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Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

| | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization MESERVE-KUNHARDT FOUNDATION | | | D Employer identification number 20-2412662 | |
| | Doing Business As | | | E Telephone number (914) 238-6800 | |
| | Number and street (or P O box if mail is not delivered to street address) 48 WHEELER AVENUE | | Room/suite 3 | G Gross receipts \$ 2,082,171. | |
| | City, town or post office, state, and ZIP code PLEASANTVILLE, NY 10570 | | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) | |
| F Name and address of principal officer PETER W. KUNHARDT JR. 48 WHEELER AVENUE PLEASANTVILLE, NY 10570 | | | H(c) Group exemption number | | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | J Website: WWW.MKFOUND.ORG | | | L Year of formation 2002 |
| K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other | | M State of legal domicile NY | | | |

Part I Summary

| | | | | |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|--------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities TO ACQUIRE, PRESERVE & PROTECT HISTORICAL MATERIALS, INCLUDING THE COLLECTIONS OF HISTORICAL PHOTOGRAPHS KNOWN AS THE MESERVE- KUNHARDT COLLECTION. PLEASE ALSO REFER TO DETAILS PROVIDED FOR PART III LINE 1. | | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | | 8. |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | | 5. |
| | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | | 6. |
| | 6 Total number of volunteers (estimate if necessary) | 6 | | |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | | 0 |
| 7b Net unrelated business taxable income from Form 990-T, line 34 | 7b | | 0 | |
| Revenue | | | Prior Year | Current Year |
| | 8 Contributions and grants (Part VIII, line 1h) | | 283,640. | 744,624. |
| | 9 Program service revenue (Part VIII, line 2g) | | 70,724. | 706,392. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 2,532. | 1,334. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 380,038. | 302,022. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | | 736,934. | 1,754,372. |
| | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | | 7,500. | 17,500. |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0 | 0 |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 359,889. | 344,524. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | 0 |
| | b Total fundraising expenses (Part IX, column (D), line 25) | 250,505. | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 335,566. | 712,715. | |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | | 702,955. | 1,074,739. | |
| 19 Revenue less expenses Subtract line 18 from line 12 | | 33,979. | 679,633. | |
| Net Assets or Fund Balances | | | Beginning of Current Year | End of Year |
| | 20 Total assets (Part X, line 16) | | 1,442,815. | 2,109,565. |
| | 21 Total liabilities (Part X, line 26) | | 46,793. | 33,910. |
| 22 Net assets or fund balances Subtract line 21 from line 20. | | 1,396,022. | 2,075,655. | |

Part II Signature Block

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

| | | | | |
|-------------------------------|------------------------------------------------------------|--------------------------------------------------|--------------------------|----------------------------------------------------------------------|
| Sign Here | Signature of officer <i>Peter W. Kunhardt</i> | | Date 11/12/13 | |
| | PETER W. KUNHARDT, PRESIDENT of BOARD | | | |
| Paid Preparer Use Only | Print/Type preparer's name GABRIEL M WOLOSKY | Preparer's signature <i>Gabriel M Wolosky</i> | Date 11/12/13 | Check <input type="checkbox"/> if self-employed PTIN P00081940 |
| | Firm's name PRAGER AND FENTON LLP | | Firm's EIN 13-1813923 | |
| | Firm's address 675 THIRD AVENUE NEW YORK, NY 10017-5704 | | Phone no 212-972-7555 | |

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

For Paperwork Reduction Act Notice, see the separate instructions.

23 917

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
ATTACHMENT 1

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

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

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

4a (Code _____) (Expenses \$ 643,372 including grants of \$ _____) (Revenue \$ 706,392)
CATALOGING AND PRESERVATION OF THE MESERVE-KUNHARDT, DOROTHY
MESERVE KUNHARDT COLLECTION, ED CLARK AND GORDON PARKS COLLECTIONS
OF AMERICAN PHOTOGRAPHS AND RELATED DOCUMENTS

4b (Code _____) (Expenses \$ 59,326 including grants of \$ 17,500) (Revenue \$ 21,143)
PRODUCED MULTI-MEDIA EDUCATIONAL PROJECTS AND OTHER EDUCATIONAL
OUTREACH PROGRAMS.

