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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

THE KIRK FOUNDATION
C/O BESSEMER TRUSTNumber 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 or province, country, and ZIP or foreign postal code
MIAMI, FL 33131

Room/suite

B Telephone number
(305) 372-5005

Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundationD 1. Foreign organizations, check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation2. Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____E If private foundation status was terminated under section 507(b)(1)(A), check here ►

F ► \$ 2,066,048. (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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 Interest on savings and temporary cash investments				
3	Dividends and interest from securities	34,245.	34,245.	STATEMENT 1	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	69,768.			
b	Gross sales price for all assets on line 6a	351,041.			
7	Capital gain net income (from Part IV, line 2)		69,768.		
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	104,013.	104,013.		
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	2,050.	0.	2,050.	
16a	Legal fees				
b	Accounting fees	STMT 2	12,000.	0.	12,000.
c	Other professional fees	STMT 3	2,241.	2,241.	0.
17	Interest				
18	Taxes	STMT 4	1,227.	373.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	370.	0.	370.
24	Total operating and administrative expenses. Add lines 13 through 23		32,888.	2,614.	29,420.
25	Contributions, gifts, grants paid		60,000.		60,000.
26	Total expenses and disbursements. Add lines 24 and 25		92,888.	2,614.	89,420.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		11,125.		
b	Net investment income (if negative, enter -0-)			101,399.	
c	Adjusted net income (if negative, enter -0-)				N/A

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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		29,113.	11,730.	11,730.
	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 6	1,342,500.	1,404,790.	1,627,714.
	c Investments - corporate bonds	STMT 7	476,264.	442,482.	426,604.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment; basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,847,877.	1,859,002.	2,066,048.
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		1,847,877.	1,859,002.	
	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		1,847,877.	1,859,002.	
	31 Total liabilities and net assets/fund balances		1,847,877.	1,859,002.	

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	1,847,877.
2 Enter amount from Part I, line 27a	2	11,125.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,859,002.
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	1,859,002.

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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 41,323.		43,754.	<2,431. >		
b 260,964.		237,519.	23,445.		
c 48,754.			48,754.		
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			<2,431. >		
b			23,445.		
c			48,754.		
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	69,768.	
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))
2013	69,850.	1,971,660.	.035427
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

2 Total of line 1, column (d)

2 .596579

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 .119316

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 2,062,005.

5 Multiply line 4 by line 3

5 246,030.

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

6 1,014.

7 Add lines 5 and 6

7 247,044.

8 Enter qualifying distributions from Part XII, line 4

8 89,420.

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.	1 2 3 4 5	2,028. 0. 2,028. 0. 2,028.
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		
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	6a 6b 6c 6d	1,125.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments:		
a 2014 estimated tax payments and 2013 overpayment credited to 2014	7 8 9 10 11	1,125. 903. Refunded
b Exempt foreign organizations - tax withheld at source		
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld		
7 Total credits and payments. Add lines 6a through 6d		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ►		

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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <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>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>FL</u>		
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>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>BESSEMER TRUST</u> Telephone no. ► <u>(305) 372-5005</u> Located at ► <u>801 BRICKELL AVENUE, 19TH FLOOR, MIAMI, FL, MI ZIP+4 ► 33131</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> ► <u>N/A</u>		
16 At any time during calendar year 2014, 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? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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

	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 ►	N/A	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2014 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 2014.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		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 4945(d)(4)(A)? (see instructions) 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?

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?

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?

N/A

►

5b

N/A

Yes No

6b

X

Yes No

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 8		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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		0.

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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	2,079,159.
b	Average of monthly cash balances	1b	14,247.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,093,406.
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	2,093,406.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,401.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,062,005.
6	Minimum investment return. Enter 5% of line 5	6	103,100.

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	103,100.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,028.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,028.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,072.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,072.
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	101,072.

