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

OMB No 1545-0052

2009Department 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 2009, or tax year beginning , 2009, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	The Lenore & Howard Klein Foundation Inc c/o Ivey Barnum etc. 170 Mason St. Greenwich, CT 06830		A Employer identification number 13-3673818
			B Telephone number (see the instructions) (203) 661-6000
			C If exemption application is pending, check here ☐
			D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,720,966.		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, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	347.	347.	347.	
4 Dividends and interest from securities	56,135.	56,135.	56,135.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-149,900.			
b Gross sales price for all assets on line 6a	802,612.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
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)	107.			
12 Total. Add lines 1 through 11	-93,311.	56,482.	56,482.	
13 Compensation of officers, directors, trustees, etc	6,000.	3,000.	3,000.	3,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	7,615.	2,500.	2,500.	5,115.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	21,318.	21,318.	21,318.	21,318.
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	4,220.			4,220.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	120.			120.
23 Other expenses (attach schedule) See Statement 5	250.			250.
24 Total operating and administrative expenses. Add lines 13 through 23	39,523.	26,818.	26,818.	34,023.
25 Contributions, gifts, grants paid Part XV	122,300.			122,300.
26 Total expenses and disbursements. Add lines 24 and 25	161,823.	26,818.	26,818.	156,323.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-255,134.			
b Net investment income (if negative, enter -0-)		29,664.		
c Adjusted net income (if negative, enter -0-)			29,664.	

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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	83,762.	68,737.	68,737.
	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 the 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)	3,037,033.	2,796,924.	2,652,229.
	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)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	3,120,795.	2,865,661.	2,720,966.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,120,795.	2,865,661.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	3,120,795.	2,865,661.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,120,795.	2,865,661.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,120,795.
2 Enter amount from Part I, line 27a	2	-255,134.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,865,661.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,865,661.

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)
1a See Exhibit attached for Gains		P	Various	Various
b See Exhibit attached for Losses		P	Various	Various
c BNY Mellon Mid Cap Stock Fd-Gain Distr		P	Various	Various
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 432,147.		391,861.	40,286.
b 370,168.		560,651.	-190,483.
c 297.			297.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			40,286.
b			-190,483.
c			297.
d			
e			

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-149,900.
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 the instructions). If (loss), enter -0- in Part I, line 8		3	-149,900.

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))
2008	166,028.	3,013,585.	0.055093
2007	191,105.	3,570,931.	0.053517
2006	188,865.	3,279,267.	0.057594
2005	76,780.	1,232,786.	0.062282
2004	60,308.	1,105,021.	0.054576

2 Total of line 1, column (d)	2	0.283062
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	0.056612
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,481,732.
5 Multiply line 4 by line 3	5	140,496.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	297.
7 Add lines 5 and 6	7	140,793.
8 Enter qualifying distributions from Part XII, line 4	8	156,323.

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 the 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 instr.)		1	297.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	297.
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	297.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,000.	
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	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,703.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2009)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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>Jennifer D. Port, Esq.</u> Telephone no. <u>(203) 661-6000</u> Located at <u>170 Mason St. Greenwich CT</u> ZIP + 4 <u>06830</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>	N/A	☐	N/A

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 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 the instructions.)	2b	N/A
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__ , 20__ , 20__ , 20__</u>		
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 2009 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 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Form 990-PF (2009)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

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? ☐ Yes ☒ 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?

5b N/A

6b X

7b N/A

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
Janice Levinson Gillman 858 Montrose Court Santa Rosa, CA 95409	Vice President 0	0.	0.	0.
Jane Laffend 10 Lantern Lane Media, PA 19063	President 0	0.	0.	0.
Jennifer D. Port One Dewart Road Greenwich, CT 06830	VP, Sec, & Treasurer \$6,000 - but paid to Ivey, Barnum & O'Mara, LLC	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

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 – (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		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 None	
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 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2009)

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	
b Average of monthly cash balances	1b	41,690.
c Fair market value of all other assets (see instructions)	1c	2,477,835.
d Total (add lines 1a, b, and c)	1d	2,519,525.
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	2,519,525.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,793.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,481,732.
6 Minimum investment return. Enter 5% of line 5	6	124,087.

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	124,087.
2a Tax on investment income for 2009 from Part VI, line 5	2a	297.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	297.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	123,790.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	123,790.
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	123,790.

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	156,323.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,323.
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	297.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	156,026.

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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Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				123,790.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	5,732.			
b From 2005	15,391.			
c From 2006	29,119.			
d From 2007	18,144.			
e From 2008	17,144.			
f Total of lines 3a through e	85,530.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 156,323.				
a Applied to 2008, 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 2009 distributable amount				123,790.
e Remaining amount distributed out of corpus	32,533.			
5 Excess distributions carryover applied to 2009 (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	118,063.			
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	5,732.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	112,331.			
10 Analysis of line 9:				
a Excess from 2005	15,391.			
b Excess from 2006	29,119.			
c Excess from 2007	18,144.			
d Excess from 2008	17,144.			
e Excess from 2009	32,533.			

BAA

Form 990-PF (2009)

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

N/A

- | | | | | | |
|--|-----------------|-----------------|-----------------|-----------------|------------------|
| 1 If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5) | | | | | |
| 2 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) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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 organization 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 ☒ 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 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
<i>a Paid during the year</i> See Exhibit Attached	None			122,300.
Total				122,300.
<i>b Approved for future payment</i>				
Total				

2009

Federal Statements

Page 1

Client 15225-01

The Lenore & Howard Klein Foundation Inc

13-3673818

11/03/10

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 107.		
Total	\$ 107.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara	\$ 7,615.	\$ 2,500.	\$ 2,500.	\$ 5,115.
Total	\$ 7,615.	\$ 2,500.	\$ 2,500.	\$ 5,115.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Bank Investment fee	\$ 28,630.	\$ 28,630.	\$ 28,630.	\$ 28,630.
Reim. Mellon Intermediate Fund Fee	-1,593.	-1,593.	-1,593.	-1,593.
Reim. Mellon International Fund Fee	-1,304.	-1,304.	-1,304.	-1,304.
Reimb Mellon Emerging Market Fund fee	-562.	-562.	-562.	-562.
Reimb. Mellon Mid Cap Stock Fund Fee	-2,419.	-2,419.	-2,419.	-2,419.
Reimb. Mellon Money Market Fund Fee	-51.	-51.	-51.	-51.
Reimb. Mellon Short Term US Gov Fund Fee	-1,383.	-1,383.	-1,383.	-1,383.
Total	\$ 21,318.	\$ 21,318.	\$ 21,318.	\$ 21,318.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	\$ 240.			\$ 240.
IRS - Excise Tax Payment	116.			116.
IRS - 2008 Balance	1,864.			1,864.

