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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation KENYON CHARITABLE FOUNDATION		A Employer identification number 20-7535967
Number and street (or P.O. box number if mail is not delivered to street address) ONE HEMLOCK HOLLOW		B Telephone number (see the instructions) (914) 238-8098
City or town CHAPPAQUA	State ZIP code NY 10514	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 743,757.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)	173,350.			
2 ☒ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	43.	43.		
4 Dividends and interest from securities	26,313.	26,313.		
5a Gross rents	-21.	-21.		
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		46,852.		
8 Net short-term capital gain			14,162.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Line 11 Stmt	3,363.	3,169.		
12 Total. Add lines 1 through 11	203,048.	76,356.	14,162.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest	6,036.	6,036.		
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	508.	67.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
INVESTMENT EXPENSES	8,784.	8,784.		
24 Total operating and administrative expenses. Add lines 13 through 23	15,328.	14,887.		
25 Contributions, gifts, grants paid	194,400.			194,400.
26 Total expenses and disbursements. Add lines 24 and 25	209,728.	14,887.		194,400.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-6,680.			
b Net investment income (if negative, enter -0-)		61,469.		
c Adjusted net income (if negative, enter -0-)			14,162.	

BAA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	37,999.	20,386.	20,386.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule) L-13 Stmt	607,102.	664,317.	721,155.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe PREPAID TAXES)	2,657.	2,216.	2,216.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	647,758.	686,919.	743,757.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons	4,168.	3,168.	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	4,168.	3,168.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	643,590.	683,751.	
	30	Total net assets or fund balances (see instructions)	643,590.	683,751.	
	31	Total liabilities and net assets/fund balances (see instructions)	647,758.	686,919.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	643,590.
2	Enter amount from Part I, line 27a	2	-6,680.
3	Other increases not included in line 2 (itemize) CAPITAL GAINS FROM K-1'S	3	46,852.
4	Add lines 1, 2, and 3	4	683,762.
5	Decreases not included in line 2 (itemize) NONDEDUCTIBLE EXPENSES	5	11.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	683,751.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a KSTONE ARV LP		P	07/01/10	12/31/12
b 5000 SHRS FORD MOTOR COMPANY		D	05/18/09	11/02/12
c FORD CALL OPTIONS		P	11/30/11	11/02/12
d KSTONE ARV LP		P	01/01/12	12/31/12
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,791.		0.	4,791.
b 56,499.		28,600.	27,899.
c 39,399.		29,996.	9,403.
d 4,759.		0.	4,759.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			4,791.
b			27,899.
c			9,403.
d			4,759.
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	46,852.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	14,162.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	233,059.	840,384.	0.277324
2010	224,669.	875,112.	0.256732
2009	145,337.	705,749.	0.205933
2008	92,500.	931,935.	0.099256
2007			

2 Total of line 1, column (d)	2	0.839245
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.209811
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	676,389.
5 Multiply line 4 by line 3	5	141,914.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	615.
7 Add lines 5 and 6	7	142,529.
8 Enter qualifying distributions from Part XII, line 4	8	194,400.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	615.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	615.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	615.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,216.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	2,216.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,601.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 1,601. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY – New York		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JERRY MOLINARI, CPA</u> Telephone no <u>(775) 324-2107</u> Located at <u>1325 AIRMOTIVE WAY, SUITE 280 RENO NV</u> ZIP + 4 <u>89502</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5 b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6 b

If 'Yes' to 6b, file Form 8870

X

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

☐ Yes ☒ No

7 b

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK J KENYON ONE HEMLOCK HOLLOW CHAPPAQUA NY 10514	TRUSTEE 1.00	0.	0.	0.
ANN M KENYON ONE HEMLOCK HOLLOW CHAPPAQUA NY 10514	TRUSTEE 1.00	0.	0.	0.

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

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

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

None

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

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

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

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	686,689.
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	686,689.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	686,689.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,300.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	676,389.
6 Minimum investment return. Enter 5% of line 5	6	33,819.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	33,819.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	615.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	615.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	33,204.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	33,204.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	33,204.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	194,400.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	194,400.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	615.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	193,785.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				33,204.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	55,482.			
d From 2010	226,262.			
e From 2011	233,500.			
f Total of lines 3a through e	515,244.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 194,400.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	194,400.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	33,204.			33,204.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	676,440.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	676,440.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	22,278.			
c Excess from 2010	226,262.			
d Excess from 2011	233,500.			
e Excess from 2012	194,400.			

BAA

Form 990-PF (2012)

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

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

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

MARK J & ANN M KENYON

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

N/A

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

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

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

KENYON CHARITABLE FOUNDATION

ONE HEMLOCK HOLLOW

CHAPPAQUA

NY

10514

(914) 238-8098

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

APPLICATION SHOULD BE IN WRITING AND INCLUDE TYPE OF ORGANIZATION AND PURPOSE.

- c** Any submission deadlines

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOWDOIN COLLEGE 5000 COLLEGE STATION BRUNSWICK ME 04011		COLLEGE	PROVIDE OPERATING FUNDS	101,000.
T.E.A.L. P.O. BOX 340947 BROOKLYN NY 11234		PUBLIC CHAR	PROVIDE OPERATING FUNDS	5,000.
CHILDREN'S MIRACLE NETWORK 5700 OAKLAND AVE SAINT LOUIS MO 63110		PUBLIC CHAR	PROVIDE OPERATING FUNDS	250.
NEWBURGH SAN MIGUEL 241 LIBERTY ST NEWBURGH NY 12550		SCHOOL	PROVIDE OPERATING FUNDS	5,200.
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINSTON SALEM NC 27106		COLLEGE	PROVIDE OPERATING FUNDS	12,500.
MAKING HEADWAY FOUNDATION 115 KING STREET CHAPPAQUA NY 10514		PUBLIC CHAR	PROVIDE OPERATING FUNDS	500.
RONALD MCDONALD HOUSE P.O. BOX 299 VALHALLA NY 10595		PUBLIC CHAR	PROVIDE OPERATING FUNDS	1,000.
UC BERKELEY FOUNDATION 2080 ADDISON STREET BERKELEY CA 94720		COLLEGE	PROVIDE OPERATING FUNDS	25,000.
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE MA 02445		PUBLIC CHAR	PROVIDE OPERATING FUNDS	1,000.
See Line 3a statement				42,950.
Total			3a	194,400.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Yes **No**

**Paid
Preparer
Use Only**

Print/Type preparer's name

JERRY MOLINARI

Preparer's signature

Date	
------	--

Date 11/7/13

Check	☒	if
self-employed		

PTIN

P00145947

Firm's name

► JERRY MOLINARI, CPA

Firm's EIN ▶

Firm's address

1325 AIRMOTIVE WAY, SUITE 280

RENO

NV 89502

Phone no

(775) 324-2107

BAA

Form 990-PF (2012)

Miscellaneous Statement990PF.PAGE 4, PART VII-A, SUBSTANTIAL CONTRIBUTORSMARK & ANN KENYON173,350.ONE HEMLOCK HOLLOWCHAPPAQUA, NY 10514

Total

173,350.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
KSTONE ARV	3,123.	3,123.	
KSTONE ARV LTD	46.	46.	
TAX EXEMPT INCOME	194.	0.	

Total 3,363. 3,169.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCISE TAX	441.	0.		
FOREIGN TAXES	67.	67.		

Total 508. 67.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CITY HARVEST, INC. 575 EIGHT AVENUE 4TH FLOOR NEW YORK NY 10018		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 10,000.
WGA CADDIE SCHOLARSHIP FUND, INC 49 KNOLLWOOD ROAD ELMSFORD NY 10523		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 1,500.
JUVENILE DIABETES RESEARCH FOUNDATION 30 GLENN STREET SUITE 203 WHITE PLAINS NY 10603		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 2,500.
TRUIST 120 WALL STREET, 4TH FLOOR NEW YORK NY 10005		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 8,000.
USO 625 8TH AVENUE NEW YORK NY 10018		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 1,000.
MENTAL HEALTH AMERICA 2000 N. BEAUREGARD ALEXANDRIA VA 22311		PUBLIC CH	PROVIDE SCHOLARSHIP FUND	Person or ☐ Business ☐ 2,500.
BRIAN PICOLLO FOUNDATION 1700 W VAN BUREN CHICAGO IL 60612		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 100.
SENTINELS OF FREEDOM P.O. BOX 1316 SAN RAMON CA 94583		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or ☐ Business ☐ 2,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
LLS WESTCHESTER HUDSON 1311 MARMARONECK AVE WHITE PLAINS NY 10605		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE SUITE 130 WHITE PLAINS NY 10605		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 2,500.
FRACTURED ATLAS 248 W 35TH STREET NEW YORK NY 10001		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 2,500.
CAMPAIGN FOR BERKLEY 2080 ADDISON STREET BERKLEY CA 94720		COLLEGE	PROVIDE OPERATING FUNDS	Person or Business ☐ 1,000.
EPILEPSY FOUNDATION 65 BROADWAY NEW YORK NY 10006		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
AMERICAN CANCER SOCIETY P.O. BOX 22718 OKLAHOMA OK 73123		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 2,500.
COVENANT HOUSE 427 W 57TH STREET NEW YORK NY 10019		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
ASPCA 424 E 92ND STREET NEW YORK NY 10006		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO CA 94107		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
ALZHEIMER'S ASSOCIATION 360 LEXINGTON AVE NEW YORK NY 10017		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 100.
NETWORK FOR GOOD 1140 CONNECTICUT AVE WASHINGTON DC 20036		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 1,000.
ST. MICHAEL'S DIOCESAN HIGH SCHOOL 7100 SHORE ROAD BROOKLYN NY 11209		SCHOOL	PROVIDE OPERATING FUNDS	Person or Business ☐ 250.
HOPE FOR THE WARRIORS 5101C BACKLICK ROAD ANNANDALE VA 22003		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
HARLEM CHILDREN'S ZONE 35 EAST 125TH STREET NEW YORK NY 10035		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.
CAMP SUNSHINE 35 ACADIA ROAD CASCO ME 04015		PUBLIC CH	PROVIDE OPERATING FUNDS	Person or Business ☐ 500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a <i>Paid during the year</i>				
ROBIN HOOD FOUNDATION				Person or ☐
826 BROADWAY				Business ☐
NEW YORK NY 10003		PUBLIC CH	PROVIDE OPERATING FUNDS	500.
HORIZONS NATIONAL				Person or ☐
ONE PARK STREET				Business ☐
NORWALK CT 06851		PUBLIC CH	PROVIDE OPERATING FUNDS	500.

Total

42,950.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
GOLDMAN SACHS	235,934.	300,150.
KSTONE ARV LP	428,383.	421,005.
Total	<u>664,317.</u>	<u>721,155.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
5000 SHRS VIRNETX HOLDING CORPORATION	173,350.
Total	<u>173,350.</u>

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
GOLDMAN SACHS	75,001.
KSTONE ARV LP	530,622.
KSTONE ARV LTD	1,479.
Total	<u>607,102.</u>