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

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.

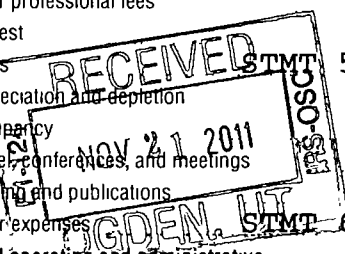
For calendar year 2010, or tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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

Name of foundation THE WALTER C. KLEIN FOUNDATION, INC.		A Employer identification number 52-1705026
Number and street (or P O box number if mail is not delivered to street address) MCCABE HEIDRICH & WONG; 4 GATEHALL DR.	Room/suite	B Telephone number 973-605-1040
City or town, state, and ZIP code PARSIPPANY, NJ 07054-4518		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,092,900. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,564.	3,564.		STATEMENT 1
	4 Dividends and interest from securities	31,953.	31,953.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	172,568.			
	b Gross sales price for all assets on line 6a	2,251,360.			
	7 Capital gain net income (from Part IV, line 2)		172,568.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-4,863.	-4,863.		STATEMENT 3	
12 Total Add lines 1 through 11	203,222.	203,222.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,000.	5,000.		45,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	7,650.	6,650.		1,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	40.	40.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	22,218.	22,133.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	79,908.	33,823.		46,000.
	25 Contributions, gifts, grants paid	203,612.			203,612.
26 Total expenses and disbursements Add lines 24 and 25	283,520.	33,823.		249,612.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-80,298.				
b Net investment income (if negative, enter -0-)		169,399.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		122,920.	114,143.	114,143.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	4,044,415.	3,966,553.	4,957,127.
	c	Investments - corporate bonds	STMT 9	26,990.	21,473.	21,630.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,194,325.	4,102,169.	5,092,900.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		4,194,325.	4,102,169.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		4,194,325.	4,102,169.		
31	Total liabilities and net assets/fund balances		4,194,325.	4,102,169.		

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	4,194,325.
2	Enter amount from Part I, line 27a	2	-80,298.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,114,027.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	11,858.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,102,169.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED STATEMENT C	P	VARIOUS	VARIOUS
b FROM K-1 - LINN ENERGY LLC	P	VARIOUS	VARIOUS
c HEALTHSOUTH - CLASS ACTION PROCEEDS	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 2,248,159.		2,078,785.	169,374.
b			-7.
c 3,201.			3,201.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			169,374.
b			-7.
c			3,201.
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	172,568.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	251,419.	4,785,110.	.052542
2008	276,539.	4,897,045.	.056471
2007	267,473.	6,073,748.	.044038
2006	263,844.	5,718,151.	.046141
2005	272,177.	5,311,020.	.051248

2 Total of line 1, column (d)	2	.250440
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	.050088
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,855,053.
5 Multiply line 4 by line 3	5	243,180.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,694.
7 Add lines 5 and 6	7	244,874.
8 Enter qualifying distributions from Part XII, line 4	8	249,612.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,694.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,694.
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	1,694.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,050.	
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	2,050.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	356.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 356. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ		
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

N/A

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 ► N/A	13	X	
14	The books are in care of ► MARGARET K. KLEIN Telephone no ► (973) 605-1040 Located at ► C/O MHW; 4 GATEHALL DR., PARSIPPANY, NJ ZIP+4 ► 07054-4518			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET K. KLEIN C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	PRES./TREAS. AND TRUSTEE 15.00	50,000.	0.	0.
ANTOINETTE GEYELIN HOAR C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	VICE PRES. AND TRUSTEE 0.50	0.	0.	0.
ROBERT WONG C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	SECRETARY 0.15	0.	0.	0.
WALTER C. KLEIN C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	TRUSTEE 0.50	0.	0.	0.

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	4,679,959.
b	Average of monthly cash balances	1b	249,029.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,928,988.
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	4,928,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,935.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,855,053.
6	Minimum investment return. Enter 5% of line 5	6	242,753.

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	242,753.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,694.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,694.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	241,059.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	241,059.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	241,059.

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	249,612.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	249,612.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,694.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	247,918.

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				241,059.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			174,467.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 249,612.				
a Applied to 2009, but not more than line 2a			174,467.	
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				75,145.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				165,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3c(1), 3c(2), 3c(3), 3c(4).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the 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))

SEE STATEMENT 10

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i> SEE ATTACHED STATEMENT B</p>	<p>N/A</p>	<p>PUBLIC CHARITIES</p>	<p>UNRESTRICTED</p>	<p>203,612.</p>
<p>Total</p>				<p>▶ 3a 203,612.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>▶ 3b 0.</p>

