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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

2010

Department 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 2010, or tax year beginning , 2010, and ending ,

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

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 ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	69.	69.	69.	
4 Dividends and interest from securities	48,281.	48,281.	48,281.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	62,486.			
b Gross sales price for all assets on line 6a	585,452.			
7 Capital gain net income (from Part IV, line 2)		62,486.		
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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	998.	998.	998.	
12 Total. Add lines 1 through 11	111,834.	111,834.	49,348.	
13 Compensation of officers, directors, trustees, etc.	7,000.	3,500.	3,500.	3,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	9,764.	1,000.	1,000.	8,764.
c Other prof fees (attach sch) See St 3	22,402.	22,402.	22,402.	22,402.
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	136.	46.	46.	136.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	125.			125.
23 Other expenses (attach schedule) See Statement 5	269.	19.	19.	269.
24 Total operating and administrative expenses. Add lines 13 through 23	39,696.	26,967.	26,967.	35,196.
25 Contributions, gifts, grants paid Part XV	111,900.			111,900.
26 Total expenses and disbursements. Add lines 24 and 25	151,596.	26,967.	26,967.	147,096.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-39,762.			
b Net investment income (if negative, enter -0-)		84,867.		
c Adjusted net income (if negative, enter -0-)			22,381.	

18 614

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	68,737.	88,194.	88,194.
	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)	2,796,924.	2,736,902.	2,804,720.
	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)	2,865,661.	2,825,096.	2,892,914.	
LIABILITIES	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.	
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	2,865,661.	2,825,096.	
	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)	2,865,661.	2,825,096.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,865,661.	2,825,096.	

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	2,865,661.
2 Enter amount from Part I, line 27a	2	-39,762.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,825,899.
5 Decreases not included in line 2 (itemize) See Statement 6	5	803.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,825,096.

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				
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 325,760.		243,771.	81,989.
b 259,692.		279,195.	-19,503.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			81,989.
b			-19,503.
c			
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	62,486.
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	0.

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))
2009	156,026.	2,481,732.	0.062870
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

2 Total of line 1, column (d)	2	0.291356
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	0.058271
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,713,496.
5 Multiply line 4 by line 3	5	158,118.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	849.
7 Add lines 5 and 6	7	158,967.
8 Enter qualifying distributions from Part XII, line 4	8	147,096.

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.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,697.
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	1,697.
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	1,697.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,703.
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	1,703.
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	6.
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax ☐ 6. 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 XIV	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 2010 or the taxable year beginning in 2010 (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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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?	13	X	
Website address <u>N/A</u>				
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	N/A	☐	N/A
		<u>15</u>		
16	At any time during calendar year 2010, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	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 2010?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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)	2 b	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__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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	VP, Dir & Of As Needed	0.	0.	0.
Jane Laffend 10 Lantern Lane Media, PA 19063	Pres, Dir & As Needed	0.	0.	0.
Jennifer D. Port One Dewart Road Greenwich, CT 06830	VP, Sec & Tr As Needed*	0.	0.	0.
*Commissions are being paid to Ivey, Barnum & O'Mara, LLC and not to Jennifer D. Port personally				

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 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	2,678,169.
b	Average of monthly cash balances	1b	76,649.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,754,818.
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	2,754,818.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,322.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,713,496.
6	Minimum investment return. Enter 5% of line 5	6	135,675.

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	135,675.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,697.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,978.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	133,978.
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	133,978.

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	147,096.
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	147,096.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,096.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				133,978.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	15,391.			
b From 2006	29,119.			
c From 2007	18,144.			
d From 2008	17,144.			
e From 2009	32,533.			
f Total of lines 3a through e	112,331.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 147,096.				
a Applied to 2009, 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 2010 distributable amount				133,978.
e Remaining amount distributed out of corpus	13,118.			
5 Excess distributions carryover applied to 2010 (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	125,449.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	15,391.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	110,058.			
10 Analysis of line 9:				
a Excess from 2006	29,119.			
b Excess from 2007	18,144.			
c Excess from 2008	17,144.			
d Excess from 2009	32,533.			
e Excess from 2010	13,118.			

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

N/A

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

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

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.**

[illegible]

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			111,900.
Total			3a	111,900.
<i>b Approved for future payment</i>				
Total			3b	

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 (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					69.
4 Dividends and interest from securities					48,281.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					62,486.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Capital Gain Distribution					
b Class action proceeds					998.
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)					111,834.
13 Total. Add line 12, columns (b), (d), and (e)					111,834.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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The Lenore & Howard Klein Foundation Inc

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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
Class action proceeds	\$ 998.	\$ 998.	\$ 998.
Total	\$ 998.	\$ 998.	\$ 998.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara, LLC	\$ 9,764.	\$ 1,000.	\$ 1,000.	\$ 8,764.
Total	\$ 9,764.	\$ 1,000.	\$ 1,000.	\$ 8,764.