2009

Federal Statements

Page 2

Client 15225-01

The Lenore & Howard Klein Foundation Inc

13-3673818

11/03/10

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Statement 4 (continued)
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRS - 2009 Esimates	\$ 2,000.			\$ 2,000.
Total	<u>\$ 4,220.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,220.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS Dept of Law - Filing Fee	\$ 250.			\$ 250.
Total	<u>\$ 250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 250.</u>

Lenore & Howard Klein Foundation, Inc.
Form 990PF for Year ended December 31, 2009
Tax Identification Number 13-3673818

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
At Home in Greenwich 139 East Putnam Avenue Greenwich, Connecticut 06830-5612	Public Charity	To assist people over the age of 50 to continue to reside at home	\$ 1,000.00
Audubon Canyon Ranch 4900 Highway One Stinson Beach, CA 94970	Public Charity	To provide funding for the Juniper group at Bouverie Preserve	2,500.00
Big Brothers and Big Sisters Southeastern PA 123 South Broad Street, Suite 2180 Philadelphia, PA 19109	Public Charity	To provide funding for inner city kids	1,000.00
Chester City Team Ministry 634 Sproul Street Chester, Pennsylvania 19013	Public Charity	To provide support for programs benefiting the poor, homeless and addicted	2,500.00
Children's Miracle Network 205 West 700 South Slat Lake City, Utah 84101	Public Charity	To provide services to children with cancer	4,000.00
Colon & Rectal Research and Education Fd Thomas Jefferson University 925 Chestnut Street, Suite 110 Philadelphia, PA 10107	Public Charity	To promote research	2,000.00
Congregation Beth Israel of Media PA 542 South New Middletown Road, Media, PA 19063	Public Charity	To promote religious education	1,500.00

Lenore & Howard Klein Foundation, Inc.
Form 990PF for Year ended December 31, 2009
Tax Identification Number 13-3673818

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Congregation Shomrei Torah 1717 Yulupa Avenue Santa Rosa, CA 95405	Public Charity	To support the May 2010 \$ congregational retreat	7,500.00
Connecticut Association for Children and Adults with Learning Disabilities 25 Van Zant Street, Suite 15-5 East Norwalk, Connecticut 06855-1719	Public Charity	To provide support for programs that assist people to cope with learning disabilities	4,000.00
Dientes Community Dental Care 1830 Commercial Way Santa Cruz, California 95065	Public Charity	To provide dental services to people who would not otherwise be able to afford it	4,000.00
Domestic Abuse Project of Del. County 14 West Second Street Media, PA 19063	Public Charity	To provide intervention services for victims of domestic violence	2,500.00
Educators for Fair Consideration 2130 Fillmore Street, No. 248 San Francisco, California 94115	Public Charity	To promote education	6,500.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, Connecticut 06851	Public Charity	To support the Safety Net Program	1,000.00
Fox Chase Cancer Center 333 Cottman Avenue	Public Charity	To fund cancer research	5,000.00

Lenore & Howard Klein Foundation, Inc.
Form 990PF for Year ended December 31, 2009
Tax Identification Number 13-3673818

<u>Name and Address of Organization receiving Grant</u> Philadelphia, PA 19111-2407	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Hawaii Performing Arts Festival, Inc. 4011B Primavera Road Santa Barbara, CA 93110	Public Charity	To fund the training program and summer festival	\$ 1,500.00
Jewish Family and Children's Services 2150 Post Road San Francisco, CA 94115	Public Charity	To support various programs	5,500.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, Connecticut 06830	Public Charity	To fund the program called SuperMarketing for Seniors	2,000.00
Jewish Foundation for the Righteous 305 Seventh Avenue, 19th Floor New York, New York 10001	Public Charity	To provide financial assist- ance for non-jews who helped jewish people during the war	1,000.00
Listening for a Change 1300 North Dutton Avenue Santa Rosa, California 95401	Public Charity	To support the "Community Listening Project, Essence of Acceptance"	500.00
Macular Vision Research Foundation Five Tower Bridge 300 Bar Harbor Drive West Conshohocken, PA 19428	Public Charity	To foster medical research	2,000.00
Mala'ai	Public Charity	To support the general purposes	300.00

Lenore & Howard Klein Foundation, Inc.
Form 990PF for Year ended December 31, 2009
Tax Identification Number 13-3673818

<u>Name and Address of Organization receiving Grant</u> P.O. Box 6954 Kamuela, HI 96743	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant of the organization</u>	<u>Amount of the Grant</u>
Mary's Place 6 Poquonock Avenue Windsor, CT 06095	Public Charity	To provide support for children \$ and teens who have lost a parent or sibling	1,000.00
Meals-On-Wheels of Greenwich 89 Maple Avenue Greenwich, CT 06830	Public Charity	To provide home-cooked meals to house bound residents	2,000.00
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	Public Charity	To provide food to people in need	2,500.00
Northern Arizona Food Bank 3805 East Huntington Drive Flagstaff, Arizona 86004	Public Charity	To provide food	8,000.00
Pennsylvania Ballet 1819 JFK Boulevard Philadelphia, PA 19103	Public Charity	To support the production of The Nutcracker and other programs	9,500.00
PlayGround 268 Bush Street #2912 San Francisco, CA 94104	Public Charity	To promote the performing arts	5,000.00
The Queens Borough Public Library	Public Charity	To promote literacy	1,000.00

Lenore & Howard Klein Foundation, Inc.
Form 990PF for Year ended December 31, 2009
Tax Identification Number 13-3673818

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
89-11 Merrick Boulevard Jamaica, N.Y. 11432			
San Francisco Food Bank 9000 Pennsylvania Avenue San Francisco, California 94107	Public Charity	To provide food for the needy	\$ 1,500.00
Santa Rosa Junior College Foundation 1501 Mendocino Avenue Santa Rosa, California 95401	Public Charity	To promote education	4,500.00
Sixth Street Playhouse 52 West 6th Street Santa Rosa, California 95401	Public Charity	To support the dramatic arts	3,500.00
Sonoma State University Academic Foundation, Inc. 1801 East Cotati Avenue Rohnert Park, California 94928-3609	Public Charity	To assist in the construction of the Green Music Center	2,500.00
St. Jude Children's Research Hospital 505 St. Jude Place Memphis, TN 38105	Public Charity	To fund medical research	2,000.00
Taos Country Day School 9D Ben Romero Road El Prado, New Mexico 87529	Public Charity	To assist in the construction of a green house at the school	2,500.00

Lenore & Howard Klein Foundation, Inc.
Form 990PF for Year ended December 31, 2009
Tax Identification Number 13-3673818

