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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation JOSIAH W AND BESSIE H KLINE FOUNDATION, INC.		A Employer identification number 23-6245783
Number and street (or P O box number if mail is not delivered to street address) 515 SOUTH 29TH STREET	Room/suite	B Telephone number (717) 561-4373
City or town, state, and ZIP code HARRISBURG, PA 17104		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,237,211.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		288,095.	288,095.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		110,025.			
b Gross sales price for all assets on line 6a 2,561,305.					
7 Capital gain net income (from Part IV, line 2)			110,025.		
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					
12 Total. Add lines 1 through 11		398,120.	398,120.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 2		28,260.	25,434.		2,826.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy		4,200.	2,800.		1,400.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 3		42,694.	40,660.		2,034.
24 Total operating and administrative expenses. Add lines 13 through 23		75,154.	68,894.		6,260.
25 Contributions, gifts, grants paid		762,925.			924,289.
26 Total expenses and disbursements. Add lines 24 and 25		838,079.	68,894.		930,549.
27 Subtract line 26 from line 12		-439,959.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			329,226.		
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	14,830.	6,678.	6,678.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 4	19,706,170.	19,230,533.	19,230,533.	
14 Land, buildings, and equipment basis ▶ 14,571.				
Less accumulated depreciation Stmt 5 ▶ 14,571.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	19,721,000.	19,237,211.	19,237,211.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	431,364.	270,000.	
	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)	431,364.	270,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	19,289,636.	18,967,211.	
	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			
	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	19,289,636.	18,967,211.		
31 Total liabilities and net assets/fund balances	19,721,000.	19,237,211.		

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)	19,289,636.
2 Enter amount from Part I, line 27a	-439,959.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	117,534.
4 Add lines 1, 2, and 3	18,967,211.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	18,967,211.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,561,305.		2,451,280.	110,025.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			110,025.

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	110,025.
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))
2010	854,597.	18,774,031.	.045520
2009	997,330.	17,143,517.	.058175
2008	1,134,479.	20,238,443.	.056056
2007	1,087,992.	23,355,524.	.046584
2006	1,074,226.	22,304,122.	.048163

2 Total of line 1, column (d)	2	.254498
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	.050900
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,886,993.
5 Multiply line 4 by line 3	5	1,012,248.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,292.
7 Add lines 5 and 6	7	1,015,540.
8 Enter qualifying distributions from Part XII, line 4	8	930,549.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	1	6,585.
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	6,585.
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	6,585.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld	6a 6b 6c 6d	13,882.
7 Total credits and payments Add lines 6a through 6d	7	13,882.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,297.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 7,297. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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 ► N/A	13	X	
14	The books are in care of ► WILDEMAN AND OBROCK, CPA'S Telephone no ► (717)-561-4373 Located at ► 515 SOUTH 29TH STREET, HARRISBURG, PA ZIP+4 ► 17104			
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 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 ►	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 N/A ► ☐	1b	
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? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) 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 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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

X

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
See Statement 6		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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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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	20,181,467.
b	Average of monthly cash balances	1b	8,374.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20,189,841.
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	20,189,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	302,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,886,993.
6	Minimum investment return. Enter 5% of line 5	6	994,350.

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	994,350.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,585.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,585.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	987,765.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	987,765.
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	987,765.

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	930,549.
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	930,549.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	930,549.

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				987,765.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			924,045.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 930,549.				
a Applied to 2010, but not more than line 2a			924,045.	
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				6,504.
e Remaining amount distributed out of corpus	0.			
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	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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				981,261.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

None

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

None

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

Check here ☐ 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

JOHN A. OBROCK, CPA, 717-561-0820

515 SOUTH 29TH STREET, HARRISBURG, PA 17104

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

SEE ATTACHED EXPLANATION

c Any submission deadlines

SEE ATTACHED EXPLANATION

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

SEE ATTACHED EXPLANATION

**JOSIAH W AND BESSIE H KLINE FOUNDATION,
INC.**

Form 990-PF (2011)

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Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				 924,289.
Total			▶ 3a	924,289.
b Approved for future payment SEE ATTACHED SCHEDULE				 270,000.
Total			▶ 3b	270,000.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	288,095.	
		18	110,025.	
	0.		398,120.	0.
			13	398,120.

