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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation RICHARD P. & LAURINE KIMMEL CHARITABLE FOUNDATION, INC.		A Employer identification number 36-3617581						
Number and street (or P.O. box number if mail is not delivered to street address) 1248 "O" STREET	Room/suite #792	B Telephone number (see instructions) 402-475-1797						
City or town, state, and ZIP code LINCOLN NE 68508		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,750,927	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

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).)		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	272,237	272,237		
	4 Dividends and interest from securities	744,807	744,807		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Stmt 1	7,342			
	12 Total. Add lines 1 through 11	1,024,386	1,017,044	0	
	13 Compensation of officers, directors, trustees, etc	110,000	10,000		100,000
	14 Other employee salaries and wages	145,631	21,845		123,786
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	113,881			113,881
	b Accounting fees (attach schedule) Stmt 3	16,380	5,733		10,647
	c Other professional fees (attach schedule) Stmt 4	8,887			8,887
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 5	44,238	26,418		17,820
	19 Depreciation (attach schedule) and depletion Stmt 6	274,363	3,709		
	20 Occupancy	18,573	7,429		11,144
	21 Travel, conferences, and meetings	5,281			5,281
	22 Printing and publications				
	23 Other expenses (att. sch.) Stmt 7	162,052	8,716		153,336
	24 Total operating and administrative expenses. Add lines 13 through 23	899,286	83,850	0	544,782
	25 Contributions, gifts, grants paid	962,994			962,994
	26 Total expenses and disbursements. Add lines 24 and 25	1,862,280	83,850	0	1,507,776
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-837,894			
	b Net investment income (if negative, enter -0-)		933,194		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing			356,820	244,373	244,373
	2	Savings and temporary cash investments			1,254,643		
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	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 (att. schedule) ▶					
		Less: allowance for doubtful accounts ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S. and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) See Stmt 8	19,577,729	20,283,989	18,824,913		
	c	Investments—corporate bonds (attach schedule) See Stmt 9	2,795,673	2,776,854	2,873,265		
	Liabilities	11	Investments—land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch.) ▶					
12		Investments—mortgage loans					
13		Investments—other (attach schedule)					
14		Land, buildings, and equipment basis ▶	6,805,108				
		Less: accumulated depreciation (attach sch.) ▶ Stmt 10	2,517,039				
15		Other assets (describe ▶ See Statement 11)	140,508	3,268	3,268		
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	28,434,743	27,596,553	28,750,927		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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 ▶ See Statement 12)	1,017	811			
	23	Total liabilities (add lines 17 through 22)	1,017	811			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted	28,433,726	27,595,742			
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	28,433,726	27,595,742			
31	Total liabilities and net assets/fund balances (see instructions)	28,434,743	27,596,553				

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	28,433,726
2	Enter amount from Part I, line 27a	2	-837,894
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,595,832
5	Decreases not included in line 2 (itemize) ▶ See Statement 13	5	90
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	27,595,742

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 N/A				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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	800,066	20,889,642	0.038300
2009	1,179,518	18,392,988	0.064129
2008	618,776	24,046,884	0.025732
2007	740,499	25,822,205	0.028677
2006	694,163	24,432,471	0.028411
2 Total of line 1, column (d)			0.185249
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			0.037050
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		21,626,138	
5 Multiply line 4 by line 3			801,248
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,332
7 Add lines 5 and 6			810,580
8 Enter qualifying distributions from Part XII, line 4			1,576,794

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,332
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	9,332
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	9,332
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,400
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	21,400
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,068
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 5,000 Refunded	11	7,068

Part VII A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► KIMMELORCHARD.COM	13	X	
14	The books are in care of ► KYLE L. SITZMAN CPA 3901 NORMAL BLVD Located at ► LINCOLN	Telephone no ► 402-484-7676 NE ZIP+4 ► 68506		
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		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

N/A

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

6b

☒**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
See Statement 14				

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
STEPTOE & JOHNSON NEW YORK, NY	LEGAL	94,180

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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	21,068,178
b	Average of monthly cash balances	1b	887,292
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	21,955,470
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	21,955,470
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	329,332
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,626,138
6	Minimum investment return. Enter 5% of line 5	6	1,081,307

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	1,081,307
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,332
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,332
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,071,975
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,071,975
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	1,071,975

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,507,776
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	69,018
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,576,794
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	9,332
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,567,462

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				1,071,975
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	549,101			
b From 2007				
c From 2008				
d From 2009	272,403			
e From 2010				
f Total of lines 3a through e	821,504			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,576,794				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,071,975
e Remaining amount distributed out of corpus	504,819			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,326,323			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	549,101			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	777,222			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	272,403			
d Excess from 2010				
e Excess from 2011	504,819			