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
University of Pittsburgh Center for Excellence in Autism Research Webster Hall, Suite 300 3811 O'Hara Street Pittsburgh, PA 15213	Public Charity	To fund research into the genetic, cognitive and neurological basis for autism	8,000.00
Widener University One University Place Chester, PA 19113	Public Charity	To promote education	\$ 5,000.00
Women's Mentoring Network 141 Franklin Street Stamford, Connecticut 06901	Public Charity	To support the Children's Enrich- ment and Mentoring Programs	1,000.00
The Yale Child Study Center 333 Cedar Street New Haven, Connecticut 06520	Public Charity	To fund research on Tourette Syndrome and Obsessive Compulsive Disorder	5,000.00
Total Grants for 2009			\$ 122,300.00

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Accenture, Ltd, common 30 shares	\$ 1,214.43	\$ 1,082.88	11/27/2009	6/2/2009	\$ 131.55
Alliance Data Systems Corp., com. 10 shares	618.71	602.16	11/27/2009	6/2/2009	16.55
Ameriprise Financial Inc., common 20 shares	764.02	399.28	11/27/2009	1/26/2009	364.74
Amgen, Inc., common 30 shares	1,680.31	1,632.47	11/27/2009	6/2/2009	47.84
AOL, Inc., common 0.3636 shares	8.39	5.88	12/28/2009	12/14/2009	2.51
Apache Corp., common 20 shares	1,956.80	1,435.61	11/27/2009	2/7/2007	521.19
Apple Computer, Inc., common 10 shares	2,048.87	1,687.29	11/27/2009	7/11/2008	361.58
Autoliv, Inc., common 20 shares	817.81	564.29	11/27/2009	6/2/2009	253.52
Bank of America Corp., common 120 shares	1,950.24	1,538.82	11/27/2009	Various	411.42
Best Buy, Inc., common 300 shares	11,853.80	9,570.56	9/16/2009	3/20/2009	2,283.24

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Blackrock, Inc., common 5 shares	\$ 1,137.17 \$	753.08	11/27/2009	4/29/2009 \$	384.09
BNY Mellon Intermediate Bond Fund 7,974.482 shares	100,000.00	97,875.87	5/29/2009	Various	2,124.13
BNY Mellon Short Term U.S. Gov- ernment Fund, Class M 8,051.531 shares	100,000.00	98,470.22	5/29/2009	5/28/2008	1,529.78
Broadcom Corp., common 320 shares	8,274.22	5,404.59	11/6/2009	2/26/2009	2,869.63
Cigna Corp., common 10 shares	322.21	246.99	11/27/2009	6/24/2009	75.22
Cisco Systems, Inc., common 90 shares	2,145.81	1,895.56	11/27/2009	3/31/04-4/6/06	250.25
Cummins, Inc., common 20 shares	937.60	678.42	11/27/2009	5/6/2009	259.18
Danaher Corp., common 10 shares	723.90	581.91	11/27/2009	3/16/2005	141.99
DuPont De Nemours & Co., com 20 shares	694.81	535.41	11/27/2009	4/17/2009	159.40

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
EMC Corporation, common 80 shares	\$ 1,368.11	\$ 1,172.24	11/27/2009	7/21/2009	\$ 195.87
Exxon Mobil Corp., common 40 shares	3,026.78	2,220.94	11/27/2009	3/31/04-4/6/06	805.84
Fedex Corp., common 10 shares	825.10	625.90	11/27/2009	11/25/2008	199.20
First Horizon National Corp., com 0.9242 shares	10.33	10.12	5/26/2009	4/1/2009	0.21
0.9784 shares	13.28	10.62	8/26/2009	7/1/2009	2.66
0.2438 shares	3.04	2.61	10/29/2009	10/1/2009	0.43
50 shares	669.57	534.46	11/27/2009	Pre 2009	135.11
Franklin Res., Inc., common 8 shares	904.31	419.22	11/27/2009	1/26/2009	485.09
Google, Inc., common 7 shares	4,078.79	3,148.50	11/27/2009	7/10/2006	930.29
Halliburton Co., common 20 shares	610.82	359.15	11/27/2009	Various	251.67
Hess Corporation, common 30 shares	1,764.91	1,477.82	11/27/2009	6/1/2006	287.09
Hewlett Packard Co., common 40 shares	1,783.87	1,775.21	9/10/2009	2/7/2007	8.66

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
40 shares	\$ 2,034.02	\$ 1,775.21	11/27/2009	2/7/2007	\$ 258.81
Home Depot, Inc., common 70 shares	1,922.26	1,717.13	11/27/2009	2/5/2004	205.13
Honeywell International, Inc., com 20 shares	772.21	742.36	11/27/2009	1/27/2006	29.85
Hospira, Inc., common 30 shares	1,422.62	1,185.65	11/27/2009	3/14/2007	236.97
International Business Machines, com 100 shares 13 shares	11,970.60 1,663.06	10,528.00 1,368.64	8/26/2009 11/27/2009	2/5/04-6/30/04 2/5/04-6/30/04	1,442.60 294.42
JP Morgan Chase & Co., common 50 shares	2,160.03	1,852.28	11/27/2009	2/27/2007	307.75
Juniper Networks, Inc., common 160 shares 90 shares 20 shares	3,852.06 2,110.76 519.62	2,826.66 1,590.00 353.33	6/10/2009 6/11/2009 11/27/2009	11/3/2008 11/3/2008 6/2/2009	1,025.40 520.76 166.29
KBR, Inc., common 10 shares 4 shares 3 shares 3 shares 20 shares	216.70 86.74 65.07 65.26 433.84	173.69 69.48 52.11 52.11 347.38	9/8/2009 9/8/2009 9/8/2009 9/9/2009 9/9/2009	4/3/2007 4/3/2007 4/3/2007 4/3/2007 4/3/2007	43.01 17.26 12.96 13.15 86.46

