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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: The Kneisel Foundation, Inc.

A Employer identification number: 04-3136120

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

Room/suite:

B Telephone number (see instructions): (978) 922-5000

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

C If exemption application is pending, check here ▶ ☐

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

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)* ▶ $ 3,597,862

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) (see instructions))*

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	0			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	0	0		
4	Dividends and interest from securities	88,448	88,448		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	144,834			
b	Gross sales price for all assets on line 6a 1,853,782				
7	Capital gain net income (from Part IV, line 2)		144,834		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) TAX REFUND	3,684	0		
12	**Total.** Add lines 1 through 11	236,966	233,282	----------	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	304	0		
b	Accounting fees (attach schedule) ADVISORY	10,750	0		
c	Other professional fees (attach schedule) ADR FEES	40,582	40,582		
17	Interest				
18	Taxes (attach schedule) (see instructions) 4940 TAX/FTC/990-T	5,583	1,899		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications FILING/BANK FEE-BROK FEE				
23	Other expenses (attach schedule) NON -DED EXP.	89	0		0
24	**Total operating and administrative expenses.** Add lines 13 through 23	57,308	42,481	----------	
25	Contributions, gifts, grants paid	192,600			192,600
26	**Total expenses and disbursements.** Add lines 24 and 25	249,908	42,481	----------	192,600
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-12,942			
b	**Net investment income** (if negative, enter -0-)		190,801		
c	**Adjusted net income** (if negative, enter -0-)			----------	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,239	14,563	14,563
	2	Savings and temporary cash investments	528,937	859,016	859,016
	3	Accounts receivable ▶ PROCEEDS/INTEREST/DIVS RECEIVABLE			
		Less: allowance for doubtful accounts ▶	0	88,933	88,933
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges (INTEREST)	0	24	24
	10 a	Investments—U S and state government obligations (attach schedule)	105,728	0	0
	b	Investments—corporate stock (attach schedule)	2,212,102	1,769,760	1,906,450
	c	Investments—corporate bonds (attach schedule)	436,400	659,004	728,876
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,292,406	3,391,300	3,597,862
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable	5,000	12,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	5,000	12,000	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,305	1,305	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	153,935	153,935	
	29	Retained earnings, accumulated income, endowment, or other funds	3,132,166	3,224,060	
	30	**Total net assets or fund balances** (see instructions)	3,287,406	3,379,300	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,292,406	3,391,300	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,287,406
2	Enter amount from Part I, line 27a	2	-12,942
3	Other increases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	3	0
4	Add lines 1, 2, and 3	4	3,274,464
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	104,836
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,379,300

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULE - SHORT TERM	P	VAR	VAR.
b	SEE ATTACHED SCHEDULE - LONG TERM	P	VAR.	VAR.
c				
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	579,263		585,000	-5,737
b	1,274,519		1,123,948	150,571
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				-5,737
b				150,571
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 144,834

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 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 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))
2010	221,300	3,698,809	0.059830
2009	211,710	3,339,605	0 063394
2008	231,415	4,122,408	0.056136
2007	237,900	4,906,546	0 048486
2006	248,175	4,457,568	0 055675

2 **Total** of line 1, column (d)	2	0.283521
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	0.056704
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,777,619
5 Multiply line 4 by line 3	5	214,206
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,908
7 Add lines 5 and 6	7	216,114
8 Enter qualifying distributions from Part XII, line 4	8	192,600

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,816	
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	3,816	
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	3,816	
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,684			
b Exempt foreign organizations—tax withheld at source — 6b: ----------			
c Tax paid with application for extension of time to file (Form 8868) — 6c: 4,100			
d Backup withholding erroneously withheld — 6d: ----------			
7 Total credits and payments Add lines 6a through 6d	7	7,784	
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	0	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,968	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,968 **Refunded** ▶	11	----------	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MASSACHUSETTS			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

