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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2010

Department of the Treasury
Internal Revenue Service

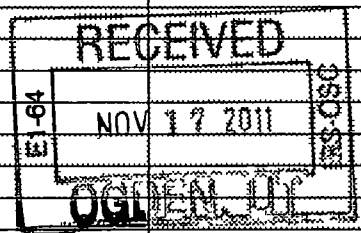
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation THE WINFIELD FOUNDATION		A Employer identification number 13-6158017
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVENUE	Room/suite 34 FL	B Telephone number (212) 708-9216
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here <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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,975,013. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), 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))		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	68,643.	68,643.		STATEMENT I
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,861.			
b Gross sales price for all assets on line 6a	523,456.			
7 Capital gain net income (from Part IV, line 2)		5,861.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	74,504.	74,504.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	2,000.	0.		2,000.
b Accounting fees STMT 3	3,450.	0.		3,450.
c Other professional fees STMT 4	10,788.	4,788.		6,000.
17 Interest				
18 Taxes STMT 5	229.	229.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	430.	55.		375.
24 Total operating and administrative expenses. Add lines 13 through 23	16,897.	5,072.		11,825.
25 Contributions, gifts, grants paid	69,600.			69,600.
26 Total expenses and disbursements. Add lines 24 and 25	86,497.	5,072.		81,425.
27 Subtract line 26 from line 12	<11,993.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		69,432.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,382.	4,002.	4,002.
	2 Savings and temporary cash investments	28,654.	12,168.	12,168.
	3 Accounts receivable ▶ 35.			
	Less allowance for doubtful accounts ▶	66.	35.	35.
	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	722,887.	703,864.	706,618.
	b Investments - corporate stock STMT 8	248,683.	248,581.	293,921.
	c Investments - corporate bonds STMT 9	168,991.	171,432.	182,040.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	690,795.	714,383.	776,229.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,866,458.	1,854,465.	1,975,013.	
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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	1,866,458.	1,854,465.		
30 Total net assets or fund balances	1,866,458.	1,854,465.		
31 Total liabilities and net assets/fund balances	1,866,458.	1,854,465.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,866,458.
2 Enter amount from Part I, line 27a	2	<11,993.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,854,465.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,854,465.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c LONG TERM CAP. GAIN DISTRIB.	P	VARIOUS	VARIOUS
d LITIGATION DISTRIBUTIONS	P	VARIOUS	VARIOUS
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 117,482.		120,198.	<2,716.>
b 401,515.		397,397.	4,118.
c 4,398.			4,398.
d 61.			61.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			<2,716.>
b			4,118.
c			4,398.
d			61.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	5,861.
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 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))
2009	86,480.	1,752,293.	.049352
2008	100,734.	1,935,461.	.052047
2007	142,212.	2,081,801.	.068312
2006	90,368.	2,018,985.	.044759
2005	104,322.	1,969,870.	.052959

2 Total of line 1, column (d)	2	.267429
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	.053486
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,848,227.
5 Multiply line 4 by line 3	5	98,854.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	694.
7 Add lines 5 and 6	7	99,548.
8 Enter qualifying distributions from Part XII, line 4	8	81,425.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,389.
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	1,389.
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	1,389.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,545.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	700.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,245.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5.
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	851.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 851. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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.		
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		X
If "Yes," attach a detailed description of the activities.		
3		X
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of BESSEMER TRUST COMPANY Telephone no (212) 708-9216
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
16 At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 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 2010.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

5b		
6b		X
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
SCHEDULE ATTACHED	DIRECTORS			
	3.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2 N/A	0.
3 N/A	0.
4 N/A	0.

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	0.
2 N/A	0.
All other program-related investments See instructions	
3 N/A	0.
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	1,859,566.
b	Average of monthly cash balances	1b	16,807.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,876,373.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,876,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,146.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,848,227.
6	Minimum investment return. Enter 5% of line 5	6	92,411.