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	\$ 30,264.	\$ 30,264.	\$ 30,264.	\$ 30,264.
Reim. Mellon Intermediate Fund Fee	-1,425.	-1,425.	-1,425.	-1,425.
Reim. Mellon International Fund Fee	-1,657.	-1,657.	-1,657.	-1,657.
Reimb Mellon Emerging Market Fund fee	-1,100.	-1,100.	-1,100.	-1,100.
Reimb. Mellon Mid Cap Stock Fund Fee	-2,395.	-2,395.	-2,395.	-2,395.
Reimb. Mellon Money Market Fund Fee	-89.	-89.	-89.	-89.
Reimb. Mellon Short Term US Gov Fund Fee	-1,196.	-1,196.	-1,196.	-1,196.
Total	\$ 22,402.	\$ 22,402.	\$ 22,402.	\$ 22,402.

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.	\$ 46.	\$ 46.	\$ 46.	\$ 46.
IRS - Excise Tax Payment	90.			90.
Total	\$ 136.	\$ 46.	\$ 46.	\$ 136.

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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
ADR Fees	\$ 19.	\$ 19.	\$ 19.	\$ 19.
NYS Dept of Law - Filing Fee	250.			250.
Total	<u>\$ 269.</u>	<u>\$ 19.</u>	<u>\$ 19.</u>	<u>\$ 269.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Beg. inventory values of Praxair & Raytheon have been adj

Total	<u>\$ 803.</u>
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The Lenore Howard Klein Foundation, Inc.
E.I.N. 13-3673818
Form 990PF y/e 12/31/2010
Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year		End of the Fiscal Year		End of the Year Fair Market Value	
<u>Asset Description</u>		<u>Book Value</u>		<u>Book Value</u>		<u>Market Value</u>	
<u>Publically Traded Stocks</u>							
300 shares, Accenture, Ltd., common		\$	10,828.76	Sold During Year		Sold During Year	
180 shares, Alliance Data Systems, Corp., common (Book value changed due to sale of 20 shares of stock during the year)			12,043.25 \$	10,838.92 \$		12,785.40	
Allscripts-Misys Healthcare Solutions, common		Purchased During Year	7,692.73			8,671.50	
American Express Company, common		Purchased During Year	15,175.03			15,451.20	
210 shares, Ameriprise Financial, Inc. common (shares and basis have been adjusted due to the sale of 20 shs of stock)			4,591.71	4,192.43		12,085.50	
290 shares, Amgen, Inc., common			15,780.55	Sold During Year		Sold During Year	
650 shares, Amylin Pharmaceuticals, Inc., common		Purchased During Year		12,288.90		9561.5	
130 shares, Anadarko Petroleum Corp., common		Purchased During Year		5,529.69		9900.8	
29 shares, AOL, Inc., common			469.31	Sold During Year		Sold During Year	
240 shares, Apache Corp., common (shares and basis have been adjusted due to the sale of 25 shs of stock)			17,227.37	15,432.85		25,634.45	

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Part II - Itemized Statement of Securities and All Other Assets Asset Description		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>
139 shares, Apple Computer, Inc., common (shares and basis have been adjusted due to the purchase of 19 shs and sale of 70 shs of stock)	\$	32,058.42	\$ 25,189.24	\$ 44,835.84
720 shares, AT&T Inc., common (shares and basis have been adjusted due to the sale of 90 shs of stock)		29,718.44	26,416.39	21,153.60
170 shares, Autoliv, Inc., common (shares and basis have been adjusted due to the sale of 110 shares of stock)		7,900.07	4,796.47	13,419.80
1,990 shares, Bank of America Corp., common (shares and basis have been adjusted due to purchase of 580 shs and sale of 210 shs of stock)		20,774.07	26,839.95	26,546.60
45 shares, Blackrock, Inc., common		6,777.74	Sold During Year	Sold During Year
470 shares, Capital One Financialcorp, common	Purchased During Year		19,352.54	20,003.20
240 shares, Carnival Corp., common	Purchased During Year		7,495.15	11,066.40
160 shares, Caterpillar, Inc., common	Purchased During Year		10,295.72	14,985.60
220 shares, Chubb Corp., common (shares and basis have been adjusted due to the sale of 30 shs of stock)		12,761.69	11,230.29	13,120.80
220 shares, Cigna Corp., common		6,174.85	5,433.87	8,065.20

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Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u> (shares and basis have been adjusted due to the sale of 30 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>
590 shares, Cisco Systems, Inc., common (shares and basis have been adjusted due to the sale of 420 shs of stock)	\$	27,590.88	\$	12,426.42	11,935.70
510 shares, Coca-Cola Company, common		11,418.27	Sold During Year		Sold During Year
320 shares, Comerica, Inc., common	Purchased During Year		11,747.93		13516.8
320 shares, Conocophillips, common (shares and basis have been adjusted due to the sale of 40 shs of stock)		19,338.34		17,189.64	21,792.00
202 shares, Cummins, Inc., common (shares and basis have been adjusted due to the sale of 68 shares of stock)		9,158.71		6,852.08	22,222.02
100 shares, CVS/Caremark Corporation, common (shares and basis have been adjusted due to the sale of 750 shs of stock)		31,739.89		3,734.11	4,520.10
210 shares, Danaher Corp., common (shares and basis have been adjusted due to the stock split sale of 10 shares of stock)		6,400.98		6,110.03	9,905.70
180 shares, Du Pont De Nemours & Co., common (shares and basis have been adjusted due to the		5,354.13		4,818.72	8,978.40