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
	\$	\$			\$
55 shares	1,187.78	955.30	9/9/2009	4/3/2007	232.48
40 shares	863.41	694.76	9/10/2009	12/17/2008	168.65
105 shares	2,276.51	1,823.75	9/10/2009	12/17/2008	452.76
30 shares	570.94	521.07	11/27/2009	6/2/2009	49.87
Lorillard, Inc., common					
29 shares	2,176.35	1,791.19	10/8/2009	1/26/2009	385.16
90 shares	6,748.28	5,558.85	10/8/2009	1/26/2009	1,189.43
8 shares	602.58	494.12	10/9/2009	1/26/2009	108.46
43 shares	3,241.26	2,655.89	10/9/2009	6/2/2009	585.37
McAfee, Inc., common					
50 shares	2,231.90	1,842.54	8/3/2009	6/6/2007	389.36
80 shares	7,782.41	6,633.16	8/4/2009	6/6/2007	1,149.25
McKesson Corporation, common					
20 shares	1,261.81	1,027.91	11/27/2009	2/9/2009	233.90
Merck & Co., common					
50 shares	1,818.52	1,275.90	11/27/2009	3/18/2009	542.62
0.632 shares	23.12	16.13	12/9/2009	11/5/2009	6.99
Microsoft Corp., common					
50 shares	1,494.12	1,405.38	11/27/2009	Various	88.74
Morgan Stanley, common					
30 shares	979.23	818.02	11/27/2009	5/12/2009	161.21

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
National Oilwell Varco, Inc., common 110 shares	\$ 3,222.17	2,627.66	4/28/2009	1/2/2009	\$ 594.51
110 shares	4,303.81	3,344.30	4/29/2009	1/2/2009	959.51
Norfolk Southern Corp., common 20 shares	1,040.60	993.81	11/27/2009	11/6/2009	46.79
Occidental Petroleum Corp., com 10 shares	819.39	561.63	11/27/2009	4/28/2009	257.76
Oracle Corp., common 60 shares	1,354.34	1,052.02	11/27/2009	2/27/2007	302.32
Parker Hannifin Corp., common 20 shares	1,090.40	786.34	11/27/2009	12/30/2008	304.06
Pepsico, Inc., common 30 shares	1,871.41	1,655.54	11/27/2009	Various	215.87
Philip Morris International, com 30 shares	1,502.69	1,355.03	11/27/2009	3/31/2008	147.66
Prazair Inc., common 60 shares	3,450.64	3,047.26	3/13/2009	1/24/16-2/7/07	403.38
10 shares	832.70	521.24	11/27/2009	1/24/16-2/7/07	311.46
Procter & Gamble Company, com 20 shares	1,255.80	1,134.19	11/27/2009	1/17/06-2/7/07	121.61

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Qualcom, Inc., common					
370 shares	\$ 17,361.80	\$ 14,466.00	8/26/2009	1/17/06-27/07	\$ 2,895.80
120 shares	5,385.51	4,691.67	9/9/2009	1/17/06-27/07	693.84
Raytheon Company, common					
10 shares	514.10	511.31	11/27/2009	10/10/2008	2.79
Ross Stores, Inc., common					
40 shares	1,558.08	1,343.44	6/30/2009	4/22/2008	214.64
68 shares	2,648.82	2,283.84	6/30/2009	4/22/2008	364.98
41 shares	1,582.13	1,377.02	7/1/2009	4/22/2008	205.11
141 shares	5,428.04	4,735.62	7/1/2009	6/2/2009	692.42
Schwab Charles Corp., common					
30 shares	543.32	463.16	11/27/2009	11/25/2008	80.16
St. Jude Medical, Inc., common					
40 shares	1,605.84	1,603.78	6/24/2009	11/9/2007	2.06
110 shares	4,421.33	4,410.40	6/24/2009	6/2/2009	10.93
Taiwan Semiconductor Manufacturing Company, common					
0.7994 shares	8.77	6.48	9/10/2009	3/6/2009	2.29
334 shares	3,154.42	2,706.11	11/6/2009	3/6/2009	448.31
34 shares	321.84	275.47	11/6/2009	3/6/2009	46.37
131 shares	1,261.75	1,061.38	11/9/2009	3/6/2009	200.37
63 shares	606.64	510.44	11/9/2009	6/2/2009	96.20

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Target Corp., common 40 shares	\$ 1,890.42	\$ 1,628.45	11/27/2009	6/4/2009	\$ 261.97
Thermo Fisher Scientific, Inc., com 30 shares	1,401.61	1,376.84	11/27/2009	2/7/2007	24.77
Time Warner Cable, Inc., common 88 shares	2,687.88	2,507.47	6/4/2009	4/2/2009	180.41
Time Warner, Inc., common 0.333 shares 20 shares	7.40 640.84	7.12 431.71	4/22/2009 11/27/2009	2/7/2007 2/7/2007	0.28 209.13
Tyco International, Ltd., common 40 shares	1,460.81	1,207.43	11/27/2009	2/7/2007	253.38
Vertex Pharmaceuticals, Inc., com 30 shares	1,167.62	807.24	11/27/2009	2/7/2007	360.38
Wal Mart Stores, Inc., common 220 shares 100 shares 60 shares 140 shares	10,986.74 4,944.35 2,980.91 7,012.56	10,407.13 4,730.51 2,851.06 6,652.47	5/12/2009 6/2/2009 6/4/2009 6/15/2009	11/26/2007 11/26/2007 11/26/2007 11/26/2007	579.61 213.84 129.85 360.09
Whirlpool Corp., common 10 shares	714.29	654.15	11/27/2009	9/2/2009	60.14

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Weth, common					
87 shares	\$ 3,927.86	\$ 3,406.72	7/10/2009	1/26/2009	\$ 521.14
114 shares	5,144.80	4,463.97	7/10/2009	1/26/2009	680.83
44 shares	1,984.31	1,722.94	7/10/2009	1/26/2009	261.37
45 shares	2,035.18	1,762.09	7/10/2009	6/2/2009	273.09
XTO Energy, Inc., common					
30 shares	1,252.21	852.27	11/27/2009	Various	399.94
Total Sales Resulting in a Gain	\$ 432,147.21	\$ 391,860.79			\$ 40,286.42
<u>Losses</u>					
Abbott Laboratories, common					
210 shares	\$ 8,700.50	\$ 8,737.01	5/6/2009	2/5/04-4/6/06	\$ (36.51)
Adobe Systems, Inc., common					
270 shares	4,624.40	9,824.97	2/26/2009	3/31/2008	(5,200.57)
Aetna, Inc., common					
100 shares	1,935.60	4,143.96	3/10/2009	7/28/2008	(2,208.36)
147 shares	3,326.01	5,918.99	6/18/2009	7/28/2008	(2,592.98)
103 shares	2,331.99	4,147.32	6/18/2009	6/2/2009	(1,815.33)
AT&T, Inc., common					
.60 shares	1,600.26	2,201.37	11/27/2009	2/7/2007	(601.11)

