Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: The Kneisel Foundation, Inc

Number and street (or P O box number if mail is not delivered to street address): Glovsky & Glovsky, 8 Washington Street — Room/suite

City or town, state, and ZIP code: Beverly MA 01915

A Employer identification number: 04-3136120

B Telephone number (see page 10 of the instructions): (978) 922-5000

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,796,420

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	84,172	84,172		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-112,613			
	b Gross sales price for all assets on line 6a 1,984,811				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) TAX REFUND & PARTNERSHIP INCOME	8,724	2,638		
	12 **Total.** Add lines 1 through 11	-19,717	86,810	-----	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	3,076	0		
	b Accounting fees (attach schedule)	6,750	0		
	c Other professional fees (attach schedule) ADVISORY FEES	32,469	32,469		
	17 Interest 4940 TAX/ETC				
	18 Taxes (attach schedule) (see page 14 of the instructions)	6,990	904		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications FILING/BANK FEE				
	23 Other expenses (attach schedule) BROK FEE NON-DED EXP	103	68		0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	49,388	33,441	-----	
	25 Contributions, gifts, grants paid	211,710			211,710
	26 **Total expenses and disbursements.** Add lines 24 and 25	261,098	33,441	-----	211,710
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-280,815			
	b Net investment income (if negative, enter -0-)		53,369		
	c Adjusted net income (if negative, enter -0-)			-----	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.
(HTA)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	42,893	9,007	9,007
	2	Savings and temporary cash investments	584,543	140,396	140,396
	3	Accounts receivable ▶ PROCEEDS/INTEREST/DIVS RECEIVABLE			
		Less allowance for doubtful accounts ▶	746	32	32
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges (INTEREST)	643	0	0
	10 a	Investments—U S and state government obligations (attach schedule)	306,421	104,972	109,977
	b	Investments—corporate stock (attach schedule)	1,947,484	2,215,579	2,510,023
	c	Investments—corporate bonds (attach schedule)	689,482	889,927	1,026,985
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,572,212	3,359,913	3,796,420
Liabilities	17	Accounts payable and accrued expenses	0		
	18	Grants payable	31,000	4,350	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	31,000	4,350	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,305	1,305	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	153,935	153,935	
	29	Retained earnings, accumulated income, endowment, or other funds	3,385,972	3,200,323	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,541,212	3,355,563	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,572,212	3,359,913	

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	3,541,212
2	Enter amount from Part I, line 27a	2	-280,815
3	Other increases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	3	95,166
4	Add lines 1, 2, and 3	4	3,355,563
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	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	3,355,563

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	SEE ATTACHED SCHEDULE - SHORT TERM	P	VAR.	VAR
b	SEE ATTACHED SCHEDULE - LONG TERM	P	VAR.	VAR.
c	2,200 shs. PLAINS ALL AMERICAN PIPELINE, LP - SHORT TERM	P	12/19/2008	11/13/2009
d	LIQUIDATING DISTRIBUTIONS - LONG TERM	P	VAR.	VAR.
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	1,234,509		1,307,899	-73,390
b	786,977		741,951	-45,026
c	7,970		2,550	5,420
d	383		0	383
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-73,390
b				-45,026
c				5,420
d				383
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	-112,613
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-----

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 page 18 of 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))
2008	231,415	4,122,408	0.056136
2007	237,900	4,906,546	0.048486
2006	248,175	4,457,568	0 055675
2005	183,689	4,231,597	0 043409
2004	190,850	4,051,576	0.047105

2 **Total** of line 1, column (d)	2	0.250811
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	0.050162
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,339,605
5 Multiply line 4 by line 3	5	167,521
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	534
7 Add lines 5 and 6	7	168,055
8 Enter qualifying distributions from Part XII, line 4	8	211,710

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	534
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	534
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	534
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,086		
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	6,086
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	5,552
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 5,552 **Refunded** ▶			11	-----

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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*	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? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	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	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MASSACHUSETTS			
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*	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Line	Yes	No
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 page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶

14 The books are in care of ▶ ANTHONY P. FUSCO, ESQ. Telephone no ▶ (978) 922-5000
Located at ▶ 8 WASHINGTON STREET, BEVERLY, MA ZIP+4 ▶ 01915

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☐ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
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 page 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*		3b	N/A	
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 2009?		4b		X

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)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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** No: 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 ATTACHED SCHEDULE	VARIOUS	0	0	0
SEE ATTACHED SCHEDULE	VARIOUS	0	0	0
SEE ATTACHED SCHEDULE	VARIOUS	0	0	0
SEE ATTACHED SCHEDULE	VARIOUS	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶ NONE

Part IX-A Summary of Direct Charitable Activities N/A

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions) N/A

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	3,378,578
b	Average of monthly cash balances		1b	11,884
c	Fair market value of all other assets (see page 24 of the instructions)		1c	-----
d	**Total** (add lines 1a, b, and c)		1d	3,390,462
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	-----
3	Subtract line 2 from line 1d		3	3,390,462
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	50,857
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,339,605
6	**Minimum investment return.** Enter 5% of line 5		6	166,980

Part XI Distributable Amount (see page 25 of the 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	166,980
2a	Tax on investment income for 2009 from Part VI, line 5	2a 534		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b -----		
c	Add lines 2a and 2b		2c	534
3	Distributable amount before adjustments Subtract line 2c from line 1		3	167,514
4	Recoveries of amounts treated as qualifying distributions		4	-----
5	Add lines 3 and 4		5	167,514
6	Deduction from distributable amount (see page 25 of the instructions)		6	-----
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	167,514

Part XII Qualifying Distributions (see page 25 of the 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	211,710
b	Program-related investments—total from Part IX-B	1b	-----
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	211,710
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 (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	211,710

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				167,514
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			0	
b	Total for prior years 20____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 — 0				
b	From 2005 — 0				
c	From 2006 — 21,671				
d	From 2007 — 3,232				
e	From 2008 — 25,700				
f	**Total** of lines 3a through e	50,603			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 211,710				
a	Applied to 2008, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				167,514
e	Remaining amount distributed out of corpus	44,196			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	94,799			
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 page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	94,799			
10	Analysis of line 9				
a	Excess from 2005 — 0				
b	Excess from 2006 — 21,671				
c	Excess from 2007 — 3,232				
d	Excess from 2008 — 25,700				
e	Excess from 2009 — 44,196				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

WILLIAM J KNEISEL / ANNE H. KNEISEL

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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*				
SEE ATTACHED SCHEDULE	NONE	EXEMPT	CHARITABLE	211,710
Total . . . . . . ▶ **3a**				211,710
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities N/A

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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					
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					
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)					

13 Total. Add line 12, columns (b), (d), and (e) 13

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

Signature of officer or trustee: [signature] | Date: 11.11.10 | Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's identifying number (see Signature on page 30 of the instructions)
[signature]	11-10-10	☑	P00296489
Firm's name (or yours if self-employed), address, and ZIP code	~~Jeffrey L. Newhouse~~ 771 West 13th Street Tulsa, OK 74127	EIN ▶	Phone no.