Form 990-PF (2011)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATTACHMENT	NONE	501 (C) (3) PUBLIC CHARITY	PUBLIC CHARITY	962,994
Total			▶ 3a	962,994
b Approved for future payment NU FOUNDATION	NONE	EDUC. FDN PUBLIC CHARITY	PUBLIC CHARITY	349,000
Total			▶ 3b	349,000

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER	\$ 7,342	\$	\$
Total	\$ 7,342	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
VARIOUS LOCAL ATTORNEYS	\$ 113,881	\$	\$	\$ 113,881
Total	\$ 113,881	\$ 0	\$ 0	\$ 113,881

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BUCKLEY & SITZMAN CPA'S	\$ 16,380	\$ 5,733	\$	\$ 10,647
Total	\$ 16,380	\$ 5,733	\$ 0	\$ 10,647

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
VARIOUS	\$ 8,887	\$	\$	\$ 8,887
Total	\$ 8,887	\$ 0	\$ 0	\$ 8,887

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Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE	\$ 24,308	\$ 24,308	\$	\$
REAL ESTATE & PERSONAL PROPERTY	2,438	486		1,952
PAYROLL	17,492	1,624		15,868
Total	\$ 44,238	\$ 26,418	\$ 0	\$ 17,820

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Depreciation		\$	\$			\$ 274,363	\$	\$
Total		\$ 0	\$ 0			\$ 274,363	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses		\$	\$	
ADVERTISING	851			851
ARTIST STIPENDS-NET	13,551			13,551
COMPUTER SUPPLIES & SERVICE	4,356	435		3,921
CUSTODIAL FEES	10,576			10,576
DIRECTORS FEES	10,000	1,000		9,000
DUES & SUBSCRIPTIONS	2,376			2,376
INSURANCE	26,883	5,377		21,506
MEALS AND ENTERTAINMENT	7,880			7,880
OFFICE SUPPLIES	2,602	260		2,342
POSTAGE	1,061			1,061
PRINTING	2,299			2,299

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Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MAINTENANCE	\$ 53,328		\$	\$ 53,328
SEMINARS	6,070			6,070
SUPPLIES	2,286			2,286
TELEPHONE	5,206	520		4,686
UTILITIES	11,244	1,124		10,120
WEBSITE	1,483			1,483
Total	\$ 162,052	\$ 8,716	\$ 0	\$ 153,336

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PER ATTACHMENT	\$ 19,577,729	\$ 20,283,989	Cost	\$ 18,824,913
Total	\$ 19,577,729	\$ 20,283,989		\$ 18,824,913

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PER ATTACHMENT	\$ 2,795,673	\$ 2,776,854	Cost	\$ 2,873,265
Total	\$ 2,795,673	\$ 2,776,854		\$ 2,873,265

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 4,309,370	\$ 6,805,108	\$ 2,517,039	\$ 6,805,108
Total	\$ 4,309,370	\$ 6,805,108	\$ 2,517,039	\$ 6,805,108

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Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
INSURANCE REPAIR CLAIM	\$ 140,508	\$ 3,268	\$ 3,268
FOREIGN TAX WITHHELD			
Total	<u>\$ 140,508</u>	<u>\$ 3,268</u>	<u>\$ 3,268</u>

Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
TAXES WITTHELD	\$ 1,017	\$ 811
Total	<u>\$ 1,017</u>	<u>\$ 811</u>

Statement 13 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
PRIOR YEAR BALANCE ADJUSTMENT	\$ 90
Total	<u>\$ 90</u>

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Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ERNEST L. WEYENETH LINCOLN NE	PRESIDENT	25.00	110,000	0	0
PATRICIA HOLMES NEBRASKA CITY NE	DIRECTOR	5.00	0	0	0
ERIK OLSON NEBRASKA CITY NE	DIRECTOR	5.00	0	0	0
WILLIAM CARROLL NEBRASKA CITY NE	DIRECTOR	5.00	0	0	0
LEN WEYENETH LINCOLN NE	DIRECTOR	5.00	0	0	0

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Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

APPLICATION'S ARE TO BE SUBMITTED PER THE ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

MARCH 31, JUNE 30, SEPTEMBER 30, DECEMBER 31

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

RESTRICTIONS ARE PER THE ATTACHED STATEMENTS

Richard P. Kimmel & Laurine Kimmel
Charitable Foundation, Inc.
Schedule of Investment in Securities
December 31, 2011

	<u>Cost</u>	<u>Market Value</u>
Certificates of Deposit:		
	<u>\$0</u>	<u>\$0</u>
Corporate Bonds:		
American Express Bank-5 5%-4/16/13	\$226,751	\$235,181
Anadarko Petroleum-5 75%-6/15/14	254,358	269,045
Genworth Global Funding Trust-5 75%-5/15/13	252,038	253,793
Bank of America Corp Sub-4 75%-8/15/13	244,688	248,798
Merrill Lynch & Co-6 05%-8/15/12	251,808	253,610
Owens Corning-6 5%-12/01/16	262,803	272,845
E I DuPont De Nemours-4 75%-11/15/12	295,062	305,060
General Electric-5 0%-2/01/13	496,855	521,050
Morgan Stanley Notes-5 3%-3/01/13	248,678	253,060
Wells Fargo-4 75%-2/09/15	243,813	260,823
	<u>\$2,776,854</u>	<u>\$2,873,265</u>
Government Bonds		
None	<u>\$ -</u>	<u>\$ -</u>
Stocks & Mutual Funds		
Alerian MLP ETF	\$ 464,959	\$ 498,600
AT&T	514,693	604,800
Bank of America Corp	849,565	107,308
Bristol Meyers	826,925	881,000
Calamos Conv & High Income Fd	344,099	231,200
Caterpillar Inc	878,142	906,000
CBRE Clarion GL R/E	318,083	136,800
Centerpoint Energy Inc	283,425	401,800
Chevron Corp	672,412	691,600
Coca-Cola	579,184	699,700
Conoco Phillips	619,935	692,265
Deere & Co	616,262	580,125
Eaton Corp	345,425	435,300
Eaton Vance Ltd	477,231	456,900
E I DuPont	578,077	549,360
Enerplus Resources	437,737	253,200
General Electric	624,638	447,750
HealthCare Investors	470,949	423,300

See Independent Auditors' Report

Richard P. Kimmel & Laurine Kimmel
Charitable Foundation, Inc.
Schedule of Investment in Securities
September 30, 2011

	<u>Cost</u>	<u>Market Value</u>
Intel Corp	419,200	485,000
JP Morgan Chase	287,400	332,500
Johnson & Johnson	1,081,455	1,147,650
LMP Real Estate Income Fd	509,378	231,250
McDonalds	574,822	601,980
MFS Charter Income Trust	504,045	503,250
NFJ Div & Int Premium Strategy	265,950	240,300
Oneok Inc	839,641	866,900
Prospect Capital Corp	1,166,559	789,650
Southern Co	242,041	300,885
SPDR S&P 500 ETF	561,312	627,500
Target Corp	244,592	256,100
3M Company	362,850	408,650
Union Pacific	516,719	635,640
Vanguard Information Technology	783,975	920,550
Verizon	281,303	401,200
 BAC Capital Tr XII-6 875%	 125,000	 101,000
Bank of America Corp-8 20%	250,000	221,000
Bank One Capital-7.2%	250,856	255,000
Citigroup Capital XX-7 875%	250,000	250,800
Countrywide Capital V-7 0%	125,000	101,400
Fleet Capital TR VII-7.2%	250,000	207,400
ING Groep NV-6 2%	116,000	82,150
JP Morgan Chase-7.0%	250,000	255,500
Morgan Stanley-6.25%	124,150	103,250
	<u>20,283,989</u>	<u>18,824,913</u>
 Total	 <u>\$23,060,843</u>	 <u>\$21,698,178</u>

See Independent Auditors' Report

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Richard P. Kimmel & Laurine Kimmel
Charitable Foundation, Inc.
Schedule of Charitable Donations
January 1 - December 31, 2011

Bright Lights	\$ 1,500
Brownville Historical Society	1,000
Camp Fire USA	5,000
Douglas Volunteer Fire & Rescue	15,000
ESU #4	13,000
Food Bank of Lincoln	7,000
Friends of Lied	8,800
Heritage Nebraska	10,000
Kaapa Foundation	10,000
Knights of Columbus	5,000
Lincoln Arts Council	3,400
Lincoln Childrens Museum	220,000
Make-A-Wish Foundation	500
Missouri River Basin Lewis & Clark	623
National Arbor Day Foundation	37,164
Nebraska City Community Foundation	306,523
Nebraska City Fine Arts	1,500
Nebraska City Rotary	5,000
Otoe County Agricultural Society, Inc.	4,696
Palmyra Fire & Rescue	12,500
Syracuse Foundation	5,000
Syracuse Library Foundation	100,000
Syracuse Rescue Services	11,500
SCC Educational Foundation	12,500
Southeast Nebraska Community Action	10,000
United Way of Nebraska City	5,000
University of Nebraska Foundation	149,788
Village of Danbury	1,000
	\$ 962,994

See Independent Auditors' Report