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Bank of America Corp., common 480 shares 605 shares	3,193.90 3,709.05	20,880.11 26,317.64	1/29/2009 2/11/2009	5/5/2006 5/5/2006	(17,686.21) (22,608.59)
BNY Mellon Mid Cap Stock Fund Class M 12,364.426 shares	114,000.00	160,631.10	11/24/2009	Various	(46,631.10)
Chubb Corp., common 190 shares 20 shares	8019.61 1,009.39	9989.28 1,020.93	1/26/2009 11/27/2009	2/7/2007 2/7/2007	(1,969.67) (11.54)
Cisco Systems, Inc., common 160 shares	2,358.73	3,411.68	2/26/2009	4/5/08-10/8/08	(1,052.95)
Coach, Inc., common 140 shares 150 shares	1,976.05 2,153.66	2,634.80 2,823.00	1/26/2009 1/28/2009	10/28/2008 10/28/2008	(658.75) (669.34)
Coca-Cola Company, common 40 shares	821.26	895.55	11/27/2009	Various	(74.29)
Colgate Palmolive Company, com 56 shares 19 shares 37 shares 30 shares 22 shares 26 shares	4,073.43 1,379.74 2,684.99 2,152.87 1,584.92 1,863.28	4,293.89 1,456.85 2,837.03 2,300.30 1,686.88 1,993.59	9/2/2009 9/3/2009 9/3/2009 9/4/2009 9/4/2009 9/8/2009	6/12/2008 6/12/2008 6/12/2008 6/12/2008 6/12/2008 6/2/2009	(220.46) (77.11) (152.04) (147.43) (101.96) (130.31)

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Conocophillips, common					
60 shares	2,238.15	3,278.25	3/20/2009	1/27/2006	(1,040.10)
40 shares	1,493.13	2,185.50	3/20/2009	1/27/2006	(692.37)
30 shares	1,574.10	1,611.53	11/27/2009	1/27/2006	(37.43)
CVS/Caremark Corporation, com					
70 shares	2,234.46	2,613.87	11/27/2009	4/27/2007	(379.41)
Darden Restaurants, Inc., common					
120 shares	4,038.75	4,382.43	5/27/2009	5/13/2008	(343.68)
110 shares	3,605.51	4,017.22	5/28/2009	5/13/2008	(411.71)
Emerson Electric Co., common					
96 shares	2,597.35	4,343.96	3/19/2009	2/7/2007	(1,746.61)
94 shares	2,487.64	4,253.47	3/20/2009	2/7/2007	(1,765.83)
Ensco International, Inc., common					
40 shares	1,081.80	2,233.79	1/2/2009	11/15/2007	(1,151.99)
10 shares	270.59	558.45	1/2/2009	11/15/2007	(287.86)
160 shares	4,230.78	8,935.17	1/5/2009	11/15/2007	(4,704.39)
Estee Lauder Companies, common					
11 shares	230.50	557.99	3/6/2009	8/19/2008	(327.49)
136 shares	2,889.26	6,898.73	3/6/2009	8/19/2008	(4,009.47)
153 shares	3,282.12	7,761.07	3/6/2009	8/19/2008	(4,478.95)
Exelon Corp., common					
.50 shares	2,333.69	2,418.35	4/17/2009	Various	(84.66)
20 shares	947.61	966.48	11/27/2009	Various	(18.87)

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Fifth Third Bancorp., common 560 shares	1,572.69	7,281.93	1/29/2009	10/20/2008	(5,709.24)
First Horizon National Corp., com 0.1242 shares	1.20	1.40	2/26/2009	6/2/2009	(0.20)
Gap, Inc., common 330 shares	3,743.17	6,613.93	1/26/2009	11/26/2007	(2,870.76)
218 shares	2,317.90	4,369.21	2/9/2009	11/26/2007	(2,051.31)
162 shares	1,796.04	3,246.84	2/9/2009	11/26/2007	(1,450.80)
40 shares	439.62	801.69	2/9/2009	11/26/2007	(362.07)
General Electric Company, common 100 shares	1,589.13	3,158.88	11/27/2009	4/6/2006	(1,569.75)
Gilead Sciences, Inc., common 10 shares	469.71	481.60	11/27/2009	1/26/2009	(11.89)
160 shares	7,414.35	7,705.60	12/4/2009	1/26/2009	(291.25)
60 shares	2,791.06	2,889.60	12/7/2009	6/2/2009	(98.54)
Goldman Sachs Group, Ltd., common 70 shares	2,512.41	3,689.58	3/13/2009	1/27/06-3/16/06	(1,177.17)
Intel Corp., common 718 shares	11,371.11	13,085.98	6/10/2009	6/1/04-3/14/06	(1,714.87)
142 shares	2,248.35	2,588.04	6/10/2009	6/1/04-3/14/06	(339.69)
Johnson & Johnson, common 250 shares	13,961.10	16,072.11	1/26/2009	2/28/2008	(2,111.01)

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Keycorp News, common 40 shares	216.27	467.13	5/27/2009	10/17/2008	(250.86)
130 shares	698.80	1,518.18	5/27/2009	10/17/2008	(819.38)
110 shares	581.59	1,284.62	5/28/2009	10/17/2008	(703.03)
250 shares	1,310.75	2,919.59	5/28/2009	10/17/2008	(1,608.84)
250 shares	1,294.92	2,919.58	5/29/2009	10/17/2008	(1,624.66)
Laboratory Corp, common 120 shares	6,920.47	9,023.19	1/26/2009	4/28/2008	(2,102.72)
Limited Brands, Inc., common 30 shares	514.83	538.45	11/27/2009	10/8/2009	(23.62)
McDonald's Corporation, common 160 shares	8,512.13	9,123.79	3/20/2009	3/31/2004	(611.66)
140 shares	7,448.69	7,983.31	5/12/2009	3/31/2004	(534.62)
Medtronic, Inc., common 20 shares	802.81	1,043.65	11/27/2009	5/6/2006	(240.84)
Molson Coors Brewing Company 140 shares	4,399.80	6,357.32	3/18/2009	5/18/2007	(1,957.52)
Mosaic Co., common 70 shares	3,094.96	9,867.59	4/17/2009	6/13/2008	(6,772.63)
News Corp., Inc, Common 110 shares	1,562.11	1,996.14	11/27/2009	1/27/2006	(434.03)