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	89,420.
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	89,420.
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	89,420.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				101,072.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	735,541.			
b From 2010	99,933.			
c From 2011	145,420.			
d From 2012				
e From 2013				
f Total of lines 3a through e	980,894.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 89,420.			0.	
a Applied to 2013, 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 2014 distributable amount				89,420.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	11,652.			11,652.
6 Enter the net total of each column as indicated below:	969,242.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	723,889.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	245,353.			
10 Analysis of line 9:				
a Excess from 2010	99,933.			
b Excess from 2011	145,420.			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

423581
11-24-14

Form 990-PF (2014)

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2014)

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Part XV **Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE EDUCATION FUND 6713 MAIN ST, SUITE 240 MIAMI LAKES, FL 33014	NONE	EXEMPT	GENERAL PROGRAM	15,000.
ENVIRONMENTAL DEFENSE FD 1875 CONNECTICUT AVENUE NW WASHINGTON, DC 20009	NONE	EXEMPT	GENERAL PROGRAM	2,500.
FLORIDA ELKS CHARITIES 24175 SE HIGHWAY 450 UMATILLA, FL 32784	NONE	EXEMPT	GENERAL PROGRAM	10,000.
HEARING & SPEECH CENTER OF FL 9425 SW 72ND ST, SUITE 261 MIAMI, FL 33173	NONE	EXEMPT	GENERAL PROGRAM	5,000.
INTERNATIONAL INSTITUTE FOR HUMAN FACTOR DEV P O BOX 23732 SAN DIEGO, CA 92193	NONE	EXEMPT	GENERAL PROGRAM	2,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 60,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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	34,245.
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	69,768.
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.	104,013.
13 Total. Add line 12, columns (b), (d), and (e)			13	104,013.
(See worksheet in line 13 instructions to verify calculations.)				

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

THE KIRK FOUNDATION
C/O BESSEMER TRUST

Form 990-PF (2014)

C/O BESSEMER TRUST

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

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
(2) Other assets

b Other transactions:

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

4/28/13

EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr.)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAI NGOR YEE	<i>Lai Ngor Yee</i>	4/23/15		P00377226
	Firm's name ► BESSEMER TRUST			Firm's EIN ► 13-2792165	
	Firm's address ► 630 FIFTH AVENUE NEW YORK, NY 10111			Phone no. (212) 708-9216	

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 INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	2.	0.	2.	2.	
BESSEMER TRUST DIV	34,243.	0.	34,243.	34,243.	
BESSEMER TRUST L/T CAP GAIN DIV	48,754.	48,754.	0.	0.	
TO PART I, LINE 4	82,999.	48,754.	34,245.	34,245.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL & TAX SERV FEES	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16B	12,000.	0.		12,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	2,211.	2,211.		0.
DIVIDEND INV EXP	30.	30.		0.
TO FORM 990-PF, PG 1, LN 16C	2,241.	2,241.		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	373.	373.		0.
FED ESTIMATED TAX	600.	0.		0.
FOREIGN TAX EXCESS WITHHOLDING	254.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,227.	373.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLORIDA FILING FEE	61.	0.		61.
MIAMI-DADE TAX COLLECTOR	301.	0.		301.
CITY OF CORAL GABLES FEES	8.	0.		8.
TO FORM 990-PF, PG 1, LN 23	370.	0.		370.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,404,790.	1,627,714.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,404,790.	1,627,714.

FORM 990-PF

CORPORATE BONDS

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	442,482.	426,604.
TOTAL TO FORM 990-PF, PART II, LINE 10C	442,482.	426,604.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT

8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R KIRK LANDON C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	PRESIDENT AND DIRECTR 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.
ROSA SANTIAGO C/O BESSEMER TRUST, 801 BRICKELL AVE MIAMI, FL 33131	EXECUTIVE DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Bessemer Trust

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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
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THE KIRK FOUNDATION INC IMA 3/98

CASH AND SHORT TERM

CASH											
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		11,730.030	\$1.00	\$11,730	\$1,000	\$11,730	100.0%	\$0	\$1	0.01%
Total CASH EQUIVALENTS					\$11,730		\$11,730	100.0%	\$0	\$1	0.01%
Total CASH AND SHORT TERM					\$11,730		\$11,730	100.0%	\$0	\$1	0.01%

FIXED INCOME

BOND FUNDS											
861017	OW FIXED INCOME FUND		680414406	\$11.61	\$442,482	\$11,190	\$426,604	100.0%	(\$15,878)	\$6,709	1.57%
Total BOND FUNDS					\$442,482		\$426,604	100.0%	(\$15,878)	\$6,709	1.57%
Total FIXED INCOME					\$442,482		\$426,604	100.0%	(\$15,878)	\$6,709	1.57%

LARGE CAP CORE - U.S.