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

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

4e Total program service expenses **▶** 702,698.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Contains 20 main questions and sub-questions (a-f) regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

| | | Yes | No |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 21 | Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> | | X |
| 22 | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> | | X |
| 23 | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i> | | X |
| 24 a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i> | | X |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25 a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> | | X |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i> | | X |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> | | X |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i> | | X |
| 28 | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> | | X |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> | | X |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i> | | X |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> | X | |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> | | X |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> | | X |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> | | X |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i> | | X |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> | X | |
| 35 a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b | If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> | | |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> | | X |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i> | | X |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O. | X | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No response. Includes questions 1a-13b regarding IRS filings, Form 990, and tax compliance.

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

Section A. Governing Body and Management

Table with 4 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following; 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 4 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

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

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) Dyllan McGee Director | | ✓ | | | | | | 0 | 0 | 0 |
| (2) Peter W Kunhardt Director | | ✓ | | | | | | 0 | 0 | 0 |
| (3) Phillip B. Kunhardt III Director | | ✓ | | | | | | 0 | 0 | 0 |
| (4) Curtis Viebranz Director | | ✓ | | | | | | 0 | 0 | 0 |
| (5) Laura Brown Director | | ✓ | | | | | | 0 | 0 | 0 |
| (6) Nina Freedman Director | | ✓ | | | | | | 0 | 0 | 0 |
| (7) Genevieve Young Director | | ✓ | | | | | | 0 | 0 | 0 |
| (8) Peter W Kunhardt, Jr Executive Director | | | ✓ | | | | | 121,887 | 0 | 0 |
| (9) Mary Farley Director of Finance | | | ✓ | | | | | 24,885 | 0 | 0 |
| (10) Diana Revson Director of External Affairs | | | ✓ | | | | | 75,213 | 0 | 0 |
| (11) | | | | | | | | | | |
| (12) | | | | | | | | | | |
| (13) | | | | | | | | | | |
| (14) | | | | | | | | | | |

Part VIII Statement of Revenue

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

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | 111,844 | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 632,780 | | | | |
| | g Noncash contributions included in lines 1a-1f \$ | | 40,512 | | | | |
| | h Total. Add lines 1a-1f | | 744,624 | | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2a PHOTO SALES | | 511190 | 695,345 | 695,345 | | |
| | b EXHIBITION INCOME | | 511190 | 9,500 | 9,500 | | |
| | c MISCELLANEOUS INCOME | | 511190 | 1,547 | 1,547 | | |
| | d | | | | | | |
| | e | | | | | | |
| | f All other program service revenue | | | | | | |
| | g Total. Add lines 2a-2f | | | 706,392 | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | | 1,334 | | 1,334 | |
| | 4 Income from investment of tax-exempt bond proceeds | | | 0 | | | |
| | 5 Royalties | | | 21,143 | 21,143 | | |
| | | (i) Real | (ii) Personal | | | | |
| | 6a Gross rents | | | | | | |
| | b Less rental expenses | | | | | | |
| | c Rental income or (loss) | | | | | | |
| | d Net rental income or (loss) | | | | | 0 | |
| | | (i) Securities | (ii) Other | | | | |
| | 7a Gross amount from sales of assets other than inventory | | | | | | |
| | b Less cost or other basis and sales expenses | | | | | | |
| | c Gain or (loss) | | | | | | |
| | d Net gain or (loss) | | | | | 0 | |
| | 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 | a | | 608,678 | | | |
| | b Less direct expenses | b | | 327,799 | | | |
| c Net income or (loss) from fundraising events | | | | | 280,879 | | |
| 9a Gross income from gaming activities See Part IV, line 19 | a | | | | | | |
| b Less direct expenses | b | | | | | | |
| c Net income or (loss) from gaming activities | | | | | 0 | | |
| 10a Gross sales of inventory, less returns and allowances | a | | | | | | |
| b Less cost of goods sold | b | | | | | | |
| c Net income or (loss) from sales of inventory | | | | | 0 | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a _____ | | | | | | | |
| b _____ | | | | | | | |
| c _____ | | | | | | | |
| d All other revenue | | | | | | | |
| e Total. Add lines 11a-11d | | | | | 0 | | |
| 12 Total revenue. See instructions | | | 1,754,372 | 727,535 | | 1,334 | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 | 17,500. | 17,500. | | |
| 2 Grants and other assistance to individuals in the United States See Part IV, line 22 | 0 | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | 0 | | | |
| 4 Benefits paid to or for members | 0 | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 221,985. | 74,853. | 13,210. | 133,922. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 Other salaries and wages | 80,904. | 80,904. | | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 4,913. | 2,506. | 442. | 1,965. |
| 9 Other employee benefits | 8,276. | 3,202. | 932. | 4,142. |
| 10 Payroll taxes | 28,446. | 16,807. | 2,599. | 9,040. |
| 11 Fees for services (non-employees) | | | | |
| a Management | 0 | | | |
| b Legal | 763. | | 763. | |
| c Accounting | 28,836. | | 28,836. | |
| d Lobbying | 0 | | | |
| e Professional fundraising services See Part IV, line 17 | 0 | | | |
| f Investment management fees | 0 | | | |
| g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O). | 139,067. | 92,597. | 43,959. | 2,511. |
| 12 Advertising and promotion | 0 | | | |
| 13 Office expenses | 20,364. | 10,149. | 1,588. | 8,627. |
| 14 Information technology | 0 | | | |
| 15 Royalties | 0 | | | |
| 16 Occupancy | 56,216. | 28,670. | 5,059. | 22,487. |
| 17 Travel | 17,725. | 9,205. | 5,912. | 2,608. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 Conferences, conventions, and meetings | 0 | | | |
| 20 Interest | 0 | | | |
| 21 Payments to affiliates | 0 | | | |
| 22 Depreciation, depletion, and amortization | 864. | 864. | | |
| 23 Insurance | 33,027. | 26,179. | 6,848. | |
| 24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a MULTIMEDIA AND EDUCATION ----- | 41,623. | 41,623. | | |
| b COMMISSIONS ----- | 293,780. | 293,780. | | |
| c PRESERVATION OF THE COLLECTI ----- | 203. | 203. | | |
| d POSTAGE AND PRINTING ----- | 28,741. | 3,617. | 91. | 25,033. |
| e All other expenses ----- | 51,506. | 39. | 11,297. | 40,170. |
| 25 Total functional expenses Add lines 1 through 24e | 1,074,739. | 702,698. | 121,536. | 250,505. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance Sheet

