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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>THE KIRK FOUNDATION C/O BESSEMER TRUST</b>		A Employer identification number <b>31-1625551</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>801 BRICKELL AVENUE, 19TH FL</b>	Room/suite	B Telephone number <b>(305) 372-5005</b>
City or town, state or province, country, and ZIP or foreign postal code <b>MIAMI, FL 33131</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,076,621.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		36,650.	36,650.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		19,845.			
b Gross sales price for all assets on line 6a <b>385,377.</b>					
7 Capital gain net income (from Part IV, line 2)			19,845.		
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		56,495.	56,495.		
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		1,969.	0.		1,969.
16a Legal fees					
b Accounting fees					
c Other professional fees <b>STMT 2</b>		2,401.	2,401.		0.
17 Interest					
18 Taxes <b>STMT 3</b>		768.	513.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 4</b>		381.	0.		381.
24 Total operating and administrative expenses. Add lines 13 through 23		20,519.	2,914.		17,350.
25 Contributions, gifts, grants paid		52,500.			52,500.
26 Total expenses and disbursements. Add lines 24 and 25		73,019.	2,914.		69,850.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<16,524.>			
b Net investment income (if negative, enter -0-)			53,581.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	90,586.	29,113.	29,113.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 5	1,307,820.	1,342,500.	1,588,324.
	c	Investments - corporate bonds STMT 6	465,995.	476,264.	459,184.
<b>Liabilities</b>	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	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,864,401.	1,847,877.	2,076,621.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<b>Net Assets or Fund Balances</b>	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds	1,864,401.	1,847,877.	
	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	<b>Total net assets or fund balances</b>	1,864,401.	1,847,877.	
	31	<b>Total liabilities and net assets/fund balances</b>	1,864,401.	1,847,877.	

**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	1,864,401.
2	Enter amount from Part I, line 27a	2	<16,524.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,847,877.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,847,877.

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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		
b PUBLICLY TRADED SECURITIES		P		
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 37,593.		31,516.	6,077.
b 322,975.		334,016.	<11,041.>
c 24,809.			24,809.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			6,077.
b			<11,041.>
c			24,809.
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	19,845.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	60,231.	1,828,925.	.032932
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

2 Total of line 1, column (d)	2	.614738
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	.122948
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,971,660.
5 Multiply line 4 by line 3	5	242,412.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	536.
7 Add lines 5 and 6	7	242,948.
8 Enter qualifying distributions from Part XII, line 4	8	69,850.

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.

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**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	1,072.
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	1,072.
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	1,072.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,597.
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	1,597.
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	525.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 525. Refunded <input type="checkbox"/> 0.	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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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 2013 or the taxable year beginning in 2013 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>► N/A</b>	13		X
14	The books are in care of <b>► BESSEMER TRUST</b> Telephone no. <b>► (305) 372-5005</b> Located at <b>► 801 BRICKELL AVENUE, 19TH FLOOR, MIAMI, FL, MI</b> ZIP+4 <b>► 33131</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>► 15</b> <b>N/A</b>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>►</b>	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>► N/A</b>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <b>►</b>	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>► N/A</b>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>►</b>		
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 2013 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 2013.) <b>► N/A</b>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		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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Part VIII

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

(continued)

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,926,349.
b	Average of monthly cash balances	1b	75,336.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,001,685.
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	2,001,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,025.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,971,660.
6	Minimum investment return. Enter 5% of line 5	6	98,583.

**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	98,583.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,072.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,072.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,511.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	97,511.
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	97,511.

**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	69,850.
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	69,850.
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	69,850.

