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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 KIRK FOUNDATION C/O BESSEMER TRUST		A Employer identification number 31-1625551
Number and street (or P O box number if mail is not delivered to street address) 801 BRICKELL AVENUE, 19TH FL	Room/suite	B Telephone number (305) 372-5005
City or town, state, and ZIP code MIAMI, FL 33131		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) \$ 2,062,199.	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, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				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		49,146.	49,146.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		44,569.			
b Gross sales price for all assets on line 6a 291,859.					
7 Capital gain net income (from Part IV, line 2)			44,569.		
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		93,715.	93,715.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		15,000.	0.		15,000.
15 Pension plans, employee benefits		1,392.	0.		1,392.
16a Legal fees		10,560.	0.		10,560.
b Accounting fees		4,809.	4,809.		0.
c Other professional fees					
17 Interest		307.	307.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		481.	0.		481.
24 Total operating and administrative expenses. Add lines 13 through 23		32,549.	5,116.		27,433.
25 Contributions, gifts, grants paid		72,500.			72,500.
26 Total expenses and disbursements. Add lines 24 and 25		105,049.	5,116.		99,933.
27 Subtract line 26 from line 12		<11,334.>			
a Excess of revenue over expenses and disbursements			88,599.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing ..			
	2 Savings and temporary cash investments	251,845.	54,841.	54,841.
	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 6	89,863.	89,863.	92,064.
	b Investments - corporate stock STMT 7	1,141,057.	1,316,491.	1,469,833.
	c Investments - corporate bonds STMT 8	439,118.	449,355.	445,461.
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)	1,921,883.	1,910,550.	2,062,199.	
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 ▶ PAYROLL)	2,384.	2,384.	
23 Total liabilities (add lines 17 through 22)	2,384.	2,384.		
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	1,919,499.	1,908,166.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	1,919,499.	1,908,166.		
31 Total liabilities and net assets/fund balances	1,921,883.	1,910,550.		

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)	1,919,499.
2 Enter amount from Part I, line 27a	<11,334.>
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	1.
4 Add lines 1, 2, and 3	1,908,166.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,908,166.

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		VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
c SECURITIES LITIGATION		VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 111,230.		117,101.	<5,871.>
b 174,111.		130,189.	43,922.
c 327.			327.
d 6,191.			6,191.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<5,871.>
b			43,922.
c			327.
d			6,191.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	44,569.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	735,223.	1,829,240.	.401928
2008	155,892.	2,909,188.	.053586
2007	165,873.	3,289,493.	.050425
2006	165,351.	2,857,120.	.057873
2005	153,771.	2,856,125.	.053839

2 Total of line 1, column (d)	2	.617651
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	.123530
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,890,012.
5 Multiply line 4 by line 3	5	233,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	886.
7 Add lines 5 and 6	7	234,359.
8 Enter qualifying distributions from Part XII, line 4	8	99,933.

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	1,772.
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	1,772.
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	1,772.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,457.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,457.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,685.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 2,685. 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 instructions for 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BESSEMER TRUST Telephone no ▶ (305) 372-5005 Located at ▶ 801 BRICKELL AVENUE, 19TH FLOOR, MIAMI, FL, MI ZIP+4 ▶ 33131			
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 ▶	16	Yes	No 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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

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

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

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.

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Total. Add lines 1 through 3Form **990-PF** (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,796,191.
b	Average of monthly cash balances	1b	122,603.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,918,794.
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	1,918,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,782.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,890,012.
6	Minimum investment return. Enter 5% of line 5	6	94,501.

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	94,501.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,772.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,772.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,729.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	92,729.
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	92,729.

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	99,933.
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	99,933.
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	99,933.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				92,729.
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	153,771.			
b From 2006	165,351.			
c From 2007	165,873.			
d From 2008	155,892.			
e From 2009	735,541.			
f Total of lines 3a through e	1,376,428.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	99,933.			
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) **	99,933.			
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))	92,729.			92,729.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,383,632.			
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	61,042.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,322,590.			
10 Analysis of line 9				
a Excess from 2006	165,351.			
b Excess from 2007	165,873.			
c Excess from 2008	155,892.			
d Excess from 2009	735,541.			
e Excess from 2010	99,933.			

