Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: KIMSEY FOUNDATION

A Employer identification number: 52-2007895

Number and street (or P O box number if mail is not delivered to street address): 1700 PENNSYLVANIA AVENUE, NW, SUITE 900 | Room/suite

B Telephone number: 202-367-1037

City or town, state, and ZIP code: WASHINGTON, DC 20006

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

H Check type of organization: [X] 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, col (c), line 16) ▶$ 15,764,616.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	114,556.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	278,725.	278,725.		STATEMENT 1
	4 Dividends and interest from securities	85,043.	85,043.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,101,464.			
	b Gross sales price for all assets on line 6a 5,592,968.				
	7 Capital gain net income (from Part IV, line 2)		1,101,464.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	7,380.	475.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,587,168.	1,465,707.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	200,000.	0.		200,000.
	14 Other employee salaries and wages	229,883.	13,498.		216,385.
	15 Pension plans, employee benefits	26,653.	0.		26,653.
	16a Legal fees STMT 4	163.	0.		163.
	b Accounting fees STMT 5	12,000.	6,000.		6,000.
	c Other professional fees				
	17 Interest	7,265.	7,265.		0.
	18 Taxes STMT 6	27,873.	399.		0.
	19 Depreciation and depletion	697.	0.		
	20 Occupancy	110,196.	0.		110,196.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	93,180.	47,172.		45,776.
	24 Total operating and administrative expenses. Add lines 13 through 23	707,910.	74,334.		605,173.
	25 Contributions, gifts, grants paid	578,820.			578,820.
	26 Total expenses and disbursements. Add lines 24 and 25	1,286,730.	74,334.		1,183,993.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	300,438.			
	b Net investment income (if negative, enter -0-)		1,391,373.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

11331114 792894 522007895 2012.04040 KIMSEY FOUNDATION 52200702

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	187,249.	277,647.	277,647.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	16,145,269.	15,484,350.	15,485,623.
	14 Land, buildings, and equipment basis ▶ 51,187.			
	Less accumulated depreciation STMT 9 ▶ 49,841.	2,042.	1,346.	1,346.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	16,334,560.	15,763,343.	15,764,616.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	1,315.	1,315.	
	23 Total liabilities (add lines 17 through 22)	1,315.	1,315.	
Net Assets or Fund 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,333,245.	15,461,590.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	300,438.	
	30 Total net assets or fund balances	16,333,245.	15,762,028.	
	31 Total liabilities and net assets/fund balances	16,334,560.	15,763,343.	

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	16,333,245.
2 Enter amount from Part I, line 27a	2	300,438.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,633,683.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS)	5	871,655.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,762,028.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,592,968.		4,491,504.	1,101,464.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,101,464.

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** 1,101,464.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,203,876.	16,218,751.	.074227
2010	1,053,571.	16,557,663.	.063630
2009	1,141,056.	15,938,255.	.071592
2008	2,136,025.	20,042,414.	.106575
2007	2,146,233.	24,367,678.	.088077

2	**Total** of line 1, column (d)	2	.404101
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	.080820
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,031,688.
5	Multiply line 4 by line 3	5	1,295,681.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,914.
7	Add lines 5 and 6	7	1,309,595.
8	Enter qualifying distributions from Part XII, line 4	8	1,183,993.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	27,827.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	27,827.
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	27,827.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 24,488.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	39,488.
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	11,661.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 11,661.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC, VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ WWW.KIMSEYFOUNDATION.ORG

14 The books are in care of ▶ THE OFFICE OF JAMES V. KIMSEY Telephone no. ▶ 202-785-0307

Located at ▶ 1700 PENNSYLVANIA AVE, NW, SUITE 900, WASHINGTON, ZIP+4 ▶ 20006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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 ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES V. KIMSEY 1700 PENNSYLVANIA AVENUE, NW, SUITE 9 WASHINGTON, DC 20006	CHAIRMAN 10.00	0.	0.	0.
MICHAEL P. KIMSEY 1700 PENNSYLVANIA AVENUE, NW, SUITE 9 WASHINGTON, DC 20006	EXECUTIVE DIRECTOR 40.00	200,000.	0.	0.
RAYMOND C. KIMSEY 1700 PENNSYLVANIA AVENUE, NW, SUITE 9 WASHINGTON, DC 20006	DIRECTOR 20.00	0.	0.	0.
MARK J. KIMSEY 1700 PENNSYLVANIA AVENUE, NW, SUITE 9 WASHINGTON, DC 20006	DIRECTOR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY MERRITT - 1700 PENNSYLVANIA AVENUE, NW, SUITE 900, WASHINGTON,	EMPLOYEE 30.00	105,445.	0.	0.
MARK CHASE - 1700 PENNSYLVANIA AVENUE, NW, SUITE 900, WASHINGTON,	EMPLOYEE 12.00	80,988.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	14,856,942.
b	Average of monthly cash balances	1b	185,843.
c	Fair market value of all other assets	1c	1,233,040.
d	**Total** (add lines 1a, b, and c)	1d	16,275,825.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,275,825.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,137.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,031,688.
6	**Minimum investment return.** Enter 5% of line 5	6	801,584.