**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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**THE KIRK FOUNDATION  
C/O BESSEMER TRUST**

Form 990-PF (2013)

31-1625551 Page 9

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				97,511.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	155,892.			
b From 2009	735,541.			
c From 2010	99,933.			
d From 2011	145,420.			
e From 2012				
f Total of lines 3a through e	1,136,786.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	69,850.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				69,850.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	27,661.			27,661.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,109,125.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	128,231.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	980,894.			
10 Analysis of line 9:				
a Excess from 2009	735,541.			
b Excess from 2010	99,933.			
c Excess from 2011	145,420.			
d Excess from 2012				
e Excess from 2013				

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9)
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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 2013, 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)

**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

[illegible]

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

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
MILLCENT ROGERS MUSEUM P O BOX 1210 TAOS, NM 87571	NONE	EXEMPT	GENERAL PROGRAM	7,500.
SOUTH DADE EXPRESSIONS, INC 61 NE 14TH ST HOMESTEAD, FL 33030	NONE	EXEMPT	GENERAL PROGRAM	5,000.
FLORIDA ELKS CHARITIES 24175 SE HIGHWAY 450 UMATILLA, FL 32784	NONE	EXEMPT	GENERAL PROGRAM	10,000.
PROJECT TALK 2210 ENCINITAS BLVD, SUITE O ENCINITAS, CA 92024	NONE	EXEMPT	GENERAL PROGRAM	6,000.
NEW HOPE FOR WOMEN AND CHILDREN 2650 MELBOURNE DRIVE SAN DIEGO, CA 92123	NONE	EXEMPT		4,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>52,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**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) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>[Signature]</i>		Date <i>7/24/14</i>	Title <i>PPES DBS</i>			
Paid Preparer Use Only	Print/Type preparer's name <b>LAI NGOR YEE</b>		Preparer's signature <i>[Signature]</i>		Date <i>7/18/14</i>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00377226</b>
	Firm's name ▶ <b>BESSEMER TRUST</b>					Firm's EIN ▶ <b>13-2792165</b>	
	Firm's address ▶ <b>630 FIFTH AVENUE NEW YORK, NY 10111</b>					Phone no. <b>(212) 708-9216</b>	

**THE KIRK FOUNDATION  
C/O BESSEMER TRUST**

31-1625551

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HEARING & SPEECH CENTER OF FL 9425 SW 72ND ST, SUITE 261 MIAMI, FL 33173	NONE		GENERAL PROGRAM	10,000.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE		GENERAL PROGRAM	2,500.
NATIONAL PARKS CONSERVATION 777 6TH STREET NW, SUITE 700 WASHINGTON, DC 20001	NONE		GENERAL PROGRAM	2,500.
AUDUBON FLORIDA 444 BRICKELL AVENUE, SUITE 850 MIAMI, FL 33131	NONE		GENERAL PROGRAM	2,000.
LUTHER SPRINGS CAMP & RETREAT P O BOX 830 ARDEN, NC 28704	NONE		GENERAL PROGRAM	1,000.
ENVIRONMENTAL DEFENSE FD 1875 CONNECTICUT AVENUE NW WASHINGTON, DC 20009	NONE		GENERAL PROGRAM	1,000.
THE COUSE FOUNDATION P O BOX 1436 TAOS, NM 87571	NONE		GENERAL PROGRAM	1,000.
<b>Total from continuation sheets</b>				<b>20,000.</b>

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**FORM 990-PF**                      **DIVIDENDS AND INTEREST FROM SECURITIES**                      **STATEMENT**                      **1**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	7.	0.	7.	7.	
BESSEMER TRUST DIV	36,643.	0.	36,643.	36,643.	
BESSEMER TRUST L/T CAP GAIN DIV	24,809.	24,809.	0.	0.	
TO PART I, LINE 4	61,459.	24,809.	36,650.	36,650.	

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**FORM 990-PF**                      **OTHER PROFESSIONAL FEES**                      **STATEMENT**                      **2**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	2,380.	2,380.		0.
DIVIDEND INV EXP	21.	21.		0.
TO FORM 990-PF, PG 1, LN 16C	2,401.	2,401.		0.

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**FORM 990-PF**                      **TAXES**                      **STATEMENT**                      **3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX CREDIT	513.	513.		0.
FOREIGN TAX EXCESS WITHHOLDING	255.	0.		0.
TO FORM 990-PF, PG 1, LN 18	768.	513.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
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	312.	0.		312.
CITY OF CORAL GABLES FEES	8.	0.		8.
TO FORM 990-PF, PG 1, LN 23	381.	0.		381.

FORM 990-PF	CORPORATE STOCK		STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	1,342,500.	1,588,324.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,342,500.	1,588,324.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	476,264.	459,184.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	476,264.	459,184.	