INFORMATION TECHNOLOGY												
806047	APPLE INC		037833100	105,000	\$69.31	\$7,278	\$110,371	5.4%	\$4,311	\$197	1.70%	
867793	QUALCOMM INC		747525103	110,000	\$63.30	\$6,963	\$74,327	3.8%	\$1,212	\$184	2.25%	
879213	TERADATA CORP		88076W103	150,000	\$42.95	\$6,442	\$43,680	6,552	3.1%	\$109	\$0	0.00%
904587	AVAGO TECHNOLOGIES		Y0486S104	50,000	\$34.14	\$1,707	\$100,580	\$5,029	2.3%	\$3,322	\$70	1.39%
904729	NXP SEMICONDUCTORS NV		N6596X109	85,000	\$58.08	\$4,937	\$76,400	\$6,494	3.0%	\$1,556	\$0	0.00%
Total INFORMATION TECHNOLOGY					\$27,327		\$37,840	17.6%	\$10,510	\$451	1.19%	
INDUSTRIALS												
822050	CUMMINS INC		231021106	20,000	\$128.80	\$2,576	\$144,150	\$2,883	1.3%	\$306	\$62	2.15%
841546	ILLINOIS TOOL WORKS INC		452308109	40,000	\$62.28	\$2,491	\$94,700	\$3,788	1.8%	\$1,296	\$77	2.03%

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

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Bessemer Trust

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THE KIRK FOUNDATION INC IMA 3/98

CUSIP/
ISIN/
SEDOL

Shares/
units

Average
cost per
share/unit

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

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LARGE CAP CORE - U.S.										
844965	KIRBY CORP	497266106	40,000	\$115.22	\$4,609	\$80,725	\$3,229	1.5%	(\$1,380)	\$0 0.00%
868076	RAYTHEON CO NEW	755111507	90,000	\$97.53	\$8,778	\$108,167	\$9,735	4.5%	\$956	\$217 2.23%
882670	UNION PACIFIC CORP	907818108	80,000	\$79.31	\$6,345	\$119,125	\$9,530	4.4%	\$3,184	\$160 1.68%
884757	UNITED RENTALS INC	9111363109	45,000	\$95.58	\$4,301	\$102,000	\$4,590	2.1%	\$288	\$0 0.00%
904606	NIELSEN N.V. EUR 0.07	N63218106	90,000	\$32.92	\$2,963	\$44,722	\$4,025	1.9%	\$1,062	\$90 2.24%
Total INDUSTRIALS					\$32,063	\$37,780	17.6%	\$5,712	\$606	1.83%
HEALTH CARE										
800258	AETNA INC NEW	00817Y108	120,000	\$50.26	\$6,031	\$88,825	\$10,659	5.0%	\$4,628	\$120 1.13%
854800	MYLAN INC	6285330107	175,000	\$42.61	\$7,456	\$56,366	\$9,864	4.6%	\$2,407	\$0 0.00%
864075	PFIZER INC	717081103	325,000	\$29.80	\$9,684	\$31,148	\$10,123	4.7%	\$439	\$364 3.60%
880100	THERMO FISHER SCIENTIFIC	883356102	40,000	\$57.20	\$2,288	\$125,275	\$5,011	2.3%	\$2,723	\$24 0.48%
888967	ZIMMER HLDGS INC	989956P102	70,000	\$63.37	\$4,436	\$113,414	\$7,939	3.7%	\$3,503	\$61 0.77%
Total HEALTH CARE					\$29,895	\$43,596	20.3%	\$13,700	\$569	1.60%
FINANCIALS										
803572	AMERICAN INTL GROUP INC	026874784	90,000	\$40.67	\$3,660	\$56,000	\$5,040	2.4%	\$1,380	\$45 0.89%
817156	CITIGROUP INC	172967424	90,000	\$29.82	\$2,684	\$54,100	\$4,869	2.3%	\$2,185	\$3 0.06%
844581	KEYCORP NEW	493267103	575,000	\$13.37	\$7,689	\$13,899	\$7,992	3.7%	\$303	\$149 1.86%
854169	MORGAN STANLEY GRP INC	617446448	130,000	\$29.64	\$3,853	\$38,800	\$5,044	2.4%	\$1,190	\$52 1.03%
986324	ACE LIMITED	H0023R105	45,000	\$49.69	\$2,236	\$114,867	\$5,169	2.4%	\$2,933	\$117 2.26%
Total FINANCIALS					\$20,122	\$28,114	13.1%	\$7,991	\$366	2.26%
CONSUMER STAPLES										
822151	CVS HEALTH CORP	126650100	55,000	\$37.82	\$2,080	\$96,309	\$5,297	2.5%	\$3,216	\$77 1.45%
846942	LORILLARD INC COM	544147101	40,000	\$44.92	\$1,797	\$62,925	\$2,517	1.2%	\$720	\$98 3.89%
Total CONSUMER STAPLES					\$3,877	\$7,814	3.6%	\$3,936	\$175	3.61%
CONSUMER DISCRETIONARY										
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 Feb 6, 2015 by Kalachwadmin Version 10.1.1.5										