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Nokia Corp., common 200 shares 120 shares	2,664.55 3,067.25	5,397.95 6,207.65	7/21/2009 7/21/2009	7/30/2008 7/30/2008	(2,733.40) (3,140.40)
Northern Trust Corp., common 50 shares 30 shares 12 shares 38 shares	2,562.41 1,530.94 616.69 1,980.65	2,726.08 1,635.65 654.26 2,071.81	5/27/2009 5/27/2009 5/27/2009 5/28/2009	1/26/2009 1/26/2009 1/26/2009 2/9/2009	(163.67) (104.71) (37.57) (91.16)
Novartis AG Spon. ADR 40 shares 100 shares 113 shares 39 shares 58 shares	1,474.33 3,682.54 4,156.45 1,435.27 2,109.20	2,176.31 5,440.77 6,148.08 2,121.90 3,155.65	4/29/2009 4/29/2009 4/30/2009 4/30/2009 4/30/2009	9/29/2008 9/29/2008 9/29/2008 9/29/2008 9/29/2008	(701.98) (1,758.23) (1,991.63) (686.63) (1,046.45)
Omnicom Group, Inc. 30 shares	1,097.73	1,520.14	11/27/2009	2/7/2007	(422.41)
Pfizer, Inc., common 130 shares	2,410.44	2,864.04	11/27/2009	1/27/2006	(453.60)
PNC Financial Services Group, com 40 shares	1,174.06	2,502.84	2/9/2009	3/5/2008	(1,328.78)
Schering Plough Corp., common 406.368 shares	10,080.00	10,081.62	11/5/2009	2/7/2007	(1.62)

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009
Capital Gains and Losses Schedule

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Sempra Energy, common 320 shares	1,583.11	1,804.24	11/27/2009	3/31/2007	(221.13)
St. Jude Medical, Inc., common 141 shares	4,653.78	5,653.32	10/13/2009	11/9/2007	(999.54)
19 shares	627.64	761.80	10/13/2009	11/9/2007	(134.16)
State Street Corp., common 20 shares	836.61	864.29	11/27/2009	2/25/08-3/25/08	(27.68)
150 shares	6,015.66	6,482.13	12/16/2009	2/25/08-3/25/08	(466.47)
110 shares	4,346.33	4,753.57	12/16/2009	2/25/08-3/25/08	(407.24)
Textron, Inc., common 50 shares	1,004.57	1,500.35	11/27/2009	3/22/2006	(495.78)
Thermo Fisher Scientific, Inc., com 120 shares	4,314.36	5,770.64	1/26/2009	2/7/2007	(1,456.28)
60 shares	2,048.81	2,885.32	3/10/2009	2/7/2007	(836.51)
Time Warner Cable, Inc., common 0.6498 shares	17.95	18.25	4/22/2009	4/2/2009	(0.30)
US Bancorp., common 200 shares	2,534.25	6,495.61	1/26/2009	3/5/2008	(3,961.36)
Wells Farge & Co., common 190 shares	2,680.77	5,858.42	1/26/2009	4/6/06-2/7/07	(3,177.65)
30 shares	840.63	906.50	11/27/2009	6/24/08-8/18/08	(65.87)
Total Sales Resulting in a Loss	\$ 370,168.03	\$ 560,650.63			\$ (190,482.60)

The Lenore & Howard Klein Foundation

E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
Securities and All Other Assets
Asset Description**

Publically Traded Stocks

210 shares, Abbott Laboratories, common	\$	8,737.01	Sold on 5/6/09	Sold on 5/6/09
300 shares, Accenture, Ltd., common (Book value changed due to purchase and sale of stock during the year)		11,012.85	10,828.76	12,450.00
270 shares, Adobe Systems, Inc., common		9,824.97	Sold on 2/26/09	sold on 2/26/09
330 shares, Aetna Inc., common		13,675.07	Sold on 6/18/09	Sold on 6/18/09
200 shares, Alliance Data Systems, Corp., common (Book value changed due to purchase and sale of stock during the year)		12,251.81	12,043.25	12,918.00
230 shares, Ameriprise Financial, Inc. common		Purchased 1/26/09	4,591.71	8,928.60
290 shares, Amgen, Inc., common (shares and basis have been adjusted due to the purchase of 160 shs and sale of 30 shs of stock)		9,477.18	15,780.55	16,405.30
29 shares, AOL, Inc., common (Received as spin off from Time Warner, Inc.)		Received 12/14/09	469.31	675.12
240 shares, Apache Corp., common (shares and basis have been adjusted due to the purchase of 30 shs and sale of 20 shs of stock)		16,168.79	17,227.37	24,760.80
190 shares, Apple Computer, Inc., common		26,241.17	32,058.42	40,039.08

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
 Securities and All Other Assets**

Asset Description

(shares and basis have been adjusted due to the
 purchase of 50 shs and sale of 10 shs of stock)

810 shares, AT&T Inc., common

(shares and basis have been adjusted due to the
 purchase of 80 shs and sale of 60 shs of stock)

280 shares, Autoliv, Inc., common

1,620 shares, Bank of America Corp., common

(shares and basis have been adjusted due to pur-
 chase of 1,740 shs and sale of 1,205 shs of stock)

45 shares, Blackrock, Inc., common

250 shares, Chubb Corp., common

(shares and basis have been adjusted due to the
 purchase of 30 shs and sale of 210 shs of stock)

250 shares, Cigna Corp., common

1,310 shares, Cisco Systems, Inc., common

(shares and basis have been adjusted due to the
 purchase of 130 shs and sale of 250 shs of stock)

290 shares, Coach, Inc., common

510 shares, Coca-Cola Company, common

(shares and basis have been adjusted due to the

Beginning of
 Fiscal Year
 Book Value

29,946.21

Purchased 6/2/09

47,197.75

Purchased 04-06/2009

22,607.31

Purchased 6/24/09

30,491.87

5,457.80

11,478.82

End of the
 Fiscal Year
 Book Value

29,718.44

7,900.07

20,774.07

6,777.74

12,761.69

6,174.85

27,590.88

Sold on 11/27/09

11,418.27

End of the
 Year Fair
 Market Value

22,704.30

12,140.80

24,397.20

10,449.00

12,295.00

8,817.50

31,361.40

Sold 11/27/09

10,812.00

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

Part II - Itemized Statement of
 Securities and All Other Assets
Asset Description

purchase of 50 shs and sale of 40 shs of stock)

180 shares, Colgate Palmolive Company,
 common

530 shares, Companhia Vale Do Rio Doce
 (Exchanged for Vale SA-Sp. ADR)

360 shares, Conocophillips, common
 (shares and basis have been adjusted due to the
 purchase of 40 shs and sale of 130 shs of stock)

270 shares, Cummins, Inc., common

850 shares, CVS/Caremark Corporation, common
 (shares and basis have been adjusted due to the
 purchase of 90 shs and sale of 70 shs of stock)

110 shares, Danaher Corp., common
 (shares and basis have been adjusted due to the
 purchase and sale of 10 shares of stock)

