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Form **990-PF**Department of the Treasury  
Internal Revenue Service**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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>David L. Klein, Jr. Foundation</b>		<b>A</b> Employer identification number <b>13-6085432</b>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>(800) 839-1754</b>
Foundation Source <b>501 Silverside Rd</b> City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 6,702,240</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	187	187		
	<b>4</b> Dividends and interest from securities	266,175	266,175		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	101,160			
	<b>b</b> Gross sales price for all assets on line 6a	530,231			
	<b>7</b> Capital gain net income (from Part IV, line 2)		101,160		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	367,522	367,522	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)	44,270	26,975		17,295
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	6,139			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	44,701	731		43,970
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	95,110	27,706	0	61,265
	<b>25</b> Contributions, gifts, grants paid	6,903,488			6,903,488
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	6,998,598	27,706	0	6,964,753	
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements	-6,631,076				
<b>b</b> Net investment income (if negative, enter -0-)		339,816			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

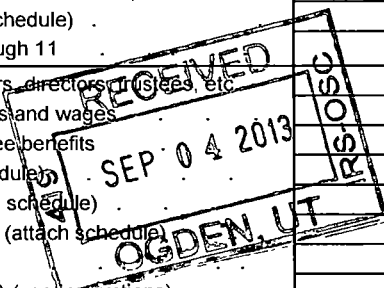
For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

918-22 19

SCANNED SEP 06 2013



<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	393,485	213,946	213,946
	3 Accounts receivable ▶ 2,119			
	Less allowance for doubtful accounts ▶	2,158	2,119	2,119
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments—U S and state government obligations (attach schedule)	2,174,579	940,571	1,008,050
	b Investments—corporate stock (attach schedule) . . . . .	7,593,704	3,713,339	4,056,059
	c Investments—corporate bonds (attach schedule) . . . . .	2,318,802	1,336,466	1,375,564
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans . . . . .				
13 Investments—other (attach schedule) . . . . .	379,785	42,409	46,502	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,862,513	6,248,850	6,702,240	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds	12,862,513	6,248,850	
30 <b>Total net assets or fund balances</b> (see instructions)	12,862,513	6,248,850		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	12,862,513	6,248,850		

**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	12,862,513
2 Enter amount from Part I, line 27a . . . . .	2	-6,631,076
3 Other increases not included in line 2 (itemize) ▶ Grant of Publicly Traded Securities	3	17,413
4 Add lines 1, 2, and 3 . . . . .	4	6,248,850
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	6,248,850

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b Passthrough K1 Capital Gain</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 530,231		504,887	25,344	
<b>b</b>			75,816	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))
(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		
<b>a</b>			25,344	
<b>b</b>			75,816	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	101,160
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			<b>3</b>	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	934,380	13,599,479	0.068707
2010	884,596	13,214,659	0.066941
2009	922,806	10,545,485	0.087507
2008	944,961	11,871,650	0.079598
2007	818,805	14,084,774	0.058134
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.360887
<b>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</b>			<b>3</b> 0.072177
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 8,831,748
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 637,449
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 3,398
<b>7 Add lines 5 and 6</b>			<b>7</b> 640,847
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 6,964,753

**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,398	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	3,398	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	3,398	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,244		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	5,244		
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8			
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	1,846		
11 Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 1,846 <b>Refunded</b> <input type="checkbox"/>	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 Instructions for the 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 <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 <b>Form 990-T</b> 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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

**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				
14	The books are in care of c/o Foundation Source Telephone no (800) 839-1754			
Located at 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 19809-1377				
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		
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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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

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

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

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?				<b>5b</b> N/A
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>		
<b>c</b> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				<b>6b</b> X
If "Yes" to 6b, file Form 8870				
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				<b>7b</b> N/A

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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 ATTACHMENT				

<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
	00			
	00			
	00			
	00			
	00			
	00			

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

**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 ▶**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		
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		
2		
All other program-related investments. See instructions.		
3		
<b>Total.</b> Add lines 1 through 3		0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,472,044
<b>b</b>	Average of monthly cash balances	<b>1b</b>	447,696
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	46,502
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,966,242
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,966,242
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	134,494
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,831,748
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	441,587

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	441,587
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,398
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,398
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	438,189
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	438,189
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	438,189

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	6,964,753
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,964,753
<b>5</b>	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)	<b>5</b>	3,398
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	6,961,355

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				438,189
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			0	
<b>b</b> Total for prior years 20 ____ , 20 ____ , 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	123,318			
<b>b</b> From 2008 . . . . .	359,192			
<b>c</b> From 2009 . . . . .	402,268			
<b>d</b> From 2010 . . . . .	276,711			
<b>e</b> From 2011 . . . . .	264,308			
<b>f</b> Total of lines 3a through e . . . . .	1,425,797			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>6,964,753</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				438,189
<b>e</b> Remaining amount distributed out of corpus . . . . .	6,526,564			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	7,952,361			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	123,318			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	7,829,043			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	359,192			
<b>b</b> Excess from 2009 . . . . .	402,268			
<b>c</b> Excess from 2010 . . . . .	276,711			
<b>d</b> Excess from 2011 . . . . .	264,308			
<b>e</b> Excess from 2012 . . . . .	6,526,564			

**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 2012, 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.

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

**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).)

Barry Traub

Marjorie Traub

Saretta Barnett

- 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



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

HOLISTIC MANAGEMENT INTERNATIONAL

**Street**

5941 JEFFERSON ST NE

**City**

ALBUQUERQUE

**State**

NM

**Zip Code**

87109

**Foreign Country****Relationship**

N/A

**Foundation Status**

4940(d)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

HOUSATONIC VALLEY ASSOCIATION INC

**Street**

PO BOX 28

**City**

CORNWALL BRG

**State**

CT

**Zip Code**

06754

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

25,000

**Name**

INTERNATIONAL FOUNDATION FOR ART RESEARCH INC

**Street**

500 5TH AVE STE 935

**City**

NEW YORK

**State**

NY

**Zip Code**

10110

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

LOWER EAST SIDE TENEMENT MUSEUM

**Street**

91 ORCHARD ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10002

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Shop Life Exhibit

**Amount**

20,000

**Name**

MANITOGA INC

**Street**

PO BOX 249

**City**

GARRISON

**State**

NY

**Zip Code**

10524

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

MELANOMA RESEARCH ALLIANCE FOUNDATION

**Street**

1101 NEW YORK AVE NW STE 620

**City**

WASHINGTON

**State**

DC

**Zip Code**

20005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

35,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MEMORIAL SLOAN-KETTERING CANCER CENTER

**Street**

1275 YORK AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10065

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

MOUNT SINAI SCHOOL OF MEDICINE OF NEW YORK UNIVERSITY

**Street**

ONE GUSTAVE L LEVY PL

**City**

NEW YORK

**State**

NY

**Zip Code**

10029

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Holistic Chinese Medicine for Allergy and Immunology

**Amount**

5,000

**Name**

NEW YORKERS FOR PARKS

**Street**

55 BROAD ST NO 23 FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10004

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

25,000

**Name**

PLANNED PARENTHOOD OF NEW YORK CITY INC

**Street**

26 BLEECKER ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10012

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

READING EXCELLENCE AND DISCOVERY FOUNDATION INC

**Street**

80 MAIDEN LN 11TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10038

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,500

**Name**

SAN FRANCISCO FOOD BANK

**Street**

900 PENNSYLVANIA AVE

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94107

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

SAN FRANCISCO FOUNDATION

**Street**

225 BUSH ST STE 500

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94104

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

6,513,988

**Name**

SAN FRANCISCO FOUNDATION

**Street**

225 BUSH ST STE 500

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94104

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

David L. Klein Jr. Fund

**Amount**

52,500

**Name**

STANFORD UNIVERSITY

**Street**

326 GALVEZ ST

**City**

STANFORD

**State**

CA

**Zip Code**

94305

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

STEEP ROCK ASSOCIATION INC

**Street**

PO BOX 279

**City**

WASHINGTON DT

**State**

CT

**Zip Code**

06794

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

STREB INC

**Street**

51 N 1ST ST

**City**

NEW YORK

**State**

NY

**Zip Code**

11211

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

20,000

**Name**

THE MAYORS FUND TO ADVANCE NEW YORK CITY

**Street**

253 BROADWAY FL 8

**City**

NEW YORK

**State**

NY

**Zip Code**

10007

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Hurricane Sandy Relief

**Amount**

7,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

THE NEW SCHOOL

**Street**

79 5TH AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10003

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Support InsideSchools.org

**Amount**

15,000

**Name**

THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN FOUNDATIONS

**Street**

5TH AVE AND 42ND ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,500

**Name**

TRINITY EPISCOPAL SCHOOLS CORPORATION

**Street**

139 W 91ST ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10024

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

VISITING NURSE SERVICE OF NEW YORK

**Street**

107 E 70TH ST 5TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10021

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

Physician Fellowship Program

**Amount**

20,000

**Name**

YALE LAW SCHOOL

**Street**

PO BOX 208341

**City**

NEW HAVEN

**State**

CT

**Zip Code**

06519

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

YOUNG MENS &amp; YOUNG WOMENS HEBREW ASSOCIATION

**Street**

1395 LEXINGTON AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10128

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Music in the Schools

**Amount**

20,000



**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies . . . .					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	187	
<b>4</b> Dividends and interest from securities . . . . .			14	266,175	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . .			18	101,160	
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .		0		367,522	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				13	367,522

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

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

[illegible]



**Part I, Line 16c (990-PF) - Other Professional Fees**

		44,270	26,975	0	17,295
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	26,975	26,975		0
2	Philanthropic Consulting Services	17,295	0		17,295

**Part I, Line 18 (990-PF) - Taxes**

		6,139	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	5,000	0		0
2	IRS Excise Tax Payment with 1st ext 990-PF	1,139	0		0

**Part I, Line 23 (990-PF) - Other Expenses**

		44,701	731	0	43,970
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	43,075	0		43,075
2	K-1 Exp TECHNOLOGY OPPORTUNITY PARTNER	731	731		0
3	Advertising Fees	125	0		125
4	State or Local Filing Fees	770	0		770

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

		Federal		State/Local		Federal		State/Local		Federal		State/Local	
		2,174,579		0		940,571		0		1,008,050		0	
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation						
1	FHLB - 2.875% - 06/12/2015	40,000		42,795		42,452							
2	FHLB - 4.750% - 12/16/2016	40,000		46,344		46,396							
3	FHLB - 4.875% - 05/17/2017	100,000		112,485		117,844							
4	FHLB - 5.000% - 07/16/2013	100,000		97,227		102,603							
5	FHLB - 5.250% - 06/18/2014	50,000		57,632		53,679							
6	US T BILL NOTE - 1.750% - 03/31/2014	50,000		49,282		50,951							
7	US T BILL NOTE - 4.125% - 05/15/2015	50,000		51,708		54,484							
8	US T BILL NOTE - 4.250% - 08/15/2014	50,000		47,302		53,234							
9	US T BILL NOTE - 4.250% - 08/15/2015	50,000		47,981		55,100							
10	US T BILL NOTE - 4.750% - 05/15/2014	43,000		42,708		45,654							
11	US TIPS - 1.375% - 01/15/2020	106,922		105,644		126,743							
12	US TIPS - 2.000% - 01/15/2014	77,618		79,451		80,105							
13	US TIPS - 2.000% - 01/15/2016	72,249		72,688		80,106							
14	US TIPS - 2.500% - 07/15/2016	85,883		87,324		98,699							

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	DODGE & COX FUNDS INTERNATIONAL ST	5,932		183,417		205,472
2	DU PONT DE NEMOURS	596		19,233		26,807
3	FIRST EAGLE SOGEN OVERSEAS FUND C	16,998		380,384		380,085
4	IPATH DJ AIGCITR ETN	1,150		74,762		47,553
5	ISHARES MSCI EMERGING MARKETS INDE	2,750		119,999		121,963
6	ISHARES RUSSELL 1000 INDEX FD	15,500		1,101,658		1,226,825
7	ISHARES TRUST RUSSELL 1000 GROWTH	5,400		293,549		353,646
8	PIMCO ALL ASSET FUND INSTITUTIONAL C	50,138		596,598		630,740
9	PIMCO DEVELOPING LOCAL MRKTS FD IN	30,132		310,649		317,888
10	SPDR S&P 500 ETF TRUST	2,125		213,284		302,621
11	SPDR S&P EMERGING ASIA PACIFIC ETF	2,125		162,291		164,666
12	TEMPLETON GLOBAL BOND FUND - CLASS	20,438		252,515		273,463
13	US BANCORP DEL DEP SHS REP 1/100TH	5		5,000		4,330

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

		2,318,802	1,336,466	0	1,375,564
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
		Maturity Date	Interest Rate		
		Description			
1	AMER EXP - 5.5000% - 09/12/2016			57,414	56,951
2	AMGEN INC - 4.850% - 11/18/2014			5,026	5,375
3	ASTRAZENECA - 5.400% - 06/01/2014			5,089	5,343
4	BANK OF AMERICA CORP - 5.875% - 01/05/16			57,965	59,863
5	BERKSHIRE HATHAWAY FIN CORP - 5.000%			52,513	51,422
6	BHP BILLITON FINANCE USA - 5.250% - 12/15/2013			4,961	5,647
7	BOEING CAPITAL - 2.900% - 08/15/2018			53,223	54,026
8	CANADIAN NATL RR - 6.200% - 06/01/2036			1,993	2,723
9	CATERPILLAR FIN - 4.625% - 06/01/2015			4,971	5,461
10	CATERPILLAR INC - 3.900% - 05/27/2021			27,438	28,035
11	CISCO SYSTEMS INC - 5.000% - 02/22/2016			4,977	5,715
12	COMMONWEALTH EDISON - 04.000% - 08/01/2016			57,077	55,841
13	CONOCOPHILLIPS GTD - 4.600% - 01/15/2016			27,413	27,006
14	DEERE JOHN CAP CORP MTNS BE 5.5000%			27,048	29,520
15	DISNEY WALT CO - 4.500% - 12/15/2013			27,397	25,971
16	ENDURANCE SPEC - 6.150% - 10/15/2015			2,989	3,280
17	ERP OPERATING LP 05.375%, 8/1/2016			4,773	5,677
18	GE CAP CORP - 4.625% - 01/07/2021			51,711	56,715
19	GLAXOSMITHKLINE CAP INC - 4.375% - 04/15/2016			53,322	52,503
20	GOLDMAN SACHS 5.95% 1/18/18			53,676	58,369
21	GOLDMAN SACHS GROUP NT - 5.250% - 10/15/2016			1,999	2,068
22	HOME DEPOT INC - 5.400% - 03/01/2016			4,976	5,712
23	IBM CORP NOTES 5.700% 09/14/2017			58,120	60,310
24	JPMORGAN CHASE - 4.650% - 06/01/2014			26,881	26,316
25	LOEWS CORP - 5.250% - 03/15/2016			2,905	3,360
26	LOWES COS INC 5.4% 10/15/2016			55,492	57,958
27	MERCK & CO INC - 4.750% - 01/03/2015			46,599	54,504
28	MICROSOFT CORP NT 4.20000% 06/01/2011			41,561	42,654
29	PEPSICO INC NOTE 03.75000% 03/01/2014			52,429	51,850
30	PROCTOR & GAMBLE CO NOTE 04.70000%			51,713	59,074
31	TARGET CORP - 2.900% - 01/15/2022			52,935	52,996
32	TARGET CORP - 4.00% - 6/15/2013			26,718	25,423
33	TRANS-CANADA PIPELINES - 5.850% - 03/15/2016			2,992	3,779
34	UNITED HEALTH GROUP - 2.875% - 03/15/2016			51,665	51,278
35	UNITED TECHNOLOGY 4.875% NT, 05/01/15			4,972	5,491
36	UNITED TECHNOLOGIES CORP 04.50000%			54,693	58,743
37	VERIZON - 5.250% - 04/15/2013			51,206	50,685
38	WAL MART STORES INC NT - 2.875% - 04/01/2016			39,202	38,873
39	WALGREEN CO NOTES 05.25000% 01/15/2016			56,659	58,646
40	WELLS FARGO & CO NEWSR NT 4.37500%			40,578	38,113
41	WELLS FARGO - 5.1250% - 09/15/2016			4,729	5,622
42	WELLS FARGO CO - 3.500% - 03/08/2022			26,466	26,666

Part II, Line 13 (990-PF) - Investments - Other

		379,785	42,409	46,502
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description TECHNOLOGY OPPORTUNITY PARTNERS	Basis of Valuation		

Part VII-A, Line 5 (990-PF) - Substantial Contraction Explanation

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets.

The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

During the taxable year ending December 31, 2012, David L. Klein, Jr. Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$6,903,488.

This amount represents over 25% of the Foundation's net assets of \$12,827,500 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2012.

Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein.



**Part VII-A, Line 12 (990-PF) - Distribution to a Donor Advised Fund**

During 2012, the David L. Klein, Jr. Foundation (the "Foundation") made a distribution to a donor advised fund of the San Francisco Foundation. Certain members of the Board have advisory privileges over such fund. The Foundation treated all of the distribution as a qualifying distribution. The San Francisco Foundation is organized and operated exclusively for charitable purposes within the meaning of Code Section 170(c)(2)(B), and is recognized by the IRS as a public charity. The Foundation is relying upon the San Francisco Foundation to operate within the terms of its charitable purposes, including with respect to the funds distributed to it by the Foundation.

## Part VIII Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
1	Geoff Barnet		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1.00	0	0	0	
2	Jane Barnet		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Sec / Trustee	1.00	0	0	0	*Resigned from Secretary position 06/15/2012
3	Peter Barnet		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Sec / Trustee	1.00	0	0	0	
4	Saretha Barnet		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1.00	0	0	0	
5	Howard J Barnet Jr		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Treas	1.00	0	0	0	
6	Nancy Chinnos*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1.00	0	0	0	Resigned 06/15/2012
7	Barry Traub*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1.00	0	0	0	Resigned 06/15/2012
8	Janet Traub*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres	1.00	0	0	0	Resigned 06/15/2012
9	Jennifer Traub*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1.00	0	0	0	Resigned 06/15/2012
10	Marjorie Traub*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1.00	0	0	0	Resigned 06/15/2012

**Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution**

Method for Determining Fair Market Value of Securities  
Method for Determining Book Value of Securities:

Average of high/low on date granted to charity  
Cost or average of high/low on date contributed to foundation

Description of Property	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
IPATH DU AIGCITR ETN	05/22/2012	SAN FRANCISCO FOUNDATION	\$45,931	\$74,762		\$45,931
DODGE & COX FUNDS INTERNATIONAL STOCK FUND	#####	SAN FRANCISCO FOUNDATION	\$172,948	\$232,065		\$172,948
DU PONT DE NEMOURS	05/22/2012	SAN FRANCISCO FOUNDATION	\$29,084	\$19,201		\$29,084
FIRST EAGLE SOGEN OVERSEAS FUND CLASS I	05/22/2012	SAN FRANCISCO FOUNDATION	\$352,348	\$432,538		\$352,348
ISHARES MSCI EMERGING MARKETS INDEX FD	05/22/2012	SAN FRANCISCO FOUNDATION	\$104,830	\$123,800		\$104,830
ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	05/22/2012	SAN FRANCISCO FOUNDATION	\$337,608	\$300,942		\$337,608
ISHARES RUSSELL 1000 INDEX FD	05/22/2012	SAN FRANCISCO FOUNDATION	\$1,138,630	\$1,148,703		\$1,138,630
PIMCO ALL ASSET FUND INSTITUTIONAL CLASS	05/22/2012	SAN FRANCISCO FOUNDATION	\$593,634	\$624,256		\$593,634
PIMCO DEVELOPING LOCAL MKRKS FD INSTI CL	05/22/2012	SAN FRANCISCO FOUNDATION	\$305,237	\$320,938		\$305,237
SPDR S&P 500 ETF TRUST	05/22/2012	SAN FRANCISCO FOUNDATION	\$282,051	\$193,694		\$282,051
SPDR S&P EMERGING ASIA PACIFIC ETF	05/22/2012	SAN FRANCISCO FOUNDATION	\$143,289	\$164,333		\$143,289
TEMPLETON GLOBAL BOND FUND - CLASS A	05/22/2012	SAN FRANCISCO FOUNDATION	\$255,871	\$240,135		\$255,871
AMGEN INC. - 4.850% - 11/18/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,410	\$5,026		\$5,410
ASTRAZENECA - 5.400% - 06/01/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,465	\$5,089		\$5,465
AT&T NT - 4.950% - 01/15/2013	05/23/2012	SAN FRANCISCO FOUNDATION	\$51,419	\$54,159		\$51,419
BERKSHIRE HATHAWAY FIN CORP - 5.000% - 08/15/2013	05/23/2012	SAN FRANCISCO FOUNDATION	\$52,707	\$52,513		\$52,707
BHP BILLITON FINANCE USA - 5.250% - 12/15/2015	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,703	\$4,961		\$5,703
BOEING CAPITAL - 2.900% - 08/15/2018	05/23/2012	SAN FRANCISCO FOUNDATION	\$53,147	\$53,223		\$53,147
CATERPILLAR FIN - 4.625% - 06/01/2015	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,526	\$4,971		\$5,526
CISCO SYSTEMS INC. - 5.000% - 02/22/2016	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,796	\$4,977		\$5,796
DU PONT E I DE - 4.750% - 11/15/2012	05/23/2012	SAN FRANCISCO FOUNDATION	\$51,035	\$47,497		\$51,035
ERP OPERTING LP 05.375% - 8/1/2016	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,590	\$4,773		\$5,590
FHLB - 5.000% - 07/16/2013	05/23/2012	SAN FRANCISCO FOUNDATION	\$105,415	\$97,227		\$105,415
FHLB - 5.250% - 06/18/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$55,016	\$57,632		\$55,016
FHLB - 4.875% - 05/17/2017	05/23/2012	SAN FRANCISCO FOUNDATION	\$119,378	\$112,486		\$119,378
GE CAP CORP - 4.625% - 01/07/2021	05/23/2012	SAN FRANCISCO FOUNDATION	\$53,470	\$51,711		\$53,470
GLAXOSMITHKLINE CAP INC. - 4.375% - 04/15/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$53,424	\$53,322		\$53,424
GOLDMAN SACHS 5.95% 1/18/18	05/23/2012	SAN FRANCISCO FOUNDATION	\$51,658	\$53,676		\$51,658
HOME DEPOT INC - 5.400% - 03/01/2016	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,747	\$4,976		\$5,747
IBM CORP NOTES 5.700% 09/14/2017	05/23/2012	SAN FRANCISCO FOUNDATION	\$59,925	\$58,121		\$59,925
LOWES COS INC 5.4% 10/15/2016	05/23/2012	SAN FRANCISCO FOUNDATION	\$58,456	\$55,492		\$58,456
MERCK & CO INC - 4.750% - 01/03/2015	05/23/2012	SAN FRANCISCO FOUNDATION	\$55,358	\$46,599		\$55,358
MERRILL LYNCH & CO 6.05% 8/15/12	05/23/2012	SAN FRANCISCO FOUNDATION	\$50,391	\$53,981		\$50,391
PEPSICO INC NOTE 03.75000% 03/01/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$52,583	\$52,429		\$52,583
PROCTOR & GAMBLE CO NOTE 04.70000% 02/15/2019	05/23/2012	SAN FRANCISCO FOUNDATION	\$58,688	\$51,713		\$58,688
UNITED TECHNOLOGY 4.875% NT, 05/01/15	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,563	\$4,972		\$5,563
UNITED TECHNOLOGIES CORP 04.50000% 04/15/2020	05/23/2012	SAN FRANCISCO FOUNDATION	\$57,308	\$54,693		\$57,308
US TREAS NOTE - 1.750% - 03/31/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$51,336	\$49,282		\$51,336
US TREAS NOTE - 4.250% - 08/15/2014	05/23/2012	SAN FRANCISCO FOUNDATION	\$56,031	\$47,302		\$56,031
US TREAS NOTE - 4.250% - 08/15/2015	05/23/2012	SAN FRANCISCO FOUNDATION	\$54,313	\$47,981		\$54,313
US TREAS NOTE - 4.000% - 11/15/2020	05/23/2012	SAN FRANCISCO FOUNDATION	\$30,548	\$28,814		\$30,548
US TREAS NOTE - 4.125% - 05/15/2015	05/23/2012	SAN FRANCISCO FOUNDATION	\$55,430	\$51,708		\$55,430
US TIPS - 3.000% - 07/15/2012	05/23/2012	SAN FRANCISCO FOUNDATION	\$19,019	\$18,460		\$19,019
US TIPS - 2.500% - 07/15/2016	05/23/2012	SAN FRANCISCO FOUNDATION	\$97,272	\$83,845		\$97,272
US TIPS - 1.375% - 01/15/2020	05/23/2012	SAN FRANCISCO FOUNDATION	\$122,237	\$101,993		\$122,237

VERIZON - 5 250% - 04/15/2013	05/23/2012	SAN FRANCISCO FOUNDATION	\$51,928	\$51,928	\$51,928
WALGREEN CO NOTES 05 25000% 01/15/2019 MAKE WHOLE	05/23/2012	SAN FRANCISCO FOUNDATION	\$58,459	\$58,459	\$58,459
WELLS FARGO - 5 1250% - 09/15/2016	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,549	\$4,729	\$5,549
WYETH CR SENS - 5 500% - 03/15/2013	05/23/2012	SAN FRANCISCO FOUNDATION	\$5,201	\$5,154	\$5,201
US BANCORP DEL DEP SHS REP 1/100TH PERP PFD SER A	05/23/2012	SAN FRANCISCO FOUNDATION	\$3,925	\$5,000	\$3,925
ABBOTT LABS NT - 4 350% - 03/15/2014	05/24/2012	SAN FRANCISCO FOUNDATION	\$80,095	\$68,593	\$80,095
CANADIAN NATL RR - 6 200% - 06/01/2036	05/24/2012	SAN FRANCISCO FOUNDATION	\$4,006	\$2,990	\$4,006
CATERPILLAR INC - 3 900% - 05/27/2021	05/24/2012	SAN FRANCISCO FOUNDATION	\$27,438	\$27,438	\$27,438
CONOCOPHILLIPS GTD - 4 600% - 01/15/2015	05/24/2012	SAN FRANCISCO FOUNDATION	\$27,405	\$27,405	\$27,405
DISNEY WALT CO - 4 500% - 12/15/2013	05/24/2012	SAN FRANCISCO FOUNDATION	\$26,441	\$27,397	\$26,441
ENDURANCE SPEC - 6 150% - 10/15/2015	05/24/2012	SAN FRANCISCO FOUNDATION	\$2,167	\$1,993	\$2,167
FHLB - 4 750% - 12/16/2016	05/24/2012	SAN FRANCISCO FOUNDATION	\$43,389	\$40,551	\$43,389
FNMA - 4 375% - 09/15/2012	05/24/2012	SAN FRANCISCO FOUNDATION	\$40,605	\$37,445	\$40,605
GOLDMAN SACHS GROUP NT - 5 250% - 10/15/2013	05/24/2012	SAN FRANCISCO FOUNDATION	\$62,806	\$64,042	\$62,806
DEERE JOHN CAP CORP MTNS BE 5 50000%	05/24/2012	SAN FRANCISCO FOUNDATION	\$3,120	\$2,998	\$3,120
04/13/2017FR	05/24/2012	SAN FRANCISCO FOUNDATION	\$29,825	\$27,048	\$29,825
JPMORGAN CHASE - 4 650% - 06/01/2014	05/24/2012	SAN FRANCISCO FOUNDATION	\$26,301	\$26,881	\$26,301
LOEWS CORP - 5 250% - 03/15/2016	05/24/2012	SAN FRANCISCO FOUNDATION	\$2,233	\$1,936	\$2,233
MICROSOFT CORP NT 4 20000% 06/01/2019	05/24/2012	SAN FRANCISCO FOUNDATION	\$44,050	\$42,685	\$44,050
TARGET CORP - 4 00% - 6/15/2013	05/24/2012	SAN FRANCISCO FOUNDATION	\$25,916	\$26,718	\$25,916
TRANS-CANADA PIPELINES - 5 850% - 03/15/2036	05/24/2012	SAN FRANCISCO FOUNDATION	\$2,466	\$1,994	\$2,466
US TREAS NOTE - 4 750% - 05/15/2014	05/24/2012	SAN FRANCISCO FOUNDATION	\$45,662	\$41,715	\$45,662
US TIPS - 2 000% - 01/15/2014	05/24/2012	SAN FRANCISCO FOUNDATION	\$81,072	\$78,432	\$81,072
US TIPS - 2 000% - 01/15/2016	05/24/2012	SAN FRANCISCO FOUNDATION	\$80,381	\$71,201	\$80,381
WAL MART STORES INC NT - 2 875% - 04/01/2015	05/24/2012	SAN FRANCISCO FOUNDATION	\$40,200	\$40,262	\$40,200
WELLS FARGO & CO NEWSR NT 4 37500% 01/31/2013	05/24/2012	SAN FRANCISCO FOUNDATION	\$37,903	\$39,510	\$37,903

Total

\$ 6,190,365

\$ 6,172,952

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

\$ 17,413