



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



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

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☒ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

The Ruth H. Kemp Memorial Foundation, Inc.

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

302 Edwards Ferry Rd NE

City or town, state, and ZIP code

Leesburg, VA 20176

A Employer identification number

59-1831688

B Telephone number (see page 10 of the instructions)

703-771-1759H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) \$ 44,275J Accounting method: ☐ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I****Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	500			
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	10	10	10	
	4	Dividends and interest from securities	6	6	6	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss)	0			
	6a	Net gain or (loss) from sale of assets not on line 10	(2311)			
	b	Gross sales price for all assets on line 6a	1220			
	7	Capital gain net income (from Part IV, line 2)		(2311)	(1145)	
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss) (attach schedule)	N/A		N/A		
11	Other income (attach schedule) <u>Mortgage Int</u>	2232	2232	2232		
12	Total. Add lines 1 through 11	437	(63)	1103		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule) <u>Bank</u>	6	6	6	6
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see page 14 of the instructions)	61	61	61	61
	19	Depreciation (attach schedule) and depletion	0	0	0	0
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule)	0	0	0	0
	24	Total operating and administrative expenses. Add lines 13 through 23	67	67	67	67
	25	Contributions, gifts, grants paid	2535			2535
26	Total expenses and disbursements. Add lines 24 and 25	2602	67	67	2602	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	(2165)				
b	Net investment income (if negative, enter -0-)		0			
c	Adjusted net income (if negative, enter -0-)			1036		

SCANNED MAY 20 2010

RECEIVED
MAY 18 2010
FEDERAL RESERVE
ODDEN, UT

DL

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing <i>Checking acct.</i>	N/A	4352	4352
	2 Savings and temporary cash investments <i>Savings acct.</i>	7302	4923	4923
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	14394	13914	13914
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment: basis ▶	0	0	0
Liabilities	Less: accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans <i>Webb estate</i>	22341	21086	21086
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	44073	44275	44275
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable	0	0	
	19 Deferred revenue	0	0	
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	44073	44275	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
	30 Total net assets or fund balances (see page 17 of the instructions)	44073	44275	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	44073	44275	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	44073
2 Enter amount from Part I, line 27a	2	(2165)
3 Other increases not included in line 2 (itemize) ▶ <i>value of securities</i>	3	2367
4 Add lines 1, 2, and 3	4	44275
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	44275

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TD Ameritrade			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	(See attached)		(2311)
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2755	50696	.0543
2007	5645	52992	.1065
2006	7836	87984	.0891
2005	4830	74755	.0646
2004	6250	99430	.0628

2 Total of line 1, column (d)	2	0.3773
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0756
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	44085
5 Multiply line 4 by line 3	5	3333
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	3333
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	2602

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	0	
b Exempt foreign organizations—tax withheld at source	6b	0	
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d	0	
7 Total credits and payments. Add lines 6a through 6d	7	0	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>Florida</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>None</u>				
14	The books are in care of ▶ <u>Curtis A. Kemp</u>	Telephone no. ▶	<u>703-771-1759</u>	
	Located at ▶ <u>302 Edwards Ferry Rd NE, Leesburg, VA 2</u>	ZIP+4 ▶	<u>20176</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15	<u>N/A</u>	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Marc E. Kemp	Pres, COB	0	0	0
Curtis A. Kemp	XVP, Sec, Trans	0	0	0
Carol S. Kemp	Dir - 0	0	0	0
Laura M. Kemp	Dir - 0	0	0	0
G. Diane Holden	Dir - 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2 NONE	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14008
b	Average of monthly cash balances	1b	9035
c	Fair market value of all other assets (see page 24 of the instructions)	1c	21713
d	Total (add lines 1a, b, and c)	1d	44756
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	44756
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	671
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44085
6	Minimum investment return. Enter 5% of line 5	6	2204

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2204
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2204
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2204
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2204

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2602
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2602
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2602

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2204
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				0
b From 2005				0
c From 2006				0
d From 2007				0
e From 2008				0
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>2602</u>				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
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 page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2005				0
b Excess from 2006				0
c Excess from 2007				0
d Excess from 2008				0
e Excess from 2009				0

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


- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year, (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- N/A
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
- N/A
- b** The form in which applications should be submitted and information and materials they should include:
- N/A
- c** Any submission deadlines:
- N/A
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Hillsdale College Military Ministry Care Net Camp of the Woods Christian Healing Ministries Advent Christian Village Prison Fellowship Ministries			Donation 	300 300 335 300 500 300 500
Total			3a	2535
b Approved for future payment None				
Total			3b	2535

Enter gross amounts unless otherwise indicated.