230 shares, Darden Restaurants, Inc., common

200 shares, Du Pont De Nemours & Co., common

1,090 shares, EMC Corporation, common

410 shares, Emerson Electric Co., common

<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
13,929.24	Sold on 9/4/09	Sold on 9/4/09
7,669.97	Exchanged 5/28/09	Exchanged 5/28/09
24,586.84	19,338.34	18,385.20
Purchased 5/6/09	9,158.71	12,382.20
31,687.08	31,739.89	27,378.50
6,381.79	6,400.98	8,272.00
8,399.65	Sold on 5/27/09	Sold on 5/27/09
Purchased 4/17/09	5,354.13	6,734.00
Purchased 7/21/09	15,971.74	19,042.30
8,597.43	Sold on 3/19/09	Sold on 3/19/09

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

Part II - Itemized Statement of Securities and All Other Assets			
<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
210 shares, Ensco International, Inc., common	11,727.41	Sold on 1/2/09	Sold on 1/2/09
300 shares, Estee Lauder Companies, common	15,217.79	Sold on 3/6/09	Sold on 3/6/09
300 shares, Exelon Corp., common (shares and basis have been adjusted due to the purchase of 30 shs and sale of 70 shs of stock)	16,444.78	14,497.24	14,661.00
560 shares, ExxonMobil Corp., common (shares and basis have been adjusted due to the purchase of 60 shs and sale of 40 shs of stock)	29,153.72	31,093.17	38,186.40
140 shares, Fedex Corp., common (shares and basis have been adjusted due to the purchase of 20 shs and sale of 10 shs of stock)	8,318.51	8,762.61	11,683.00
560 shares, Fifth Third Bancorp., common	7,281.93	Sold on 1/29/09	Sold on 1/29/09
732 shares, First Horizon National Corp., common (shares and basis have been adjusted due to the purchase, sale & stock splits)	7,557.70	7,824.49	9,807.34
92 shares, Franklin Res., Inc., common	Purchased 01-06/09	4,821.03	9,692.20
750 shares, Gap, Inc., common	15,031.67	Sold on 2/9/09	Sold on 2/9/09
1,280 shares, General Electric Co., common (shares and basis have been adjusted due to the	41,877.83	40,433.63	19,366.40

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
Securities and All Other Assets**

Asset Description

	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
purchase of 130 shs and sale of 100 shs of stock)			
30 shares, Goldman Sachs Group, Inc., common	3,689.58	Sold on 3/13/09	Sold on 3/13/09
53 shares, Google, Inc., common	Purchased 06-08/09	23,838.65	32,858.94
580 shares, Halliburton Co., common (shares and basis have been adjusted due to the purchase of 30 shs and sale of 20 shs of stock)	10,092.96	10,415.40	10,471.32
360 shares, Hess Corp., common (shares and basis have been adjusted due to the purchase of 180 shs and sale of 30 shs of stock)	10,908.74	17,733.89	21,780.00
520 shares, Hewlett Packard Co., common	Purchased on 8/26/09	23,077.77	26,785.20
910 shares, Home Depot, Inc., common (shares and basis have been adjusted due to the purchase of 620 shs and sale of 70 shs of stock)	6,126.58	22,322.70	26,326.30
350 shares, Honeywell International, Inc., common (shares and basis have been adjusted due to the purchase of 30 shs and sale of 20 shs of stock)	12,768.91	12,991.34	13,720.00
290 shares, Hospira, Inc., common (shares and basis have been adjusted due to the purchase and sale of 30 shares of stock)	11,635.94	11,461.28	14,790.00
360 shares, Human Genome Sciences, Inc., com	Purchased on 12/8/09	10,217.05	11,008.80

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
Securities and All Other Assets**
Asset Description

	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
330 shares, Intel Corp., common	8,219.94	Sold on 6/10/09	Sold on 6/10/09
137 shares, International Business Machines, Corp., common (shares and basis have been adjusted due to the purchase of 20 shs and sale of 113 shs of stock)	24,229.40	14,423.36	17,933.30
1,200 shares, Ishares S&P Gsci Commodity	Purchased on 11/27/09	38,136.00	38,184.00
250 shares, Johnson & Johnson, common	16,072.11	Sold on 1/26/09	Sold on 1/26/09
716 shs., JP Morgan Chase Corporation, (shares and basis have been adjusted due to the purchase of 320 shs and sale of 50 shs of stock)	19,729.08	26,524.71	29,835.72
270 shares, Juniper Networks, Inc., common (shares and basis have been adjusted due to the purchase of 240 shs and sale of 270 shs of stock)	5,489.69	4,769.99	7,200.90
388 shares, KBR, Inc., common (shares and basis have been adjusted due to the purchase of 60 shs and sale of 270 shs of stock)	10,332.07	6,739.21	7,372.00
780 shares, Keycorp News, common	9,109.10	Sold on 5/28/09	Sold on 5/28/09
120 shares, Laboratory Corp. American Holdings, common	9,023.19	Sold on 1/26/09	Sold on 1/26/09

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
 Securities and All Other Assets**

<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u> Purchased on 10/9/09	<u>End of the Fiscal Year Book Value</u> Sold on 8/3/09 Sold 03-05/2009	<u>End of the Year Fair Market Value</u> 14,430.00
750 shares, Limited Brands, Inc., common			
210 shares, McAfee, Inc., common	7,697.11	Sold on 8/3/09	Sold on 8/3/09
300 shares, McDonald's Corporation, common	17,107.10	Sold 03-05/2009	Sold 03-05/2009
180 shares, McKesson Corp., common	Purchased 02-10/2009	9,251.22	11,250.00
270 shs., Medtronic, Inc., common (shares and basis have been adjusted due to the purchase of 30 shs and sale of 20 shs of stock)	14,112.33	14,089.27	11,874.60
713 shares, Merck & Co., common	Purchased 03-06/09	18,194.31	26,053.02
666 shares, Microsoft Corp., common (shares and basis have been adjusted due to the purchase of 60 shs and sale of 50 shs of stock)	18,896.25	18,719.67	20,299.68
140 shares, Molson Coors Brewing Company, common	6,357.32	Sold on 3/18/09	Sold on 3/19/09
460 shares, Morgan Stanley, common	Purchased 5/13/09	12,543.00	13,616.00
70 shares, Mosaic Co., common	9,867.59	Sold on 4/17/09	Sold on 4/17/09
1,500 shares, News Corp., Ltd., lass B common (shares and basis have been adjusted due to the purchase of 160 shs and sale of 110 shs of stock)	27,457.84	27,220.07	23,880.00

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
Securities and All Other Assets**
Asset Description