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FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      7  
                          TRUSTEES AND FOUNDATION MANAGERS

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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.      0.
RON SHUFFIELD C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR  1.00	  0.	  0.      0.
PAMELA GARRISON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR  1.00	  0.	  0.      0.
DAR PACE C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR  1.00	  0.	  0.      0.
KATHLEEN A STALEY C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	DIRECTOR  1.00	  0.	  0.      0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.      0.

# Bessemer Trust

## Account Details

Report dated December 31, 2013  
Amortized tax cost  
Trade date basis

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE KIRK FOUNDATION INC IMA 3/98</b>											
<b>CASH AND SHORT TERM</b>											
<b>CASH</b>											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
<b>Total CASH</b>					\$0		\$0	0 0%	\$0	\$0	
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		29,113 300	\$1 00	\$29,113	\$1 000	\$29,113	100 0%	\$0	\$2	0 01%
<b>Total CASH EQUIVALENTS</b>					\$29,113		\$29,113	100 0%	\$0	\$2	0 01%
<b>Total CASH AND SHORT TERM</b>					\$29,113		\$29,113	100 0%	\$0	\$2	0 01%
<b>FIXED INCOME</b>											
<b>BOND FUNDS</b>											
861017	OW FIXED INCOME FUND	680414406	40,998 592	\$11 62	\$476,264	\$11 200	\$459,184	100 0%	(\$17,080)	\$9,511	2 07%
<b>Total BOND FUNDS</b>					\$476,264		\$459,184	100 0%	(\$17,080)	\$9,511	2 07%
<b>Total FIXED INCOME</b>					\$476,264		\$459,184	100 0%	(\$17,080)	\$9,511	2 07%
<b>LARGE CAP CORE - U.S.</b>											
<b>INFORMATION TECHNOLOGY</b>											
806047	APPLE INC	037833100	15 000	\$485 20	\$7,278	\$561 000	\$8,415	4 8%	\$1,136	\$183	2 17%
842450	INTERNATIONAL BUS MACHINES	459200101	35 000	\$191 40	\$6,699	\$187 543	\$6,564	3 7%	(\$134)	\$133	2 03%
867793	QUALCOMM INC	747525103	110 000	\$63 30	\$6,963	\$74 245	\$8,167	4 7%	\$1,203	\$154	1 89%
902312	ACCENTURE PLC CL A	G1151C101	45 000	\$58 64	\$2,639	\$82 200	\$3,699	2 1%	\$1,060	\$83	2 24%
904587	AVAGO TECHNOLOGIES	Y0486S104	120 000	\$34 87	\$4,184	\$52 875	\$6,345	3 6%	\$2,160	\$120	1 89%
<b>Total INFORMATION TECHNOLOGY</b>					\$27,763		\$33,190	18 9%	\$5,425	\$673	2 03%
<b>INDUSTRIALS</b>											
822050	CUMMINS INC	231021106	20 000	\$128 80	\$2,576	\$140 950	\$2,819	1 6%	\$242	\$50	1 77%
841546	ILLINOIS TOOL WORKS INC	452308109	70 000	\$67 23	\$4,706	\$84 071	\$5,885	3 4%	\$1,178	\$117	1 99%

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 21, 2014 by YEE  
Version 10 1 1 5

# Bessemer Trust

## Account Details

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Report dated December 31, 2013