** SEE STATEMENT 10

Form 990-PF (2010)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

R KIRK LANDON

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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
<i>a Paid during the year</i> PLAYGROUND THEATRE 9806 NE 2ND AVENUE MIAMI SHORES, FL 33138	NONE	EXEMPT	GENERAL PROGRAM	10,000.
ARTS FOR LEARNING 1900 BISCAYNE BLVD STE 201 MIAMI, FL 33132	NONE	EXEMPT	EDUCATIONAL	25,000.
PINECREST ACADEMY 955 PEACHTREE PARKWAY CUMMINGS, GA 30041	NONE	EXEMPT	EDUCATIONAL	25,000.
THE EDUCATION FUND 900 NE 125TH ST, STE 110 NORTH MIAMI, FL 33161	NONE	EXEMPT	GENERAL PROGRAM	12,500.
Total			3a	72,500.
<i>b Approved for future payment</i> NONE				
Total			3b	0.

Part XVII

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN	
------	--

**Paid
Preparer
Use Only**

LAI NGOR YEE

Firm's name ► **BESSEMER TRUST**
630 FIFTH AVENUE

Firm's address ► NEW YORK, NY 10111

Firm's EIN ▶

Phone no	(212) 708-9216
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Form **990-PF** (2010)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST DIV	42,490.	0.	42,490.
BESSEMER TRUST GOVT	6,444.	0.	6,444.
BESSEMER TRUST INT	212.	0.	212.
BESSEMER TRUST L/T CAP GAIN DIV	6,191.	6,191.	0.
TOTAL TO FM 990-PF, PART I, LN 4	55,337.	6,191.	49,146.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL & TAX SERV FEES	7,500.	0.		7,500.
CHARLES O MORGAN JR PA	3,060.	0.		3,060.
TO FORM 990-PF, PG 1, LN 16B	10,560.	0.		10,560.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	4,809.	4,809.		0.
TO FORM 990-PF, PG 1, LN 16C	4,809.	4,809.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX CREDIT	307.	307.		0.
TO FORM 990-PF, PG 1, LN 18	307.	307.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLORIDA FILING FEE	61.	0.		61.
MIAMI-DADE TAX COLLECTOR	362.	0.		362.
CITY OF CORAL GABLES FEES	58.	0.		58.
TO FORM 990-PF, PG 1, LN 23	481.	0.		481.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		89,863.	92,064.
TOTAL U.S. GOVERNMENT OBLIGATIONS			89,863.	92,064.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			89,863.	92,064.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	1,316,491.	1,469,833.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,316,491.	1,469,833.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	449,355.	445,461.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	449,355.	445,461.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R KIRK LANDON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	PRESIDENT AND DIRECTOR 4.00	0.	0.	0.
FREDERICK H SANDSTROM C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	SECRETARY, TREASURER 1.00	0.	0.	0.
GERALD N GASTON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.
CHRIS J LANDON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.	0.

31-1625551

0.

0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

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 KIRK 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: R. KIRK Landon

Account Details

Report dated December 31, 2010

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE KIRK FOUNDATION INC IMA 3/98											
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											
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		82 420	\$0 99	\$82	\$0 995	\$82	0 1%	\$0	\$0	0 00%
Total CASH EQUIVALENTS											
Total CASH AND SHORT TERM											
FIXED INCOME											
US GOVT AND AGENCY BONDS											
101784	FEDERAL FARM CREDIT BANK	06/18/2012	90,000 000	\$99 85	\$89,863	\$102 293	\$92,064	17 1%	\$2,201	\$1,912	2 08%
Total US GOVT AND AGENCY BONDS											
BOND FUNDS											
861017	OLD WESTBURY FIXED INC FD	680414406	38,501,394	\$11 67	\$449,355	\$11 570	\$445,461	82 9%	(\$3,894)	\$13,860	3 11%
Total BOND FUNDS											
Total FIXED INCOME											
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
817150	CISCO SYSTEMS INC	17275R102	650 000	\$13 78	\$8,956	\$20 229	\$13,149	2 4%	\$4,192	\$0	0 00%
825987	EMC CORP	268648102	700 000	\$9 94	\$6,957	\$22 900	\$16,030	2 9%	\$9,072	\$0	0 00%
836142	GOOGLE INC	38259P508	28 000	\$411 32	\$11,517	\$593 964	\$16,631	3 0%	\$5,113	\$0	0 00%
848463	MASTERCARD CL A	57636Q104	70 000	\$221 56	\$15,509	\$224 100	\$15,687	2 8%	\$177	\$42	0 27%
851360	MICROSOFT CORP	594918104	825 000	\$26 84	\$22,146	\$27 909	\$23,025	4 2%	\$879	\$528	2 29%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
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Bessemer reporting systems that utilize finalized market prices