Client Statement
For the period 12/01/2009 to 12/31/2009

Form 990-PF-2009
EIN: 04-313620
Part II - Lines a, b, c

NEUBERGER BERMAN

KNEISEL FOUNDATION INC

Ridge Account: 541-23404 MHN
Base Currency: USD
NB Account Number: 550-44246

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt. Value	% Portfolio (12)	Annual Income (6)	Yield (10)
EQUITIES										
3,800	ABB LTD SPONSORED ADR	ABB	02/10/2009	13.8652	52,687.76	19.1000	72,580.00	1.92	1,757.58	2.42
3,150	AMDOCS LIMITED		12/30/2005	27.4580	86,492.70		89,869.50			
1,250	AMDOCS LIMITED		07/28/2008	29.9179	37,397.38		35,662.50			
825	AMDOCS LIMITED		06/01/2009	22.2262	18,336.62		23,537.25			
5,225	POSITION TOTAL	DOX		27.2204	142,226.70	28.5300	149,069.25	3.94	0.00	0.00
4,645	ARRIS GROUP INC	ARRS	02/27/2008	6.1215	28,434.37	11.4300	53,092.35	1.40	0.00	0.00
120	CHARLES RIVER LABORATORIES INTERNATIONAL INC		03/15/2007	43.8462	5,261.54		4,042.80			
1,700	CHARLES RIVER LABORATORIES INTERNATIONAL INC		11/04/2008	35.4661	60,292.37		57,273.00			
1,500	CHARLES RIVER LABORATORIES INTERNATIONAL INC		11/06/2008	26.2195	39,328.25		50,535.00			
225	CHARLES RIVER LABORATORIES INTERNATIONAL INC		11/18/2009	32.2648	7,259.64		7,580.25			
3,545	POSITION TOTAL	CRL		31.6340	112,1[illegible]	33.6900	119,431.05	3.15	0.00	0.00
3,875	CISCO SYSTEMS INC	CSCO	02/05/2009	15.2398	59,[illegible]	23.9400	[illegible]	2.32	0.00	0.00

NBS01R1(2W) (05-09)

036775 NEUB 000000 021158

Client Statement

For the period 12/01/2009 to 12/31/2009

NEUBERGER | BERMAN

KNEISEL FOUNDATION INC

Ridge Account : 541-23404 MHN
Base Currency : USD
NB Account Number : 550-44246

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt Value	% Portfolio (12)	Annual Income (8)	Yield (10)
EQUITIES (Continued)										
7,600	CORINTHIAN COLLEGES INC		11/09/2009	14.6419	111,278.44		104,652.00			
500	CORINTHIAN COLLEGES INC		12/09/2009	13.7080	6,853.98		6,885.00			
550	CORINTHIAN COLLEGES INC		12/10/2009	13.6864	7,527.52		7,573.50			
8,650	**POSITION TOTAL**	COCO		14.5272	125,659.94	13.7700	119,110.50	3.14	0.00	0.00
8,000	CORNING INC	GLW	09/15/2009	15.7120	125,696.00	19.3100	154,480.00	4.08	1,600.00	1.04
6,400	COVANTA HOLDING CORPORATION	CVA	12/14/2009	17.2725	110,544.00	18.0900	115,776.00	3.06	0.00	0.00
1,650	**COVIDIEN PLC		04/30/2009	33.2238	54,819.27		79,018.50			
800	**COVIDIEN PLC		05/01/2009	32.4809	25,984.72		38,312.00			
825	**COVIDIEN PLC		06/11/2009	36.1292	29,806.59		39,509.25			
3,275	**POSITION TOTAL**	COV		33.7742	110,610.58	47.8900	156,839.75	4.14	2,358.00	1.50
4,800	EMC CORP MASS	EMC	05/11/2006	13.0373	62,579.04	17.4700	83,856.00	2.21	0.00	0.00
1,200	EOG RES INC	EOG	11/04/2004	33.4664	40,219.62	97.3000	116,760.00	3.08	696.00	0.60
11,375	FUELCELL ENERGY INC	FCEL	10/24/2007	9.2448	105,159.60	3.7600	42,770.00	1.13	0.00	0.00
2,100	GILEAD SCIENCES INC	GILD	09/22/2009	46.1016	96,813.15	43.2700	90,867.00	2.40	0.00	0.00
2,400	ITT INDUSTRIES INC	ITT	01/17/2008	58.5700	140,568.00	49.7400	119,376.00	3.15	2,040.00	1.71
7,900	**MERCATOR MINERALS LTD	MLKKF	05/29/2008	12.4100	98,394.50	2.3656	18,688.42	0.49	0.00	0.00
2,450	NALCO HOLDING COMPANY		10/05/2005	15.2360	37,573.20		62,499.50			
1,800	NALCO HOLDING COMPANY		07/17/2007	25.5440	45,979.20		45,918.00			
4,250	**POSITION TOTAL**	NLC		19.6017	83,552.40	25.5100	108,417.50	2.86	595.00	0.55
3,550	NBTY INC	NTY	11/07/2008	32.2763	114,5[illegible]	43.5400	154,567.00	4.08	0.00	0.00
1,425	OCCIDENTAL PETE CORP	OXY	09/11/2009	77.4568	110,375.84	81.3500	115,923.75	3.06	1,881.00	1.62
3,290	ORACLE CORP	ORCL	01/16/2009	16.6771	54,785.27	24.5300	80,761.00	2.13	710.00	0.82

Client Statement

For the period 12/01/2009 to 12/31/2009

NEUBERGER | BERMAN

KNEISEL FOUNDATION INC

Ridge Account : 541-23404 MHN
Base Currency : USD
NB Account Number : 550-44246

Positions in Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt. Value	% Portfolio (12)	Annual Income (6)	Yield (10)
EQUITIES (Continued)										
2,625	PETSMART INC	PETM	04/09/2009	22.7968	59,841.60	26.6900	70,061.25	1.85	1,050.00	1.50
2,725	REINSURANCE GROUP OF AMERICA INCORPORATED	RGA	05/20/2009	35.5333	96,828.24	47.6500	129,846.25	3.43	981.00	0.76
3,975	THOMSON REUTERS CORPORATION	TRI	03/18/2009	21.8607	86,896.31	32.3842	128,727.29	3.40	4,246.67	3.30
2,850	VCA ANTECH INC	WOOF	02/06/2008	31.9334	91,010.19	24.9200	71,022.00	1.88	0.00	0.00
2,550	WILLBROS GROUP INC		06/17/2004	14.1491	36,335.21		43,018.50			
5,750	WILLBROS GROUP INC		04/27/2009	10.9635	63,040.01		97,002.50			
8,300	POSITION TOTAL	WG		11.9422	99,375.22	16.8700	140,021.00	3.70	0.00	0.00
TOTAL EQUITIES					**2,215,578.81**		**2,510,022.86**	**66.27**	**17,945.25**	**0.71**
CORPORATE BONDS										
125,000	AMERICAN EXPRESS BK FSB MEDIUM TERM NTS 5.50000% 4/16/2013 02580ECN1 AO 16	02580ECN1	11/03/2008	83.0170	103,771.25	106.5920	133,240.00	3.52	6,875.00	3.36
100,000	CATERPILLAR FINL SVCS CORP NOTES 6.12500% 2/17/2014 14912L4F5 FA 17	14912L4F5	02/05/2009	99.8790	99,879.00	111.7540	111,754.00	2.95	6,125.00	3.06
35,000	DU PONT E I DE NEMOURS & CO NTS 5.87500% 01/15/2014 263534BV0 JJ 15	263534BV0	12/09/2008	99.5310	34,835.85	110.4630	38,662.05	1.02	2,056.25	3.09

NBS01R1(2W) (05-09)

036776 NFJIR 000000 021158

NEUBERGER | BERMAN

KNEISEL FOUNDATION INC

Ridge Account: 541-23404 MHN
Base Currency: USD
NB Account Number: 550-44246

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost (1)(4)(6)	Total Cost (1)(4)(6)	Price	Mkt Value	% Portfolio (12)	Annual Income (9)	Yield (10)
CORPORATE BONDS (Continued)										
100,000	EATON CORP NT 5.95000% 03/20/2014 278058DG4 MS 20	278058DG4	03/11/2009	99.9650	99,965.00	108.1150	108,115.00	2.85	5,950.00	3.84
100,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5.62500% 05/01/2018 36962G3U6 MN 01	36962G3U6	10/24/2008	83.4410	83,441.00	102.4740	102,474.00	2.71	5,625.00	5.25
75,000	GENERAL ELECTRIC CAP CORP MEDIUM TERM NOTE 5.87500% 02/15/2012 36962GXS8 FA 15	36962GXS8	04/25/2008	104.2760	78,207.00	107.1370	80,352.75	2.12	4,406.25	2.38
100,000	HESS CORP SENIOR UNSECURED NOTES 7.00000% 02/15/2014 42809HAA5 FA 15	42809HAA5	01/30/2009	101.4726	101,472.60	112.5060	112,506.00	2.97	7,000.00	3.69
100,000	**INGERSOLL RAND GLOBAL HLDG CO LTD 9.50000% 04/15/2014 45687AAE2 AO 15	45687AAE2	04/01/2009	102.2500	102,250.00	119.4930	119,493.00	3.16	9,500.00	4.44
65,000	PARTNERRE FINANCE NT 6.87500% 06/01/2018 70212FAA1 JD 01	70212FAA1	12/17/2008	88.0000	57,200.00	104.7410	68,081.65	1.80	4,468.75	6.14
125,000	STAPLES INC SR NT 9.75000% 01/15/2014 855030AJ1 JJ 15	855030AJ1	01/12/2009	103.1250	128,906.25	121.8450	152,306.25	4.02	12,187.50	3.84
TOTAL CORPORATE BONDS					869,927.35		1,026,984.78	27.12	64,193.75	3.90

Client Statement
For the period 12/01/2009 to 12/31/2009

NEUBERGER BERMAN

KNEISEL FOUNDATION INC

Ridge Account 541-23404 MHN
Base Currency USD
NB Account Number 550-44246

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt. Value	% Portfolio (12)	Annual Income (6)	Yield (10)
	CORPORATE BONDS (Continued)									
	US GOVERNMENT & AGENCY									
100,000	UNITED STATES TREASURY NOTES 10 YR INFLATION INDEXED NOTES 2.62500% 07/15/2017 912828GX2 JL 15	912828GX2	08/13/2007	104.5524	104,972.47	109.9770	109,977.00	2.90	2,625.00	1.23
	TOTAL US GOVERNMENT & AGENCY				104,972.47		109,977.00	2.90	2,625.00	1.23
	GRAND TOTAL (5)				3,210,478.63		3,646,984.56			

NBS01R1(2W) (05-09)

036777 NEUB 000000 021158

2009 Form 990-PF
Part IV - Line 1(a)+1(b) EIN: 04-2136120

CAPITAL GAINS SCHEDULE

FROM Jan 01, 2009 TO Dec 31, 2009

REG. REP - 017
PORTFOLIO NO. - 550-44246 (RIDGE NO. 541-23404)
FISCAL YEAR END - 12/31
TAX EXEMPT CODE - N
DENOMINATED IN - U.S. Dollars
REPORT RUN DATE - Jan 27, 2010

KNEISEL FOUNDATION INC
ATT MR WILLIAM J KNEISEL
7 DUBLIN HILL DRIVE
GREENWICH CT 06830-4023

================== C A P I T A L G A I N S ==================

DESCRIPTION	UNITS / ORIG FACE	PURCHASE DATE	PURCHASE PRICE / FX RATE	SALE DATE / MNY CURR	SALE PRICE / FX RATE	ADJUSTED BASIS / ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L / DISCOUNT INC
UCBH HOLDINGS IN	11,800.000	05/07/08	7.27	01/28/09	2.51	85,800.04	29,587.15	-56,212.89	ST	
SAME AS ABOVE	4,225.000	05/08/08	7.08	01/28/09	2.51	29,901.00	10,593.71	-19,307.29	ST	
TUPPERWARE BRAND	2,000.000	06/23/08	35.84	03/02/09	13.17	71,683.66	26,346.65	-45,337.01	ST	
SAME AS ABOVE	1,975.000	06/23/08	35.84	03/03/09	12.87	70,787.61	25,412.18	-45,375.43	ST	
***ABB LTD SPONSORED ADR	3,000.000	02/10/09	13.87	09/08/09	19.38	41,595.60	58,144.50	16,548.90	ST	
PLAINS ALL AMERI L P UNIT LTD PARTNER	2,200.000	12/19/08	33.22	11/13/09	49.90	73,078.50	109,784.87	36,706.37	ST	
PETSMART INC	1,300.000	04/09/09	22.80	11/23/09	25.95	29,635.84	33,733.61	4,097.77	ST	
	26,500					402,482.25	293,602.67	-108,879.58	ST	
APPLIED MATERIAL	4,100.000	12/12/07	18.46	01/16/09	9.97	75,681.49	40,885.38	-34,796.11	LT	
GENERAL ELECTRIC	1,825.000	07/15/05	35.10	01/27/09	12.83	64,238.36	23,420.27	-40,818.09	LT	
***CATHAY PACIFI SPONSORED ADR	14,300.000	02/18/05	9.25	04/01/09	4.90	133,705.00	70,082.47	-63,622.53	LT	
ARRIS GROUP INC	4,905.000	02/27/08	6.12	04/30/09	11.27	30,025.96	55,295.58	25,269.62	LT	
DRESSER RAND GRO	1,925.000	06/19/06	20.64	05/06/09	26.30	39,722.56	50,627.80	10,905.24	LT	
WILLBROS GROUP I	600.000	06/17/04	14.15	06/02/09	16.74	8,549.46	10,046.38	1,496.92	LT	
SAME AS ABOVE	200.000	06/17/04	14.15	06/04/09	16.54	2,849.82	3,308.65	458.83	LT	
DRESSER RAND GRO	1,925.000	06/19/06	20.64	07/28/09	28.21	39,722.57	54,297.21	14,574.64	LT	
CHARLES RIVER LA INTERNATIONAL INC	1,280.000	03/15/07	43.85	09/16/09	36.37	56,123.14	46,553.04	-9,570.10	LT	
NBTY INC	1,175.000	11/07/07	32.28	09/16/09	39.62	37,923.48	46,547.84	8,624.36	LT	
SAME AS ABOVE	25.000	11/07/07	32.28	09/18/09	39.85	806.88	996.29	189.41	LT	
SAME AS ABOVE	75.000	11/07/07	32.28	09/28/09	39.37	2,420.65	2,952.54	531.89	LT	
***NOVARTIS AG-S	1,450.000	04/07/04	43.37	11/20/09	53.02	63,038.17	76,875.57	13,837.40	LT	
NALCO HOLDING CO	2,075.000	10/05/05	15.24	11/23/09	24.56	31,822.20	50,960.48	19,138.28	LT	

PORTFOLIO NO. : 550-44248 017

CAPITAL GAINS SCHEDULE

FROM Jan 01, 2009 TO Dec 31, 2009

DESCRIPTION	UNITS / ORIG FACE	PURCHASE DATE	PURCHASE PRICE / FX RATE	SALE DATE / MNY CURR	SALE PRICE / FX RATE	ADJUSTED BASIS / ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L / DISCOUNT INC
	35,860					586,629.74	532,849.50	0.00	ST	
								-53,780.24	LT	
SECTION TOTAL	62,360					989,111.99	826,452.17	-108,879.58	ST	
								-53,780.24	LT	
CATERPILLAR INC NTS 7.00000% 12/15/2013	50,000.000	12/02/08	99.98	01/15/09	111.50	49,988.00 / 49,988.00	55,750.00	5,762.00	ST	
WELLS FARGO & CO NOTE 3.00000% 12/09/2011	50,000.000	12/04/08	100.37	05/04/09	103.22	50,182.50 / 50,182.50	51,610.65	1,428.15	ST	
SAME AS ABOVE	50,000.000	12/04/08	100.37	06/02/09	103.51	50,182.50 / 50,182.50	51,755.30	1,572.80	ST	
TRANSOCEAN INC SER A CVT SR NOTES 1.62500% 12/15/2037 PUT @ 100.00 12/20/1	100,000.000	10/17/08	81.25	09/22/09	98.65	81,250.00 / 81,250.00	98,650.00	17,400.00	ST	
DEERE JOHN CAP C MEDIUM TERM NOTES 5.25000% 10/01/2012	100,000.000	03/25/09	99.75	11/09/09	109.08	99,750.00 / 99,750.00	109,077.00	9,327.00	ST	
	350,000					331,353.00 / 331,353.00	366,842.95	35,489.95	ST	
FEDERAL HOME LOA 5.00000% 10/29/2012 CALLED @ 100.00 01/2	100,000.000	10/30/07	99.92	01/29/09	100.00	99,923.00 / 99,923.00	100,000.00	77.00	LT	
GENERAL MILLS IN NOTES 6.0000% 02/15/2012 3	25,000.000	02/21/02	100.42	09/24/09	108.61	25,106.00 / 25,106.00	27,151.50	2,045.50	LT	
SAME AS ABOVE	75,000.000	02/21/02	100.42	11/10/09	109.27	75,318.00 / 75,318.00	81,949.50	6,631.50	LT	
	200,000					200,347.00 / 200,347.00	209,101.00	0.00	ST	
								8,754.00	LT	
FEDERAL FARM CRE	100,000.000	02/21/08	100.00	01/27/09	100.00	100,000.00	100,000.00	0.00		

==== THIS REPORT IS INTENDED TO BE AN INTERNAL WORKSHEET AND SHOULD NOT BE RELIED UPON FOR ACCURACY ====
====== UNLESS IT CONFORMS WITH THE OFFICIAL RECORDS OF THIS FIRM ======

DESCRIPTION	UNITS / ORIG FACE	PURCHASE DATE	PURCHASE PRICE / FX RATE	SALE DATE / MNY CURR	SALE PRICE / FX RATE	ADJUSTED BASIS / ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L / DISCOUNT INC
						100,000.00				
5.10000% 08/28/2015 CALLED @ 100.00 01/2										
FEDERAL FARM CRE	100,000.000	03/11/08	100.00	03/19/09	100.00	100,000.00	100,000.00	0.00		
						100,000.00				
4.70000% 03/19/2015 CALLED @ 100.00 03/1										
	200,000					200,000.00	200,000.00	0.00	ST	
						200,000.00		0.00	LT	
SECTION TOTAL	750,000					731,700.00	775,943.95	35,489.95	ST	
						731,700.00		8,754.00	LT	

D I S C O U N T I N C O M E

TREASURY BILLS SOLD PRIOR TO MATURITY

DESCRIPTION	UNITS / ORIG FACE	PURCHASE DATE	PURCHASE PRICE / FX RATE	SALE DATE / MNY CURR	SALE PRICE / FX RATE	ADJUSTED BASIS / ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L / DISCOUNT INC
UNITED STATES TR	30,000.000	02/23/09	99.75	03/13/09	99.84	29,925.00	29,925.00			
						29,925.00				
0.00000% 08/27/2009										
SAME AS ABOVE	80,000.000	02/23/09	99.75	03/18/09	99.88	79,800.00	79,800.00			
						79,800.00				
SAME AS ABOVE	100,000.000	02/23/09	99.75	04/02/09	99.88	99,750.00	99,750.00			
						99,750.00				
SAME AS ABOVE	165,000.000	02/23/09	99.75	04/13/09	99.91	164,587.50	164,587.50			
						164,587.50				
	375,000					374,062.50	374,062.50			
						374,062.50				
SECTION TOTAL	375,000					374,062.50	374,062.50			
						374,062.50				

DESCRIPTION	UNITS / ORIG FACE	PURCHASE DATE	PURCHASE PRICE / FX RATE	SALE DATE / MNY CURR	SALE PRICE / FX RATE	ADJUSTED BASIS / ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L / DISCOUNT INC

== IND LEGEND ==

- WO - WRITTEN OPTION
- SS - SHORT-SALE
- ST - SHORT TERM
- MT - MEDIUM TERM
- LT - LONG TERM
- p - PURCHASE INCLUDES OPTION PREMIUM
- s - SALE INCLUDES OPTION PREMIUM
- b - PURCHASE & SALE INCLUDES OPTION PREMIUM

== ACCOUNT TOTALS ==	COST	PROCEEDS	GAIN/LOSS
SHORT TERM	733,835.25	660,445.62	-73,389.63
LONG TERM	786,976.74	741,950.50	-45,026.24
ZERO GAIN/LOSS ITEMS	574,062.50	574,062.50	0.00

KNEISEL FOUNDATION
EIN: 04-3136120

FORM 990-PF-2009
Page 6, Part VIII – Line 1, Information about Officers, Directors, etc.