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	801,584.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 27,827.		
b	Income tax for 2012. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	27,827.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	773,757.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	773,757.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	773,757.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,183,993.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,183,993.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,183,993.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				773,757.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 1,001,005.				
b From 2008 1,143,388.				
c From 2009 349,589.				
d From 2010 241,231.				
e From 2011 417,424.				
f Total of lines 3a through e	3,152,637.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,183,993.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				773,757.
e Remaining amount distributed out of corpus	410,236.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,562,873.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,001,005.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,561,868.			
10 Analysis of line 9:				
a Excess from 2008 1,143,388.				
b Excess from 2009 349,589.				
c Excess from 2010 241,231.				
d Excess from 2011 417,424.				
e Excess from 2012 410,236.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
826DC 3233 14TH STREET, NW WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL OPERATING	15,000.
CHILDREN'S CHARITIES FOUNDATION 3000 K STREET, NW WASHINGTON, DC 20007		PUBLIC CHARITY	GENERAL OPERATING	1,000.
COMMUNITIES IN SCHOOLS OF THE NATION'S CAPITAL 3121 SOUTH STREET, NW WASHINGTON, DC 20007		PUBLIC CHARITY	GENERAL OPERATING	85,000.
DC SOCIAL INNOVATION PROJECT 1718 M STREET, NW, STE 377 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING	3,000.
FAIR CHANCE 733 15TH STREET, NW, STE. 440 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL OPERATING	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	578,820.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	278,725.	
4 Dividends and interest from securities			14	85,043.	
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			01	6,905.	475.
8 Gain or (loss) from sales of assets other than inventory			18	1,101,464.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,472,137.	475.

13 Total Add line 12, columns (b), (d), and (e) 13 1,472,612.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/13 Title: CHAIRMAN

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BOB HOTTLE	[signature]	10/11/13		P00632650

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP — Firm's EIN ▶ 39-0859910

Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800 TYSONS CORNER, VA 22182 — Phone no. (703) 923-8300

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
KIMSEY FOUNDATION	52-2007895

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
KIMSEY FOUNDATION	52-2007895

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES V. KIMSEY 600 CHAIN BRIDGE ROAD MCLEAN, VA 22101	$ 114,556.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: KIMSEY FOUNDATION

Employer identification number: 52-2007895

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: KIMSEY FOUNDATION

Employer identification number: 52-2007895

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	300,000 SHS - BUFFERED DIGITAL SECURITES	P	06/01/09	06/04/12
b	CHARLES SCHWAB (SEE ATTACHED)	P		
c	RAMSEY BPI INVESTORS, LLC	P		
d	RAMSEY LONG-BIASED FUND, LP	P		
e	WORTHLESS SECURITY LOSS - DIGITAL SPORTS HOLDINGS	P	VARIOUS	12/31/12
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	4,371,570.		3,000,000.	1,371,570.
b	1,201,775.		1,150,461.	51,314.
c	19,623.			19,623.
d			28,139.	-28,139.
e			312,904.	-312,904.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,371,570.
b				51,314.
c				19,623.
d				-28,139.
e				-312,904.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	1,101,464.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Appleton Partners, Inc.