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	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>
sale of 20 shares of stock)			
460 shares, EMC Corporation, common (shares and basis have been adjusted due to the purchase of 180 shs and sale of 810 shs of stock)	\$ 15,971.74 \$	7,087.66 \$	10,534.00
130 shares, Energizer Holdings, Inc., common	Purchased During Year	9,163.63	9,477.00
300 shares, Exelon Corp., common	14,497.24	Sold During Year	Sold During Year
500 shares, ExxonMobil Corp., common (shares and basis have been adjusted due to the sale of 60 shs of stock)	31,093.17	27761.76	36,560.00
140 shares, Fedex Corp., common	8,762.61	Sold During Year	Sold During Year
732 shares, First Horizon National Corp., common	7,824.49	Sold During Year	Sold During Year
690 shares, Ford Motor Company, common	Purchased During Year	11,361.35	11,585.10
83 shares, Franklin Res., Inc., common (shares and basis have been adjusted due to the sale of 9 shs of stock)	4,821.03	4,349.41	9,230.43
1,150 shares, General Electric Co., common (shares and basis have been adjusted due to the sale of 130 shs of stock)	40,433.63	36,327.09	21,033.50
48 shares, Google, Inc., common	23,838.65	21,589.72	28,510.56

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u> (shares and basis have been adjusted due to the sale of 5 shs 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>
308 shares, Halliburton Co., common (shares and basis have been adjusted due to the sale of 40 shs of stock)	\$	10,415.40	\$ 9,017.82	\$ 12,575.64
320 shares, Hess Corp., common (shares and basis have been adjusted due to the sale of 40 shs of stock)		17,733.89	15,763.46	24,492.80
520 shares, Hewlett Packard Co., common		23,077.77	Sold During Year	Sold During Year
300 shares, Home Depot, Inc., common (shares and basis have been adjusted due to the sale of 610 shs of stock)		22,322.70	7,359.13	10,518.00
310 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)		12,991.34	11,506.62	16,479.60
260 shares, Hospira, Inc., common		11,461.28	10,275.63	14,479.40
490 shares, Human Genome Sciences, Inc., com (shares and basis have been adjusted due to the purchase of 180 shs and sale of 50 shs of stock)		10,217.05	14,008.64	11,706.10
210 shares, Informatica Corp., common		Purchased During Year	6,389.71	9,246.30

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year		End of the Fiscal Year		End of the Year Fair Market Value	
Asset Description		Book Value		Book Value		Market Value	
189 shares, International Business Machines, Corp., common		\$ 14,423.36		\$ 21,528.07		\$ 27,737.64	
(shares and basis have been adjusted due to the purchase of 73 shs and sale of 21 shs of stock)							
1,200 shares, Ishares S&P Gsci Commodity		38,136.00		38,136.00		40,920.00	
636 shs., JP Morgan Chase Corporation, (shares and basis have been adjusted due to the sale of 80 shs of stock)		26,524.71		23,561.06		26,979.12	
270 shares, Juniper Networks, Inc., common		4,769.99		Sold During Year		Sold During Year	
388 shares, KBR, Inc., common		6,739.21		Sold During Year		Sold During Year	
600 shares, Limited Brands, Inc., common (shares and basis have been adjusted due to the sale of 150 shs of stock)		13,461.23		10,768.99		18,438.00	
280 shares, McKesson Corp., common (shares and basis have been adjusted due to the purchase of 130 shs and sale of 30 shs of stock)		9,251.22		15,803.63		19,706.40	
240 shs., Medtronic, Inc., common (shares and basis have been adjusted due to the sale of 30 shs of stock)		14,089.27		12,523.80		8,901.60	
493 shares, Merck & Co., common (shares and basis have been adjusted due to the		18,194.31		12,580.36		17,767.72	

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	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>
sale of 220 shs of stock)			
936 shares, Microsoft Corp., common (shares and basis have been adjusted due to the purchase of 370 shs and sale of 100 shs of stock)	\$ 18,719.67 \$	27,001.20 \$	26,123.76
410 shares, Morgan Stanley, common (shares and basis have been adjusted due to the sale of 50 shs of stock)	12,543.00	11,179.63	11,156.10
910 shares, Motorola, Inc., common	Purchased During Year	7,281.67	8,253.70
600 shares, Newell Rubbermaid, Inc., common	Purchased During Year	10,523.56	10,908.00
1,350 shares, News Corp., Ltd., lass B common (shares and basis have been adjusted due to the sale of 150 shs of stock)	27,220.07	24,498.06	22,167.00
200 shares, Nextera Energy, Inc., common	Purchased During Year	10,927.71	10,398.00
310 shares, Nordstrom, Inc., common	Purchased During Year	10,511.39	13,137.80
250 shares, Norfolk Southern Corp., common (shares and basis have been adjusted due to the sale of 20 shs of stock)	13,416.40	12,422.59	15,705.00
350 shares, Occidental Petroleum Corp., common (shares and basis have been adjusted due to the purchase of 240 shs and sale of 40 shs of stock)	8,424.45	25,743.63	34,335.00

The Lenore Howard Klein Foundation, Inc.

