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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

2011Department 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 2011, or tax year beginning , 2011, and endingThe 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 ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**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)
\$ 2,577,572.
J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books
(b) Net investment income
(c) Adjusted net income
(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Ch ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	6.	6.	6.	
	4	Dividends and interest from securities	51,649.	51,649.	51,649.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	25,135.			
	b	Gross sales price for all assets on line 6a	619,679.			
	7	Capital gain/loss (from Part IV, line 2)		25,135.		
	8	Net short-term capital gain			25,135.	
ADMINISTRATIVE AND OPERATING EXPENSES	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	242.	242.	242.	
	12	Total. Add lines 1 through 11	77,032.	77,032.	77,032.	
	13	Compensation of officers, directors, trustees, etc.	10,000.	2,000.	2,000.	8,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 2	11,363.	2,500.	2,500.	8,863.
ADMINISTRATIVE AND OPERATING EXPENSES	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) See St 3	22,940.	22,940.	22,940.	22,940.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 4	1,785.	85.	85.	1,785.
	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	262.	12.	12.	262.
	24	Total operating and administrative expenses. Add lines 13 through 23	46,475.	27,537.	27,537.	41,975.
ADMINISTRATIVE AND OPERATING EXPENSES	25	Contributions, gifts, grants paid Part XV	134,100.			134,100.
	26	Total expenses and disbursements. Add lines 24 and 25	180,575.	27,537.	27,537.	176,075.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-103,543.			
ADMINISTRATIVE AND OPERATING EXPENSES	b	Net investment income (if negative, enter -0-)		49,495.		
	c	Adjusted net income (if negative, enter -0-)			49,495.	

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	88,194.	24,686.	24,686.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	2,736,902.	2,696,869.	2,552,886.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	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 the instructions. Also, see page 1, item I)	2,825,096.	2,721,555.	2,577,572.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NEUTRAL ASSETS	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.	
FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,825,096.	2,721,555.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds.			
OTHERS	30 Total net assets or fund balances (see instructions)	2,825,096.	2,721,555.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,825,096.	2,721,555.	

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	2,825,096.
2	Enter amount from Part I, line 27a	2	-103,543.
3	Other increases not included in line 2 (itemize) <u>See Statement 6</u>	3	2.
4	Add lines 1, 2, and 3	4	2,721,555.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,721,555.

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 See Exhibit for Cap. Gains Dist.	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 351,466.		275,137.	76,329.
b 252,862.		319,407.	-66,545.
c 15,351.			15,351.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			76,329.
b			-66,545.
c			15,351.
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	25,135.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	25,135.

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))
2010	147,096.	2,713,496.	0.054209
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

2 Total of line 1, column (d)	2	0.283283
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	0.056657
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,817,162.
5 Multiply line 4 by line 3	5	159,612.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	495.
7 Add lines 5 and 6	7	160,107.
8 Enter qualifying distributions from Part XII, line 4	8	176,075.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	495.
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	495.
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	495.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,706.	
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	1,706.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,211.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 1,211. 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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Jennifer D. Port, Esq.</u> Telephone no <u>(203) 661-6000</u> Located at <u>170 Mason St. Greenwich CT</u> ZIP + 4 <u>06830</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>N/A</u>	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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If 'Yes,' did it have excess business holdings in 2011 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 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	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 0	0.	0.	0.
Jane Laffend 10 Lantern Lane Media, PA 19063	Pres, Dir & 0	0.	0.	0.
Jennifer D. Port One Dewart Road Greenwich, CT 06830	VP, Sec & Tr 0	0.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

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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	2,842,292.
b	Average of monthly cash balances	1b	17,771.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,860,063.
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	2,860,063.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	42,901.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,817,162.
6	Minimum investment return. Enter 5% of line 5	6	140,858.

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	140,858.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	495.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	495.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	140,363.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	140,363.
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	140,363.

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	176,075.
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	176,075.
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	495.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175,580.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				140,363.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	29,119.			
b From 2007	18,144.			
c From 2008	17,144.			
d From 2009	32,533.			
e From 2010	13,118.			
f Total of lines 3a through e	110,058.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 176,075.				
a Applied to 2010, 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 2011 distributable amount				140,363.
e Remaining amount distributed out of corpus	35,712.			
5 Excess distributions carryover applied to 2011. (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	145,770.			
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 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	29,119.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	116,651.			
10 Analysis of line 9				
a Excess from 2007	18,144.			
b Excess from 2008	17,144.			
c Excess from 2009	32,533.			
d Excess from 2010	13,118.			
e Excess from 2011	35,712.			