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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
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THE KIRK FOUNDATION INC IMA 3/98

LARGE CAP CORE - U.S.

CONSUMER DISCRETIONARY

705591	DOLLAR GENERAL CORP	256677105	140,000	\$45.84	\$6,417	\$70,700	\$9,898	4.6%	\$3,480	\$0	0.00%
846206	L BRANDS INC	501797104	50,000	\$54.94	\$2,747	\$66,540	\$4,327	2.0%	\$1,579	\$66	1.57%
848064	MACY'S INC	55616P104	90,000	\$34.32	\$3,089	\$65,744	\$5,917	2.8%	\$2,828	\$112	1.89%
858398	NIKE INC CL B	654106103	75,000	\$84.07	\$6,305	\$96,147	\$7,211	3.4%	\$905	\$84	1.16%
855274	VIACOM INC CL B NEW	92553P201	90,000	\$77.42	\$6,968	\$75,244	\$6,772	3.2%	(\$196)	\$118	1.74%
888827	YUM BRANDS INC	938498101	85,000	\$70.71	\$6,010	\$72,847	\$6,192	2.9%	\$181	\$139	2.24%
Total CONSUMER DISCRETIONARY				\$31,536		\$40,317	\$8,777			\$521	1.65%

ENERGY

819413	CONOCOPHILLIPS	20825C104	85,000	\$57.80	\$4,913	\$69,059	\$5,870	2.7%	\$956	\$248	4.22%
835056	VALERO ENERGY NEW	91913Y100	50,000	\$49.96	\$2,498	\$49,500	\$2,475	1.2%	(\$23)	\$55	2.22%
Total ENERGY				\$7,411		\$8,345	3.9%		\$933	\$303	3.81%

UTILITIES

700042	AMERICAN WATER WORKS CO	030420103	200,000	\$40.30	\$8,061	\$63,300	\$10,660	5.0%	\$2,598	\$248	2.33%
Total UTILITIES				\$8,061		\$10,660	5.0%		\$2,598	\$248	2.02%
Total LARGE CAP CORE - U.S.				\$160,292		\$214,466	100.0%		\$54,157	\$3,239	1.51%

LARGE CAP CORE - NON U.S.