[illegible]

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	19,175.455 SHRS BBH BROAD MKT FUND CL I	P	04/06/05	02/24/11
b	43,520.309 SHRS BBH BROAD MKT FUND CL I	P	04/06/05	11/03/11
c	14,563.107 SHRS BBH BROAD MKT FUND CL I	P	04/06/05	12/02/11
d	9,570.294 SHRS VANGUARD INSTL INDEX FUND	P	03/31/05	09/23/11
e	51,488.335 SHRS BBH INT'L EQUIT FUND	P	Various	12/05/11
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	200,000.		196,932.	3,068.
b	450,000.		446,953.	3,047.
c	150,000.		149,563.	437.
d	1,000,000.		1,032,443.	-32,443.
e	640,000.		625,389.	14,611.
f	121,305.			121,305.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3,068.
b			3,047.
c			437.
d			-32,443.
e			14,611.
f			121,305.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	110,025.
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

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE AND EQUIPMENT	Varies		.000	16	14,571.			14,571.	14,571.		0.
	* Total 990-PF Pg 1 Depr					14,571.		0.	14,571.	14,571.	0.	0.

Form 990-PF	Dividends and Interest from Securities	Statement		1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BROWN BROTHERS HARRIMAN - DIVIDENDS	409,400.	121,305.	288,095.
Total to Fm 990-PF, Part I, ln 4	409,400.	121,305.	288,095.

Form 990-PF	Accounting Fees	Statement		2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WILDEMAN AND OBROCK, CPA'S	28,260.	25,434.		2,826.
To Form 990-PF, Pg 1, ln 16b	28,260.	25,434.		2,826.

Form 990-PF	Other Expenses	Statement		3
-------------	----------------	-----------	--	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	4,665.	3,110.		1,555.
OTHER	1,437.	958.		479.
INVESTMENT ADVISORY FEES	36,592.	36,592.		0.
To Form 990-PF, Pg 1, ln 23	42,694.	40,660.		2,034.

Form 990-PF	Other Investments	Statement		4
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Description	Valuation Method	Book Value	Fair Market Value
EQUITY FUNDS	FMV	12,193,848.	12,193,848.
FIXED INCOME FUNDS	FMV	6,799,638.	6,799,638.
MONEY MARKET FUNDS	FMV	237,047.	237,047.
Total to Form 990-PF, Part II, line 13		19,230,533.	19,230,533.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 5

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
FURNITURE AND EQUIPMENT	14,571.	14,571.	0.
Total To Fm 990-PF, Part II, ln 14	14,571.	14,571.	0.

Form 990-PF Part VIII - List of Officers, Directors
Trustees and Foundation Managers Statement 6

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
PAUL B SHANNON 2408 MELBOURNE DRIVE HARRISBURG, PA 17112	DIRECTOR, VP & TREASURER 1.00	0.	0.	0.
GEORGE F GRODE 68 GREENWOOD CIRCLE WORMLEYSBURG, PA 17043	DIRECTOR 0.00	0.	0.	0.
ROBERT S JONES PO BOX 1189, 3RD AND LOCUSTS STREETS HARRISBURG, PA 17108	DIRECTOR 0.00	0.	0.	0.
SAMUEL D ROSS, JR 330 WASHINGTON LANE CARLISLE, PA 17013	DIRECTOR 0.00	0.	0.	0.
ROGER LONGENDERFER 7 SOUTHWATCH LANE MECHANICSBURG, PA 17050	DIRECTOR 0.00	0.	0.	0.
JOHN A RUSSELL 46 LAUREL RIDGE ROAD HERSHEY, PA 17033	DIRECTOR, PRESIDENT 1.00	0.	0.	0.
JOHN A OBROCK 515 S. 29TH STREET HARRISBURG, PA 17104	SECRETARY 4.00	0.	0.	0.

JOSIAH W AND BESSIE H KLINE FOUNDATION,

23-6245783

CONSTANCE B FOSTER DIRECTOR
2 NORTH SECOND STREET, 7TH FLOOR 0.00
HARRISBURG, PA 17101

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

0. 0. 0.