BAA

Form 990-PF (2011)

N/A

- | | |
|----------------|--|
| 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.) |
|----------------|--|

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			134,100.
Total				▶ 3a 134,100.
<i>b Approved for future payment</i>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
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					6.
4 Dividends and interest from securities					51,649.
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					242.
8 Gain or (loss) from sales of assets other than inventory					25,135.
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					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					77,032.
13 Total. Add line 12, columns (b), (d), and (e)					77,032.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Client 15225-01

The Lenore & Howard Klein Foundation Inc

13-3673818

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 242.	\$ 242.	\$ 242.
Total	<u>\$ 242.</u>	<u>\$ 242.</u>	<u>\$ 242.</u>

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara, LLC	\$ 11,363.	\$ 2,500.	\$ 2,500.	\$ 8,863.
Total	<u>\$ 11,363.</u>	<u>\$ 2,500.</u>	<u>\$ 2,500.</u>	<u>\$ 8,863.</u>

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	\$ 31,623.	\$ 31,623.	\$ 31,623.	\$ 31,623.
Reim. BNY Mellon Income Stock Fund Fee	-11.	-11.	-11.	-11.
Reim. BNY Mellon Intermediate Fund Fee	-1,530.	-1,530.	-1,530.	-1,530.
Reim. BNY Mellon International Fund Fee	-1,736.	-1,736.	-1,736.	-1,736.
Reimb BNYMellon Emerging Market Fund fee	-1,189.	-1,189.	-1,189.	-1,189.
Reimb. BNY Mellon Mid Cap Stock Fund Fee	-2,903.	-2,903.	-2,903.	-2,903.
Reimb. BNY Mellon Money Market Fund Fee	-36.	-36.	-36.	-36.
Reimb. BNY Mellon Short US Gov Fund Fee	-1,278.	-1,278.	-1,278.	-1,278.
Total	<u>\$ 22,940.</u>	<u>\$ 22,940.</u>	<u>\$ 22,940.</u>	<u>\$ 22,940.</u>

Client 15225-01

The Lenore & Howard Klein Foundation Inc

13-3673818

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	\$ 85.	\$ 85.	\$ 85.	\$ 85.
IRS - Excise Tax Payment	1,700.			1,700.
Total	<u>\$ 1,785.</u>	<u>\$ 85.</u>	<u>\$ 85.</u>	<u>\$ 1,785.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR Fees	\$ 12.	\$ 12.	\$ 12.	\$ 12.
NYS Dept of Law - Filing Fee	250.			250.
Total	<u>\$ 262.</u>	<u>\$ 12.</u>	<u>\$ 12.</u>	<u>\$ 262.</u>

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Adjustment for Rounding				\$ 2.
Total				<u>\$ 2.</u>

The Lenore and Howard Klein Foundation, Inc.

E I N. 13-3673818

Annual Report y/e December 31, 2011

Contributions and Grants made During Year

Name and Address of <u>Organization receiving Grant</u> Above the Line	Status of Organization <u>Receiving Grant</u>	Purpose of the <u>Grant</u> To provide funding for the opera- tion of the organization	Amount of <u>the Grant</u> 2,500.00
9081 Soquel Drive Aptos, CA 95003	Public Charity		
American Red Cross 99 Indian Field Road Greenwich, Connecticut 06831	Public Charity	To support disaster relief efforts	5,000.00
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	2,000.00
Bread for the Journey 9 Santa Gabriella Ct. Novato, CA 94945	Public Charity	To provide funds for individuals to do community-based giving by pro- viding tools to help start small local philanthropic groups	500.00
CASA of Santa Cruz 813 Freedom Blvd. Watsonville, CA 95075	Public Charity	To advocate for abused, neglected or abandoned children	2,500.00
Center for Excellence in Autism Research Webster Hall, Suite 300 3811 O'Hara Street Pittsburgh, PA 15213	Public Charity	To provide funding for research	8,000.00
Chops Teen Club 509 Adams Street Santa Rosa, California	Public Charity	To provide support for programs benefiting the poor, homeless and addicted	1,000.00

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Contributions and Grants made During Year

Community Answers 101 West Putnam Avenue Greenwich, Connecticut 06830	Public Charity	To provide general funding for the organization	\$ 1,000.00
Congregation Beth Israel of Media, PA 542 South New Middletown Road, Media, PA 19063	Public Charity	To promote religious education	1,500.00
Congregation Shomrei Torah 1717 Yulupa Avenue Santa Rosa, CA 95405	Public Charity	To support the Rabbi's discretionary fund	6,500.00
Connecticut Association for Children and Adults with Learning Disabilities 25 Van Zant Street, Suite 15-5 East Norwalk, Connecticut 06855-1719	Public Charity	To provide support for programs that assist people to cope with learning disabilities	4,000.00
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	7,000.00
Global White Lion Protection Trust 75 Lake Road Warren, Connecticut	Public Charity	To provide fnding to protect endangered white lions	5,000.00
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