INFORMATION TECHNOLOGY

924950	HITACHI LTD ADR	433578507	95,000	\$76.45	\$7,263	\$75,116	\$7,136	5.8%	(\$26)	\$84	1.18%
Total INFORMATION TECHNOLOGY				\$7,263		\$7,136	5.8%		(\$126)	\$84	1.19%

INDUSTRIALS

927371	ITOCHU CORP ADR	465717106	295,000	\$21.57	\$6,364	\$21,549	\$6,357	5.2%	(\$6)	\$201	3.16%
Total INDUSTRIALS				\$6,364		\$6,357	5.2%		(\$6)	\$201	1.83%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	140,000	\$56.29	\$7,881	\$58,707	\$8,219	6.7%	\$337	\$154	1.87%

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Report run on Feb 6, 2015 by Kalwachwadmin
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THE KIRK FOUNDATION INC TMA 3/98

LARGE CAP CORE - NON U.S.

TELECOM SERVICES

904018	KDDI CORP ADR	48667L106	350,000	\$8.63	\$3,021	\$15,923	\$5,573	4.6%	\$2,551	\$92	1.65%
905147	TIM PARTICIPACOES SA ADR	88706P205	135,000	\$24.07	\$3,250	\$22,207	\$2,998	2.5%	(\$251)	\$99	3.30%
	Total TELECOM SERVICES				\$14,152		\$16,790	13.8%	\$2,637	\$345	2.05%

HEALTH CARE

902926	ASTRAZENECA PLC	GB0009895292/ 0989529	85,000	\$72.25	\$6,141	\$70,988	\$6,034	4.9%	(\$1,07)	\$225	3.73%
	Total HEALTH CARE				\$6,141		\$6,034	4.9%	(\$1,07)	\$225	1.60%

FINANCIALS

906108	WHARF HOLDINGS ADR	962257408	255,000	\$12.42	\$3,166	\$14,439	\$3,982	3.0%	\$516	\$103	2.80%
906631	RSA INS GRP INC SPON ADR	74971A206	750,000	\$9.31	\$6,979	\$6,783	\$5,087	4.2%	(\$1,892)	\$125	2.46%
906904	SKANDINAVISKA ENSKILDA ADR	830505301	200,000	\$11.70	\$2,339	\$12,715	\$2,543	2.1%	\$203	\$93	3.66%
911583	DBS GROUP HLDGS LTD ADR	23304Y100	140,000	\$51.86	\$7,260	\$62,179	\$8,705	7.1%	\$1,444	\$252	2.88%
915065	BNP PARIBAS SPON ADR	05565A202	125,000	\$26.37	\$3,296	\$29,800	\$3,725	3.1%	\$429	\$89	2.39%
923099	HSBC HLDGS PLC ADR	404280406	125,000	\$49.99	\$6,249	\$47,224	\$5,903	4.8%	(\$345)	\$306	5.18%
979742	ORIX CORP	JP3200450009/ 6661144	350,000	\$15.63	\$5,472	\$12,674	\$4,436	3.6%	(\$1,035)	\$72	1.62%
	Total FINANCIALS				\$34,761		\$34,081	27.9%	(\$680)	\$1,040	2.26%

CONSUMER STAPLES

906756	WILMAR INTERNATIONAL ADR	971433107	175,000	\$26.05	\$4,559	\$24,446	\$4,278	3.5%	(\$280)	\$93	2.17%
906774	UNILEVER NV	NL0000009355/ B1213J1	150,000	\$38.29	\$5,744	\$39,493	\$5,924	4.9%	\$180	\$206	3.48%
913104	SVENSKA CL AKTIBLGT ADR	869587402	200,000	\$25.73	\$5,146	\$21,575	\$4,315	3.5%	(\$331)	\$118	2.73%
926008	IMPERIAL TOBACCO LT ADR	453142101	60,000	\$72.80	\$4,368	\$88,433	\$5,306	4.3%	\$937	\$248	4.67%
929992	J SAINSBURY SPN ADR NEW	466249208	275,000	\$23.04	\$6,337	\$15,385	\$4,231	3.5%	(\$2,106)	\$312	7.37%
	Total CONSUMER STAPLES				\$26,154		\$24,054	19.7%	(\$2,100)	\$977	3.61%
	MATERIALS										