Federal Form 990-PF 2011

Josiah W. and Bessie H. Kline Foundation, Inc.
PART XV 3a Grants and Contributions Paid During 2011

EIN #23-6245783

<i>Recipient Name</i> <i>Org ID / Activity ID</i> Address Purpose	Foundation Status of Recipient	Amount
1. ALS Association, Greater Philadelphia Chapter 516 / 2673 321 Norristown Road, Suite 260 Ambler, PA 19002-2755 Funds are to be used to provide support services to ALS patients living in Dauphin and Cumberland Counties.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2388	\$15,000
2. Bethesda Mission 29 / 2507 P O Box 3041 611 Reily Street Harrisburg, PA 17105 Funds are to be used toward the cost of renovations to the Bethesda Mission's Men's Shelter, located at 611 Reilly Street, Harrisburg, Dauphin County	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2289	\$33,334
3. Big Brothers Big Sisters of the Capital Region, Inc. 308 / 2684 1500 North Second Street, Suite H Harrisburg, PA 17102 Funds are to be used in support of the Community Based Mentoring Program, which focuses on children who face adversity, those who live in single parent homes, foster care, or children who experience social issues and have no positive adult role models	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2290	\$15,000
4. Brethren Housing Association 504 / 2682 219 Hummel Street Harrisburg, PA 17104 Funds are to be used to fund the rehabilitation of 203 1/2 Hummel Street, Harrisburg for use as transitional housing by homeless women and their children	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2291	\$15,000
5. Central Pennsylvania Blood Bank 466 / 2646 8167 Adams Drive Hummelstown, PA 17036 Funds are to be used towards the purchase of a new bloodmobile unit or the refurbishment of another bloodmobile unit.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2292	\$25,000

<i>Recipient Name</i> <i>Org ID / Activity ID</i> <i>Address</i> <i>Purpose</i>	<i>Foundation Status of Recipient</i>	<i>Amount</i>
6. Central Pennsylvania Food Bank 292 / 2647 3908 Corey Road Harrisburg, PA 17109 Funds are to be used towards "Project Advancing Hope", a major facilities expansion and network capacity building project.	501 (c) (3)	\$50,000
7. Central Pennsylvania Youth Ballet 380 / 2648 5 North Orange Street, Suite 3 Carlisle, PA 17013-2727 Funds are to be used to provide scholarships and/or dance clothing for disadvantaged DiscoverDance students taking Tier 3 or 4 level dance instruction at the Central PA Youth Ballet's studios.	501 (c) (3)	\$1,000
8. Community Check-Up Center of South Harrisburg, Inc. 537 / 2651 38C Hall Manor Harrisburg, PA 17104-3044 Funds are to be used to continue operating the Asthma Program that provides specialized care for the children registered at the Community Check-Up Center who have asthma.	501 (c) (3)	\$15,000
9. CONTACT Helpline, Inc. 70 / 2652 900 S Arlington Ave P O Box 90035 Harrisburg, PA 17109-0035 Funds are to be used to expand and upgrade Contact Helpline's current technology, due to a statewide conversion of existing health and human services information and referral hotline phone numbers to "211", which will double their existing service area.	501 (c) (3)	\$6,000
10. Gettysburg College 124 / 2430 300 North Washington Street Gettysburg, PA 17325 Funds are to be applied to the costs of a new Center for Athletic, Recreation, and Fitness at Gettysburg College.	501 (c) (3)	\$50,000
11. Harrisburg Area Community College Foundation 141 / 2672 One HACC Drive Harrisburg, PA 17110-2999 Funds are to be used toward the construction of a new, integrated Trench Rescue/Confined Space/Structural Collapse outdoor simulation laboratory and Hazardous Materials training site at HACC's Shumaker Public Safety Center.	501 (c) (3)	\$35,000