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International Rescue Committee 122 East 42nd Street New York, New York 10168	Public Charity	To provide funding for disaster relief	\$ 100.00
Jewish Family and Children's Services 2150 Post Road San Francisco, CA 94115	Public Charity	To support various programs	4,500.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, Connecticut 06830	Public Charity	To fund the program called SuperMarketing for Seniors	3,000.00
Listening for a Change 1300 North Dutton Avenue Santa Rosa, California 95401	Public Charity	To support the "Community Listening Project, Essence of Acceptance"	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
National Association of Women Artists, Inc. 80 Fifth Avenue, Suite 1405 New York, New York	Public Charity	To promote women artists	2,000.00
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	Public Charity	To provide food to people in need	3,000.00

Neuberger Museum of Art 735 Anderson Hill Road Purchase, New York 10577-1400	Public Charity	To promote the arts	\$ 2,000.00
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	2,500.00
Pennsylvania Ballet 1819 JFK Boulevard Philadelphia, PA 19103	Public Charity	To support special programs	10,000.00
Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland CA 94612	Public Charity	To provide funding for charitable organizations	6,500.00
PlayGround 268 Bush Street #2912 San Francisco, CA 94104	Public Charity	To promote the performing arts	5,000.00
The Queens Borough Public Library 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	2,000.00
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
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
Sonoma State University 1801 East Cotati Avenue Rohnert Park, California 94928-3609	Public Charity	To support education	5,000.00
Stamford Center for the Arts 61 Atlantic Street Stamford, Connecticut	Public Charity	To support the arts	1,000.00
The Long Ridge School 478 Erskine Road Stamford, Connecticut	Public Charity	To support education	500.00
Tourette's Syndrome Association 33 University Boulevard East Silver Spring, Maryland	Public Charity	To promote medical research and education	1,000.00
Widener University One University Place Chester, PA 19113	Public Charity	To promote education	12,500.00
Women's Mentoring Network, Inc. 141 Franklin Street Stamford, Connecticut 06901	Public Charity	To support Children's Enrichment and Workshop Programs	1,000.00

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The Yale Child Study Center
333 Cedar Street
New Haven, Connecticut 06520
Total Grants for 2011

Public Charity	To fund research on	\$
	Tourette Syndrome and Obsessive	5,000.00
	Compulsive Disorder	
	\$	134,100.00

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Schedule of 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>
<u>Assets Sold at a Gain</u>					
Autoliv, Inc., common 60 shares	\$ 4,634.38	\$ 1,692.87	2/3/2011	6/2/2009	\$ 2,941.51
110 shares	6,158.67	3,103.59	11/16/2011	6/3/2009	3,055.08
Government Fund, Class M					
1,629.992 shares	20,000.00	19,950.05	5/2/2011	4/29/2009	49.95
4,893.964 shares	60,000.00	59,898.97	12/12/2011	4/29/2009	101.03
Capital One Financialcorp., common 170 shares	7,660.51	6,999.85	11/16/2011	Various	660.66
Carnival Corp., common 24 shares	8,030.96	7,495.15	11/16/2011	7/7/2010	535.81
Conocophillips, common 110 shares	7,931.97	5,908.94	11/16/2011	1/27/2006	2,023.03
10 shares	715.51	537.18	11/17/2011	1/27/2006	178.33
Cummins, Inc., common 30 shares	2,436.91	1,017.64	8/25/2011	5/6/2009	1,419.27
30 shares	2,421.03	1,017.63	8/25/2011	5/6/2009	1,403.40
CVS Caremark Corp., common 87 shares	3,258.91	3,248.68	5/12/2011	4/30/2007	10.23
13 shares	1,602.94	485.43	5/13/2011	4/30/2007	1,117.51
DuPont De Nemours & Co., com 180 shares	8,709.24	4,818.72	11/16/2011	4/17/2009	3,890.52

