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Return of Organization Exempt From Income Tax

2011

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning 2011, and ending 20

Form 990 header section containing organization name (MESERVE-KUNHARDT FOUNDATION), EIN (20-2412662), address (48 WHEELER AVENUE, PLEASANTVILLE, NY 10570), and principal officer (PETER W. KUNHARDT JR.).

Part I Summary

Table with 22 rows detailing financial and operational data. Includes sections for Governance (mission statement, voting members), Revenue (total revenue of 736,934), Expenses (total expenses of 702,955), and Net Assets (total assets of 1,442,815).

Part II Signature Block

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.

Signature block for Peter W. Kunhardt Jr., Executive Director, dated 12.13.12.

Preparer information for Gabe Wolosky, Prager and Fenton LLP, dated 11/30/11.

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [] No

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2011)

Handwritten number 917 and page number 20.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission
ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 308,765. including grants of \$ 0) (Revenue \$ 70,724.)
CATALOGING AND PRESERVATION OF THE MESERVE-KUNHARDT, DOROTHY
MESERVE KUNHARDT COLLECTION, ED CLARK AND GORDON PARKS COLLECTIONS
OF AMERICAN PHOTOGRAPHS AND RELATED DOCUMENTS

4b (Code) (Expenses \$ 56,934. including grants of \$ 7,500.) (Revenue \$ 29,145.)
PRODUCED MULTI-MEDIA EDUCATIONAL PROJECTS AND OTHER EDUCATIONAL
OUTREACH PROGRAMS.

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 365,699.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and reporting obligations.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

Form with questions 1a through 14b regarding IRS filings and tax compliance, including sections on backup withholding, employee reporting, foreign accounts, and charitable trusts.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions.

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included in line 1a... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NY,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [X] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization GELFAND, RENNERT AND FELDMAN 360 HAMILTON AVE WHITE PLAINS, NY 10601 212-307-8006

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DYLLAN MCGEE EXECUTIVE DIRECTOR	12.00	X					29,375.	0	0	
(2) PETER W KUNHARDT ASSISTANT DIRECTOR	10.00	X					0	0	0	
(3) PHILIP B KUNHARDT III DIRECTOR	2.00	X					0	0	0	
(4) CURTIS VIEBRANZ DIRECTOR	2.00	X					0	0	0	
(5) LAURA BROWN DIRECTOR	2.00	X					0	0	0	
(6) NINA FREEDMAN DIRECTOR	2.00	X					0	0	0	
(7) DANIEL R TISHMAN DIRECTOR	2.00	X					0	0	0	
(8) GENEVIEVE YOUNG DIRECTOR	2.00	X					0	0	0	
(9) PETER KUNHARDT JR EXECUTIVE DIRECTOR	40.00			X			83,413.	0	0	
(10) MARY FARLEY DIRECTOR OF BUSINESS	20.00			X			35,238.	0	0	
(11) DIANA REVSON DIRECTOR OF EXTENAL AFFAIRS	20.00			X			54,188.	0	0	
(12)										
(13)										
(14)										

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	57,010.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	226,630.			
	g	Noncash contributions included in lines 1a-1f \$		38,196.			
	h	Total. Add lines 1a-1f ▶		283,640.			
Program Service Revenue			Business Code				
	2a	PHOTO SALES	511190	57,643.	57,643.		
	b	EXHIBITION INCOME	511190	1,300.	1,300.		
	c	MISCELLANEOUS INCOME	511190	11,781.	11,781.		
	d	_____					
	e	_____					
	f	All other program service revenue					
g	Total. Add lines 2a-2f ▶		70,724.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		2,532.		2,532.	
	4	Income from investment of tax-exempt bond proceeds ▶		0			
	5	Royalties ▶		29,145.	29,145.		
	6a	Gross rents	(i) Real	(ii) Personal			
			b	Less rental expenses			
			c	Rental income or (loss)			
			d	Net rental income or (loss) ▶		0	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
			b	Less cost or other basis and sales expenses			
			c	Gain or (loss)			
			d	Net gain or (loss) ▶		0	
	8a	Gross income from fundraising events (not including \$ 57,010 of contributions reported on line 1c) See Part IV, line 18 a	ATCH 2	580,323.			
	b	Less direct expenses b		229,430.			
	c	Net income or (loss) from fundraising events ▶		350,893.			
	9a	Gross income from gaming activities See Part IV, line 19 a					
	b	Less direct expenses b					
	c	Net income or (loss) from gaming activities ▶		0			
10a	Gross sales of inventory, less returns and allowances a						
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory ▶		0				
Miscellaneous Revenue		Business Code					
11a	_____						
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d ▶		0				
12	Total revenue. See instructions ▶		736,934.	99,869.		2,532.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	7,500.	7,500.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	202,214.	76,974.	47,368.	77,872.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	102,691.	102,460.	154.	77.
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	6,922.	3,599.	2,215.	1,108.
9	Other employee benefits.	12,010.	9,127.	1,922.	961.
10	Payroll taxes.	36,052.	18,747.	11,537.	5,768.
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	5,000.		5,000.	
c	Accounting	24,918.		24,918.	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees	0			
g	Other	116,272.	30,400.	85,872.	
12	Advertising and promotion.	0			
13	Office expenses.	21,031.	10,936.	6,730.	3,365.
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	54,352.	28,263.	17,393.	8,696.
17	Travel.	9,632.	1,716.	6,199.	1,717.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	0			
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	0			
23	Insurance.	28,737.	24,721.	4,016.	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	MULTIMEDIA AND EDUCATION	48,806.	48,806.		
b	PRESERVATION OF THE COLLECTI	608.	608.		
c	POSTAGE AND PRINTING	10,122.	1,842.	1,120.	7,160.
d	MISCELLANEOUS EXPENSE	11,451.		3,518.	7,933.
e	All other expenses	4,637.		4,637.	
25	Total functional expenses. Add lines 1 through 24e	702,955.	365,699.	222,599.	114,657.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	92,488.	1	213,152.
	2	Savings and temporary cash investments	1,172,667.	2	1,105,200.
	3	Pledges and grants receivable, net	114,330.	3	89,410.
	4	Accounts receivable, net	500.	4	22,197.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	3,342.	9	10,056.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D		10a	
	b	Less accumulated depreciation		10b	
	11	Investments - publicly traded securities	0	11	0
	12	Investments - other securities See Part IV, line 11	0	12	0
	13	Investments - program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets See Part IV, line 11	1,120.	15	2,800.
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,384,447.	16	1,442,815.	
Liabilities	17	Accounts payable and accrued expenses	22,404.	17	40,293.
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	6,500.
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26	Total liabilities. Add lines 17 through 25	22,404.	26	46,793.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	1,145,213.	27	1,215,037.
	28	Temporarily restricted net assets	216,830.	28	180,985.
	29	Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	1,362,043.	33	1,396,022.	
34	Total liabilities and net assets/fund balances	1,384,447.	34	1,442,815.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	736,934.
2	Total expenses (must equal Part IX, column (A), line 25)	2	702,955.
3	Revenue less expenses Subtract line 2 from line 1	3	33,979.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,362,043.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,396,022.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

- 1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c		X
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization MESERVE-KUNHARDT FOUNDATION	Employer identification number 20-2412662
--	---

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 71.18%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 73.42%; 16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on; 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV); 13 Total support. (Add lines 9, 10c, 11, and 12); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) - 15 - %; Row 16: Public support percentage from 2010 Schedule A, Part III, line 15 - 16 - %

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) - 17 - %; Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17 - 18 - %

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. []

19b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. []

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. []

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

Name of the organization

MESERVE-KUNHARDT FOUNDATION

Employer identification number

20-2412662

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure, 2d Number of conservation easements included in (c) acquired after 8/17/06, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year \$, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8

Table with 2 columns: \$, \$, \$, \$. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items, b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIV and complete the following table
c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include (1) Financial derivatives, (2) Closely-held equity interests, (3) Other (A-I), and Total.

Part VIII Investments - Program Related. See Form 990, Part X, line 13

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows (1) through (10) and Total.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows (1) through (10) and Total.

Part X Other Liabilities. See Form 990, Part X, line 25

Table with 2 columns: (a) Description of liability, (b) Book value. Rows (1) Federal income taxes, (2) through (11), and Total.

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XIV Supplemental Information (continued)

PART III LINE 1A:

THE FOUNDATION'S COLLECTION, WAS ACQUIRED THROUGH CONTRIBUTIONS FROM THE FOUNDATION PRESIDENT'S FAMILY AT THE FOUNDATION'S INCEPTION AND IN SUBSEQUENT YEARS, FROM THE GORDON PARKS CHARITABLE TRUST AND ED CLARK COLLECTION, IS NOT RECOGNIZED AS AN ASSET IN THE STATEMENT OF FINANCIAL POSITION, AS THE COLLECTION IS HELD FOR PUBLIC EDUCATION RATHER THAN FOR FINANCIAL GAIN. FUTURE ACQUISITIONS OF COLLECTION ITEMS WILL LIKEWISE NOT BE REPORTED AS ASSETS, BUT INSTEAD AS DECREASES IN EITHER UNRESTRICTED NET ASSETS OR TEMPORARILY RESTRICTED NET ASSETS, AS APPROPRIATE, IN THE STATEMENT OF ACTIVITIES.

THE FOUNDATION WILL CONTINUALY REVIEW ITS COLLECTION AND MAY DEACCESS ITEMS, AS APPROPRIATE. PROCEEDS DERIVED FROM DEACCESSIONING OF ANY PROPERTY FROM THE COLLECTIONS SHOULD BE PLACED IN EITHER A TEMPORARILY RESTRICTED FUND OR A PERMANENTLY RESTRICTED FUND, THE EARNINGS OF WHICH ARE TO BE USED ONLY FOR THE ACQUISITION, PRESERVATION, PROTECTION OR CARE OF THE COLLECTIONS. VALUATION OF THE COLLECTIONS FOR FINANCIAL REPORTING PURPOSES IS BASED ON INDEPENDENT APPRAISALS.

Part XIV Supplemental Information (continued)

PART III LINE 4

THE FOUNDATION'S COLLECTION INCLUDES ORIGINAL NINETEENTH-CENTURY PHOTOGRAPHS ACQUIRED BY FREDERICK HILL MESERVE. THE COLLECTION IS COMPOSED OF A WIDE VARIETY OF HISTORICAL IMAGES INCLUDING ALL OF THE KNOWN PHOTOGRAPHS OF ABRAHAM LINCOLN; II) MATTHEW BRADY GLASS NEGATIVES; III) ALBUMEN PRINTS OF CIVIL WAR SCENES BY ALEXANDER GARDNER AND OTHER PIONEER PHOTOGRAPHERS; IV) A RECORD OF CIVIL WAR GENERALS, BOTH UNION AND CONFEDERATE; AND V) THE LIKENESS OF APPROXIMATELY 10,000 WELL-KNOWN 19TH CENTURY AMERICANS.

THE FOUNDATION COLLECTION ALSO INCLUDES PHOTOGRAPHS, NEGATIVES AND PAPERS OF GORDON PARKS.

DURING THE YEAR ENDED DECEMBER 31, 2011, THE FOUNDATION RECEIVED CONTRIBUTIONS OF THE FOLLOWING:

VARIOUS HISTORIC IMAGES VALUED AT- \$292,100

THE FOUNDATION'S EXEMPT PURPOSE INCLUDES PRESERVING AND MAINTAINING THESE COLLECTIONS AS WELL AS USING THE COLLECTIONS TO PROMOTE EDUCATIONAL AND LEARNING OPPORTUNITIES.

Part XIV Supplemental Information (continued)

PART XII, LINE 2D- OTHER ADJUSTMENTS:

DIRECT EXPENSES FROM SPECIAL EVENTS - \$229,430

PART XIII, LINE 2D- OTHER ADJUSTMENTS:

DIRECT EXPENSES FROM SPECIAL EVENTS- \$229,430

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events
		GALA EVENT	(event type)	(total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	637,333.	0	637,333.
	2	Less Charitable contributions	57,010.		57,010.
	3	Gross income (line 1 minus line 2)	580,323.	0	580,323.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	229,430.		229,430.
	10	Direct expense summary Add lines 4 through 9 in column (d)			
11	Net income summary Combine line 3, column (d), and line 10				350,893.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
7	Direct expense summary Add lines 2 through 5 in column (d)				()
8	Net gaming income summary Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
MESERVE-KUNHARDT FOUNDATION
Employer identification number
20-2412662

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I PART I

THE PURPOSE OF THE GRANT IS SPECIFIED BY THE PERSON DONATING FUNDS TO THE FOUNDATION. THESE GRANTS RECEIVED ARE CONSIDERED TO BE RESTRICTED GRANTS AND THEN RELEASED FROM RESTRICTIONS ONCE THEY ARE PAID TOWARDS THE PURPOSE STATED BY THE DONOR GIVING THE GRANT.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

**Open To Public
Inspection**

Name of the organization
MESERVE-KUNHARDT FOUNDATION

Employer identification number
20-2412662

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>ATCH 1</u>)		1.	38,196.	
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

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Schedule M (Form 990) (2011)

Part II . **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
SPACE DONATED AT SUNY	X	1.	38,196.	FMV OF RENTAL SPACE
TOTALS		<u>1.</u>	<u>38,196.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

MESERVE-KUNHARDT FOUNDATION

Employer identification number

20-2412662

FORM 990 PART VI SECTION A, LINE 2:

PETER AND PHILIP KUNHARDT ARE BROTHERS.

PETER AND PHILIP KUNHARDT AND DYLLAN MCGEE ARE BUSINESS PARTNERS.

PETER KUNHARDT JR. THE EXECUTIVE DIRECTOR OF THE FOUNDATION IS PETER
KUNHARDT'S SON.

GENEVIEVE YOUNG AND PETER E KUNHARDT ARE BOTH DIRECTORS OF THE FOUNDATION
AND WERE ALSO TRUSTEES OF THE GORDON PARKS CHARITABLE TRUST WHICH WAS
TERMINATED DURING THE YEAR 2011.

FORM 990 PART VI, SECTION B, LINE 11

A COPY OF FORM 990 WAS PROVIDED TO THE ORGANIZATION'S GOVERNING BODY
BEFORE IT WAS FILED.

FORM 990 PART VI, SECTION C, LINE 19

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM PART VI SECTION A LINE 8B:

THE ORGANIZATION DOES NOT HAVE ANY COMMITTEE HAVING AN AUTHORITY TO ACT
ON
BEHALF OF THE GOVERNING BODY.

Name of the organization MESERVE-KUNHARDT FOUNDATION	Employer identification number 20-2412662
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ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

(I) TO ACQUIRE, PRESERVE AND PROTECT HISTORICAL MATERIALS INCLUDING THE COLLECTIONS OF HISTORICAL PHOTOGRAPHS KNOWN AS THE MESERVE-KUNHARDT COLLECTION, GORDAN PARKS COLLECTION, DOROTHY MESERVE KUNHARDT COLLECTION AND ED CLARK COLLECTION; (II) TO ESTABLISH FOSTER AND ENHANCE MEANS AND MODALITIES OF EXHIBITION OF THE FOUNDATIONS'S PHOTOGRAPHIC ARCHIVES ; (III) TO CREATE MULTIMEDIA EDUCATIONAL CONTENT USING THE PHOTOGRAPHIC ARCHIVES OF THE FOUNDATION AND OTHER RESOURCES AND (IV) TO PROMOTE A WIDE RANGE OF EDUCATIONAL AND LEARNING OPPORTUNITIES, INCLUDING PRODUCING EDUCATIONAL MATERIALS RELATED TO THE HISTORY OF THE UNITED STATES.

ATTACHMENT 2FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
	57,010.
TOTAL	<u>57,010.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization

MESERVE-KUNHARDT FOUNDATION

Employer identification number
20-2412662

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)		(j) General or managing partner?		(k) Percentage ownership
							Yes	No	Yes	No	Yes	No	
(1) PICTURE HISTORY LLC 48 WHEELER AVENUE, 3RD FL	LICENSE DIGITAL	NY	N/A					X					X
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) KUNHARDT MCGEE PRODUCTIONS, INC 48 WHEELER AVENUE, 3RD FL PLEASANTVILLE, NY 10570	PRODUCE DOC FILMS	NY	N/A	S-CORP			
(2) GORDON PARKS CHARITABLE TRUST 48 WHEELER AVENUE, 3RD FLOOR PLEASANTVILLE, NY 10570		NY	N/A	TRUST			
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule. During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
1		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) KUNHARDT MCGEE PRODUCTIONS INC	M	0	
(2) KUNHARDT MCGEE PRODUCTIONS INC	N	0	
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name address and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
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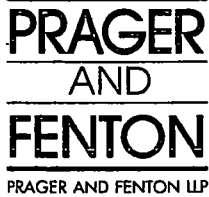
Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

MESERVE-KUNHARDT FOUNDATION

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010



CERTIFIED
PUBLIC
ACCOUNTANTS

675 THIRD AVENUE NEW YORK, NY 10017-5704 (212) 972-7555 FAX (212) 370-1532

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Meserve-Kunhardt Foundation

We have audited the accompanying statements of financial position of Meserve-Kunhardt Foundation (the "Foundation") as of December 31, 2011 and the related statements of activities, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Foundation as of December 31, 2010, were audited by other auditors whose report dated November 8, 2011 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the 2011 financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2011, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Prager and Fenton LLP

November 27, 2012

New York, New York

NEW YORK

LOS ANGELES

LONDON

MESERVE-KUNHARDT FOUNDATION

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Cash and cash equivalents	\$ 1,318,352	\$ 1,265,155
Accounts receivable	22,197	500
Pledges receivable	89,410	114,330
Prepaid expenses	10,056	3,342
Security deposit	2,800	1,120
TOTAL ASSETS	<u>\$ 1,442,815</u>	<u>\$ 1,384,447</u>
LIABILITIES AND NET ASSETS		
Liabilities:		
Accounts payable and accrued expenses	\$ 46,793	\$ 22,404
COMMITMENTS		
Net Assets:		
Unrestricted	1,215,037	1,145,213
Temporarily restricted	180,985	216,830
TOTAL NET ASSETS	<u>1,396,022</u>	<u>1,362,043</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 1,442,815</u>	<u>\$ 1,384,447</u>

The Accompanying Notes are an Integral Part of these Financial Statements

MESERVE-KUNHARDT FOUNDATION

STATEMENTS OF FUNCTIONAL EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011			2010				
	Program	Management and General	Fund Raising	Total	Program	Management and General	Fund Raising	Total
Salary expense	\$ 179,435	\$ 47,522	\$ 77,949	\$ 304,906	\$ 209,641	\$ 24,848	\$ 71,828	\$ 306,317
Payroll taxes and employee benefits	31,473	15,673	7,837	54,983	28,980	6,384	7,807	43,171
Payroll fees	-	4,637	-	4,637	-	4,064	-	4,064
Multimedia and preservation of the collection	49,414	-	-	49,414	147,122	-	-	147,122
Professional fees	30,400	115,790	-	146,190	27,664	3,993	8,696	40,353
Occupancy expense	28,263	17,394	8,696	54,353	27,009	1,911	4,162	33,082
Insurance	24,721	4,016	-	28,737	20,819	3,284	-	24,083
Office expense	10,937	6,729	3,365	21,031	2,051	8,572	433	11,056
Travel	1,716	6,199	1,717	9,632	1,372	3,761	529	5,662
Special event expense	-	-	229,430	229,430	-	-	43,212	43,212
Donations	7,500	-	-	7,500	2,750	-	-	2,750
Postage and printing	1,841	1,120	7,160	10,121	5,629	-	-	5,629
Miscellaneous	-	3,518	7,933	11,451	30	3,682	1,009	4,721
TOTAL EXPENSES	\$ 365,700	\$ 222,598	\$ 344,087	\$ 932,385	\$ 473,067	\$ 60,479	\$ 137,676	\$ 671,222