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
<b>THE KIRK FOUNDATION INC IMA 3/98</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>INDUSTRIALS</b>											
882670	UNION PACIFIC CORP	907818108	40 000	\$158.62	\$6,345	\$168 000	\$6,720	3.8%	\$374	\$126	1.88%
904606	NIELSEN HOLDINGS BV	N63218106	90 000	\$32.92	\$2,963	\$45 889	\$4,130	2.4%	\$1,166	\$72	1.74%
<b>Total INDUSTRIALS</b>					<b>\$16,590</b>		<b>\$19,554</b>	<b>11.2%</b>	<b>\$2,960</b>	<b>\$365</b>	<b>2.01%</b>
<b>TELECOM SERVICES</b>											
815785	CENTURYLINK INC	156700106	85 000	\$37.52	\$3,189	\$31 847	\$2,707	1.5%	(\$482)	\$183	6.76%
<b>Total TELECOM SERVICES</b>					<b>\$3,189</b>		<b>\$2,707</b>	<b>1.5%</b>	<b>(\$482)</b>	<b>\$183</b>	<b>3.77%</b>
<b>HEALTH CARE</b>											
800258	AETNA INC NEW	00817Y108	95 000	\$43.65	\$4,147	\$68 589	\$6,516	3.7%	\$2,368	\$85	1.30%
854800	MYLAN INC	628530107	200 000	\$40.96	\$8,192	\$43 400	\$8,680	5.0%	\$487	\$0	0.00%
864075	PFIZER INC	717081103	250 000	\$29.98	\$7,494	\$30 628	\$7,657	4.4%	\$162	\$260	3.40%
880100	THERMO FISHER SCIENTIFIC	883556102	70 000	\$57.80	\$4,046	\$111 343	\$7,794	4.4%	\$3,748	\$42	0.54%
888967	ZIMMER HLDGS INC	98956P102	90 000	\$63.60	\$5,724	\$93 189	\$8,387	4.8%	\$2,662	\$72	0.86%
<b>Total HEALTH CARE</b>					<b>\$29,603</b>		<b>\$39,034</b>	<b>22.3%</b>	<b>\$9,427</b>	<b>\$459</b>	<b>1.34%</b>
<b>FINANCIALS</b>											
803572	AMERICAN INTL GROUP INC	026874784	90 000	\$40.67	\$3,660	\$51 044	\$4,594	2.6%	\$934	\$36	0.78%
817156	CITIGROUP INC	172967424	90 000	\$29.82	\$2,684	\$52 100	\$4,689	2.7%	\$2,005	\$3	0.06%
844581	KEYCORP NEW	493267108	175 000	\$12.67	\$2,218	\$13 417	\$2,348	1.3%	\$130	\$38	1.62%
854169	MORGAN STANLEY GRP INC	617446448	80 000	\$29.24	\$2,339	\$31 350	\$2,508	1.4%	\$169	\$16	0.64%
986524	ACE LIMITED	H0023R105	80 000	\$49.70	\$3,976	\$103 525	\$8,282	4.7%	\$4,306	\$201	2.43%
<b>Total FINANCIALS</b>					<b>\$14,877</b>		<b>\$22,421</b>	<b>12.8%</b>	<b>\$7,544</b>	<b>\$294</b>	<b>2.41%</b>
<b>CONSUMER STAPLES</b>											
822151	CVS/CAREMARK CORP	126650100	85 000	\$39.47	\$3,355	\$71 565	\$6,083	3.5%	\$2,727	\$93	1.53%
846942	LORILLARD INC COM	544147101	70 000	\$44.93	\$3,145	\$50 671	\$3,547	2.0%	\$402	\$154	4.34%
886461	WALGREEN CO	931422109	75 000	\$36.28	\$2,721	\$57 440	\$4,308	2.5%	\$1,586	\$94	2.18%
<b>Total CONSUMER STAPLES</b>					<b>\$9,221</b>		<b>\$13,938</b>	<b>8.0%</b>	<b>\$4,715</b>	<b>\$341</b>	<b>3.17%</b>

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Bessemer reporting systems that utilize finalized market prices

