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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Number and street (or P O box number if mail is not delivered to street address)

801 BRICKELL AVENUE, 19TH FL

A Employer identification number

31-1625551

City or town, state, and ZIP code

MIAMI, FL 33131

Room/suite

G Check all that apply:

 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 1,901,331. (Part I, column (d) must be on cash basis)

B Telephone number

(305) 372-5005

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	37,718.	37,718.	37,718.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	14,563.			
b	Gross sales price for all assets on line 6a	418,213.			
7	Capital gain net income (from Part IV, line 2)		14,563.		
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	JUN 03 2013			
12	Total. Add lines 1 through 11	52,281.	52,281.	52,281.	
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	2,144.	0.	2,144.	
16a	Legal fees				
b	Accounting fees	STMT 2	7,500.	7,500.	
c	Other professional fees	STMT 3	2,832.	2,832.	0.
17	Interest				
18	Taxes	STMT 4	3,030.	532.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	587.	0.	587.
24	Total operating and administrative expenses. Add lines 13 through 23	31,093.	3,364.	31,093.	25,231.
25	Contributions, gifts, grants paid	35,000.		35,000.	
26	Total expenses and disbursements. Add lines 24 and 25	66,093.	3,364.	66,093.	60,231.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		<13,812. >		
b	Net investment income (if negative, enter -0-)		48,917.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Form 990-PF (2012)

744

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2012)

31-1625551

Page 2

Assets	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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		95,243.	90,586.	90,586.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 6	194,845.	0.	0.
	b Investments - corporate stock	STMT 7	1,119,342.	1,307,820.	1,347,283.
	c Investments - corporate bonds	STMT 8	374,491.	465,995.	463,462.
	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 ► SEE ATTACHED)		94,292.	0.	0.
	16 Total assets (to be completed by all filers)		1,878,213.	1,864,401.	1,901,331.
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		1,878,213.	1,864,401.	
	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		1,878,213.	1,864,401.	
	31 Total liabilities and net assets/fund balances		1,878,213.	1,864,401.	

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 1,878,213.
2 Enter amount from Part I, line 27a	2 <13,812.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 1,864,401.
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 1,864,401.

223511
12-05-12

Form 990-PF (2012)

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2012)

31-1625551

Page 3

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 CAPITAL GAINS DIVIDENDS					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 195,085.		189,800.	5,285.		
b 203,381.		213,850.	<10,469. >		
c 19,747.			19,747.		
d					
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))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			5,285.		
b			<10,469. >		
c			19,747.		
d					
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	14,563.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3		N/A		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) (col. (b) divided by col. (c))
2011	145,420.	1,980,709.	.073418
2010	99,933.	1,890,012.	.052874
2009	735,223.	1,829,240.	.401928
2008	155,892.	2,909,188.	.053586
2007	165,873.	3,289,493.	.050425

2 Total of line 1, column (d) 2 .632231

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 .126446

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,828,925.

5 Multiply line 4 by line 3 5 231,260.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 489.

7 Add lines 5 and 6 7 231,749.

8 Enter qualifying distributions from Part XII, line 4 8 60,231.

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.

THE KIRK FOUNDATION

Form 990-PF (2012)

C/O BESSEMER TRUST

31-1625551

Page 4

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.	(attach copy of letter if necessary-see instructions)	1	978.
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			
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-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	978.
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	978.
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,575.	
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	2,575.
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	1,597.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	1,597. Refunded	0.

Part VII-A | Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	X	
1c	<i>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.</i>	X	
2	Did the foundation file Form 1120-POL for this year?	X	
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
4a	(1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
4b	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
5	Has the foundation engaged in any activities that have not previously been reported to the IRS?		
6	<i>If "Yes," attach a detailed description of the activities.</i>		
7	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? <i>If "Yes," attach a conformed copy of the changes</i>		
8a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
8b	<i>If "Yes," has it filed a tax return on Form 990-T for this year?</i>		
9	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
10	<i>If "Yes," attach the statement required by General Instruction T.</i>		
11	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
12	• By language in the governing instrument, or		
13	• 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?		
14	Did the foundation have at least \$5,000 in assets at any time during the year?		
15	<i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
16	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
17	<u>FL</u>		
18	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? <i>If "No," attach explanation</i>		
19	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
20	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Form 990-PF (2012)

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12-05-12

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THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2012)

31-1625551

Page 5

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ► <u>(305) 372-5005</u>	
Located at ► <u>801 BRICKELL AVENUE, 19TH FL00R, MIAMI, FL, MI ZIP+4 ►33131</u>		
15	► <u>15</u> ► <u>N/A</u>	
16	Yes	No
See 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.		
	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A ► <u> </u>	
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 2012?		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	► <u> </u>	
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	X No
b If "Yes," did it have excess business holdings in 2012 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 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2012?	4a X	
	4b X	

Form 990-PF (2012)

223541
12-05-12

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2012)

31-1625551

Page 6

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
 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)?