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Energizer Holdings, Inc., common 130 shares	\$ 9,260.73	\$ 9,163.63	11/16/2011	11/17/2010	\$ 97.10
Exxon Mobil Corp., common 110 shares	9,067.60	6,107.59	3/28/2011	4/6/2006	2,960.01
Franklin Res., Inc., common 38 shares	4,196.42	1,991.30	1/10/2011	1/26/2009	2,205.12
16 shares	1,767.06	838.44	1/10/2011	1/26/2009	928.62
29 shares	3,188.93	1,519.67	1/11/2011	1/26/2009	1,669.26
Google, Inc., common 8 shares	4,316.21	3,598.29	5/5/2011	6/10/2009	717.92
4 shares	2,158.84	1,799.14	5/5/2011	6/10/2009	359.70
25 shares	13,581.18	11,244.65	5/5/2011	6/10/2009	2,336.53
11 shares	6,703.49	4,947.64	5/5/2011	6/10/2009	1,755.85
Halliburton Co., common 308 shares	10,630.67	9,017.82	10/21/2011	2/7/2007	1,612.85
Hess Corporation, common 110 shares	8,860.88	5,418.69	3/28/2011	2/7/2007	3,442.19
Home Depot, Inc., common 300 shares	11,143.53	7,359.13	5/10/2011	11/25/2008	3,784.40
Hospira, Inc., common 50 shares	2,755.43	1,976.08	1/6/2011	3/13/2007	779.35
4 shares	221.99	158.09	1/7/2011	3/13/2007	63.90
58 shares	3,204.94	2,292.26	1/7/2011	3/13/2007	912.68

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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	547.97	395.22	1/10/2011	3/13/2007	152.75
59 shares	3,225.65	2,331.77	1/10/2011	3/13/2007	893.88
8 shares	437.69	316.17	1/11/2011	3/13/2007	121.52
58 shares	3,172.66	2,292.26	1/11/2011	3/13/2007	880.40
13 shares	714.33	513.78	1/12/2011	3/13/2007	200.55
International Business Machines, com					
49 shares	8,734.13	5,581.35	12/21/2011	6/2/2009	3,152.78
38 shares	7,058.58	4,328.40	11/3/2011	6/2/2009	2,730.18
Ishares S&P Gsci Commodity-Ind					
600 shares	23,184.75	19,068.00	5/4/2011	11/27/2009	4,116.75
Limited Brands, Inc., common					
90 shares	2,606.18	1,615.35	1/11/2011	10/9/2009	990.83
100 shares	2,907.15	1,794.83	1/11/2011	10/9/2009	1,112.32
60 shares	2,509.83	1,076.90	5/18/2011	10/9/2009	1,432.93
90 shares	3,743.66	1,615.35	5/19/2011	10/9/2009	2,128.31
Motorola Inc., common					
35 shares	1,522.17	1,131.68	4/29/2011	6/2/2009	390.49
95 shares	4,108.78	3,071.72	5/2/2011	6/2/2009	1,037.06
Motorola Mobility Holdings, Inc., com					
.75 shares	21.97	20.30	2/15/2011	11/5/2009	1.67
Nordstrom, Inc., common					
12 shares	609.99	406.89	11/7/2011	7/12/2010	203.10
140 shares	7,082.42	4,747.08	11/7/2011	7/12/2010	2,335.34
150 shares	7,448.91	5,086.16	11/8/2011	7/12/2010	2,362.75

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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>
8 shares	\$ 399.45	\$ 271.26	11/8/2011	7/12/2010	\$ 128.19
Occidental Petroleum Corp., com 130 shares	11,411.43	9,561.92	8/22/2011	4/28/2009	1,849.51
Philip Morris International, com 130 shares	8,896.73	5,871.82	5/18/2011	3/31/2008	3,024.91
Target Corp., common 150 shares	8,225.80	6,106.70	1/11/2011	6/30/2009	2,119.10
90 shares	4,940.86	3,664.02	2/1/2011	6/30/2009	1,276.84
30 shares	1,648.56	1,221.34	2/1/2011	6/30/2009	427.22
90 shares	4,904.42	3,664.03	2/3/2011	6/30/2009	1,240.39
Time Warner, Inc., common 112 shares	3,116.79	2,661.77	8/25/2011	6/2/2009	455.02
131 shares	3,665.73	3,113.32	8/26/2011	6/2/2009	552.41
Total Sales Resulting in a Gain	\$ 351,465.52	\$ 275,136.51		\$	76,329.01
Assets Sold at a Losses					
Amylin Pharmaceuticals, Inc., com 350 shares	\$ 3,991.67	\$ 6,617.10	3/8/2011	5/11/2010	\$ (2,625.43)
84 shares	955.13	1,588.10	3/8/2011	5/11/2010	(632.97)
21 shares	235.37	397.03	3/9/2011	5/11/2010	(161.66)
110 shares	1,220.46	2,079.66	3/9/2011	5/11/2010	(859.20)
37 shares	409.22	699.52	3/10/2011	5/11/2010	(290.30)
48 shares	531.93	907.49	3/10/2011	5/11/2010	(375.56)