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Balance Sheet

Part II - Itemized Statement of
Securities and All Other Assets

Asset Description

Beginning of
Fiscal Year
Book Value

End of the
Fiscal Year
Book Value

End of the
Year Fair
Market Value

280 shares, Omnicom Group, Inc., common (shares and basis have been adjusted due to the sale of 20 shs of stock)	\$	15,201.44	\$	14,188.01	\$	12,824.00
1,000 shares, Oracle Corp., common (shares and basis have been adjusted due to the purchase of 290 shs and sale of 110 shs of stock)		14,377.58		20,021.25		31,300.00
190 shares, Parker Hannifin Corp., common		7,470.27		Sold During Year		Sold During Year
320 shares, Pepsico, Inc., common (shares and basis have been adjusted due to the sale of 20 shs of stock)		19,314.65		17,659.11		20,905.60
1,770 shares, Pfizer, Inc., common (shares and basis have been adjusted due to the sale of 200 shs of stock)		43,401.22		38,995.00		30,992.70
370 shares, Philip Morris International, common (shares and basis have been adjusted due to the sale of 50 shs of stock)		18,970.49		16,712.10		21,656.10
130 shares, Praxair Inc., common (shares and basis have been adjusted)		7,297.34		6,788.51		12,411.10
250 shares, Procter & Gamble Co., common (shares and basis have been adjusted due to the sale of 40 shs of stock)		16,445.68		14,177.31		16,082.50

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	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>
740 shares, Public Service Enterprises Group, Inc., common	Purchased During Year \$	23,919.75 \$	23,539.40
440 shares, Qualcomm, Inc., common	Purchased During Year	19,258.08	21,775.60
140 shares, Raytheon Company, common (shares and basis have been adjusted)	\$ 8,180.98	8,112.80	6,487.60
360 shares, Schwab Charles Corp., common (shares and basis have been adjusted due to the sale of 40 shs of stock)	6,175.43	5,557.89	6,159.60
400 shares, Sempra Energy, common	24,056.54	Sold During Year	Sole During Year
360 shares, Target Corp., common (shares and basis have been adjusted due to the sale of 130 shares of stock)	19,948.57	14,656.10	21,646.80
540 shares, Textron, Inc., common (shares and basis have been adjusted due to the sale of 60 shs of stock)	18,004.21	16,203.79	12,765.60
360 shares, Thermo Fisher Scientific, Inc., common (shares and basis have been adjusted due to the sale of 30 shs of stock)	17,898.93	16,522.09	19,929.60
243 shares, Time Warner, Inc., common (shares and basis have been adjusted due to the	6,496.93	5,775.09	7,817.31

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	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>
purchase of 230 shs and sale of 30 shs of stock)			
360 shares, Tyco International, Ltd., common (shares and basis have been adjusted due to the sale of 190 shs of stock)	\$ 16,602.22	\$ 10,866.91	\$ 14,918.40
610 shares, Unilever PLC ADR (shares and basis have been adjusted due to the purchase of 310 shs and sale of 50 shs of stock)	10,789.72	17,754.38	18,836.80
490 shares, Vale SA-Sp. ADR (shares and basis have been adjusted due to the sale of 50 shares of stock)	7,957.15	7,220.38	16,939.30
380 shares, Vertex Pharmaceuticals, Inc., common	10,224.99	Sold During Year	Sold During Year
110 shares, Visa, Inc., common	5,048.59	Sold During Year	Sold During Year
960 shares, Wells Fargo & Company, common (shares and basis have been adjusted due to the purchase of 140 shs and sale of 110 shs of stock)	14,504.04	26,978.48	29,750.40
130 shares, Whirlpool Corp., common	8,504.00	Sold During Year	Sold During Year
460 shares, Xto Energy, Inc., common	13,068.21	Sold During Year	Sold During Year
	\$ 1,099,421.49	\$ 1,039,399.11	\$ 1,245,959.79

The Lenore Howard Klein Foundation, Inc.

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Balance Sheet

Part II - Itemized Statement of Securities and All Other Assets Asset Description	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>
<u>Common Trust Funds</u>			
15,309.133 shares, Mellon Emerging Markets Fund, Class M shares	\$ 215,073.28	\$ 215,073.28	\$ 181,260.13
27,470.755 shares, Mellon Intermediate Bond Fund, Class M shares	337,166.00	337,166.00	354,922.15
27,380.821 shares, Mellon International Fund, Class M shares	396,307.52	396,307.52	294,891.44
31,666.748 shares, BNY Mellon Mid Cap Stock Fund, Class M shares	411,395.14	411,395.14	387,917.66
27,601.027 shares, BNY Mellon Short Term U.S. Government Fund, Class M	337,560.56	337,560.56	339,768.64
	<u>\$ 1,697,502.50</u>	<u>\$ 1,697,502.50</u>	<u>\$ 1,558,760.02</u>

The Lenore Howard Klein Foundation, Inc.
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Capital Gains and Losses

<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 40 shares 260 shares	\$ 1,696.40 \$ 11,076.94	1,443.83 9,384.93	1/11/2010 1/11/2010	3/3/2008 \$ 6/2/2009	252.57 1,692.01
Alliance Data Systems Corp., com. 20 shares	1,347.58	1,204.33	12/7/2010	6/2/2008	143.25
Allscripts-Misys Healthcare Solutions common 50 shares	898.56	854.75	12/7/2010	8/13/2010	43.81
American Express Co., common 40 shares	1,796.49	1,686.12	12/7/2010	6/24/2010	110.37
Ameriprise Financial Inc., common 20 shares	1,071.58	399.28	12/7/2010	1/26/2009	672.30
Amgen, Inc., common 90 shares 50 shares	5,071.68 2,788.24	4,897.41 2,720.79	2/18/2010 8/13/2010	10/31/2008 11/30/2008	174.27 67.45
Anadarko Petroleum Corp., common 10 shares	698.54	425.36	12/7/2010	6/23/2010	273.18
AOL, Inc., common 29 shares	685.08	469.31	1/7/2010	12/14/2009	215.77
Apache Corp., common					