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	92,411.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,389.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,389.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,022.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	91,022.
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	91,022.

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	81,425.
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	81,425.
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	81,425.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				91,022.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008		55,192.		
e From 2009		86,480.		
f Total of lines 3a through e	141,672.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 81,425.				
a Applied to 2009, 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)	81,425.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	91,022.			91,022.
6 Enter the net total of each column as indicated below:	132,075.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	132,075.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009		50,650.		
e Excess from 2010		81,425.		

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 <i>Paid during the year</i> SCHEDULE ATTACHED				69,600.
Total				▶ 3a 69,600.
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0.

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'NONE'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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 or fiduciary) is based on all information of which preparer has any knowledge. Signature: [Signature], Date: 11/10/11, Title: President

Paid Preparer Use Only Print/Type preparer's name: Lai Ngor Yee, Preparer's signature: [Signature], Date: [Blank], Check self-employed: [] PTIN: [Blank], Firm's name: BESSEMER TRUST, Firm's address: 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333, Phone no: (212) 708-9216

**THE WINFIELD FOUNDATION
FORM 990-PF EIN: 13-6158017
TAX PERIOD ENDED 12/31/10**

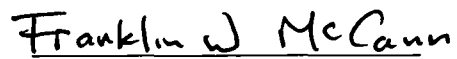
Supplemental Schedule of Information

Part XIII, Undistributed Income, Line 4c

Election Under IRC Reg. Sec. 53-4942(a)-3(d)(2)

Pursuant to IRC Section 4942 (h)(2) and Regulation 53.4942(a)-3(d)(2), The Winfield Foundation hereby elects to treat current year's qualifying distributions in excess of the immediately preceding year's undistributed income as being made out of corpus.


(Signature)


(Name)

2010 Board Members
Names and addresses of Board members of the Winfield Foundation

Mr. Franklin W. McCann
119 Botsford Hill Road
Bridgewater, CT 06752

Mr. Jonathan W. McCann
PO Box 1775
Sag Harbor, NY 11963

Mr. Douglas Irwin
46 Chestnut Street Apt.#1
Boston, MA 02108

Ms. Alison McCann
2457 Montrose Avenue
Montrose, CA 91020

Ms. Laura Imrie
136 St. John's Road
Wilton, CT 06897

Ms. Carolin Raleigh Buttrick
1081 Ponus Ridge Road
New Canaan, CT 06840

Ms. Helen Hooke
Hollyer Brady LLP
60 East 42nd Street, Suite 1825
New York, NY 10165

Counsel is:

James B. Keaney, Esq.
Hollyer Brady LLP
60 East 42nd Street, Suite 1825
New York, NY 10165

Winfield Foundation Grant Recipients in 2010	Tax ID # 13-6158017 Purpose of Grant	Grant Amount
AMERICAN FOUNDATION FOR AIDS RESEARCH 120 Wall Street, 13th Floor New York, NY 10005-3908	Unrestricted	2,400.00
BOWERY MISSION 132 Madison Avenue New York, NY 10016	Unrestricted	1,600 00
BREAST CANCER ALLIANCE INC. 15 East Putnam Avenue, No 414 Greenwich, CT 06830	Unrestricted	4,000 00
CANCER CARE, INC. 275 Seventh Aveune New York, NY 10001	Unrestricted	2,400 00
COALITION FOR THE HOMELESS, INC 129 Fulton Street, 4th Floor New York, NY 10038	Unrestricted	2,400 00
DEFENDERS OF WILDLIFE, INC 1130 Seventeenth Street, NW Washington, DC 20036	Unrestricted	2,400 00
EAST END HOSPICE 481 Westhampton-Riverhead Road P.O. Box 1048 Westhampton Beach, NY 11978-7048	Unrestricted	1,200 00
FREEDOM INSTITUTE, INC. 515 Madison Avenue New York, NY 10022	Unrestricted	1,600 00
GOD'S LOVE WE DELIVER, INC 166 Avenue of the Americas New York, NY 10013	Unrestricted	2,000 00
HISTORIC NEW ENGLAND 141 Cambrdge Street Boston, MA 02114	Unrestricted	20,000 00
IL PICCOLO TEATRO DELL'OPERA, INC. 14 Verona Street #3C Brooklyn, NY 11231	Unrestricted	1,600.00
LENOX HILL NEIGHBORHOOD ASSN, INC. 331 East 70th Street New York, NY 10021	Unrestricted	2,000.00
LONG ISLAND SOUNDKEEPER FUND, INC. P.O. Box 4058 Norwalk, CT 06855	Unrestricted	2,400 00