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

SOURCE	AMOUNT
BNY MELLON - NOMINEE - INTEREST INCOME	5,392.
LESS: BNY MELLON - NOMINEE - ACCRUED INTEREST PAID	-1,828.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,564.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON - NOMINEE - DIVIDEND INCOME	31,947.	0.	31,947.
FROM K-1 - ENERGY TRANSFER EQUITY, LP - DIVIDENDS	2.	0.	2.
FROM K-1 - ENERGY TRANSFER EQUITY, LP - INTEREST	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	31,953.	0.	31,953.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - ENERGY TRANSFER EQUITY, LP - ORDINARY INCOME	-4,057.	-4,057.	
FROM K-1 - LINN ENERGY LLC - ORDINARY INCOME	-806.	-806.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,863.	-4,863.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,650.	6,650.		1,000.
TO FORM 990-PF, PG 1, LN 16B	7,650.	6,650.		1,000.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	40.	40.		0.
TO FORM 990-PF, PG 1, LN 18	40.	40.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	20,262.	20,262.		0.
BANK CUSTODIAL FEES	1,744.	1,744.		0.
ANNUAL FILING FEE	25.	25.		0.
CHECK CHARGES	102.	102.		0.
NONDEDUCTIBLE EXPENSE FROM ENERGY TRANSFER EQUITY LP	85.	0.		0.
TO FORM 990-PF, PG 1, LN 23	22,218.	22,133.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
BOOK GAIN ON FYE 6/30/11 TAX TRADES SETTLED FYE 6/30/12	7,847.
BOOK LOSS ON FYE 6/30/10 TAX TRADES SETTLED FYE 6/30/11	4,011.
TOTAL TO FORM 990-PF, PART III, LINE 5	11,858.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	1,966,553.	2,317,987.
1,192.830 UNITS WELCH ENTREPRENEURIAL FUND, LTD.	1,500,000.	1,980,882.
327.962 UNITS WELCH LIFE SCIENCES FUND, LTD.	500,000.	658,258.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,966,553.	4,957,127.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
41,000 SAVVIS INC.; 3.00%; DUE 05/15/12	0.	0.
21,000 HCA INC.; 6.30%; DUE 10/01/12	21,473.	21,630.
TOTAL TO FORM 990-PF, PART II, LINE 10C	21,473.	21,630.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MARGARET K. KLEIN

WALTER C. KLEIN

Asset detail

Equities

U S common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,070	Gran Tierra Energy Inc (GTE)	\$ 6 6100	\$ 20,292 70	\$ 25,506 16	\$ -5,213 46	\$ 0 00	0 0%	0 8%
2,400	Halliburton Co (HAL)	51 0000	122,400 00	77,370 60	45,029 40	864 00	0 7	5 0
4,240	Kodiak Oil & Gas Corporation (KOG)	5 7700	24,464 80	26,197 69	-1,732 89	0 00	0 0	1 0
2,080	Linn Energy LLC-Units (LINE)	39 0700	81,265 60	70,396 46	10,869 14	5,491 20	6 8	3 3
1,050	Newfield Expl Co (NFX)	68 0200	71,421 00	76,190 63	-4,769 63	0 00	0 0	2 9
950	Occidental Petroleum Corp (OXY)	104 0400	98,838 00	74,078 39	24,759 61	1,748 00	1 8	4 0
560	Schlumberger Ltd (SLB)	86 4000	48,384 00	36,886 07	11,497 93	560 00	1 2	2 0
Total energy			\$ 467,066 10	\$ 386,626 00	\$ 80,440 10	\$ 8,663 20		19 0%

Materials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,030	Air Products & Chemicals Inc (APD)	\$ 95 5800	\$ 98,447 40	\$ 93,189 53	\$ 5 257 87	\$ 2,389 60	2 4%	4 0%
Total materials			\$ 98,447 40	\$ 93,189 53	\$ 5 257 87	\$ 2,389 60		4 0%

Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,540	Republic Svcs Inc Cl A (RSG)	\$ 30 8500	\$ 109,209 00	\$ 98,929 86	\$ 10,279 14	\$ 2,832 00	2 6%	4 5%
Total industrials			\$ 109,209 00	\$ 98,929 86	\$ 10,279 14	\$ 2,832 00		4 5%

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Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,140	News Corporation (NWSA) Class A	\$ 17 7000	\$ 55,578 00	\$ 46,840 66	\$ 8,737 34	\$ 471 00	0 9%	2 3%
1,630	Omnicom Group Inc (OMC)	48 1600	78,500 80	64,742 21	13,758 59	1,630 00	2 1	3 2
Total consumer discretionary			\$ 134 078 80	\$ 111,582 87	\$ 22,495 93	\$ 2,101 00		5 5%

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,960	CVS Caremark Corporation (CVS)	\$ 37 5800	\$ 111,236 80	\$ 98,359 58	\$ 12,877 22	\$ 1,480 00	1 3%	4 5%
1,640	Coca - Cola Co (KO)	67 2900	110,355 60	82,048 37	28,307 23	3,083 20	2 8	4 5
Total consumer staples			\$ 221,592 40	\$ 180,407 95	\$ 41,184 45	\$ 4,563 20		9 0%