Report run on Apr 21, 2014 by YEE  
Version 10 1 1 5

# Bessemer Trust

## Account Details

Report dated December 31, 2013

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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
<b>THE KIRK FOUNDATION INC IMA 3/98</b>											
<b>LARGE CAP CORE - U.S.</b>											
<b>CONSUMER DISCRETIONARY</b>											
705591	DOLLAR GENERAL CORP	256677105	115 000	\$43 77	\$5,033	\$60 313	\$6,936	4 0%	\$1,903	\$0	0 00%
846206	L BRANDS INC	501797104	80 000	\$55 71	\$4,457	\$61 850	\$4,948	2 8%	\$490	\$96	1 94%
848064	MACY'S INC	55616P104	140 000	\$35 84	\$5,018	\$53 400	\$7,476	4 3%	\$2,457	\$140	1 87%
878468	TARGET CORP	87612E106	85 000	\$55 20	\$4,692	\$63 259	\$5,377	3 1%	\$685	\$146	2 72%
885274	VIACOM INC CL B NEW	92553P201	45 000	\$62 71	\$2,822	\$87 333	\$3,930	2 2%	\$1,107	\$54	1 37%
<b>Total CONSUMER DISCRETIONARY</b>											
					\$22,022		\$28,667	16 4%	\$6,642	\$436	1 39%
<b>ENERGY</b>											
819413	CONOCOPHILLIPS	20825C104	65 000	\$54 55	\$3,546	\$70 646	\$4,592	2 6%	\$1,045	\$179	3 90%
848843	MARATHON OIL CORP	565849106	75 000	\$26 29	\$1,972	\$35 293	\$2,647	1 5%	\$675	\$57	2 15%
<b>Total ENERGY</b>											
					\$5,518		\$7,239	4 1%	\$1,720	\$236	3 99%
<b>UTILITIES</b>											
700042	AMERICAN WATER WORKS CO	030420103	200 000	\$40 30	\$8,061	\$42 260	\$8,452	4 8%	\$390	\$224	2 65%
<b>Total UTILITIES</b>											
					\$8,061		\$8,452	4 8%	\$390	\$224	2 37%
					\$136,844		\$175,202	100 0%	\$38,341	\$3,211	1 83%
<b>LARGE CAP CORE - NON U.S.</b>											
<b>INDUSTRIALS</b>											
906474	WEIR GROUP PLC ADR	94876Q106	325 000	\$17 72	\$5,759	\$17 655	\$5,738	4 1%	(\$21)	\$92	1 60%
927371	ITOCHU CORP ADR	465717106	295 000	\$21 57	\$6,364	\$24 715	\$7,291	5 2%	\$927	\$197	2 70%
<b>Total INDUSTRIALS</b>											
					\$12,123		\$13,029	9 3%	\$906	\$289	2 01%
<b>TELECOM SERVICES</b>											
901909	CHINA TELECOM ADR	169426103	140 000	\$56 29	\$7,881	\$50 564	\$7,079	5 0%	(\$802)	\$138	1 95%
904018	KDDI CORP ADR	48667L106	350 000	\$8 63	\$3,021	\$15 389	\$5,386	3 8%	\$2,364	\$112	2 08%
905147	TIM PARTICIPACOE SA ADR	88706P205	135 000	\$24 07	\$3,250	\$26 237	\$3,542	2 5%	\$292	\$89	2 51%
905422	TELE2 AB ADR	87952P307	990 000	\$7 08	\$7,010	\$5 671	\$5,614	4 0%	(\$1,396)	\$394	7 02%