Winfield Foundation
Grant Recipients in 2010

Tax ID # 13-6158017
Purpose of Grant

Grant
Amount

NEW YORK THERAPEUTIC RIDING CENTER, INC. 336 East 71st Street, Suite 3D New York, NY 10021	Unrestricted	1,600.00
REGIS UNIVERSITY 3333 Regis Boulevard Denver, CO 80221-1099	Unrestricted	2,000.00
TADA THEATRE AND DANCE ALLIANCE, INC. 15 West 28th Street, 3rd Floor New York, NY 10001	Unrestricted	1,600.00
THE BURNHAM INSTITUTE FOR MEDICAL RESEARCH 10901 North Torrey Pines Road Lajolla, CA 92037	Unrestricted	1,600.00
THE CLINTON BUSH HAITI FUND P.O. Box 632454 Baltimore, MD 21263-2454	Unrestricted	2,000.00
THE CONSERVATION FUND 1655 N. Fort Myer Drive, Suite 1300 Arlington, VA 22209	Unrestricted	1,600.00
THE DOE FUND 232 East 84th Street New York, NY 10028	Unrestricted	1,200.00
THE SMILE TRAIN, INC. 41 Madison Avenue, 28th Fl. New York, NY 10028	Unrestricted	2,000.00
TIME FOR LYME, INC. 30 Myano Lane Stamford, CT 06902	Unrestricted	2,400.00
TRINITY COLLEGE 300 Summit Street Hartford, CT 06106-3100	Unrestricted	2,800.00
US TOO 5003 Faitview Avenue Downers Grove, IL 60515	Unrestricted	1,600.00
WARRIORS & QUIET WATERS FOUNDATION INC. 4432 Annette Park Drive Bozeman, MT 59715	Unrestricted	1,600.00
WOOLWORTH MEM/UNITED METHODIST CHURCH P.O.Box 189 25120 Country Rte. 197 Great Bend, NY 13643	Unrestricted	1,600.00
Total Grants in 2010		<u>\$ 69,600.00</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	68,588.	0.	68,588.
BESSEMER TRUST	55.	0.	55.
TOTAL TO FM 990-PF, PART I, LN 4	68,643.	0.	68,643.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HOLLYER BRADY LP	2,000.	0.		2,000.
TO FM 990-PF, PG 1, LN 16A	2,000.	0.		2,000.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST [FINANCIAL SERVICE FEES]	3,450.	0.		3,450.
TO FORM 990-PF, PG 1, LN 16B	3,450.	0.		3,450.

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
BESSEMER TRUST [INVESTMENT SERVICES FEES]	4,788.	4,788.		0.
ADMINISTRATIVE FEES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	10,788.	4,788.		6,000.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX 12/31/09 ESTIMATE	1,100.	0.		0.
FEDERAL EXCISE TAX REFUND	<1,100.>	0.		0.
FOREIGN TAXES WITHHELD	229.	229.		0.
TO FORM 990-PF, PG 1, LN 18	229.	229.		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
AVAILABILITY NOTICE PUBLICATION	125.	0.		125.
NYS FILING FEE	250.	0.		250.
INV EXP FROM WHMT	55.	55.		0.
TO FORM 990-PF, PG 1, LN 23	430.	55.		375.

