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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

The Lenore & Howard Klein Foundation Inc
c/o Ivey Barnum etc. 170 Mason St.
Greenwich, CT 06830**A** Employer identification number
13-3673818**B** Telephone number (see the instructions)
(203) 661-6000**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)
\$ 2,695,131.**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)**1** Contributions, gifts, grants, etc. received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents
b Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 909,947.**7** Capital gain net income (from Part IV, line 2)**8** Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12** Total. Add lines 1 through 11. See Statement 1**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule). See St 2**b** Accounting fees (attach sch)**c** Other prof fees (attach sch) See St 3**17** Interest**18** Taxes (attach schedule)(see instrs) See Stm 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)**24** Total operating and administrative expenses. Add lines 13 through 23. See Statement 5**25** Contributions, gifts, grants paid Part XV**26** Total expenses and disbursements. Add lines 24 and 25**27** Subtract line 26 from line 12**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter -0)**c** Adjusted net income (if negative, enter -0)

SCANNED NOV 15 2013

REVENUE

ADMINISTRATIVE AND EXPENSES

15

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	24,686.	64,428.	64,428.
	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)	2,696,869.	2,566,980.	2,630,703.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,721,555.	2,631,408.	2,695,131.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR 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	2,721,555.	2,631,408.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,721,555.	2,631,408.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,721,555.	2,631,408.	

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	2,721,555.
2 Enter amount from Part I, line 27a	2	-90,148.
3 Other increases not included in line 2 (itemize) <u>See Statement 6</u>	3	1.
4 Add lines 1, 2, and 3	4	2,631,408.
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	2,631,408.

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)
1 a Capital Gains-See Attached		P	Various	Various
b Capital Losses-See Attached		P	Various	Various
c Capital Gain Distributions		P	Various	Various
d 110 Exchange of Eaton Corp., common		P	3/20/12	12/03/12
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 500,212.		365,247.	134,965.
b 377,509.		505,949.	-128,440.
c 23,933.			23,933.
d 8,293.		19,067.	-10,774.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			134,965.
b			-128,440.
c			23,933.
d			-10,774.
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	19,684.
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	19,684.

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))
2011	175,580.	2,817,162.	0.062325
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

2 Total of line 1, column (d)	2	0.288014
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	0.057603
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,708,712.
5 Multiply line 4 by line 3	5	156,030.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	450.
7 Add lines 5 and 6	7	156,480.
8 Enter qualifying distributions from Part XII, line 4	8	157,362.

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

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

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	450.
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	450.
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	450.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,211.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	1,211.	
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	761.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 761. 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 <i>General Instruction G</i> ? <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 2012 or the taxable year beginning in 2012 (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?	13	X	

Website address N/A

14 The books are in care of Jennifer D. Port, Esq. Telephone no (203) 661-6000
 Located at 170 Mason St. Greenwich CT ZIP + 4 06830

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ☐
 and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b N/A
Organizations relying on a current notice regarding disaster assistance check here ☐		
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 2012?		1 c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions.)		2 b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 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 2012)		3 b N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b X

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

5 a 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)?

☐

5 b

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)

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

☐ Yes

☒ No

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

☐

6 b

X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

7 b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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				

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	1 a	2,705,900.
b	Average of monthly cash balances	1 b	44,061.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,749,961.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,749,961.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,249.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,708,712.
6	Minimum investment return Enter 5% of line 5	6	135,436.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	135,436.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	450.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	450.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	134,986.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	134,986.
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	134,986.

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	1 a	157,362.
b	Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	157,362.
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	450.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	156,912.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				134,986.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	18,144.			
b From 2008	17,144.			
c From 2009	32,533.			
d From 2010	13,118.			
e From 2011	35,712.			
f Total of lines 3a through e	116,651.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 157,362.				
a Applied to 2011, 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 2012 distributable amount				134,986.
e Remaining amount distributed out of corpus	22,376.			
5 Excess distributions carryover applied to 2012 (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	139,027.			
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 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	18,144.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	120,883.			
10 Analysis of line 9:				
a Excess from 2008	17,144.			
b Excess from 2009	32,533.			
c Excess from 2010	13,118.			
d Excess from 2011	35,712.			
e Excess from 2012	22,376.			

BAA

Form 990-PF (2012)

N/A

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

- 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(i)(3)(B)(i)

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

- c 'Support' alternative test— enter:

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

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

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

[illegible]

Part XV **Supplementary Information** (Complete this part only if the 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 or e-mail of the person to whom applications should be addressed:

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

- c Any submission deadlines'

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Exhibit Attached	None			117,100.
Total			3 a	117,100.
b Approved for future payment				
Total			3 b	

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
Class action proceeds	\$ 189.	\$ 189.	\$ 189.
Total	<u>\$ 189.</u>	<u>\$ 189.</u>	<u>\$ 189.</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	\$ 9,689.			\$ 9,689.
Total	<u>\$ 9,689.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 9,689.</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	\$ 30,547.	\$ 30,547.	\$ 30,547.	\$ 30,547.
Reim BNY Mellon Corp Bond Fund Fee	-81.	-81.	-81.	-81.
Reim. BNY Mellon Income Stock Fund Fee	-735.	-735.	-735.	-735.
Reim. BNY Mellon Intermediate Fund Fee	-1,571.	-1,571.	-1,570.	-1,571.
Reim. BNY Mellon International Fund Fee	-1,235.	-1,235.	-1,235.	-1,235.
Reim. Dryfus High Yield Fund	-67.	-67.	-67.	-67.
Reimb BNYMellon Emerging Market Fund fee	-1,142.	-1,142.	-1,142.	-1,142.
Reimb. BNY Mellon Mid Cap Stock Fund Fee	-2,603.	-2,603.	-2,603.	-2,603.
Reimb. BNY Mellon Money Market Fund Fee	-22.	-22.	-22.	-22.
Reimb. BNY Mellon Short US Gov Fund Fee	-999.	-999.	-999.	-999.
Remi Dryfus Strat Inter Bond Fund Fee	-177.	-177.	-177.	-177.
Total	<u>\$ 21,915.</u>	<u>\$ 21,915.</u>	<u>\$ 21,916.</u>	<u>\$ 21,915.</u>

2012

Federal Statements

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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	\$ 265.	\$ 265.	\$ 265.	\$ 265.
IRS - Excise Tax Payment for 2011	2,000.			2,000.
IRS - Excise Tax Payment - 2012	1,000.			1,000.
Total	<u>\$ 3,265.</u>	<u>\$ 265.</u>	<u>\$ 265.</u>	<u>\$ 3,265.</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	\$ 13.	\$ 13.	\$ 13.	\$ 13.
NYS Dept of Law - Filing Fee	250.			250.
Total	<u>\$ 263.</u>	<u>\$ 13.</u>	<u>\$ 13.</u>	<u>\$ 263.</u>

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

Adjustment for Rounding				\$ 1.
Total				<u>\$ 1.</u>

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year		End of the Fiscal Year		End of the Year Fair Market Value	
<u>Asset Description</u>		<u>Book Value</u>		<u>Book Value</u>		<u>Market Value</u>	
<u>Publicly Traded Stocks</u>							
91 shares, ADT Corp., common		Purchased During Year	\$	1,663.00	\$	4,230.59	
127 shares, Alliance Data Systems, Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		10,838.92		7,647.46		18,384.52	
330 shares, Allscripts-Misys Healthcare Solutions, common (shares and basis have been adjusted due to the sale of shares of stock)		7,692.73		5,641.34		3,108.60	
51 shares, Amazon.com, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		14,272.56		10,252.12		12,794.37	
260 shares, American Express Company, common (shares and basis have been adjusted due to the sale of shares of stock)		15,175.03		10,959.74		14,944.80	
300 shares, American International Group, common		Purchased During Year		10,140.39		10,590.00	
60 shares, American Tower Corp., common		Purchased During Year		4,269.89		4,636.20	
270 shares, Ameriprise Financial, Inc. common (shares and basis have been adjusted due to the		7,790.69		5,770.88		12,526.00	

The Lenore and Howard Klein Foundation, Inc
Form 990PF for year ended 12/31/2012
E.I.N 13-3673818
Balance Sheet of Assets

Part II - Itemized Statement of Securities and All Other Assets					
<u>Asset Description</u>		<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>	
sale of shares of stock)					
150 shares, Anadarko Petroleum Corp., common (shares and basis have been adjusted due to the purchase of additional shares of stock)	\$	5,529.69	\$ 8,127.69	\$	11,146.50
155 shares, Apache Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		15,432.85	11,126.01		12,167.50
100 shares, Apple Computer, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		25,189.24	18,121.76		53,217.30
510 shares, AT&T Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		26,416.39	18,711.61		17,192.10
380 shares, Baxter International, Inc., common		20,068.85	Sold During Year	Sold During Year	
160 shares, Beanm, Inc., common		Purchased During Year	9,458.89		9,774.40
160 shares, Caterpillar, Inc., common		10,295.72	Sold During Year	Sold During Year	
500 shares, Cbre Group, Inc., common		Purchased During Year	9,193.83		9,950.00
390 shares, Cbs Corp., common		11,003.95	10,613.30		14,839.50

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year	End of the Fiscal Year	End of the Year Fair Market Value
<u>Asset Description</u>		<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
(shares and basis have been adjusted due to the sale of shares of stock)				
120 shares, Chubb Corp., common (shares and basis have been adjusted due to the sale of shares of stock)	\$	14,413.43	\$ 6,405.97	\$ 9,038.40
160 shares, Cigna Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		5,433.87	3,951.91	8,553.60
340 shares, Coca-Cola Company, common	Purchased During Year		9,784.59	10,788.20
150 shares, Cognizant Technology Solutions Corp, com (shares and basis have been adjusted due to the sale of shares of stock)		11,108.97	10,594.74	11,082.35
250 shares, Conagra Foods, Inc., common	Purchased During Year		7,413.55	7,375.00
140 shares, Conocophillips, common (shares and basis have been adjusted due to the sale of shares of stock)		10,743.52	6,272.54	8,118.60
230 shares, Covidien PLC (shares and basis have been adjusted due to the sale of shares of stock)		14,667.99	10,882.70	13,280.20

Part II - Itemized Statement of Securities and All Other Assets					
<u>Asset Description</u>		<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>	
142 shares, Cummins, Inc., common	\$	4,816.81	Sold During Year	Sold During Year	
150 shares, Danaher Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		6,110.03 \$	4,364.31 \$	8,385.00	
350 shares, Disney Walt Co., common	Purchased During Year		17,459.47	17,426.50	
280 shares, Eaton Corp., PLC	Received During Year		8,279.95	15,170.40	
600 shares, Electronic Arts, Inc., common		11,842.62	Sold During Year	Sold During Year	
570 shares, EMC Corporation, common (shares and basis have been adjusted due to the sale of shares of stock)		15,932.70	11,495.75	14,421.00	
230 shares, Ensco International PLC (shares and basis have been adjusted due to the sale of shares of stock)		17,832.78	13,230.77	13,634.40	
61 shares, Eog Res, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		8,771.83	6,295.08	7,368.19	
280 shares, ExxonMobil Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		21,654.17	15,546.58	24,234.00	

The Lenore and Howard Klein Foundation, Inc
Form 990PF for year ended 12/31/2012
E I N. 13-3673818
Balance Sheet of Assets

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year		End of the Fiscal Year		End of the Year Fair Market Value	
<u>Asset Description</u>		<u>Book Value</u>		<u>Book Value</u>		<u>Market Value</u>	
sale of shares of stock)							
170 shares, Fedex Corp., common		Purchased During Year	\$	15,662.48	\$	15,592.40	
150 shares, Fluor Corp., common		Purchased During Year		8,560.90		8,811.00	
750 shares, Ford Motor Company, common (shares and basis have been adjusted due to the sale of shares of stock)		\$	17,915.79	12,796.99		9,712.50	
890 shares, General Electric Co., common (shares and basis have been adjusted due to the sale of shares of stock)			43,421.24	25,763.27		18,681.10	
210 shares, Hess Corp., common			10,344.77	Sold During Year		Sold During Year	
310 shares, Honeywell International, Inc., common			11,506.62	Sold During Year		Sold During Year	
150 shares, Informatica Corp., common (shares and basis have been adjusted due to the sale of shares of stock)			6,389.71	4,564.08		4,548.00	
54 shares, Intercontinentalexchange, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)			9,172.61	6,693.53		6,685.74	
73 shares, International Business Machines, Corp.,			11,618.32	8,315.07		13,983.15	

Part II - Itemized Statement of Securities and All Other Assets				Beginning of Fiscal Year	End of the Fiscal Year	End of the Year Fair Market Value
<u>Asset Description</u>				<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
common (shares and basis have been adjusted due to the sale of shares of stock)						
140 shares, Intuit, common (shares and basis have been adjusted due to the sale of shares of stock)				\$ 10,355.07	\$ 7,248.55	\$ 8,326.56
1,200 shares, Ishares S&P Gsci Commodity				19,068.00	Sold During Year	Sold During Year
210 SHARES, Johnson & Johnson, common				Purchased During Year	13,792.43	14,721.00
456 shs., JP Morgan Chase Corporation, (shares and basis have been adjusted due to the sale of shares of stock)				23,561.06	16,892.84	20,049.91
260 shares, Limited Brands, Inc., common				4,666.56	Sold During Year	Sold During Year
510 shares, Lincoln National Corp. Industries, commc				11,476.38	Sold During Year	Sold During Year
93 shares, Lorillard, Inc., common				10,122.29	Sold During Year	Sold During Year
260 shares, Lyondellbasell Industries, Class A				Purchased During Year	12,021.56	14,843.40
100 shares, McKesson Corp., common (shares and basis have been adjusted due to the sale of shares of stock)				15,803.63	5,644.15	9,696.00

The Lenore and Howard Klein Foundation, Inc
Form 990PF for year ended 12/31/2012
E.I.N 13-3673818
Balance Sheet of Assets

Part II - Itemized Statement of Securities and All Other Assets					
<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>		
613493 shares, Merck & Co., common (shares and basis have been adjusted due to the purchase of additional shares of stock)	\$ 12,580.36	\$ 17,916.06	\$ 25,096.22		
320 shares, Moodys Corp., common	Purchased During Year	14,194.25	16,102.40		
230 shares, National Oilwell Varco, Inc., common	18,229.53	16,126.12	15,720.50		
305 shares, Netapp, Inc., common	11,353.92	Sold During Year	Sold During Year		
720 shares, News Corp., Ltd., Class B common (shares and basis have been adjusted due to the sale of shares of stock)	18,328.18	13,065.63	18,892.80		
310 shares, Nextera Energy, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	23,863.66	17,204.03	21,448.90		
250 shares, Norfolk Southern Corp., common	12,422.59	Sold During Year	Sold During Year		
160 shares, Occidental Petroleum Corp., common (shares and basis have been adjusted due to the sale of shares of stock)	16,181.71	11,768.52	12,257.60		
410 shares, Omnicom Group, Inc., common	20,313.79	Sold During Year	Sold During Year		

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year	End of the Fiscal Year	End of the Year Fair
<u>Asset Description</u>		<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
460 shares, Oracle Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		\$ 20,021.25	\$ 9,209.78	\$ 15,327.20
35 shares, Pentair Ltd, common	Purchased During Year		536.35	1,720.25
320 shares, Pepsico, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		26,830.83	19,079.70	21,897.60
1,400 shares, Pfizer, Inc., common (shares and basis have been adjusted due to the purchase and sale of shares of stock)		30,182.57	31,403.25	35,111.02
240 shares, Philip Morris International, common (shares and basis have been adjusted due to the sale of shares of stock)		17,239.12	12,537.54	20,073.60
400 shares, Ppl Corp., common		10,337.21	Sold During Year	Sold During Year
90 shares, Praxair Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		6,788.51	4,699.74	9,850.50
250 shares, Procter & Gamble Co., common		14,177.31	Sold During Year	Sold During Year
110 shares, PVH Corp., common		11,115.66	8,151.48	12,211.10

The Lenore and Howard Klein Foundation, Inc
Form 990PF for year ended 12/31/2012
EIN 13-3673818
Balance Sheet of Assets

Part II - Itemized Statement of Securities and All Other Assets		Beginning of Fiscal Year		End of the Fiscal Year		End of the Year Fair Market Value	
<u>Asset Description</u>		<u>Book Value</u>		<u>Book Value</u>		<u>Market Value</u>	
(shares and basis have been adjusted due to the sale of shares of stock)							
320 shares, Qualcomm, Inc., common	\$	19,258.08	\$	14,005.88	\$	19,795.07	
(shares and basis have been adjusted due to the sale of shares of stock)							
80 shares, Ralcorp Holdings, Inc., common	Purchased During Year			5,902.77		7,172.00	
220 shares, Robert Half International, Inc., common		7,631.14		5,995.90		7,000.40	
(shares and basis have been adjusted due to the sale of shares of stock)							
530 shares, Sanofi Synthelabo Spon ADR, common	Purchased During Year			20,685.55		25,111.40	
300 shares, Skyworks Solutions, Inc., common	Purchased During Year			7,024.83		6,090.00	
340 shares, St. Jude Medical, Inc., common		17,707.04		Sold During Year		Sold During Year	
140 shares, T Rowe Price Group, Inc., common	Purchased During Year			8,534.68		9,116.39	
160 shares, Target Corp., common		8,612.94		8,612.94		9,467.20	
100 shares, Teradata Corporation, common		11,300.74		4,913.37		6,189.00	
(shares and basis have been adjusted due to the sale of shares of stock)							

Part II - Itemized Statement of Securities and All Other Assets			
<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
180 shares, Transcanada Corp., common (shares and basis have been adjusted due to the sale of shares of stock)	\$ 10,257.34 \$	7,693.00 \$	8,517.60
200 shares, Tyco International, Ltd., common (shares and basis have been adjusted due to the sale of shares of stock)	10,866.91	4,488.88	5,850.00
570 shares, Unilever PLC ADR (shares and basis have been adjusted due to the sale of shares of stock)	23,540.13	16,984.72	22,070.40
490 shares, Vale SA-Sp. ADR	7,220.38	Sold During Year	Sold During Year
110 shares, Vmware, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	13,528.78	9,921.11	10,355.40
770 shares, Wells Fargo & Company, common (shares and basis have been adjusted due to the sale of shares of stock)	30,864.58	22,005.30	26,318.60
190 shares, Zimmer Holdings, Inc., common	13,103.39	Sold During Year	Sold During Year
	\$ 962,315.04 \$	\$ 724,293.05 \$	\$ 912,792.13

Part II - Itemized Statement of Securities and All Other Assets					
<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>		
<u>Common Trust Funds</u>					
6,274.51 shares, BNY Mellon Corporate Bond Fund		\$ 80,000.00	\$	81,756.87	
21,129.239 shares, Mellon Emerging Markets Fund, Class M shares (shares and basis have been adjusted due to the purchase of additional shares)	215,073.28	270,073.28		216,574.70	
29,789.148 shares, Mellon Intermediate Bond Fund, Class M shares	367,166.00	367,166.00		393,216.75	
8,943.617 shares, Mellon International Fund, Class M shares (shares and basis have been adjusted due to the sale of shares)	396,307.52	129,449.10		89,883.35	
23618.587 shares, BNY Mellon Mid Cap Stock Fund, Class M shares (shares and basis have been adjusted due to the sale of shares)	411,395.14	306,838.32		264,528.17	
24,728.481 shares, BNY Mellon Short Term U.S. Government Fund, Class M (shares and basis have been adjusted due to the purchase of additional shares)	271,611.58	302,611.58		272,950.29	

Part II - Itemized Statement of Securities and All Other Assets			
<u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
34,936.508 BNY Mellon Income Stock Fund (shares and basis have been adjusted due to the purchase of additional shares)	\$ 50,000.00	\$ 239,000.00	\$ 252,940.32
6,163.329 shares, Dryfus High Yield Fund	Purchased During Year	40,000.00	41,109.40
6,253.594 shares, Dryfus Pre Strategic International Stock Fund	Purchased During Year	84,548.58	90,677.11
1,021.768 units Highbridge Dynamic Commodities Strategy Fund E	23,000.00	23,000.00	14,274.10
	\$ 1,734,553.52	\$ 1,842,686.86	\$ 1,717,911.06
Total	\$ 2,696,868.56	\$ 2,566,979.91	\$ 2,630,703.19

<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>					
Alliance Data Systems Corp., common 53 shares	\$ 7,019.80	\$ 3,191.46	8/16/2012	6/2/2009	\$ 3,828.34
Amazon.Com, Inc., common 20 shares	4,666.94	4,020.44	8/16/2012	5/5/2011	646.50
American Express Co., common 100 shares	5,607.73	4,215.29	8/16/2012	7/12/2010	1,392.44
American Tower Corp., common 20 shares	1,425.61	1,423.30	8/16/2012	7/13/2012	2.31
Ameriprise Financial, Inc., common 70 shares	3,803.26	2,019.81	8/16/2012	1/10/2011	1,783.45
Anadarko Petroleum Corp., common 40 shares	2,741.49	2,167.39	8/16/2012	1/31/2012	574.10
Apache Corp., common 60 shares	5,269.00	4,306.84	8/16/2012	6/2/2009	962.16
Apple Computer, Inc., common 39 shares	24,508.25	7,067.48	8/16/2012	6/10/2009	17,440.77
AT&T, Inc., common 210 shares	7,850.95	7,704.78	8/16/2012	6/2/2009	146.17

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Caterpillar, Inc., common 40 shares	3,528.94	2,573.93	11/16/2011	Various	955.01
20 shares	1,683.73	1,286.97	12/7/2012	Various	396.76
100 shares	8,588.34	6,434.82	12/7/2012	Various	2,153.52
Cbs Corp - C;ass B, common 120 shares	4,279.74	3,265.63	8/16/2012	5/10/2011	1,014.11
Chubb Corp., common 150 shares	10,820.55	8,007.46	8/16/2012	11/27/2007	2,813.09
Cigna Corp., common 60 shares	2,609.06	1,481.96	8/16/2012	6/24/2009	1,127.10
Coca-Cola Company, common 110 shares	3,204.85	3,165.60	8/16/2012	Various	39.25
Conocophillips, common 60 shares	3,438.84	2,688.23	8/16/2012	2/27/2007	750.61
Cooper Industries PLC-Class A, com. 60 shares	4,425.43	3,826.82	8/16/2012	3/20/2012	598.61
Add funds on exchange/Eaton	8,613.00	-	12/3/2012	3/20/2012	8,613.00
Covidien PLC, common 80 shares	4,580.36	3,785.29	8/16/2012	1/6/2011	795.07
Cummins, Inc., common 142 shares	14,241.58	4,816.81	8/16/2012	5/6/2009	9,424.77

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Danaher Corp., common 60 shares	3,211.45	1,745.72	8/16/2012	Various	1,465.73
Dr. Pepper Snapple Group, common 40 shares	1,791.64	1,718.37	8/16/2012	6/20/2012	73.27
27 shares	1,225.99	1,159.90	12/11/2012	6/20/2012	66.09
79 shares	3,590.81	3,393.77	12/12/2012	6/20/2012	197.04
14 shares	641.42	601.43	12/13/2012	6/20/2012	39.99
Fund					
1,142.857 shares	16,000.00	15,451.42	11/7/2012	8/14/2012	548.58
Eaton Corp., PLC .454 shares	23.42	13.43	12/17/2012	12/3/2012	9.99
EMC Corporation, common 220 shares	5,879.55	4,436.95	8/16/2012	5/5/2011	1,442.60
EOG Resources, Inc., common 24 shares	2,617.19	2,476.75	8/16/2012	11/17/2011	140.44
Exxon Mobil Corp., common 110 shares	9,680.42	6,107.59	8/16/2011	Various	3,572.83
Hess Corporation, common 80 shares	4,396.33	3,940.86	1/31/2012	Various	455.47
87 shares	4,798.03	4,285.69	2/1/2012	Various	512.34

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
11 shares	607.27	541.87	2/1/2012	Various	65.40
32 shares	1,761.17	1,576.35	2/1/2012	Various	184.82
Honeywell International, Inc., common 310 shares	18,668.85	11,506.62	3/16/2012	Various	7,162.23
Informatica Corp., common 60 shares	1,870.41	1,825.63	8/16/2012	8/18/2010	44.78
Intercontinentalexchange, Inc., common 20 Shares	2,667.18	2,479.08	8/16/2012	10/24/2011	188.10
International Business Machines, com 29 shares	5,764.55	3,303.25	8/16/2012	Various	2,461.30
Intuit, common 60 shares	3,501.16	3,106.52	8/16/2012	10/17/2011	394.64
Ishares S&P Gsci Commodity-Ind 600 shares	19,517.80	19,068.00	12/24/2012	10/17/2011	449.80
Johnson & Johnson, common 70 shares	4,789.01	4,597.48	8/16/2012	6/19/2012	191.53
Limited Brands, Inc., common 7 shares	324.09	125.64	7/25/2012	10/9/2009	198.45
98 shares	4,464.46	1,758.93	7/26/2012	10/9/2009	2,705.53
93 shares	4,173.79	1,669.19	7/27/2012	10/9/2009	2,504.60
62 shares	2,757.55	1,112.80	7/27/2012	10/9/2009	1,644.75

The Lenore and Howard Klein Foundation, Inc
Form 990PF for year ended 12/31/12
EIN 13-3673818
Schedule of 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>
Lorillard, Inc., common 26 shares	3,226.07	2,907.00	8/16/2012	8/25/2011	319.07
26 shares	3,015.17	2,907.01	9/17/2012	8/25/2011	108.16
60 shares	6,992.39	6,708.47	9/18/2012	8/25/2011	283.92
McKesson Corporation, common 50 shares	4,563.82	2,822.08	5/2/2012	1/7/2010	1,741.74
100 shares	9,148.77	5,644.15	5/3/2012	1/7/2010	3,504.62
30 shares	2,668.20	1,693.25	8/16/2012	1/7/2010	974.95
National Oilwell Varco, Inc., common 30 shares	2,282.01	2,103.41	8/16/2012	12/13/2011	178.60
News Corp., Inc., Class B common 290 shares	6,801.51	5,262.55	8/16/2012	Various	1,538.96
Nextera Energy, Inc., common 120 shares	8,303.31	6,659.63	8/16/2012	4/11/2011	1,643.68
Norfolk Southern Corp., common 170 shares	11,644.65	8,447.36	2/22/2012	11/9/2009	3,197.29
80 shares	5,484.01	3,975.23	2/22/2012	11/9/2009	1,508.78
Occidental Petroleum Corp., com 60 shares	5,381.33	4,413.19	8/16/2012	4/28/2009	968.14
Omnicom Group, Inc., common					

Schedule of 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>
410 shares	21,187.76	20,313.79	8/16/2012	1/12/2011	873.97
Oracle Corp., common					
410 shares	11,953.24	8,208.71	4/4/2012	2/7/2007	3,744.53
130 shares	4,069.72	2,602.76	8/16/2012	Various	1,466.96
Pentair Ltd., common					
.9915 shares	45.58	15.19	11/5/2012	10/3/2012	30.39
Pepsico, Inc., common					
130 shares	9,347.48	7,751.13	8/16/2012	5/18/2011	1,596.35
Pfizer, Inc., common					
410 shares	9,706.86	9,196.67	8/16/2012	7/10/2009	510.19
Philip Morris International, com					
90 shares	8,301.90	4,701.58	8/16/2012	3/31/2008	3,600.32
Phillips 66, common					
100 shares	4,008.44	1,782.75	8/16/2012	5/1/2012	2,225.69
Ppl Corp., common					
400 shares	11,921.85	10,337.21	8/16/2012	4/7/2011	1,584.64
Praxair, Inc., common					
40 shares	4,286.92	2,088.77	8/16/2012	Various	2,198.15
Proctor & Gamble Company, common					
10 shares	671.49	567.09	3/30/2012	Various	104.40

The Lenore and Howard Klein Foundation, Inc
Form 990PF for year ended 12/31/12
EIN 13-3673818
Schedule of 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>
132 shares	8,864.31	7,485.62	3/30/2012	Various	1,378.69
10 shares	670.85	567.09	4/2/2012	Various	103.76
98 shares	6,564.05	5,557.51	4/2/2012	Various	1,006.54
PVH Corp., common 40 shares	3,372.00	2,964.18	8/16/2012	11/8/2011	407.82
Qualcomm, Inc., common 120 shares	7,453.79	5,252.20	8/16/2012	Various	2,201.59
Ralcorp Holdings, Inc., common 50 shares	4,439.44	3,689.23	11/30/2012	4/3/2012	750.21
Robert Haft International, Inc., common 60 shares	1,703.68	1,635.24	8/16/2012	12/8/2011	68.44
Teradata Corporation, common 20 shares	1,303.02	982.67	7/11/2012	3/7/2011	320.35
80 shares	5,241.78	3,930.69	7/12/2012	3/8/2011	1,311.09
30 shares	2,282.71	1,474.01	8/16/2012	3/8/2011	808.70
Transcanada Corp., common 60 shares	2,714.22	2,564.34	8/16/2012	10/24/2011	149.88
Tyco International, Ltd., common 210 shares	11,895.33	6,339.03	8/16/2012	Various	5,556.30
Unilever PLC ADR 220 shares	7,881.10	6,555.51	8/16/2012	12/16/2009	1,325.59

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Vale SA-Sp ADR					
140 shares	2,666.42	2,062.97	8/16/2012	11/27/2009	603.45
63 shares	1,079.83	928.33	12/7/2012	11/27/2009	151.50
287 shares	5,062.43	4,229.08	12/7/2012	11/27/2009	833.35
Vmware Inc., Class A common					
40 shares	3,850.91	3,607.67	8/19/2012	9/14/2011	243.24
Wells Fargo & Co., common					
310 shares	10,522.96	8,859.28	8/16/2012	Various	1,663.68
Total Sales Resulting in a Gain	\$ 500,212.30	\$ 365,247.18			\$ 134,965.12
Assets Sold at a Losses					
common					
120 shares	1,343.47	2,051.39	8/16/2012	8/16/2010	\$ (707.92)
Baxter International, Inc., common					
54 shares	2,653.52	2,851.89	6/1/1912	8/15/2011	\$ (198.37)
326 shares	16,032.78	17,216.96	6/20/2012	8/23/2011	(1,184.18)
BNY Mellon International , Class M					
16,594.829 shares	154,000.00	240,192.05	8/14/2012	Various	(86,192.05)
1,842.375 shares	18,000.00	26,666.37	11/7/2012	Various	(8,666.37)
BNY Mellon Cap Stock Fund, ClassM					

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
3,373.702 shares	39,000.00	43,829.09	8/14/2012	Various	(4,829.09)
4,674.459 shares	56,000.00	60,727.73	11/7/2012	Various	(4,727.73)
common					
40 shares	2,593.04	2,825.27	8/16/2012	10/14/2011	(232.23)
Electronic Arts, Inc., common					
130 shares	1,599.10	2,565.90	6/19/2012	8/17/2011	(966.80)
7 shares	85.70	138.16	6/20/2012	8/17/2011	(52.46)
412 shares	5,092.00	8,131.94	6/20/2012	8/17/2011	(3,039.94)
28 shares	345.91	552.65	6/20/2012	8/17/2011	(206.74)
23 shares	283.51	453.97	6/20/2012	8/17/2011	(170.46)
Ensco PLC, common					
80 shares	4,463.06	4,602.01	8/16/2012	3/28/2011	(138.95)
Fedex Corp., common					
60 shares	5,258.19	5,527.94	8/16/2012	6/25/2012	(269.75)
Ford Motor Company, common					
300 shares	2,812.68	5,118.80	8/16/2012	Various	(2,306.12)
General Electric Company, common					
420 shares	8,780.25	12,157.95	8/16/2012	Various	(3,377.70)
190 shares	3,941.40	5,500.02	12/31/2012	Various	(1,558.62)
JP Morgan Chase & Co., common					
180 shares	6,632.09	6,668.22	8/16/2012	2/11/2009	(36.13)

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Lincoln National Corp., common					
68 shares	1,405.05	1,530.18	1/31/2012	8/17/2011	(125.13)
268 shares	5,606.83	6,030.73	2/1/2012	8/17/2011	(423.90)
174 shares	3,638.27	3,915.47	2/2/2012	8/17/2011	(277.20)
Moodys Corp., common					
20 shares	784.69	840.95	8/16/2012	4/4/2012	(56.26)
Netapp, Inc., common					
132 shares	4,076.48	4,913.83	6/25/2012	6/24/2011	(837.35)
43 shares	1,330.33	1,600.72	6/25/2012	6/24/2011	(270.39)
9 shares	272.49	335.03	6/26/2012	10/21/2011	(62.54)
121 shares	3,621.61	4,504.34	6/26/2012	10/22/2011	(882.73)
Ralcorp Holdings, Inc., common					
50 shares	3,211.93	3,689.23	8/16/2012	Various	(477.30)
St. Jude Medical, Inc., common					
6 shares	223.29	312.48	7/23/2012	3/25/2011	(89.19)
334 shares	12,537.11	17,394.56	7/23/2012	3/25/2011	(4,857.45)
Zimmer Holdings, Inc., common					
50 shares	3,058.52	3,448.26	8/16/2012	5/13/2011	(389.74)
35 shares	2,178.76	2,413.78	10/17/2012	5/13/2011	(235.02)
52 shares	3,261.85	3,586.19	10/18/2012	5/13/2011	(324.34)
53 shares	3,384.91	3,655.16	10/19/2012	5/16/2011	(270.25)
Total Sales Resulting in a Loss	\$ 377,508.82	\$ 505,949.22			\$ (128,440.40)

Exchange

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Eaton Corp, Common (Tyco) 110 shares	5,146.69	5,035.22	12/3/2012	8/16/2012	\$ 111.47
Cooper Industries PLC, Class A for Eaton PLC					
220 shares	3,146.69	14,031.65	12/3/2012	3/20/2012	\$ (10,884.96)
	<u>\$ 8,293.38</u>	<u>\$ 19,066.87</u>			<u>\$ (10,773.49)</u>
<u>Capital Gains Distributions</u>					
BNY Mellon Corporate Bond Fund	\$ 280.47	0.00	12/18/2012	Various	\$ 280.47
BNY Mellon Intermediate Bond Fund, Class M Shares	691.11	0.00	12/18/2012	Various	691.11
BNY Income Stock Fund	209.62	0.00	12/13/2012	Various	209.62
BNY Mellon Mid Cap Stock Fund, Class M shares	22,751.78	0.00	12/11/2012	Various	22,751.78
	<u>\$ 23,932.98</u>	<u>0.00</u>			<u>\$ 23,932.98</u>

Schedule of Contributions and Grants

Name and Address of Organization receiving Grant	Status of Organization Receiving Grant	Purpose of the Grant	Amount of the Grant
At Home in Greenwich 139 East Putnam Avenue Greenwich, Connecticut 06830-5612	Public Charity	To assist people over the age of 50 to continue to reside at home	\$ 2,000.00
CASA of Santa Cruz 813 Freedom Blvd. Watsonville, CA 95075	Public Charity	To advocate for abused, neglected or abandoned children	4,000.00
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
City Team Ministries 11 West 7th Street Chester, Pennsylvania	Public Charity	To provide meals, shelter, and recovery programs for inner city youth	1,500.00
Community Action Agency of Delaware County 201 West Front Street Media, Pennsylvania 19063	Public Charity	To support veterans experiencing a housing shortage	3,000.00
Community Initiatives Educators for Fair Consideration) 2130 Fillmore Street #248 San Francisco, CA 94115	Public Charity	To support education	6,500.00
Congregation Beth Israel of Media, PA 542 South New Middletown Road, Media, PA 19063	Public Charity	To promote religious education	2,000.00

The Lenore and Howard Klein Foundation, Inc
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Schedule of Contributions and Grants

Name and Address of Organization receiving Grant	Status of Organization Receiving Grant	Purpose of the Grant	Amount of the Grant
Congregation Shomrei Torah 1717 Yulupa Avenue Santa Rosa, CA 95405	Public Charity	To support the Rabbi's discretionary fund	\$ 5,000.00
Connecticut Association for Children and Adults with Learning Disabilities 25 Van Zant Street, Suite 15-5 East Norwalk, Connecticut 06855-1719	Public Charity	To provide support for programs that assist people to cope with learning disabilities	2,000.00
Flagstaff Family Food Center P.O. Box P Flagstaff, Arizona 86002	Public Charity	To provide food for the needy	8,000.00
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2407	Public Charity	To fund cancer research	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
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

Schedule of Contributions and Grants

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization Receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Lucky Laces Spinal Cord Injury Foundation 57 LaRue Drive Huntington, New York	Public Charity	To support medical research to treat spinal cord injuries	\$ 100.00
Mala'ai P.O. Box 6954 Kamuela, HI 96743	Public Charity	To support the general purposes of the organization	1,000.00
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	3,000.00
Pennsylvania Ballet 1819 JFK Boulevard Philadelphia, PA 19103	Public Charity	To support special programs	7,000.00
Pet Rescue of Larchmont Boston Post Road Larchmont, New York	Public Charity	To find home for abandoned dogs and cats	1,000.00
PlayGround 268 Bush Street #2912 San Francisco, CA 94104	Public Charity	To promote the performing arts	5,000.00

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization Receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
The Queens Borough Public Library 89-11 Merrick Boulevard Jamaica, N.Y. 11432	Public Charity	To promote literacy	\$ 1,000.00
Robin Hood Foundation 826 Broadway, 9th Floor New York, New York	Public Charity	To provide relief to victims of hurricane Sandy	5,000.00
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	6,000.00
Santa Rosa Symphony 50 Santa Rosa Avenue Santa Rosa, California	Public Charity	To promote the arts	2,000.00
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
Tourette's Syndrome Association 33 University Boulevard East Silver Spring, Maryland	Public Charity	To promote medical research and education	1,000.00

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization Receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Tufts University Hillel 220 Packard Avenue Medford, MA 02155	Public Charity	To promote jewish culture and events	\$ 1,000.00
UC Santa Cruz Foundation 1156 High Street Santa Cruz, California 95064	Public Charity	To fund the UCSC Retirees Association Bruce Lane Memorial Scholarship Fund	1,000.00
University of Pittsburgh Center for Excellence in Autism Research Webster Hall, Suite 300 3811 O'Hara Street Pittsburgh, PA 15213	Public Charity	To fund research on the causes of autism	8,000.00
Widener University One University Place Chester, PA 19113	Public Charity	To promote education	12,500.00
The Yale Child Study Center 333 Cedar Street New Haven, Connecticut 06520	Public Charity	To fund research on Tourette Syndrome and Obsessive Compulsive Disorder	\$ 5,000.00
Total Grants for 2012			\$ 117,100.00