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# Bessemer Trust

## Account Details

Report dated December 31, 2013

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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
<b>THE KIRK FOUNDATION INC IMA 3/98</b>											
<b>LARGE CAP CORE - NON U.S.</b>											
<b>TELECOM SERVICES</b>											
<b>Total TELECOM SERVICES</b>					<b>\$21,162</b>		<b>\$21,621</b>	<b>15.4%</b>	<b>\$458</b>	<b>\$733</b>	<b>3.77%</b>
<b>HEALTH CARE</b>											
907989	SANOFI - ADR	80105N105	125 000	\$34.62	\$4,327	\$3,624	\$6,703	4.8%	\$2,376	\$156	2.33%
<b>Total HEALTH CARE</b>					<b>\$4,327</b>		<b>\$6,703</b>	<b>4.8%</b>	<b>\$2,376</b>	<b>\$156</b>	<b>1.34%</b>
<b>FINANCIALS</b>											
909001	MUNICH RE GROUP ADR	626188105	300 000	\$12.16	\$3,648	\$22,067	\$6,620	4.7%	\$2,972	\$186	2.81%
904004	CHINA CONSTRUCTION ADR	168919108	385 000	\$15.06	\$5,798	\$15,088	\$5,809	4.1%	\$11	\$281	4.84%
906108	WHARF HOLDINGS ADR	962257408	130 000	\$9.94	\$1,292	\$15,292	\$1,988	1.4%	\$696	\$51	2.57%
906631	RSA INS GRP INC SPON ADR	74971A205	750 000	\$9.31	\$6,979	\$7,568	\$5,676	4.0%	(\$1,303)	\$324	5.71%
906659	SKANDINAVISKA ENSKILD ADR	830505202	200 000	\$11.70	\$2,339	\$13,170	\$2,634	1.9%	\$294	\$0	0.00%
914068	ALLIANZ AKTIENGES ADR	018805101	155 000	\$10.25	\$1,588	\$17,961	\$2,784	2.0%	\$1,195	\$67	2.41%
915065	BNP PARIBAS SPON ADR	05565A202	175 000	\$26.62	\$4,658	\$39,029	\$6,830	4.9%	\$2,171	\$118	1.73%
<b>Total FINANCIALS</b>					<b>\$26,302</b>		<b>\$32,341</b>	<b>23.0%</b>	<b>\$6,036</b>	<b>\$1,027</b>	<b>2.41%</b>
<b>CONSUMER STAPLES</b>											
913104	SVENSKA CL AKTIBLGT ADR	869587402	200 000	\$25.73	\$5,146	\$30,825	\$6,165	4.4%	\$1,019	\$112	1.82%
926008	IMPERIAL TOBACCO LT ADR	453142101	85 000	\$74.32	\$6,317	\$77,447	\$6,583	4.7%	\$265	\$312	4.74%
929992	J SAINSBURY SPN ADR NEW	466249208	300,000	\$23.05	\$6,916	\$24,180	\$7,254	5.2%	\$337	\$311	4.29%
<b>Total CONSUMER STAPLES</b>					<b>\$18,379</b>		<b>\$20,002</b>	<b>14.2%</b>	<b>\$1,621</b>	<b>\$735</b>	<b>3.17%</b>
<b>MATERIALS</b>											
906497	SUMITOMO METAL MIN CO LTD	86563T104	375 000	\$14.39	\$5,395	\$13,099	\$4,912	3.5%	(\$483)	\$51	1.04%
<b>Total MATERIALS</b>					<b>\$5,395</b>		<b>\$4,912</b>	<b>3.5%</b>	<b>(\$483)</b>	<b>\$51</b>	<b>1.04%</b>
<b>CONSUMER DISCRETIONARY</b>											
901588	VOLKSWAGEN AG ADR	928662402	100 000	\$36.71	\$3,671	\$56,260	\$5,626	4.0%	\$1,954	\$68	1.21%
904957	SWATCH GROUP AG UNSPON ADR	870123106	100,000	\$30.98	\$3,098	\$33,140	\$3,314	2.4%	\$215	\$20	0.60%