The Lenore and Howard Klein Foundation

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Schedule of 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>
Autodesk, Inc., common					
21 shares	\$ 513.40	757.78	8/24/2011	2/7/2007	\$ (244.38)
87 shares	2,224.65	3,139.39	9/14/2011	2/7/2007	(914.74)
57 shares	1,461.12	2,056.84	9/14/2011	7/26/2011	(595.72)
145 shares	3,676.38	5,232.32	9/14/2011	7/26/2011	(1,555.94)
Bank of America Corp., common					
950 shares	6,975.63	12,813.04	8/17/2011	2/11/2009	(5,837.41)
1,040 shares	6,405.85	14,026.91	11/16/2011	2/11/2009	(7,621.06)
BMC Software, Inc., common					
3 shares	108.14	149.88	10/14/2011	2/15/2011	(41.74)
270 shares	9,717.08	13,489.07	10/14/2011	2/16/2011	(3,771.99)
47 shares	1,697.44	2,348.10	10/17/2011	2/16/2011	(650.66)
BNY Mellon Short Term U.S. Government Fund, Class M					
2,540.98 shares	30,000.00	31,099.96	12/27/2011	5/28/2008	(1,099.96)
Capital One Financialcorp, common					
140 shares	5,621.76	5,764.59	10/21/2011	1/22/2010	(142.83)
20 shares	819.33	823.51	10/21/2011	1/22/2010	(4.18)
140 shares	5,754.39	5,764.59	10/21/2011	1/22/2010	(10.20)
Cisco Systems, Inc., common					
395 shares	7,501.82	8,319.38	2/15/2011	6/2/2009	(817.56)
24 shares	457.43	505.48	2/15/2011	6/2/2009	(48.05)
10 shares	191.00	210.62	2/15/2011	6/2/2009	(19.62)
6 shares	114.60	126.37	2/15/2011	6/2/2009	(11.77)
93 shares	1,776.55	1,958.74	2/15/2011	6/2/2009	(182.19)

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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>
	\$	\$		\$	
50 shares	955.50	1,053.09	2/15/2011	6/2/2009	(97.59)
12 shares	229.44	252.74	2/15/2011	6/2/2009	(23.30)
Citigroup, Inc., common 202 shares	5,914.44	9,768.36	11/16/2011	2/3/2011	(3,853.92)
Comerica, Inc., common 111 shares	2,825.98	4,075.06	12/7/2011	9/14/2010	(1,249.08)
209 shares	5,403.26	7,672.87	12/8/2011	9/14/2010	(2,269.61)
Human Genome Sciences, Inc., com 160 shares	3,711.77	4,574.25	7/25/2011	12/8/2009	(862.48)
113 shares	2,625.40	3,230.56	7/26/2011	12/8/2009	(605.16)
6 shares	138.37	171.53	7/27/2011	12/8/2009	(33.16)
58 shares	1,275.81	1,658.17	7/27/2011	12/8/2009	(382.36)
153 shares	3,362.13	4,374.13	7/27/2011	12/8/2009	(1,012.00)
Medtronic, Inc., common 240 shares	9,034.65	12,523.80	3/25/2011	1/17/2006	(3,489.15)
Microsoft Corp., common 173 shares	4,507.34	4,990.61	3/7/2011	2/7/2007	(483.27)
237 shares	6,200.96	6,836.84	3/7/2011	2/7/2007	(635.88)
526 shares	13,432.47	15,173.75	5/5/2011	2/7/2007	(1,741.28)
Morgan Stanley, common 410 shares	7,386.42	11,179.63	8/17/2011	5/12/2009	(3,793.21)
Motorola Mobility Holdings, Inc., common 32 shares	746.80	865.97	4/29/2011	1/8/2011	(119.17)

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	\$	\$			\$
12 shares	274.48	324.74	5/2/2011	1/8/2011	(50.26)
69 shares	1,596.20	1,867.26	5/2/2011	1/8/2011	(271.06)
Newell Rubbermaid, Inc., common					
450 shares	5,234.84	8,176.18	8/15/2011	2/1/2011	(2,941.34)
500 shares	8,081.34	9,084.65	11/16/2011	2/11/2011	(1,003.31)
News Corp., Inc, Common					
181 shares	2,844.15	3,284.55	8/25/2011	11/10/2004	(440.40)
159 shares	2,542.84	2,885.33	8/26/2011	11/10/2004	(342.49)
Pfizer, Inc., common					
210 shares	4,316.07	4,626.53	5/12/2011	7/10/2009	(310.46)
190 shares	3,931.99	4,185.90	5/13/2011	7/10/2009	(253.91)
Public Service Enterprises Group, Inc.					
common					
54 shares	1,669.73	1,745.50	4/7/2011	1/7/2010	(75.77)
242 shares	7,460.60	7,822.40	4/7/2011	1/7/2010	(361.80)
50 shares	1,543.65	1,616.20	4/7/2011	1/7/2010	(72.55)
197 shares	6,079.87	6,367.83	4/8/2011	1/7/2010	(287.96)
95 shares	2,934.84	3,070.78	4/8/2011	1/7/2010	(135.94)
102 shares	3,170.12	3,297.04	4/11/2011	1/7/2010	(126.92)
Raytheon Company, common					
70 shares	3,467.66	4,056.40	2/2/2011	10/10/2008	(588.74)
70 shares	3,466.95	4,056.40	2/2/2011	6/2/2009	(589.45)
Schwab Charles Corp., common					
660 shares	7,924.60	10,937.34	8/17/2011	1/10/2011	(3,012.74)