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

Yes No

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

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

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

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?

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

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

Form 990-PF (2012)

THE KIRK FOUNDATION
Form 990-PF (2012) C/O BESSEMER TRUST

31-1625551 Page 7

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2012)

THE KIRK FOUNDATION
Form 990-PF (2012) C/O BESSEMER TRUST

31-1625551 Page 8

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	1,752,159.
b Average of monthly cash balances	1b	104,618.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,856,777.
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	1,856,777.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,852.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,828,925.
6 Minimum investment return. Enter 5% of line 5	6	91,446.

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	91,446.
2a Tax on investment income for 2012 from Part VI, line 5	2a	978.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	978.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	90,468.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	90,468.
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	90,468.

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	60,231.
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	60,231.
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	60,231.

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

Form 990-PF (2012)

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2012)

31-1625551 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				90,468.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	165,873.			
b From 2008	155,892.			
c From 2009	735,541.			
d From 2010	99,933.			
e From 2011	145,420.			
f Total of lines 3a through e	1,302,659.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 60,231.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount			60,231.	
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	30,237.			30,237.
6 Enter the net total of each column as indicated below:	1,272,422.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	135,636.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,136,786.			
10 Analysis of line 9:				
a Excess from 2008	155,892.			
b Excess from 2009	735,541.			
c Excess from 2010	99,933.			
d Excess from 2011	145,420.			
e Excess from 2012				

THE KIRK FOUNDATION

Form 990-PF (2012)

C/O BESSEMER TRUST

31-1625551 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SOUTH DADE EXPRESSIONS, INC 61 NE 14TH ST <u>HOMESTEAD, FL 33030</u>	NONE	EXEMPT	GENERAL PROGRAM	5,000.
THE EDUCATION FUND 900 NE 125TH ST SUITE 110 <u>NORTH MIAMI, FL 33161</u>	NONE	EXEMPT	GENERAL PROGRAM	15,000.
THE PLAYGROUND THEATRE 9806 NE 2ND AVENUE <u>MIAMI SHORES, FL 33138</u>	NONE	EXEMPT	GENERAL PROGRAM	5,000.
FRIENDS OF THE WNC NATURE CENTER P O BOX 19151 <u>ASHEVILLE, NC 28815</u>	NONE	EXEMPT	GENERAL PROGRAM	10,000.
Total			► 3a	35,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Line	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			18	37,718.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,563.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		52,281.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		52,281.

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BESSEMER TRUST	1,599.	0.	1,599.	
BESSEMER TRUST DIV	36,119.	0.	36,119.	
BESSEMER TRUST L/T CAP GAIN DIV	19,747.	19,747.		0.
TOTAL TO FM 990-PF, PART I, LN 4	57,465.	19,747.		37,718.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
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.
TO FORM 990-PF, PG 1, LN 16B	7,500.	0.		7,500.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	2,832.	2,832.		0.
TO FORM 990-PF, PG 1, LN 16C	2,832.	2,832.		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	532.	532.		0.
FED ESTIMATED TAX	2,200.	0.		0.
FOREIGN TAX EXCESS WITHHOLDING	298.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,030.	532.		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	68.	0.		68.
MIAMI-DADE TAX COLLECTOR	312.	0.		312.
CITY OF CORAL GABLES FEES	122.	0.		122.
OFFICE SUPPLIES	85.	0.		85.
TO FORM 990-PF, PG 1, LN 23	587.	0.		587.

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		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,307,820.	1,347,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,307,820.	1,347,283.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	465,995.	463,462.
TOTAL TO FORM 990-PF, PART II, LINE 10C	465,995.	463,462.

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 EXPENSE CONTRIB ACCOUNT
R KIRK LANDON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	PRESIDENT AND DIRECTOR 4.00	0.	0.
RON SHUFFIELD C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.
PAMELA GARRISON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.
DAR PACE C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.
KATHLEEN A STALEY C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR 1.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Page 4 of 9

THE KIRK FOUNDATION INC IMA 3/98

CASH AND SHORT TERM

CASH

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
CASH AND SHORT TERM											
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					\$0		\$0	0.0%	\$0		\$0
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		90,586.250	\$1.00	\$90,586	\$1.000	\$90,586	100.0%	\$0	\$9	0.01%
Total CASH EQUIVALENTS					\$90,586		\$90,586	100.0%	\$0	\$9	0.01%
Total CASH AND SHORT TERM											
					\$90,586		\$90,586	100.0%	\$0	\$9	0.01%
FIXED INCOME											
BOND FUNDS											
861017	OW FIXED INCOME FUND		680414406	40,091 905	\$11.62	\$465,995	\$11,560	\$463,462	100.0%	(\$2,533)	\$9,782 2.11%
Total BOND FUNDS					\$465,995		\$463,462	100.0%	(\$2,533)	\$9,782	2.11%
Total FIXED INCOME					\$465,995		\$463,462	100.0%	(\$2,533)	\$9,782	2.11%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	35,000	\$191.40	\$6,699	\$191,543	\$6,704	5.4%	\$4	\$119	1.78%
851360	MICROSOFT CORP	594918104	195,000	\$25.39	\$4,951	\$26,708	\$5,208	4.2%	\$256	\$179	3.44%
867793	QUALCOMM INC	747525103	85,000	\$62.40	\$5,304	\$61,859	\$5,258	4.3%	(\$46)	\$85	1.62%
902312	ACCENTURE PLC CL A	GT151C101	85,000	\$57.45	\$4,883	\$66,494	\$5,652	4.6%	\$769	\$137	2.42%
903654	SEAGATE TECHNOLOGY PLC	GT7945M107	75,000	\$27.51	\$2,063	\$30,413	\$2,281	1.8%	\$218	\$114	5.00%
904587	AVAGO TECHNOLOGIES	Y0486S104	95,000	\$35.22	\$3,346	\$31,642	\$3,006	2.4%	(\$339)	\$64	2.13%
Total INFORMATION TECHNOLOGY					\$27,246		\$28,109	22.8%	\$862	\$698	2.48%
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	40,000	\$66.52	\$2,661	\$69,250	\$2,770	2.2%	\$109	\$81	2.92%

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Report run on Apr 17, 2013 by YEE
Version 10.1.1.3

Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Page 5 of 9

THE KIRK FOUNDATION INC IMA 3/98

LARGE CAP CORE - U.S.

INDUSTRIALS

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LARGE CAP CORE - U.S.											
INDUSTRIALS											
886665	WASTE MANAGEMENT INC NEW	94106L109	110 000	\$33.42	\$3,676	\$33,736	\$3,711	3.0%	\$35	\$156	4.20%
Total INDUSTRIALS											
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	85,000	\$37.52	\$3,189	\$39,118	\$3,325	2.7%	\$135	\$246	7.40%
Total TELECOM SERVICES											
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	95 000	\$43.65	\$4,147	\$46,305	\$4,399	3.6%	\$251	\$76	1.73%
843800	JOHNSON & JOHNSON	478160104	85,000	\$63.94	\$5,435	\$70,094	\$5,958	4.8%	\$522	\$207	3.47%
880100	THERMO FISHER SCIENTIFIC	883556102	90,000	\$58.04	\$5,224	\$63,778	\$5,740	4.7%	\$515	\$54	0.94%
881943	UNITEDHEALTH GROUP INC	91324P102	100,000	\$49.47	\$4,947	\$54,240	\$5,424	4.4%	\$476	\$85	1.57%
888967	ZIMMER HLDS INC	98956P102	90 000	\$63.60	\$5,724	\$66,656	\$5,999	4.9%	\$274	\$64	1.07%
Total HEALTH CARE											
FINANCIALS											
817156	CITIGROUP INC	172967424	90,000	\$29.82	\$2,684	\$39,556	\$3,560	2.9%	\$875	\$3	0.08%
986524	ACE LIMITED	H0023R105	80 000	\$49.70	\$3,976	\$79,800	\$6,384	5.2%	\$2,407	\$156	2.44%
Total FINANCIALS											
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	85 000	\$39.47	\$3,355	\$48,341	\$4,109	3.3%	\$753	\$76	1.85%
886461	WALGREEN CO	931422109	175,000	\$36.34	\$6,360	\$37,006	\$6,476	5.2%	\$116	\$192	2.96%
Total CONSUMER STAPLES											
MATERIALS											
857450	NEWMONT MINING CORP	651639106	45,000	\$55.84	\$2,513	\$46,422	\$2,089	1.7%	(\$423)	\$63	3.02%
Total MATERIALS											
CONSUMER DISCRETIONARY											

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Report run on Apr 17, 2013 by YEE
Version 10.1.1.3

Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Page 6 of 9

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
705691	DOLLAR GENERAL CORP	256677105	90 000	\$43.53	\$3,918	\$44,089	\$3,968	3.2%	\$49	\$0	0.00%
817591	COACH INC	189754104	75,000	\$55.11	\$4,133	\$55,507	\$4,163	3.4%	\$29	\$90	2.16%
847586	LOWES COS INC	548661107	130,000	\$28.78	\$3,741	\$35,515	\$4,617	3.7%	\$876	\$83	1.80%
848064	MACY'S INC	55616P104	140,000	\$35.84	\$5,018	\$39,014	\$5,462	4.4%	\$443	\$112	2.05%
878468	TARGET CORP	87612E106	60,000	\$50.55	\$3,033	\$59,167	\$3,550	2.9%	\$516	\$86	2.42%
Total CONSUMER DISCRETIONARY				\$19,843		\$21,760	17.6%	\$1,913		\$371	1.93%
ENERGY											
819413	CONOCOPHILLIPS	20825C104	65,000	\$54.55	\$3,546	\$57,985	\$3,769	3.1%	\$222	\$171	4.54%
848843	MARATHON OIL CORP	565849106	150,000	\$29.59	\$4,438	\$30,660	\$4,599	3.7%	\$160	\$102	2.22%
Total ENERGY				\$7,984		\$8,368	6.8%	\$382		\$273	3.96%
UTILITIES											
823500	DETROIT ENERGY CO	233331107	35 000	\$51.09	\$1,788	\$60,029	\$2,101	1.7%	\$313	\$86	4.09%
828398	EXELON CORP	30161N101	105 000	\$41.06	\$4,311	\$29,733	\$3,122	2.5%	(\$1,188)	\$220	7.05%
Total UTILITIES				\$6,099		\$5,223	4.2%	(\$875)		\$306	4.99%
Total LARGE CAP CORE - U.S.				\$115,063		\$123,404	100.0%	\$8,327		\$3,107	2.52%
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	560,000	\$10.22	\$5,726	\$10,755	\$6,023	4.4%	\$296	\$108	1.79%
906092	NIKON CORP PLC UNSPON-ADR	654111202	100,000	\$27.40	\$2,740	\$29,210	\$2,921	2.1%	\$181	\$41	1.40%
914067	EMBRAER SA ADR	29082A107	145 000	\$28.06	\$4,068	\$28,503	\$4,133	3.0%	\$65	\$0	0.00%
Total INDUSTRIALS				\$12,534		\$13,077	9.6%	\$542		\$149	1.97%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	90 000	\$60.03	\$5,403	\$56,844	\$5,116	3.8%	(\$286)	\$88	1.72%
905147	TIM PARTICIPACOES SA ADR	88706P205	160 000	\$28.28	\$4,525	\$19,819	\$3,171	2.3%	(\$1,354)	\$45	1.42%

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Report run on Apr 17, 2013 by YEE
Version 10.11.3

Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Page 7 of 9

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											
LARGE CAP CORE - NON U.S.											
	TELECOM SERVICES										
905422	TELE2 AB ADR	87952P307	290 000	\$9.51	\$2,758	\$9,000	\$2,610	1.9%	(\$148)	\$96	3.68%
956823	VODAFONE GP PLC NEW ADR	92857W209	175,000	\$27.35	\$4,787	\$25,189	\$4,408	3.2%	(\$379)	\$262	5.94%
	Total TELECOM SERVICES										
	HEALTH CARE										
907989	SANOFI - ADR	80105N105	125,000	\$34.62	\$4,327	\$47,376	\$5,922	4.4%	\$1,595	\$178	3.01%
922731	ITOCHU CORP ADR	465717106	245,000	\$21.09	\$5,167	\$20,980	\$5,140	3.8%	(\$27)	\$240	4.67%
958901	TEVA PHARM INDs LTD ADR	881624209	140,000	\$42.04	\$5,885	\$37,336	\$5,227	3.8%	(\$658)	\$112	2.14%
	Total HEALTH CARE										
	FINANCIALS										
900901	MUNICH RE GROUP ADR	626188106	300,000	\$12.16	\$3,648	\$17,930	\$5,379	4.0%	\$1,730	\$164	3.05%
904004	CHINA CONSTRUCTION ADR	168919108	310,000	\$14.61	\$4,530	\$16,048	\$4,975	3.7%	\$444	\$193	3.88%
905366	SUNCORP GROUP ADR	86723Y100	310,000	\$8.77	\$2,718	\$10,555	\$3,272	2.4%	\$554	\$111	3.39%
905424	NORDEA BK SWEDEN AB ADR	65557A206	360,000	\$7.92	\$2,853	\$9,544	\$3,436	2.5%	\$583	\$99	2.88%
905438	WHARF HOLDINGS ADR	962257200	130,000	\$9.94	\$1,292	\$15,631	\$2,032	1.5%	\$740	\$34	1.67%
914068	ALLIANZ AKTIENGESEN ADR	018805101	230,000	\$10.78	\$2,480	\$13,813	\$3,177	2.3%	\$697	\$98	3.08%
968662	SUMITOMO MITSUI FIN ADR	86562M209	840,000	\$6.12	\$5,138	\$7,339	\$6,165	4.5%	\$1,027	\$190	3.08%
	Total FINANCIALS										
	CONSUMER STAPLES										
900061	AB FOODS LTD ADR	045519402	215 000	\$17.55	\$3,774	\$25,419	\$5,465	4.0%	\$1,691	\$84	1.54%
926008	IMPERIAL TOBACCO LT ADR	453142101	85,000	\$74.32	\$6,317	\$77,141	\$6,557	4.8%	\$240	\$286	4.36%
933964	KON AHOI ADR	500467402	460 000	\$13.58	\$6,247	\$13,361	\$6,146	4.5%	(\$100)	\$200	3.25%
	Total CONSUMER STAPLES										
	MATERIALS										
802483	BARRICK GOLD CORP	067901108	155,000	\$46.12	\$7,149	\$35,006	\$5,426	4.0%	(\$1,723)	\$62	1.14%

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Report run on Apr 17, 2013 by YEE
Version 10.1.1.3

Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Page 8 of 9

Security no Security name
THE KIRK FOUNDATION INC IMA 3/98

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LARGE CAP CORE - NON U.S.											
MATERIALS											
901454	AKZO NOBEL NV ADR	010199305	110,000	\$16.87	\$1,856	\$21,855	\$2,404	1.8%	\$548	\$54	2.25%
904977	BHP BILLITON PLC-ADR	055345E209	50,000	\$56.90	\$2,845	\$70,360	\$3,518	2.6%	\$672	\$112	3.18%
Total MATERIALS											
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	75,000	\$38.91	\$2,918	\$50,013	\$3,751	2.8%	\$833	\$108	2.88%
901588	VOLKSWAGEN AG ADR	928662402	60,000	\$32.75	\$1,965	\$45,383	\$2,723	2.0%	\$758	\$35	1.29%
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	85,000	\$37.64	\$3,199	\$39,576	\$3,364	2.5%	\$164	\$96	2.85%
Total CONSUMER DISCRETIONARY											
915019	ENI S P A ADR	26874R108	115,000	\$42.98	\$4,943	\$49,139	\$5,651	4.2%	\$707	\$246	4.35%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	50,000	\$109.88	\$5,494	\$114,920	\$5,746	4.2%	\$251	\$212	3.69%
959209	TOTAL SA ADR	89151E109	120,000	\$52.20	\$6,264	\$52,008	\$6,241	4.6%	(\$23)	\$300	4.81%
Total ENERGY											
UTILITIES											
900767	SSE PLC ADR	78467K107	165,000	\$20.33	\$3,354	\$23,048	\$3,803	2.8%	\$448	\$206	5.42%
905429	TOKYO GAS LTD ADR	889115101	112,000	\$17.21	\$1,928	\$18,268	\$2,046	1.5%	\$118	\$41	2.00%
Total UTILITIES											
Total LARGE CAP CORE - NON U.S.											
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	21,847,906	\$11.21	\$244,952	\$10,020	\$218,916	10.0%	(\$26,036)	\$1,594	0.73%
Total LARGE CAP STRATEGIES FUNDS											
Total LARGE CAP STRATEGIES											
GLOBAL SMALL & MID CAP											

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

Report run on Apr 17, 2013 by YEE
Version 10.11.3

Bessemer Trust

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Page 9 of 9

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											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	21,248,451	\$11.14	\$236,762	\$14,690	\$312,139	100.0%	\$75,377	\$3,484	1.12%
Total GLOBAL SMALL & MID CAP FUNDS											
Total GLOBAL SMALL & MID CAP											
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
903328	OW GLOBAL OPPORTUNITIES FD	680414802	57,912,458	\$7.87	\$455,836	\$7,560	\$437,818	100.0%	(\$18,018)	\$13,898	3.17%
Total GLOBAL OPPORTUNITIES FUNDS											
Total GLOBAL OPPORTUNITIES											
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	12,843,369	\$10.04	\$128,909	\$9,270	\$119,058	100.0%	(\$9,851)	\$295	0.25%
Total REAL RETURN FUNDS											
Total REAL RETURN/COMMODITIES											
Total											
							\$36,910			\$36,270	1.91%

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