<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u> Sold on 7/21/09	<u>End of the Year Fair Market Value</u> Sold on 7/21/09
390 shares, Nokia Corp., common	10,991.61		
270 shares, Norfolk Southern Corp., common	Purchased on 11/9/09	13,416.40	14,153.40
350 shares, Novartis AG Spon. ADR	19,042.71	Sold on 4/29/09	Sold on 4/29/09
150 shares, Occidental Petroleum Corp., common	Purchased 04-06-/09	8,424.45	12,202.50
300 shares, Omnicom Group, Inc., common (shares and basis have been adjusted due to the purchase and sale of 30 shs of stock)	15,807.18	15,201.44	11,745.00
820 shares, Oracle Corp., common (shares and basis have been adjusted due to the purchase of 80 shs and sale of 60 shs of stock)	13,891.20	14,377.58	20,114.60
190 shares, Parker Hannifin Corp., common (shares and basis have been adjusted due to the purchase of 20 shs and sale of 20 shs of stock)	7,407.01	7,470.27	10,237.20
350 shares, PepsiCo, Inc., common (shares and basis have been adjusted due to the purchase of 30 shs and sale of 30 shs of stock)	19,439.30	19,314.65	21,280.00
1,970 shares, Pfizer, Inc., common (shares and basis have been adjusted due to the purchase of 1,010 shs and sale of 130 shs of stock)	31,431.73	43,401.22	35,834.30
420 shares, Philip Morris International, common	18,195.04	18,970.49	20,239.80

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
 Securities and All Other Assets**

Asset Description

(shares and basis have been adjusted due to the
 purchase of 50 shs and sale of 30 shs of stock)

40 shares, PNC Financial Services Group, common

140 shares, Praxair Inc., common

(shares and basis have been adjusted due to the
 purchase of 10 shs and sale of 70 shs of stock)

290 shares, Procter & Gamble Co., common

(shares and basis have been adjusted due to the
 purchase of 30 shs and sale of 20 shs of stock)

440 shares, Qualcomm, Inc., common

160 shares, Raytheon Company, common

(shares and basis have been adjusted due to the
 purchase of 20 shs and sale of 10 shs of stock)

260 shares, Ross Stores, Inc., common

870 shares, Schering Plough Corp., common
 (Exchanged for Merck & Co., stock)

400 shares, Schwab Charles Corp., common

(shares and basis have been adjusted due to the
 purchase of 50 shs and sale of 30 shs of stock)

400 shares, Sempra Energy, common

**Beginning of
 Fiscal Year
 Book Value**

Sold 2/9/09

7,297.34

16,445.68

Sold 9/9/09

8,180.98

Sold 7/1/09

Exchanged

6,175.43

24,056.54

**End of the
 Year Fair
 Market Value**

Sold 2/9/09

11,243.40

17,582.70

Sold 9/9/09

8,243.20

Sold 7/1/09

Exchanged

7,528.00

22,392.00

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
 Securities and All Other Assets**

Asset Description

(shares and basis have been adjusted due to the
 purchase of 40 shs and sale of 30 shs of stock)

280 shares, St. Jude Medical, Inc., common

490 shares, Target Corp., common

600 shares, Textron, Inc., common
 (shares and basis have been adjusted due to the
 purchase of 360 shs and sale of 50 shs of stock)

390 shares, Thermo Fisher Scientific, Inc., common
 (shares and basis have been adjusted due to the
 purchase of 240 shs and sale of 150 shs of stock)

323 shares, Time Warner, Inc., common
 (shares and basis have been adjusted due to the
 purchase of 30 shs and sale of 20 shs of stock)

550 shares, Tyco International, Ltd., common
 (shares and basis have been adjusted due to the
 purchase of 330 shs and sale of 40 shs of stock)

350 shares, Unilever PLC ADR

200 shares, U.S. Bancorp, common

540 shares, Vale SA-Sp. ADR
 (Received in exchange from Companhia Vale Do

Beginning of
 Fiscal Year
Book Value

End of the
 Fiscal Year
Book Value

End of the
 Year Fair
Market Value

11,302.21

Sold 06-10/2009

Sold 06-10/2009

Purchased 6/4/09

19,948.57

23,701.30

13,349.81

18,004.21

11,286.00

17,311.91

17,898.93

18,599.10

8,911.48

6,496.93

9,412.22

10,941.94

16,602.22

19,624.00

Purchased 12/16/09

10,789.72

11,165.00

6,495.61

Sold 1/26/09

Sold 1/26/09

Received 5/28/09

7,957.15

15,676.20

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
Securities and All Other Assets**
Asset Description
Rio Doce ADR)

380 shares, Vertex Pharmaceuticals, Inc., common
(shares and basis have been adjusted due to the
purchase of 190 shs and sale of 30 shs of stock)

110 shares, Visa, Inc., common

500 shares, Wal Mart Stores, Inc., common

480 shares, Wells Fargo & Company, common
(shares and basis have been adjusted due to the
purchase of 50 shs and sale of 120 shs of stock)

130 shares, Whirlpool Corp., common

460 shares, Xto Energy, Inc., common
(shares and basis have been adjusted due to the
purchase of 40 shs and sale of 30 shs of stock)

Common Trust Funds

15,309.133 shares, Mellon Emerging Markets Fund,
Class M shares
(shares and basis have been adjusted due to the
sale of 8,680.193 shares of stock)

	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
	5,687.90	10,224.99	16,283.00
	Purchased 6/2/09	5,048.59	9,620.60
	23,652.57	Sold 6/3/09	Sold 6/3/09
	20,041.97	14,504.04	12,955.20
	Purchased 9/2/09	8,504.00	10,485.80
	12,222.49	13,068.21	21,403.80
	<u>\$ 1,146,976.92</u>	<u>\$ 1,099,421.49</u>	<u>\$ 1,217,422.74</u>

The Lenore & Howard Klein Foundation
E.I.N. 13-3673818 Form 990PF y/e Dec. 31, 2009

**Part II - Itemized Statement of
 Securities and All Other Assets**
Asset Description

27,470.755 shares, Mellon Intermediate Bond Fund, Class M shares (shares and basis have been adjusted due to the sale of 7,974.482 shares of stock)	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
	435,041.87	337,166.00	350,526.83
27,380.821 shares, Mellon International Fund, Class M shares (shares and basis have been adjusted due to the purchase of 5,244.191 shares of stock)	349,307.52	396,307.52	285,581.96
31,666.748 shares, BNY Mellon Mid Cap Stock Fund, Class M shares (shares and basis have been adjusted due to the purchase of 5,504.587 and sale of 12,364.426 shares of stock)	530,026.24	411,395.14	302,100.78
27,601.027 shares, BNY Mellon Short Term U.S. Government Fund, Class M (shares and basis have been adjusted due to the sale of 8,051.531 shares of stock)	436,030.78	337,560.56	340,596.67
	<u>\$ 1,456,448.91</u>	<u>\$ 1,697,502.50</u>	<u>\$ 1,434,806.31</u>