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,050	Abbott Laboratories (ABT)	\$ 52 6200	\$ 55,251 00	\$ 51,998 87	\$ 3,252 13	\$ 2,016 00	3 7%	2 3%
2,530	Allscripts Healthcare Solutions Inc (MDRX)	19 4200	49,132 60	31,658 64	17,473 96	0 00	0 0	2 0
1,430	Genomic Health Inc (GHDX)	27 9100	39,911 30	21,106 47	18,804 83	0 00	0 0	1 6
4,690	Health Mgmt Assoc Inc New Cl A (HMA)	10 7800	50,558 20	48,047 36	2,510 84	0 00	0 0	2 1
290	Laboratory Corp Amer Hldgs (LH)	96 7900	28,069 10	26,250 69	1,818 41	0 00	0 0	1 1
1,520	McKesson Corporation (MCK)	83 6500	127,148 00	93,967 10	33,180 90	1,216 00	1 0	5 2
1,700	VCA Antech Inc (WOOF)	21 2000	36,040 00	43,589 78	-7,549 78	0 00	0 0	1 5
1,370	Wellpoint Inc (WLP)	78 7700	107,914 90	88,213 17	19,701 73	1,370 00	1 3	4 4
Total healthcare			\$ 494,025 10	\$ 404,832 08	\$ 89,193 02	\$ 4,602 00		20 1%

Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,140	American Express Company (AXP)	\$ 51 7000	\$ 110 638 00	\$ 82,489 02	\$ 28,148 98	\$ 1,540 80	1 4%	4 5%
2,760	Berkley W R Corp (WRB)	32 4400	89,534 40	75,507 81	14,026 59	883 20	1 0	3 7
1,176	Citigroup Inc (C)	41 6400	48,968 64	52,525 69	-3,557 05	47 04	0 1	2 0

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Financials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,420	JP Morgan Chase & Co (JPM)	40.9400	99,074.80	95,477.90	3,596.90	2,420.00	2.4	4.0
Total financials			\$ 348,215.84	\$ 306,000.42	\$ 42,215.42	\$ 4,891.04		14.2%

Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,450	Check Point Software Technology Ord (CHKP)	\$ 56.8500	\$ 82,432.50	\$ 64,240.73	\$ 18,191.77	\$ 0.00	0.0%	3.4%
250	Google Inc (GOOG)	506.3800	126,595.00	127,431.16	-836.16	0.00	0.0	5.2
3,640	Microsoft Corporation (MSFT)	26.0000	94,640.00	95,964.25	-1,324.25	2,329.60	2.5	3.9
610	Qualcomm Inc (QCOM)	56.7900	34,641.90	22,372.50	12,269.40	524.60	1.5	1.4
3,640	Sapient Corp (SAPE)	15.0300	54,709.20	20,183.16	34,526.04	0.00	0.0	2.2
2,570	Western Union Co (WU)	20.0300	51,477.10	54,936.13	-3,459.03	822.40	1.6	2.1
Total information technology			\$ 444,495.70	\$ 385,127.93	\$ 59,367.77	\$ 3,676.60		18.1%

Total U.S. common stocks \$ 2,317,130.34 \$ 1,966,696.64 \$ 350,433.70 \$ 33,718.64 94.5%

Total equities \$ 2,317,130.34 \$ 1,966,696.64 \$ 350,433.70 \$ 33,718.64 94.5%

Fixed income

Taxable

Individual holdings Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
21,000	Hca Inc DTD 9/23/2002 6.3% 10/1/2012 Moody's B3 S&P B-	\$ 103.0000	\$ 21,630.00	\$ 21,472.50	\$ 157.50	\$ 1,323.00	6.1%	0.9%

Total taxable individual holdings \$ 21,630.00 \$ 21,472.50 \$ 157.50 \$ 1,323.00 0.9%

Total taxable fixed income \$ 21,630.00 \$ 21,472.50 \$ 157.50 \$ 1,323.00 0.9%

Total fixed income \$ 21,630.00 \$ 21,472.50 \$ 157.50 \$ 1,323.00 0.9%

The Walter C Klein Fdn, Inc/Welch
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Other assets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
720	Dividend Tax Reclaim Switzerland 2010	\$ 1 1898	\$ 856 63	\$ 669 70	\$ 186 93	\$ 0 00	0 0%	0 0%
Total other assets			\$ 856 63	\$ 669 70	\$ 186 93	\$ 0 00		0 0%

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
113,990 01	BNY Mellon Money Market Fund Cl M (Principal Holding)	\$ 113,990 01	\$ 113,990 01		\$ 0 00	0 0%	4 7%
	Principal Cash	-126,073 90					
	Income Cash	126,073 90					
Total cash and cash equivalents		\$ 113,990 01	\$ 113,990 01	\$ 0 00	\$ 0 00		4 7%
Total assets		\$ 2,453,606 98	\$ 2,102,828 85	\$ 350,778 13	\$ 35 041 64		100 0%

