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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation The Kneisel Foundation, Inc		A Employer identification number 04-3136120
Number and street (or P O box number if mail is not delivered to street address) Glovsky & Glovsky, 8 Washington Str	Room/suite	B Telephone number (see instructions) (978) 922-5000
City or town, state, and ZIP code Beverly MA 01915		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <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"/>
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) ▶ \$ 3,456,110	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)
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				
4 Dividends and interest from securities	85,122	85,122		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	16,779			
b Gross sales price for all assets on line 6a	748,757			
7 Capital gain net income (from Part IV, line 2)		16,779		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)	3,968			
11 Other income (attach schedule) TAX REFUND /				
12 Total. Add lines 1 through 11 NON-TAX INCOME	105,869	101,901	0	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	7,853			
b Accounting fees (attach schedule) ADVISORY	11,600			
c Other professional fees (attach schedule) ADR FEES	36,690	36,690		
17 Interest 4940 / FTC				
18 Taxes (attach schedule) (see instructions)	9,101	1,033		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	71			
24 Total operating and administrative expenses. Add lines 13 through 23	65,315	37,723	0	0
25 Contributions, gifts, grants paid	202,714			202,714
26 Total expenses and disbursements. Add lines 24 and 25	268,029	37,723	0	202,714
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-162,160			
b Net investment income (if negative, enter -0-)		64,178		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	14,563	77,957	77,957
	2 Savings and temporary cash investments	859,016	103,000	102,900
	3 Accounts receivable ▶ PROCEEDS/INTEREST/DIVS RECIEVABLE			
	Less allowance for doubtful accounts ▶	88,933	3,060	3,060
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges (INTEREST)	24		
	10 a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,769,760	1,947,197	2,252,389
	c Investments—corporate bonds (attach schedule)	659,004	959,004	1,019,804
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,391,300	3,090,218	3,456,110
Net Assets or Fund Balances	17 Accounts payable and accrued expenses		70	
	18 Grants payable	12,000	2,250	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	12,000	2,320	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,305	1,305	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	153,935	153,935	
	29 Retained earnings, accumulated income, endowment, or other funds	3,224,060	2,932,658	
	30 Total net assets or fund balances (see instructions)	3,379,300	3,087,898	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	3,391,300	3,090,218	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,379,300
2 Enter amount from Part I, line 27a	2	-162,160
3 Other increases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	3	
4 Add lines 1, 2, and 3	4	3,217,140
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	129,242
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,087,898

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE - SHORT TERM	P	VAR.	VAR.
b SEE ATTACHED SCHEDULE - LONG TERM	P	VAR.	VAR.
c STARWOOD PROPERTIES - CG-DIV	P	VAR.	12/31/2012
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 212,494		227,295	-14,801
b 536,016		504,683	31,333
c 247			247
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-14,801
b			31,333
c			247
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	16,779
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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))
2011	192,600	3,777,619	0.050984
2010	221,300	3,698,809	0.059830
2009	211,710	3,339,605	0.063394
2008	231,415	4,122,408	0.056136
2007	237,900	4,906,546	0.048486

2 Total of line 1, column (d)	2	0.278830
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055766
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,488,354
5 Multiply line 4 by line 3	5	194,532
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	642
7 Add lines 5 and 6	7	195,174
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	202,714

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <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	642
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	642
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	642
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,968	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	3,968	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,326	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MASSACHUSETTS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (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

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 ▶	13	X	
14	The books are in care of ▶ ANTHONY P. FUSCO, ESQ Telephone no ▶ (978) 922-5000 Located at ▶ 8 WASHINGTON ST., BEVERLY, MA ZIP+4 ▶ 01915			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, 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 ▶ <input type="checkbox"/>	1b	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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☒**5b**

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?☐ 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**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7b**

N/A

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?**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 ATTACHED SCHEDULE	VARIOUS	0		
SEE ATTACHED SCHEDULE	VARIOUS	0		
SEE ATTACHED SCHEDULE	VARIOUS	0		
SEE ATTACHED SCHEDULE	VARIOUS	0		

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

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

Total number of other employees paid over \$50,000☒ NONE

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

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

Total number of others receiving over \$50,000 for professional services **▶ NONE****Part IX-A Summary of Direct Charitable Activities N/A**

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

	Expenses
1	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,878,346
b	Average of monthly cash balances	1b	663,130
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,541,476
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,541,476
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	53,122
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,488,354
6	Minimum investment return. Enter 5% of line 5	6	174,418

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	174,418
2a	Tax on investment income for 2012 from Part VI, line 5	2a	642
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	642
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	173,776
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	173,776
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	173,776

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	202,714
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	202,714
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	202,714

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				173,776
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	3,232			
b From 2008	25,700			
c From 2009	44,196			
d From 2010	38,228			
e From 2011				
f Total of lines 3a through e	111,356			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 202,714				
a Applied to 2011, 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 2012 distributable amount				173,776
e Remaining amount distributed out of corpus	28,938			
5 Excess distributions carryover applied to 2012 (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	140,294			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	3,232			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	137,062			
10 Analysis of line 9				
a Excess from 2008	25,700			
b Excess from 2009	44,196			
c Excess from 2010	38,228			
d Excess from 2011				
e Excess from 2012	28,938			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

WILLIAM J. KNEISEL / ANNE H. KNEISEL

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE	NONE	EXEMPT	CHARITABLE	202,714
Total			▶ 3a	202,714
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) | Cash | | X |
| (2) | Other assets | | X |
| b | Other transactions | | |
| (1) | Sales of assets to a noncharitable exempt organization | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | | X |
| (3) | Rental of facilities, equipment, or other assets | | X |
| (4) | Reimbursement arrangements | | X |
| (5) | Loans or loan guarantees | | X |
| (6) | Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey L. Newhouse

Firm's name ▶ **771 West 13th Street**

Firm's address ► **Tulsa, OK 74127**

Check ☒ if self-employed

P00296489

Firm's EIN ▶

Phone no

Client Statement

For the period 12/01/2012 to 12/31/2012
KNEISEL FOUNDATION INC

2012 Form 990
EIN: 04-3136120
Part II - Lines 10 a + b + c

NEUBERGER BERMAN

JPMCC Account: 541-23104-017
Base Currency: USD
NB Account Number: 550-44246

Positions in Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	% Portfolio	Annual Income	Yield
EQUITIES										
3,150	AMDOCS LIMITED		12/30/2005	27.4580	86,492.70		107,068.50			
725	AMDOCS LIMITED		07/28/2008	29.9179	21,690.48		24,642.75			
825	AMDOCS LIMITED		06/01/2009	22.2262	18,336.62		28,041.75			
4,700	POSITION TOTAL			26.9191	126,519.80	33.9900	159,763.00	4.64	2,444.00	1.53
6,300	CENTERPOINT ENERGY INC	DOX	03/24/2011	17.1128	107,810.33	19.2500	121,275.00	3.52	5,163.00	4.21
7,200	CORNING INC	CNP	09/15/2009	15.7120	113,126.40		90,864.00			
775	CORNING INC		03/22/2012	13.8511	10,734.60		9,780.50			
7,975	POSITION TOTAL			15.5312	123,861.00	12.6200	100,644.50	2.93	2,871.00	2.85
800	COVIDIEN PLC	GLW	05/01/2009	32.4889	25,984.72		46,192.00			
825	COVIDIEN PLC		06/11/2009	36.1292	29,806.59		47,635.50			
725	COVIDIEN PLC		05/27/2010	42.9909	10,597.7		1,443.50			
1,650	POSITION TOTAL			34.4552	56,889.08	57.1400	95,274.00	2.77	1,718.00	1.80
1,165	EBAY INC	EBAY	02/04/2010	22.5976	26,108.31	50.9977	85,421.15	4.248	6.00	0.00
2,775	EMC CORP MASS		02/07/2012	26.9180	74,202.73		70,207.50			
1,225	EMC CORP MASS		05/10/2012	26.9180	32,941.11		30,990.50			
225	EMC CORP MASS		07/15/2012	29.5711	6,679.52		5,692.50			
225	EMC CORP MASS			35.1208	7,930.36	35.0000	16,889.50	3.10	1,698.00	3.00
225	POSITION TOTAL				100,300.36		100,300.36			

NEUBERGER	BERMAN
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KNEISEL FOUNDATION INC.

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

Positions In Your Account

Quantity	Description	Ticker/Issp.	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt. Value	% Portfolio	Annual Income	Yield
EQUITIES (Continued)										
1,075	EOG RES INC		11/04/2004	33.4664	36,030.08		129,849.25			
150	EOG RES INC		08/25/2012	84.1799	12,626.99		18,718.50			
1,225	POSITION TOTAL	EOG		39.6762	48,657.07	120.7900	147,967.75	4.30	833.00	0.56
1,850	EXPRESS SCRIPTS-HOLDING COMPANY	ESRX	1/16/2011	45.8512	75,654.48	84.9000	89,100.00	2.59	0.00	0.00
122	GOOGLE INC CLASS A		01/20/2012	587.4122	71,664.29		86,300.36			
56	GOOGLE INC CLASS A		03/14/2012	621.9286	34,928.00		39,613.28			
178	POSITION TOTAL	GOOG		598.2713	106,492.29	307.3800	125,913.64	3.65	0.00	0.00
4,700	MUTUAL BANCO-BANCO HOLDING SA (SPONSORED ADR)PSTG 560	ITUB	08/13/2012	16.7793	78,862.71	16.4600	77,362.00	2.25	418.30	0.54
2,550	METLIFE INC		10/05/2010	39.5881	100,975.21		89,997.00			
558	METLIFE INC		11/30/2010	37.8182	19,854.56		17,293.50			
600	METLIFE INC		11/28/2012	33.9085	19,982.09		19,784.00			
3,675	POSITION TOTAL	MET		38.3152	140,811.86	32.9400	121,084.50	3.51	735.00	0.81
1,000	OCAS DENTAL PETER CORP	OAS	11/01/2012	79.5000	79,500.00	76.6100	76,610.00	2.22	2,169.00	2.93
6,200	PETERSON FOOD CORP	PET	03/23/2010	17.2282	106,054.66	19.3852	13,816.53	2.48	2,336.70	3.62
900	SPENTAIR LTD		08/18/2012	39.0134	35,109.06		41,725.00			
875	THE EVEREAD		06/31/2012	38.8880	34,013.53		43,089.25			
750	POSITION TOTAL	THE		39.9708	68,026.59	39.1500	71,747.25	2.55	1,850.00	2.70
1,000	PANHANDLE ENERGY CORP	PNE	02/20/2012	35.5680	35,568.00	36.9500	36,950.00	1.11	1,650.00	4.73
5,250	WINDSUNCE GROUP OF AMERICA INC (SPONSORED ADR)PSTG 560	WGR	08/20/2009	36.5113	17,080.52	33.4000	17,520.00	2.08	252.00	1.46

Client Statement

For the period 12/01/2012 to 12/31/2012

KNEISEL FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 55012404011
Base Currency: USD
NB Account Number: 55044246

Positions in Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	% Portfolio	Annual Income	Yield
EQUITIES (Continued)										
5,150	STARWOOD PROPERTY TRUST INC	STWD	04/17/2012	20.3194	104,844.91	22.9600	118,244.00	3.43	9,064.00	7.67
1,375	TEXAS INSTRUMENTS INCORPORATED	TXN	06/13/2011	31.6862	107,615.93	30.8900	104,253.75	3.03	2,855.00	2.72
3,375	UNIBEVERLY NEW YORK SHS NEW 4DR	UN	02/03/2011	29.9765	107,144.54	38.3000	126,922.50	3.97	3,725.85	2.72
1,925	UNITED PARCEL SVC INC	UPS	05/10/2012	76.9756	71,120.243	73.7300	68,200.25	1.98	2,108.00	3.09
2,500	VCA ANTECH INC	WOOF	12/18/2012	20.7873	51,968.28	21.6600	52,655.00	1.53	0.00	0.00
1,750	WEIGHT WATCHERS INTERNATIONAL INC		09/09/2012	46.3628	135,222.18		39,239.00			
1,650	WEIGHT WATCHERS INTERNATIONAL INC		10/19/2012	52.8666	87,228.29		34,034.00			
125	WEIGHT WATCHERS INTERNATIONAL INC		10/22/2012	52.9206	6,615.08		6,545.00			
1,525	POSITION TOTAL	WTW		50.0102	76,265.23	52.3600	79,849.00	2.32	1,067.50	1.34
TOTAL EQUITIES					1,947,196.63		2,252,389.30	65.39	46,829.74	2.08
CORPORATE BONDS										
125,000	AMERICAN EXPRESS BK FSB MEDIUM TERM INTS DATED DATE 01/06/16	02580ECNT	11/03/2008	48.0170	103,771.25	101.4470	126,808.75	3.68	6,375.00	5.03
100,000	GENERAL SEC CAP CORE NOTES DATED DATE 01/06/16	06662C441	01/12/2011	50.2000	100,296.00	101.1000	100,746.00	12.92	2,012.50	2.01
TOTAL BONDS					204,067.25		227,554.75	12.92	8,387.50	4.04

Client Statement

For the period 12/01/2012 to 12/31/2012

NEUBERGER BERMAN

KNEISEL FOUNDATION-ING

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

Positions In Your Account

Quantity	Description	Ticker/Quosp	Purchase Date	Average Unit Cost	Total (USD)	Price	Mkt Value	% Portfolio	Annual Income	Yield
CORPORATE BONDS (Continued)										
100,000	HESS CORP. SENIOR UNSECURED NOTES DATED DATE 02/03/09 DUE 02/15/2014 7.000% PA-15	42866HAA5	01/30/2009	101.4720	101,472.00	106.9350	106,935.00	3.10	7,000.00	6.74
100,000	INGERSOLL RAND GLOBAL HLDG CO LTD. DATED DATE 04/03/09 DUE 04/15/2014 9.500% AO-15	46887AAE2	04/01/2009	102.2500	102,250.00	110.6710	110,671.00	3.21	9,600.00	8.68
100,000	JP MORGAN CHASE & CO. SR UNSECURED DATED DATE 10/18/12 FIRST COUPON 01/15/2013 DUE 10/15/2015 984 1/2 JAO-15	1623EJS9	10/15/2012	100.0000	100,000.00	100.0550	100,055.00	2.90	988.36	0.98
125,000	REINSURANCE GRP DE AMER SR UNSECURED DATED DATE 05/27/11 DUE 05/01/2021 5.000% JD-01	759351AJ8	05/24/2011	99.4470	124,308.75	110.1400	137,637.50	3.00	6,250.00	3.60
125,000	STAPLES INC SR NT DATED DATE 01/15/09 DUE 01/15/2014 9.750% B-15	855030AJ1	01/12/2009	103.1250	128,906.25	108.7200	135,900.00	3.94	12,187.50	9.21
125,000	UNITED TECHNOLOGIES CORP SR UNSECURED DATED DATE 05/07/12 DUE 12/03/2013 6.000% WJSPD2	913047BW8	05/24/2012	100.0000	125,000.00	109.2740	135,342.50	3.64	7,500.00	6.00
125,000	WELLS FARGO BANK NEW SPICATED PREFERRED DATED DATE 06/28/09 DUE 06/30/2015 7.200% WJSD-25	94974BFF2	06/28/2009	100.0000	125,000.00	106.9150	133,643.75	3.00	9,000.00	7.20
TOTAL CORPORATE BONDS					589,017.00		660,488.25	25.81	46,925.86	



FIN: 04-3126120
CAPITAL GAINS SCHEDULE
FROM Jan 01, 2012 TO Dec 31, 2012

PORTFOLIO NO. : XXX-XX246 017

REG. REP - 017
PORTFOLIO NO. - XXX-XX246 (JPMCC NO. XXX-XX404)
FISCAL YEAR END - 12/31
TAX EXEMPT CODE - N
DENOMINATED IN - U.S. Dollars
REPORT RUN DATE - Feb 19, 2013
KNEISEL FOUNDATION INC
ATT MR WILLIAM J KNEISEL
7 DUBLIN HILL DRIVE
GREENWICH CT 06830-4023

DESCRIPTION	UNITS ORIG FACE	PURCHASE		SALE		PRICE FX RATE	ADJUSTED BASIS FX RATE	ORIGINAL COST	PROCEEDS	SECURITY AND CURRENCY G/L GAIN/LOSS DISCOUNT INC
		DATE	FX RATE	DATE	FX RATE					
CAPITAL GAINS - COVERED										
***NOVARTIS AG-S	2,000.000	03/30/11	54.40	01/20/12	55.84	108,809.80		111,668.05	2,858.25 ST	
FREEMPORT MCMORAN	1,925.000	05/03/12	36.88	06/13/12	33.71	70,997.11		64,882.98	-6,114.13 ST	
GOLD INC- COMMON SH										
ALLEGHENY TECHNO	1,150.000	03/22/12	41.29	10/04/12	31.26	47,488.33		35,943.02	-11,545.31 ST	
	5,075					227,295.24		212,494.05	-14,801.19 ST	
CAPITAL GAINS - NONCOVERED										
QUANTA SERVICES	4,950.000	04/28/11	21.19	05/07/12	23.46	104,886.05		116,121.42	11,235.37 LT	
SECTION TOTAL	10,025					332,181.29		328,615.47	-14,801.19 ST	
CAPITAL GAINS - NONCOVERED										
ALLEGHENY TECHNO	100.000	07/28/10	48.36	01/11/12	49.63	4,835.84		4,962.94	127.10 LT	
SAME AS ABOVE	600.000	07/28/10	48.36	01/19/12	52.35	29,015.04		31,408.85	2,393.81 LT	
SAME AS ABOVE	600.000	07/28/10	48.36	05/01/12	43.65	29,015.04		26,187.97	-2,827.07 LT	
***COVIDIEN PLC	650.000	05/27/10	42.39	05/22/12	53.53	27,554.06		34,791.97	7,237.91 LT	
EBAY INC	875.000	02/04/10	22.70	05/22/12	39.62	19,860.31		34,668.00	14,807.69 LT	
OCCIDENTAL PETE	1,000.000	09/11/09	77.46	05/31/12	79.52	77,456.17		79,519.68	2,063.51 LT	
EBAY INC	1,950.000	02/04/10	22.70	06/12/12	40.92	44,260.13		79,786.34	35,526.21 LT	
***ITAU UNIBANCO	4,100.000	03/25/10	20.60	07/26/12	15.26	84,450.16		62,582.39	-21,867.77 LT	
S A SPONSORED ADR RE										
SAME AS ABOVE	1,350.000	05/19/10	17.92	07/26/12	15.26	24,196.46		20,606.40	-3,590.06 LT	
SAME AS ABOVE	1,025.000	05/26/10	17.66	07/26/12	15.26	18,104.47		15,645.60	-2,458.87 LT	
ALLEGHENY TECHNO	550.000	08/12/10	44.08	10/02/12	31.16	24,245.65		17,139.43	-7,106.22 LT	
SAME AS ABOVE	300.000	08/12/10	44.08	10/03/12	31.06	13,224.90		9,317.82	-3,907.08 LT	
SAME AS ABOVE	75.000	08/12/10	44.08	10/04/12	31.26	3,306.23		2,344.11	-962.12 LT	

THIS REPORT IS INTENDED TO BE AN INTERNAL WORKSHEET AND SHOULD NOT BE RELIED UPON FOR ACCURACY
UNLESS IT CONFORMS WITH THE OFFICIAL RECORDS OF THIS FIRM.
PLEASE REFER TO IMPORTANT DISCLOSURES AT THE END OF THIS REPORT.



PORTFOLIO NO. : XXX-XX246 017

CAPITAL GAINS SCHEDULE

PAGE: 2

FROM JAN 01, 2012 TO DEC 31, 2012

DESCRIPTION	UNITS ORIG FACE	PURCHASE		SALE		PRICE ADJUSTED BASIS ORIGINAL COST	PROCEEDS	SECURITY IND GAIN/LOSS	CURRENCY G/L DISCOUNT INC
		DATE	FX RATE	DATE	FX RATE				
	13,175					399,524.46	418,961.50	0.00 ST	
								19,437.04 LT	
SECTION TOTAL	13,175					399,524.46	418,961.50	0.00 ST	
								19,437.04 LT	
CAPITAL GAIN DIVIDENDS - NONCOVERED									
STARWOOD PROPERTY	330.110			07/13/12	1.00	0.00	330.11	330.11 LT	
SAME AS ABOVE	330.110			10/15/12	1.00	0.00	330.11	330.11 LT	
	660					0.00	660.22	0.00 ST	
								660.22 LT	
SECTION TOTAL	660					0.00	660.22	0.00 ST	
								660.22 LT	
CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED									
WEIGHT WATCHERS	750.000	09/05/12	46.96	10/12/12	0.12	90.00	90.00	0.00	
SAME AS ABOVE	750.000	09/05/12	46.84	12/14/12	0.12	90.00	90.00	0.00	
SAME AS ABOVE	650.000	10/19/12	52.97	12/14/12	0.12	78.00	78.00	0.00	
	125.000	10/22/12	52.92	12/14/12	0.12	15.00	15.00	0.00	
	2,275					273.00	273.00	0.00 ST	
								0.00 LT	
SECTION TOTAL	2,275					273.00	273.00	0.00 ST	
								0.00 LT	

THIS REPORT IS INTENDED TO BE AN INTERNAL WORKSHEET AND SHOULD NOT BE RELIED UPON FOR ACCURACY
UNLESS IT CONFORMS WITH THE OFFICIAL RECORDS OF THIS FIRM.
PLEASE REFER TO IMPORTANT DISCLOSURES AT THE END OF THIS REPORT.

PORTFOLIO NO. : XXX-XX24B 017

CAPITAL GAINS SCHEDULE

FROM JAN 01, 2012 TO DEC 31, 2012

PAGE: 3

DESCRIPTION	UNITS ORIG FACE	PURCHASE		SALE		PRICE ADJUSTED BASIS FX RATE MNY CURR	PROCEEDS	SECURITY IND GAIN/LOSS	CURRENCY G/L DISCOUNT INC
		DATE	PRICE	DATE	PRICE				
WO - WRITTEN OPTION									
SS - SHORT-TERM									
ST - SHORT TERM									
MT - MEDIUM TERM									
LT - LONG TERM									
P - PURCHASE INCLUDES OPTION PREMIUM									
S - SALE INCLUDES OPTION PREMIUM									
b - PURCHASE & SALE INCLUDES OPTION PREMIUM									

==	IND LEGEND	==	ACCOUNT TOTALS	==	COST	==	PROCEEDS	==	GAIN/LOSS
WO	WRITTEN OPTION								
SS	SHORT-TERM								
ST	SHORT TERM								
MT	MEDIUM TERM								
LT	LONG TERM								
P	PURCHASE INCLUDES OPTION PREMIUM								
S	SALE INCLUDES OPTION PREMIUM								
b	PURCHASE & SALE INCLUDES OPTION PREMIUM								
	TOTALS								
	TOTAL CURRENCY GAINS								
	TOTAL SHORT SALE P&L								
	TOTAL DISCOUNT INCOME								

===== THIS REPORT IS INTENDED TO BE AN INTERNAL WORKSHEET AND SHOULD NOT BE RELIED UPON FOR ACCURACY =====
 ===== UNLESS IT CONFORMS WITH THE OFFICIAL RECORDS OF THIS FIRM. =====
 ===== PLEASE REFER TO IMPORTANT DISCLOSURES AT THE END OF THIS REPORT. =====

KNEISEL FOUNDATION

EIN: 04-3136120

FORM 990-PF-2012

Page 6, Part VIII – Line 1, Information about Officers, Directors, etc.

OFFICERS

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

DIRECTORS

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

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

<u>Donee</u>	<u>Amount</u>
Hopkins School	1,000.-
American Red Cross	250.-
The Highlands School	250.-
Read Works	1,000.-
Central Park Conservancy	500.-
Central Park Conservancy	250.-
Island Academy	20,000.-
Friends of Manchester Trees	250
Squash Haven	1,000.-
Rockport Music	10,000.-
Teach for America	1,000.-
Beverly Hospital Fund	500.-
Conservation International	2,500.-
Horizons Student Enrichment Program	1,000.-
Old Road Fund	1,000.-
Rockport Music	500.-
Pingree School	500.-
Dartmouth College	10,000.-
Friends of MGH Cancer Center	600.-
Haiti Projects	250.-
Hopkins School	4,314.27

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

<u>Donee</u>	<u>Amount</u>
Greenwich United Way	2,500.-
The East Harlem School	1,000.-
Dartmouth College Sponsor Program	1,000.-
North Shore United Way	1,000.-
McPherson College Automotive Restoration	1,000.-
Pingree School	30,000.-
Dartmouth College	25,000.-
The Hooper Fund	12,000.-
Tuck School of Business	10,000.-
Taft School	7,000.-
Middlebury College	7,000.-
Harvard Business School	5,000.-
New York Presbyterian Fund	5,000.-
Metropolitan Opera	2,500.-
Trustees of Reservation	1,000.-
Waterside School	1,000.-
Beverly Hospital Fund	500.-
WGBH	500.-
Conservation Law Foundation	500.-
QLF	250.-
Greenwich Library	250.-

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

<u>Donee</u>	<u>Amount</u>
Wellspring House	\$ 250.-
Hopkins School	12,000.-
Surfinder Foundation	1,000.-
Connecticut College	1,000.-
Charlotte Country Day School	1,000.-
New York Public Radio	1,000.-
Thirteen	1,000.-
Squash Naven	1,000.-
A Child's Place	500.-
WSHM	500.-
MECT	250.-
Manchester Community Center	100.-
Charlotte Budge Home	500.-
Hospital for Special Surgery	1,000.-
Kaiser Hall	500.-
Greenwich Land Trust	250.-
Salem Sound Coastwatch	250.-
Beverly Boastrop	250.-
Manchester Historical Museum	250.-
Riccarda O'Germain Garden	1,000.-
Horizons National	1,000.-

EIN: 04-3136120

PART XV - Line 3a

GRANTS + CONTRIBUTIONS PAID

<u>Donee</u>	<u>Amount</u>
Rockport Music	2,500.-
The Children's Storefront	1,000.-
Women's Fund of Essex County	250.-
Buckley School	1,000.-
Emmanuel Church	200.-
Haiti Projects	250.-
Pelham Education Foundation	1,000.-
Cave Unit - Big Apple Circus	1,000.-
Herritt Parkway Conservancy	250.-

TOTAL

* 202,714.27