<i>Recipient Name</i> <i>Org ID / Activity ID</i> Address Purpose	Foundation Status of Recipient	Amount
12. Harrisburg Area YMCA 340 / 2671 123 Forster Street Harrisburg, PA 17102-3409 In memory of James F. Obrock	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2286	\$15,000
13. Harrisburg Area YMCA 340 / 2687 123 Forster Street Harrisburg, PA 17102-3409 Funds are to be used toward the replacement of pool filtration and plumbing system, parking lot lighting and installation of digital security cameras in the parking lot, replace roofing and repair ceiling damage at the East Shore Branch YMCA.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2296	\$50,000
14. Harrisburg Singers, The 152 / 2655 P.O. Box 10501 Harrisburg, PA 17105-0501 Funds are to be used to help offset the annual programming costs which exceed \$45,000, which would include underwriting the production costs for a compact disc to be used for audience outreach, public relations, and fund raising.	501 (c) (3) Date of Check: 6/1/2011 Check Number: 2282	\$1,000
15. Harrisburg University of Science and Technology 652 / 2676 326 Market Street Harrisburg, PA 17101-2208 Funds are to be used toward the purchase of a Microsoft Surface station and related software to augment production capacity in the Center for Advanced Entertainment and Learning Technology and to implement necessary renovations to the Center.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2297	\$13,000
16. Historic Harrisburg Association, Inc. 157 / 2677 PO Box 1843 Harrisburg, PA 17105-1843 Funds are to be used toward the completion of the Historic Harrisburg Resource Center Redevelopment Project.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2298	\$10,000

<i>Recipient Name</i> <i>Org ID / Activity ID</i> Address Purpose	Foundation Status of Recipient	Amount
17. Hospice of Central Pennsylvania 163 / 2483 1320 Linglestown Road Harrisburg, PA 17110-0266 Funds are to be used over a four (4) year period to fund part of the capital cost associated with the purchase and outfitting of a building, located in Susquehanna Township, Harrisburg, that will serve as its new Community Caring Center.	501 (c) (3)	\$50,000
18. Humane Society of Harrisburg Area, Inc. 365 / 2657 7790 Grayson Road Harrisburg, PA 17111 Funds are to be used toward the refinishing of dog kennel floors in three of the main dog kennels. Currently, the floor surfaces are severely cracking and peeling, creating a prime porous location for canine diseases to hide and procreate.	501 (c) (3)	\$15,000
19. Joshua Group 601 / 2658 1442 Market Street Harrisburg, PA 17103 Funds are to be used to expand Joshua Group's direct educational tutoring and social mentoring services to serve the needs of the ever-increasing underserved city youth asking for help.	501 (c) (3)	\$12,500
20. Messiah College 205 / 2445 One College Avenue P.O. Box 3013 Grantham, PA 17027-3013 Funds are to be used to support the construction of a Worship and Performing Arts Center at Messiah College.	501 (c) (3)	\$50,000
21. National Multiple Sclerosis Society, Central Pennsylvania Chapter 222 / 2690 2040 Linglestown Road, Suite 104 Harrisburg, PA 17110 Funds are to be used for "staff time" as part of the "Coordination of Services in Rural Areas" community-based program to offer educational programs and resources for residents who reside in rural areas.	501 (c) (3)	\$8,000