	FMV	Cost
Total Assets	\$ 2,453,606.98	\$ 2,102,828.85
Less: HCA Inc. bond	(21,630.00)	(21,472.50)
Less: Cash	(113,990.01)	(113,990.01)
Less: Linn Energy LLC adj.	-	(813.00)
Total Investments - corporate stock	<u>\$ 2,317,986.97</u>	<u>\$ 1,966,553.34</u>

The Walter C Klein Fdn, Inc/Welch
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THE WALTER C KLEIN FOUNDATION, INC.
2010 FORM 990-PF
EIN # 52-1705026
PART XV, LINE 3(a)
CONTRIBUTIONS

DONEE	ADDRESS	DATE	CHECK NO	AMOUNT
ALVIN AILEY DANCE FOUNDATION, INC (AKA ALVIN AILEY AMERICAN DANCE THEATER)	THE JOAN WEILL CENTER FOR DANCE 405 WEST 55TH STREET NEW YORK, NY 10019	06/10/11	101	10,000
AMERICAN MUSEUM OF NATURAL HISTORY (AKA A M N H)	79TH STREET & CENTRAL PARK WEST NEW YORK, NY 10024	06/10/11	102	24,755
BROOKLYN INSTITUTE OF ARTS AND SCIENCES (AKA BROOKLYN MUSEUM)	200 EASTERN PARKWAY BROOKLYN, NY 11238	06/10/11	103	2,360
CHILDREN'S AID SOCIETY (AKA CHILDREN'S AID, CAS)	105 EAST 22ND STREET NEW YORK, NY 10010	06/10/11	104	25,000
CITY HARVEST, INC	575 8TH AVENUE, 4TH FLOOR NEW YORK, NY 10018	06/10/11	105	1,000
COALITION FOR THE HOMELESS, INC (AKA CFTH)	129 FULTON STREET NEW YORK, NY 10038	06/10/11	106	10,000
DANCE THEATRE OF HARLEM INC (AKA DTH)	466 WEST 152ND STREET NEW YORK, NY 10031	06/10/11	107	2,500
HARLEM ACADEMY	1330 FIFTH AVENUE NEW YORK, NY 10026	06/10/11	108	1,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH INC	500 FIFTH AVENUE, SUITE 935 NEW YORK, NY 10110	06/10/11	109	1,000
KINGDOM HOUSE	1321 SOUTH 11TH STREET ST LOUIS, MO 63104	06/10/11	110	2,500
2002 LINCOLN CENTER THEATRE SUPPORTING FOUNDATION IRRV CHAR TR	150 WEST 65TH STREET NEW YORK, NY 10023	06/10/11	111	1,600
METROPOLITAN MUSEUM OF ART	1000 5TH AVENUE NEW YORK, NY 10028	06/10/11	112	7,000
MOHONK PRESERVE, INC	P O BOX 715 NEW PALTZ, NY 12561	06/10/11	113	1,000
NARAL PRO-CHOICE NEW YORK INC	470 PARK AVENUE SOUTH, 7TH FLOOR NEW YORK, NY 10016	06/10/11	114	10,000
NATURE CONSERVANCY, INC (AKA THE NATURE CONSERVANCY)	4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	06/10/11	123	10,000
NEW YORK CITY BALLET INC	20 LINCOLN CENTER NEW YORK, NY 10025	06/10/11	115	6,248
THE NEW YORK PUBLIC LIBRARY	476 FIFTH AVENUE NEW YORK, NY 10018	06/10/11	116	9,785
NEW YORK SHAKESPEARE FESTIVAL	425 LAFAYETTE STREET NEW YORK, NY 10003	06/10/11	117	1,045

THE WALTER C KLEIN FOUNDATION, INC.
2010 FORM 990-PF
EIN #: 52-1705026
PART XV, LINE 3(a)
CONTRIBUTIONS

<u>DONEE</u>	<u>ADDRESS</u>	<u>DATE</u>	<u>CHECK NO.</u>	<u>AMOUNT</u>
WILDLIFE CONSERVATION SOCIETY (AKA WCS)	2300 SOUTHERN BOULEVARD BRONX, NY 10460	06/10/11	118	9,819
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY INC	151 WASHINGTON STREET NEWARK, NJ 07102	06/10/11	119	1,000
PLANNED PARENTHOOD OF NEW YORK CITY INC	26 BLEECKER STREET NEW YORK, NY 10012	06/10/11	120	10,000
RANDOLPH COLLEGE	2500 RIVERMONT AVENUE LYNCHBURG, VA 24503	06/10/11	121	1,000
THE DOOR - A CENTER OF ALTERNATIVES, INC	121 AVENUE OF THE AMERICAS NEW YORK, NY 10013	06/10/11	122	5,000
TRICKLE UP PROGRAM, INC (AKA TRICKLE UP)	104 WEST 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	06/10/11	124	25,000
WELLESLEY COLLEGE	106 CENTRAL STREET WELLESLEY, MA 02481	06/10/11	125	25,000
TOTAL				<u><u>203,612</u></u>

THE WALTER C. KLEIN FOUNDATION, INC.

2010 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Date	Shares	Security	Proceeds	Cost Basis	Gain/Loss
07/01/10	1,050.00	ENERGY TRANSFER EQUITY LP	10,637.00	-	10,637.00
07/08/10	160.00	APPLE INC	39,312.89	43,530.15	(4,217.26)
07/08/10	1,840.00	CITIGROUP INC	6,877.25	8,579.10	(1,701.85)
07/08/10	1,840.00	CITIGROUP INC	6,873.02	6,639.45	233.57
07/08/10	1,620.00	CITIGROUP INC	6,051.41	5,836.94	214.47
07/08/10	3,500.00	CITIGROUP INC	13,028.53	12,515.41	513.12
07/09/10	20.00	VCA ANTECH INC	504.41	552.74	(48.33)
07/12/10	150.00	VCA ANTECH INC	3,807.69	4,145.58	(337.89)
07/13/10	790.00	SAPIENT CORP	8,427.82	5,882.05	2,545.77
07/13/10	140.00	VCA ANTECH INC	3,608.02	3,869.21	(261.19)
07/14/10	430.00	SAPIENT CORP	4,628.05	3,190.34	1,437.71
07/14/10	60.00	VCA ANTECH INC	1,545.56	1,658.24	(112.68)
07/15/10	130.00	HALLIBURTON CO	3,623.69	4,283.29	(659.60)
08/03/10	380.00	CANADIAN NAT RES LTD	13,120.15	12,765.56	354.59
08/03/10	990.00	CVS CAREMARK CORP	30,552.76	36,378.34	(5,825.58)
08/03/10	200.00	CVS CAREMARK CORP	6,201.81	6,785.98	(584.17)
08/04/10	41,000.00	SAVVIS INC	40,590.00	26,989.92	13,600.08
08/05/10	740.00	SAPIENT CORP	8,325.08	5,451.23	2,873.85
08/06/10	700.00	INTEL CORP	14,528.46	14,601.10	(72.64)
08/06/10	700.00	INTEL CORP	14,528.74	14,567.04	(38.30)
08/06/10	800.00	INTEL CORP	16,596.76	16,322.29	274.47
08/06/10	230.00	INTEL CORP	4,771.89	4,592.87	179.02
08/06/10	50.00	MCKESSON CORP	3,107.76	3,190.35	(82.59)
08/06/10	270.00	MCKESSON CORP	16,787.40	17,227.89	(440.49)
08/06/10	270.00	MCKESSON CORP	16,791.53	17,227.89	(436.36)
08/06/10	90.00	SAPIENT CORP	1,019.98	662.19	357.79
08/09/10	570.00	AT&T INC	15,091.80	14,843.83	247.97
08/09/10	10.00	AT&T INC	266.42	259.77	6.65
08/25/10	21,000.00	PEABODY ENERGY CORP	21,293.16	21,288.75	4.41
09/03/10	20.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	492.04	637.40	(145.36)
09/03/10	230.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	5,703.95	7,330.15	(1,626.20)
09/03/10	340.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	8,432.37	10,642.69	(2,210.32)
09/03/10	230.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	5,696.20	7,097.55	(1,401.35)
09/07/10	80.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	2,042.75	2,462.66	(419.91)
09/07/10	660.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	16,779.49	20,179.29	(3,399.80)
09/14/10	340.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	8,475.92	10,384.09	(1,908.17)
09/14/10	340.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	8,473.41	10,380.52	(1,907.11)
09/14/10	100.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	2,491.31	3,025.45	(534.14)
09/15/10	570.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	14,167.51	16,971.32	(2,803.81)

THE WALTER C. KLEIN FOUNDATION, INC.**2010 FORM 990-PF****EIN #: 52-1705026****GAIN OR LOSS FROM SALE OF ASSETS**

Date	Shares	Security	Proceeds	Cost Basis	Gain/Loss
09/15/10	220.00	VARIAN SEMICONDUCTOR EQUIPMENT ASSOC	5,468.34	6,235.08	(766.74)
09/16/10	390.00	AT&T INC	10,870.95	10,130.95	740.00
09/16/10	170.00	AT&T INC	4,736.07	4,393.23	342.84
09/16/10	650.00	CANADIAN NAT RES LTD	22,114.00	21,332.31	781.69
09/17/10	630.00	MYRIAD GENETICS INC	10,320.86	15,870.02	(5,549.16)
09/20/10	340.00	AT&T INC	9,504.54	8,368.52	1,136.02
09/20/10	40.00	AT&T INC	1,117.42	984.53	132.89
09/20/10	60.00	MYRIAD GENETICS INC	987.07	1,474.11	(487.04)
09/22/10	580.00	CVS CAREMARK CORP	17,195.03	19,536.94	(2,341.91)
09/23/10	590.00	CANADIAN NAT RES LTD	19,788.68	18,766.38	1,022.30
09/29/10	290.00	FLOWSERVE CORP	30,994.10	27,961.60	3,032.50
09/29/10	330.00	MYRIAD GENETICS INC	5,389.87	8,089.25	(2,699.38)
09/29/10	360.00	MYRIAD GENETICS INC	5,868.73	8,702.36	(2,833.63)
09/29/10	310.00	QUALCOMM INC	13,809.00	13,131.01	677.99
09/29/10	600.00	QUALCOMM INC	26,739.09	25,289.09	1,450.00
09/30/10	11,000.00	FTI CONSULTING	11,237.16	11,110.00	127.16
09/30/10	80.00	QUALCOMM INC	3,582.96	3,344.70	238.26
09/30/10	410.00	QUALCOMM INC	18,359.16	17,141.60	1,217.56
10/01/10	390.00	AT&T INC	11,254.27	9,599.19	1,655.08
10/04/10	47.00	GOOGLE INC	24,804.14	25,181.93	(377.79)
10/05/10	250.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	4,598.10	4,147.20	450.90
10/05/10	430.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	7,896.18	7,119.01	777.17
10/05/10	550.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	10,118.90	8,924.62	1,194.28
10/05/10	300.00	FLOWSERVE CORP	32,675.66	27,327.42	5,348.24
10/05/10	50.00	MYRIAD GENETICS INC	808.57	1,195.14	(386.57)
10/05/10	280.00	MYRIAD GENETICS INC	4,512.93	6,680.83	(2,167.90)
10/05/10	380.00	MYRIAD GENETICS INC	6,125.27	9,060.22	(2,934.95)
10/05/10	250.00	QUALCOMM INC	11,329.26	10,379.44	949.82
10/08/10	610.00	HALLIBURTON CO	20,653.52	19,635.34	1,018.18
10/08/10	50.00	HALLIBURTON CO	1,689.39	1,581.25	108.14
10/12/10	600.00	AT&T INC	16,968.25	14,767.44	2,200.81
10/12/10	600.00	AT&T INC	17,045.65	14,765.70	2,279.95
10/12/10	190.00	AT&T INC	5,378.53	4,675.65	702.88
10/12/10	600.00	AT&T INC	17,001.79	14,753.44	2,248.35
10/13/10	910.00	SAPIENT CORP	11,057.49	8,688.58	2,368.91
10/14/10	330.00	HALLIBURTON CO	11,449.69	10,418.43	1,031.26
10/20/10	19.00	GOOGLE INC	11,291.77	9,937.86	1,353.91
10/25/10	1,490.00	BANK OF AMERICA CORP	16,786.36	24,095.56	(7,309.20)
10/25/10	890.00	BANK OF AMERICA CORP	10,021.23	14,374.17	(4,352.94)

THE WALTER C. KLEIN FOUNDATION, INC.**2010 FORM 990-PF****EIN #: 52-1705026****GAIN OR LOSS FROM SALE OF ASSETS**

Date	Shares	Security	Proceeds	Cost Basis	Gain/Loss
10/25/10	1,480.00	BANK OF AMERICA CORP	17,068.85	23,426.47	(6,357.62)
10/25/10	890.00	BANK OF AMERICA CORP	10,267.40	13,799.36	(3,531.96)
10/25/10	100.00	CHECK POINT SOFTWARE TECH	4,095.93	3,825.60	270.33
10/25/10	510.00	CHECK POINT SOFTWARE TECH	20,996.54	19,381.11	1,615.43
10/27/10	430.00	SCHLUMBERGER LTD	28,681.24	29,122.87	(441.63)
10/27/10	10.00	SCHLUMBERGER LTD	673.69	677.28	(3.59)
10/28/10	290.00	MYRIAD GENETICS INC	5,761.21	6,901.66	(1,140.45)
11/02/10	290.00	MYRIAD GENETICS INC	5,877.71	6,812.29	(934.58)
11/04/10	330.00	MYRIAD GENETICS INC	6,506.07	6,681.85	(175.78)
11/04/10	700.00	VCA ANTECH INC	14,454.96	19,182.00	(4,727.04)
11/05/10	160.00	SCHLUMBERGER LTD	11,428.23	10,836.42	591.81
11/09/10	160.00	SCHLUMBERGER LTD	11,951.58	10,836.41	1,115.17
12/03/10	370.00	MYRIAD GENETICS INC	7,957.76	6,762.19	1,195.57
12/06/10	190.00	MYRIAD GENETICS INC	4,082.61	3,472.48	610.13
12/06/10	370.00	MYRIAD GENETICS INC	7,957.65	6,762.19	1,195.46
12/07/10	280.00	MYRIAD GENETICS INC	5,934.56	5,117.34	817.22
12/16/10	100.00	HCP INC	3,245.29	3,282.93	(37.64)
12/16/10	21,000.00	OMNICARE INC	21,052.50	21,210.00	(157.50)
12/17/10	660.00	INTEL CORP	14,106.47	13,757.71	348.76
12/17/10	510.00	INTEL CORP	10,898.47	10,623.96	274.51
12/17/10	510.00	INTEL CORP	10,899.39	10,623.97	275.42
12/17/10	40.00	INTEL CORP	855.59	833.25	22.34
12/20/10	770.00	INTEL CORP	16,375.00	16,036.22	338.78
12/20/10	620.00	INTEL CORP	13,186.06	12,911.81	274.25
12/20/10	350.00	INTEL CORP	7,443.53	7,288.92	154.61
12/27/10	1,410.00	CBS CORP	27,168.41	22,839.31	4,329.10
12/27/10	320.00	CBS CORP	6,166.90	5,179.11	987.79
12/27/10	30.00	COLGATE-PALMOLIVE CO	2,392.96	2,486.39	(93.43)
12/27/10	430.00	COLGATE-PALMOLIVE CO	34,282.46	33,307.54	974.92
12/27/10	430.00	COLGATE-PALMOLIVE CO	34,285.60	31,042.60	3,243.00
01/06/11	510.00	CBS CORP	9,808.00	8,248.13	1,559.87
01/06/11	110.00	CBS CORP	2,113.80	1,779.01	334.79
01/06/11	140.00	CHESAPEAKE ENERGY CORP	3,702.44	1,840.50	1,861.94
01/06/11	330.00	DEVON ENERGY CORP	26,030.16	21,662.55	4,367.61
01/10/11	7,000.00	OMNICARE INC	7,071.47	7,052.50	18.97
01/13/11	480.00	CHESAPEAKE ENERGY CORP	12,843.24	6,310.27	6,532.97
01/19/11	960.00	CHESAPEAKE ENERGY CORP	26,628.80	12,519.07	14,109.73
01/20/11	20.00	SAPIENT CORP	259.29	245.97	13.32
01/20/11	430.00	SAPIENT CORP	5,575.25	5,288.44	286.81

THE WALTER C. KLEIN FOUNDATION, INC.**2010 FORM 990-PF****EIN #: 52-1705026****GAIN OR LOSS FROM SALE OF ASSETS**

Date	Shares	Security	Proceeds	Cost Basis	Gain/Loss
01/26/11	260.00	EQUIFAX INC	9,336.47	8,043.43	1,293.04
01/27/11	290.00	EQUIFAX INC	10,404.80	8,968.89	1,435.91
01/27/11	510.00	EQUIFAX INC	18,323.80	15,678.52	2,645.28
01/27/11	690.00	VCA ANTECH INC	16,096.42	18,751.09	(2,654.67)
01/28/11	860.00	CBS CORP	17,512.44	13,908.61	3,603.83
01/28/11	860.00	CBS CORP	17,504.53	13,908.61	3,595.92
01/28/11	450.00	CBS CORP	9,180.50	7,277.76	1,902.74
01/31/11	330.00	MEDCO HEALTH SOLUTIONS INC	20,641.63	17,007.90	3,633.73
01/31/11	470.00	MEDCO HEALTH SOLUTIONS INC	29,375.33	23,139.70	6,235.63
02/02/11	540.00	CBS CORP	10,665.98	8,412.48	2,253.50
02/02/11	40.00	CBS CORP	798.20	593.44	204.76
02/24/11	440.00	QUALCOMM INC	25,922.23	17,400.56	8,521.67
03/01/11	690.00	WALMART STORES INC	35,961.35	37,650.89	(1,689.54)
03/03/11	410.00	GENOMIC HEALTH INC	10,312.53	6,404.86	3,907.67
03/04/11	260.00	CBS CORP	6,069.71	3,857.36	2,212.35
03/10/11	8,000.00	LINN ENERGY FIN CO	8,940.00	9,240.00	(300.00)
03/11/11	260.00	GENOMIC HEALTH INC	6,610.40	4,017.00	2,593.40
03/16/11	13,000.00	LINN ENERGY FIN CO	15,762.50	15,015.00	747.50
03/16/11	690.00	WALMART STORES INC	36,266.46	37,264.26	(997.80)
03/24/11	560.00	HCP INC	21,100.56	18,375.87	2,724.69
03/24/11	470.00	HCP INC	17,750.53	15,362.89	2,387.64
03/24/11	10.00	MEDCO HEALTH SOLUTIONS INC	522.63	546.72	(24.09)
03/24/11	500.00	MEDCO HEALTH SOLUTIONS INC	26,126.65	25,201.67	924.98
03/25/11	290.00	QUEST DIAGNOSTICS INC	15,610.05	17,032.19	(1,422.14)
03/28/11	140.00	QUEST DIAGNOSTICS INC	7,502.43	8,222.44	(720.01)
03/29/11	220.00	CBS CORP	5,500.07	3,263.92	2,236.15
03/31/11	260.00	CBS CORP	6,348.35	3,857.36	2,490.99
03/31/11	370.00	CBS CORP	9,032.23	5,489.32	3,542.91
03/31/11	360.00	CBS CORP	8,788.73	5,245.62	3,543.11
04/01/11	1,060.00	CBS CORP	26,147.26	14,807.46	11,339.80
04/01/11	890.00	OMNICOM GROUP INC	42,731.11	36,296.83	6,434.28
04/04/11	320.00	HALLIBURTON CO	15,830.10	9,883.61	5,946.49
04/06/11	610.00	QUALCOMM INC	33,127.79	28,646.90	4,480.89
04/07/11	530.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	11,690.04	9,573.29	2,116.75
04/08/11	290.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	6,550.42	5,220.96	1,329.46
04/11/11	110.00	GENOMIC HEALTH INC	2,985.48	1,699.50	1,285.98
04/11/11	510.00	MEDCO HEALTH SOLUTIONS INC	28,703.17	24,253.72	4,449.45
04/11/11	110.00	NEWS CORP	1,914.40	1,636.51	277.89
04/12/11	290.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	6,088.00	5,059.17	1,028.83

THE WALTER C. KLEIN FOUNDATION, INC.

2010 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Date	Shares	Security	Proceeds	Cost Basis	Gain/Loss
04/12/11	1,660.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	34,882.07	24,358.23	10,523.84
04/12/11	200.00	GENOMIC HEALTH INC	5,362.82	3,090.00	2,272.82
04/13/11	70.00	GENOMIC HEALTH INC	1,852.31	1,081.50	770.81
04/14/11	1,580.00	KODIAK OIL & GAS CORP	9,682.52	10,390.20	(707.68)
04/15/11	1,580.00	KODIAK OIL & GAS CORP	9,342.04	10,027.48	(685.44)
04/18/11	260.00	ABBOTT LABORATORIES	13,110.56	13,472.58	(362.02)
04/18/11	690.00	KODIAK OIL & GAS CORP	4,253.49	4,368.46	(114.97)
04/18/11	780.00	KODIAK OIL & GAS CORP	4,805.96	4,938.26	(132.30)
04/26/11	120.00	ABBOTT LABORATORIES	6,069.00	6,218.11	(149.11)
04/26/11	120.00	ABBOTT LABORATORIES	6,071.20	6,218.11	(146.91)
05/04/11	360.00	TEVA PHARMACEUTICAL INDS	16,512.95	18,340.59	(1,827.64)
05/05/11	590.00	TEVA PHARMACEUTICAL INDS	27,661.21	30,057.15	(2,395.94)
05/10/11	280.00	AMERICAN EXPRESS CO	13,839.54	11,016.18	2,823.36
05/10/11	320.00	SAPIENT CORP	3,863.13	3,891.00	(27.87)
05/10/11	520.00	SAPIENT CORP	6,253.09	6,254.67	(1.58)
05/10/11	780.00	SAPIENT CORP	9,368.24	8,727.38	640.86
05/11/11	1,220.00	SAPIENT CORP	16,723.32	11,808.54	4,914.78
05/11/11	760.00	SAPIENT CORP	10,371.60	5,564.68	4,806.92
05/17/11	440.00	HEALTH MGMT ASSOC INC	4,970.98	4,603.50	367.48
05/20/11	530.00	BROADCOM CORP	17,666.26	21,152.54	(3,486.28)
05/20/11	130.00	BROADCOM CORP	4,338.92	5,186.31	(847.39)
05/23/11	540.00	SAPIENT CORP	7,873.05	3,947.89	3,925.16
05/23/11	40.00	SAPIENT CORP	579.19	291.07	288.12
05/24/11	390.00	SAPIENT CORP	5,658.24	2,837.52	2,820.72
05/25/11	130.00	SAPIENT CORP	1,880.33	945.76	934.57
05/26/11	20.00	SAPIENT CORP	289.19	145.50	143.69
05/27/11	60.00	SAPIENT CORP	867.70	436.51	431.19
05/31/11	550.00	SAPIENT CORP	7,901.15	3,622.85	4,278.30
05/31/11	330.00	SAPIENT CORP	4,742.44	1,871.43	2,871.01
05/31/11	90.00	SAPIENT CORP	1,292.16	510.39	781.77
06/02/11	270.00	GENOMIC HEALTH INC	7,298.42	4,149.75	3,148.67
06/03/11	240.00	GENOMIC HEALTH INC	6,559.69	3,657.46	2,902.23
06/13/11	20.00	WELLPOINT INC	1,508.93	1,300.01	208.92
06/16/11	500.00	VCA ANTECH INC	10,651.15	13,571.81	(2,920.66)
06/17/11	500.00	VCA ANTECH INC	10,697.39	13,543.25	(2,845.86)
07/01/11	590.00	GENOMIC HEALTH INC	16,732.79	8,886.08	7,846.71
			<u>2,248,159.35</u>	<u>2,078,785.46</u>	<u>169,373.89</u>