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
SCHEDULE ATTACHED	X		703,864.	706,618.
TOTAL U.S. GOVERNMENT OBLIGATIONS			703,864.	706,618.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			703,864.	706,618.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED		248,581.	293,921.
TOTAL TO FORM 990-PF, PART II, LINE 10B		248,581.	293,921.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED		171,432.	182,040.
TOTAL TO FORM 990-PF, PART II, LINE 10C		171,432.	182,040.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	714,383.	776,229.
TOTAL TO FORM 990-PF, PART II, LINE 13		714,383.	776,229.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HELEN HOOKE %HOLLYER BRADY LLP
60 EAST 42ND STREET, SUITE 1825
NEW YORK, NY 10165

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING LIST OF OFFICERS & DIRECTORS; BROCHURE, STATED GOALS, INDICATION OF SOURCES AND USES OF FUNDS; RULING LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Bessemer Trust

Account Details

Report dated December 31, 2010
 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
WINFIELD FOUNDATION IM											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999995	INCOME CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
Total CASH AVAILABLE					\$0		\$0	0.0%	\$0	\$0	\$0
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	\$0
			2.790	\$0.72	\$2	\$0.717	\$2	0.0%	\$0	\$0	0.00%
			12,166.920	\$1.00	\$12,166	\$1,000	\$12,166	100.0%	\$0	\$12	0.10%
Total CASH EQUIVALENTS					\$12,168		\$12,168	100.0%	\$0	\$12	0.10%
Total CASH AND SHORT TERM					\$12,168		\$12,168	100.0%	\$0	\$12	0.10%
FIXED INCOME											
US GOVT AND AGENCY BONDS											
153585	FEDERAL HOME LOAN BANK	5.250% 06/10/2011	65,000,000	\$99.14	\$64,442	\$102.105	\$66,368	7.5%	\$1,926	\$3,412	5.14%
151795	FED HOME LN MTG CORP	6.000% 06/15/2011	100,000,000	\$103.28	\$103,284	\$102.618	\$102,618	11.5%	(\$666)	\$6,000	5.85%
153906	FEDERAL HOME LN BKS CONS	4.875% 11/15/2011	25,000,000	\$99.43	\$24,857	\$103.868	\$25,967	2.9%	\$1,109	\$1,218	4.69%
105645	FEDERAL HOME LOAN BANK	06/08/2012	15,000,000	\$100.55	\$15,082	\$101.233	\$15,185	1.7%	\$103	\$206	1.36%
153953	FEDERAL HOME LOAN BANK	5.375% 06/08/2012	50,000,000	\$110.75	\$55,377	\$106.918	\$53,459	6.0%	(\$1,917)	\$2,687	5.03%
111629	TSY INFLATION INDEX BOND	3.000% 07/15/2012	60,818,000	\$111.21	\$67,637	\$106.219	\$64,600	7.3%	(\$3,037)	\$1,824	2.82%
101591	US TREASURY NOTES	03/31/2016	275,000,000	\$102.79	\$282,659	\$101.266	\$278,481	31.3%	(\$4,177)	\$6,531	2.35%
110218	US TREASURY NOTES	4.625% 11/15/2016	82,000,000	\$102.12	\$83,742	\$112.648	\$92,371	10.4%	\$8,628	\$3,792	4.11%
151850	FHLMC PC GOLD CASH 30	6.000% 12/01/2031	2,015,289	\$96.91	\$1,953	\$109.860	\$2,214	0.2%	\$261	\$120	5.42%
151851	FHLMC PC GOLD CASH 30	6.000% 02/01/2032	3,517,460	\$99.36	\$3,495	\$109.880	\$3,865	0.4%	\$370	\$211	5.46%
151849	FNMA PASS-THRU LNG 30YRS	6.500% 03/01/2032	1,325,806	\$100.77	\$1,336	\$112.384	\$1,490	0.2%	\$154	\$86	5.77%
Total US GOVT AND AGENCY BONDS					\$703,864		\$706,618	79.5%	\$2,754	\$26,087	3.69%
CORPORATE BONDS											

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 Bessemer reporting systems that utilize finalized market prices

Report run on Oct 26, 2011 by JAVED
 Version GP8 4.1.2

Bessemer Trust

Account Details

Report dated December 31, 2010
 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
WINFIELD FOUNDATION IM											
FIXED INCOME											
CORPORATE BONDS											
276402	GENERAL ELEC CAP CORP	5 250% 10/19/2012	30,000,000	\$104.58	\$31,373	\$106.877	\$32,063	3.6%	\$689	\$1,575	4.91%
270595	AMER EXPRESS CREDIT CO	7.300% 08/20/2013	20,000,000	\$99.84	\$19,967	\$112.685	\$22,537	2.5%	\$2,570	\$1,460	6.48%
200566	NOVARTIS CAPITAL CORP	02/10/2014	20,000,000	\$99.90	\$19,979	\$106.715	\$21,343	2.4%	\$1,364	\$825	3.87%
201223	JPMORGAN CHASE & CO	01/20/2015	20,000,000	\$101.05	\$20,210	\$103.485	\$20,697	2.3%	\$487	\$740	3.58%
201600	BERKSHIRE HATHAWAY INC	02/11/2015	20,000,000	\$100.09	\$20,018	\$103.185	\$20,637	2.3%	\$619	\$640	3.10%
200567	PROCTER & GAMBLE CO	02/15/2015	20,000,000	\$99.58	\$19,916	\$104.990	\$20,998	2.4%	\$1,082	\$700	3.33%
200857	PFIZER INC	03/15/2015	20,000,000	\$99.88	\$19,975	\$112.415	\$22,483	2.5%	\$2,508	\$1,070	4.76%
	Total CORPORATE BONDS				\$151,438		\$160,758	18.1%	\$9,319	\$7,010	4.36%
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN	03/21/2014	20,000,000	\$99.97	\$19,994	\$106.410	\$21,282	2.4%	\$1,287	\$800	3.76%
	Total INTERNATIONAL BONDS				\$19,994		\$21,282	2.4%	\$1,287	\$800	3.76%
	Total FIXED INCOME				\$875,296		\$888,658	100.0%	\$13,360	\$33,897	3.81%
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
817150	CISCO SYSTEMS INC	17275R102	365,000	\$17.52	\$6,395	\$20.227	\$7,383	2.5%	\$988	\$0	0.00%
825987	EMC CORP	268648102	350,000	\$11.58	\$4,053	\$22.900	\$8,015	2.7%	\$3,961	\$0	0.00%
836142	GOOGLE INC	38259P508	15,000	\$411.33	\$6,170	\$593.933	\$8,909	3.0%	\$2,739	\$0	0.00%
848463	MASTERCARD CL A	57636Q104	35,000	\$220.66	\$7,723	\$224.086	\$7,843	2.7%	\$120	\$21	0.27%
851360	MICROSOFT CORP	594918104	450,000	\$27.01	\$12,156	\$27.909	\$12,559	4.3%	\$402	\$288	2.29%
854350	MOTOROLA INC	620076109	650,000	\$8.52	\$5,537	\$9.069	\$5,895	2.0%	\$357	\$0	0.00%
867793	QUALCOMM INC	747525103	150,000	\$41.26	\$6,189	\$49.487	\$7,423	2.5%	\$1,234	\$114	1.54%
	Total INFORMATION TECHNOLOGY				\$48,223		\$58,027	19.7%	\$9,801	\$423	0.73%
INDUSTRIALS											
801237	HONEYWELL INTL INC	438516106	175,000	\$44.07	\$7,712	\$53.160	\$9,303	3.2%	\$1,590	\$211	2.27%

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Bessemer Trust

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Amortized tax cost
Trade date basis