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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
THE KIRK FOUNDATION INC IMA 3/98											
LARGE CAP CORE - NON U.S.											
	MATERIALS										
906497	SUMITOMO METAL MIN CO LTD	865563T104	225,000	\$14.30	\$3,218	\$15,093	\$3,396	2.8%	\$178	\$68	2.00%
Total MATERIALS											
CONSUMER DISCRETIONARY											
905379	DAIHATSU MOTOR CO. LTD ADR	23381A108	85,000	\$37.64	\$3,199	\$26,329	\$2,238	1.8%	(\$960)	\$72	3.22%
905543	PANDORA A/S ADR	690341104	150,000	\$16.21	\$2,432	\$20,493	\$3,074	2.5%	\$641	\$29	0.94%
905651	SKY PLC ADR	83084V106	125,000	\$62.10	\$7,762	\$56,064	\$7,008	5.7%	(\$753)	\$256	3.65%
908661	BRIDGESTONE CORP ADR	108441205	260,000	\$17.77	\$4,619	\$17,508	\$4,552	3.7%	(\$66)	\$67	1.47%
Total CONSUMER DISCRETIONARY											
	ENERGY										
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	40,000	\$77.75	\$3,110	\$81,000	\$3,240	2.7%	\$130	\$138	4.26%
Total ENERGY											
UTILITIES											
905429	TOKYO GAS LTD ADR	889115101	187,000	\$19.68	\$3,680	\$21,754	\$4,068	3.3%	\$387	\$49	1.20%
Total UTILITIES											
Total LARGE CAP CORE - NON U.S.											
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	48,263,297	\$11.38	\$549,120	\$12,910	\$623,079	100.0%	\$73,958	\$4,686	0.75%
Total LARGE CAP STRATEGIES FUNDS											
Total LARGE CAP STRATEGIES											
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	19,648,175	\$11.25	\$221,041	\$16,220	\$318,693	100.0%	\$97,651	\$2,554	0.80%
Total SMALL & MID CAP FUNDS											

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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
THE KIRK FOUNDATION INC IMA 3/98											
SMALL & MID CAP											
Total SMALL & MID CAP											
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
903328	OW STRATEGIC OPPRTYS FUND	680414802	38,978.555	\$7.16	\$279,222	\$7.590	\$295,847	100.0%	\$16,624	\$6,782	2.29%
Total STRATEGIC OPPORTUNITIES FUNDS											
Total STRATEGIC OPPORTUNITIES											
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
800093	OW REAL RETURN FUND	680414703	7,538.952	\$9.58	\$72,260	\$7.110	\$53,601	100.0%	(\$18,658)	\$150	0.28%
Total REAL RETURN FUNDS											
Total REAL RETURN/COMMODITIES											
Total											

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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
HABITAT FOR HUMANITY OF GREATER MIAMI 3800 NW 22ND AVE <u>MIAMI, FL 33142</u>	NONE	EXEMPT	GENERAL PROGRAM	5,000.
WORLD WILDLIFE FUND 1250 24TH STREET, NW <u>WASHINGTON, DC 20037</u>	NONE	EXEMPT	GENERAL PROGRAM	2,000.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE <u>RESTON, VA 20190</u>	NONE	EXEMPT	GENERAL PROGRAM	2,500.
NEW HOPE FOR WOMEN AND CHILDREN 2650 MELBOURNE DRIVE <u>SAN DIEGO, CA 92123</u>	NONE	EXEMPT	GENERAL PROGRAM	2,500.
PROJECT TALK 2210 ENCINITAS BLVD, SUITE O <u>ENCINITAS, CA 92024</u>	NONE	EXEMPT	GENERAL PROGRAM	5,000.
SOUTH DADE EXPRESSIONS, INC 61 NE 14TH ST <u>HOMESTEAD, FL 33030</u>	NONE	EXEMPT	GENERAL PROGRAM	5,000.
OCEAN CONSERVANCY 1300 19TH STREET, NW - 8TH FL <u>WASHINGTON, DC 20036</u>	NONE	EXEMPT	GENERAL PROGRAM	1,500.
NATURAL RESOURCES DEFENSE COUNCIL 1152 15TH ST NW, SUITE 300 <u>WASHINGTON, DC 20005</u>	NONE	EXEMPT	GENERAL PROGRAM	1,500.
Total from continuation sheets				25,000.