Analysis of Income-Producing Activities						
Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)						
13 Total. Add line 12, columns (b), (d), and (e)						

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
----------------------	--

NONE

Form **990-PF** (2009)

TD AMERITRADE

Realized Capital Gain/Loss Report 01/01/2009 to 12/31/2009

Tuesday, May 11, 2010

Short-term gain	0 00	Long-term gain	0 00
Short-term loss	-1,145 47	Long-term loss	-1,166 03
Short-term net	-1,145 47	Long-term net	-1,166 03
Short-term proceeds	539 02	Long-term proceeds	680 91
Short-term cost	1,684 49	Long-term cost	1,846 94

Description	Trans type	Qty	Open date	Adj cost	Close date	Adj proceeds	Adj ST gain(\$)	Adj LT gain(\$)
BROWNSTONE RESOURCES INC (BWR)	Sell	100	10/11/2007	144 99	04/16/2009	9 89		-135 10
BLACKROCK DEBT STRATEGIES F (DSU)	Sell	100	11/15/2007	582 99	04/16/2009	223 67		-359 32
BLACKROCK DEBT STRATEGIES F (DSU)	Sell	100	12/31/2007	564 98	04/16/2009	223 68		-341 30
BLACKROCK DEBT STRATEGIES F (DSU)	Sell	100	02/20/2008	553 98	04/16/2009	223 67		-330 31
PENN WEST ENERGY TRUST (PWE)	Sell	50	05/16/2008	1,684 49	04/16/2009	539 02	-1,145 47	
Total				3,531 43		1,219 93	-1,145 47	-1,166 03

**Important Disclaimer Intraday data is at least 20-minutes delayed. GainsKeeper® service and tax lot and performance reporting is offered and conducted by Wolters Kluwer Financial Services, Inc. ("WKFS") and is made available by TD AMERITRADE for general reference and education purposes only. TD AMERITRADE is not responsible for the reliability or suitability of the information. TD AMERITRADE does not provide tax advice. You may wish to consult independent sources with respect to tax lot and performance reporting.

The GainsKeeper® service and the financial information and research, including but not limited to market data, tools, analysis, services and commentary (collectively, "Information") are subject to, and expressly conditioned on, your acceptance of the GainsKeeper® Terms of Usage, including future revisions. Your use of the information constitutes your acceptance of the GainsKeeper® Terms of Usage. Access to and use of the GainsKeeper® service and other information is also governed by the TD AMERITRADE Client Agreement. TD AMERITRADE and WKFS are separate unaffiliated companies and are not responsible for one another's services or policies.

GAINKEEPER is the registered trademark of Wolters Kluwer Financial Services, Inc.

RYDEX | SGI

SECURITY GLOBAL INVESTORSSM

P.O. Box 758567
Topeka, KS 66675-8567

www.rydex-sgi.com
800.717.7776 (Express Line)
800.820.0888 (Shareholder Services)
301.296.5406 (Local & Outside of the U.S.)

Shareholder Account Statement January 1, 2009 - December 31, 2009

Page 1 of 2

Account Number: 061405896

Registration: The Ruth H Kemp Memorial Foundation
Attn: Curtis A Kemp

Account Type: Corporation

Group Number: KMPR

THE RUTH H KEMP MEMORIAL FOUNDATION
ATTN: CURTIS A KEMP
302 EDWARDS FERRY ROAD NE
LEESBURG, VA 20176

Account Activity Summary

	<u>This Period</u> <u>10/1/09 - 12/31/09</u>	<u>Year To Date</u> <u>1/1/09 - 12/31/09</u>
Opening Balance	\$13,913.37	\$13,075.40
Deposits	\$0.00	\$0.00
Reinvested Distributions	\$0.20	\$6.17
Withdrawals/Fees	\$0.00	\$0.00
Change in Market Value	\$0.00	\$832.00
Closing Balance <u>(12/31/09)</u>	\$13,913.57	\$13,913.57

Message Board

Please note that our mailing address has changed to the following:

Rydex SGI, Attn: Ops. Dept., P.O. Box 758567, Topeka, KS 66675-8567.

Distribution Summary

Fund Name	Dividends		Capital Gains		Gain Type
	<u>This Period</u>	<u>Year to Date</u>	<u>This Period</u>	<u>Year to Date</u>	
US Govt Money Mkt-Inv	\$0.20	\$6.17	\$0.00	\$0.00	

Account Summary by Fund

Fund Number	Fund Symbol	Fund Name	Opening Balance As of 1/1/09	Closing Balance As of 12/31/09	Shares Owned As of 12/31/09	Share Price As of 12/31/09
210	RYMXX	US Govt Money Mkt-Inv	\$13,075.40	\$13,913.57	13,913.570	\$1.00
Total Account Balance			\$13,075.40	\$13,913.57		

Account Number: 061405896

Registration: The Ruth H Kemp Memorial Foundation
 Attn: Curtis A Kemp

Account Activity

US Govt Money Mrkt-Inv - 210 (RYMXX)

Trade Date	Description	Number of Shares	Share Price	Dollar Amount
1/1/09	Opening Balance	13,075.400	\$1.00	\$13,075.40
1/30/09	Reinvested Dividend	5.470	\$1.00	\$5.47
* 2/10/09	Exchange To Inverse Dow 2x Strategy-H	(13,000.000)	\$1.00	(\$13,000.00)
2/10/09	Exchange From Inverse Dow 2x Strategy-H	13,832.000	\$1.00	\$13,832.00
2/27/09	Reinvested Dividend	0.070	\$1.00	\$0.07
3/31/09	Reinvested Dividend	0.060	\$1.00	\$0.06
4/30/09	Reinvested Dividend	0.060	\$1.00	\$0.06
5/29/09	Reinvested Dividend	0.060	\$1.00	\$0.06
6/30/09	Reinvested Dividend	0.060	\$1.00	\$0.06
7/31/09	Reinvested Dividend	0.070	\$1.00	\$0.07
8/31/09	Reinvested Dividend	0.060	\$1.00	\$0.06
9/30/09	Reinvested Dividend	0.060	\$1.00	\$0.06
10/30/09	Reinvested Dividend	0.070	\$1.00	\$0.07
11/30/09	Reinvested Dividend	0.060	\$1.00	\$0.06
12/31/09	Reinvested Dividend	0.070	\$1.00	\$0.07
12/31/09	Closing Balance	13,913.570	\$1.00	\$13,913.57

* Identifies transactions processed with an AM price

Inverse Dow 2x Strategy-H - 249 (RYCWX)

Trade Date	Description	Number of Shares	Share Price	Dollar Amount
1/1/09	Opening Balance	0.000	\$46.97	\$0.00
* 2/10/09	Exchange From US Govt Money Mrkt-Inv	247.619	\$52.50	\$13,000.00
2/10/09	Exchange To US Govt Money Mrkt-Inv	(247.619)	\$55.86	(\$13,832.00)
12/31/09	Closing Balance	0.000	\$25.81	\$0.00

* Identifies transactions processed with an AM price

If you believe there is a discrepancy, please notify us immediately.



Business Savings

01 3816077950701 034 160 0 0 36,806

WACHOVIA

00012171



THE RUTH H KEMP
MEMORIAL FOUNDATION INC
302 EDWARDS FERRY RD NE
LEESBURG VA 20176-2306

CB

Business Savings

12/01/2009 thru 12/31/2009

Account number. 3816077950701
Account owner(s). THE RUTH H KEMP
MEMORIAL FOUNDATION INC

Account Summary

Opening balance 12/01	\$4,632.24
Deposits and other credits	290.55 +
Interest paid	0.21 +
Closing balance 12/31	\$4,923.00

Deposits and Other Credits

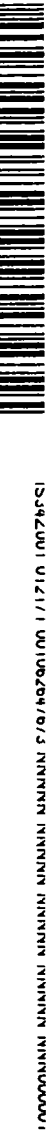
Date	Amount	Description
12/09	290.55	COUNTER DEPOSIT
12/31	0.21	INTEREST FROM 12/01/2009 THROUGH 12/31/2009
Total	\$290.76	

Interest

Number of days this statement period	31
Annual percentage yield earned	0.05%
Interest earned this statement period	\$0.21
Interest paid this statement period	\$0.21
Interest paid this year	\$10.21

Daily Balance Summary

Dates	Amount	Dates	Amount	Dates	Amount
12/09	4,922.79	12/31	4,923.00		



Free Business Checking

01

2000032716247 072 130

0 36

53,294

WACHOVIA

00019642 01 AV 0.335 01 5DGS 80



1..1.113.....111...1.11...1.111.1.11...1.11...1.11...1.1111

THE RUTH H KEMP MEMORIAL FOUNDATION INC
302 EDWARDS FERRY RD NE CB
LEESBURG VA 201762306

Free Business Checking

12/01/2009 thru 12/31/2009

Account number: 2000032716247
Account owner(s): THE RUTH H KEMP MEMORIAL FOUNDATION INC

Account Summary

Opening balance 12/01	\$6,886.53
Checks	2,535.00
Closing balance 12/31	\$4,351.53

Donations

Checks

<u>Number</u>	<u>Amount</u>	<u>Date posted</u>	<u>Number</u>	<u>Amount</u>	<u>Date posted</u>	<u>Number</u>	<u>Amount</u>	<u>Date posted</u>
1001	300.00	12/11	1004	300.00	12/14	1007	500.00	12/07
1002	300.00	12/07	1005	500.00	12/10	Total	\$2,535.00	
1003	335.00	12/18	1006	300.00	12/09			

Daily Balance Summary

<u>Dates</u>	<u>Amount</u>	<u>Dates</u>	<u>Amount</u>	<u>Dates</u>	<u>Amount</u>
12/07	6,086.53	12/10	5,286.53	12/14	4,686.53
12/09	5,786.53	12/11	4,986.53	12/18	4,351.53

January 2009

Officers / Directors of The Ruth H. Kemp Memorial Foundation, Inc.

Marc E. Kemp	President / Chairman of Board 5440 S. Maple City Rd, Maple City, MI 49664
Curtis A. Kemp	Exec. VP, Secretary, Treasurer 302 Edwards Ferry Rd NE, Leesburg, VA 20176
Carol S. Kemp	Director 23328 Live Oak Ln, Dowling Park, FL 32064
Laura M. Kemp	Director 23435 Port Gamble Rd, Poulsbo, WA 98320
G. Diane Holden	Director 7700 Lampson Ave, #28, Garden Grove, CA 92840