Account Details

Report dated December 31, 2010

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE KIRK FOUNDATION INC IMA 3/98											
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
854350	MOTOROLA INC	620076109	1,200,000	\$8.52	\$10,221	\$9,070	\$10,884	2.0%	\$662	\$0	0.00%
867793	QUALCOMM INC	747525103	300,000	\$41.31	\$12,394	\$49,490	\$14,847	2.7%	\$2,452	\$228	1.54%
Total INFORMATION TECHNOLOGY					\$87,700		\$110,253	19.9%	\$22,547	\$798	0.72%
INDUSTRIALS											
801237	HONEYWELL INTL INC	438516106	350,000	\$43.79	\$15,328	\$53,160	\$18,606	3.4%	\$3,277	\$423	2.27%
810900	BOEING COMPANY	097023105	175,000	\$66.18	\$11,581	\$65,257	\$11,420	2.1%	(\$160)	\$294	2.57%
833900	GENERAL ELECTRIC CO	369604103	1,300,000	\$16.48	\$21,425	\$18,290	\$23,777	4.3%	\$2,351	\$728	3.06%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	500,000	\$35.72	\$17,858	\$47,090	\$23,545	4.2%	\$5,686	\$140	0.59%
Total INDUSTRIALS					\$66,192		\$77,348	14.0%	\$11,154	\$1,585	2.05%
HEALTH CARE											
864075	PFIZER INC	717081103	1,000,000	\$16.92	\$16,925	\$17,510	\$17,510	3.2%	\$584	\$800	4.57%
870418	ST JUDE MEDICAL INC	790849103	525,000	\$38.69	\$20,314	\$42,749	\$22,443	4.0%	\$2,129	\$0	0.00%
958901	TEVA PHARM INDS LTD ADR	881624209	300,000	\$46.58	\$13,975	\$52,130	\$15,639	2.8%	\$1,663	\$200	1.28%
Total HEALTH CARE					\$51,214		\$55,592	10.0%	\$4,376	\$1,000	1.80%
FINANCIALS											
803330	AMERICAN EXPRESS	025816109	475,000	\$31.35	\$14,893	\$42,920	\$20,387	3.7%	\$5,493	\$342	1.68%
843894	JPMORGAN CHASE & CO	46625H100	425,000	\$42.84	\$18,207	\$42,419	\$18,028	3.3%	(\$178)	\$85	0.47%
854169	MORGAN STANLEY GRP INC	617446448	625,000	\$30.16	\$18,851	\$27,210	\$17,006	3.1%	(\$1,845)	\$125	0.74%
878279	T ROWE PRICE GROUP INC	74144T108	250,000	\$44.72	\$11,181	\$64,540	\$16,135	2.9%	\$4,953	\$270	1.67%
986524	ACE LIMITED	H0023R105	300,000	\$51.88	\$15,563	\$62,250	\$18,675	3.4%	\$3,111	\$396	2.12%
Total FINANCIALS					\$78,695		\$90,231	16.3%	\$11,534	\$1,218	1.35%
CONSUMER STAPLES											
806061	ARCHER-DANIELS-MIDLAND CO	039483102	525,000	\$29.34	\$15,401	\$30,080	\$15,792	2.8%	\$390	\$315	1.99%
845261	KRAFT FOODS INC	50075N104	550,000	\$30.67	\$16,870	\$31,509	\$17,330	3.1%	\$459	\$638	3.68%

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Account Details

Report dated December 31, 2010

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE KIRK FOUNDATION INC IMA 3/98											
U.S. LARGE CAP											
CONSUMER STAPLES											
866630	PROCTER & GAMBLE CO	742718109	225 000	\$67 88	\$15,272	\$64 329	\$14,474	2.6%	(\$798)	\$433	2.99%
866463	WAL-MART STORES INC	931142103	300 000	\$47 80	\$14,339	\$53 930	\$16,179	2.9%	\$1,839	\$363	2.24%
Total CONSUMER STAPLES					\$61,882		\$63,775	11.5%	\$1,890	\$1,749	2.74%
MATERIALS											
842900	INTERNATIONAL PAPER	460146103	650 000	\$20 51	\$13,333	\$27,240	\$17,706	3.2%	\$4,372	\$325	1.84%
Total MATERIALS					\$13,333		\$17,706	3.2%	\$4,372	\$325	1.84%
CONSUMER DISCRETIONARY											
705207	GENERAL MOTORS CO	37045V100	300 000	\$35 07	\$10,522	\$36 860	\$11,058	2.0%	\$535	\$0	0.00%
823615	DISNEY (WALT) HOLDING CO	254687106	430 000	\$18 05	\$7,761	\$37 509	\$16,129	2.9%	\$8,367	\$172	1.07%
845207	KOHL'S CORP	500255104	275 000	\$37 05	\$10,188	\$54 338	\$14,943	2.7%	\$4,755	\$0	0.00%
847586	LOWES COS INC	548661107	500 000	\$20 23	\$10,116	\$25 080	\$12,540	2.3%	\$2,423	\$220	1.75%
Total CONSUMER DISCRETIONARY					\$38,587		\$54,670	9.9%	\$16,080	\$392	0.72%
ENERGY											
806043	APACHE CORP	037411105	165 000	\$88 73	\$14,640	\$119 224	\$19,672	3.5%	\$5,032	\$99	0.50%
839788	HESS CORP	42809H107	275 000	\$54 98	\$15,119	\$76 538	\$21,048	3.8%	\$5,928	\$110	0.52%
854973	NATIONAL OILWELL VARCO INC	637071101	425 000	\$43 55	\$18,508	\$67 249	\$28,581	5.2%	\$10,073	\$187	0.65%
Total ENERGY					\$48,267		\$69,301	12.5%	\$21,033	\$396	0.57%
UTILITIES											
861730	PG & E CORP	69331C108	325 000	\$46 36	\$15,066	\$47 840	\$15,548	2.8%	\$481	\$591	3.80%
Total UTILITIES					\$15,066		\$15,548	2.8%	\$481	\$591	3.80%
Total U.S. LARGE CAP					\$460,936		\$554,424	100.0%	\$93,467	\$8,054	1.45%
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	21,780 256	\$11 63	\$253,213	\$10 620	\$231,306	100.0%	(\$21,907)	\$1,851	0.80%

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Account Details

Report dated December 31, 2010

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE KIRK FOUNDATION INC IMA 3/98											
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
Total	NON-U.S. LARGE CAP FUNDS				\$253,213		\$231,306	100.0%	(\$21,907)	\$1,851	0.80%
Total	NON-U.S. LARGE CAP				\$253,213		\$231,306	100.0%	(\$21,907)	\$1,851	0.80%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MID CAP FD	680414604	19,424,022	\$10.91	\$211,948	\$15.470	\$300,489	100.0%	\$88,541	\$1,495	0.50%
Total	GLOBAL SMALL & MID CAP FUNDS				\$211,948		\$300,489	100.0%	\$88,541	\$1,495	0.50%
Total	GLOBAL SMALL & MID CAP				\$211,948		\$300,489	100.0%	\$88,541	\$1,495	0.50%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPTIES FD	680414802	35,152,794	\$8.21	\$288,559	\$7.710	\$271,028	100.0%	(\$17,531)	\$12,303	4.54%
Total	GLOBAL OPPORTUNITIES FUNDS				\$288,559		\$271,028	100.0%	(\$17,531)	\$12,303	4.54%
Total	GLOBAL OPPORTUNITIES				\$288,559		\$271,028	100.0%	(\$17,531)	\$12,303	4.54%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	10,329,053	\$9.86	\$101,835	\$10.900	\$112,586	100.0%	\$10,750	\$309	0.27%
Total	REAL RETURN FUNDS				\$101,835		\$112,586	100.0%	\$10,750	\$309	0.27%
Total	REAL RETURN/COMMODITIES				\$101,835		\$112,586	100.0%	\$10,750	\$309	0.27%
Total					\$1,910,550		\$2,062,199		\$151,627	\$39,838	1.93%

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.