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Schedule of 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>
Textron, Inc., common 540 shares	\$ 9,886.78	\$ 16,203.79	11/7/2011	9/8/2009	\$ (6,317.01)
Thermo Fisher Scientific, Inc., com 69 shares	3,139.89	3,166.73	12/13/2011	11/12/2009	(26.84)
68 shares	3,074.08	3,120.84	12/14/2011	11/12/2009	(46.76)
136 shares	6192.87	6241.68	12/14/2011	11/12/2009	(48.81)
15 shares	675.75	688.42	12/15/2011	11/12/2009	(12.67)
72 shares	3,242.08	3,304.42	12/15/2011	11/12/2009	(62.34)
Total Sales Resulting in a Loss	\$ 252,862.47	\$ 319,407.74			\$ (66,545.27)
<u>Capital Gains Distributions</u>					
BNY Mellon Emerging Markets Funds, Class M Shares	\$ 4,765.73	0.00	12/21/2011	Various	\$ 4,765.73
BNY Mellon Intermediate Bond Fund, Class M Shares	23.83	0.00	12/16/2011	Various	23.83
BNY Mellon Mid Cap Stock Fund, Class M Shares	10,456.36	0.00	12/9/2011	Various	10,456.36
Highbridge Dynamic Common Strategy Fund-E	105.44	0.00	Various	Various	105.44
	<u>\$ 15,351.36</u>	<u>0.00</u>			<u>\$ 15,351.36</u>

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>Publically Traded Stocks</u>			
180 shares, Alliance Data Systems, Corp., common	10,838.92 \$	10,838.92 \$	18,691.20
450 shares, Allscripts-Misys Healthcare Solutions, common	7,692.73	7,692.73	8,523.00
71 shares, Amazon.com, Inc., common	Purchased During Year	14,272.56	12,290.10
360 shares, American Express Company, common	15,175.03	15,175.03	16,981.20
270 shares, Ameriprise Financial, Inc. common (shares and basis have been adjusted due to the purchase of additional shares of stock)	4,192.43	7,790.69	13,402.80
650 shares, Amylin Pharmaceuticals, Inc., common	12,288.90	Sold During Year	Sold During Year
130 shares, Anadarko Petroleum Corp., common	5,529.69	5,529.69	9,922.90
215 shares, Apache Corp., common (shares and basis have been adjusted due to the sale of shares of stock)	15,432.85	15,432.85	19,474.70
139 shares, Apple Computer, Inc., common	25,189.24	25,189.24	56,295.00
720 shares, AT&T Inc., common	26,416.39	26,416.39	21,772.80
170 shares, Autoliv, Inc., common	4,796.47	Sold During Year	Sold During Year

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1,990 shares, Bank of America Corp., common	\$	26,839.95	Sold During Year	Sold During Year
380 shares, Baxter International, Inc., common	Purchased During Year	\$	20,068.85	\$ 18,802.40
470 shares, Capital One Financialcorp, common	19,352.54	Sold During Year	Sold During Year	Sold During Year
240 shares, Carnival Corp., common	7,495.15	Sold During Year	Sold During Year	Sold During Year
160 shares, Caterpillar, Inc., common	10,295.72	10,295.72	14,496.00	14,496.00
410 shares, Cbs Corp., common	Purchased During Year	11,003.95	11,127.40	11,127.40
270 shares, Chubb Corp., common	11,230.29	14,413.43	18689.4	18689.4
220 shares, Cigna Corp., common	5,433.87	5,433.87	9,240.00	9,240.00
590 shares, Cisco Systems, Inc., common	12,426.42	Sold During Year	Sold During Year	Sold During Year
160 shares, Cognizant Technology Solutions Corp, cc	Purchased During Year	11,108.97	10,289.60	10,289.60
320 shares, Comerica, Inc., common	11,747.93	Sold During Year	Sold During Year	Sold During Year
200 shares, Conocophillips, common (shares and basis have been adjusted due to the sale of shares of stock)	17,189.64	10,743.52	14,574.00	14,574.00
310 shares, Covidien PLC	Purchased During Year	14,667.99	13,953.10	13,953.10
142 shares, Cummins, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	6,852.08	4,816.81	12,498.84	12,498.84