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<b>THE KIRK FOUNDATION INC IMA 3/98</b>											
<b>LARGE CAP CORE - NON U.S.</b>											
<b>CONSUMER DISCRETIONARY</b>											
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	85 000	\$37 64	\$3,199	\$33 906	\$2,882	2 0%	(\$317)	\$79	2.74%
906092	NIKON CORP PLC UNSPON-ADR	654111202	200 000	\$26.19	\$5,238	\$19 110	\$3,822	2.7%	(\$1,415)	\$32	0.84%
968661	BRIDGESTONE CORP ADR	108441205	260 000	\$17 77	\$4,619	\$18,931	\$4,922	3 5%	\$303	\$47	0.95%
Total CONSUMER DISCRETIONARY					\$19,825		\$20,566	14.6%	\$740	\$246	1.39%
<b>ENERGY</b>											
915019	ENI S P A ADR	26874R108	90 000	\$42.96	\$3,866	\$48 489	\$4,364	3 1%	\$497	\$207	4.74%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	75 000	\$83 29	\$6,247	\$82,160	\$6,162	4 4%	(\$85)	\$244	3.96%
959209	TOTAL SA ADR	89151E109	120 000	\$52 20	\$6,264	\$61,267	\$7,352	5 2%	\$1,088	\$315	4.28%
Total ENERGY					\$16,377		\$17,878	12.7%	\$1,500	\$766	3.99%
<b>UTILITIES</b>											
905429	TOKYO GAS LTD ADR	889115101	187 000	\$19.68	\$3,680	\$19 711	\$3,686	2 6%	\$6	\$64	1.74%
Total UTILITIES					\$3,680		\$3,686	2.6%	\$6	\$64	2.37%
Total LARGE CAP CORE - NON U.S.					\$127,570		\$140,738	100.0%	\$13,160	\$4,067	2.89%
<b>LARGE CAP STRATEGIES</b>											
<b>LARGE CAP STRATEGIES FUNDS</b>											
943344	OW LARGE CAP STRATEGIES FD	680414109	40,292 837	\$11 16	\$449,574	\$12 470	\$502,451	100 0%	\$52,877	\$3,344	0.67%
Total LARGE CAP STRATEGIES FUNDS					\$449,574		\$502,451	100.0%	\$52,877	\$3,344	0.67%
Total LARGE CAP STRATEGIES					\$449,574		\$502,451	100.0%	\$52,877	\$3,344	0.67%
<b>SMALL &amp; MID CAP</b>											
<b>SMALL &amp; MID CAP FUNDS</b>											
905637	OW GLOBAL SML & MID CAP FD	680414604	22,558 297	\$11 46	\$258,625	\$17 180	\$387,551	100.0%	\$128,925	\$3,000	0.77%
Total SMALL & MID CAP FUNDS					\$258,625		\$387,551	100.0%	\$128,925	\$3,000	0.77%
Total SMALL & MID CAP					\$258,625		\$387,551	100.0%	\$128,925	\$3,000	0.77%
<b>STRATEGIC OPPORTUNITIES</b>											

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<b>THE KIRK FOUNDATION INC IMA 3/98</b>											
<b>STRATEGIC OPPORTUNITIES</b>											
<b>STRATEGIC OPPORTUNITIES FUNDS</b>											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	37,488,433	\$7.14	\$267,753	\$7,900	\$296,158	100.0%	\$28,405	\$10,084	3.40%
<b>Total STRATEGIC OPPORTUNITIES FUNDS</b>					<b>\$267,753</b>		<b>\$296,158</b>	<b>100.0%</b>	<b>\$28,405</b>	<b>\$10,084</b>	<b>3.40%</b>
<b>Total STRATEGIC OPPORTUNITIES</b>					<b>\$267,753</b>		<b>\$296,158</b>	<b>100.0%</b>	<b>\$28,405</b>	<b>\$10,084</b>	<b>3.40%</b>
<b>REAL RETURN/COMMODITIES</b>											
<b>REAL RETURN FUNDS</b>											
860093	OW REAL RETURN FUND	680414703	10,363,553	\$9.86	\$102,134	\$8,320	\$86,224	100.0%	(\$15,909)	\$238	0.28%
<b>Total REAL RETURN FUNDS</b>					<b>\$102,134</b>		<b>\$86,224</b>	<b>100.0%</b>	<b>(\$15,909)</b>	<b>\$238</b>	<b>0.28%</b>
<b>Total REAL RETURN/COMMODITIES</b>					<b>\$102,134</b>		<b>\$86,224</b>	<b>100.0%</b>	<b>(\$15,909)</b>	<b>\$238</b>	<b>0.28%</b>
<b>Total</b>					<b>\$1,847,877</b>		<b>\$2,076,621</b>		<b>\$228,719</b>	<b>\$33,457</b>	<b>1.61%</b>

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# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

- **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>THE KIRK FOUNDATION C/O BESSEMER TRUST</b>	Employer identification number (EIN) or  <b>31-1625551</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>801 BRICKELL AVENUE, 19TH FL</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>MIAMI, FL 33131</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**BESSEMER TRUST - 801 BRICKELL AVENUE, 19TH FL00R, MIAMI**

- The books are in the care of ► **FL - MIAMI, FL 33131**  
Telephone No. ► **(305) 372-5005** Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.  
► ☒ calendar year **2013** or  
► ☐ tax year beginning , and ending .

**2** If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	<b>3a</b>	\$	<b>1,072.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	<b>3b</b>	\$	<b>1,597.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	<b>3c</b>	\$	<b>0.</b>

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions