27/17
2	240 SHS CORELOGIC INC AVG FMV PER/SH \$44.8850	\$ 10,772.	11/27/17
2	45 SHS HARRIS CORP DEL AVG FMV PER/SH \$143.67	\$ 6,465.	11/27/17
2	200 SHS HOME DEPOT AVG FMV PER/SH \$173.645	\$ 34,729.	11/27/17
2	60 SHS IDEX CORP AVG FMV PER/SH \$130.945	\$ 7,857.	11/27/17

Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	390 SHS J B HUNT TRANSPORT SVCS AVG FMV PER/SH \$104.00	\$ 40,560.	11/27/17
2	2,250 SHS KEYCORP NEW AVG FMV PER/SH \$18.03	\$ 40,568.	11/27/17
2	90 SHS LAB CORP OF AMER HLDGS NEW AVG FMV PER/SH \$150.975	\$ 13,588.	11/27/17
2	575 SHS LILLY ELI & CO AVG FMV PER/SH \$84.64	\$ 48,668.	11/27/17
2	975 SHS MICROSOFT CORP AVG FMV PER/SH \$83.64	\$ 81,549.	11/27/17
2	830 SHS MORGAN STANLEY GRP INC AVG FMV PER/SH \$49.015	\$ 40,682.	11/27/17

Name of organization

Employer identification number

THE SEALARK FOUNDATION, INC

13-3747240

**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
2	190 SHS NASDAQ INC AVG FMV PER/SH \$77.41	\$ 14,708.	11/27/17
2	530 SHS NIKE INC CL B AVG FMV PER/SH \$59.435	\$ 31,501.	11/27/17
2	157,147.378 SHS OW MUNICIPAL BOND FUND AVG FMV PER/SH \$11.88	\$ 1,866,911.	11/27/17
2	435 SHS PEPSICO INC AVG FMV PER/SH \$116.03	\$ 50,473.	11/27/17
2	29 SHS PRICELINE GROUP INC AVG FMV PER/SH \$1761.735	\$ 51,090.	11/27/17
2	295 SHS RAYTHEON CO NEW AVG FMV PER/SH \$186.345	\$ 54,972.	11/27/17

Name of organization

Employer identification number

THE SEALARK FOUNDATION, INC

13-3747240

**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
2	60 SHS SMUCKER JM CO NEW AVG FMV PER/SH \$112.385	\$ 6,743.	11/27/17
2	75 SHS SNAO-ON TOOLS CORP AVG FMV PER/SH \$160.305	\$ 12,023.	11/27/17
2	240 SHS THERMO FISHER SCIENTIFIC AVG FMV PER/SH \$193.15	\$ 46,356.	11/27/17
2	635 SHS VISA INC AVG FMV PER/SH \$112.225	\$ 71,263.	11/27/17
2	150 SHS WABTEC CORP AVG FMV PER/SH \$73.06	\$ 10,959.	11/27/17
2	55 SHS WATERS CORP AVG FMV PER/SH \$196.67	\$ 10,817.	11/27/17



Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	140 SHS WYNDHAM WORLDWIDE CORP AVG FMV PER/SH \$49.39	\$ 6,915.	11/27/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	65,251.929 SHS OW SMALL & MIDCAP STRAT FD AVG FMV PER/SH \$17.58	\$ 1,147,129.	11/27/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	1,525 SHS SAMSONITE INTERNATIONAL SA AVG FMV PER/SH \$31.85	\$ 48,571.	11/27/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	110 SHS ALLEGION PLC ORD SHS AVG FMV PER/SH \$83.375	\$ 9,171.	11/27/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	175 SHS ALIBABA GROUP HOLDINGS LTD AVG FMV PER/SH \$189.50	\$ 33,163.	11/27/17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	190 SHS AXALTA COATING AVG FMV PER/SH \$31.63	\$ 6,010.	12/01/17

Name of organization

Employer identification number

THE SEALARK FOUNDATION, INC

13-3747240

**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
2	105 SHS STERIS PLC AVG FMV PER/SH \$88.545	\$ 9,297.	11/27/17
2	182 SHS BROADCOM LTD AVG FMV PER/SH \$282.725	\$ 51,456.	11/27/17
2	920 SHS ENI S.P.A. ADR AVG FMV PER/SH \$32.745	\$ 30,124.	11/27/17
2	135,044.511 SHS OW STRATEGIC OPPTYS FUND AVG FMV PER/SH \$8.31	\$ 1,122,220.	11/27/17
2	223,147.437 SHS OW LARGE CAP STRATEGIES FD AVG FMV PER/SH \$15.02	\$ 3,351,674.	11/27/17
2	1,160 SHS ENCANA CORP AVG FMV PER/SH \$11.585	\$ 13,438.	11/27/17

Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
2	460 SHS RIO TINTO LTD AVG FMV PER/SH \$49.225	\$ 22,643.	11/27/17
2	2,510 SHS NORDEA BANK AB AVG FMV PER/SH \$9.845	\$ 24,710.	11/27/17
2	345 SHS CHUBB LIMITED AVG FMV PER/SH \$148.93	\$ 51,380.	11/27/17

Name of organization	Employer identification number
THE SEALARK FOUNDATION, INC	13-3747240

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

---



---

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

---

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	5,980,673.	5,359,051.	0.	0.	621,622.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	4,864,380.	4,854,211.	0.	0.	10,169.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BESSEMER TR- CAP GAIN DIV					
	1,126,173.	0.	0.	0.	1,126,173.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,757,964.

---



---

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
-------------	--	-----------	---

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST, DIV	530,302.	0.	530,302.	530,302.	
BESSEMER TRUST, INT	104,736.	0.	104,736.	104,736.	
BESSEMER TRUST, TAX EXEMPT INTEREST	5,320.	0.	5,320.	0.	
TO PART I, LINE 4	640,358.	0.	640,358.	635,038.	

---



---



---



---

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	3,500.	0.		3,500.
TO FORM 990-PF, PG 1, LN 16B	3,500.	0.		3,500.

---



---



---



---

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEES	85,307.	85,307.		0.
ADR FEES	3.	3.		0.
TO FORM 990-PF, PG 1, LN 16C	85,310.	85,310.		0.

---



---

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,891.	1,891.		0.
FED BAL DUE EXCISE TAX	87,089.	0.		0.
FOREIGN TAX PAID IN EXCESS OF TREATY	1,663.	0.		0.
TO FORM 990-PF, PG 1, LN 18	90,643.	1,891.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CSC EXPENSE	178.	0.		178.
STATE OF DELAWARE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	203.	0.		203.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT AND AGENCY BONDS	X		4,013,329.	3,963,412.
FIXED INCOME - BOND FUNDS		X	1,894,314.	1,872,800.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,013,329.	3,963,412.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,894,314.	1,872,800.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,907,643.	5,836,212.

---



---

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LARGE CAP CORE - U.S.	5,041,922.	6,792,393.
LARGE CAP CORE - NON U.S.	440,239.	566,255.
LARGE CAP STRATEGIES	11,683,061.	14,822,863.
SMALL & MID CAP CORE	1,110,816.	1,227,104.
SMALL & MID CAP STRATEGIES	4,384,576.	5,197,872.
STRATEGIC OPPORTUNITIES	4,613,660.	5,115,031.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,274,274.	33,721,518.

---



---

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,242,591.	2,225,235.
INTERNATIONAL BONDS	814,786.	811,472.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,057,377.	3,036,707.

---



---

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
-------------	---	-----------	----

---

NAME OF CONTRIBUTOR	ADDRESS
J M CLARK 1993 CRUT	C/O ELMRIDGE RESOURCES INC., 12225 GREENVILLE AVE. STE 950 DALLAS, TX 75243-0597