REALIZED GAINS AND LOSSES

KIMSEY FOUNDATION

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Original Cost	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-17-09	02-08-12	200.000	JPMORGAN CHASE & CO 3 700% Due 01-20-15	204,586 00	202,740 26	212,052 00		9,311 74
05-03-11	02-09-12	40 000	AMAZON COM INC COM	7,981 35	7,981 35	7,304 47	-676 88	
01-28-11	03-12-12	150 000	PEABODY ENERGY CORP COM	9,072 34	9,072 34	4,566 56		-4,505 78
10-15-08	05-16-12	650 000	NEWELL RUBBERMAID INC COM	9,104 27	9,104 27	11,874 73		2,770 46
02-23-11	06-06-12	100 000	COGNIZANT TECH SOLUTNS CL A	7,431 54	7,431 54	6,044 01		-1,387 53
03-02-11	07-09-12	50 000	PHILLIPS 66 COM	1,875 07	1,875 07	1,661 71		-213 36
05-04-11	07-24-12	200,000	BERKSHIRE HATHAWAY FIN CORP 5 000% Due 08-15-13	217,386 00	208,107 87	209,446 00		1,338.13
04-07-10	07-25-12	80 000	CERNER CORP COM	3,409 60	3,409 60	6,050 11		2,640 51
01-01-85	08-09-12	20,000	GOOGLE INC CL A	20.00	20 00	12,861 16		12,841 16
10-10-08	08-09-12	100 000	JOHNSON & JOHNSON COM	5,878 40	5,878 40	6,824 20		945 80
02-08-10	08-09-12	150 000	ISHARES TR S&P GLB MTRLS	8,300 07	8,300 07	8,591 41		291.34
03-31-10	08-16-12	185,000	BHP BILLITON FIN USA LTD 5 500% Due 04-01-14	204,656 25	193,189 63	199,553 95		6,364 32
05-03-11	08-27-12	250 000	AKAMAI TECHNOLOGIES COM	8,448.70	8,448 70	9 281.99		833 29
05-17-12	10-05-12	0 333	KRAFT FOODS GROUP INC COM	13 43	13 43	15 29	1 86	
09-03-10	12-12-12	200 000	DU PONT E I DE NEMOURS COM	8,502 61	8,502 61	8,903 45		400 84
04-22-08	12-14-12	45 000	MERRILL LYNCH CO INC MTN BE 6 875% Due 04-25-18	44,961 30	44,976 09	54,060.30		9,084 21
05-13-08	12-14-12	30,000	MERRILL LYNCH CO INC MTN BE 6 875% Due 04-25-18	30,159 00	30,098 47	36,040 20		5,941 73
03-24-11	12-14-12	150,000	FEDERAL HOME LOAN BANKS 3 500% Due 03-28-16	156,750 00	150,942 43	151,020 00		77 57
02-05-07	12-18-12	85,000	GOLDMAN SACHS CAP I 6 345% Due 02-15-34	85,657 05	85,590 49	88,187 50		2,597 01
10-09-07	12-18-12	5,000	GOLDMAN SACHS CAP I 6 345% Due 02-15-34	4,789.55	4,807 96	5,187 50		379 54
02-26-09	12-27-12	10,000	ABBOTT LABS 5 125% Due 04-01-19	9,956 70	9,970 58	12,248 80		2,278 22
01-10-08	12-31-12	133,000	UNITED STATES TREAS NTS 3 625% Due 12-31-12	136,065 23	133,000 00	133,000.00		
10-08-08	12-31-12	17,000	UNITED STATES TREAS NTS 3 625% Due 12-31-12	17,854 65	17,000 00	17,000 00		
TOTAL GAINS							1 86	58,095 87
TOTAL LOSSES							-676 88	-6,106 67
				1,182,859.10	**1,150,461.16**	**1,201,775.34**	**-675.02**	**51,989.20**

TOTAL REALIZED GAIN/LOSS	51,314 18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAIR GIRLS 2100 M STREET, NW, STE 170-254 WASHINGTON, DC 20037		PUBLIC CHARITY	GENERAL OPERATING	500.
FIGHT FOR CHILDREN, INC. 1650 TYSONS BLVD, STE. 1600 MCLEAN, VA 22102		PUBLIC CHARITY	GENERAL OPERATING	58,600.
HIGHER ACHIEVEMENT PROGRAM 317 8TH STREET, NE WASHINGTON, DC 20002		PUBLIC CHARITY	GENERAL OPERATING	25,000.
INSTITUTE FOR EDUCATION 4410 MASSACHUSETTS AVE, NW WASHINGTON, DC 20016		PUBLIC CHARITY	GENERAL OPERATING	5,000.
INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 WEST 5TH STREET, STE M270 LOS ANGELES, CA 90017		PUBLIC CHARITY	GENERAL OPERATING	5,000.
JAMES MADISON COUNCIL 101 INDEPENDENCE AVENUE, SE WASHINGTON, DC 20540		PUBLIC CHARITY	GENERAL OPERATING	25,000.
JOHN F. KENNEDY CENTER 2700 F STREET NW WASHINGTON, DC 20566-0001		PUBLIC CHARITY	GENERAL OPERATING	100,000.
KIPP DC 910 17TH STREET, STE 1050 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL OPERATING	75,000.
KNOCK OUT ABUSE 1050 17TH STREET, NW STE 1200 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING	1,700.
LEARNSERVE INTERNATIONAL BOX 6203 WASHINGTON, DC 20015		PUBLIC CHARITY	GENERAL OPERATING	25,000.
Total from continuation sheets				449,820.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LENOX HILL NEIGHBORHOOD HOUSE 331 EAST 70TH STREET NEW YORK, NY 10021		PUBLIC CHARITY	GENERAL OPERATING	10,000.
LIFE WITH CANCER 8411 PENNELL STREET FAIRFAX, VA 22031		PUBLIC CHARITY	GENERAL OPERATING	10,000.
ONE WORLD EDUCATION 1800 KENYON STREET, NW WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL OPERATING	5,000.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509		PUBLIC CHARITY	GENERAL OPERATING	16,020.
POTOMAC RIVERKEEPER 1100 15TH STREET, NW 11TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL OPERATING	5,000.
SEPTIMA CLARK PUBLIC CHARTER SCHOOL 425 CHESAPEAKE STREET SE WASHINGTON, DC 20032		PUBLIC CHARITY	GENERAL OPERATING	5,000.
SIBLEY MEMORIAL HOSPITAL FOUNDATION 5255 LOUGHBORO ROAD, NW WASHINGTON, DC 20016		PUBLIC CHARITY	GENERAL OPERATING	50,000.
THE WEST POINT FUND UNITED STATES MILITARY ACADEMY WEST POINT, NY 10996		PUBLIC CHARITY	GENERAL OPERATING	13,000.
VANDERBILT UNIVERSITY SCHOOL OF MEDICINE 2301 VANDERBILT PLACE NASHVILLE, TN 37240-7727		PUBLIC CHARITY	GENERAL OPERATING	10,000.
WASHINGTON AIDS PARTNERSHIP 1400 16TH STREET, NW, STE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB - ACCT #2222	54,786.
CHARLES SCHWAB - ACCT #7242	221,481.
MORGAN STANLEY - ACCT #H0AUU8	1,989.
RAMSEY LONG-BIASED FUND, LP	469.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	278,725.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - ACCT #2222	19.	0.	19.
CHARLES SCHWAB - ACCT #7242	8,752.	0.	8,752.
MORGAN STANLEY - ACCT #14264	6.	0.	6.
MORGAN STANLEY - ACCT #85264	11.	0.	11.
MORGAN STANLEY - ACCT #H0AUU8	59,536.	0.	59,536.
RAMSEY LONG-BIASED FUND, LP	16,719.	0.	16,719.
TOTAL TO FM 990-PF, PART I, LN 4	85,043.	0.	85,043.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	475.	475.	
2010 FEDERAL REFUND	6,905.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,380.	475.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	163.	0.		163.
TO FM 990-PF, PG 1, LN 16A	163.	0.		163.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX & ACCOUNTING FEES	12,000.	6,000.		6,000.
TO FORM 990-PF, PG 1, LN 16B	12,000.	6,000.		6,000.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	399.	399.		0.
FEDERAL TAX EXPENSE	27,474.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,873.	399.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,617.	0.		4,617.
DUES & SUBSCRIPTIONS	9,500.	0.		9,500.
WEB MAINTENANCE	150.	0.		150.
INVESTMENT MANAGEMENT FEES	23,894.	23,894.		0.
MISCELLANEOUS EXPENSES	24,104.	23,278.		594.
MEALS & ENTERTAINMENT	1,400.	0.		1,400.

TELEPHONE AND INTERNET	8,907.	0.		8,907.
POSTAGE & DELIVERY	1,775.	0.		1,775.
PRINTING AND COPYING	2,165.	0.		2,165.
OFFICE SUPPLIES	4,008.	0.		4,008.
COMPUTER SUPPORT	11,617.	0.		11,617.
BANK AND SERVICE FEES	1,043.	0.		1,043.
TO FORM 990-PF, PG 1, LN 23	93,180.	47,172.		45,776.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT ACCOUNTS	FMV	14,302,497.	14,302,497.
DIGITAL SPORTS HOLDINGS	FMV	0.	0.
RAMSEY LONG-BIASED FUND, LP	FMV	1,181,853.	1,183,126.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,484,350.	15,485,623.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE (DOMAIN NAMES)	90.	90.	0.
OFFICE FURNITURE	16,575.	16,575.	0.
WEBSITE CONSTRUCTION	11,250.	11,250.	0.
TELEPHONE EQUIPMENT	1,096.	1,096.	0.
COMPUTER EQUIPMENT	6,115.	5,930.	185.
COMPUTER EQUIPMENT	3,472.	3,472.	0.
COMPUTER EQUIPMENT	3,040.	2,888.	152.
SERVER	9,549.	8,540.	1,009.
TOTAL TO FM 990-PF, PART II, LN 14	51,187.	49,841.	1,346.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EMPLOYEE 401(K) PAYABLE	1,315.	1,315.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,315.	1,315.