<i>Recipient Name</i> <i>Org ID / Activity ID</i> <i>Address</i> <i>Purpose</i>	<i>Foundation Status of Recipient</i>	<i>Amount</i>
22. Nativity School of Harrisburg 575 / 2681 2135 N. 6th Street P.O. Box 5500 Harrisburg, PA 17110 Funds are to be used for operational and program support to continue providing academic services to the low income inner-city boys enrolled in the day program and the graduates in the graduate support program	501 (c) (3)	\$15,000
	Date of Check: 12/1/2011 Check Number: 2302	
23. New Birth of Freedom Council, Boy Scouts of America 33 / 2709 One Baden Powell Lane Mechanicsburg, PA 17050 Funds, which were paid on 11/02/2011 with executive approval, are to be used to support the 37th Annual Eagle Scout Recognition dinner on Tuesday, 11/22/2011 at Milton Herhsey School's Founders Hall at the Bronze Sponsorship level	501 (c) (3)	\$1,200
	Date of Check: 12/1/2011 Check Number: 2287	
24. New Birth of Freedom Council, Boy Scouts of America 33 / 2691 One Baden Powell Lane Mechanicsburg, PA 17050 Funds are to be used for the purchase of a walk-in freezer unit for Hidden Valley Scout Reservation.	501 (c) (3)	\$22,255
	Date of Check: 12/1/2011 Check Number: 2303	
25. Paxton Street Home Benevolent Society, Inc. D/B/A Paxton Ministries 240 / 2692 2001 Paxton Street Harrisburg, PA 17111-1093 Funds are to be used toward Phase 1 of the building accessibility project to improve accessibility and safety for the residents of the Paxton Street Home, located at 2001 Paxton Street, Harrisburg, PA.	501 (c) (3)	\$50,000
	Date of Check: 12/1/2011 Check Number: 2304	
26. Pennsylvania Coalition Against Domestic Violence (PCADV) 247 / 2693 3605 Vartan Way, Suite 100 Harrisburg, PA 17110 Funds are to be used to spearhead an innovative new project aimed at increasing services to victims of domestic violence: Technology Connect.	501 (c) (3)	\$15,000
	Date of Check: 12/1/2011 Check Number: 2305	
27. Pinnacle Health Foundation 264 / 2465 409 S. Second Street P.O. Box 8700 Harrisburg, PA 17105-8700 Funds are to be used over a four (4) year period for the construction of a new Emergency Department on the Harrisburg Campus of PinnacleHealth	501 (c) (3)	\$100,000
	Date of Check: 12/1/2011 Check Number: 2306	

<i>Recipient Name</i> <i>Org ID / Activity ID</i> Address Purpose	Foundation Status of Recipient	Amount
28. Project Forward Leap Foundation 268 / 2695 1706 Race Street, 2nd Floor Philadelphia, PA 19103 Funds are to be used to support the program expenses of participating students from the Harrisburg, Steelton-Highspire, & Susquenita school districts in the Project Forward Leap 7-year middle school and now expanded high school enrichment program.	501 (c) (3)	\$10,000
29. Salvation Army 281 / 2665 1122 Green Street P.O. Box 61798 Harrisburg, PA 17106 Funds are to be used to support the Family Services Program, specifically in the area of food assistance	501 (c) (3)	\$25,000
30. Setebaid Services, Inc. Harrisburg Diabetic Youth Camp (HDYC) 147 / 2666 P O. Box 196 Winfield, PA 17889-0196 Funds are to be used for children and teens at the Harrisburg Diabetic Youth Camp held at Camp Victory in Millville, PA	501 (c) (3)	\$15,000
31. Shalom House 654 / 2667 9 S 15th Street P O Box 3893 Harrisburg, PA 17105-3893 Funds are to be used for program supplies, such as drug testing kits, household supplies, transportation needs of clients, life management skills supplies, and budgetary necessities that are essential to ongoing operations.	501 (c) (3)	\$5,000
32. St. Stephen's Episcopal School 470 / 2699 215 North Front Street Harrisburg, PA 17101-1407 Funds are to be used to support scholarships for its economically disadvantaged students	501 (c) (3)	\$15,000
33. State Street Academy of Music at St. Lawrence 561 / 2700 110 State Street Harrisburg, PA 17101 Funds are to be used for Applied Music Scholarship funding, to give students weekly music instruction, including both beginner and advanced students for the 2011-2012 academic year and into the summer 2012 program	501 (c) (3)	\$5,000

Josiah W. and Bessie H. Kline Foundation, Inc.
PART XV 3a Grants and Contributions Paid During 2011