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100 shares, CVS/Caremark Corporation, common	\$	3,734.11	Sold During Year	Sold During Year
210 shares, Danaher Corp., common		6,110.03 \$	6,110.03 \$	9,878.40
180 shares, Du Pont De Nemours & Co., common		4,818.72	Sold During Year	Sold During Year
600 shares, Electronic Arts, Inc., common	Purchased During Year		11,842.62	11,842.62
790 shares, EMC Corporation, common (shares and basis have been adjusted due to the purchase of additional shares of stock)		7,087.66	15,932.70	17,016.60
130 shares, Energizer Holdings, Inc., common		9,163.63	Sold During Year	Sold During Year
310 shares, Ensco International PLC	Purchased During Year		17,832.78	14,545.20
85 shares, Eog Res, Inc., common	Purchased During Year		8,771.83	8,373.35
390 shares, ExxonMobil Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		27,761.76	21,654.17	33,056.40
1,050 shares, Ford Motor Company, common (shares and basis have been adjusted due to the purchase of additional shares of stock)		11,361.35	17,915.79	11,298.00
83 shares, Franklin Res., Inc., common		4,349.41	Sold During Year	Sold During Year
1,500 shares, General Electric Co., common (shares and basis have been adjusted due to the purchase of additional shares of stock)		36,327.09	43,421.24	26,865.00

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48 shares, Google, Inc., common	\$	21,589.72	Sold During Year	Sold During Year
308 shares, Halliburton Co., common		9,017.82	Sold During Year	Sold During Year
210 shares, Hess Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		15,763.46 \$	10,344.77 \$	11,928.00
300 shares, Home Depot, Inc., common		7,359.13	Sold During Year	Sold During Year
310 shares, Honeywell International, Inc., common		11,506.62	11,506.62	16,848.50
260 shares, Hospira, Inc., common		10,275.63	Sold During Year	Sold During Year
490 shares, Human Genome Sciences, Inc., com		14,008.64	Sold During Year	Sold During Year
210 shares, Informatica Corp., common		6,389.71	6,389.71	7,755.30
74 shares, Intercontinentalexchange, Inc., common		Purchased During Year	9,172.61	8,920.70
102 shares, International Business Machines, Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		21,528.07	11,618.32	18,755.76
200 shares, Intuit, common		Purchased During Year	10,355.07	10,518.00
1,200 shares, Ishares S&P Gsci Commodity		38,136.00	19,068.00	19,788.00
636 shs., JP Morgan Chase Corporation,		23,561.06	23,561.06	21,147.00
260 shares, Limited Brands, Inc., common		10,768.99	4,666.56	10,491.00

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(shares and basis have been adjusted due to the sale of shares of stock)

510 shares, Lincoln National Corp. Industries, common	Purchased During Year	\$ 11,476.38	\$ 9,904.20
93 shares, Lorillard, Inc., common	Purchased During Year	10,122.29	10,602.00
280 shares, McKesson Corp., common	\$ 15,803.63	15,803.63	21,814.80
240 shs., Medtronic, Inc., common	12,523.80	Sold During Year	Sold During Year
493 shares, Merck & Co., common	12,580.36	12,580.36	18,586.10
936 shares, Microsoft Corp., common	27,001.20	Sold During Year	Sold During Year
410 shares, Morgan Stanley, common	11,179.63	Sold During Year	Sold During Year
910 shares, Motorola, Inc., common	7,281.67	Sold During Year	Sold During Year
260 shares, National Oilwell Varco, Inc., common	Purchased During Year	18,229.53	17,677.40
305 shares, Netapp, Inc., common	Purchased During Year	11,353.92	11,062.35
600 shares, Newell Rubbermaid, Inc., common	10,523.56	Sold During Year	Sold During Year
1,019 shares, News Corp., Ltd., lass B common (shares and basis have been adjusted due to the sale of shares of stock)	24,498.06	18,328.18	18,361.80
430 shares, Nextera Energy, Inc., common (shares and basis have been adjusted due to the purchase of 370 shs and sale of 100 shs of stock)	10,927.71	23,863.66	26,178.40

	\$	10,511.39	Sold During Year	Sold During Year
310 shares, Nordstrom, Inc., common				
250 shares, Norfolk Southern Corp., common		12,422.59 \$	12,422.59 \$	18,215.00
220 shares, Occidental Petroleum Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		25,743.63	16,181.71	20,614.00
410 shares, Omnicom Group, Inc., common (shares and basis have been adjusted due to the purchase of additional shares of stock)		14,188.01	20,313.79	18,277.80
1,000 shares, Oracle Corp., common		20,021.25	20,021.25	25,650.00
450 shares, PepsiCo, Inc., common (shares and basis have been adjusted due to the purchase of additional shares of stock)		17,659.11	26,830.83	29,857.50
1,370 shares, Pfizer, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		38,995.00	30,182.57	29,646.80
330 shares, Philip Morris International, common (shares and basis have been adjusted due to the purchase of additional shares of stock)		16,712.10	17,239.12	25,898.40
400 shares, Ppl Corp., common	Purchased During Year		10,337.21	11,768.00
130 shares, Praxair Inc., common		6,788.51	6,788.51	13,897.00
250 shares, Procter & Gamble Co., common		14,177.31	14,177.31	16,677.50

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740 shares, Public Service Enterprises Group, Inc., common	\$	23,919.75	Sold During Year	Sold During Year
150 shares, PVH Corp., common	Purchased During Year	\$	11,115.66	10,573.50
440 shares, Qualcomm, Inc., common	19,258.08	19,258.08		24,068.00
140 shares, Raytheon Company, common	8,112.80	Sold During Year	Sold During Year	
280 shares, Robert Half International, Inc., common	Purchased During Year	7,631.14		7,968.80
360 shares, Schwab Charles Corp., common	5,557.89	Sold During Year	Sold During Year	
340 shares, St. Jude Medical, Inc., common	Purchased During Year	17,707.04		11,662.00
160 shares, Target Corp., common (shares and basis have been adjusted due to the sale of shares of stock)	14,656.10	8,612.94		8,195.20
230 shares, Teradata Corporation, common	Purchased During Year	11,300.74		11,157.30
540 shares, Textron, Inc., common	16,203.79	Sold During Year	Sold During Year	
360 shares, Thermo Fisher Scientific, Inc., common	16,522.09	Sold During Year	Sold During Year	
243 shares, Time Warner, Inc., common	5,775.09	Sold During Year	Sold During Year	
240 shares, Transcanada Corp., common	Purchased During Year	10,257.34		10,480.80
360 shares, Tyco International, Ltd., common	10,866.91	10,866.91		16,815.60

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790 shares, Unilever PLC ADR (shares and basis have been adjusted due to the purchase of additional shares of stock)	\$	17,754.38	\$	23,540.13	\$	26,480.80
490 shares, Vale SA-Sp. ADR		7,220.38		7,220.38		10,510.50
150 shares, VMware, Inc., common		Purchased During Year		13,528.78		12,478.50
1,080 shares, Wells Fargo & Company, common (shares and basis have been adjusted due to the purchase of additional shares of stock)		26,978.48		30,864.58		29,764.80
190 shares, Zimmer Holdings, Inc., common		Purchased During Year		13,103.39		10,149.80

Common Trust Funds

15,309.133 shares, Mellon Emerging Markets Fund, Class M shares		215,073.28		215,073.28		135,485.83
29,789.148 shares, Mellon Intermediate Bond Fund, Class M shares (shares and basis have been adjusted due to the purchase of additional shares)		337,166.00		367,166.00		388,152.60
27,380.821 shares, Mellon International Fund, Class M shares		396,307.52		396,307.52		241,498.84
31,666.748 shares, BNY Mellon Mid Cap Stock Fund, Class M shares		411,395.14		411,395.14		341,684.21
22,281.656 shares, BNY Mellon Short Term						

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U.S. Government Fund, Class M (shares and basis have been adjusted due to the sale of shares)	\$	337,560.56	\$	271,611.58	\$	272,950.29
7,936.508 BNY Mellon Income Stock Fund	Purchased During Year	50,000.00				51,904.76
1,021.768 units Highbridge Dynamic Commodities Strategy Fund E	Purchased During Year	23,000.00				17,502.89
		<u>\$ 2,696,868.56</u>		<u>\$ 2,544,226.34</u>		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Lenore and Howard Klein Foundation, Inc.	Employer identification number (EIN) or ☒ 13-367381
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o Ivey Barnum & O'Mara 170 Mason Street	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Greenwich, Connecticut 06830	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **Jennifer D. Port c/o Ivey Barnum & O'Mara, 170 Mason Street, Greenwich, CT 06830**

Telephone No. ► **203 661-6000** FAX No. ► **203 661-9462**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 **11** or

► ☐ tax year beginning , 20 , and ending , 20

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions