

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

		of the Treasury venue Service Note. The foundation may	be able to use a copy of this			rting requirements.	2003
		dar year 2009, or tax year beginning,		and e			- L
		all that apply: Initial return	Initial return of a f		harity	Final return	
		Amended return	Address chan	ige		Name change	
	the I					A Employer identification	number
	ibel.		EOUNDA TITON			13-3407819	
	erwis orint				Room/suite	B Telephone number	
	type		19TH FLOOR			212-446-40	0.0
See	-	cific City or town, state, and ZIP code	15111 120011		L	C If exemption application is pe	
Instr	uctio	NEW YORK, NY 10022				D 1. Foreign organizations	
H C	heck	type of organization: X Section 501(c)(3) ex	cempt private foundation			Foreign organizations me check here and attach cor	eting the 85% test,
] Se		Other taxable private found			E If private foundation stat	
I Fa	ır ma	rket value of all assets at end of year J Accounti	ng method: Cash	X Accr	ual	under section 507(b)(1)	
		Part II, col. (c), line 16) U1	ther (specify)			F If the foundation is in a 6	
_		28,715,615. (Part I, colu	mn (d) must be on cash	basis.)		under section 507(b)(1)	
Pa	rt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and expenses per books		vestment ome	(c) Adjusted net income	(d) Disbursements for charitable purposes
\neg	_	necessarily equal the amounts in column (a)) Contributions, gifts, grants, etc., received	3,250,000.				(cash basis only)
ì	1	Check from a the foundation is not required to attach Sch. B	3,230,000.				
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities	1,000,318.	98	5,876.	,	STATEMENT 2
	5a	Gross rents	, , , , , , , , , , , , , , , , , , , ,	-			
	b	Net rental income or (loss)					
9	6a	Net gain or (loss) from sale of assets not on line 10	1,274,537.				STATEMENT 1
Ď	b	Gross sales price for all assets on line 6a 1,293,447.					
Revenue	7	Capital gain net income (from Part IV, line 2)		1,25	<u>7,028.</u>		
	8	Net short-term capital gain					
	9	Income modifications Gross sales less returns		,			
	10a	- The state of the			· · · · · · · · · · · · · · · · · · ·		
		Gross profitor (loss) RECEIVED					
	11	Other income	<221,000.	> <22	6,516.	> 0.	STATEMENT 3
	12	Total Add lines & through 11 1 2 2010 &	5,303,855.		6,388.	0.	
	13	Compensation of Officers, directors, trustees, etc	0.		0.	0.	0.
	14	Other employee salaries and wages					
S	15	Pension plans employee benefits					<u></u>
nse		Legal fees	0 000				
db		Accounting fees STMT 4	9,000.		0.	0.	0.
e E		Other professional fees Interest	140,522.	12	8,801.	0.	0.
ativ	17 18	Taxes STMT 5	99,000.		0,983.	0.	0.
and Administrative Expenses	19	Depreciation and depletion	33,000.	-	0,000.	<u> </u>	
i.	20	Occupancy			-		<u> </u>
Ad	21	Travel, conferences, and meetings					
pue	22	Printing and publications					
ng	23	Other expenses STMT 6	487,611.	47	8,725.	0.	750.
Operating	24	Total operating and administrative					
be		expenses. Add lines 13 through 23	736,133.	62	8,509.	0.	750.
J		Contributions, gifts, grants paid	1,152,645.				1,152,645.
	26	Total expenses and disbursements.	1 000 770		0 500	_	1 150 005
	07	Add lines 24 and 25	1,888,778.	62	8,509.	0.	1,153,395.
	27	Subtract line 26 from line 12:	3,415,077.				
		Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	3,413,017.		7,879.		
		Adjusted net income (if negative, enter -0-)		1,50	,,013.	0.	
9235		I HA For Privacy Act and Panerwork Reduction	Act Notice and the instru	tions		, J.	Form 990-DF (2000)

For	m 99	0-PF(2009) THOMAS L. KEMPNER JR. F		13-3	3407819 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	
느		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	ı	Cash - non-interest-bearing	1,103,655.	519,302.	519,302.
	ı	Savings and temporary cash investments			· · · · · · · · · · · · · · · · · ·
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ►			
		Less; allowance for doubtful accounts ▶			····
	i -	Grants receivable	-		
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable	226 420		
	١.	Less: allowance for doubtful accounts	336,432.		
ets	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
•		Investments - U.S. and state government obligations	106 055	405.050	002 015
	1	Investments - corporate stock STMT 8	<196,057.>		
		Investments - corporate bonds STMT 9	134,005.	134,005.	17,352.
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	1	Investments - mortgage loans	10 045 572	27 644 446	27 644 446
	13	Investments - other STMT 10	19,945,572.	27,644,446.	27,644,446.
	14	Land, buildings, and equipment: basis			
	4.5	Less accumulated depreciation Other assets (describe ► STATEMENT 11)	0.	251,498.	251 400
	13	Other assets (describe ► STATEMENT 11)	0.	231,430.	251,498.
	16	Total assets (to be completed by all filers)	21,323,607.	28,957,203.	28,715,615.
	17	Accounts payable and accrued expenses	21,323,007.	20, 231, 203.	20,113,013.
	18	Grants payable			
(0	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ig	21	Mortgages and other notes payable			
Ë	1	Other liabilities (describe >			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
ces	24	Unrestricted			
Net Assets or Fund Balances	25	Temporarily restricted			
Ba	26	Permanently restricted			
'n		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.			
ts	27	Capital stock, trust principal, or current funds	0.	0.	
sse	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ä	29	Retained earnings, accumulated income, endowment, or other funds	21,323,607.	28,957,203.	
ž	30	Total net assets or fund balances	21,323,607.	28,957,203.	
_	31	Total liabilities and net assets/fund balances	21,323,607.	28,957,203.	
F	art	III Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
•		st agree with end-of-year figure reported on prior year's return)		1	21,323,607.
2		r amount from Part I, line 27a		2	3,415,077.
3	Othe	r increases not included in line 2 (itemize)	SEE STA	TEMENT 7 3	4,218,519.
4	Add	lines 1, 2, and 3		4	28,957,203.
		eases not included in line 2 (itemize)		5	0.
<u>6</u>	Tota	inet assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	28,957,203.
					Form 990-PF (2009)

_	2007	1,100,1/9			.0430/9
	2006	44,735.	21,062,925.		.002124
	2005	386,027.	18,655,627.		.020692
	2004	550,219.	14,585,327.		.037724
2	· · · · · · · · · · · · · · · · · · ·	se period - divide the total on line 2 by 5, or by t	he number of years	2	.140484
Ĭ	the foundation has been in existence if less	• • • •		3	.028097
4	Enter the net value of noncharitable-use as	4	24,211,327.		
5	Multiply line 4 by line 3			5	680,266.
6	Enter 1% of net investment income (1% of	Part I, line 27b)		6	13,879.
7	Add lines 5 and 6			7	694,145.
8	Enter qualifying distributions from Part XII	, line 4		8	1,153,395.

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.

Form **990-PF** (2009)

orm	990-PF		ON		13-3	<u>3407819</u>		Page 4
Pai	t VI	Excise Tax Based on Investment Income (Section 494)	0(a), 4940(b),	4940(e), or 4	948 -	see instru	ıctio	ns)
1a	Exempt	operating foundations described in section 4940(d)(2), check here and eigenvalues	nter "N/A" on line 1	. }				
		ruling or determination letter: (attach copy of letter if nec						
b	Domest	ic foundations that meet the section 4940(e) requirements in Part V, check here 🕒	► X and enter	1% }	1	1	3,8	79.
	of Part I	l, line 27b	•					
C	All other	r domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%	of Part I, line 12,	col. (b) 丿				
2	Tax und	fer section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Of	thers enter -0-)		2			<u>0.</u>
3	Add line	es 1 and 2			3	1	<u>3,8</u>	79.
		A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. O	thers enter -0-)		4			<u>0.</u>
		sed on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			5	1	3,8	79.
		Payments:	1 1					
		stimated tax payments and 2008 overpayment credited to 2009	6a	50,698.				
	-	foreign organizations - tax withheld at source	6b					
		d with application for extension of time to file (Form 8868)	6c					
		withholding erroneously withheld	6d			_		
		edits and payments. Add lines 6a through 6d			7	5	0,6	<u>98.</u>
		ny penalty for underpayment of estimated tax. Check here 📖 if Form 2220 is atta	ched		8			
		e. If the total of lines 5 and 8 is more than line 7, enter amount owed		.	9			
		yment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	26 016	. 1	10	3	6,8	19.
		ne amount of line 10 to be: Credited to 2010 estimated tax	36,815	. Refunded >	11			0.
		A Statements Regarding Activities	L. &				Voc	No
		the tax year, did the foundation attempt to influence any national, state, or local legis	iation or did it part	icipate or intervene	III		162	-
		itical campaign?	(oo fan dafinikaan\O		1a_		X
		pend more than \$100 during the year (either directly or indirectly) for political purpos				<u>1b</u>		X
		answer is "Yes" to 1a or 1b, attach a detailed description of the activities and	i copies or any n	nateriais publishe	a or			
		uted by the foundation in connection with the activities. foundation file Form 1120-POL for this year?				10		x
		ne amount (if any) of tax on political expenditures (section 4955) imposed during the	vear.			1c		<u> </u>
		the foundation. \blacktriangleright \$ (2) On foundation managers		0.				
_	Enter th	ne reimbursement (if any) paid by the foundation during the year for political expendi	ture tax imposed o		•			
		ers. > \$ 0.	itaro tax imposou c	iii roundution				
	_	foundation engaged in any activities that have not previously been reported to the lf	RS?			2		X
		," attach a detailed description of the activities.				-		
		foundation made any changes, not previously reported to the IRS, in its governing i	nstrument, articles	of incorporation, of	r			
		or other similar instruments? If "Yes," attach a conformed copy of the change		. ,		3		X
		foundation have unrelated business gross income of \$1,000 or more during the yea				4a	Х	
		has it filed a tax return on Form 990-T for this year?				4b	Х	
5	Was the	ere a liquidation, termination, dissolution, or substantial contraction during the year?	1			5		X
	If "Yes,	," attach the statement required by General Instruction T.						
6	Are the	requirements of section 508(e) (relating to sections 4941 through 4945) satisfied ei	ther:					
	By lar	nguage in the governing instrument, or						
	By sta	ate legislation that effectively amends the governing instrument so that no mandator	y directions that co	inflict with the state	law			
	rema	in in the governing instrument?				6_	X	
7	Did the	foundation have at least \$5,000 in assets at any time during the year?				7	X	
		," complete Part II, col. (c), and Part XV.						
8a	Enter th	ne states to which the foundation reports or with which it is registered (see instructio	ns) 🟲					
	<u>NY</u>							
b		nswer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	ttorney General (o	designate)		-		
		state as required by General Instruction G? If "No," attach explanation				_8b	X	<u> </u>
9		oundation claiming status as a private operating foundation within the meaning of se			ndar			
		109 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," of				9	<u> </u>	<u>X</u>
10	Did any	persons become substantial contributors during the tax year? if "Yes," attach a schedu	le listing their names	and addresses				_X_

Form **990-PF** (2009)

had not been removed from jeopardy before the first day of the tax year beginning in 2009?

orm 990-PF (2009) THOMAS L. KEMPNER JR. FC	UNDATION Form 4720 May Be I	Required (contin	13-34078	19 Page 6
5a During the year did the foundation pay or incur any amount to:		104411100 (00171111	1	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4045/e\\2		s X No	
(2) Influence the outcome of any specific public election (see section 4955); of			21 110	
any voter registration drive?	or to builty on, already of main		es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	.2		es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization		· · ·	3 LAL 110	
509(a)(1), (2), or (3), or section 4940(d)(2)?	iii described iii sectivii		es X No	
	or adventional numbers of		251 A NO	
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or i		es X No	
the prevention of cruelty to children or animals?			es Lad No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un		in Regulations	/-	
section 53.4945 or in a current notice regarding disaster assistance (see instri			N/A	5b
Organizations relying on a current notice regarding disaster assistance check t	•		▶∟」│	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f			_	
expenditure responsibility for the grant?	N	I/A LJY	esi No	
If "Yes," attach the statement required by Regulations section 53.494	5-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		_	
a personal benefit contract?		🗀 🖸	es X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?		į	6b X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?		s X No	
b If yes, did the foundation receive any proceeds or have any net income attribut	able to the transaction?		N/A	7b
Part VIII Information About Officers, Directors, Trust		nagers, Highly		
Paid Employees, and Contractors				
List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense
(a) Name and address	hòurs per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
THOMAS KEMPNER JR	PRESIDENT			
55 EAST 55TH STREET, 19TH FLOOR	1			
NEW YORK, NY 10022	2.00	0.	0.	0.
KATHERYN C. PATTERSON	SECRETARY	<u>.</u>	•	<u> </u>
55 EAST 55TH STREET, 19TH FLOOR	DECKBIAKI			
NEW YORK, NY 10022	0.50	0.	0.	0.
TREVOR KEMPNER	DIRECTOR		<u> </u>	<u> </u>
55 EAST 55TH STREET, 19TH FLOOR	DIRECTOR			
NEW YORK, NY 10022	0.50	_	_	
	 	0.	0.	0.
THOMAS N. KEMPNER	DIRECTOR			
55 EAST 55TH STREET, 19TH FLOOR	0.50			
NEW YORK, NY 10022 2 Compensation of five highest-paid employees (other than those inc	0.50	0.	0.	0.
Compensation of the highest-paid employees (other than those int	(b) Title, and average	enter NONE.	(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	account, other
	devoted to position		compensation	allowances
NONE	-			
			-	
	-			1
		 -		
	1			1
		 	<u> </u>	
	1			
				<u></u>
Total number of other employees paid over \$50,000			▶	0
			Form	990-PF (2009)

923551 02-02-10

Form 990-PF (2009) THOMAS L. KEMPNER JR. FOUNDATION 13-	3407819	Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Cor	npensation
NONE		- · · -
Total number of others receiving over \$50,000 for professional services	<u> </u>	0
Part IX-A Summary of Direct Charitable Activities	т	
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.	Expense	es
1 NOT APPLICABLE		
		0.
2		
3		
	_	
4	4	
	4	
Port IV B Common of December Deleted Investments	<u>L</u>	
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 NOT APPLICABLE	Amount	
NOT APPLICABLE	1	
	=	0.
2		<u>.</u>
	-	
	1	
All other program-related investments. See instructions.		
3		
	1	
	1	
Total. Add lines 1 through 3		0.
	Form 990-F	PF (2009)

P	Art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	is, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	260,590.
b	Average of monthly cash balances	1b	550,327.
	Fair market value of all other assets	1c	23,769,110.
d	Total (add lines 1a, b, and c)	1d	24,580,027.
е	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	24,580,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	368,700.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,211,327.
6	Minimum investment return. Enter 5% of line 5	6	1,210,566.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certai	n
1	Minimum investment return from Part X, line 6	1	1,210,566.
2a	Tax on investment income for 2009 from Part VI, line 5		
b	Tax on investment income for 2009 from Part VI, line 5 Income tax for 2009. (This does not include the tax from Part VI.) 2a 13,879. 4,294.		
C	Add lines 2a and 2b	2c	18,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,192,393.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,192,393.
6	Deduction from distributable amount (see instructions)	6	0.
<u>7</u>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,192,393.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,153,395.
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	<u></u>
3	Amounts set aside for specific charitable projects that satisfy the:		
а	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	1,153,395.
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	13,879.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,139,516.
	Note: The amount on line 6 will be used in Part V. column (b) in subsequent years when calculating whether the foundation (mairfiec	for the section

Form **990-PF** (2009)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI,	00.00			
line 7				1,192,393.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,118,908.	
b Total for prior years:		·	2,220,500.	
yours.		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from	0.			
Part XII, line 4: ► \$ 1,153,395.				
a Applied to 2008, but not more than line 2a			1,118,908.	
b Applied to undistributed income of prior			1,110,500.	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		0.		
(Election required - see instructions)	0.			
d Applied to 2009 distributable amount	0.			34,487.
e Remaining amount distributed out of corpus	0.			J4,40/.
_ `	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	<u> </u>	i .		
6 Enter the net total of each column as indicated below:				
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 2008. Subtract line			·	
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract	•			
lines 4d and 5 from line 1. This amount must				
be distributed in 2010				1,157,906.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004	•			
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010	'			
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				
				Form 990-PF (2009)

Part XIV Private Operating Fo	L. KEMPNER				07819 Page 10
1 a If the foundation has received a ruling or	<u>-</u>		, i, question <i>sj</i>	N/A	
foundation, and the ruling is effective for		• • •			
b Check box to indicate whether the found	•	•	n section	4942(j)(3) or 49	142(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	10 12()/(0) 01 10	, 12())(0)
income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
investment return from Part X for	<u>}}-</u>	\\	, ,	<u> </u>	<u> </u>
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 Info	rmation (Comple	te this part only	if the foundation	had \$5,000 or me	ore in assets
at any time during t				1 112α φο,οοο οι 111	ore in assets
1 Information Regarding Foundation					
a List any managers of the foundation wh	•	than 2% of the total contr	ributions received by the	e foundation before the clo	se of any tay
year (but only if they have contributed n					oo or any tax
THOMAS KEMPNER JR					
b List any managers of the foundation wh	o own 10% or more of th	e stock of a corporation (or an equally large port	ion of the ownership of a p	artnership or
other entity) of which the foundation has			, , , , , , , , , , , , , , , , , , , ,		·
NONE					
2 Information Regarding Contributi	on, Grant, Gift, Loan,	, Scholarship, etc., Pr	ograms		
Check here ▶ 🗶 if the foundation o					
the foundation makes gifts, grants, etc.	(see instructions) to indiv	viduals or organizations u	nder other conditions, o	complete items 2a, b, c, and	1 d.
a The name, address, and telephone num	ber of the person to who	m applications should be	addressed:		
b The form in which applications should b	e submitted and informa	tion and materials they st	nould include:		
c Any submission deadlines:					
					<u></u>
d Any restrictions or limitations on award	s, such as by geographic	al areas, charitable fields,	kinds of institutions, or	other factors:	

3 Grants and Contributions Paid During the Yo		Downort	<u> </u>	
3 Grants and Contributions Paid During the Young Recipient	If recipient is an individual.			
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
SEE STATEMENT 12				117017
Total	T	T	<u>▶ 3a</u>	1152645.
b Approved for future payment				
NONE				
Total			<u>▶ 3b</u>	0 . orm 990-PF (2009)
923611 02-02-10			F	orm 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated bu	isiness income		by section 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	Code		2000		
a	_		 -		
0	- 				· · · · · · · · · · · · · · · · · · ·
c					·
			-+		
e	_		 -	· · · · · · · · · · · · · · · · · · ·	
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	900000	14,442.	14	985,876.	
5 Net rental income or (loss) from real estate:					<u> </u>
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income	900000	5,516.	14	<226,516.>	
8 Gain or (loss) from sales of assets other					
than inventory	900000	17,508.	18	1,257,028.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c			<u> </u>		
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		37,466.		2,016,388.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,053,854.
(See worksheet in line 13 instructions to verify calculations	i.)				

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

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). 														
	the fo	ounda	tion's ex	empt purpo:	ses (othe	r than by pr	oviding fund	ls for such pur	ooses).						
	UBTI	&	T/E	INCOM	IE WA	AS GEN	ERATE	D THRU	VARI	OUS	INVESTME	NTS	IN (RDER	TO
	INCR	EAS	E F	PAGNUC	NOI	ASSET	S TO	FURTHE	THE	FO	UNDATION'	SE	XEMPT	PUR	POSE.
											,			_	
									•						
							•						-		
							-								
						_									
		-												-	
									_						
-															
	†							······							-
-															

923621 02-02-10

	Exempt Organizations		•			
1	Did the organization directly or indirectly engage in any of the followi	ng with any other organizati	on described in section 501(c) of		Yes	No
	the Code (other than section 501(c)(3) organizations) or in section 5					
а	Transfers from the reporting foundation to a noncharitable exempt of	rganization 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 solicitati	ons	_	1b(6)		X
C	Sharing of facilities, equipment, mailing lists, other assets, or paid en	nployees _		1c		X
d	d If the answer to any of the above is "Yes," complete the following sch	edule. Column (b) should a	lways show the fair market value of the goods,	other ass	ets,	
	or services given by the reporting foundation. If the foundation recent	ved less than fair market val	ue 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	le exempt organization	(d) Description of transfers, transactions, and	sharing arr	angeme	nts
	N/A					

			-			
0-	. In the foundation discothing indicath, officially with an included to an					
Za	a is the foundation directly or indirectly affiliated with, or related to, one		izations described	- 7	T	٦
_	in section 501(c) of the Code (other than section 501(c)(3)) or in sec b If "Yes," complete the following schedule.	MUII 3217	L	Yes] No
	(a) Name of organization	(b) Type of organization	(c) Description of relations	hin		
	N/A	(b) Type or organization	(c) Boson priori or rotations			
	N/A					
	Under penalties of parjury, I declare that I have examined this return, including acc	ompanying schedules and stater	ments, and to the best of my knowledge and belief, it is	true, correc	ct,	
	and complete Declaration of preparer other than faxpayer or fidurally) is based or	all information of which prepare	r has any knowledge			
	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	11/5/2mg	188ide at			
ere	Signature of officer or trustee	Date	Title			
Sign Here	Preparer's		Date / Check if Prepare	er's identify	ıng num	ber
ğ	signature		vilulo self- employed >			
ر"	Firm's name (or yours J.H. COHN LLP		EIN ►			
	signature signature Firm's name (or yours J.H. COHN LLP defi-employed). 1212 6TH AVENUE					
	address, and ZIP code NEW YORK, NY 10036		Phone no. 212-	297-	040	0
				rm 990 -		

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

➤ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number	
7	THOMAS L. KEMPNER JR. FOUNDATION	13-3407819
Organization type(check		
Filers of:	Section:	
Form 990 or 990-EZ	501(c)() (enter number) organization	
	4947(a)(1) nonexempt chantable trust not treated as a private found	lation
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	n
	501(c)(3) taxable private foundation	
Note. Only a section 501 General Rule	on is covered by the General Rule or a Special Rule . (c)(7), (8), or (10) organization can check boxes for both the General Rule and a standard standar	
contributor. Cor Special Rules	mplete Parts I and II.	
For a section 50 509(a)(1) and 17	01(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support te 70(b)(1)(A)(vi), and received from any one contributor, during the year, a contribon (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and	oution of the greater of (1) \$5,000 or (2) 2%
aggregate conti	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from an inbutions of more than \$1,000 for use exclusively for religious, chantable, scient of cruelty to children or animals Complete Parts I, II, and III.	
contributions for If this box is chi purpose. Do no	O1(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from an or use exclusively for religious, charitable, etc., purposes, but these contribution ecked, enter here the total contributions that were received during the year for the complete any of the parts unless the General Rule applies to this organizationable, etc., contributions of \$5,000 or more during the year.	ns did not aggregate to more than \$1,000 an exclusively religious, charitable, etc.,
but it must answer "No"	on that is not covered by the General Rule and/or the Special Rules does not file on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-Ez e filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).	
LHA For Privacy Act a	nd Paperwork Reduction Act Notice, see the Instructions	Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

for Form 990, 990-EZ, or 990-PF.

Name of organization

Employer identification number

THOMAS L. KEMPNER JR. FOUND	DΑ	TT	ON
-----------------------------	----	----	----

13-3407819

Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THOMAS L. KEMPNER 65 EAST 55TH STREET, 19TH FLOOR NEW YORK, NY 10022		Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Omnicash Omnicash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Oncash Occash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

FORM 990-PF	TAXES			PATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES FEDERAL TAXES NYS TAXES	11,000. 60,000. 28,000.	10,983.	0. 0. 0.	0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	99,000.	10,983.	0.	0.
FORM 990-PF	OTHER E	XPENSES	Si	PATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSES BANK CHARGES NYS FILING FEE MISCELLANEOUS THROUGH K-1'S MARGIN INTEREST NY DEPT OF LAW	4,086. 329. 799. 480,336. 1,311. 750.	0. 477,414.	0. 0. 0. 0. 0.	0. 0. 0. 0. 750.
TO FORM 990-PF, PG 1, LN 23	487,611.	478,725.	0.	750.
FORM 990-PF OTHER INCREASES DESCRIPTION	S IN NET ASS	ETS OR FUND BA	ALANCES SI	TATEMENT 7
UNREALIZED GAIN/LOSS & BOOK	ADJ FROM K-1	S		4,218,519
				

4,218,519.

TOTAL TO FORM 990-PF, PART III, LINE 3

FORM 990-PF	DIVIDENDS	AND :	INTERE	ST FRO	M SECT	JRITIES	Sī	PATEMENT .	
SOURCE		(GROSS	AMOUN		PITAL GAINS DIVIDENDS	(COLUMN (A AMOUNT)
DIVIDENDS INTEREST - FED REFU INTEREST - MUNICIPA INTEREST - REGULAR		_	1	18,56 01,96 462 79,322	7. 2.	0. 0. 0.		218,50 101,90 40 679,33	67. 62.
TOTAL TO FM 990-PF	, PART I, LN	4 =	1,0	00,318	3.	0.		1,000,3	18.
FORM 990-PF		OTI	HER IN	ICOME			Sī	PATEMENT	3
DESCRIPTION			F	(A) REVENU PER BOO		(B) NET INVEST- MENT INCOME		(C) ADJUSTEI NET INCOI	_
RENTAL INCOME THROUGH INCOME THROUGH INCOME THROUGH INCOME THROUGH INCOME THROUGH INCOME THROUGH INCOME TAXES ON 990T	ROUGH K-1'S GH K-1'S			<10 <18	5,231.2 0,202.2 1,120.2 37. 5,516.	<181,120 37	?.>).>		0.
TOTAL TO FORM 990-1	PF, PART I, I	LINE :	11	<22	L,000.>	> <226,516	— - 5 • > — =		0.
FORM 990-PF		ACC	OUNTIN	IG FEE	3		si	PATEMENT	4
DESCRIPTION	_	(A EXPEN: PER B	SES	NET II	3) NVEST- INCOME			(D) CHARITAI PURPOSI	
PROFESSIONAL FEES		9	,000.		0	•	0.		0.
		_							

9,000.

0.

0.

TO FORM 990-PF, PG 1, LN 16B

0.

Departr	8832 December 2006) Innent of the Treasury	En	tity Classifica	ation Election		OMB No 1545-1516
internal	Name of eliquble	e entity making election			Employer ide	Intification number
	Agriport LL				98	0625305
Туре	T	and room or suite no. If a P.O.	box, see instructions	-	1	
or		rna Street, 5th Floor				
Print		ate, and ZIP code If a foreign ad	ddress, enter city, province	e or state, postal code and co	ountry Follow the count	ry's practice for entering the
	Kiev, 01032	. Ukraine				
► C	heck if: Add					
a b	✓ Initial classif☐ Change in c	n (see instructions). ication by a newly-formed urrent classification. Go the entity previously filed an	to line 2a			onths?
!	☐ Yes. Go to line ☐ No. Skip line	ine 2b e 2b and go to line 3	·			
2b	Was the eligible	entity's prior election for	r ınıtıal classification	by a newly formed enti	ty effective on the	date of formation?
	☐ Yes. Go to ☐ No. Stop he	ine 3 re. You generally are not	currently eligible to	make the election (see	instructions)	
3	Does the eligibl	e entity have more than o	one owner?			
4 a	No. You can line 4 If the eligible er Name of owner	n elect to be classified as a elect to be classified as attity has only one owner, NCH Agribusiness For the part of owner > 98-0534	an association taxa provide the following Partners, L.P.	ble as a corporation or		
5	If the eligible er	itity is owned by one or n	more affiliated corpor	ations that file a conso	olidated return, pro	vide the name and

employer identification number of the parent corporation:

a Name of parent corporation ▶
 b Employer identification number ▶

UIIII	0032 (Nev 12-2000)			rage &
6	Type of entity (see instructions)			
b c d e	 □ A domestic eligible entity electing to be cl □ A domestic eligible entity electing to be cl □ A domestic eligible entity with a single ow □ A foreign eligible entity electing to be clas □ A foreign eligible entity electing to be clas ☑ A foreign eligible entity with a single owner 	assified as a partnership rner electing to be disregarde sified as an association taxa sified as a partnership.	ed as a ble as	separate entity. a corporation.
7	If the eligible entity is created or organized in organization ► Ukraine	a foreign jurisdiction, provide		
8	Election is to be effective beginning (month, o	day, year) (see instructions)		
9	Name and title of contact person whom the IF	RS may call for more informa	tion	10 Contact person's telephone number ()
	Consent Staten	nent and Signature(s) (se	e inst	ructions)
abo and	er penalties of perjury, I (we) declare that I (we) ve, and that I (we) have examined this consent complete. If I am an officer, manager, or memboute this consent statement on their behalf.	statement, and to the best of	f my (c	ur) knowledge and belief, it is true, correct
	Signature(s)	Date		Title
			-	
		<u> </u>		
_				

Rev De	ecember 2006)	Entity Clas	ssification Election		OMB No 1545-1516
	ent of the Treasury Revenue Service				
itemai		entity making election		Employer ide	ntification number
	Agrocity Inv	· · · · · · · · · · · · · · · · · · ·		98	0646658
Гуре		and room or suite no. If a P.O. box, see instruc	tions	30	0040000
)r		rna Street, 5th Floor			
Print		ate, and ZIP code If a foreign address, enter cit	y, province or state, postal code and countr	y Follow the country	ry's practice for entering the
	Kiev, 01032				
► Cl	neck if: 🗌 Add	ress change			
а	✓ Initial classifi	n (see instructions). cation by a newly-formed entity. Skipurrent classification. Go to line 2a	o lines 2a and 2b and go to line 3		
2 a ⊦	las the eligible	entity previously filed an entity election	on that had an effective date within	n the last 60 mo	onths?
_	☐ Yes. Go to li ☐ No. Skip line	ne 2b 2b and go to line 3.			
2 b V	Vas the eligible	entity's prior election for initial classi	fication by a newly formed entity e	effective on the	date of formation?
Г	☐ Yes. Go to h	ne 3			
_	_	e You generally are not currently eli-	gible to make the election (see ins	tructions).	
3 [Does the eligible	e entity have more than one owner?			
[Yes. You can No. You can line 4.	elect to be classified as a partnership elect to be classified as an associat	o or an association taxable as a cor on taxable as a corporation or dis	poration. Skip li regarded as a s	ne 4 and go to line 5. separate entity Go to
4 1	f the eligible en	tity has only one owner, provide the	following information		
		NCH Agribusiness Partners, L.F) 		
b l	dentifying numb	per of owner ▶ <u>98-0534429</u>			
		tity is owned by one or more affiliated cation number of the parent corpora		ited return, prov	ride the name and
		corporation cation number			
or Pa	perwork Reduct	on Act Notice, see page 5.	Cat No 22598R	Fe	orm 8832 (Rev 12-2006)

Type of entity (see instructions)			
 A domestic eligible entity electing to be A domestic eligible entity with a single of A foreign eligible entity electing to be classed. A foreign eligible entity electing to be classed. ✓ A foreign eligible entity with a single own If the eligible entity is created or organized. 	classified as a partnership. wher electing to be disregard assified as an association taxa assified as a partnership her electing to be disregarded in a foreign jurisdiction, provic	ed as a able as as a so	a separate entity a corporation. eparate entity oreign country of
-			40 404 4 00
-			10 Contact person's telephone number
er penalties of perjury, I (we) declare that I (we, and that I (we) have examined this conser	e) consent to the election of that statement, and to the best	ne abov of my (c	ve-named entity to be classified as indicated our) knowledge and belief, it is true, correct,
Signature(s)	Date		Title
The second secon			
		-	······································
		-	
			
72			
		 -	
			
		 	
		-	
	A domestic eligible entity electing to be A domestic eligible entity with a single o A foreign eligible entity electing to be cla A foreign eligible entity electing to be cla A foreign eligible entity electing to be cla A foreign eligible entity with a single own If the eligible entity is created or organized organization ► Ukraine Election is to be effective beginning (month, Name and title of contact person whom the Consent State er penalties of perjury, I (we) declare that I (we, and that I (we) have examined this consert complete. If I am an officer, manager, or menute this consent statement on their behalf.	A domestic eligible entity electing to be classified as a partnership. A domestic eligible entity with a single owner electing to be disregard A foreign eligible entity electing to be classified as an association taxa A foreign eligible entity electing to be classified as a partnership A foreign eligible entity with a single owner electing to be disregarded. If the eligible entity is created or organized in a foreign jurisdiction, provide organization ► Ukraine Election is to be effective beginning (month, day, year) (see instructions) Name and title of contact person whom the IRS may call for more information. Consent Statement and Signature(s) (see penalties of perjury, I (we) declare that I (we) consent to the election of the e, and that I (we) have examined this consent statement, and to the best complete. If I am an officer, manager, or member signing for all members of ute this consent statement on their behalf.	A domestic eligible entity with a single owner electing to be disregarded as a A foreign eligible entity electing to be classified as an association taxable as A foreign eligible entity electing to be classified as a partnership A foreign eligible entity with a single owner electing to be disregarded as a single entity is created or organized in a foreign jurisdiction, provide the forganization ▶ Ukraine Election is to be effective beginning (month, day, year) (see instructions) Name and title of contact person whom the IRS may call for more information Consent Statement and Signature(s) (see insert penalties of perjury, I (we) declare that I (we) consent to the election of the above, and that I (we) have examined this consent statement, and to the best of my (complete. If I am an officer, manager, or member signing for all members of the enute this consent statement on their behalf.

lev	December 2006)	Entity Clas	ssification Election		OMB No 1545-1516
	tment of the Treasury				
item	Al Revenue Service	entity making election		Employer ide	ntification number
	Agrodar Ba			98	0646964
·ур		and room or suite no. If a P.O. box, see instruc	tions		0040004
уP	·	rna Street, 5th Floor			
rin		tte, and ZIP code If a foreign address, enter ci	ty, province or state, postal code and coun	try Follow the count	ry's practice for entering the
	Kiev, 01032				
•	Check if Add	ress change	· · · · · · · · · · · · · · · · · · ·		
	✓ Initial classifi	n (see instructions) cation by a newly-formed entity Skipurent classification. Go to line 2a	o lines 2a and 2b and go to line 3		
2a	Has the eligible	entity previously filed an entity electi	on that had an effective date with	in the last 60 m	onths?
	☐ Yes. Go to line No. Skip line	ne 2b. e 2b and go to line 3			
2b	Was the eligible	entity's prior election for initial class	fication by a newly formed entity	effective on the	date of formation?
	☐ Yes. Go to I	ne 3			
		re. You generally are not currently eli	gible to make the election (see in:	structions).	
3	Does the eligible	e entity have more than one owner?			
	No. You can line 4.	n elect to be classified as a partnership elect to be classified as an associat	ion taxable as a corporation or di	orporation. Skip li sregarded as a s	ne 4 and go to line 5 separate entity. Go to
4		tity has only one owner, provide the			
		► NCH Agribusiness Partners, L.F ber of owner ► 98-0534429			
5		tity is owned by one or more affiliate cation number of the parent corpora		ated return, prov	vide the name and
а	Name of parent	corporation >			
		ication number >			••••
or I	Paperwork Reduct	on Act Notice, see page 5.	Cat No 22598R	F	orm 8832 (Rev 12-2006)

Form	8832 (Rev. 12-2006)			Page Z
6	Type of entity (see instructions):			
b c d e f	 A domestic eligible entity electing to be of the A domestic eligible entity electing to be of the A domestic eligible entity with a single own the A foreign eligible entity electing to be classed. A foreign eligible entity electing to be classed. ✓ A foreign eligible entity with a single own. 	classified as a partnership. In the disregarde selfied as an association taxal In the disregarde selfied as a partnership In the disregarded selfied as a partnership as	ed as a ble as as a s	separate entity. a corporation. eparate entity.
7	If the eligible entity is created or organized in organization ▶ Ukraine			
8	Election is to be effective beginning (month,	day, year) (see instructions)		
9	Name and title of contact person whom the l	RS may call for more informa	ition	10 Contact person's telephone number
abo and	er penalties of perjury, I (we) declare that I (we) we, and that I (we) have examined this consent complete. If I am an officer, manager, or member this consent statement on their behalf.	statement, and to the best of ber signing for all members of	f my (c	ur) knowledge and belief, it is true, correct,
	Signature(s)	Date		Title
				·

	——————————————————————————————————————			
	or and the star of			

On Do	cember 2006)	Entity Cla	assification Election		OMB No 1545-1516
	ent of the Treasury				
	Revenue Service				
	Name of eligible	entity making election		Employer idei	ntification number
	Agrosysten	1 000		98	0617069
ype	Number, street,	and room or suite no. If a PO box, see instr	uctions		
r		per 1/8 bldg 3			
Print	City or town, sta postal code	ate, and ZIP code If a foreign address, enter	city, province or state, postal code and coul	ntry Follow the country	y's practice for entering the
		1000, Russia			
<u>►</u> Ch	eck if. Add	ress change			
1 T	ype of electio	n (see ınstructions).			
		cation by a newly-formed entity. Skurrent classification. Go to line 2a	sip lines 2a and 2b and go to line 3	3	
2 a ⊦	las the eligible	entity previously filed an entity elec	tion that had an effective date with	nin the last 60 mo	onths?
	Yes. Go to I No. Skip line	ine 2b e 2b and go to line 3.			
2 b V	Vas the eligible	entity's prior election for initial class	sification by a newly formed entity	effective on the	date of formation?
	Yes. Go to I	ine 3. re. You generally are not currently e	eligible to make the election (see in	structions)	
		e entity have more than one owner?			
Ū	No. You car line 4.	n elect to be classified as a partnersh elect to be classified as an associa tity has only one owner, provide the	ation taxable as a corporation or d	orporation Skip li isregarded as a s	ne 4 and go to line 5. separate entity Go to
		► NCH Agribusiness Partners, L			
		00 0504400	Y-1		
		tity is owned by one or more affiliat		dated return, prov	vide the name and
a N	lame of parent	corporation >		******************	
		ication number			
or Pa	perwork Reduct	ion Act Notice, see page 5.	Cat No 22598R	F	orm 8832 (Rev 12-2006

Form 8832 (Rev 12-2006)				Page 2
6 Type of entity (see instructions):				
 a A domestic eligible entity electing to b A domestic eligible entity electing to c A domestic eligible entity with a sing d A foreign eligible entity electing to b e A foreign eligible entity electing to b f A foreign eligible entity with a single 	be classified as a partner gle owner electing to be of e classified as an associa e classified as a partners	ership. disregarded as a ation taxable as hip	separate entity. a corporation	
7 If the eligible entity is created or organization ► Russia	zed in a foreign jurisdictio			
8 Election is to be effective beginning (mo	onth, day, year) (see instri	uctions)		. • 1 / 15 / 09
9 Name and title of contact person whom	the IRS may call for mor	e information	10 Contact perso	on's telephone number
Consent S	tatement and Signatu	ıre(s) (see ins	tructions)	
Under penalties of perjury, I (we) declare that above, and that I (we) have examined this co and complete. If I am an officer, manager, or execute this consent statement on their beha	nsent statement, and to t member signing for all me	he best of my (d	our) knowledge and	belief, it is true, correct,
Signature(s)	Date		Titl	le
				
				

Rev December 2006)		Entity Clas	OMB No 1545-1516		
Depar	tment of the Treasury				
nterna	Name of eligible	entity making election		Employer idea	ntification number
	1	n Regions 000		98	0616487
Гур	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	and room or suite no. If a P.O. box, see instruc	rtions		
or Or		per 1/8 bldg 3			
Prin		ate, and ZIP code. If a foreign address, enter ci	ty, province or state, postal code and country	Follow the countr	y's practice for entering the
	Moscow, 10	1000, Russia			
▶ (Check if 🗌 Add	ress change			
	✓ Initial classifi	n (see instructions):	o lines 2a and 2b and go to line 3.		
D	☐ Change in c	urrent classification Go to line 2a			
2a	Has the eligible	entity previously filed an entity electi	on that had an effective date within	the last 60 mo	onths?
	☐ Yes. Go to I ☐ No. Skip line	ne 2b e 2b and go to line 3.			
2b	Was the eligible	entity's prior election for initial class	fication by a newly formed entity e	ffective on the	date of formation?
	☐ Yes. Go to l☐ No. Stop he	ne 3 re You generally are not currently eli	gible to make the election (see inst	ructions)	
3	Does the eligible	e entity have more than one owner?			
4	No. You can line 4.	n elect to be classified as a partnership elect to be classified as an associate tity has only one owner, provide the	ion taxable as a corporation or disr	oration Skip li egarded as a s	ne 4 and go to line 5 separate entity. Go to
-		NCH Agribusiness Partners, L.F			
		00 0504400			
5	If the eligible en employer identif	tity is owned by one or more affiliate ication number of the parent corpora	d corporations that file a consolidation:	ed return, prov	ride the name and
	· ·	corporation ►ication number ►			
or F	Paperwork Reduct	ion Act Notice, see page 5.	Cat No 22598R	F	orm 8832 (Rev 12-2006)

orm 8832 (Rev 12-2006)		Page 2
6 Type of entity (see instructions):		
a ☐ A domestic eligible entity electing to be b ☐ A domestic eligible entity electing to be c ☐ A domestic eligible entity with a single d ☐ A foreign eligible entity electing to be c e ☐ A foreign eligible entity electing to be c f ☑ A foreign eligible entity with a single ow	e classified as a partnership. owner electing to be disregard lassified as an association taxa lassified as a partnership	ed as a separate entity. ble as a corporation
7 If the eligible entity is created or organized organization ► Russia	ın a foreign jurisdiction, provid	·
8 Election is to be effective beginning (month	n, day, year) (see instructions)	
9 Name and title of contact person whom the	e IRS may call for more informa	ation 10 Contact person's telephone number
Consent Stat	tement and Signature(s) (se	ee instructions)
above, and that I (we) have examined this conse	ent statement, and to the best of	ne above-named entity to be classified as indicated of my (our) knowledge and belief, it is true, correct, f the entity, I further declare that I am authorized to
Signature(s)	Date	Title
		
D		

Rev December 2006)		Entity Clas	OMB No 1545-1516						
	ent of the Treasury	•							
nternal I	Revenue Service		 -	F114-	A.C No				
	_	entity making election			ntification number				
	Ertil Agroal		tions	98	0619155				
уре	Number, street, and room or suite no If a P O box, see instructions								
or Print	Armiansky per 1/8 bldg 3 City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the								
·	postal code	ate, and ZIP code if a foreign address, enter cit	y, province or state, postal code and count	ry Follow the count	y's practice for entering the				
	Moscow 10	01000, Russia							
► Ch	neck if: Add								
a 6 b [2a h	Initial classif. Change in classifies the eligible	n (see instructions). Ication by a newly-formed entity. Skipurrent classification. Go to line 2a entity previously filed an entity election	, and the second		onths?				
		e 2b and go to line 3							
2b V	Vas the eligible	entity's prior election for initial classi	fication by a newly formed entity	effective on the	date of formation?				
	Yes. Go to I No. Stop he	ine 3 re You generally are not currently eli	gible to make the election (see ins	structions).					
3 [Does the eligible	e entity have more than one owner?							
	No. You can line 4.	n elect to be classified as a partnership elect to be classified as an associat tity has only one owner, provide the	on taxable as a corporation or dis						
		▶ NCH Agribusiness Partners, L.F							
		tity is owned by one or more affiliated ication number of the parent corpora		ated return, prov	vide the name and				
	•	corporation >							
or Pa	perwork Reduct	ion Act Notice, see page 5.	Cat No 22598R	F	orm 8832 (Rev 12-2006)				

FORIT	1 8832 (Nev 12-2006)			1 age =
6	Type of entity (see instructions):		_	
b c d	A domestic eligible entity electing to be A domestic eligible entity electing to be A domestic eligible entity with a single of A foreign eligible entity electing to be cl A foreign eligible entity electing to be cl A foreign eligible entity with a single ow	classified as a partnership. bwner electing to be disregarde assified as an association taxa assified as a partnership	ed as a ble as	separate entity. a corporation
7	_, .	ın a foreign jurisdiction, provid		-
8	Election is to be effective beginning (month	, day, year) (see instructions)		3 / 15 / 09
9	Name and title of contact person whom the	RS may call for more information	ation	10 Contact person's telephone number
	Consent Stat	ement and Signature(s) (se	ee ins	tructions)
abo and	der penalties of perjury, I (we) declare that I (wo) we, and that I (we) have examined this consel complete. If I am an officer, manager, or mer cute this consent statement on their behalf.	nt statement, and to the best o	of my (c	our) knowledge and belief, it is true, correct,
	Signature(s)	Date		Title
			ļ	
		-		·
			 	
			<u> </u>	
			;	
			ļ <u>-</u>	·

Rev December 2006)		Entity Cl	assification Election		OMB No 1545-1516
	ment of the Treasury				
	l Revenue Service				
	Name of eligible	e entity making election		Employer idea	ntification number
	Issa Agroin			98	0617070
Тур	Number, street.	and room or suite no. If a PO box, see inst.	ructions		
or		per 1/8 bldg 3			
Prin	t City or town, st postal code	ate, and ZIP code. If a foreign address, enter	city, province or state, postal code and country	Follow the country	y's practice for entering the
	Moscow 16	01000, Russia			
▶ (Check if Add				
		<u> </u>			
1	Type of electio	n (see instructions).			
а	Initial classif	ication by a newly-formed entity. S	kip lines 2a and 2b and go to line 3		
		urrent classification. Go to line 2a	The second secon		
2a	Has the eligible	entity previously filed an entity elec	tion that had an effective date within	the last 60 mo	onths?
	Yes. Go to I	una 2h			
		e 2b and go to line 3.			
	L NO. SKIP IIII	, 20 and go to line 3.			
2b	Was the eligible	entity's prior election for initial class	ssification by a newly formed entity eff	ective on the	date of formation?
			•		
	Yes. Go to I	··· = = ·			
		re. You generally are not currently of	eligible to make the election (see instru	uctions).	
3	Does the eligible	e entity have more than one owner?	,		
	_ cccc cg.z	y string may a more than one owner.			
	☐ Yes. You car	n elect to be classified as a partners	hip or an association taxable as a corpo	oration Skip li	ne 4 and go to line 5
	✓ No. You can	elect to be classified as an associ	ation taxable as a corporation or disre	garded as a s	eparate entity Go to
	line 4.				
4	If the eligible en	tity has only one owner, provide the	e following information:		
а	Name of owner	 NCH Agribusiness Partners, L 	P.		
b	Identifying numb	per of owner ▶ 98-0534429			
5	If the eligible en	tity is owned by one or more affilia	ted corporations that file a consolidate	nd return pre-	ido the name and
•	employer identif	ication number of the parent corpo	ration.	a return, prov	ide trie name and
а	Name of parent	corporation ▶			
or P	anerwork Reduct	ion Act Notice, see page 5.	Cat No. 22598B		NET 8832 (Pay 12 2006)

orrn	8832 (HeV 12-2006)				1 age =
6	Type of entity (see instructions)		-		
b c d	A domestic eligible entity electing to A domestic eligible entity electing to A domestic eligible entity with a sing A foreign eligible entity electing to be A foreign eligible entity electing to be A foreign eligible entity with a single	be classifie le owner ele classified classified	d as a partnership ecting to be disregarde as an association taxa as a partnership	ed as a ble as	separate entity a corporation.
7	If the eligible entity is created or organiz organization ► Russia		ign jurisdiction, provid		•
8	Election is to be effective beginning (mo	nth, day, ye	ear) (see instructions)		• <u>1 / 15 / 09</u>
9	Name and title of contact person whom	the IRS ma	y call for more informa	ation	10 Contact person's telephone number
	Consent St	atement	and Signature(s) (s	ee ins	tructions)
abo and	ve, and that I (we) have examined this cor	nsent staten nember sig	nent, and to the best of	of my (d	re-named entity to be classified as indicated our) knowledge and belief, it is true, correct, ntity, I further declare that I am authorized to
_	Signature(s)		Date		Title
					
				-	
			·		
				<u> </u>	
				-	
					
_					

Entity Classification Election OMB No 1545-1516 (Rev December 2006) Department of the Treasury Internal Revenue Service Name of eligible entity making election Employer identification number 98 0636118 Korostyshivzeminest LLC Number, street, and room or suite no. If a P.O. box, see instructions **Type** 28 Kominterna Street, 5th Floor or Print City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code Kiev, 01032, Ukraine ► Check if. ☐ Address change Type of election (see instructions): a 🗹 Initial classification by a newly-formed entity Skip lines 2a and 2b and go to line 3 **b** Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? Yes. Go to line 2b ■ No. Skip line 2b and go to line 3 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? ☐ Yes. Go to line 3. □ No. Stop here You generally are not currently eligible to make the election (see instructions) 3 Does the eligible entity have more than one owner? Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5 No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to If the eligible entity has only one owner, provide the following information: a Name of owner ▶ NCH Agribusiness Partners, L.P. Identifying number of owner ▶ 98-0534429 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and

a Name of parent corporation ▶
b Employer identification number ▶

employer identification number of the parent corporation

orm	8832 (Rev 12-2006)						
6	Type of entity (see instructions)						
b c d e	 a A domestic eligible entity electing to be classified as an association taxable as a corporation b A domestic eligible entity electing to be classified as a partnership. c A domestic eligible entity with a single owner electing to be disregarded as a separate entity. d A foreign eligible entity electing to be classified as an association taxable as a corporation. e A foreign eligible entity electing to be classified as a partnership. f Z A foreign eligible entity with a single owner electing to be disregarded as a separate entity. 						
7	If the eligible entity is created or organized in organization ▶ Ukraine						
8	Election is to be effective beginning (month, o	day, year) (see instructions)		▶ <u>8 / 31 / 09</u>			
9	Name and title of contact person whom the IF	RS may call for more informa	tion	10 Contact person's telephone number ()			
abo and	Consent Staten ler penalties of perjury, I (we) declare that I (we) ve, and that I (we) have examined this consent complete. If I am an officer, manager, or members this consent statement on their behalf.	statement, and to the best of	e abov f my (c	e-named entity to be classified as indicated our) knowledge and belief, it is true, correct,			
	Signature(s)	Date		Title			
			-	***			
			- .				
			•				
	·····						
_	· · · · · · · · · · · · · · · · · · ·						
	_						

Entity Classification Election OMB No 1545-1516 (Rev December 2006) Department of the Treasury Internal Revenue Service Name of eligible entity making election Employer identification number Kursk Agroaktiv 000 98 0617068 Number, street, and room or suite no. If a PO box, see instructions Type Armiansky per 1/8 bldg 3 or Print City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the Moscow, 101000, Russia ► Check if. ☐ Address change Type of election (see instructions) a 🗹 Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3. ☐ Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? ☐ Yes. Go to line 2b. No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? ☐ Yes. Go to line 3. No. Stop here You generally are not currently eligible to make the election (see instructions) 3 Does the eligible entity have more than one owner? Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5. No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to If the eligible entity has only one owner, provide the following information: a Name of owner ▶ NCH Agribusiness Partners, L.P. Identifying number of owner ▶ 98-0534429

employer identification number of the parent corporation

If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and

a Name of parent corporation ▶
b Employer identification number ▶

orm	8832 (Rev 12-2006)			Page 2			
6	Type of entity (see instructions)						
b c d e	 A domestic eligible entity electing to be cl A domestic eligible entity electing to be cl A domestic eligible entity with a single ow A foreign eligible entity electing to be class A foreign eligible entity electing to be class ✓ A foreign eligible entity with a single owner 	assified as a partnership. Iner electing to be disregard Isified as an association taxa Isified as a partnership	ed as a able as a	separate entity. a corporation.			
7	7 If the eligible entity is created or organized in a foreign jurisdiction, provide the foreign country of organization ► Russia						
8	Election is to be effective beginning (month, o	day, year) (see instructions)					
9	Name and title of contact person whom the !!	RS may call for more informa	ation	10 Contact person's telephone number ()			
	Consent Stater	ment and Signature(s) (s	ee inst	ructions)			
abo and	er penalties of perjury, I (we) declare that I (we) re, and that I (we) have examined this consent complete. If I am an officer, manager, or member this consent statement on their behalf.	consent to the election of the statement, and to the best of	ne abov	e-named entity to be classified as indicated our) knowledge and belief, it is true, correct,			
	Signature(s)	Date	· · · · · · · · · · · · · · · · · · ·	Title			
-							
				447.			
_			<u> </u>				
			ļ				
			<u> </u>				
			 				
			ļ				
							

Form **8832**

Rev De	cember 2006)	Entity Cla	assification Election		OMB No 1545-1516
	ent of the Treasury				
iternai F	Revenue Service Name of eligible	entity making election		Employer ide	ntification number
	1	iness Cooperatief UA		98	0627573
Гуре		and room or suite no. If a P.O. box, see inst	ructions		
or	Steupelstra	at 16			
Print		ate, and ZIP code If a foreign address, enter	city, province or state, postal code and co	untry Follow the count	ry's practice for entering the
		NL-3065 JE Netherlands			
► Ch	eck if. Add	ress change			
a 🗹	Initial classif	n (see instructions). cation by a newly-formed entity S	kip lines 2a and 2b and go to line	3.	
b L	」 Change in c	urrent classification. Go to line 2a			
2a ⊦	las the eligible	entity previously filed an entity elec	ction that had an effective date wi	thin the last 60 m	onths?
	Yes. Go to I No. Skip line	ne 2b 2b and go to line 3.			
2b V	Vas the eligible	entity's prior election for initial class	ssification by a newly formed entit	y effective on the	date of formation?
	Yes. Go to I No. Stop he	ne 3 re. You generally are not currently	eligible to make the election (see i	instructions)	
3 D	oes the eligible	e entity have more than one owner	?		
	No. You can line 4	n elect to be classified as a partners elect to be classified as an associ	ation taxable as a corporation or	corporation. Skip li disregarded as a s	ne 4 and go to line 5. separate entity. Go to
	•	tity has only one owner, provide th	•		
		>			
b id	dentifying numb	per of owner ▶			
е	mployer identif	tity is owned by one or more affilia ication number of the parent corpo	ration.	•	
		corporation ▶			
b E	mployer identif	ication number ▶			
or Pa	perwork Reduct	ion Act Notice, see page 5.	Cat No 22598R		orm 8832 (Rev. 12-2006)

Form 8832 (Rev. 12-2006)		Page 2
6 Type of entity (see instructions):		
a ☐ A domestic eligible entity electing to be b ☐ A domestic eligible entity electing to be c ☐ A domestic eligible entity with a single d ☐ A foreign eligible entity electing to be c e ☑ A foreign eligible entity electing to be c f ☐ A foreign eligible entity with a single ov	e classified as a partnership owner electing to be disregarded lassified as an association taxal lassified as a partnership where electing to be disregarded in a foreign jurisdiction, provid	ed as a separate entity. ble as a corporation as a separate entity. e the foreign country of
organization ▶ Netherlands		7
8 Election is to be effective beginning (month	n, day, year) (see instructions)	
9 Name and title of contact person whom the	e IRS may call for more informa	ation 10 Contact person's telephone number
Consent Sta	tement and Signature(s) (se	pe instructions)
above, and that I (we) have examined this conse and complete If I am an officer, manager, or me execute this consent statement on their behalf.	ent statement, and to the best of mber signing for all members of	ne above-named entity to be classified as indicated of my (our) knowledge and belief, it is true, correct, f the entity, I further declare that I am authorized to
Signature(s)	Date	Title
		İ

Form OOJZ (Rev December 2006) Department of the Treasury Internal Revenue Service Entity Classification Election		cation Election	OMB No 1545-1516		
	Name of eligible entity making election	Employer ide	ntification number		
	Mirgorod Grain Terminal LLC	98	0625273		
Туре	Number, street, and room or suite no. If a P.O. box, see instructions				
or	28 Kominterna Street, 5th Floor				
Print	City or town, state, and ZIP code If a foreign address, enter city, provin postal code	ice or state, postal code and country. Follow the country	ry's practice for entering th		
	Kiev, 01032, Ukraine				
► Ch	neck if. Address change				
1 T	Type of election (see instructions)				
_	☐ Initial classification by a newly-formed entity. Skip lines☐ Change in current classification Go to line 2a	2a and 2b and go to line 3.			
2 a H	las the eligible entity previously filed an entity election that	had an effective date within the last 60 mg	onths?		
=	Yes. Go to line 2b. No. Skip line 2b and go to line 3.				
2b V	Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?				
_	Yes. Go to line 3 No. Stop here You generally are not currently eligible to	o make the election (see instructions)			
3 D	Does the eligible entity have more than one owner?				
	 Yes. You can elect to be classified as a partnership or an No. You can elect to be classified as an association tax line 4 				
	f the eligible entity has only one owner, provide the following	ng information:			
4 If		-			
	lame of owner NCH Agribusiness Partners, L.P.				

employer identification number of the parent corporation

a Name of parent corporation ▶
b Employer identification number ▶

orm	8832 (Rev 12-2006)			Page 2
6	Type of entity (see instructions)			
b c d e	A domestic eligible entity electing to be cl A domestic eligible entity electing to be cl A domestic eligible entity with a single ow A foreign eligible entity electing to be class A foreign eligible entity electing to be class A foreign eligible entity with a single owner.	lassified as a partnership. Iner electing to be disregardi Isified as an association taxa Isified as a partnership	ed as a ble as	separate entity a corporation
7	If the eligible entity is created or organized in organization ▶ Ukraine	a foreign jurisdiction, provid		•
8	Election is to be effective beginning (month, o	day, year) (see instructions)		
9	Name and title of contact person whom the II	RS may call for more informa	ation	10 Contact person's telephone number
	Consent Stater	ment and Signature(s) (se	ee inst	tructions)
abo and	er penalties of perjury, I (we) declare that I (we) we, and that I (we) have examined this consent complete. If I am an officer, manager, or memboute this consent statement on their behalf.	statement, and to the best of	of my (c	our) knowledge and belief, it is true, correct,
	Signature(s)	Date		Title
			-	
_			-	
			ļ	

Entity Classification Election OMB No 1545-1516 (Rev December 2006) Department of the Treasury Internal Revenue Service Name of eligible entity making election Employer identification number MYKOLAYIVSKE ZERNOSKHOVYSCHE LLC 98 0625307 Number, street, and room or suite no. If a P.O. box, see instructions Type 28 Kominterna Street, 5th Floor or **Print** City or town, state, and ZIP code If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code Kiev, 01032, Ukraine ► Check if. ☐ Address change Type of election (see instructions): Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3. Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? ☐ Yes. Go to line 2b No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? ☐ Yes. Go to line 3 No. Stop here. You generally are not currently eligible to make the election (see instructions) 3 Does the eligible entity have more than one owner? ☐ Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5 No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to If the eligible entity has only one owner, provide the following information a Name of owner ▶ NCH Agribusiness Partners, L.P.

Identifying number of owner ▶ 98-0534429

If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and

employer identification number of the parent corporation:

orm 8832 (Rev 12-2006)			Page 2
6 Type of entity (see instructions).			
a ☐ A domestic eligible entity electing to be cl b ☐ A domestic eligible entity electing to be cl c ☐ A domestic eligible entity with a single ow d ☐ A foreign eligible entity electing to be clas e ☐ A foreign eligible entity electing to be clas f ☑ A foreign eligible entity with a single owne 7 If the eligible entity is created or organized in organization ► Ukraine	assified as a partnership ner electing to be disregarde sified as an association taxa sified as a partnership or electing to be disregarded	ed as a ble as a as a se e the fo	separate entity. a corporation. eparate entity oreign country of
8 Election is to be effective beginning (month, o			
9 Name and title of contact person whom the IF	RS may call for more informa	tion.	10 Contact person's telephone number
Consent Staten	nent and Signature(s) (se	e inst	tructions)
Inder penalties of perjury, I (we) declare that I (we) bove, and that I (we) have examined this consent nd complete. If I am an officer, manager, or memb xecute this consent statement on their behalf.	consent to the election of th statement, and to the best of	e above of my (o	e-named entity to be classified as indicated our) knowledge and belief, it is true, correct,
Signature(s)	Date		Title
	-		
		-	
		<u> </u>	
	Ī	1	

Depart	8832 December 2006) ment of the Treasury I Revenue Service	Entity Classification Election		OMB No 1545-1516
		entity making election	Employer ider	itification number
	Pichaevo Zo	olotaya Niva 000	98	0644168
Турс	Number, street,	and room or suite no. If a P.O. box, see instructions		
or	Armiansky	per 1/8 bldg 3		
Prin	City or town, sta postal code	ate, and ZIP code. If a foreign address, enter city, province or state, postal code and country. For	ollow the countr	y's practice for entering the
		1000, Russia		
<u> </u>	Check if. 🗌 Add	ress change		
	Initial classifi	n (see instructions). cation by a newly-formed entity. Skip lines 2a and 2b and go to line 3 urrent classification. Go to line 2a		
2a	Has the eligible	entity previously filed an entity election that had an effective date within th	e last 60 mo	onths?
	✓ Yes. Go to li No. Skip line	e 2b and go to line 3.		
2b	Was the eligible	entity's prior election for initial classification by a newly formed entity effect	ctive on the	date of formation?
	✓ Yes. Go to li No. Stop he	ne 3 re You generally are not currently eligible to make the election (see instruc	tions)	
3	Does the eligible	e entity have more than one owner?		
	No. You can line 4.	n elect to be classified as a partnership or an association taxable as a corpor elect to be classified as an association taxable as a corporation or disreg		
4		tity has only one owner, provide the following information		
		NCH Agribusiness Partners, L.P.		
b	Identifying numb	per of owner ▶ 98-0534429		
5	employer identif	tity is owned by one or more affiliated corporations that file a consolidated lication number of the parent corporation.		
	Name of parent	•		
b	Employer identif	ication number ▶		

Cat No 22598R

Form **8832** (Rev 12-2006)

For Paperwork Reduction Act Notice, see page 5.

orm	3832 (Rev 12-2006)				Page 2
6	Type of entity (see instructions)				
b c d e	A domestic eligible entity electing to be c A domestic eligible entity electing to be c A domestic eligible entity with a single ow A foreign eligible entity electing to be class A foreign eligible entity electing to be class A foreign eligible entity with a single owner.	lassified as a partnership. Iner electing to be disregarde Isified as an association taxa Isified as a partnership	ed as a ble as	separate entity a corporation	
7	If the eligible entity is created or organized in organization ▶ Russia	a foreign jurisdiction, provide		-	
8	Election is to be effective beginning (month,	day, year) (see instructions)		> 10 / 31 ,	/ 09
9	Name and title of contact person whom the I	RS may call for more informa	ition	10 Contact person's telephone nu	mber
	Consent Stater	ment and Signature(s) (se	e ins	tructions)	
ibov ind	er penalties of perjury, I (we) declare that I (we) e, and that I (we) have examined this consent complete. If I am an officer, manager, or membute this consent statement on their behalf.	consent to the election of th statement, and to the best of	e abov	re-named entity to be classified as incour) knowledge and belief, it is true, o	correct,
	Signature(s)	Date		Title	
					
					<u> </u>
_					-
					 _
_					
					
			<u> </u>		
			1		

Form **8832**

Rev De	cember 2006)	Entity Cla	ssification Election		OMB No 1545-1516
	ent of the Treasury Revenue Service				
		entity making election		Employer ide	ntification number
	Ryasnyans	ke LLC		98	0625271
Гуре		and room or suite no. If a P.O. box, see instru	ctions	 —	
or	28 Kominte	rna Street, 5th Floor			
Print	City or town, sta postal code	tte, and ZIP code. If a foreign address, enter c	ity, province or state, postal code and count	ry Follow the count	ry's practice for entering the
	Kiev, 01032				
► Ch	eck if: Add	ress change			·
a ⊻	Initial classif	n (see instructions) cation by a newly-formed entity. Sk	p lines 2a and 2b and go to line 3.		
b L	□ Change in contact in contact.	urrent classification. Go to line 2a			
2a ⊦	las the eligible	entity previously filed an entity elect	on that had an effective date with	n the last 60 m	onths?
	Yes. Go to I No. Skip line	ne 2b. e 2b and go to line 3.			
2b V	Vas the eligible	entity's prior election for initial class	ification by a newly formed entity	effective on the	date of formation?
Г	Yes. Go to I	ne 3			
Ē		re You generally are not currently el	igible to make the election (see ins	structions).	
3 D	oes the eligible	e entity have more than one owner?			
	No. You can line 4	n elect to be classified as a partnersh elect to be classified as an associa tity has only one owner, provide the	tion taxable as a corporation or dis	rporation Skip li sregarded as a s	ne 4 and go to line 5 separate entity. Go to
		► NCH Agribusiness Partners, L.			
		Q9-053442Q			
5 If e	the eligible en mployer identif	tity is owned by one or more affiliate ication number of the parent corpora	ed corporations that file a consolidation.	ated return, prov	vide the name and
		corporation ▶			
b E	mployer identif	ication number >			•••
or Pa	perwork Reduct	ion Act Notice, see page 5.	Cat No 22598R	F	orm 8832 (Rev 12-2006)

orm	8832 (Rev 12-2006)				Page Z
6	Type of entity (see instructions)		· · · · ·		
b c d e	A domestic eligible entity electing to A domestic eligible entity electing to A domestic eligible entity with a single A foreign eligible entity electing to be A foreign eligible entity electing to be A foreign eligible entity with a single of A foreign eligible entity electing to be A foreign eligible entity electing eligible eligibl	be classified as a pa e owner electing to classified as an ass classified as a parti	rtnership be disregarded as a ociation taxable as a nership.	separate entity a corporation	
7	If the eligible entity is created or organization ► Ukraine	ed in a foreign jurisd			
8	Election is to be effective beginning (mor	nth, day, year) (see II	nstructions)		4 / 1 / 09
9	Name and title of contact person whom	the IRS may call for	more information	10 Contact person's telep	ohone number
	Consent St	atement and Sigr	nature(s) (see inst	ructions)	
bo nd	er penalties of perjury, I (we) declare that I ve, and that I (we) have examined this con complete. If I am an officer, manager, or n cute this consent statement on their behalf	sent statement, and nember signing for a	to the best of my (c	ur) knowledge and belief, i	t is true, correct
	Signature(s)	Dat	te	Title	
					-
					
	· · · · · · · · · · · · · · · · · · ·				
			<u> </u>		
					
					
					· · · · · · · · · · · · · · · · · · ·
_					_
					

Departm	B832 ecember 2006) ent of the Treasury Revenue Service	Entity Classification Election		OMB No 1545-1516
		entity making election	Employer ide	ntification number
	Tokarevka 2	Colotaya Niva OOO	98	0617071
Туре		and room or suite no. If a P.O. box, see instructions		
or	Armiansky	per 1/8 bldg 3		
Print		te, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Fi	ollow the country	y's practice for entering the
		1000, Russia		
► CI	neck if: 🔲 Add	ess change		
a (☑ Initial classifi ☐ Change in ci	cation by a newly-formed entity Skip lines 2a and 2b and go to line 3.		
_	Yes. Go to li	entity previously filed an entity election that had an effective date within the ne 2b. 2b and go to line 3	ie last 60 mo	onths?
2b \	Was the eligible	entity's prior election for initial classification by a newly formed entity effective	ctive on the	date of formation?
	Yes. Go to li No. Stop her	ne 3 e. You generally are not currently eligible to make the election (see instruc	ctions)	
3 (Does the eligible	entity have more than one owner?		
4 1	No. You can line 4. f the eligible en	elect to be classified as a partnership or an association taxable as a corpor elect to be classified as an association taxable as a corporation or disregity has only one owner, provide the following information. NCH Agribusiness Partners, L.P.	arded as a s	
		er of owner ▶ 98-0534429		
5 I	f the eligible en employer identif	ity is owned by one or more affiliated corporations that file a consolidated cation number of the parent corporation:	return, prov	vide the name and
a t	Name of parent	corporation >		
b E	Employer identif	cation number		

Cat No 22598R

For Paperwork Reduction Act Notice, see page 5.

Form **8832** (Rev 12-2006)

orm 8832 (Rev 12-2006)			Page Z
6 Type of entity (see instructions).			
a ☐ A domestic eligible entity electing to b b ☐ A domestic eligible entity electing to b c ☐ A domestic eligible entity with a single d ☐ A foreign eligible entity electing to be e ☐ A foreign eligible entity electing to be f ☑ A foreign eligible entity with a single of	e classified as a partnership. owner electing to be disregarded classified as an association taxa classified as a partnership wher electing to be disregarded	ed as a separate entity ble as a corporation as a separate entity	
7 If the eligible entity is created or organized organization ▶ Russia	d in a foreign jurisdiction, provid		
8 Election is to be effective beginning (mont	th, day, year) (see instructions)		. • 1 / 15 / 09
9 Name and title of contact person whom th	ne IRS may call for more informa	tition 10 Contact person ()	on's telephone number
Jnder penalties of perjury, I (we) declare that I (e above-named entity to I	
above, and that I (we) have examined this cons and complete. If I am an officer, manager, or me execute this consent statement on their behalf.			
Signature(s)	Date	Tit	ile
			
			
		1	

Depart	8832 December 2006) ment of the Treasury I Revenue Service	Entity Classification Election		OMB No 1545-1516
		entity making election	Employer idea	ntification number
	Urkpellet St	andart LLC	98	0609371
Тур	Number, street,	and room or suite no. If a P.O. box, see instructions	-	
or	28 Kominte	rna Street, 5th Floor		
Prin	City or town, sta postal code	ate, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Fi	ollow the countr	y's practice for entering the
_	Kiev, 01032			
▶ (Check if: 🔲 Add	ress change		
	Initial classifi	n (see instructions). cation by a newly-formed entity Skip lines 2a and 2b and go to line 3. urrent classification. Go to line 2a		
2a	Has the eligible	entity previously filed an entity election that had an effective date within th	e last 60 mo	onths?
	☐ Yes. Go to li	ne 2b e 2b and go to line 3.		
2b	Was the eligible	entity's prior election for initial classification by a newly formed entity effective	ctive on the	date of formation?
	☐ Yes. Go to li☐ No. Stop he	ne 3 re. You generally are not currently eligible to make the election (see instruc	ctions).	
3	Does the eligible	e entity have more than one owner?		
		n elect to be classified as a partnership or an association taxable as a corpor elect to be classified as an association taxable as a corporation or disreg		
4	If the eligible en	tity has only one owner, provide the following information:		
а	Name of owner	>		
		per of owner ▶		
5		tity is owned by one or more affiliated corporations that file a consolidated location number of the parent corporation.	return, prov	ride the name and
		corporation ►		

Cat No 22598R

Form **8832** (Rev 12-2006)

For Paperwork Reduction Act Notice, see page 5.

Form 8832 (Rev 12-2006)		Page Page	<u>. 2</u>
6 Type of entity (see instructions)			
a ☐ A domestic eligible entity electing to b ☐ A domestic eligible entity electing to c ☐ A domestic eligible entity with a sing d ☐ A foreign eligible entity electing to be e ☑ A foreign eligible entity electing to be f ☐ A foreign eligible entity with a single	be classified as a partnership. le owner electing to be disregar e classified as an association tale classified as a partnership. owner electing to be disregarded	arded as a separate entity. axable as a corporation. ded as a separate entity.	
7 If the eligible entity is created or organiz organization ▶ Ukraine			
8 Election is to be effective beginning (mo	nth, day, year) (see instructions	s)	9
9 Name and title of contact person whom	rmation 10 Contact person's telephone number	er	
Consent St	tatement and Signature(s)	(see instructions)	
above, and that I (we) have examined this cor and complete. If I am an officer, manager, or r execute this consent statement on their behalf	nsent statement, and to the bes nember signing for all members	f the above-named entity to be classified as indica st of my (our) knowledge and belief, it is true, corre s of the entity, I further declare that I am authorized	ect,
Signature(s)	Date	Title	
			_
			_
			—
			_
			_
			—
			_
			_

Name of eligible entity making election Employer identification number 20rya LLC 20rya LLC 20rya LLC 20 20 20 20 20 20 20 2	Departn	ecember 2006) nent of the Treasury Revenue Service	Entity Classification Election		OMB No 1545-1516
Number, street, and room or suite no If a PO box, see instructions 28 Kominterna Street, 5th Floor Print City or town, state, and ZIP code If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering to postal code Kiev, 01032, Ukraine Check If: Address change 1 Type of election (see instructions): a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3. b □ Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? □ Yes. Go to line 2b □ No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? □ Yes. Go to line 3. □ No. Stop here. You generally are not currently eligible to make the election (see instructions). 3 Does the eligible entity have more than one owner? □ Yes. You can elect to be classified as an association taxable as a corporation. Skip line 4 and go to line 5 line 4. If the eligible entity has only one owner, provide the following information: a Name of owner ▶ NCH Agribusiness Partners, L.P. b Identifying number of owner ▶ 98-0534429. 5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ▶			entity making election	mployer ider	tification number
Print City or town, state, and ZiP code if a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering to postal code Kiev, 01032, Ukraine Check if: Address change		Zorya LLC		98	0625272
Print City or rown, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code. Note:	Туре	Number, street,	and room or suite no. If a P.O. box, see instructions		
Postal code Kiev, 01032, Ukraine					
Type of election (see instructions): a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3. b ☐ Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? ☐ Yes. Go to line 2b ☐ No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? ☐ Yes. Go to line 3. ☐ No. Stop here. You generally are not currently eligible to make the election (see instructions). 3 Does the eligible entity have more than one owner? ☐ Yes. You can elect to be classified as a partnership or an association taxable as a corporation Skip line 4 and go to line 5 ☑ No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity Go to line 4 If the eligible entity has only one owner, provide the following information: a Name of owner ▶ NCH Agribusiness Partners, L.P. b Identifying number of owner ▶ 98-0534429. 5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ▶	Print		ate, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Foll	ow the countr	y's practice for entening the
1 Type of election (see instructions): a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3. b ☐ Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? ☐ Yes. Go to line 2b ☐ No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? ☐ Yes. Go to line 3. ☐ No. Stop here. You generally are not currently eligible to make the election (see instructions). 3 Does the eligible entity have more than one owner? ☐ Yes. You can elect to be classified as a partnership or an association taxable as a corporation Skip line 4 and go to line 5. ☐ No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4. 4 If the eligible entity has only one owner, provide the following information: a Name of owner ► NCH Agribusiness Partners, L.P. b Identifying number of owner ► 98-0534429. 5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ►					
a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3. b ☐ Change in current classification. Go to line 2a 2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months? ☐ Yes. Go to line 2b ☐ No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? ☐ Yes. Go to line 3. ☐ No. Stop here. You generally are not currently eligible to make the election (see instructions). 3 Does the eligible entity have more than one owner? ☐ Yes. You can elect to be classified as a partnership or an association taxable as a corporation Skip line 4 and go to line 5 ☑ No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity Go to line 4 4 If the eligible entity has only one owner, provide the following information: a Name of owner ▶ NCH Agribusiness Partners, L.P. b Identifying number of owner ▶ 98-0534429 5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ▶	► C	heck if: 🗌 Add	ress change		
Yes. Go to line 2b No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? Yes. Go to line 3. No. Stop here. You generally are not currently eligible to make the election (see instructions). 3 Does the eligible entity have more than one owner? Yes. You can elect to be classified as a partnership or an association taxable as a corporation Skip line 4 and go to line 5. No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4. If the eligible entity has only one owner, provide the following information: Name of owner ► NCH Agribusiness Partners, L.P. Identifying number of owner ► 98-0534429. If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation.	a	✓ Initial classif	cation by a newly-formed entity. Skip lines 2a and 2b and go to line 3.		
 No. Skip line 2b and go to line 3. 2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation? Yes. Go to line 3. No. Stop here. You generally are not currently eligible to make the election (see instructions). 3 Does the eligible entity have more than one owner? Yes. You can elect to be classified as a partnership or an association taxable as a corporation Skip line 4 and go to line 5. No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4. 4 If the eligible entity has only one owner, provide the following information: a Name of owner ► NCH Agribusiness Partners, L.P. b Identifying number of owner ► 98-0534429. 5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation: a Name of parent corporation ► 	2a	Has the eligible	entity previously filed an entity election that had an effective date within the	last 60 mc	onths?
 Yes. Go to line 3. No. Stop here. You generally are not currently eligible to make the election (see instructions). Does the eligible entity have more than one owner? Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5. No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4. If the eligible entity has only one owner, provide the following information: Name of owner ► NCH Agribusiness Partners, L.P. Identifying number of owner ► 98-0534429 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. Name of parent corporation ► 					
 No. Stop here. You generally are not currently eligible to make the election (see instructions). Does the eligible entity have more than one owner? Yes. You can elect to be classified as a partnership or an association taxable as a corporation Skip line 4 and go to line 5. No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4. If the eligible entity has only one owner, provide the following information: Name of owner ► NCH Agribusiness Partners, L.P. Identifying number of owner ► 98-0534429 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation: Name of parent corporation ► 	2b	Was the eligible	entity's prior election for initial classification by a newly formed entity effect	ive on the	date of formation?
 Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5. No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4. If the eligible entity has only one owner, provide the following information: Name of owner ► NCH Agribusiness Partners, L.P. Identifying number of owner ► 98-0534429. If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. Name of parent corporation ► 				ons).	
 No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity Go to line 4 If the eligible entity has only one owner, provide the following information: Name of owner ► NCH Agribusiness Partners, L.P. Identifying number of owner ► 98-0534429 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation: Name of parent corporation ► 	3	Does the eligible	e entity have more than one owner?		
a Name of owner ► NCH Agribusiness Partners, L.P. b Identifying number of owner ► 98-0534429 5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ►		🗷 No. You car			
 b Identifying number of owner ▶ 98-0534429 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ▶ 	4	f the eligible en	tity has only one owner, provide the following information:		
 b Identifying number of owner ▶ 98-0534429 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation. a Name of parent corporation ▶ 	а	Name of owner	NCH Agribusiness Partners, L.P.		
employer identification number of the parent corporation: a Name of parent corporation ▶					
				eturn, prov	ide the name and
	а	Name of parent	corporation >		

Cat No 22598R

Form **8832** (Rev 12-2006)

For Paperwork Reduction Act Notice, see page 5.

orm 8832 (Rev 12-2006)					Page 2
6 Type of entity (see instruction	ions)				
a ☐ A domestic eligible entit b ☐ A domestic eligible entit c ☐ A domestic eligible entit d ☐ A foreign eligible entity e e ☐ A foreign eligible entity e f ☑ A foreign eligible entity e	y electing to be classifi y with a single owner e electing to be classified electing to be classified	ed as a partnership. electing to be disregarde I as an association taxal I as a partnership	ed as a : ble as a	separate entity corporation.	
7 If the eligible entity is created organization ► Ukraine					
8 Election is to be effective b	eginning (month, day, y	vear) (see instructions) .			. • 4 / 1 / 09
9 Name and title of contact p	erson whom the IRS m	ay call for more informa	tion	10 Contact perso	on's telephone number
	Consent Statement	and Signature(s) (se	e insti	ructions)	
Under penalties of perjury, I (we) above, and that I (we) have examind complete. If I am an officer, rexecute this consent statement of	nined this consent state manager, or member si	ement, and to the best o	f my (o	ur) knowledge and	belief, it is true, correct
Signature(s)		Date		Tit	le
		· · · · · · · · · · · · · · · · · · ·	<u></u>		
					
· · · · · · · · · · · · · · · · · · ·				·	

Part IV Capital Gains and Los	ses for Tax on Investment Income			
	describe the kind(s) of property solick warehouse; or common stock, 2		(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)
1a CITIGROUP INC			_	VARIOUS 01/08/09
b PLUM CREEK TIM	BER			VARIOUS 01/08/09
c PSINET				VARIOUS 01/23/09
d PSINET				VARIOUS 03/31/09
e AUXILIUM PHARM	ACEUTICALS		- 	VARIOUS 04/01/09
f PSINET				VARIOUS 04/13/09
g ARCA BIOPHARMA				VARIOUS 06/02/09
h PSINET			_	VARIOUS 06/25/09
	NC			05/19/0406/23/09
COMCAST CORP				08/05/0506/23/09
k LIBERTY MEDIA	HOLDING			02/22/0606/23/09
	INTERNATIONAL			05/05/0806/23/09
m TIME WARNER IN				VARIOUS 06/23/09
n BRITISH AMERIC				VARIOUS 06/25/09
o SEAGATE TECHNO			P	11/11/0509/23/09
-	(f) Depreciation allowed	(g) Cost or other basis	<u> </u>	Gain or (loss)
(e) Gross sales price	(or allowable)	plus expense of sale		lus (f) minus (g)
a 3,496.	-	24,025.		<u><20,529.</u> >
b 32,763.		26,140.		6,623.
<u>c</u> 17.				<u> 17.</u>
d 92.				92.
e 102,599.		31,592.		71,007.
f 32.				32.
g 4,409.				4,409.
h 8.				8.
13,000.		39,868.		<u><26,868.</u> >
112,238.		173,185.	·	<u> </u>
k 9,133.		50,813.		<u><41,680.</u> >
1 33,133.		40,464.		<u><7,331.</u> >
m 77,703.		52,706.		24,997.
n 30,050.				30,050.
0 388.				388.
Complete only for assets showing	g gain in column (h) and owned by	the foundation on 12/31/69		ses (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	Gains (excess o but n	of col. (h) gain over col. (k), ot less than "-0-")
a				<20,529.>
b				6,623.
С				17.
d	•			92.
e	·			71,007.
f				32.
g				4,409.
h				8.
1				<26,868.>
				<60,947.>
k	-			<41,680.>
1				<7,331.>
m				24,997.
n		 		30,050.
0				388.
	, If nam also enter	r in Part I line 7		500.
2 Capital gain net income or (net ca	11 (1033); 61161	, I	2	
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8	column (c).)	3	
				

Part IV Capital Gains and Los	sses for Tax on Investment Income				
(a) List and	describe the kind(s) of property solo ick warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a THROUGH K-1S			P		
b THROUGH K-1S					
c SECTION 1231					
d SECTION 1256	· · ·				
e GAIN/LOSS PICK	ED UP ON 990T				
f CASH IN LIEU			P		
g 4,800 SHS STAN	DARD & POORS - Co	OVERED SHORT SALE	P	VARIOUS	VARIOUS
	IDUS HOLDINGS LT		_	VARIOUS	VARIOUS
1	IDOD HOLDINGS LI	COVERED BROKE	<u> </u>	VIECEO D	VIIICIOD
1					
k					
1	· · · · · · · · · · · · · · · · · · ·				
m			- 	 	
<u>m</u>			 	 	
<u>n</u>			 	 	
0	(6) Dangasiation allowed	(a) Coot on other harm	<u> </u>	Counce (In)	<u> </u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) t) Gain or (loss) plus (f) minus (g)	
a					640,168.
b				1,	725,768.
c					<8,742.
d					438.
e		17,509.			<17,509.
f 17.					17.
g 596,372.		428,740.			167,632.
h 277,997.		228,673.			49,324.
1		•			<u> </u>
					
k					
1					
m					
n					
0					
	ng gain in column (h) and owned by t	the foundation on 12/31/69	/N L oc	sses (from col. (h))	
Somplete only for assets showin	(j) Adjusted basis	(k) Excess of col. (i)		of col. (h) gain ove	
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any	but n	ot less than "-0-")	
a _.					640,168.
<u>b</u>				1,	725,768.
C					<8,742.
d					438.
e					<17,509.
f					17.
g					167,632.
h					49,324.
i	-				
·		• • •			
k					
1					
		+			
m n					
<u>n</u>					
0			-т		
a Occadal and the control of the	f If gain, also enter	in Part I, line 7		4	055 055
2 Capital gain net income or (net ca	ipital loss) { If gain, also enter If (loss), enter "-0	-" in Part I, line 7 }		1,	<u>257,028.</u>
	ss) as defined in sections 1222(5) an	d (6):			
If gain, also enter in Part I, line 8,	column (c).	}			
If (loss), enter "-0-" in Part I, line 8	3			N/A	

FORM 99	0-PF	GAIN OR	(LOSS)	FROM SALE	OF A	ASSETS		STA	TEMENT	1
DESCRIP'	(A) TION OF PROPER	RTY				MANNER CQUIRED	DA'		DATE S	SOLD
CITIGRO	UP INC				PUI	RCHASED	VARI	ous	01/08	3/09
	(B)		C)	(D)	0.17	(E)			(F)	
	GROSS SALES PRICE		T OR BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOS	SS
	3,496	5.	24,025.		0.		0.		<20,5	29.:
DESCRIP	(A) TION OF PROPER	RTY				MANNER CQUIRED	DA'		DATE S	SOLD
PLUM CR	EEK TIMBER				PUI	RCHASED	VARI	ous	01/08	3/09
	(B) GROSS SALES PRICE	COS	C) T OR BASIS	(D) EXPENSE SALE	OF	(E)	c.	GAIN	(F)	SS
	32,763	3.	26,140.		0.		0.		6,6	523.
DESCRIP	(A) TION OF PROPER	RTY				MANNER CQUIRED	DA' ACQU		DATE S	SOLD
PSINET					PUI	RCHASED	VARI	ous	01/23	3/09
	(B) GROSS		C) T OR	(D) EXPENSE	ΟF	(E)			(F)	
	SALES PRICE		BASIS	SALE	OF	DEPRE	c.	GAIN	OR LOS	SS
•	17	7.	0.		0.		0.			17.

	(A) TION OF PROPERTY	_		_AC	IANNER CQUIRED	ACQU	TE VIRED	
PSINET				PUF	CHASED	VARI	ous	03/31/09
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	_		(F)
-	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	92.	0.		0.		0.		92.
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED		TE VIRED	DATE SOLD
AUXILIU	M PHARMACEUTICAL	s		PUF	RCHASED	VARI	ous	04/01/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
•	102,599.	31,592.		0.		0.		71,007.
DESCRIP	(A) TION OF PROPERTY				IANNER CQUIRED		TE VIRED	DATE SOLD
PSINET		_		PUF	RCHASED	VARI	ous	04/13/09
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF.	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE	OF	DEPRE	c	GAIN	OR LOSS
	32.	0.		0.		0.		32.
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED		TE VIRED	DATE SOLD
ARCA BI	OPHARMA			PUF	RCHASED	VARI	OUS	06/02/09
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS
	4,409.	0.		0.		0.		4,409.

DESCRIP	(A) TION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
PSINET		_		PUF	CHASED	VARIOUS	06/25/09
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		(F) N OR LOSS
-	SALES PRICE 8.	OTHER BASIS	SALE	0.	DEPRE	0. GAI	8.
DESCRIP	(A) TION OF PROPERTY				IANNER CQUIRED	DATE ACQUIRED	DATE SOLD
ALTRIA	GROUP INC	_		PUF	RCHASED	05/19/04	06/23/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
	13,000.	39,868.		0.		0.	<26,868.
DESCRIP	(A) TION OF PROPERTY				IANNER CQUIRED	DATE ACQUIRED	DATE SOLD
COMCAST	CORP	_		PUF	RCHASED	08/05/05	06/23/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
	112,238.	173,185.		0.		0.	<60,947.>
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
LIBERTY	MEDIA HOLDING			PUF	RCHASED	02/22/06	06/23/09
	(B)	(C)	(D)	OF	(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF.	DEPRE	C. GAI	N OR LOSS
	9,133.	50,813.		0.		0.	<41,680.>

DESCRIPT	(A) TION OF PROPERTY				IANNER QUIRED	DA ^t ACQU		DATE SOLD
PHILIP N	MORRIS INTERNATI	- ONAL		PUF	CHASED	05/0	5/08	06/23/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
-	33,133.	40,464.		0.		0.		<7,331.
DESCRIPT	(A) TION OF PROPERTY				IANNER QUIRED	DA' ACQU		DATE SOLD
TIME WAI	RNER INC	_		PUF	RCHASED	VARI	ous	06/23/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
-	77,703.	52,706.		0.		0.		24,997.
DESCRIP	(A) FION OF PROPERTY				IANNER CQUIRED	DA ^c		DATE SOLD
BRITISH	AMERICAN TOBACC	- 0		PUF	RCHASED	VARI	ous	06/25/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
-	30,050.	0.		0.		0.		30,050.
DESCRIP'	(A) TION OF PROPERTY				ANNER CQUIRED	DA ACQU		DATE SOLD
SEAGATE	TECHNOLOGY INC			PUF	RCHASED	11/1	1/05	09/23/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE		(E) DEPRE		GAIN	(F) OR LOSS
-	388.	0.		0.		0.		388.

(A) DESCRIPTION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
THROUGH K-1S	_		PUF	CHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C. GAT	(F) N OR LOSS
0.	0.		0.		0.	<640,168.
(A) DESCRIPTION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
THROUGH K-1S	_		PUF	RCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C. GAI	(F) N OR LOSS
0.	0.		0.		0.	1,725,768.
(A) DESCRIPTION OF PROPERTY	_			IANNER CQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231			PUF	RCHASED		
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	a ar	(F)
SALES PRICE 0.	OTHER BASIS 0.	SALE	0.	DEPRE	0. GAI	N OR LOSS
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256	<u> </u>		PUF	RCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
0.	0.	-	0.		0.	438.

DESCRIP'	(A) TION OF PROPERTY				ANNER QUIRED		TE IRED	DATE	SOLI
GAIN/LO	SS PICKED UP ON	990T		PUR	CHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	a	CA TN	(F)	oaa
-	SALES PRICE	OTHER BASIS	SALE		DEPRE		——	OR L	
	0.	0.	 	0.		0.			0
DESCRIP	(A) TION OF PROPERTY				ANNER QUIRED		TE URED	DATE	SOL
CASH IN	LIEU	_		PUR	CHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	a	G) T)	(F)	0.00
	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR L	
	17.	0.		0.		0.			17
DESCRIP	(A)				ANNER OUTRED		TE HRED	DATE	SOL
4,800 S	HS STANDARD & PO	 OORS - COVERED S		AC	QUIRED CHASED	ACQU VARI	JIRED		SOLI IOUS
4,800 S	TION OF PROPERTY		SHORT (D) EXPENSE SALE	PUR	QUIRED	ACQU VARI	JIRED OUS		IOUS
4,800 S	TION OF PROPERTY SHS STANDARD & PO (B) GROSS	COST OR	(D) EXPENSE	PUR	QUIRED CHASED	ACQU VARI	JIRED OUS	VAR (F)	IOUS
4,800 S SALE	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS 428,740.	(D) EXPENSE	PUR OF	QUIRED CHASED	ACQU VARI	JIRED OUS	VAR (F) I OR L	OSS ,632
4,800 S SALE DESCRIP	(B) GROSS SALES PRICE (A) PTION OF PROPERTY SHS VALIDUS HOLD	(C) COST OR OTHER BASIS 428,740.	(D) EXPENSE SALE	OF O. MAC	QUIRED CHASED (E) DEPRE	ACQU VARI	GAIN GAIN TE JIRED	VAR (F) OR L 167 DATE	OSS ,632
4,800 S SALE DESCRIP	(B) GROSS SALES PRICE (A) PTION OF PROPERTY SHS VALIDUS HOLD SALE (B)	(C) COST OR OTHER BASIS 428,740.	(D) EXPENSE SALE CRED (D)	OF O. MAC PUR	QUIRED CHASED (E) DEPRE ANNER QUIRED	C. DA ACQU VARI	GAIN GAIN TE JIRED	VAR (F) OR L 167 DATE	OSS ,632
DESCRIP	(B) GROSS SALES PRICE (A) PTION OF PROPERTY SHS VALIDUS HOLD SALE	(C) COST OR OTHER BASIS 428,740.	(D) EXPENSE SALE	OF O. MAC PUR	QUIRED CHASED (E) DEPRE ANNER QUIRED CHASED	O. DA ACQU VARI	GAIN GAIN TE UIRED COUS	VAR (F) 167 DATE VAR	OSS ,632 SOLI
4,800 S SALE DESCRIP	(B) GROSS SALES PRICE (A) PTION OF PROPERTY SHS VALIDUS HOLD SALE (B) GROSS	(C) COST OR OTHER BASIS 428,740. COST OR CONTROL COVE	(D) EXPENSE SALE CRED (D) EXPENSE	OF O. MAC PUR	QUIRED CHASED (E) DEPRE ANNER QUIRED CHASED	O. DA ACQU VARI	GAIN GAIN TE UIRED COUS	VAR (F) 167 DATE VAR (F) 1 OR L	OSS ,632 SOLI
DESCRIP 13,067 SHORT S	(B) GROSS SALES PRICE (A) PTION OF PROPERTY SHS VALIDUS HOLD SALE (B) GROSS SALES PRICE	(C) COST OR OTHER BASIS 428,740. COST OR OTHER BASIS 228,673.	(D) EXPENSE SALE CRED (D) EXPENSE	OF OF OF	QUIRED CHASED (E) DEPRE ANNER QUIRED CHASED	C. DA ACQU VARI	GAIN GAIN TE UIRED COUS	VAR (F) 167 DATE VAR (F) 1 OR L	OSS ,632 SOLI
4,800 S SALE DESCRIP 13,067 SHORT S	(B) GROSS SALES PRICE (A) PTION OF PROPERTY SHS VALIDUS HOLD SALE (B) GROSS SALES PRICE 277,997.	(C) COST OR OTHER BASIS 428,740. COST OR OTHER BASIS 228,673.	(D) EXPENSE SALE CRED (D) EXPENSE	OF OF OF	QUIRED CHASED (E) DEPRE ANNER QUIRED CHASED	C. DA ACQU VARI	GAIN GAIN TE UIRED COUS	VAR (F) 167 DATE VAR (F) 1 OR L	OSS ,632 SOLITIOUS OSS ,324

CORPORATE STOCK		STATEMENT 8
	BOOK VALUE	FAIR MARKET VALUE
- -	407,952.	283,017.
LINE 10B	407,952.	283,017.
CORPORATE BONDS		STATEMENT 9
	BOOK VALUE	FAIR MARKET VALUE
	134,005.	17,352.
LINE 10C	134,005.	17,352.
OTHER INVESTMENTS		STATEMENT 10
VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COST COST COST COST COST COST COST COST	5,962,427. 8,700,703. 49,243. 19,471. 68,025. 82,195. 4,154,674. 60,579. 92,972. 92,248. 74,481. 3,470,104. 137,900. 506,983. 454,730. 316. 139,904. 93,153.	5,962,427. 8,700,703. 49,243. 19,471. 68,025. 82,195. 4,154,674. 60,579. 92,972. 92,248. 74,481. 3,470,104. 137,900. 506,983. 454,730. 316. 139,904. 93,153.
	LINE 10B CORPORATE BONDS LINE 10C OTHER INVESTMENTS VALUATION METHOD COST COST COST COST COST COST COST COST	BOOK VALUE 407,952.

THOMA'S L. KEMPNER JR. FOUNDATIO	ON		13-3407819
AMERICAN SECURITIES PARTNERS	 COST	291,933.	291,933.
VALIDUS HOLDINGS LTD.	COST	0.	0.
NCH AGRIBUSINESS PARTNERS	COST	198,359.	198,359.
ICAHN ENTERPRISES	COST	51,798.	51,798.
JCF III AIV I LP	COST	123,154.	123,154.
ASP V ALTERNATE INVESTMENTS LP	COST	70,244.	70,244.
HAWKEYE CAPITAL INSTITUTIONAL LP	COST	529,253.	529,253.
TOTAL TO FORM 990-PF, PART II, LI	INE 13	27,644,446.	27,644,446.
FORM 990-PF	OTHER ASSETS		STATEMENT 11
DEGENERAL	BEGINNING OF	END OF YEAR	FAIR MARKET
DESCRIPTION	YR BOOK VALUE	BOOK VALUE	VALUE
DUE FROM PARTNERSHIPS	0.	251,498.	251,498.

_	TS AND CONTRIBUTIONS ID DURING THE YEAR	STATI	EMENT :	12
RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUN	T
THROUGH K-1S			5,978	8.
YALE	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		800,000	0.
COLUMBIA UNIVERSITY MEDICAL CENTER	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		150,000	0.
BLYTHEDALE	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		5,000	0.
CENTRAL PARK CONSERVANCY	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		100,000	0.
CHAPIN	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		50,000	0.
PHOENIX COUNTRY DAY SCHOOL	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		41,667	7.
TOTAL TO FORM 990-PF, PART XV,	LINE 3A	1,	,152,645	— 5•

Form **8868**

(Rev. April 2009)

Department of the Treasury Internal Revenue Service

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

OMB No 1545-1709

File a separate application for each return

_	TX

 If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868 Automatic 3-Month Extension of Time. Only submit original (no copies needed). A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990 BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead. you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Chanties & Nonprofits Name of Exempt Organization Type or Employer identification number print THOMAS L. KEMPNER JR. FOUNDATION 13-3407819 File by the Number, street, and room or sulte no. If a P O. box, see instructions, due date for filing your 65 EAST 55TH STREET, 19TH FLOOR City, town or post office, state, and ZIP code. For a foreign address, see instructions. instructions NEW YORK, NY 10022 Check type of return to be filed (file a separate application for each return) Form 990 Form 990-T (corporation) Form 4720 Form 990-BL Form 990 T (sec 401(a) or 408(a) trust) Form 5227 Form 990-EZ Form 990-T (trust other than above) Form 6069 X Form 990-PF Form 1041-A Form 8870 THOMAS KEMPNER JR The books are in the care of \triangleright 65 EAST 55TH STREET. 19TH FLOOR - NEW YORK, NY 10022 Telephone No. ► 212-446-4000 FAX No. If the organization does not have an office or place of business in the United States, check this box If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box > If it is for part of the group, check this box > In and attach a list with the names and EINs of all members the extension will cover. I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 ____, to file the exempt organization return for the organization named above. The extension is for the organization's return for ➤ X calendar year 2009 or tax year beginning , and ending _ If this tax year is for less than 12 months, check reason. ____ Initial return ☐ Change In accounting period If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 0. **3**a If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made include any prior year overpayment allowed as a credit 50.698. 3b Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

Form 8	3868 (Rev 4-2009)	_		Page 2
• If y	ou are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check the	s box		▶ [X]
-	Only complete Part II if you have already been granted an automatic 3-month extension on a previously		8868.	-
	ou are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).			<u>_</u>
Pai.	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (r	o copies r	eeded).	
Time	Name of Exempt Organization	Emp	loyer ident	lification number
Type print				
•	THOMAS L. KEMPNER JR. FOUNDATION	1	<u>3-340 </u>	7819
File by extended due date filing the	Number, street, and room or suite no. If a P.O. box, see instructions.	For II	RS use only	y
return.	🗠 City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	k type of return to be filed (File a separate application for each return): Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720		orm 5227 orm 6069	Form 8870
STOP	! Do not complete Part II if you were not already granted an automatic 3-month extension on a pre-	iously file	d Form 88	168.
Te ● If t	I request an additional 3-month extension of time until NOVEMBER 15, 2010. For calendar year 2009, or other tax year beginning and endir this tax year is for less than 12 months, check reason: Initial return Final return State in detail why you need the extension	if this is fo	r the whole ers the ext	group, check this ension is for.
	ADDITIONAL INFORMATION NECESSARY TO PREPARE A COMPLE	TE AN	D ACC	URATE
	RETURN HAS YET NOT BEEN RECEIVED BY THE TAXPAYER.	· · · ·		
8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	ء ا		50,698.
ь	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated	8a	\$	30,030.
U	tax payments made. Include any prior year overpayment allowed as a credit and any amount paid			
	previously with Form 8868.	8b	s	50,698.
С	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit	_ 55		00,000
	with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instruction	ons. 8c	\$	N/A
	Signature and Verification		· · · · · · · · · · · · · · · · · · ·	
Under	penalties of penury, I declare that I have examined this form, including accompanying schedules and statements, and u.e. correct, and complete, and that I am authorized to prepare this form	o the best o	f my knowle	dge and belief,
Signa	Title > CA	Date	> 8/>	dia
				n 8868 (Rev. 4-2009)

Form **8868**

(Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return

OMB No 1545-1709

Form 8868 (Rev. 4-2009)

If yo	ou are filing for an Automatic 3-Month Extension, complete only Part I and check this box	▶ □
	ou are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this	
	ot complete Part II unless you have already been granted an automatic 3-month extension on a previously fi	led Form 8868
Par	Automatic 3-Month Extension of Time. Only submit original (no copies needed).	
A con	poration required to file Form 990 T and requesting an automatic 6-month extension - check this box and com	plete
Part I	only ,	▶ 🗓
	ner corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request ar income tax returns.	extension of time
noted (not a you m	ronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronic utomatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or conjust submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic file for gov/efile and click on e-file for Chartles & Nonprofits.	cally if (1) you want the additional nsolidated Form 990-T. Instead,
Type print	or Name of Exempt Organization	Employer identification number
P	THOMAS L. KEMPNER JR. FOUNDATION	13-3407819
File by to due dat filing yo	Number, street, and room or suite no. If a P O. box, see instructions 65 EAST 55TH STREET. 19TH FLOOR	
return t	566	
Chec	k type of return to be filed(file a separate application for each return)	
	Form 990 X Form 990·T (corporation) Form 47 Form 990·BL Form 990·T (sec. 401(a) or 408(a) trust) Form 55 Form 990·EZ Form 990·T (trust other than above) Form 60 Form 990·PF Form 1041·A Form 88	227 069
	MILO (2.6	
Te Ift	THOMAS KEMPNER JR e books are in the care of ▶ 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. ▶ 212-446-4000 FAX No. ▶ the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)	▶ □
Te If t If t box	e books are in the care of 65 EAST 55TH STREET, 19TH FLOOR — NEW Y lephone No. 212-446-4000 FAX No. he organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If the lift is for part of the group, check this box and attach a list with the names and EINs of all request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unit	is is for the whole group, check this members the extension will cover
Te If t If t box	e books are in the care of 65 EAST 55TH STREET, 19TH FLOOR — NEW Y lephone No. 7	is is for the whole group, check this members the extension will cover
Te ● If t ● If t box ▶	e books are in the care of 65 EAST 55TH STREET, 19TH FLOOR — NEW Y lephone No. 212-446-4000 FAX No. the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the list is for part of the group, check this box and attach a list with the names and EINs of all request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unit NOVEMBER 15, 2010 , to file the exempt organization return for the organization named a	is is for the whole group, check this members the extension will cover
Te If t If t box	e books are in the care of 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. 212-446-4000 FAX No. the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the list is for part of the group, check this box and attach a list with the names and EINs of all request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unit NOVEMBER 15, 2010 , to file the exempt organization return for the organization named as is for the organization's return for:	is is for the whole group, check this members the extension will cover
Te If t If t box	e books are in the care of ▶ 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. ▶ 212-446-4000 FAX No. ▶ the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the lift is for part of the group, check this box ▶ and attach a list with the names and EINs of all I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unto NOVEMBER 15, 2010 , to file the exempt organization return for the organization named a is for the organization's return for: ▼ X calendar year 2009 or	is is for the whole group, check this members the extension will cover
Te If t If t box 1	e books are in the care of ▶ 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. ▶ 212-446-4000 FAX No. ▶ the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the lift is for part of the group, check this box ▶ and attach a list with the names and EINs of all I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unto NOVEMBER 15, 2010 , to file the exempt organization return for the organization named a is for the organization's return for: ▶ X calendar year 2009 or , and ending , and ending	is is for the whole group, check this members the extension will cover iil above The extension
Te If t If t If t box	e books are in the care of ▶ 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. ▶ 212-446-4000 FAX No. ▶ the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the lift is for part of the group, check this box ▶ and attach a list with the names and EINs of all request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unto NOVEMBER 15, 2010 , to file the exempt organization return for the organization named as is for the organization's return for: ▶ X calendar year 2009 or ▶ tax year beginning , and ending and ending Final return. If this application is for Form 990 BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any	is is for the whole group, check this members the extension will cover iil above The extension Change in accounting period
Te If t If t If t box	e books are in the care of ▶ 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. ▶ 212-446-4000 FAX No. ▶ the organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the lift is for part of the group, check this box ▶ and attach a list with the names and EINs of all request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unitary NOVEMBER 15, 2010 , to file the exempt organization return for the organization named as is for the organization's return for: ▶ X calendar year 2009 or ▶ and ending , and ending and ending If this tax year is for less than 12 months, check reason Initial return Final return If this application is for Form 990 BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	is is for the whole group, check this members the extension will cover iil above The extension Change in accounting period 3a \$ 0.
Te If t If t box 1	e books are in the care of 65 EAST 55TH STREET, 19TH FLOOR - NEW Y lephone No. 212-446-4000 FAX No. he organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If the initial is for part of the group, check this box and attach a list with the names and EINs of all it request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unity NOVEMBER 15, 2010 , to file the exempt organization return for the organization named as is for the organization's return for: X calendar year 2009 or and and ending and ending in this tax year is for less than 12 months, check reason in Initial return. Final return If this application is for Form 990 BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. Balance Due, Subtract line 3b from line 3a. Include your payment with this form, or, if required,	is is for the whole group, check this members the extension will cover iil above The extension Change in accounting period 3a \$ 0.
Te lift lift box 1	lephone No. 212-446-4000 FAX No. he organization does not have an office or place of business in the United States, check this box this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If the lift is for part of the group, check this box and attach a list with the names and EINs of all request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time unitation to the organization's return for. X calendar year 2009 or and ending and ending and ending fithis tax year is for less than 12 months, check reason initial return Final return If this application is for Form 990 BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	is is for the whole group, check this members the extension will cover the extension. Change in accounting period.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.