The Accompanying Notes are an Integral Part of these Financial Statements

MESERVE-KUNHARDT FOUNDATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
Cash Flows From Operating Activities:		
Change in Net Assets	\$ 33,979	\$ 185,302
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Increase (decrease) in:		
Accounts receivable	(21,697)	26,725
Pledges receivable	24,920	(40,080)
Prepaid expenses	(6,714)	(822)
Due from related party	-	3,272
Accounts payable and accrued expenses	22,709	8,984
NET CASH PROVIDED BY OPERATING ACTIVITIES	53,197	183,381
CASH - BEGINNING OF YEAR	1,265,155	1,081,774
CASH - END OF YEAR	<u>\$ 1,318,352</u>	<u>\$ 1,265,155</u>

The Accompanying Notes are an Integral Part of these Financial Statements

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 1 - Nature of Organization

The Meserve-Kunhardt Foundation (the "Foundation") was established in December 2002.

The Foundation was created (i) to acquire, preserve and protect historical materials, including the collection of historical photographs known as the Meserve-Kunhardt Collection (as described below); (ii) to establish, foster and enhance means and modalities of exhibition of the Foundation's photographic archives; (iii) to create multimedia educational content using the photographic archives of the Foundation and other resources; and (iv) to promote a wide range of educational and learning opportunities, including producing educational materials related to the history of the United States. During the years ending December 2007 through 2011, the Foundation received contributions of historic images and papers from the Gordon Parks Charitable Trust ("GP Trust") and the Ed Clark Collection.

The Meserve-Kunhardt Collection includes original nineteenth-century photographs acquired by its founder, Frederick Hill Meserve, who began collecting in 1897. The collection is composed of a wide array of historical images, including (i) all of the known photographs of Abraham Lincoln; (ii) Mathew Brady glass negatives; (iii) albumen prints of Civil War scenes by Alexander Gardner and other pioneer photographers; (iv) a record of Civil War generals, both Union and Confederate; and (v) the likenesses of more than 10,000 well-known nineteenth-century Americans, as recorded in daguerreotypes, ambrotypes, glass negatives, tintypes, salt prints, stereo views, cartes de visite, and cabinet cards.

The Foundation owns a portion of the Meserve-Kunhardt Collection which was donated to the Foundation by its owners per an agreement under which (i) the owners have also agreed to lend to the Foundation, for no rental fee, that portion of the Meserve-Kunhardt Collection not already owned by the Foundation; (ii) the Foundation has agreed to better preserve the Meserve-Kunhardt Collection than the owners might be able to; and (iii) the Foundation will have the right to make digital images of the Meserve-Kunhardt Collection and to license to Picture History LLC (a related party, see Note 5) with the right to use and exploit such digital images.

In February 2007, the Foundation was granted a "Certificate of Assumed Name" which in addition to its current purposes, permits the Foundation to conduct separate operations as the Gordon Parks Foundation. As of December 2011, the GP Trust has donated to the Foundation all of the GP Trust's assets, in the form of photographs, negatives and papers.

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 1 - Nature of Organization (continued)

The Foundation obtains financial support from the public via general contributions and special events and also receives income from photo sales and licensing its collection.

The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the US Internal Revenue Code, and from state and local taxes under comparable laws.

Note 2 - Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of management's estimates.

Cash and Cash Equivalents

For financial statement presentation purposes, the Foundation considers highly liquid investments with original maturities of three months or less to be cash equivalents.

Functional Allocation of Expenses

The cost of providing the Foundation's various programs and supporting services has been summarized on a functional basis in the accompanying statement of Functional Expenses. Accordingly, certain costs have been allocated among the programs and supporting services in reasonable ratios determined by management.

Net Assets

Unrestricted

Net assets that are either not subject to donor-imposed stipulations, or have been reclassified from temporarily restricted net assets because donor restrictions have either expired or been met.

Temporarily Restricted

Net assets that carry donor-imposed restrictions that expire upon the passage of time or upon occurrence of a stated event as specified by the donor. Net assets released from restrictions represent the satisfaction of the restricted purpose.

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 2 - Summary of Significant Accounting Policies (continued)

Accounts Receivable

Receivables are reported net of an allowance for doubtful accounts, when needed. The allowance for doubtful accounts is based on the Foundation's historical bad debt experience, and management's assessment of the collectibility of specific accounts. For the year ended December 31, 2011, management believes no allowance was necessary.

Pledges Receivable

Unconditional promises to give that are expected to be collected within one year are recorded at estimated net realizable value. Unconditional promises to give that are expected to be collected beyond one year are recorded at the present value of estimated future cash flows. The allowance for doubtful pledges receivable is based on the Foundation's historical bad debt experience, and management's assessment of the collectibility of specific accounts. For the year ended December 31, 2011, management believes no allowance was necessary.

Collection

The Foundation's collection, which was acquired through contributions from the Foundation president's family at the Foundation's inception and in subsequent years from the GP Trust and others, is not recognized as an asset in the accompanying statements of financial position, as the collection is held for public education rather than for financial gain. Future acquisitions of collection items will likewise not be reported as assets, but instead as decreases in either unrestricted net assets or temporarily restricted net assets, as appropriate, in the statement of activities.

The Foundation will continually review its collection and may acquire or deaccess items, as appropriate. Proceeds derived from deaccessioning of any property from the collections should be placed in either a temporarily restricted fund or permanently restricted fund, the earnings of which are to be used only for the acquisition, preservation, protection or care of the collections. Valuation of the collection for financial reporting purposes is based on independent appraisals (see Note 5).

Revenue Recognition

Contributions are recorded as revenue upon the receipt of cash, securities, gift or unconditional pledge. Contributions received are recorded as available for unrestricted use, unless specifically restricted by the donor in which case, they are classified a temporarily restricted.

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 2 - Summary of Significant Accounting Policies (continued)

Income Taxes

The Foundation is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code and, accordingly, is not subject to Federal or state income taxes. The Foundation adopted the accounting pronouncement related to income taxes which requires that a tax position be recognized or derecognized based on a "more likely than not" threshold. This applies to positions taken or expected to be taken in a tax return. The Foundation does not believe its consolidated financial statements include any uncertain tax positions. The Foundation is no longer subject to income tax examinations for years prior to June 30, 2008.

The Foundation recognizes interest and penalties, if any, related to unrecognized tax provisions as income tax expense in the statement of activities. During the year ended December 31, 2011, the Foundation did not incur any interest or penalties.

Note 3 - Concentration of Credit Risk and Economic Dependency

Financial instruments which potentially subject the Foundation to concentration of credit risk consist primarily of cash and cash equivalents, and accounts receivable and pledges receivable.

Cash and Cash Equivalents

Cash equivalents consist of short-term highly liquid investments which are readily convertible into cash and have original maturities of three months or less

Accounts and Pledges Receivable

Accounts and pledges receivable are due from individuals, corporations and foundations well-known to the Foundation with favorable past payment histories. As of December 31, 2010, the accounts receivable was from one corporation. As of December 31, 2011 89% of pledges receivable were from two donors, as of December 31, 2010, 70% of pledges receivable were from one donor. The Foundation's management has assessed the credit risk associated with these receivable balances at December 31, 2011 and 2010 and has determined that no allowance for potential loss due to credit risk is necessary.

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 4 - Related-Party Transactions

In addition to the portion of the Meserve-Kunhardt Collection owned by the Foundation, the Foundation has entered into a loan agreement with two members of the Board to borrow the remaining portion of the Meserve-Kunhardt Collection and to assign to Picture History LLC, a New York limited liability company, the non-exclusive right to license those digital images. The President of the Foundation is also the President of Picture History LLC.

The Vice President of Kunhardt McGee Productions ("KMP"), is also a board member of the Foundation. The Foundation shares space with KMP and is contingently liable for any rent not paid by KMP. The board member has also provided a personal guarantee of the lease.

Two board members of the Foundation are also board members of GP Trust.

Note 5 - Estimated Fair Value of Collection

During the year ended December 31, 2011, the Foundation received contributions of the following:

Various historic images	\$ 292,100
Estimated value of collection items contributed prior to January 1, 2011	<u>31,059,555</u>
Total estimated value of collection	<u>\$ 31,351,655</u>

During the year ended December 31, 2010, the Foundation received contributions of the following:

Various historic images for Gordon Parks Charitable Trust	\$ 14,153,746
Various historic images	<u>984,238</u>
	15,137,984
Estimated value of collection items contributed prior to January 1, 2010	<u>15,921,571</u>
Total estimated value of collection	<u>\$ 31,059,555</u>

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 6- Temporarily Restricted Net Assets

During each year, temporarily restricted net assets were released from restrictions in fulfillment of the following:

	<u>2011</u>	<u>2010</u>
Multimedia and education projects	\$ 134,103	\$ 108,170
Preservation of the collection	<u>40,000</u>	<u>40,070</u>
	<u>\$ 174,103</u>	<u>\$ 148,240</u>

At each year end, temporarily restricted net assets consisted of the following:

	<u>2011</u>	<u>2010</u>
Time restrictions	\$ 40,000	\$ 115,419
Multimedia and education projects	<u>140,985</u>	<u>101,411</u>
	<u>\$ 180,985</u>	<u>\$ 216,830</u>

Note 7 - Employee Benefit Plan

The Foundation maintains a defined-contribution plan formed under US Internal Revenue Code Section 401(k) that covers all eligible employees who meet certain length-of-service requirements. Participants' contributions are fully vested at all times, and vesting of the Foundation's contributions is phased-in over a seven-year period. The Foundation's contributions to this plan for 2011 and 2010 were \$6,922 and \$3,311, respectively.

MESERVE-KUNHARDT FOUNDATION

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 8 - Commitments

The Foundation is committed under a lease for office space through November 14, 2014 for minimum rents. The lease also provides for additional rents for real estate taxes and common operating expenses.

Future minimum rental payments under the above-noted lease for the remainder of the lease term are as follows:

<u>Fiscal Year Ending December 31,</u>	
2012	\$ 12,781
2013	13,164
2014	13,559
2015	<u>12,175</u>
	<u>\$ 51,679</u>

KMP's share of the rent commences at \$18,358 per year, and increases to \$20,871, per year through November 2014.

For the years ended December 31, 2011 and 2010, rent expense, not including donated space was \$12,611 and \$13,767, respectively.

Note 9 - Gifts in Kind

Contributed archive space is recorded at fair value at the date of the donation with an offsetting charge to program expenses. For the years ended December 31, 2011 and 2010, donated archive space totaled \$38,196 and \$13,770, respectively.

Note 10 - Subsequent Events

Management has evaluated subsequent events occurring through November 27, 2012, the date the financial statements were available to be issued and there were no material subsequent events requiring disclosure.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. Meserve Kunhardt Foundation	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-2412662
	Number, street, and room or suite no. If a P.O. box, see instructions 48 Wheeler Ave, 3rd Floor	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Pleasantville, NY 10570	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ **Gelfand Rennert & Feldman, LLP 360 Hamilton Ave, #100 White Plains NY 10601**

Telephone No. ▶ **(212) 307-8000** FAX No. ▶ **(212) 307-8009**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 11 or

▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	None

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. Meserve Kunhardt Foundation	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-2412662
	Number, street, and room or suite no. If a P.O. box, see instructions 48 Wheeler Ave, 3rd Floor	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions Pleasantville, NY 10570	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **Gelfand Rennett & Feldman, LLP 360 Hamilton Ave, #100 White Plains NY 10601**
Telephone No. **(212) 307-8000** FAX No. **(212) 307-8009**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 12.
- 5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension Need additional time to accumulate information required to file a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Todd K...* Title CPA Date 8/14/12