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

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

		Line	Yes	No
16	At any time during calendar year 2011, 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 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 instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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 instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
~~NONE~~- SEE ATTACHED SCHEDULE	VARIOUS	0	0	0
SEE ATTACHED SCHEDULE	VARIOUS	0	0	0
SEE ATTACHED SCHEDULE	VARIOUS	0	0	0
SEE ATTACHED SCHEDULE	VARIOUS	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 ▶				NONE

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

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

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

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

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

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

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

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	3,397,526
b	Average of monthly cash balances	1b	437,620
c	Fair market value of all other assets (see instructions)	1c	----------
d	**Total** (add lines 1a, b, and c)	1d	3,835,146
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	----------
3	Subtract line 2 from line 1d	3	3,835,146
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	57,527
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,777,619
6	**Minimum investment return.** Enter 5% of line 5	6	188,881

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	188,881
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,816		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	----------		
c	Add lines 2a and 2b			2c	3,816
3	Distributable amount before adjustments Subtract line 2c from line 1			3	192,697
4	Recoveries of amounts treated as qualifying distributions			4	----------
5	Add lines 3 and 4			5	192,697
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	192,697

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	192,600
b	Program-related investments—total from Part IX-B	1b	----------
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	----------
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	----------
b	Cash distribution test (attach the required schedule)	3b	----------
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	192,600
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	192,600

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				192,697
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			0	
b	Total for prior years: 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 21,671				
b	From 2007 3,232				
c	From 2008 25,700				
d	From 2009 44,196				
e	From 2010 38,228				
f	Total of lines 3a through e	133,027			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 192,600				
a	Applied to 2010, 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 2011 distributable amount				192,600
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	97			97
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	132,930			
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 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	21,574			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	111,356			
10	Analysis of line 9:				
a	Excess from 2007 3,232				
b	Excess from 2008 25,700				
c	Excess from 2009 44,196				
d	Excess from 2010 38,228				
e	Excess from 2011 0				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 instructions.)

1 Information Regarding Foundation Managers:

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

WILLIAM J. KNEISEL / ANNE H KNEISEL

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	EXEMPT	CHARITABLE	192,600
Total . . . . ▶ **3a**				192,600
b *Approved for future payment*				
Total . . . . ▶ **3b**				NONE

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (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 (See instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					

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

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: W J Kneisel — Date: 11.15.12 — Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey L. Newhouse	[signature]	11/13/12		P00296489
Firm's name 271 West 13th Street			Firm's EIN ▶	
Firm's address ▶Tulsa, OK 74127			Phone no	

Client Statement

For the period 12/01/2011 to 12/30/2011

KNEISEL FOUNDATION INC - 2011 Form 990-PF
EIN: 04-3136120
Part II, Lines 10 b + c

NEUBERGER | BERMAN

JPMCC Account: 541-23404 017
Base Currency: USD
NB Account Number: 550-44246

Positions In Your Account

EQUITIES

1,300	ALLEGHENY TECHNOLOGIES INC		07/28/2010	48 3584	62,865 92		62,140 00			
925	ALLEGHENY TECHNOLOGIES INC		08/12/2010	44.0830	40,776 78		44,215 00			
2,225	POSITION TOTAL	ATI		46.5810	103,642.70	47 8000	106,355 00	3 04	1,602 00	1 51
3,150	***AMDOCS LIMITED		12/30/2005	27.4580	86,492 70		89,869 50			
725	***AMDOCS LIMITED		07/28/2008	29 9179	21,690 48		20,684 25			
825	***AMDOCS LIMITED		06/01/2009	22 2262	18,336 62		23,537 25			
4,700	POSITION TOTAL	DOX		26.9191	126,519.80	28 5300	134,091.00	3 84	0 00	0.00
6,300	CENTERPOINT ENERGY INC	CNP	03/24/2011	17.1128	107,810.33	20 0900	126,567 00	3 62	4,977 00	3 93
7,200	CORNING INC	GLW	09/15/2009	15.7120	113,126 40	12 9800	93,456 00	2 67	2,160.00	2 31
800	***COVIDIEN PLC		05/01/2009	32.4809	25,984.72		36,008 00			
825	***COVIDIEN PLC		06/11/2009	36.1292	29,806.59		37,133 25			
675	***COVIDIEN PLC		05/27/2010	42.3909	28,613.83		30,381.75			
2,300	POSITION TOTAL	COV		36.6979	84,405.14	45.0100	103,523.00	2.96	2,070.00	2.00
4,500	EBAY INC	EBAY	02/04/2010	22.6975	102,138.75	30.3300	136,485.00	3.91	0.00	0.00
1,075	EOG RES INC	EOG	11/04/2004	33.4664	36,030.08	98.5100	105,898.25	3.03	688.00	0.65
1,650	EXPRESS SCRIPTS INC COMMON	ESRX	11/16/2011	45.8512	75,654.48	44.6900	73,738.50	2.11	0.00	0.00

NBS01R1(2W) (05-09)

Base Currency: USD

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt. Value	% Portfolio (12)	Annual Income (6)	Yield (10)
EQUITIES (Continued)										
4,100	***ITAU UNIBANCO BANCO HOLDING S A SPONSORED ADR REPSTG 500 PFD		03/25/2010	20 5976	84,450 16		76,096 00			
1,350	***ITAU UNIBANCO BANCO HOLDING S A SPONSORED ADR REPSTG 500 PFD		05/19/2010	17 9233	24,196 46		25,056 00			
1,025	***ITAU UNIBANCO BANCO HOLDING S A SPONSORED ADR REPSTG 500 PFD		05/26/2010	17 6629	18,104 47		19,024 00			
6,475	**POSITION TOTAL**	ITUB		19 5755	126,751 09	18 5600	120,176 00	3 44	556 85	0 46
2,550	METLIFE INC		10/05/2010	39 5981	100,975 21		79,509 00			
525	METLIFE INC		11/30/2010	37 8182	19,854 56		16,369 50			
3,075	**POSITION TOTAL**	MET		39 2942	120,829 77	31 1800	95,878 50	2 74	615 00	0 64
2,000	***NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS	03/30/2011	54 4049	108,809 80	57 1700	114,340 00	3.27	3,494 62	3.06
1,000	OCCIDENTAL PETE CORP	OXY	09/11/2009	77 4562	77,456 17	93 7000	93,700 00	2 68	1,840 00	1 96
3,450	ORACLE CORP	ORCL	01/26/2011	32 4066	111,802 77	25 6500	88,492 50	2 53	828 00	0 94
6,200	***PEARSON PLC ORD 25P	0677608	03/29/2011	17 4282	108,054 96	18 8349	116,776 13	3 34	3,816 98	3 27
4,950	QUANTA SERVICES INC	PWR	04/28/2011	21 1891	104,886 05	21 5400	106,623 00	3 05	0 00	0.00
1,325	REINSURANCE GROUP OF AMERICA INCORPORATED	RGA	05/20/2009	35 5333	47,081 62	52 2500	69,231.25	1 98	954 00	1 38
3,375	TEXAS INSTRUMENTS INC	TXN	06/13/2011	31 8862	107,615 93	29 1100	98,246 25	2 81	2,295 00	2 34
3,576	***UNILEVER N V NEW YORK SHS NEW ADR	UN	02/03/2011	29 9705	107,144 54	34 3700	122,872 75	3 52	3,768 05	3 07
TOTAL EQUITIES					1,769,760.38		1,906,450.13	54.54	29,665.50	1.56

Client Statement

For the period 12/01/2011 to 12/30/2011

KNEISEL FOUNDATION INC

NEUBERGER | BERMAN

JPMCC Account: 541-23404 017
Base Currency: USD
NB Account Number: 550-44246

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost [1][4][9]	Total Cost [1][4][9]	Price	Mkt. Value	% Portfolio [12]	Annual Income [6]	Yield [10]
	CORPORATE BONDS									
125,000	AMERICAN EXPRESS BK FSB MEDIUM TERM NTS DATED DATE 04/16/08 DUE 04/16/2013 5 500% AO 16	02580ECN1	11/03/2008	83.0170	103,771 25	104 5250	130,656.25	3.74	6,875 00	1 90
100,000	GENERAL ELEC CAP CORP NOTES DATED DATE 01/07/11 DUE 01/07/2014 1 095% JAJO 07	36962G4W1	10/11/2011	98 2960	98,296 00	98 5280	98,528 00	2.82	1,233 61	2 00
100,000	HESS CORP SENIOR UNSECURED NOTES DATED DATE 02/03/09 DUE 02/15/2014 7 000% FA 15	42809HAA5	01/30/2009	101 4720	101,472 00	110 9980	110,998 00	3 18	7,000 00	1 68
100,000	***INGERSOLL RAND GLOBAL HLDG CO LTD DATED DATE 04/03/09 DUE 04/15/2014 9 500% AO 15	45687AAE2	04/01/2009	102 2500	102,250 00	116 2370	116,237.00	3 33	9,500 00	2.15
125,000	REINSURANCE GRP OF AMER SR UNSECURED DATED DATE 05/27/11 DUE 06/01/2021 5 000% JD 01	759351AJ8	05/24/2011	99 4470	124,308 75	103.6180	129,522 50	3 71	6,250.00	4 52
125,000	STAPLES INC SR NT DATED DATE 01/15/09 DUE 01/15/2014 9.750% JJ 15	855030AJ1	01/12/2009	103 1250	128,906 25	114.3470	142,933 75	4.09	12,187.50	2.45
	TOTAL CORPORATE BONDS				659,004.25		728,875.50	20.87	43,046.11	2.50

NBS01R1(2W) (05-09)

EIN: 04-3136120 2011 Form 990 PF - Part IV

Capital Gains & Losses

FROM Jan 01, 2011 TO Dec 31, 2011

REG. REP - 017
PORTFOLIO NO. - 550-44246 (JPMCC NO. 541-23404)
FISCAL YEAR END - 12/31
TAX EXEMPT CODE - N
DENOMINATED IN - U.S. Dollars
REPORT RUN DATE - Feb 09, 2012

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

DESCRIPTION	UNITS ORIG FACE	PURCHASE DATE	PURCHASE PRICE FX RATE	SALE DATE MNY CURR	SALE PRICE FX RATE	ADJUSTED BASIS ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L DISCOUNT INC
CAPITAL GAINS - COVERED										
CENTERPOINT ENER	700.000	03/24/11	17.11	05/12/11	18.90	11,978.92	13,229.74	1,250.82	ST	
***NOVARTIS AG-S	225.000	03/30/11	54.40	05/12/11	60.84	12,241.10	13,688.60	1,447.50	ST	
QUANTA SERVICES	600.000	04/28/11	21.19	05/12/11	19.63	12,713.46	11,778.85	-934.61	ST	
ORACLE CORP	400.000	01/26/11	32.41	05/12/11	35.16	12,962.64	14,063.76	1,101.12	ST	
TETRA TECH INC N	425.000	02/17/11	23.17	05/12/11	24.34	9,845.51	10,342.73	497.22	ST	
***UNILEVER N V NEW YORK SHS NEW	400.000	02/03/11	29.97	05/12/11	32.85	11,988.20	13,140.50	1,152.30	ST	
***PEARSON PLC-O	700.000	03/29/11	17.43	05/13/11	18.77	12,199.75	13,141.07	941.32	ST	
TETRA TECH INC N	3,900.000	02/17/11	23.17	12/13/11	21.44	90,347.01	83,606.52	-6,740.49	ST	
SAME AS ABOVE	1,225.000	07/21/11	22.91	12/13/11	21.44	28,060.71	26,261 02	-1,799.69	ST	
SAME AS ABOVE	600.000	07/20/11	22.27	12/13/11	21.44	13,359.54	12,862.54	-497.00	ST	
QUANTA SERVICES	350.000	04/28/11	21.19	12/19/11	20.57	7,416.18	7,201.01	-215.17	ST	
ORACLE CORP	3,450.000	01/26/11	32.41	12/29/11	25.78	111,802.77	88,933.08	-22,869.69	ST	
	12,975					334,915.79	308,249.42	-26,666.37	ST	
								0.00	LT	
SECTION TOTAL	12,975					334,915.79	308,249.42	-26,666.37	ST	
								0.00	LT	
CAPITAL GAINS - NONCOVERED										
GILEAD SCIENCES	550.000	04/20/10	45.74	03/29/11	42.00	25,159.48	23,097.85	-2,061.63	ST	
ALLEGHENY TECHNO	250.000	07/28/10	48.36	05/12/11	70.58	12,089.60	17,644.69	5,555.09	ST	
***COVIDIEN PLC	250.000	05/27/10	42.39	05/12/11	55.90	10,597.72	13,974.88	3,377.16	ST	
FREEPORT MCMORAN GOLD INC- COMMON SH	250.000	10/27/10	47.71	05/12/11	49.01	11,927.22	12,251.99	324.77	ST	
METLIFE INC	350.000	10/05/10	39.60	05/12/11	44.85	13,859.34	15,698.38	1,839.04	ST	
***TELVENT GIT S	325.000	10/01/10	23.83	05/12/11	31.26	7,745.10	10,160.50	2,415.40	ST	
SAME AS ABOVE	925.000	10/01/10	23.83	06/22/11	39.84	22,043.75	36,855.30	14,811.55	ST	
SAME AS ABOVE	800.000	10/01/10	23.83	06/27/11	39.85	19,064.86	31,879.62	12,814.76	ST	

004091 LHYGT702 005347

DESCRIPTION	UNITS ORIG FACE	PURCHASE DATE	PURCHASE PRICE FX RATE	SALE DATE MNY CURR	SALE PRICE FX RATE	ADJUSTED BASIS ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L DISCOUNT INC
SAME AS ABOVE	200.000	10/01/10	23.83	06/28/11	39.85	4,766.22	7,969.84	3,203.62	ST	
SAME AS ABOVE	850.000	10/01/10	23.83	07/01/11	39.85	20,256.42	33,871.84	13,615.42	ST	
FREEPORT MCMORAN GOLD INC- COMMON SH	2,150.000	10/27/10	47.71	09/26/11	31.45	102,574.12	67,608.46	-34,965.66	ST	
	6,900					250,083.83	271,013.35	20,929.52	ST	
CISCO SYSTEMS IN	2,675.000	02/05/09	16.24	02/10/11	19.46	43,441.47	52,041.93	8,600.46	LT	
EMC CORP-MASS	2,300.000	05/11/06	13.04	03/29/11	27.24	29,985.79	62,643.66	32,657.87	LT	
GILEAD SCIENCES	2,100.000	09/22/09	46.10	03/29/11	42.00	96,813.15	88,191.80	-8,621.35	LT	
PETSMART INC	2,300.000	04/09/09	22.80	03/29/11	41.06	52,432.64	94,436.41	42,003.77	LT	
OCCIDENTAL PETE	300.000	09/11/09	77.46	04/28/11	102.66	23,236.85	30,796.15	7,559.30	LT	
***AMDOCS LIMITE	525.000	07/28/08	29.92	05/12/11	29.92	15,706.90	15,708.85	1.95	LT	
APPLIED MATERIAL	950.000	03/19/10	12.47	05/12/11	15.06	11,848.31	14,308.72	2,460.41	LT	
COVANTA HOLDING	650.000	12/14/09	16.36	05/12/11	16.82	10,636.27	10,935.20	298.93	LT	
CORNING INC	800.000	09/15/09	15.71	05/12/11	20.88	12,569.60	16,704.23	4,134.63	LT	
EOG RES INC	125.000	11/04/04	33.47	05/12/11	106.01	4,189.54	13,250.69	9,061.15	LT	
EBAY INC	500.000	02/04/10	22.70	05/12/11	33.36	11,348.75	16,680.99	5,332.24	LT	
ITT INDUSTRIES I	250.000	01/17/08	58.57	05/12/11	57.69	14,642.50	14,421.55	-220.95	LT	
***ITAU UNIBANCO S A SPONSORED ADR RE	725.000	03/25/10	20.60	05/12/11	22.80	14,933.26	16,530.41	1,597.15	LT	
NALCO HOLDING CO	400.000	07/17/07	25.54	05/12/11	28.98	10,217.60	11,592.33	1,374.73	LT	
OCCIDENTAL PETE	125.000	09/11/09	77.46	05/12/11	103.08	9,682.02	12,885.18	3,203.16	LT	
REINSURANCE GROU INCORPORATED	275.000	05/20/09	35.53	05/12/11	62.76	9,771.66	17,258.94	7,487.28	LT	
***THOMSON REUTE	325.000	03/18/09	21.86	05/12/11	39.00	7,104.73	12,675.95	5,571.22	LT	
VCA ANTECH INC	550.000	02/06/08	31.93	05/12/11	24.14	17,563.37	13,276.52	-4,286.85	LT	
APPLIED MATERIAL	8,575.000	03/19/10	12.47	06/13/11	12.47	106,946.54	106,967.64	21.10	LT	
REINSURANCE GROU INCORPORATED	450.000	05/20/09	35.53	07/18/11	59.84	15,989.98	26,928.65	10,938.67	LT	
NALCO HOLDING CO	1,150.000	07/17/07	25.54	07/20/11	37.30	29,375.60	42,894.17	13,518.57	LT	
REINSURANCE GROU INCORPORATED	675.000	05/20/09	35.53	07/26/11	60.07	23,984.98	40,546.81	16,561.83	LT	
NALCO HOLDING CO	250.000	07/17/07	25.54	08/08/11	31.62	6,386.00	7,904.50	1,518.50	LT	
SAME AS ABOVE	2,050.000	10/05/05	15.24	08/08/11	31.62	31,438.80	64,816.88	33,378.08	LT	
***THOMSON REUTE	2,800.000	03/18/09	21.86	09/06/11	28.65	61,209.98	80,210.02	19,000.04	LT	
VCA ANTECH INC	2,300.000	02/06/08	31.93	09/06/11	17.00	73,446.82	39,092.12	-34,354.70	LT	
SAME AS ABOVE	1,700.000	07/26/10	20.70	09/06/11	17.00	35,188.64	28,894.17	-6,294.47	LT	
SAME AS ABOVE	875.000	07/26/10	20.70	09/07/11	17.29	18,111.80	15,124.25	-2,987.55	LT	
ITT INDUSTRIES I	2,150.000	01/17/08	58.57	10/19/11	44.24	125,925.50	95,113.53	-30,811.97	LT	
COVANTA HOLDING	5,750.000	12/14/09	16.36	12/13/11	14.12	94,090.13	81,168.95	-12,921.18	LT	

CAPITAL GAINS SCHEDULE

FROM Jan 01, 2011 TO Dec 31, 2011

DESCRIPTION	UNITS / ORIG FACE	PURCHASE DATE	PURCHASE PRICE / FX RATE	SALE DATE / MNY CURR	SALE PRICE / FX RATE	ADJUSTED BASIS / ORIGINAL COST	PROCEEDS	SECURITY GAIN/LOSS	IND	CURRENCY G/L / DISCOUNT INC
	44,600					1,018,219.18	1,144,001 20	0.00	ST	
								125,782.02	LT	
SECTION TOTAL	51,500					1,268,303.01	1,415,014.55	20,929.52	ST	
								125,782.02	LT	
UNITED STATES TR	109,371.000	08/13/07	96.29	12/19/11	119.38	105,728.23	130,517.46	24,789.23	LT	
10 YR INFLATION INDE	100000.00					105,728.23				
2.62500% 7/15/2017 9										
SECTION TOTAL	109,371					105,728.23	130,517.46	0.00	ST	
						105,728.23		24,789.23	LT	

== IND LEGEND ==

WO - WRITTEN OPTION
SS - SHORT-SALE
ST - SHORT TERM
MT - MEDIUM TERM
LT - LONG TERM

p - PURCHASE INCLUDES OPTION PREMIUM
s - SALE INCLUDES OPTION PREMIUM
b - PURCHASE & SALE INCLUDES OPTION PREMIUM

== ACCOUNT TOTALS ==	COST	PROCEEDS	GAIN/LOSS
SHORT TERM	584,999.62	579,262.77	-5,736.85
LONG TERM	1,123,947.41	1,274,518.66	150,571.25
ZERO GAIN/LOSS ITEMS	0.00	0.00	
TOTALS	1,708,947.03	1,853,781.43	144,834.40
TOTAL CURRENCY GAINS			0.00
TOTAL SHORT SALE P&L			0.00
TOTAL DISCOUNT INCOME			0.00

KNEISEL FOUNDATION
EIN: 04-3136120

FORM 990-PF-2011
Page 6, Part VIII – Line 1, Information about Officers, Directors, etc.

OFFICERS

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

DIRECTORS

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

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

Donee	Amount
US Squash - NAC/HGO Fund	500.-
Hopkins School	1,000.-
The Metropolitan Opera	2,000.-
Surfrider Foundation	2,000.-
Garden Club of Back Bay	500.-
Island Academy	20,000.-
Old Road Fund	1,000.-
Teach for America	1,000.-
Central Park Conservancy	1,000.-
The New York Botanical Garden	1,000.-
Pingree School	5,000.-
Friends of Manchester Trees	100.-
Hopkins School	2500.-
Friends of the MGH Cancer Center	500.-
Emmanuel Church Garden Endowment	500.-
Waterside School	10,000.-
Breast Cancer Alliance	1,000.-
Bruce Museum	1,000.-
Greenwich United Way	2,500.-
Old Farm Inn, Inc.	1,000.-

PART XV - Line 3a
GRANTS + CONTRIBUTIONS PAID

Donee	Amount
Dartmouth College Sponsor Program	1,000.-
Bruce Museum	500.-
Gateway Classical	500.-
Beverly Hospital Fund	500.-
Greenwich Library	500.-
New York Botanical Garden	2,000.-
Caramoor Center for Music & the Arts, Inc.	1,000.-
Bruce Museum	500.-
Hopkins School	25,000.-
BreakThrough New Haven	5,000.-
Pingree School	30,000.-
The Hooper Fund	12,000.-
Harvard Business School	5,000
Dartmouth College	5,000.-
Dartmouth College	10,000.-
Middlebury College	7,000.-
The Metropolitan Opera	2,500.-
Trustees of Reservations	1,000.-
North Shore United Way	1,000.-
New York Public Radio	1,000.-
Thirteen	1,000.-

FORM 990 PF - 2011

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

Donee	Amount
Horizons National	1,000.-
Ricardo O'Gorman Garden Center	1,000.-
Hospital for Special Surgery	1,000.-
Rockport Music	2,500.-
Buckley School	1,000.-
WSHU	500.-
WGBH	500.-
Conservation Law Foundation	500.-
Kneisel Hall	500.-
US Squash	500.-
Classroom, Inc	500.-
Wellspring House, Inc	500.-
Greenwich Land Trust	250.-
QLF	250.-
Manchester Essex Conservation Trust	250.-
Salem Sound Coastwatch	250.-
Woman Fund of Essex County	250.-
Manhattan Historical Museum	250.-
Global Partnership for Afghanistan	250.-
Beverly Bootstraps Community Services	250.-

PART XV - Line 3a
GRANTS + CONTRIBUTIONS PAID

Donee	Amount
Prospect Park Alliance	$ 500.-
Charlotte Country Day School	1,000.-
Jacobs Ladder Job Center	1,000.-
Taft School Annual Fund	7,000.-
ASF	1,000.-
Big Apple Circus - Clown Care Unit	1,000.-
Connecticut College	1,000.-
Surfrider Foundation	1,000.-
Pelham Education Foundation	1,000.-
GRAND TOTAL	$ 192,600.-