Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
KIMSEY FOUNDATION

A Employer identification number
52-2007895

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1700 PENNSYLVANIA AVENUE, NW, SUITE 900

B Telephone number
202-367-1037

City or town, state, and ZIP code
WASHINGTON, DC 20006

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 ▶☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 16,954,599.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	159,301.		N/A	
2 Check ▶☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	294,417.	294,417.		STATEMENT 1
4 Dividends and interest from securities	64,051.	64,051.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	560,876.			
b Gross sales price for all assets on line 6a 3,054,209.				
7 Capital gain net income (from Part IV, line 2)		560,876.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	19,797.	4,843.		STATEMENT 3
12 **Total.** Add lines 1 through 11	1,098,442.	924,187.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	300,000.	0.		300,000.
14 Other employee salaries and wages	214,236.	74,104.		140,132.
15 Pension plans, employee benefits	5,470.	0.		5,470.
16a Legal fees				
b Accounting fees STMT 4	11,650.	11,650.		0.
c Other professional fees				
17 Interest	12,636.	12,636.		0.
18 Taxes STMT 5	11,001.	553.		0.
19 Depreciation and depletion	2,606.	0.		
20 Occupancy	91,677.	0.		91,677.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	108,568.	48,076.		53,492.
24 **Total operating and administrative expenses.** Add lines 13 through 23	757,844.	147,019.		590,771.
25 Contributions, gifts, grants paid	462,800.			462,800.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,220,644.	147,019.		1,053,571.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-122,202.			
b **Net investment income** (if negative, enter -0-)		777,168.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	502,176.	369,274.	369,274.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 137,799.			
	Less: allowance for doubtful accounts ▶	179,326.	137,799.	137,799.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	16,071,785.	15,216,473.	15,216,473.
	14 Land, buildings, and equipment: basis ▶ 51,186.			
	Less accumulated depreciation STMT 8 ▶ 47,710.	6,082.	3,476.	3,476.
	15 Other assets (describe ▶ STATEMENT 9)	0.	1,227,577.	1,227,577.
	16 **Total assets** (to be completed by all filers)	16,759,369.	16,954,599.	16,954,599.
Liabilities	17 Accounts payable and accrued expenses	39,256.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	39,256.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,720,113.	16,954,599.	
	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**	16,720,113.	16,954,599.	
	31 **Total liabilities and net assets/fund balances**	16,759,369.	16,954,599.	

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	16,720,113.
2 Enter amount from Part I, line 27a	2	-122,202.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS)	3	356,688.
4 Add lines 1, 2, and 3	4	16,954,599.
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	16,954,599.

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	RNR II, LP	P	VARIOUS	VARIOUS
b	RNR II, LP	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	VARIOUS
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	113,241.			113,241.
b	16,075.			16,075.
c	785,244.		770,415.	14,829.
d	2,139,649.		1,722,918.	416,731.
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				113,241.
b				16,075.
c				14,829.
d				416,731.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 560,876.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2009	1,141,056.	15,938,255.	.071592
2008	2,136,025.	20,042,414.	.106575
2007	2,146,233.	24,367,678.	.088077
2006	1,558,307.	23,653,995.	.065879
2005	1,970,491.	24,489,602.	.080462

2	Total of line 1, column (d)	2	.412585
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	.082517
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,557,663.
5	Multiply line 4 by line 3	5	1,366,289.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,772.
7	Add lines 5 and 6	7	1,374,061.
8	Enter qualifying distributions from Part XII, line 4	8	1,053,571.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	15,543.
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	15,543.
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	15,543.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,448.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	22,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	27,448.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,905.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	5,000.	**Refunded** ▶	11	6,905.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC,VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WWW.KIMSEYFOUNDATION.ORG

14 The books are in care of ▶ MARK CHASE (CHASE ACCOUNTING ADVISO Telephone no. ▶ 202-785-0307

Located at ▶ 1700 PENNSYLVANIA AVE, NW, SUITE 900, WASHINGTON, ZIP+4 ▶ 20006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES V. KIMSEY	CHAIRMAN 10.00	0.	0.	0.
MICHAEL P. KIMSEY	EXECUTIVE DIRECTOR 40.00	200,000.	0.	0.
RAYMOND C. KIMSEY	DIRECTOR 20.00	100,000.	0.	0.
MARK J. KIMSEY	DIRECTOR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY MERRITT - 1700 PENNSYLVANIA AVE, NW, SUITE 900, WASHINGTON, DC	30.00	111,112.	0.	0.
STEPHANIE WEIR - 1700 PENNSYLVANIA AVE, NW, SUITE 900, WASHINGTON, DC	30.00	74,104.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,426,718.
b	Average of monthly cash balances	1b	393,397.
c	Fair market value of all other assets	1c	1,989,695.
d	**Total** (add lines 1a, b, and c)	1d	16,809,810.
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	16,809,810.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,147.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,557,663.
6	**Minimum investment return.** Enter 5% of line 5	6	827,883.

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

1	Minimum investment return from Part X, line 6	1	827,883.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 15,543.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	15,543.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	812,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	812,340.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	812,340.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,053,571.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,053,571.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,053,571.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				812,340.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 808,115.				
b From 2006 418,294.				
c From 2007 1,001,005.				
d From 2008 1,143,388.				
e From 2009 349,589.				
f **Total** of lines 3a through e	3,720,391.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,053,571.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				812,340.
e Remaining amount distributed out of corpus	241,231.			
5 Excess distributions carryover applied to 2010 (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	3,961,622.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	808,115.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	3,153,507.			
10 Analysis of line 9:				
a Excess from 2006 418,294.				
b Excess from 2007 1,001,005.				
c Excess from 2008 1,143,388.				
d Excess from 2009 349,589.				
e Excess from 2010 241,231.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT A				462,800.
Total			▶ 3a	462,800.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

023611 12-07-10

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	294,417.	
4 Dividends and interest from securities			14	64,051.	
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					4,843.
8 Gain or (loss) from sales of assets other than inventory			18	560,876.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a 2009 FEDERAL REFUND			01	5,054.	
b IRS REFUND OF LATE FEE			01	9,900.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		934,298.	4,843.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	939,141.

(See worksheet in line 13 instructions to verify calculations.)

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).
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 11/10/2011 | Title Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMELIA A. HILLMAN	Amelia Hillman	11/9/2011		

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP | Firm's EIN ▶

Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800
VIENNA, VA 22182 | Phone no. (703) 923-8300

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

2010

Name of the organization	**Employer identification number**
KIMSEY FOUNDATION	52-2007895

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
KIMSEY FOUNDATION	52-2007895

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES KIMSEY 600 CHAIN BRIDGE ROAD MCLEAN, VA 22101	$ 159,301.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
KIMSEY FOUNDATION	52-2007895

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

KIMSEY FOUNDATION

Employer identification number

52-2007895

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB - ACCT# 2222	66,471.
CHARLES SCHWAB - ACCT# 7242	227,730.
IRS	132.
RNR II LP	84.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	294,417.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - ACCT# 2222	9.	0.	9.
CHARLES SCHWAB - ACCT# 7242	9,524.	0.	9,524.
GK FUND	1,398.	0.	1,398.
RNR II LP	52,824.	0.	52,824.
SMITH BARNEY - ACCT# 4264	296.	0.	296.
TOTAL TO FM 990-PF, PART I, LN 4	64,051.	0.	64,051.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	4,843.	4,843.	
2009 FEDERAL REFUND	5,054.	0.	
	9,900.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,797.	4,843.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX & ACCOUNTING FEES	11,650.	11,650.		0.
TO FORM 990-PF, PG 1, LN 16B	11,650.	11,650.		0.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	553.	553.		0.
2009 FEDERAL EXCISE TAXES	5,000.	0.		0.
2010 FEDERAL EXCISE TAXES	5,448.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,001.	553.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,970.	0.		1,970.
DUES & SUBSCRIPTIONS	18,750.	0.		11,750.
WEB MAINTENANCE	744.	0.		744.
INVESTMENT MANAGEMENT FEES	29,053.	29,053.		0.
MISCELLANEOUS EXPENSES	19,329.	19,023.		306.
MEALS & ENTERTAINMENT	4,150.	0.		4,150.
TELEPHONE AND INTERNET	9,546.	0.		9,546.
POSTAGE & DELIVERY	2,590.	0.		2,590.
PRINTING AND COPYING	1,237.	0.		1,237.
OFFICE SUPPLIES	9,175.	0.		9,175.
COMPUTER SUPPORT	12,024.	0.		12,024.
TO FORM 990-PF, PG 1, LN 23	108,568.	48,076.		53,492.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT ACCOUNTS	FMV	14,643,341.	14,643,341.
RNR II (QP), LLP	FMV	0.	0.
RAMSEY BPI INVESTOR, LLC	FMV	260,228.	260,228.
GK FUND	FMV	0.	0.
DIGITAL SPORTS HOLDINGS	FMV	312,904.	312,904.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,216,473.	15,216,473.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE (DOMAIN NAMES)	90.	90.	0.
OFFICE FURNITURE	16,575.	16,575.	0.
WEBSITE CONSTRUCTION	11,250.	11,250.	0.
TELEPHONE EQUIPMENT	1,096.	1,096.	0.
COMPUTER EQUIPMENT	6,114.	5,578.	536.
COMPUTER EQUIPMENT	3,472.	3,393.	79.
COMPUTER EQUIPMENT	3,040.	2,363.	677.
SERVER	9,549.	7,365.	2,184.
TOTAL TO FM 990-PF, PART II, LN 14	51,186.	47,710.	3,476.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTION RECEIVABLE - RNR II	0.	1,227,577.	1,227,577.
TO FORM 990-PF, PART II, LINE 15	0.	1,227,577.	1,227,577.

Kimsey Foundation
Grants Contributions Paid in 2010
December 31, 2010

Statement A

Recipient Name and Address	Relationship	Foundation Status	Purpose of Contribution	Amount
Best Friends Foundation 5335 Wisconsin Ave, NW Suite 400 Washington, DC 20015	N/A	Public Charity	General Operating	10,000
Chess Challenge in DC 5185 MacArthur Blvd, NW #620 Washington, DC 200016	N/A	Public Charity	General Operating	1,000
Communities in Schools of the Nation's Capital 3121 South Street, NW Washington, DC 20007	N/A	Public Charity	General Operating	80,000
Council on Foreign Relations 58 East 68th Street New York, NY 10065	N/A	Public Charity	General Operating	5,000
Economic Club of Washington 1156 15th St, NW Ste 600 Washington, DC 20005	N/A	Public Charity	General Operating	1,500
Fair Chance 733 15th Street, NW, Ste 440 Washington, DC 20005	N/A	Public Charity	General Operating	10,000
Fight for Children, Inc 1650 Tysons Blvd, Ste 1600 McLean, VA 22102	N/A	Public Charity	General Operating	52,100
Friends of Ballou 1201 15th Street NW, Ste 420 Washington DC 20005	N/A	Public Charity	General Operating	5,000
Gonzaga College High School Nineteen Eye Street, NW Washington, DC 20001	N/A	Public Charity	General Operating	15,000
Higher Achievement Program 317 8th Street, NE Washington, DC 20002	N/A	Public Charity	General Operating	25,000
Institute for Education 4410 Massachusetts Ave, NW Washington, DC 20016	N/A	Public Charity	General Operating	5,000
James Eichberg Foundation 6117 Ramsgate Road Bethesda, MD 20816	N/A	Public Charity	General Operating	2,500
JMU Foundation 800 South Main St	N/A	Public Charity	General Operating	2,000

Harrisonburg, VA 22807				
John F Kennedy Center 2700 F Street NW Washington, DC 20566-0001	N/A	Public Charity	General Operating	100,000
KIPP DC 910 17th Street, Ste 1050 Washington, DC 20006	N/A	Public Charity	General Operating	25,000
LearnServe International Box 6203 Washington DC 20015	N/A	Public Charity	General Operating	25,000
Lenox Hill Neighborhood House 331 East 70th Street New York, NY 10021	N/A	Public Charity	General Operating	5,000
Maryland Province Jesuits 8600 LaSalle Rd, Ste 620 Towson, MD 21286	N/A	Public Charity	General Operating	5,000
MPD Foundation 233 South Wacker Drive, Ste 375 Chicago, IL 60606	N/A	Public Charity	General Operating	1,000
National Chamber Foundation 1615 H Street, NW Washington, DC 20062	N/A	Public Charity	General Operating	25,000
National Maritime Heritage Foundation 236 Massachusetts Ave NE Ste 410 Washington DC 20002	N/A	Public Charity	General Operating	5,000
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509	N/A	Public Charity	General Operating	1,700
Our Daily Bread PO Box 2222 Grand Rapids, MI 49501	N/A	Public Charity	General Operating	500
Potomac Conservancy 8601 Georgia Avenue Ste 612 Silver Spring, MD 20910	N/A	Public Charity	General Operating	1,000
Potomac Riverkeeper 1100 15th Street, NW 11th Floor Washington, DC 20005	N/A	Public Charity	General Operating	1,000
Philanthropy Roundtable 1150 17th Street, NW Ste 503 Washington, DC 20036	N/A	Public Charity	General Operating	500
Sibley Memorial Hospital Foundation	N/A	Public Charity	General Operating	10,000

5255 Loughboro Road, NW Washington, DC 200016				
Septima Clark Public Charter School 425 Chesapeake Street SE Washington DC 20032	N/A	Public Charity	General Operating	5,000
Teach for America 1411 K Street, NW 12th Floor Washington, DC 20005	N/A	Public Charity	General Operating	5,000
The Experiment in International Living PO Box 676 Kipling Rd Brattleboro, VT 05301	N/A	Public Charity	General Operating	1,000
The Institute for Responsible Citizenship 1227 25th Street, NW 6th Floor Washington, DC 20037	N/A	Public Charity	General Operating	5,000
The National Research Council 500 5th Street, NW Washington, DC 20001	N/A	Public Charity	General Operating	5,000
WAMU 4000 Brandywine Street, NW Washington, DC 20016	N/A	Public Charity	General Operating	5,000
Washington International School 3100 Macomb Street, NW Washington, DC 20008	N/A	Public Charity	General Operating	1,000
The West Point Fund United States Military Academy West Point, New York 10996	N/A	Public Charity	General Operating	16,000
Total				**462,800**

This is cost basis information for the Schwab reports.

Appleton Partners, Inc.

REALIZED GAINS AND LOSSES

A1545 - KIMSEY FOUNDATION

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Original Cost	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-13-09	01-27-10	65,000	GOLDMAN SACHS GP INC FDIC TLGP 1 625% Due 07-15-11	64,911.60	64 948 33	65,780 00		831 67
01-21-09	01-27-10	100,000	MORGAN STANLEY 0 000% Due 01-09-14	73,000 00	77 920 70	95,500 00		17,579 30
01-01-85	02-01-10	100 000	HOME DEPOT INC COM	100 00	100 00	2,796 11		2 696 11
01-01-85	02-01-10	500 000	INTERPUBLIC GROUP COS COM	500 00	500 00	3 272 60		2,772 60
09-29-08	02-01-10	625 000	POWERSHARES QQQ TRUST UNIT SER 1	22,113 68	22,113 68	26 810 08		4 696.40
04-04-08	02-03-10	75,000	CITIGROUP INC 5 500% Due 04-11-13	74,619 00	74,747 14	78,375 00		3 627.86
11-13-08	02-05-10	1,000 000	CARDIOME PHARMA CORP COM NEW	3,554 62	3,554 62	5,060 98		1,506 36
01-01-85	02-05-10	200 000	DIAMONDS TR UNIT SER 1	200 00	200 00	19,962 99		19,762 99
09-29-08	02-05-10	50 000	GOLDMAN SACHS GROUP COM	5 293 70	5,293 70	7 569.95		2,276 25
01-01-85	02-05-10	600 000	OPEN JT STK CO-VIMPEL SPONSORED ADR	600 00	600 00	10,606 41		10,006 41
09-29-08	02-05-10	225 000	POWERSHARES QQQ TRUST UNIT SER 1	7 960.93	7,960 93	9,607 65		1,646 72
09-29-08	03-24-10	800 000	POWERSHARES QQQ TRUST UNIT SER 1	28 305 51	28 305 51	38,439 36		10,133.85
10-06-08	04-07-10	600 000	ASTRAZENECA PLC SPONSORED ADR	25,431.39	25,431 39	26,847 79		1,416 40
05-11-09	04-07-10	223 000	AVIAT NETWORKS INC COM	1 172 98	1 172.98	1,532 25	359 27	
11-13-08	04-07-10	4 500.000	CARDIOME PHARMA CORP COM NEW	15 995 77	15,995.77	32,407 86		16,412 09
01-01-85	04-07-10	500 000	FOSTER WHEELER AG COM	500 00	500.00	15,092 79		14,592 79
09-29-08	04-07-10	300.000	GOLDMAN SACHS GROUP COM	31 762 22	31,762 22	52,801 55		21,039 32
01-01-85	04-07-10	50 000	GOOGLE INC CL A	50 00	50 00	28,293 57		28,243 57
01-01-85	04-07-10	450 000	HARRIS CORP DEL COM	450 00	450 00	21,722.08		21 272 08
09-29-08	04-07-10	500 000	J P MORGAN CHASE & CO COM	22,446 99	22 446.99	22,806 89		359 90
10-10-08	04-07-10	100.000	JOHNSON & JOHNSON COM	5,878 40	5,878 40	6,519 03		640 63
10-06-08	04-07-10	500 000	NOVARTIS A G SPONSORED ADR	26,009 94	26 009 94	26,066 60		56 66
01-01-85	04-07-10	1,400 000	OPEN JT STK CO-VIMPEL SPONSORED ADR	1,400 00	1,400 00	25 753.41		24 353.41
01-01-85	04-07-10	300 000	SPDR S&P 500 ETF TRUST	300 00	300 00	35 640 04		35 340.04
02-06-07	04-13-10	220,000 000	GS MTG COML 2006-GG6 5 553% Due 04-10-38	222,285 94	222,285 94	219 450 00		-2,835 94
06-22-07	04-13-10	302,000 000	GE CAP CMBS 2001-3 6 070% Due 06-10-38	305,928 36	305,928 36	317,005 78		11,077.42
02-06-07	04-13-10	105,000 000	LB-UBS CMBS 2006-C1 5 156% Due 02-15-31	103,310 16	103,310 16	107,165 73		3 855 57
05-02-07	04-13-10	158,000 000	CD 2006-CD3 MTG TR 5 658% Due 10-15-48	160,727 97	160,727 97	160,962 50		234 53
10-22-09	05-03-10	150 000	BP CAP MKTS P L C 5 250% Due 11-07-13	165 220 50	163,333 40	163,698 00	364 60	
11-12-09	06-18-10	100 000	FEDERAL HOME LN MTG CORP 4 340% Due 12-18-17	100 815.00	100,000 00	100,000 00		

Appleton Partners, Inc.

REALIZED GAINS AND LOSSES

A1545 - KIMSEY FOUNDATION

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Original Cost	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-22-09	06-28-10	150 000	PROCTER & GAMBLE CO 4 600% Due 01-15-14	161,461 50	159,731 24	163 795 64	4,064 40	
04-07-10	08-23-10	450 000	MCDERMOTT INTL INC COM	6,208 16	6,208 16	5,635 12	-573 04	
12-10-09	11-10-10	200 000	CREDIT SUISSE FIRST BOSTON USA 6 125% Due 11-15-11	218,000 00	209 418 17	210,888 00	1,469 83	
01-01-85	11-11-10	500 000	AMERICA MOVIL SA DE CV SPON ADR L SHS	500 00	500 00	28,800 87		28,300 87
01-01-85	11-11-10	80 000	GOOGLE INC CL A	80 00	80 00	49,324 62		49 244 62
10-10-08	11-11-10	500 000	WAL MART STORES INC COM	25,739 49	25,739 49	27,066 09		1,326 60
09-29-08	11-11-10	850 000	POWERSHARES QQQ TRUST UNIT SER 1	30 074 61	30,074 61	45,133 79		15,059 18
01-01-85	11-11-10	400 000	SPDR S&P 500 ETF TRUST	400 00	400 00	48,410 63		48,010 63
10-20-09	11-17-10	150,000	GENERAL ELEC CAP CORP MTN BE 5 875% Due 02-15-12	161,170 50	156,030 05	158,625 00		2,594 95
10-22-09	11-17-10	150,000	FEDERAL FARM CR BKS CONS 4 875% Due 01-17-17	163 284 00	161 537.01	173,025 00		11,487 99
04-01-08	11-17-10	40,000	VERIZON COMMUNICATIONS INC 6 100% Due 04-15-18	39,791 60	39,834.78	46,946.40		7 111 62
12-10-09	11-18-10	200,000	BOEING CO 5 000% Due 03-15-14	218,598 00	214 663 73	222,140 00	7,476 27	
07-21-10	12-14-10	550 000	GREEN MTN COFFEE ROAST COM	15,886 85	15 886 85	17 554 51	1,667 66	
TOTAL GAINS							15,402 03	419,567 39
TOTAL LOSSES							-573 04	-2,835.94
				2,512,039.38	**2,493,332.24**	**2,924,892.67**	**14,828.99**	**416,731.45**

TOTAL REALIZED GAIN LOSS 431 560 43

APPLETON *PARTNERS*, INC.