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WINFIELD FOUNDATION IM											
U.S. LARGE CAP											
INDUSTRIALS											
810900	BOEING COMPANY	097023105	90 000	\$66 10	\$5,949	\$65,256	\$5,873	2 0%	(\$76)	\$151	2 57%
833900	GENERAL ELECTRIC CO	369604103	700 000	\$16 47	\$11,530	\$18 290	\$12,803	4 4%	\$1,272	\$392	3 08%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	275 000	\$35 60	\$9,714	\$47 087	\$12,949	4 4%	\$3,160	\$77	0 59%
Total INDUSTRIALS					\$34,9c5		\$40,928	13.9%	\$5,946	\$831	2.03%
HEALTH CARE											
864075	PFIZER INC	717081103	525 000	\$16 98	\$8,913	\$17,509	\$9,192	3 1%	\$279	\$420	4 57%
870418	ST JUDE MEDICAL INC	790849103	275 000	\$38 59	\$10,612	\$42,749	\$11,756	4 0%	\$1,143	\$0	0 00%
958901	TEVA PHARM INDS LTD ADR	881624209	150 000	\$47 17	\$7,075	\$52 127	\$7,819	2 7%	\$744	\$100	1 28%
Total HEALTH CARE					\$26,600		\$28,767	9.8%	\$2,166	\$520	1.81%
FINANCIALS											
803330	AMERICAN EXPRESS	025816109	245,000	\$37 61	\$9,215	\$42,918	\$10,515	3 6%	\$1,299	\$176	1 67%
843894	JPMORGAN CHASE & CO	46625H100	225 000	\$42 77	\$9,624	\$42 418	\$9,544	3 2%	(\$80)	\$45	0 47%
854169	MORGAN STANLEY GRP INC	617448448	325 000	\$29 95	\$9,735	\$27,209	\$8,843	3 0%	(\$892)	\$65	0 74%
878279	T ROWE PRICE GROUP INC	74144T108	145 000	\$45 59	\$6,610	\$64,538	\$9,358	3 2%	\$2,747	\$156	1 67%
986524	ACE LIMITED	H0023R105	160 000	\$51 91	\$8,305	\$62,250	\$9,960	3 4%	\$1,654	\$211	2 12%
Total FINANCIALS					\$43,489		\$48,220	16.4%	\$4,728	\$653	1.35%
CONSUMER STAPLES											
806061	ARCHER-DANIELS-MIDLAND CO	039483102	275 000	\$28 71	\$7,895	\$30 080	\$6,272	2 8%	\$376	\$165	1 99%
845261	KRAFT FOODS INC	50075N104	300 000	\$30 66	\$9,197	\$31,510	\$9,453	3 2%	\$255	\$348	3 68%
866630	PROCTER & GAMBLE CO	742718109	125 000	\$66 87	\$8,359	\$64 328	\$8,041	2 7%	(\$317)	\$240	2 98%
886463	WAL-MART STORES INC	931142103	175 000	\$47 94	\$8,390	\$53,926	\$9,437	3 2%	\$1,046	\$211	2 24%
Total CONSUMER STAPLES					\$33,841		\$35,203	12.0%	\$1,360	\$964	2.74%
MATERIALS											
842900	INTERNATIONAL PAPER	460146103	350,000	\$21 04	\$7,363	\$27,240	\$9,534	3 2%	\$2,170	\$175	1 84%
Total MATERIALS					\$7,363		\$9,534	3.2%	\$2,170	\$175	1.84%

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Bessemer Trust

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WINFIELD FOUNDATION IM											
U.S. LARGE CAP											
CONSUMER DISCRETIONARY											
705207	GENERAL MOTORS CO	37045V100	150 000	\$35 07	\$5,261	\$36 860	\$5,529	1 9%	\$267	\$0	0.00%
823615	DISNEY (WALT) HOLDING CO	254687106	215 000	\$24 71	\$5,313	\$37,507	\$8,054	2.7%	\$2,751	\$86	1 07%
845207	KOHL'S CORP	500255104	145,000	\$35.11	\$5,091	\$54,338	\$7,879	2.7%	\$2,787	\$0	0.00%
847586	LOWES COS INC	548661107	250 000	\$20 60	\$5,151	\$25,080	\$6,270	2.1%	\$1,118	\$110	1.75%
Total CONSUMER DISCRETIONARY					\$20,816		\$27,742	9.4%	\$6,923	\$196	0.71%
ENERGY											
806043	APACHE CORP	037411105	85 000	\$82 85	\$7,042	\$119,224	\$10,134	3.4%	\$3,091	\$51	0 50%
839788	HESS CORP	42809H107	155,000	\$54.88	\$8,507	\$76,535	\$11,863	4 0%	\$3,356	\$62	0 52%
854973	NATIONAL OILWELL VARCO INC	637071101	225 000	\$43 16	\$9,710	\$67,249	\$15,131	5 1%	\$5,420	\$99	0 65%
Total ENERGY					\$25,259		\$37,128	12.6%	\$11,867	\$212	0.57%
UTILITIES											
861730	PG & E CORP	69331C108	175 000	\$46 20	\$8,085	\$47,840	\$8,372	2 8%	\$286	\$318	3 80%
Total UTILITIES					\$8,085		\$8,372	2.8%	\$286	\$318	3.80%
Total U.S. LARGE CAP					\$248,581		\$293,921	100.0%	\$45,247	\$4,292	1.46%
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	17,106.471	\$11 55	\$197,518	\$10,620	\$181,670	100.0%	(\$15,847)	\$1,454	0.80%
Total NON-U.S. LARGE CAP FUNDS					\$197,518		\$181,670	100.0%	(\$15,847)	\$1,454	0.80%
Total NON-U.S. LARGE CAP					\$197,518		\$181,670	100.0%	(\$15,847)	\$1,454	0.80%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	15,302.135	\$10 64	\$162,794	\$15,470	\$236,724	100.0%	\$73,929	\$1,178	0 50%
Total GLOBAL SMALL & MID CAP FUNDS					\$162,794		\$236,724	100.0%	\$73,929	\$1,178	0.50%
Total GLOBAL SMALL & MID CAP					\$162,794		\$236,724	100.0%	\$73,929	\$1,178	0.50%

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.

Bessemer Trust

Account Details

Report dated December 31, 2010

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
WINFIELD FOUNDATION IM											
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPTTIES FD	680414802	28,310.431	\$8.00	\$226,518	\$7,710	\$218,273	100.0%	(\$8,245)	\$9,908	4.54%
Total GLOBAL OPPORTUNITIES FUNDS					\$226,518		\$218,273	100.0%	(\$8,245)	\$9,908	4.54%
Total GLOBAL OPPORTUNITIES					\$226,518		\$218,273	100.0%	(\$8,245)	\$9,908	4.54%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	7,168.118	\$10.93	\$78,313	\$10,900	\$78,132	100.0%	(\$180)	\$215	0.28%
Total REAL RETURN FUNDS					\$78,313		\$78,132	100.0%	(\$180)	\$215	0.28%
Total REAL RETURN/COMMODITIES					\$78,313		\$78,132	100.0%	(\$180)	\$215	0.28%
OTHER											
MISC ASSETS-COMMISSION											
857450	NEWMONT MINING CORP	651639106	1,000.000	\$49.24	\$49,240	\$61.430	\$61,430	100.0%	\$12,190	\$600	0.98%
Total MISC ASSETS-COMMISSION					\$49,240		\$61,430	100.0%	\$12,190	\$600	0.98%
Total OTHER					\$49,240		\$61,430	100.0%	\$12,190	\$600	0.98%
Total					\$1,850,428		\$1,970,976		\$120,454	\$51,556	2.62%

CHECKING ACCT 4002 35

ACCTS RECEIVABLE 1,854,465

TOTAL 1,975,013

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