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

| | | (A) Beginning of year | | (B) End of year |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 213,152. | 1 | 609,330. |
| | 2 Savings and temporary cash investments | 1,105,200. | 2 | 1,336,284. |
| | 3 Pledges and grants receivable, net | 89,410. | 3 | 8,522. |
| | 4 Accounts receivable, net | 22,197. | 4 | 109,496. |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 0 | 5 | 0 |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | 0 | 6 | 0 |
| | 7 Notes and loans receivable, net | 0 | 7 | 0 |
| | 8 Inventories for sale or use | 0 | 8 | 0 |
| | 9 Prepaid expenses and deferred charges | 10,056. | 9 | 28,406. |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 17,271. | | |
| | b Less accumulated depreciation | 10b 864. | 10c | 16,407. |
| | 11 Investments - publicly traded securities | 0 | 11 | 0 |
| | 12 Investments - other securities See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments - program-related See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | 0 | 14 | 0 |
| | 15 Other assets See Part IV, line 11 | 2,800. | 15 | 1,120. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 1,442,815. | 16 | 2,109,565. | |
| Liabilities | 17 Accounts payable and accrued expenses | 40,293. | 17 | 33,910. |
| | 18 Grants payable | 0 | 18 | 0 |
| | 19 Deferred revenue | 6,500. | 19 | 0 |
| | 20 Tax-exempt bond liabilities | 0 | 20 | 0 |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 0 | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 0 | 23 | 0 |
| | 24 Unsecured notes and loans payable to unrelated third parties | 0 | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 0 | 25 | 0 |
| | 26 Total liabilities. Add lines 17 through 25 | 46,793. | 26 | 33,910. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 1,215,037. | 27 | 1,450,372. |
| | 28 Temporarily restricted net assets | 180,985. | 28 | 125,283. |
| | 29 Permanently restricted net assets | 0 | 29 | 500,000. |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances | 1,396,022. | 33 | 2,075,655. |
| 34 Total liabilities and net assets/fund balances | 1,442,815. | 34 | 2,109,565. | |

Part XI Reconciliation of Net Assets

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

| | | | |
|----|---------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 1,754,372. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 1,074,739. |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 679,633. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 1,396,022. |
| 5 | Net unrealized gains (losses) on investments | 5 | 0 |
| 6 | Donated services and use of facilities | 6 | 0 |
| 7 | Investment expenses | 7 | 0 |
| 8 | Prior period adjustments | 8 | 0 |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 2,075,655. |

Part XII Financial Statements and Reporting

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

| | | Yes | No |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | | X |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

| | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) - 62.64%; 15 Public support percentage from 2011 Schedule A, Part II, line 14 - 71.18%; 16a 33 1/3% support test - 2012; 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b. | | | | | | |
| 8 Public support (Subtract line 7c from line 6) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12) | | | | | | |

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

| | | |
|-----------------------------------------------------------------------------------------------------|----|---|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|----------------------------------------------------------------------------------------------------------|----|---|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | % |

19a **33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b **33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for totals, 5-6 for questions about donor advisement.

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

Form for conservation easements including checkboxes for purposes, a table for held at end of tax year (2a-2d), and questions 3-9.

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

Form for art and historical treasures including questions 1a, 1b, 2, and 2a, 2b regarding reporting requirements.

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

Schedule D (Form 990) 2012

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
a [X] Public exhibition
b [X] Scholarly research
c [X] Preservation for future generations
d [X] Loan or exchange programs
e [] Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? [] Yes [X] No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? [] Yes [] No
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21? [] Yes [] No
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. [] Yes [] No

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a Beginning of year balance, b Contributions (500,000), c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance (500,000).

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
a Board designated or quasi-endowment 100.0000 %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages in lines 2a, 2b, and 2c should equal 100%
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
(i) unrelated organizations [] Yes [X] No
(ii) related organizations [] Yes [X] No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? [] Yes [] No
4 Describe in Part XIII the intended uses of the organization's endowment funds

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment (17,271 / 864 / 16,407), e Other. Total: Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). 16,407.

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other _____ | | |
| (A) _____ | | |
| (B) _____ | | |
| (C) _____ | | |
| (D) _____ | | |
| (E) _____ | | |
| (F) _____ | | |
| (G) _____ | | |
| (H) _____ | | |
| (I) _____ | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶ | | |

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

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---------------------------------------------------------------------------|----------------|-------------------------------------------------------------|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶ | | |

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

| (a) Description | (b) Book value |
|-------------------------------------------------------------------------------------|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶ | |

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

| 1. (a) Description of liability | (b) Book value |
|---------------------------------------------------------------------------|----------------|
| (1) Federal income taxes | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶ | |

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII.

| Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return | | | | | |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------|----------|-----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | | 1 | 2,082,171. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | | | |
| a | Net unrealized gains on investments | 2a | | | |
| b | Donated services and use of facilities | 2b | | | |
| c | Recoveries of prior year grants | 2c | | | |
| d | Other (Describe in Part XIII) | 2d | 327,799. | | |
| e | Add lines 2a through 2d | | | 2e | 327,799. |
| 3 | Subtract line 2e from line 1 | | | 3 | 1,754,372. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | | |
| b | Other (Describe in Part XIII) | 4b | | | |
| c | Add lines 4a and 4b | | | 4c | |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | | | 5 | 1,754,372. |

| Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return | | | | | |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------|----------|-----------|------------|
| 1 | Total expenses and losses per audited financial statements | | | 1 | 1,402,538. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | | | |
| a | Donated services and use of facilities | 2a | | | |
| b | Prior year adjustments | 2b | | | |
| c | Other losses | 2c | | | |
| d | Other (Describe in Part XIII) | 2d | 327,799. | | |
| e | Add lines 2a through 2d | | | 2e | 327,799. |
| 3 | Subtract line 2e from line 1 | | | 3 | 1,074,739. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | | |
| b | Other (Describe in Part XIII) | 4b | | | |
| c | Add lines 4a and 4b | | | 4c | |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | | | 5 | 1,074,739. |

Part XIII Supplemental Information
 Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

 SEE PAGE 5

Part XIII Supplemental Information (continued)

PART III LINE 1A:

THE FOUNDATION'S COLLECTION WHICH WAS ACQUIRED THROUGH CONTRIBUTIONS FROM THE FOUNDATION PRESIDENT'S FAMILY AT THE FOUNDATION'S INCEPTION AND IN SUBSEQUENT YEARS FROM THE GORDON PARKS CHARITABLE TRUST AND ED CLARK COLLECTION, IS NOT RECOGNIZED AS AN ASSET IN THE STATEMENT OF FINANCIAL POSITION, AS THE COLLECTION IS HELD FOR PUBLIC EDUCATION RATHER THAN FOR FINANCIAL GAIN. FUTURE ACQUISITIONS OF COLLECTION ITEMS WILL LIKewise NOT BE REPORTED AS ASSETS, BUT INSTEAD AS DECREASES IN EITHER UNRESTRICTED NET ASSETS OR TEMPORARILY RESTRICTED NET ASSETS, AS APPROPRIATE, IN THE STATEMENT OF ACTIVITIES. THE FOUNDATION WILL CONTINUALY REVIEW ITS COLLECTION AND MAY DEACCESS AND ACCESSIONED ITEMS, AS APPROPRIATE. PROCEEDS DERIVED FROM DEACCESSIONING OF ANY PROPERTY FROM THE COLLECTIONS SHOULD BE PLACED IN EITHER A TEMPORARILY RESTRICTED FUND OR A PERMANENTLY RESTRICTED FUND, THE EARNINGS OF WHICH ARE TO BE USED ONLY FOR THE ACQUISITION, PRESERVATION, PROTECTION OR CARE OF THE COLLECTIONS. VALUATION OF THE COLLECTIONS FOR FINANCIAL REPORTING PURPOSES IS BASED ON INDEPENDENT APPRAISALS.

PART III LINE 4

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

Part XIII Supplemental Information (continued)

CENTURY AMERICANS. THE FOUNDATION COLLECTION ALSO INCLUDES PHOTOGRAPHS, NEGATIVES AND PAPERS OF GORDON PARKS. THE FOUNDATION'S EXEMPT PURPOSE INCLUDES PRESERVING AND MAINTAINING THESE COLLECTIONS AS WELL AS USING THE COLLECTIONS TO PROMOTE EDUCATIONAL AND LEARNING OPPORTUNITIES.

PART XII, LINE 2D- OTHER ADJUSTMENTS:

DIRECT EXPENSES FROM SPECIAL EVENTS - \$327,799

PART XIII, LINE 2D- OTHER ADJUSTMENTS:

DIRECT EXPENSES FROM SPECIAL EVENTS- \$327,799

PART V, LINE 4- QUASI-ENDOWMENT FUNDS

THE QUASI-ENDOWMENT FUNDS WILL BE INVESTED IN LOW-FEE INDEX FUNDS AND WILL BE USED TO SUPPORT THE FOUNDATION'S MISSION.

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

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events |
|-----------------|------------------------------------------------------------|------------------------------------------------------------|--------------|------------------|-------------------------------|
| | | GALA EVENT (event type) | (event type) | (total number) | (add col (a) through col (c)) |
| Revenue | 1 | Gross receipts | 720,522. | | 720,522. |
| | 2 | Less Contributions | 111,844. | | 111,844. |
| | 3 | Gross income (line 1 minus line 2) | 608,678. | | 608,678. |
| Direct Expenses | 4 | Cash prizes | | | |
| | 5 | Noncash prizes | | | |
| | 6 | Rent/facility costs | | | |
| | 7 | Food and beverages | | | |
| | 8 | Entertainment | | | |
| | 9 | Other direct expenses | 327,799. | | 327,799. |
| | 10 | Direct expense summary Add lines 4 through 9 in column (d) | | | (327,799.) |
| 11 | Net income summary Combine line 3, column (d), and line 10 | | | 280,879. | |

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

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

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions

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

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

PART II- LINE 10 DIRECT EXPENSE SUMMARY

RENT- \$57,100

PROESSIONAL FEE- \$91,000

CATERING EXPENSE-\$60,295

INSURNACE EXPENSE-\$2,413

INVITATION CARDS ,PRINTING ETC- \$ 18,518

EVENT DECORATION-\$28,057

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

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions

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

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

EVENT CONSULTING EXPENSES-\$10,000

AUDIO/LIGHTING/PRODUCTION- \$ 49,002

MISCELLANEOUS GALA EXPENSES-\$ 11,414

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

MESERVE-KUNHARDT FOUNDATION

Employer identification number

20-2412662

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | | | | |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (<u> ATCH 1 </u>) | | 1. | 40,512. | |
| 26 Other ▶ (<u> </u>) | | | | |
| 27 Other ▶ (<u> </u>) | | | | |
| 28 Other ▶ (<u> </u>) | | | | |

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

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

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

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

| <u>DESCRIPTION</u> | <u>(A) CHECK</u> | <u>(B) NUMBER OF CONTRIBUTIONS</u> | <u>(C) REVENUES REPORTED</u> | <u>(D) METHOD OF DETERMINING</u> |
|-----------------------|------------------|------------------------------------|------------------------------|----------------------------------|
| SPACE DONATED AT SUNY | X | 1. | 40,512. | FMV OF RENTAL SPACE |
| TOTALS | | <u>1.</u> | <u>40,512.</u> | |

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

MESERVE-KUNHARDT FOUNDATION

Employer identification number

20-2412662

FORM 990 PART VI SECTION A, LINE 2:

PETER AND PHILIP KUNHARDT ARE BROTHERS. PETER AND PHILIP KUNHARDT AND
DYLLAN MCGEE ARE BUSINESS PARTNERS. PETER KUNHARDT JR. THE EXECUTIVE
DIRECTOR OF THE FOUNDATION IS PETER KUNHARDT'S SON.

FORM 990 PART VI, SECTION B, LINE 11

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

FORM 990 PART VI, SECTION C, LINE 19

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

FORM PART VI SECTION A LINE 8B:

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

FORM 990 PART IX LINE 11G COLUMN A

PROGRAM SERVICES

OUTSIDE CONSULTANTS FEES- \$86,915

APPRIASER'S FEES- \$4,900

CONSULTING FEES FOR RESEARCH- \$782

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

MANAGEMENT & GENERAL EXP

ACCOUNTING FEES- \$24,000

CONSULTING FEES - \$20,000

MISCELLANEOUS- (\$41)

FUNDRAISING EXPENSES

CONSULTING FEES FOR EMPLOYEE BENEFITS-\$2,511

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

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

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

Department of the Treasury Internal Revenue Service

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

Name of the organization

MESERVE-KUNHARDT FOUNDATION

Employer identification number

20-2412662

2012

Open to Public Inspection

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

Table with 6 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Total income; (e) End-of-year assets; (f) Direct controlling entity. Rows 1-6 are empty.

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

Table with 7 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Exempt Code section; (e) Public charity status; (f) Direct controlling entity; (g) Section 512(b)(13) controlled entity. Rows 1-7 are empty.

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

Schedule R (Form 990) 2012

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

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

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|-------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------------|--------------------------------------------------|------------------------------|------------------------------------|-----------------------------|----------------------------------------------|----|
| | | | | | | | | Yes | No |
| (1) KUNHARDT MCGEE PRODUCTIONS, INC 48 WHEELER AVENUE, 3RD FL, PLEASANTVILLE, NY 10570 | PRODUCE DOC F | NY | N/A | S-CORP | | | | | |
| (2) ----- | | | | | | | | | |
| (3) ----- | | | | | | | | | |
| (4) ----- | | | | | | | | | |
| (5) ----- | | | | | | | | | |
| (6) ----- | | | | | | | | | |
| (7) ----- | | | | | | | | | |

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

| | | Yes | No |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 | During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| a | Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | | X |
| b | Gift, grant, or capital contribution to related organization(s) | | X |
| c | Gift, grant, or capital contribution from related organization(s) | | X |
| d | Loans or loan guarantees to or for related organization(s) | | X |
| e | Loans or loan guarantees by related organization(s) | | X |
| f | Dividends from related organization(s) | | |
| g | Sale of assets to related organization(s) | | X |
| h | Purchase of assets from related organization(s) | | X |
| i | Exchange of assets with related organization(s) | | X |
| j | Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k | Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l | Performance of services or membership or fundraising solicitations for related organization(s) | | X |
| m | Performance of services or membership or fundraising solicitations by related organization(s) | | X |
| n | Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | | X |
| o | Sharing of paid employees with related organization(s) | | X |
| p | Reimbursement paid to related organization(s) for expenses | | X |
| q | Reimbursement paid by related organization(s) for expenses | | X |
| r | Other transfer of cash or property to related organization(s) | | X |
| s | Other transfer of cash or property from related organization(s) | | X |

| | (a) Name of other organization | (b) Transaction type (e-s) | (c) Amount involved | (d) Method of determining amount involved |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------|----------------------------------------------|
| 2 | If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds | | | |
| (1) | KUNHARDT MCGEE PRODUCTIONS INC | M | | |
| (2) | KUNHARDT MCGEE PRODUCTIONS INC | N | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

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

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|-----------------------------------------|-------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|----|------------------------------|------------------------------------|--------------------------------------|----|----------------------------------------------------------------|-------------------------------------|----|-----------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| (1) _____ | | | | | | | | | | | | | |
| (2) _____ | | | | | | | | | | | | | |
| (3) _____ | | | | | | | | | | | | | |
| (4) _____ | | | | | | | | | | | | | |
| (5) _____ | | | | | | | | | | | | | |
| (6) _____ | | | | | | | | | | | | | |
| (7) _____ | | | | | | | | | | | | | |
| (8) _____ | | | | | | | | | | | | | |
| (9) _____ | | | | | | | | | | | | | |
| (10) _____ | | | | | | | | | | | | | |
| (11) _____ | | | | | | | | | | | | | |
| (12) _____ | | | | | | | | | | | | | |
| (13) _____ | | | | | | | | | | | | | |
| (14) _____ | | | | | | | | | | | | | |
| (15) _____ | | | | | | | | | | | | | |
| (16) _____ | | | | | | | | | | | | | |

Part VII **Supplemental Information**

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

Depreciation and Amortization
(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return
MESERVE-KUNHARDT FOUNDATION

Identifying number
20-2412662

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

| | | | |
|----|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1 | Maximum amount (see instructions) | 1 | |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | |
| 4 | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2011 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

| | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

| | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------|----|--|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2012 | 17 | |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here | | |

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|------------------------------------------------------------------------------|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | SEE | | | | | |
| b 5-year property | DETAIL | 17,271. | 5.000 | HY | 200DB | 864. |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | | | 27 5 yrs | MM | S/L | |
| | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

| | | | | | |
|----------------|--|--|--------|-----|-----|
| 20a Class life | | | | S/L | |
| b 12-year | | | 12 yrs | S/L | |
| c 40-year | | | 40 yrs | MM | S/L |

Part IV Summary (See instructions)

| | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions | 22 | 864. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first) (b) Date placed in service (c) Business/investment use percentage (d) Cost or other basis (e) Basis for depreciation (business/investment use only) (f) Recovery period (g) Method/Convention (h) Depreciation deduction (i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25
26 Property used more than 50% in a qualified business use %
27 Property used 50% or less in a qualified business use % S/L -
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal (noncommuting) miles driven
33 Total miles driven during the year Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours? Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? Yes No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)
43 Amortization of costs that began before your 2012 tax year 43
44 Total. Add amounts in column (f) See the instructions for where to report 44

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

| | | |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Type or print <small>File by the due date for filing your return. See instructions.</small> | Name of exempt organization or other filer, see instructions MESERVE-KUNHARDT FOUNDATION | Employer identification number (EIN) or 20-2412662 |
| | Number, street, and room or suite no. If a P.O. box, see instructions 48 WHEELER AVENUE | Social security number (SSN) |
| | City, town, or post office, state, and ZIP code. For a foreign address, see instructions PLEASANTVILLE, NY 10570 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 01

| Application Is For | Return Code | Application Is For | Return Code |
|-----------------------------------------|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720- (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

• The books are in the care of ▶ GELFAND, RENNERT AND FELDMAN

Telephone No ▶ 212 307-8006 FAX No ▶ 212 307-8009

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year 2012 or
▶ tax year beginning _____, 20____, and ending _____, 20____

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

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ 0 |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.
For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

COPY

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

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

| | | |
|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| Type or print File by the due date for filing your return. See instructions | Name of exempt organization or other filer, see instructions MESERVE-KUNHARDT FOUNDATION | Enter filer's identifying number, see instructions Employer identification number (EIN) or 20-2412662 |
| | Number, street, and room or suite no. if a P O box, see instructions 48 WHEELER AVENUE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions PLEASANTVILLE, NY 10570 | |

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

| Application Is For | Return Code | Application Is For | Return Code |
|-----------------------------------------|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

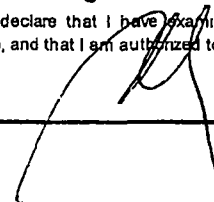
STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **GELFAND, RENNERT AND FELDMAN**
Telephone No **212 307-8006** FAX No **212 307-8009**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for
- 4 I request an additional 3-month extension of time until **11/15, 20 13**
- 5 For calendar year **2012**, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension **PERTINENT THIRD PARTY DATA NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE**

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a \$ | 0 |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b \$ | 0 |
| c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions. | 8c \$ | 0 |

Signature and Verification must be completed for Part II only.

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

Signature  Title **CFA** Date **8/7/13**