EIN #23-6245783

<i>Recipient Name</i> <i>Org ID / Activity ID</i> Address Purpose	Foundation Status of Recipient	Amount
34. Susquehanna Chorale, Inc., The 301 / 2668 P O. Box 232 Hershey, PA 17033 Funds are to be used to develop a publication to document the 30 year history of the organization, a recording session of favorite pieces from the past 30 years, and a commissioning of new work	501 (c) (3) Date of Check: 6/1/2011 Check Number: 2285	\$1,000
35. Susquehanna University 302 / 2347 514 University Avenue Selinsgrove, PA 17870-1001 Funds would be used to support a student/faculty research lab in the new science facility.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2312	\$50,000
36. Theatre Harrisburg 146 / 2669 513 Hurlock Street Harrisburg, PA 17110-1498 Funds are to be used to offset the costs of a full-sized pit orchestra for Theatre Harrisburg's two major musicals, Joseph and the Amazing Technicolor Dreamcoat and Ragtime, presented at Whitaker Center during the 2011-2012 season	501 (c) (3) Date of Check: 6/1/2011 Check Number: 2283	\$10,000
37. United Way of The Capital Region 319 / 2670 2235 Millennium Way Enola, PA 17025 Funds are to be used as follows: \$25,000 to be distributed through the volunteer-driven fund distribution process for services in the Capital Region, \$50,000 to be used as a challenge match to encourage new membership in the Alex de Tocqueville Society.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2313	\$75,000
38. Vista Foundation, The d/b/a The Vista School 497 / 2702 1021 Springboard Drive Hershey, PA 17033 Funds are to be used toward the cost of specialized tenant finishes and construction of new facilities where The Vista School relocated.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2309	\$10,000
39. WITF, Inc. 335 / 2704 4801 Lindle Road Harrisburg, PA 17111 Funds are to be used to underwrite programming on WITF-TV and to support ongoing station operations of both WITF-TV and WITF-FM.	501 (c) (3) Date of Check: 12/1/2011 Check Number: 2314	\$15,000

Josiah W. and Bessie H. Kline Foundation, Inc.
PART XV 3a Grants and Contributions Paid During 2011

EIN #23-6245783

<i>Recipient Name</i>				
<i>Org ID / Activity ID</i>				
Address			Foundation Status	
Purpose			of Recipient	Amount

TOTAL TO PART XV 3 a:

\$924,289

Federal Form 990-PF 2011

Josiah W. and Bessie H. Kline Foundation, Inc.
PART XV 3b Grants and Contributions Scheduled for Payment

EIN #23-6245783

<i>Recipient Name</i>		
<i>Org ID / Activity ID</i>		
<i>Address</i>	<i>Foundation Status</i>	
<i>Purpose</i>	<i>of Recipient</i>	<i>Amount</i>
1. Bosler Memorial Library	501 (c) (3)	\$20,000
32 / 2685		
158 W High St.		
Carlisle, PA 17013		
Funds are to be used towards the expansion and renovation project of the Bosler Memorial Library, which will double the floor space and enable the library to increase service to the community.		
2. Boys & Girls Club of Central Pennsylvania, Inc.	501 (c) (3)	\$50,000
35 / 2686		
1227 Berryhill Street		
Harrisburg, PA 17104		
Funds are be used as a challenge match for 2012 toward direly needed renovations to the building of the Boys & Girls Club, located at 226 Berryhill Street, Harrisburg.		
3. Central Pennsylvania Food Bank	501 (c) (3)	\$50,000
292 / 2647		
3908 Corey Road		
Harrisburg, PA 17109		
Funds are to be used towards "Project Advancing Hope", a major facilities expansion and network capacity building project.		
4. Gettysburg College	501 (c) (3)	\$50,000
124 / 2430		
300 North Washington Street		
Gettysburg, PA 17325		
Funds are to be applied to the costs of a new Center for Athletic, Recreation, and Fitness at Gettysburg College.		
5. Harrisburg Area YMCA	501 (c) (3)	\$50,000
340 / 2687		
123 Forster Street		
Harrisburg, PA 17102-3409		
Funds are to be used toward the replacement of pool filtration and plumbing system, parking lot lighting and installation of digital security cameras in the parking lot, replace roofing and repair ceiling damage at the East Shore Branch YMCA.		

<i>Recipient Name</i>	<i>Org ID / Activity ID</i>	<i>Address</i>	<i>Purpose</i>	<i>Foundation Status of Recipient</i>	<i>Amount</i>
6. <i>Messiah College</i>	205 / 2445	One College Avenue P.O. Box 3013 Grantham, PA 17027-3013	Funds are to be used to support the construction of a Worship and Performing Arts Center at Messiah College.	501 (c) (3)	\$50,000

TOTAL TO PART XV 3b

\$270,000

Josiah W. and Bessie H.

Kline Foundation Inc.

ORGANIZED 1952

515 SOUTH 29TH STREET • HARRISBURG, PENNSYLVANIA 17104-2104

TELEPHONE (717) 561-4373 • FAX (717) 561-0826

GENERAL INFORMATION ABOUT KLINE FOUNDATION GRANTS

The Josiah W. and Bessie H. Kline Foundation, Inc., herein after called Kline Foundation, was established in 1952 exclusively for charitable, cultural, scientific, literary and educational purposes. The current objects and guidelines for its grant making activities are as follows:

OBJECTS

Grants are made to institutions which are located in or have branches in South Central Pennsylvania and which serve that area, with emphasis in Dauphin and Cumberland Counties. Normally grants are not made to State affiliated schools, colleges, or universities.

GRANT GUIDELINES AND APPLICATION INFORMATION

The Kline Foundation does not make loans and does not make grants to individuals and generally does not make grants for normal operational phases of established programs or to national organizations or religious programs.

To be considered for Kline Foundation aid, a copy of the attached application must be submitted and the following information must be fully stated:

- A description of the need and purpose, the qualifications of the requesting Organization and the location as to where and how the support will be used.
- A budget for the project and any support that will be received from other sources and a copy of your most recent financial statement.
- The amount of the request from the Kline Foundation and the dates the funds are needed.
- A copy of a letter from the Internal Revenue Service showing that the Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and that the organization is not a private Foundation under Section 509(a).

Requests for grants may be submitted at any time. The Kline Foundation Board of Directors act upon all qualified requests at meetings, which are generally held every May and November. **Please review the attached addendum to obtain the deadline date(s) that proposals must be received at our office.** After grant requests are considered, notification to the party submitting the request will be given.

Grant requests should be addressed to: *Josiah W. and Bessie H. Kline Foundation, Inc., Grant Applications, c/o John A. Obrock, CPA, 515 South 29th Street, Harrisburg, PA 17104.*

Josiah W. and Bessie H.

Kline Foundation Inc.

ORGANIZED 1952

APPLICATION FOR CONSIDERATION OF GRANT REQUEST

This application is required for your organization to be considered for Kline Foundation grants. Please attach any additional information to these pages. Should any of the information below change, please notify the Kline Foundation office at 717-561-4373. Please type or print.

Application Date: _____

Full Name of Organization: _____

Mailing Address: _____

City, State, Zip: _____

Contact Person/Title: _____

Telephone: _____ Fax: _____

Website URL: _____ Email: _____

☐ Yes ☐ No Is your organization qualified as a 501(c)(3) organization by the Internal Revenue Service?

☐ Yes ☐ No Is your organization a private foundation under Internal Revenue Service Code Section 509(a)?

NOTE: A copy of the IRS letter qualifying your organization as a charitable organization under IRS code section 501(c)(3) must be included with this application.

☐ Yes ☐ No Is your organization located in and does it provide services primarily within South Central Pennsylvania?

☐ Yes ☐ No Would the funds awarded to your organization provide services, activities, or programs in South Central Pennsylvania?

TYPE OF ORGANIZATION (please check one)

- ☐ Medical
- ☐ Academic
- ☐ Benevolent (charitable)
- ☐ Community
- ☐ Cultural

Amount requested: \$ _____ Dates of Need: _____

Describe the purpose, for which these funds would be used; why are the funds needed?

Summarize the goals and purposes of your organization:

Describe the services your organization provides and the individuals served:

Please attach your organization's most recent financial statement.

*Where appropriate, also attach a budget or breakdown of funding sources
and costs for the project for which you are requesting funds.*

Please indicate any special instructions pertaining to actual payment should your organization be approved for Kline funding (ie. if checks should be sent to a different address or to the attention of someone other than contact person).

Any additional comments or notes:

*Please feel free to attach any additional information that may be pertinent
to understanding your organization or the purposes for this request.*

Grant requests should be mailed to:

*The Josiah W. and Bessie H. Kline Foundation, Inc.
Grant Applications
c/o John A. Obrock, CPA
515 South 29th Street
Harrisburg PA 17104*

*Please note that requests may be submitted at any time. The Foundation Board of Directors act upon all
qualified requests at meetings which are generally held every May and November.
After grant requests are considered, your organization will receive notification; generally, funding is
awarded in December of each year.*

Signature

Title

Date