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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WILLIAM H. KEARNS FOUNDATION
C/O ROBERT J HUGHES

A Employer identification number

13-6199107

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

MARKS PANETH & SHRON LLP 685 THIRD AVE

B Telephone number

212-503-8942

City or town, state, and ZIP code

NEW YORK, NY 10017

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☒

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method:

☒

Cash

☐

Accrual

(from Part II, col (c), line 16)

☐

Other (specify)

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

\$ 9,395,505. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

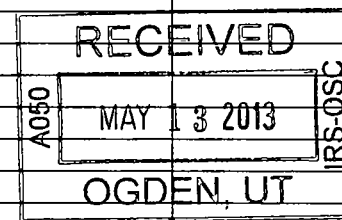
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | | | |
|---------------------------------------|---|---|------------|----------|-------------|-------------|
| Revenue | 1 | Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 45,376. | 45,376. | | |
| | 4 | Dividends and interest from securities | 176,794. | 176,794. | | STATEMENT 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 197,596. | | | |
| | b | Gross sales price for all assets on line 6a | 1,875,274. | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 197,596. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| b | Less: Cost of goods sold | | | | | |
| c | Gross profit or (loss) | | | | | |
| 11 | Other income | <20,665.> | <20,665.> | | STATEMENT 2 | |
| 12 | Total. Add lines 1 through 11 | 399,101. | 399,101. | | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 144,000. | 72,000. | | 72,000. |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | 81,411. | 40,706. | | 40,705. |
| | 16a | Legal fees | | | | |
| | b | Accounting fees | STMT 3 | 52,025. | 26,012. | 26,013. |
| | c | Other professional fees | STMT 4 | 61,147. | 61,147. | 0. |
| | 17 | Interest | | | | |
| | 18 | Taxes | STMT 5 | 23,791. | 8,926. | 5,302. |
| | 19 | Depreciation and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses | STMT 6 | 8,652. | 938. | 7,714. |
| | 24 | Total operating and administrative expenses. Add lines 13 through 23 | | 371,026. | 209,729. | 151,734. |
| | 25 | Contributions, gifts, grants paid | | 67,400. | | 67,400. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | | 438,426. | 209,729. | 219,134. | |
| 27 | Subtract line 26 from line 12: | | | | | |
| a | Excess of revenue over expenses and disbursements | | <39,325.> | | | |
| b | Net investment income (if negative, enter -0-) | | | 189,372. | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | | |



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | Beginning of year | End of year | |
|--|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 793,742. | 904,778. | 904,778. |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations STMT 8 | 215,028. | 110,352. | 141,094. |
| | b Investments - corporate stock STMT 9 | 4,430,640. | 4,498,909. | 6,220,841. |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other STMT 10 | 2,030,110. | 1,361,446. | 1,369,009. | |
| 14 Land, buildings, and equipment: basis ▶ 18,712. | | | | |
| Less: accumulated depreciation STMT 11 ▶ 18,712. | | | | |
| 15 Other assets (describe ▶ PROMISSORY NOTE) | 120,000. | 759,783. | 759,783. | |
| 16 Total assets (to be completed by all filers) | 7,589,520. | 7,635,268. | 9,395,505. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ STATEMENT 12) | 0. | 18,750. | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 18,750. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 7,589,520. | 7,616,518. | |
| 30 Total net assets or fund balances | 7,589,520. | 7,616,518. | | |
| 31 Total liabilities and net assets/fund balances | 7,589,520. | 7,635,268. | | |

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 | 7,589,520. |
| 2 Enter amount from Part I, line 27a | 2 | <39,325.> |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 3 | 66,323. |
| 4 Add lines 1, 2, and 3 | 4 | 7,616,518. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 7,616,518. |

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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 STATEMENT D | P | VARIOUS | VARIOUS |
| b SEE ATTACHED STATEMENT D | P | VARIOUS | VARIOUS |
| c S/T CAPITAL LOSS THRU P/S K-1 | P | VARIOUS | VARIOUS |
| d L/T CAPITAL GAIN THRU P/S K-1S | P | VARIOUS | VARIOUS |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 184,208. | | 187,385. | <3,177.> |
| b 1,584,022. | | 1,487,978. | 96,044. |
| c | | 2,315. | <2,315.> |
| d 107,044. | | | 107,044. |
| e | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | <3,177.> |
| b | | | 96,044. |
| c | | | <2,315.> |
| d | | | 107,044. |
| 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 | 197,596. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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 | 321,447. | 8,909,505. | .036079 |
| 2010 | 327,319. | 8,753,637. | .037392 |
| 2009 | 313,126. | 7,910,053. | .039586 |
| 2008 | 382,171. | 9,028,650. | .042329 |
| 2007 | 408,218. | 11,106,761. | .036754 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .192140 |
| 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 | .038428 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 9,057,967. |
| 5 Multiply line 4 by line 3 | 5 | 348,080. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,894. |
| 7 Add lines 5 and 6 | 7 | 349,974. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 219,134. |

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.

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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 type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 3,787. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 3,787. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 3,787. |
| 6 | Credits/Payments: | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 6,000. |
| 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 | 6,000. |
| 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 | 2,213. |
| 11 | Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | 0. |

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 |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | 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) <input type="checkbox"/> <u>NY</u> | | |
| 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 |

N/A

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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 ▶ <u>N/A</u> | 13 | X | |
| 14 | The books are in care of ▶ <u>MILTON WARSHAW</u> Telephone no. ▶ <u>917-509-1235</u> Located at ▶ <u>C/O MARKS PANETH 685 THIRD AVE, NEW YORK, NY</u> ZIP+4 ▶ <u>10017</u> | | | |
| 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 ▶ <u>15</u> <u>N/A</u> | | | |
| 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 checked="" type="checkbox"/> Yes <input 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 checked="" type="checkbox"/> Yes <input 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 | X |
| 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 ▶ _____, _____, _____ | | |
| 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.) <u>N/A</u> | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <u>N/A</u> | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | X |

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 13 | | 144,000. | 36,000. | 45,411. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|-------|----------|
| 1 N/A | |
| | |
| | |
| | |
| 2 | |
| | |
| | |
| | |
| 3 | |
| | |
| | |
| | |
| 4 | |
| | |
| | |
| | |

Part IX-B Summary of Program-Related Investments

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

| | Amount |
|--|--------|
| 1 N/A | |
| | |
| | |
| | |
| 2 | |
| | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |
| | |

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

WILLIAM H. KEARNS FOUNDATION
C/O ROBERT J HUGHES

Form 990-PF (2012)

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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 | 6,466,788. |
| b | Average of monthly cash balances | 1b | 801,629. |
| c | Fair market value of all other assets | 1c | 1,927,489. |
| d | Total (add lines 1a, b, and c) | 1d | 9,195,906. |
| 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 | 9,195,906. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 137,939. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 9,057,967. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 452,898. |

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 | 452,898. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 3,787. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,787. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 449,111. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 449,111. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 449,111. |

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 | 219,134. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 219,134. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 219,134. |

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.

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WILLIAM H. KEARNS FOUNDATION
C/O ROBERT J HUGHES

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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 | | | | 449,111. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | 159,427. | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 159,427. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ | 219,134. | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 219,134. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 159,427. | | | 159,427. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 70,550. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

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WILLIAM H. KEARNS FOUNDATION

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------------|
| a Paid during the year | | | | |
| CAMA 2060 ALAMEDA PADRE SERRA, SUITE 201 SANTA BARBARA, CA 93103 | NONE | 501(C)(3) | CHARITABLE | 5,000. |
| KUSC 11726 SAN VICENTE BLVD., STE 370 LOS ANGELES, CA 90049 | NONE | 501(C)(3) | CHARITABLE | 1,000. |
| MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108 | NONE | 501(C)(3) | CHARITABLE | 2,500. |
| SANTA BARBARA SYMPHONY ASSOCIATION 1330 STATE STREET, STE 102 SANTA BARBARA, CA 93101 | NONE | 501(C)(3) | CHARITABLE | 25,000. |
| SOCIAL VENTURE PARTNERS 15 EAST CARRILLO SANTA BARBARA, CA 93101 | NONE | 501(C)(3) | CHARITABLE | 6,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 67,400. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

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| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 45,376. | |
| 4 Dividends and interest from securities | | | 14 | 176,794. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | <20,665.> | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 197,596. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 399,101. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |

[illegible]

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3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|----------------------|---------------|--------|------|---------|--------------------------|------------|----------------------|------------------------|--------------------------|-----------------|------------------------|
| 1 | COMPUTER | 032697 | SL | 5.00 | 16 | 8,053. | | | 8,053. | 8,053. | | 0. |
| 2 | OFFICE EQUIPMENT | VARIES | SL | 5.00 | 16 | 1,634. | | | 1,634. | 1,634. | | 0. |
| 3 | OFFICE EQUIPMENT | 070198 | SL | 5.00 | 16 | 1,725. | | | 1,725. | 1,725. | | 0. |
| 4 | FURNITURE & FIXTURES | 041300 | SL | 7.00 | 16 | 7,300. | | | 7,300. | 7,300. | | 0. |
| | * TOTAL 990-PF PG 1 | | | | | 18,712. | | 0. | 18,712. | 18,712. | 0. | 0. |
| | DEPR | | | | | | | | | | | |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CHARLES SCHWAB | 169,797. | 0. | 169,797. |
| INTEREST & DIVIDENDS FROM P/S | 6,997. | 0. | 6,997. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 176,794. | 0. | 176,794. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 2 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| INCOME/LOSS FROM PARTNERHSIP K-1 | <20,665.> | <20,665.> | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <20,665.> | <20,665.> | |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 3 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 52,025. | 26,012. | | 26,013. |
| TO FORM 990-PF, PG 1, LN 16B | 52,025. | 26,012. | | 26,013. |

| | | | |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 4 |
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES | 61,147. | 61,147. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 61,147. | 61,147. | | 0. |

| FORM 990-PF | TAXES | | STATEMENT | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FEDERAL TAXES | 9,563. | 0. | | 0. |
| PAYROLL TAXES | 9,634. | 4,817. | | 4,817. |
| FOREIGN TAXES WITHHELD | 4,109. | 4,109. | | 0. |
| NYS CHARITIES | | | | |
| CERTIFICATION FEE | 250. | 0. | | 250. |
| ADVERTISEMENT | 130. | 0. | | 130. |
| FILING FEES | 105. | 0. | | 105. |
| TO FORM 990-PF, PG 1, LN 18 | 23,791. | 8,926. | | 5,302. |

| FORM 990-PF | OTHER EXPENSES | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| TELEPHONE | 3,141. | 0. | | 3,141. |
| COMPUTER EXPENSE | 95. | 0. | | 95. |
| OFFICE EXPENSE | 3,825. | 0. | | 3,825. |
| PAYROLL SERVICE FEES | 1,306. | 653. | | 653. |
| BANK CHARGES | 285. | 285. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 8,652. | 938. | | 7,714. |

| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | | STATEMENT | 7 |
|--|--|--|-----------|---------|
| DESCRIPTION | | | | AMOUNT |
| UNREALIZED GAIN/LOSS ON PARTNERSHIP K-1S | | | | 66,323. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | | | | 66,323. |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 8 |
|-------------|--|-----------|---|

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| US TREASURY BONDS & NOTES-SEE STMT A | X | | 110,352. | 141,094. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 110,352. | 141,094. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 110,352. | 141,094. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCK-SEE STMT A | 4,498,909. | 6,220,841. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 4,498,909. | 6,220,841. |

| | | | |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 10 |
|-------------|-------------------|-----------|----|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| INVESTMENTS IN PARTNERSHIPS-SEE STMT B | COST | 894,544. | 894,544. |
| ARDICA TECHNOLOGIES INC. | COST | 86,055. | 86,055. |
| NUKO TOYS INC | COST | 100,000. | 100,000. |
| TADOT INNOVATIONS | COST | 150,000. | 150,000. |
| DYGEST INC | COST | 50,000. | 50,000. |
| MUTUAL FUNDS-SEE STMT A | COST | 80,847. | 88,410. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1,361,446. | 1,369,009. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| COMPUTER | 8,053. | 8,053. | 0. |
| OFFICE EQUIPMENT | 1,634. | 1,634. | 0. |
| OFFICE EQUIPMENT | 1,725. | 1,725. | 0. |
| FURNITURE & FIXTURES | 7,300. | 7,300. | 0. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 18,712. | 18,712. | 0. |