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Capital Gains and Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
25 shares	\$ 2,856.44	\$ 1,794.52	12/7/2010	2/7/2007	\$ 1,061.92
Apple Computer, Inc., common					
54 shares	11,261.54	9,111.34	1/26/2010	9/10/2009	2,150.20
16 shares	5,097.83	2,899.48	12/7/2010	9/10/2009	2,198.35
Autoliv, Inc., common					
50 shares	3,080.86	1,410.73	9/23/2010	6/2/2009	1,670.13
30 shares	1,848.10	846.44	9/23/2010	6/3/2009	1,001.66
30 shares	2,350.50	846.44	12/7/2010	6/3/2009	1,504.06
Blackrock, Inc., common					
7 shares	1,058.61	1,054.32	9/16/2010	4/29/2009	4.29
17 shares	2,607.68	2,560.48	9/17/2010	4/29/2009	47.20
14 shares	2,152.52	2,108.63	9/17/2010	4/29/2009	43.89
Carnival Corp., common					
20 shares	865.03	624.60	12/7/2010	7/7/2010	240.43
Caterpillar, Inc., common					
20 common	1,772.97	1,286.96	12/7/2010	1/27/2006	486.01
Chubb Corp., common					
30 shares	1,747.83	1,531.40	12/7/2010	11/27/2007	216.43
Cigna Corp., common					
30 shares	1,143.36	740.98	12/7/2010	6/24/2009	402.38
Cisco Systems, Inc., common					

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Capital Gains and Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
80 shares	1,967.04	1,684.94	3/8/2010	7/23/2008	282.10
170 shares	4,182.77	3,580.50	3/8/2010	7/23/2008	602.27
Coca-Cola Company, common 510 shares	13,194.60	11,418.27	5/11/2010	6/25/2007	1,776.33
Comerica, Inc., common 20 shares	779.05	734.25	12/7/2010	9/13/2010	44.80
Conocophillips, common 40 shares	2,544.08	2,148.70	12/7/2010	1/27/2006	395.38
Cummins, Inc., common 2 shares	162.20	67.84	9/10/2010	5/6/2009	94.36
38 shares	3,079.65	1,289.00	9/10/2010	5/6/2009	1,790.65
28 shares	2,913.30	949.79	12/7/2010	5/6/2009	1,963.51
CVS Caremark Corp., common 20 shares	965.98	746.82	12/7/2010	4/30/2007	219.16
10 shares	942.59	373.41	12/7/2010	4/30/2007	569.18
Danaher Corp., common 10 shares	445.32	290.95	12/7/2010	4/6/2006	154.37
DuPont De Nemours & Co., com 20 shares	970.78	535.41	12/7/2010	4/17/2009	435.37
EMC Corporation, common 80 shares	\$ 1,624.27	\$ 1,232.64	10/5/2010	7/21/2009	\$ 391.63

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Capital Gains and Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
680 shares	13,803.97	10,477.42	10/5/2010	7/21/2009	3,326.55
50 shares	1,102.63	770.40	12/7/2010	7/21/2009	332.23
Energizer Holdings, Inc., common 10 shares	723.06	704.89	12/7/2010	11/17/2010	18.17
Exxon Mobil Corp., common 60 shares	4,282.21	3,331.41	12/7/2010	4/6/2006	950.80
Fedex Corp., common 140 shares	11,047.57	8,762.61	6/21/2010	11/5/2008	2,284.96
First Horizon National Corp., com 7 shares	93.39	73.72	1/22/2010	10/17/2008	19.67
262 shares	3,496.93	2,759.26	1/22/2010	10/17/2008	737.67
69 shares	922.61	726.68	1/22/2010	10/17/2008	195.93
269 shares	3,562.61	2,832.98	1/22/2010	10/17/2008	729.63
86 shares	1,145.69	905.71	1/22/2010	10/17/2008	239.98
49 shares	654.30	516.04	1/22/2010	10/17/2008	138.26
.9589 shares	12.51	10.10	1/29/2010	10/20/2008	2.41
Ford Motor Company, common 80 shares	1,343.18	1,317.26	12/7/2010	11/26/2010	25.92
Franklin Res., Inc., common 9 shares	1,078.54	471.62	12/7/2010	1/26/2009	606.92
Google, Inc., common 5 shares	\$ 2,865.05	\$ 2,248.93	12/7/2010	6/10/2009	\$ 616.12