OFFICERS

Name	Residence	Post Office Address
William J. Kneisel President	50 Masconomo Street Manchester, MA 01944	Same
Anne H. Kneisel Vice President	50 Masconomo Street Manchester, MA 01944	Same
William J. Kneisel Treasurer	50 Masconomo Street Manchester, MA 01944	Same
Anthony P. Fusco Clerk	63 Sharon Road Hamilton, MA 01982	Glovsky & Glovsky Attorneys at Law 8 Washington Street Beverly, MA 01915

DIRECTORS

Name	Residence	Post Office Address
William J. Kneisel	50 Masconomo Street Manchester, MA 01944	Same
Anne H. Kneisel	50 Masconomo Street Manchester, MA 01944	Same
William Parsons, Jr.	16 Cherrywood Road Locust Valley, NY 11560	Same
Paula A. Ryan	615 Ely Avenue Pelham Manor, NY 10803	Same

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

Donee	Amount
Hopkins Parents Council	1,000.-
Bruce Museum	1,000.-
Bullough's Pond Association	100.-
Horizons	1,000.-
Squash Haven	1,000.-
Central Park Conservancy	750.-
Alzheimer's Association	250.-
Dartmouth College	25,000.-
Island Academy	20,000.-
Old Road Fund	5,000.-
Teach for America	1,000.-
Caramoor	1,000.-
Urban Education Exchange	1,000.-
Classroom Inc.	1,000.-
Bruce Museum	1,000.-
Friends of Manchester Trees	100.-
Rockport Music	2,500.-
Breast Cancer Alliance	2,500.-
The Children's Storefront	1,000.-
Breakthrough - New Haven	5,000.-

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

Donee	Amount
The Ricardo O'Gorman Garden + Center	1,000.-
Dartmouth College	10,675.-
Greenwich United Way	2,500.-
Rockport Music	250.-
Emmanuel Church	500.-
Knerzel Hall	500.-
North Shore United Way	1,000.-
Bruce Museum	1,000.-
International Hospital for Children	500.-
Gateway Classical	500.-
Robin Hood Foundation	260.-
Reach Prep	125.-
Hopkins School	25,000.-
Pingree School	25,000.-
The Hooper Fund	10,000.-
Dartmouth College	10,000.-
Taft School	10,000.-
Middlebury College	5,000.-
HBS	5,000.-
Trustees of Reservation	1,000.-

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

Donee	Amount
Horizons National	1,000.—
Atlantic Salmon Foundation	1,000.—
Children's Storefront	1,000.—
Waterside School	1,000.—
Dartmouth College - Sponsor Program	1,000.—
WQXR	1,000.—
Thirteen	500.—
WGBH	500.—
Greenwich Land Trust	500.—
Dartmouth College	5,000.—
Taft School	1,000.—
Middlebury College	1,000.—
The Hoope-Fund	1,000.—
Surfrider Foundation	2,000.—
The Hooper Fund	1,000.—
Jacobs Ladder Job Center	1,000.—
Charlotte Country Day School	1,000.—
Taft School	1,000.—
Middlebury College	1,000.—
Squash Haven	500.—

FORM 990 PF - 2009

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

Donee	Amount
O'Gorman Garden + Center	500.-
Classroom Inc.	500.-
U.S Squash	500.-
QLF	500.-
Women's Fund of Essex County	250.-
Manchester Fourth of July Committee	250.-
Pelham Education Foundation	1,000.-
Buckley School	1,000.-
Big Apple Circus	1,000.-
Conservation Law Foundation	500.-
Outward Bound	500 -
Global Partnership for Afghanistan	250.-
Thirteen	500.-
Beverly Bootstraps Community Services	250.-
Salem Sound Coastwatch	100.-
Bullough's Pond Association	100.-
GRAND TOTAL	$ 211,710