FORM 990-PF OTHER LIABILITIES STATEMENT 12

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| DUE TO WHK PROFIT SHARING PLAN | 0. | 18,750. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 0. | 18,750. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|------------------------------|-------------------|------------------------------|--------------------|
| MILTON WARSHAW C/O MP&S 685 THIRD AVENUE NEW YORK, NY 10017 | PRESIDENT/TREASURER 35.00 | 72,000. | 18,000. | 22,706. |
| JONATHAN MONDSCHIEIN C/O MP&S 685 THIRD AVENUE NEW YORK, NY 10017 | ASST. SECY, 1.00 | 0. | 0. | 0. |
| MAXINE D. PRISYON C/O MP&S 685 THIRD AVENUE NEW YORK, NY 10017 | VICE-PRES./SECY. 35.00 | 72,000. | 18,000. | 22,705. |
| JOSHUA MONDSCHIEIN C/O MP&S 685 THIRD AVENUE NEW YORK, NY 10017 | ASST. SECY. 1.00 | 0. | 0. | 0. |
| LORNA GOLDBERG C/O MP&S 685 THIRD AVENUE NEW YORK, NY 10017 | ASST. SECY. 1.00 | 0. | 0. | 0. |
| CARLA LORD C/O MP&S 685 THIRD AVENUE NEW YORK, NY 10017 | ASST. SECY. 1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 144,000. | 36,000. | 45,411. |

WILLIAM H KEARNS FOUNDATION
13-6199107
PORTFOLIO APPRAISAL
12/31/2012

| <u>Quantity</u> | <u>Security</u> | <u>Total Cost</u> | <u>Market Value</u> |
|----------------------|--|-----------------------|-------------------------|
| COMMON STOCKS | | | |
| 2500 | ACE LIMITED SHS | 37,966.67 | 199,500.00 |
| 3000 | AFLAC INC | 80,268.25 | 159,360.00 |
| 1000 | AMERICAN EXPRESS CO COM | 53,294.09 | 57,480.00 |
| 4000 | AT&T INC COM | 113,133.80 | 134,840.00 |
| 2200 | BECTON DICKINSON & CO COM | 76,793.81 | 172,018.00 |
| 1100 | BERKSHIRE HATHAWAY INC COM CL B | 92,346.68 | 98,670.00 |
| 950 | BROWN FORMAN CORP CL B | 57,078.54 | 60,087.50 |
| 3200 | CANADIAN NATL RY CO | 64,416.81 | 291,232.00 |
| 4000 | CENOVUS ENERGY INC | 28,045.65 | 134,160.00 |
| 1700 | COCA COLA CO | 62,173.69 | 61,625.00 |
| 500 | COLGATE PALMOLIVE CO COM | 48,735.67 | 52,270.00 |
| 237500 | CONNOTATE TECH, INC | 150,000.00 | 150,000.00 |
| 1100 | DEERE & CO COM | 88,404.84 | 95,062.00 |
| 600 | DIAGEO PLC SPRD ADR NEW | 58,447.46 | 69,948.00 |
| 2040 | DUKE ENERGY CORP NEW COM | 87,891.68 | 130,152.00 |
| 1600 | EMERSON ELEC CO COM | 80,434.94 | 84,736.00 |
| 4000 | ENCANA CORP COM | 30,394.35 | 79,040.00 |
| 2500 | EXELON CORP CMN | 79,995.63 | 74,350.00 |
| 2000 | EXPEDITORS INTL WASH INC CMN | 78,481.28 | 79,100.00 |
| 2300 | EXXON MOBIL CORPORATION CMN | 105,156.34 | 199,065.00 |
| 100 | GOOGLE, INC. CMN CLASS A | 66,908.85 | 70,738.00 |
| 1700 | HEINEKEN N V SPONSORED ADR L1 | 45,849.34 | 57,069.00 |
| 4750 | INTEGRATED FUNDRAISING MARKETING SOLUTIONS | 71,250.00 | 71,250.00 |
| 3000 | INTEL CORP COM | 63,668.95 | 61,860.00 |
| 550 | INTL BUSINESS MACHINES CORP CMN | 49,052.13 | 105,352.50 |
| 2000 | ISHARES MSCI BRAZIL INDX | 110,592.00 | 111,880.00 |
| 1500 | JOHNSON & JOHNSON | 102,171.67 | 105,150.00 |
| 1500 | KIMBERLY CLARK CORP COM | 77,263.60 | 126,645.00 |
| 2000 | KINDER MORGAN INC | 69,096.96 | 70,660.00 |
| 1574 | KINDER MORGAN MGMT LLC | 59,049.44 | 118,774.02 |
| 500 | LABORATORY CORPORATION OF AMER CMN | 44,275.50 | 43,310.00 |
| 1100 | LOEWS CORP | 45,602.45 | 44,825.00 |
| 700 | M&T BANK CORPORATION CMN | 61,184.10 | 68,929.00 |
| 300 | MARKEL CORP COM | 129,077.71 | 130,026.00 |
| 650 | MARTIN MARIETTA MATERIALS INC. | 50,266.14 | 61,282.00 |
| 215 | MASTERCARD INCORPORATED CMN CLASS A | 88,507.69 | 105,625.20 |
| 3300 | MCCORMICK & CO INC | 108,476.98 | 209,649.00 |

Statement A

1/2

| | | |
|--|--------------|--------------|
| 4000 MICROSOFT CORP | 94,381.05 | 106,838.80 |
| 2100 NESTLE SA SPONSORED ADRS REGISTERED | 128,422.44 | 136,734.57 |
| 1500 NEXTERA ENERGY INC | 75,806.65 | 103,785.00 |
| 2100 NOVARTIS AG | 82,848.31 | 132,930.00 |
| 152625 PANDORA NETWORKS INC | 175,000.00 | 175,000.00 |
| 850 PRAXAIR INC CMN | 88,314.02 | 93,032.50 |
| 4000 PRINCIPAL FINANCIAL GROUP INC | 62,421.95 | 114,080.00 |
| 2950 PROCTER & GAMBLE COMPANY (THE) CMN | 112,545.00 | 200,275.50 |
| 3000 RIO TINTO PLC SPONSOR ADR | 71,830.50 | 174,270.00 |
| 2200 SMUCKER J M CO COM NEW | 139,904.97 | 189,728.00 |
| 2500 SOUTHERN CO | 90,983.95 | 107,025.00 |
| 5560 SPECTRA ENERGY CORP COM | 95,168.17 | 152,232.80 |
| 1100 TIFFANY & CO. | 63,935.04 | 63,074.00 |
| 675 VERISK ANALYTICS INC COM CL A | 32,501.11 | 34,404.75 |
| 41667 VIZACOM INC | 50,000.00 | 50,000.00 |
| | <hr/> | <hr/> |
| | 4,079,816.85 | 5,779,131.14 |

MUTUAL FUNDS

| | | |
|------------------------------------|-----------|-----------|
| 3000 KAYNE ANDERSON MLP INVESTMENT | 80,847.39 | 88,410.00 |
| | <hr/> | <hr/> |
| | 80,847.39 | 88,410.00 |

PREFERRED STOCK

| | | |
|---|------------|------------|
| 29940 CONNOTATE TECH, INC | 87,500.00 | 87,500.00 |
| 1000 FANNIE MAE PFD 8.25% | 25,559.95 | 1,670.00 |
| 4000 HSBC FINANCE CORP PFD B DEP 1/40 | 66,958.05 | 100,240.00 |
| 50000 JIA INC SER B CON PFD | 50,000.00 | 50,000.00 |
| 2000 JP MORGAN CHASE CAP X PFD TR SECS 7% | 51,408.35 | 51,040.00 |
| 6000 PARTNERRE LTD PFD C 6.75% | 137,665.46 | 151,260.00 |
| | <hr/> | <hr/> |
| | 419,091.81 | 441,710.00 |

UNITED STATES TREASURY NOTES

| | | |
|---|------------|------------|
| 100000 UNITED STATES TREAS BDS 5.000% Due 05-15-37 | 110,351.56 | 141,093.80 |
| | <hr/> | <hr/> |
| | 110,351.56 | 141,093.80 |

TOTAL PORTFOLIO

| | | |
|--|---------------------|---------------------|
| | <u>4,690,107.61</u> | <u>6,450,344.94</u> |
|--|---------------------|---------------------|

Statement A

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WILLIAM H. KEARNS FOUNDATION**EIN# 13-6199107****12/31/2012****PARTNERSHIP**

TRAUTMAN WASSEMAN MARKET 8701 OPP FUND

SPECIAL SITUATION TECHNOLOGIES FUND II

SPECIAL SITUATION LIFE SCIENCE FUND, LP

ASCENDANT SPIRITS INC

SLG INTERNATIONAL OPPORTUNITIES, LP

| BOOK VALUE | |
|------------|--------|
| Beginning | Ending |

232,774 192,051.00

1,041,375 -

245,898 387,807.00

- 49,972

- 264,714

| FMV |
|--------------|
| @ 12/31/2012 |

192,051

-

387,807

49,972

264,714

TOTAL PARTNERSHIP**1,520,047****894,544****894,544**

Marks Paneth & Shron LLP
REALIZED GAINS AND LOSSES
WILLIAM H KEARNS FOUNDATION
CONSOLIDATED REPORTING
From 01-01-12 Through 12-31-12

EIN: 13-6199107

| Open Date | Close Date | Quantity | Security | Cost Basis | Proceeds | Gain Or Loss | |
|-----------|------------|-----------|---|------------|------------|--------------|------------|
| | | | | | | Short Term | Long Term |
| 01-24-08 | 01-03-12 | 100,000 | UNITED STATES TREAS NTS 4.250% Due 11-15-17 | 104,676.72 | 117,781.00 | | 13,104.28 |
| 02-01-04 | 01-30-12 | 1,000 | EXXON MOBIL CORPORATION CMN | 41,245.20 | 84,960.72 | | 43,715.52 |
| 02-17-09 | 01-30-12 | 1,000 | KINDER MORGAN MGMT LLC | 39,319.68 | 76,639.58 | | 37,319.90 |
| 07-23-09 | 01-30-12 | 7,000 | MICRON TECHNOLOGY INC | 43,496.45 | 51,724.96 | | 8,228.51 |
| 11-26-08 | 01-30-12 | 1,000 | RIO TINTO PLC SPONSOR ADR | 24,122.79 | 59,483.91 | | 35,361.12 |
| 12-07-10 | 03-15-12 | 150 | CHUBB CORP | 8,854.50 | 10,283.82 | | 1,429.32 |
| 12-07-10 | 03-16-12 | 100 | COLGATE PALMOLIVE CO COM | 7,814.00 | 9,485.69 | | 1,671.69 |
| 12-07-10 | 04-20-12 | 400 | CISCO SYSTEMS, INC CMN | 7,892.00 | 7,958.67 | | 66.67 |
| 01-11-11 | 04-20-12 | 300 | CISCO SYSTEMS, INC CMN | 6,266.58 | 5,969.00 | | -297.58 |
| 07-05-06 | 05-07-12 | 500 | INTL BUSINESS MACHINES CORP CMN | 38,944.98 | 102,063.76 | | 63,118.79 |
| 04-20-07 | 05-07-12 | 1,500,000 | KAYNE ANDERSON MLP INVESTMENT | 51,635.75 | 43,680.40 | | -7,955.35 |
| 07-20-05 | 05-07-12 | 1,500,000 | KAYNE ANDERSON MLP INVESTMENT | 41,524.31 | 43,680.39 | | 2,156.08 |
| 10-02-08 | 06-11-12 | 2 | BERKSHIRE HATHAWAY INC COM CL A | 275,405.97 | 242,508.60 | | -32,897.37 |
| 10-02-08 | 06-11-12 | 1 | BERKSHIRE HATHAWAY INC COM CL A | 137,702.98 | 121,265.50 | | -16,437.48 |
| 03-09-10 | 07-18-12 | 2,000 | BB&T CAP TRUST VII 2064 | 53,072.15 | 50,000.00 | | -3,072.15 |
| 12-07-10 | 08-06-12 | 100 | BROWN FORMAN CORP CL B | 7,004.33 | 9,289.20 | | 2,284.87 |
| 01-21-11 | 08-06-12 | 50 | BROWN FORMAN CORP CL B | 3,389.95 | 4,644.60 | | 1,254.65 |
| 02-17-09 | 08-10-12 | 1 | KINDER MORGAN MGMT LLC | 29.08 | 59.26 | | 30.18 |
| 12-07-10 | 08-16-12 | 50 | BHP BILLITON LTD | 4,575.00 | 3,455.08 | | -1,119.92 |
| 02-11-11 | 08-16-12 | 50 | BHP BILLITON LTD | 4,710.91 | 3,455.07 | | -1,255.84 |
| 10-27-08 | 09-04-12 | 2,500 | BB & T CORP COM | 85,114.95 | 78,579.48 | | -6,535.47 |
| 05-17-12 | 09-04-12 | 1,200 | CATERPILLAR INC | 106,214.23 | 99,250.01 | -6,964.22 | |
| 07-22-08 | 09-04-12 | 4,000 | CISCO SYSTEMS, INC CMN | 86,440.95 | 75,494.30 | | -10,946.65 |
| 03-09-10 | 09-04-12 | 500 | DIAMOND OFFSHORE DRILLING INC | 44,556.98 | 33,234.35 | | -11,322.63 |
| 05-21-10 | 09-04-12 | 500 | DIAMOND OFFSHORE DRILLING INC | 35,436.60 | 33,234.35 | | -2,202.25 |
| 04-20-01 | 09-04-12 | 2,000 | GATX CORP COM | 80,001.80 | 81,468.97 | | 1,467.17 |
| 01-04-02 | 09-04-12 | 1,000 | GATX CORP COM | 33,219.95 | 40,734.48 | | 7,514.53 |

This report was compiled from information provided by various investment brokers and an independent pricing service

Statement D

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EIN: 13-6199107

Marks Paneth & Shron LLP
REALIZED GAINS AND LOSSES
WILLIAM H KEARNS FOUNDATION
CONSOLIDATED REPORTING
From 01-01-12 Through 12-31-12

| Open Date | Close Date | Quantity | Security | Cost Basis | Proceeds | Gain Or Loss | |
|--------------------------|------------|----------|---|------------|-----------|--------------|-------------|
| | | | | | | Short Term | Long Term |
| 11-27-02 | 09-04-12 | 3,000 | GENERAL ELECTRIC CO COM | 82,086.60 | 61,509.11 | | -20,577.49 |
| 01-10-03 | 09-04-12 | 2,000 | GENERAL ELECTRIC CO COM | 51,920.00 | 41,006.08 | | -10,913.92 |
| 06-19-12 | 09-04-12 | 5,000 | NFJ DIV INTEREST & PREMIUM STRATEGY FUND | 81,170.45 | 84,958.09 | 3,787.64 | |
| 06-14-07 | 09-04-12 | 2,000 | ROCHE HLDG AG ADR B (NOM CHF100) VAL 224 18 | 87,509.95 | 90,357.97 | | 2,848.02 |
| 02-17-09 | 11-14-12 | 0 | KINDER MORGAN MGMT LLC | 7.02 | 13.83 | | 6.81 |
| TOTAL GAINS | | | | | | 3,787.64 | 221,578.11 |
| TOTAL LOSSES | | | | | | -6,964.22 | -125,534.10 |
| TOTAL REALIZED GAIN/LOSS | | | | | | -3,176.58 | 96,044.01 |

ST 187,384.68 184,208.10 (3,176.58)
 LT 1,487,978.12 1,584,022.13 96,044.01

This report was compiled from information provided by various investment brokers and an independent pricing service.

Statement D