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Halliburton Co., common 40 shares	1,624.85	1,171.15	12/7/2010	2/7/2007	453.70
Hess Corporation, common 40 shares	2,967.23	1,970.43	12/7/2010	2/7/2007	996.80
Home Depot, Inc., common 80 shares	2,629.45	1,962.44	5/25/2010	11/25/2008	667.01
260 shares	8,591.60	6,377.91	5/25/2010	11/25/2008	2,213.69
240 shares	8,237.62	5,887.31	6/2/2010	11/25/2008	2,350.31
30 shares	1,002.07	735.91	12/7/2010	11/25/2008	266.16
Honeywell International, Inc., com 40 shares	2,049.64	1,484.72	12/7/2010	3/31/2004	564.92
Hospira, Inc., common 30 shares	1,697.13	1,185.65	12/7/2010	3/13/2007	511.48
Informatica Corp., common 20 shares	863.78	608.54	12/7/2010	8/18/2010	255.24
International Business Machines, com 21 shares	3,052.59	2,392.01	12/7/2010	6/2/2009	660.58
JP Morgan Chase & Co., common 80 shares	3,139.95	2,963.65	12/7/2010	2/11/2009	176.30
Juniper Networks, Inc., common					

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
30 shares	779.10	530.00	1/11/2011	2/26/2009	249.10
240 shares	6,214.78	4,239.99	1/11/2010	9/2/2009	1,974.79
KBR, Inc., common					
36 shares	873.31	625.29	9/10/2010	6/2/2009	248.02
45 shares	1,096.81	781.61	9/13/2010	6/2/2009	315.20
4 shares	97.67	69.48	9/14/2010	6/2/2009	28.19
30 shares	735.12	521.07	9/14/2010	6/2/2009	214.05
68 shares	1,661.56	1,181.10	9/15/2010	6/2/2009	480.46
32 shares	789.04	555.81	9/16/2010	6/2/2009	233.23
24 shares	595.31	416.86	9/16/2010	6/2/2009	178.45
149 shares	3,633.80	2,587.99	9/16/2010	6/2/2009	1,045.81
Limited Brands, Inc., common					
80 shares	2,631.56	1,435.86	11/26/2010	10/9/2009	1,195.70
70 shares	2,431.97	1,256.38	12/7/2010	10/9/2009	1,175.59
McKesson Corporation, common					
30 shares	2,004.15	1,693.25	12/7/2010	6/2/2009	310.90
Merck & Co., common					
141 shares	5,123.81	3,598.03	9/23/2010	11/5/2009	1,525.78
29 shares	1,054.44	740.02	9/23/2010	11/5/2009	314.42
50 shares	1,758.47	1,275.90	12/7/2010	11/5/2009	482.57
Newell Rubbermaid, Inc., common					
50 shares	879.58	876.96	12/7/2010	9/23/2010	2.62
Nordstrom, Inc., common					

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
10 shares	423.19	339.08	12/7/2010	7/12/2010	84.11
Norfolk Southern Corp., common 20 shares	1,253.58	993.81	12/7/2010	11/6/2009	259.77
Occidental Petroleum Corp., com 40 shares	3,626.82	2,942.13	12/7/2010	4/28/2009	684.69
Oracle Corp., common 110 shares	3,094.45	2,202.34	12/7/2010	2/7/2007	892.11
Parker Hannifin Corp., common 70 shares 120 shares	4,271.56 7,402.77	2,752.20 4,718.07	6/23/2010 6/24/2010	12/29/2008 12/30/2008	1,519.36 2,684.70
Pepsico, Inc., common 30 shares	1,956.06	1,655.54	12/7/2010	1/27/2006	300.52
Philip Morris International, com 50 shares	2,897.60	2,258.39	12/7/2010	3/31/2008	639.21
Procter & Gamble Company, com 40 shares	2,494.36	2,268.37	12/7/2010	1/27/2006	225.99
Qualcom, Inc., common 50 shares	2,425.96	2,188.42	12/7/2010	8/16/2010	237.54
Schwab Charles Corp., common 40 shares	642.45	617.54	12/7/2010	11/25/2008	24.91

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<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 90 shares 40 shares	4,792.89 2,388.48	3,664.02 1,628.46	8/12/2010 12/7/2010	6/30/2009 6/30/2009	1,128.87 760.02
Thermo Fisher Scientific, Inc., com 30 shares	1,576.49	1,376.84	12/7/2010	11/12/2009	199.65
Time Warner, Inc., common 280 shares 30 shares	7,988.60 912.36	6,654.43 712.97	7/7/2010 12/7/2010	4/2/2009 6/2/2009	1,334.17 199.39
Tyco International, Ltd., common 40 shares 40 shares 70 shares 40 shares	1,540.12 1,537.20 2,689.96 1,626.49	1,207.43 1,207.43 2,113.01 1,207.44	9/8/2010 9/8/2010 9/8/2010 12/7/2010	2/8/2008 2/9/2008 2/9/2008 2/9/2008	332.69 329.77 576.95 419.05
Vale SA-Sp ADR 50 shares	1,675.19	736.77	12/7/2010	5/28/2009	938.42
Vertex Pharmaceuticals, Inc., com 40 shares 110 shares 10 shares 40 shares 6 shares 174 shares	1,626.02 4,468.45 407.77 1,467.64 219.30 6,280.84	1,076.31 2,959.87 269.08 1,076.31 161.45 4,681.97	1/13/2010 1/13/2010 1/14/2010 6/24/2010 6/25/2010 6/25/2010	11/5/2008 11/5/2008 11/5/2008 11/5/2008 11/5/2008 3/10/2009	549.71 1,508.58 138.69 391.33 57.85 1,598.87

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Visa, Inc., Cass A shares 8 shares	582.67	367.17	8/17/2010	1/30/2009	215.50
60 shares	4,367.98	2,753.78	8/17/2010	1/30/2009	1,614.20
30 shares	2,179.09	1,376.89	8/18/2010	1/30/2009	802.20
12 shares	871.23	550.75	8/18/2010	6/2/2009	320.48
Wells Fargo & Co., common 110 shares	3,157.17	3,091.28	12/7/2010	8/13/2010	65.89
Whirlpool Corp., common 16 shares	1,220.12	1,046.65	11/26/2010	9/2/2009	173.47
114 shares	8,632.93	7,457.35	11/26/2010	9/2/2009	1,175.58
XTO Energy, Inc., common 460 shares	19,965.55	13,068.21	6/16/2010	1/27/2006	6,897.34
Total Sales Resulting in a Gain	\$ 325,759.97	\$ 243,771.06		\$	81,988.91
<u>Losses</u>					
Amgen, Inc., common 150 shares	\$ 8,075.40	\$ 8,162.35	8/16/2010	11/30/2008	\$ (86.95)
Amylin Pharmaceuticals, Inc., com 80 shares	1,035.18	1,512.48	12/7/2010	5/11/2010	(477.30)
AT&T, Inc., common					

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
90 shares	\$ 2,569.73	\$ 3,302.05	12/7/2010	2/7/2007	\$ (732.32)
Bank of America Corp., common 210 shares	2,433.88	2,832.36	12/7/2010	2/11/2009	(398.48)
Blackrock, Inc., common 7 shares	1,053.82	1,054.31	9/16/2010	4/29/2009	(0.49)
Capital One Financialcorp, common 50 shares	1,939.57	2,058.78	12/7/2010	1/22/2010	(119.21)
Cisco Systems, Inc., common 170 shares	3,494.32	3,580.50	11/17/2010	7/23/2008	(86.18)
230 shares	4,696.27	4,844.20	11/17/2010	7/23/2008	(147.93)
70 shares	1,342.71	1,474.32	12/7/2010	6/2/2009	(131.61)
CVS/Caremark Corporation, com 90 shares	3,054.04	3,360.69	1/13/2010	4/30/2007	(306.65)
40 shares	1,357.79	1,493.64	1/13/2010	4/30/2007	(135.85)
200 shares	6,772.13	7,468.21	1/14/2010	4/30/2007	(696.08)
30 shares	1,014.66	1,120.23	1/14/2010	4/30/2007	(105.57)
40 shares	1,269.52	1,493.64	6/24/2010	4/30/2007	(224.12)
170 shares	5,394.18	6,347.98	6/24/2010	4/30/2007	(953.80)
130 shares	3,741.98	4,854.34	8/20/2010	11/2/2007	(1,112.36)
20 shares	639.64	746.82	12/7/2010	11/2/2007	(107.18)
Exelon Corp., common 19 shares	763.77	918.16	8/27/2010	11/27/2006	(154.39)
8 shares	322.34	386.59	8/27/2010	11/27/2006	(64.25)

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
273 shares	10,963.35	13,192.49	8/27/2010	Various	(2,229.14)
Gap, Inc., common 590 shares	11,489.88	11,989.31	7/12/2010	1/13/2010	(499.43)
General Electric Company, common 130 shares	2,159.26	4,106.54	12/7/2010	3/31/2004	(1,947.28)
Hewlett Packard Co., common 230 shares	9,391.84	10,207.48	8/16/2010	8/26/2009	(815.64)
80 shares	3,260.03	3,550.42	8/16/2010	8/26/2009	(290.39)
210 shares	8,431.84	9,319.87	8/17/2010	9/9/2009	(888.03)
Human Genome Sciences, Inc., com 50 shares	1,245.98	1,429.45	12/7/2010	12/8/2009	(183.47)
Medtronic, Inc., common 30 shares	1,016.77	1,565.47	12/7/2010	1/17/2006	(548.70)
Microsoft Corp., common 100 shares	2,685.25	2,884.74	12/7/2010	2/7/2007	(199.49)
Morgan Stanley, common 50 shares	1,281.08	1,363.37	12/7/2010	5/12/2009	(82.29)
Motorola, Inc., common 110 shares	876.89	880.20	12/7/2010	8/17/2010	(3.31)
News Corp., Inc, Common 150 shares	2,403.04	2,722.01	12/7/2010	11/10/2004	(318.97)

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Nextera Energy, Inc., common 20 shares	1,023.03	1,092.77	12/7/2010	8/27/2010	(69.74)
Omnicom Group, Inc. 20 shares	938.30	1,013.43	12/7/2010	2/7/2007	(75.13)
Pfizer, Inc., common 200 shares	3,334.12	4,406.22	12/7/2010	7/10/2009	(1,072.10)
Public Service Enterprises Group, Inc. common 70 shares	2,205.88	2,262.68	12/7/2010	1/7/2010	(56.80)
Qualcomm, Inc., common 220 shares	8,331.81	9,986.67	4/28/2010	8/16/2010	(1,654.86)
Sempra Energy, common 400 shares	21,933.24	24,056.54	1/8/2010	3/1/2007	(2,123.30)
Textron, Inc., common 60 shares	1,405.29	1,800.42	12/7/2010	3/23/2006	(395.13)
Unilever PLC ADR 50 shares	1,446.63	1,455.28	12/7/2010	12/16/2009	(8.65)
Total Sales Resulting in a Loss	\$ 146,794.44	\$ 166,297.01			\$ (19,502.57)

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Charitable Contributions

<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>
American Red Cross 99 Indian Field Road Greenwich, Connecticut 06831	Public Charity	To support the blood transfusion program \$	1,300.00
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	1,500.00
Audubon Canyon Ranch 4900 Highway One Stinson Beach, CA 94970	Public Charity	To provide funding for the Juniper group at Bouverie Preserve	2,000.00
Chester City Team Ministry 634 Sproul Street Chester, Pennsylvania 19013	Public Charity	To provide support for programs benefiting the poor, homeless and addicted	2,000.00
Congregation Shomrei Torah 1717 Yulupa Avenue Santa Rosa, CA 95405	Public Charity	To support the May 2010 \$ congregational retreat	7,000.00
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
Domestic Abuse Project of Del. County 14 West Second Street Media, PA 19063	Public Charity	To provide intervention services for victims of domestic violence	1,000.00

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Educators for Fair Consideration 2130 Fillmore Street, #248 San Francisco, CA 94115	Public Charity	To support the Philanthropic Ventures Foundation	6,500.00
Epilepsy Foundation of Arizona 240 W. Thomas Road, 2nd Floor Phoenix, Arizona 85013	Public Charity	To promote education	8,000.00
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2407	Public Charity	To fund cancer research	1,500.00
Hawaii Performing Arts Festival, Inc. 4011B Primavera Road Santa Barbara, CA 93110	Public Charity	To fund the training program and summer festival	2,500.00
Independent Living Council of Wisconsin 201 W. Washington Avenue Madison, WI 537803	Public Charity	To promote independent living	2,000.00
Jacob's Heart – Children's Cancer Support Services 2007 Freedom Blvd. Freedom, California 95019	Public Charity	To be used for the general purposes of the organization	4,000.00
Jewish Family and Children's Services 2150 Post Road San Francisco, CA 94115	Public Charity	To support various programs	5,000.00

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Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, Connecticut 06830	Public Charity	To fund the program called SuperMarketing for Seniors	2,500.00
Light the Night Walk - National Leukemia and Lymphoma Society 1311 Mamaroneck Avenue, Suite 310 White Plains, NY 10605	Public Charity	To support research	100.00
Listening for a Change 1300 North Dutton Avenue Santa Rosa, California 95401	Public Charity	To support the "Community Listening Project, Essence of Acceptance"	1,000.00
Macular Vision Research Foundation Five Tower Bridge 300 Bar Harbor Drive West Conshohocken, PA 19428	Public Charity	To foster medical research	1,000.00
Mala'ai P.O. Box 6954 Kamuela, HI 96743	Public Charity	To support the general purposes of the organization	500.00
Malcom X. School PTA 1731 Prince Street Berkely, CA 94703	Public Charity	To be used for the general purposes of the Organization	1,000.00
Media Theater 104 East State Street Media, PA 19063	Public Charity	To promote the arts	2,000.00

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Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	Public Charity	To provide food to people in need	2,500.00
O'Neill Sea Odyssey 2222 East Cliff Drive, Suite 222 Santa Cruz, CA 95062	Public Charity	To educate people to protect the sea and marine life	4,000.00
Pennies for Peace P.O. Box 7209 Bozeman, Montana	Public Charity	To support the Organization	1,000.00
Pennsylvania Ballet 1819 JFK Boulevard Philadelphia, PA 19103	Public Charity	To support special programs	10,000.00
PlayGround 268 Bush Street #2912 San Francisco, CA 94104	Public Charity	To promote the performing arts	5,000.00
The Queens Borough Public Library 89-11 Merrick Boulevard Jamaica, N.Y. 11432	Public Charity	To promote literacy	1,000.00
Redwood Empire Food Bank 3320 Industrial Drive Santa Rosa, California 95403	Public Charity	To provide food for the needy	1,000.00

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Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
San Francisco Food Bank 900 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
Santa Rosa Symphony Youth Orchestra 50 Santa Rosa Avenue, Suite 410 Santa Rosa, California 95404	Public Charity	To support the Youth Symphony Program	2,500.00
Seeds of Peace 370 Lexington Avenue, Suite 2103 New York, New York 10017	Public Charity	To support the Organization's summer program in Maine	1,000.00
Shore Memorial Hospital 1 East New York Avenue Somers Point , New Jersey 08244	Public Charity	To support the meical services for the impoverished	1,500.00
Southeastern WI Disability Rights Fund 19070 Stonehedge Dr., Unit D Brookfield, Wisconsin	Public Charity	To support the general purposes of the Organization	2,000.00
Temple Beth Abraham 336 Euclid Avenue Oakland, CA 94610	Public Charity	To support the Temple's Pre-School program	1,000.00

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Charitable Contributions

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Widener University One University Place Chester, PA 19113	Public Charity	To promote education	10,000.00
Wistar Institute 3801 Spruce Street Philadelphia, PA 19104	Public Charity	To support education	2,000.00
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 2010			\$ 111,900.00