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: THE KEAN FOUNDATION, INC.

A Employer identification number: 22-3697400

Number and street (or P O box number if mail is not delivered to street address): C/O ROTHSTEIN KASS 4 BECKER FARM ROAD

Room/suite:

B Telephone number: 9083040883

City or town, state, and ZIP code: ROSELAND, NJ 07068

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,745,435.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	49,074.	49,074.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	136,910.			
	b	Gross sales price for all assets on line 6a 881,339.				
	7	Capital gain net income (from Part IV, line 2)		136,910.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	5,239.	5,239.		STATEMENT 1
	12	**Total.** Add lines 1 through 11	191,223.	191,223.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	18,000.	4,500.		0.
	c	Other professional fees STMT 3	13,422.	13,422.		0.
	17	Interest				
	18	Taxes STMT 4	5,287.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	3,431.	3,401.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	40,140.	21,323.		0.
	25	Contributions, gifts, grants paid	141,235.			141,235.
	26	**Total expenses and disbursements.** Add lines 24 and 25	181,375.	21,323.		141,235.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	9,848.			
	b	**Net investment income** (if negative, enter -0-)		169,900.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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12460507 137315 00011091 2012.03040 THE KEAN FOUNDATION, INC. 000110A1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,313.	8,226.	8,226.
	2 Savings and temporary cash investments	155,139.	203,631.	203,631.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	1,937,541.	1,877,866.	2,533,113.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER RECEIVABLE)	430.	465.	465.
	16 **Total assets** (to be completed by all filers)	2,109,423.	2,090,188.	2,745,435.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,487,281.	1,487,281.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	622,142.	602,907.	
	30 **Total net assets or fund balances**	2,109,423.	2,090,188.	
	31 **Total liabilities and net assets/fund balances**	2,109,423.	2,090,188.	

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	2,109,423.
2	Enter amount from Part I, line 27a	2	9,848.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,119,271.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	29,083.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,090,188.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED US TRUST # 033028509947	P	01/01/10	12/14/12
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	881,339.		744,429.	136,910.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				136,910.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	136,910.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	127,915.	2,799,091.	.045699
2010	124,905.	2,580,452.	.048404
2009	127,891.	2,292,843.	.055778
2008	113,300.	3,204,797.	.035353
2007	195,534.	3,425,562.	.057081

2	**Total** of line 1, column (d)	2	.242315
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	.048463
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,721,095.
5	Multiply line 4 by line 3	5	131,872.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,699.
7	Add lines 5 and 6	7	133,571.
8	Enter qualifying distributions from Part XII, line 4	8	141,235.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	1,699.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,699.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,699.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,400.		
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	4,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,701.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,701. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ THOMAS H. KEAN Telephone no. ▶ 973-994-6666

Located at ▶ C/O ROTHSTEIN KASS 4 BECKER FARM RD, ROSELAND, NJ ZIP+4 ▶ 07068-1792

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(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
THOMAS H KEAN 330 LONG LANE BEDMINSTER, NJ 07921	PRESIDENT/TRUSTEE 1.00	0.	0.	0.
THOMAS H KEAN JR 215 LINDEN AVENUE WESTFIELD, NJ 07090	VP/TRUSTEE 0.25	0.	0.	0.
REED KEAN P.O. BOX 398 FAR HILLS, NJ 07931	VP/TRUSTEE 0.25	0.	0.	0.
ALEXANDRA KEAN-STRONG 62 SURPLUS STREET DUXBURY, MA 02332	SEC'Y/TREAS/TRUSTEE 0.25	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,520,193.
b	Average of monthly cash balances		1b	241,937.
c	Fair market value of all other assets		1c	403.
d	**Total** (add lines 1a, b, and c)		1d	2,762,533.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,762,533.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	41,438.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,721,095.
6	**Minimum investment return.** Enter 5% of line 5		6	136,055.

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	136,055.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,699.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	134,356.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	134,356.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	134,356.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	141,235.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	141,235.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,699.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	139,536.

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
1 Distributable amount for 2012 from Part XI, line 7				134,356.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 10,890.				
b From 2008				
c From 2009 13,843.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	24,733.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 141,235.				
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				134,356.
e Remaining amount distributed out of corpus	6,879.			
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	31,612.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	10,890.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	20,722.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 13,843.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 6,879.				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

THOMAS H KEAN

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

NONE

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

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

a The name, address, and telephone number 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*				
ACHELLES INTERNATIONAL 42 WEST 38TH STREET, SUITE 400 NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	1,000.
ALZHEIMER'S ASSOCIATION NYC 360 LEXINGTON AVENUE 4TH FLOOR NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	250.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 10024	NONE	501(C)(3)	CHARITABLE	1,000.
BIG BROTHER BIG SISTER OF ESSEX 494 BROAD STREET #103 NEWARK, NJ 07102	NONE	501(C)(3)	CHARITABLE	500.
BONNIE BRAE 3415 VALLEY ROAD P. O. BOX 825 LIBERTY CORNER, NJ 07938	NONE	501(C)(3)	CHARITABLE	1,250.
Total SEE CONTINUATION SHEET(S)			▶ 3a	141,235.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,074.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	136,910.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OID				5,239.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		191,223.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 191,223.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 6/1/2013 — Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NEIL TENDLER		5/7/13		P00179356
Firm's name ▶ ROTHSTEIN KASS			Firm's EIN ▶ 22-2131009	
Firm's address ▶ 4 BECKER FARM ROAD ROSELAND, NJ 07068			Phone no. 973-994-6666	

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
BOYS & GIRLS CLUBS OF NEWARK LIFECAMP P.O BOX 1975 MORRISTOWN, NJ 07962	NONE	501(C)(3)	CHARITABLE	2,000.
BRANTWOOD CAMP 127 BRANTWOOD CAMP ROAD GREENFIELD, NH 03047	NONE	501(C)(3)	CHARITABLE	1,000.
CHRIST CHURCH IN SHORT HILLS 66 HIGHLAND AVENUE SHORT HILLS, NJ 07078	NONE	501(C)(3)	CHARITABLE	250.
CHRISTOPHER & DANA REEVE FOUNDATION 636 MORRIS TURNPIKE, SUITE 3A SHORT HILLS, NJ 07078	NONE	501(C)(3)	CHARITABLE	2,000.
COMMUNITY FOOD BANK OF NEW JERSEY 31 EVANS TERMINAL HILLSIDE, NJ 07205	NONE	501(C)(3)	CHARITABLE	50.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	1,250.
DREW UNIVERSITY 36 MADISON AVENUE MADISON, NJ 07940	NONE	501(C)(3)	CHARITABLE	5,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE NEW YORK, NY 10010	NONE	501(C)(3)	CHARITABLE	25,000.
FISHERS ISLAND CONSERVANCY P.O BOX 553 FISHERS ISLAND, NY 06390	NONE	501(C)(3)	CHARITABLE	500.
FISHERS ISLAND RECREATIONAL PATH FOUNDATION P.O BOX E FISHERS ISLAND, NY 06390	NONE	501(C)(3)	CHARITABLE	10,000.
Total from continuation sheets				137,235.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FORDHAM UNIVERSITY 888 SEVENTH AVENUE, 7TH FLOOR NEW YORK, NY 10019	NONE	501(C)(3)	CHARITABLE	250.
FRIENDS OF CASCO BAY 43 SLOCUM DRIVE SOUTH PORTLAND, ME 04106	NONE	501(C)(3)	CHARITABLE	250.
HANDS ACROSS THE SEA, INC 651 ORCHARD STREET, SUITE 203 NEW BEDFORD, MA 02744	NONE	501(C)(3)	CHARITABLE	250.
HEALTHCARE CHAPLAINCY 315 EAST 62ND STREET, 4TH FLOOR NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE	500.
HOPE FOR CAROLINE P.O.BOX 273 949 NORWELL, MA 02061	NONE	501(C)(3)	CHARITABLE	1,500.
HURRICANE SANDY NEW JERSEY RELIEF FUND P.O BOX 95 MENDHAM, NJ 07945	NONE	501(C)(3)	CHARITABLE	500.
IMAGINE A CENTER FOR COPING WITH LOSS 1 EAST BROAD STREET WESTFIELD, NJ 07090	NONE	501(C)(3)	CHARITABLE	1,000.
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD., SUITE 102 OCEANSIDE, CA 92057	NONE	501(C)(3)	CHARITABLE	1,000.
KW CARES 1221 S. MOPAC EXPRESSWAY, SUITE 400 AUSTIN, TX 78746	NONE	501(C)(3)	CHARITABLE	250.
LAKE RIDGE ACADEMY 37501 CENTER RIDGE ROAD NORTH RIDGEVILLE, OH 44039	NONE	501(C)(3)	CHARITABLE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEHIGH UNIVERSITY 27 MEMORIAL DR W BETHLEHEM, PA 18015	NONE	501(C)(3)	CHARITABLE	250.
LIFENET4FAMILIES ONE NW 33RD TERRACE FORT LAUDERDALE, FL 33311	NONE	501(C)(3)	CHARITABLE	250.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NONE	501(C)(3)	CHARITABLE	500.
MORRISTOWN MEMORIAL HEALTH FOUNDATION 100 MADISON AVENUE MORRISTOWN, NJ 07960	NONE	501(C)(3)	CHARITABLE	5,000.
MOUNT ST. MARY'S ACADEMY 1645 HIGHWAY 22 WATCHUNG, NJ 07069	NONE	501(C)(3)	CHARITABLE	250.
NATIONAL CENTER FOR LEARNING DISABILITIES 381 PARK AVENUE, STE 1401 NEW YORK, NY 10016-8806	NONE	501(C)(3)	CHARITABLE	1,000.
NATIONAL COMMITTEE ON US CHINA RELATIONS 71 WEST 23RD STREET, 19TH FLOOR NEW YORK, NY 10010	NONE	501(C)(3)	CHARITABLE	500.
NEW JERSEY BALLET 15-17 MICROLAB ROAD, SUITE 102 LIVINGSTON, NJ 07039	NONE	501(C)(3)	CHARITABLE	300.
NEWARK MUSEUM 49 WASHINGTON STREET NEWARK, NJ 07102	NONE	501(C)(3)	CHARITABLE	1,000.
NJ AUDUBON SOCIETY 9 HARDSCRABBLE ROAD BERNARDSVILLE, NJ 07924	NONE	501(C)(3)	CHARITABLE	5,220.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NJ SYMPHONY ORCHESTRA 60 PARK AVENUE, 9TH FLOOR NEWARK, NJ 07102	NONE	501(C)(3)	CHARITABLE	1,000.
NJPAC 1 CENTER STREET NEWARK, NJ 07102	NONE	501(C)(3)	CHARITABLE	10,000.
OUR LADY OF GRACE 400 WILLOW AVENUE HOBOKEN, NJ 07030	NONE	501(C)(3)	CHARITABLE	250.
PAPER MILL PLAYHOUSE 22 BROOKSIDE DRIVE MILLBURN, NJ 07041	NONE	501(C)(3)	CHARITABLE	465.
PINELANDS PRESERVATION ALLIANCE (PPA) 17 PEMBERTON ROAD SOUTHAMPTON, NJ 08088	NONE	501(C)(3)	CHARITABLE	150.
POLARIS PROJECT FOR A WORLD WITHOUT SLAVERY P.O. BOX 53315 WASHINGTON, DC 20009	NONE	501(C)(3)	CHARITABLE	1,250.
PRINCETON UNIVERSITY PRINCETON UNIVERSITY PRINCETON, NJ 08544	NONE	501(C)(3)	CHARITABLE	16,000.
RARITAN HEADWATERS ASSOCIATION P.O.BOX 273 GLADSTONE, NJ 07934	NONE	501(C)(3)	CHARITABLE	500.
SHAKESPEARE THEATRE OF NEW JERSEY 36 MADISON AVENUE MADISON, NJ 07940	NONE	501(C)(3)	CHARITABLE	10,000.
ST. MARKS SCHOOL 25 MARLBORO ROAD SOUTHBOROUGH, MA 01772	NONE	501(C)(3)	CHARITABLE	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE DECK HOUSE SCHOOL 124 DECK HOUSE ROAD EDGECOMB, ME 04556	NONE	501(C)(3)	CHARITABLE	500.
THE HENRY L FERGUSON MUSEUM P.O.BOX 554 FISHERS ISLAND, NY 06390	NONE	501(C)(3)	CHARITABLE	100.
THE MELAND FOUNDATION P.O. BOX 234 HARRINGTON PARK, NJ 07640	NONE	501(C)(3)	CHARITABLE	500.
THE PINGRY SCHOOL MARTINVILLE ROAD P.O.BOX 366 MARTINVILLE, NJ 08836	NONE	501(C)(3)	CHARITABLE	250.
THE REGAN FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	NONE	501(C)(3)	CHARITABLE	250.
THE SEEING EYE PO BOX 375 MORRISTOWN, NJ 07963-0375	NONE	501(C)(3)	CHARITABLE	2,000.
THE SHEPHERD'S FLOCK P.O.BOX 29 POTTERSVILLE, NJ 07979	NONE	501(C)(3)	CHARITABLE	500.
THE TRUST FOR PUBLIC LAND 20 COMMUNITY PLAZA, 2ND FLOOR MORRISTOWN, NJ 07960-9730	NONE	501(C)(3)	CHARITABLE	1,000.
VISITING NURSE ASSOCIATION OF SOMERSET HILLS 200 MT. AIRY ROAD BASKING RIDGE, NJ 07920	NONE	501(C)(3)	CHARITABLE	1,000.
VITAL VOICES GLOBAL PARTNERSHIP 1625 MASSACHUSETTS AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE	1,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VOICES OF SEPTEMBER 11TH 84 ALBANY STREET NEW BRUNSWICK, NJ 08901	NONE	501(C)(3)	CHARITABLE	1,000.
W. CARY EDWARDS FOUNDATION 350 RAMAPO VALLEY ROAD, SUITE 18-200 OAKLAND, NJ 07436	NONE	501(C)(3)	CHARITABLE	200.
WASHINGTON ASSOCIATION OF NEW JERSEY P.O. BOX 1473 MORRISTOWN, NJ 07962	NONE	501(C)(3)	CHARITABLE	1,000.
WESTFIELD UNITED FUND 301 NORTH AVE. WEST WESTFIELD, NJ 07090	NONE	501(C)(3)	CHARITABLE	1,000.
YOUNG AMERICA'S FOUNDATION 110 ELDEN STREET HERNDON, VA 20170	NONE	501(C)(3)	CHARITABLE	10,000.
Total from continuation sheets				

FORM 990-PF — OTHER INCOME — STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OID	5,239.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,239.	0.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,000.	4,500.		0.
TO FORM 990-PF, PG 1, LN 16B	18,000.	4,500.		0.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	13,422.	13,422.		0.
TO FORM 990-PF, PG 1, LN 16C	13,422.	13,422.		0.

FORM 990-PF — TAXES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	5,287.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,287.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES/AGENCY FEES	3,401.	3,401.		0.
NJ FILING FEES	30.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,431.	3,401.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT TO COST BASIS OF SECURITIES	29,083.
TOTAL TO FORM 990-PF, PART III, LINE 5	29,083.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	1,877,866.	2,533,113.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,877,866.	2,533,113.

EIN: 22-3697400

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ST JUDE MEDICAL INC	STJ	790849103	170	04/11/07	01/09/12	$6,113.13	$6,537.76	$-424.63
ST JUDE MEDICAL INC	STJ	790849103	2430	04/11/07	01/11/12	$87,396.43	$93,451.48	$-6,055.05
CHECK POINT SOFTWARE TECH LTOR	CHKP	M22465104	700	06/08/10	01/25/12	$39,562.35	$20,839.91	$18,722.44
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	0.77	05/26/10	02/22/12	$61.33	$37.14	$24.19
WPX ENERGY INC	WPX	98212B103	700	02/16/11	02/28/12	$13,030.82	$10,774.81	$2,256.01
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	320	05/26/10	02/28/12	$25,613.87	$15,413.88	$10,199.99
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	680	05/26/10	02/29/12	$54,487.41	$32,754.51	$21,732.90
AON CORP		037389103	2600	01/05/10	04/02/12	$127,608.00	$97,786.78	$29,821.22
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	436	05/26/10	04/03/12	$32,862.06	$21,001.42	$11,860.64
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	112	05/26/10	04/04/12	$8,400.92	$5,394.86	$3,006.06
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	254.56	05/26/10	04/13/12	$18,720.44	$12,261.50	$6,458.94
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	228.45	12/15/09	04/13/12	$16,800.27	$10,376.24	$6,424.03
HOLOGIC INC	HOLX	436440101	970	07/31/08	05/07/12	$16,637.36	$18,158.54	$-1,521.18
HOLOGIC INC	HOLX	436440101	1260	07/30/08	05/07/12	$21,611.41	$28,380.41	$-6,769.00
HOLOGIC INC	HOLX	436440101	1560	07/29/08	05/07/12	$26,756.99	$36,491.85	$-9,734.86
HOLOGIC INC	HOLX	436440101	870	07/31/08	05/08/12	$14,743.90	$16,286.52	$-1,542.62
HOLOGIC INC	HOLX	436440101	1560	07/31/08	05/08/12	$26,437.35	$29,203.42	$-2,766.07
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	0.02	12/15/09	05/22/12	$1.12	$0.73	$0.39
COOPER INDS PLC	CBE	G24140108	822	09/25/08	05/22/12	$57,743.54	$34,713.47	$23,030.07

EIN: 22-3697400

U.S. TRUST

Bank of America Private Wealth Management

CUSTODY THE KEAN FOUNDATION INC

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
COOPER INDS PLC	CBE	G24140108	228	09/24/08	05/22/12	$16,016.46	$9,622.40	$6,394.06
STATE STR CORP	STT	857477103	650	03/25/10	06/04/12	$25,676.44	$30,357.21	$-4,680.77
STATE STR CORP	STT	857477103	1050	03/25/10	06/05/12	$41,690.78	$49.038.57	$-7,347.79
GOOGLE INC CL A	GOOG	38259P508	20	02/16/10	07/05/12	$11,931.29	$10.865.15	$1,066.14
COMCAST CORP NEW CL A	CMCS A	20030N101	450	07/28/04	07/05/12	$14,234.89	$8.309.70	$5,925.19
COMCAST CORP NEW CL A	CMCS A	20030N101	400	04/26/04	07/05/12	$12,653.23	$7,932.91	$4,720.32
COMCAST CORP NEW CL A	CMCS A	20030N101	650	03/27/06	07/05/12	$20,561.51	$11,526.67	$9,034.84
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	0.02	12/15/09	08/28/12	$1.17	$0.70	$0.47
GOOGLE INC CL A	GOOG	38259P508	30	02/16/10	10/10/12	$22,330.34	$16,297.72	$6,032.62
CVS CORPORATION DEL	CVS	126650100	1000	12/22/08	11/05/12	$46,601.75	$26,642.10	$19,959.65
KINDER MORGAN MGMT LLC SHS	KMR	49455U100	0.02	12/15/09	11/23/12	$1.18	$0.69	$0.49
BAXTER INTERNATIONAL INC	BAX	071813109	500	10/15/09	11/27/12	$33,047.86	$27,389.75	$5,658.11
BAXTER INTERNATIONAL INC	BAX	071813109	100	06/29/09	11/27/12	$6,609.57	$5,297.32	$1,312.25
WESTERN UN CO	WU	959802109	2700	09/30/09	12/14/12	$35,394.31	$51,283.26	$-15,888.95
Total long term gain/loss from sales:						$881,339.48	$744,429.38	$136,910.10

The Kean Foundation Inc.
22-3697400
Schedule of Securities held at year end - 12/31/2012
Total to Form 990-PF, Part II, line 10B

Qty	Security	Book Value ($)	Fair Market Value ($)
110	Apple Inc.	67,352.53	58539.02
2,300	Automatic data Processing Inc	4,481.57	130,939.00
1,200	Baxter Intl Inc	63,536.24	79,992.00
900	Boeing Co	66,865.32	67,824.00
1,400	CIT Group Inc	59,166.00	54,096.00
3,250	Comcast Corp	73,279.33	121,420.00
2,200	Delphi Automatic PLC	69,051.98	84,150.00
1,000	Devon Energy Corp New	66,433.90	52,040.00
150	Google Inc	73,458.97	106,107.00
800	Johnson & Johnson	473.39	56,080.00
2,300	Johson CTLS Inc	74,823.37	70,541.00
3,728	Merck & Co Inc New Com	176.19	152,624.32
2,900	Metlife Inc	111,362.90	95,526.00
3,200	Microsoft Corp	89,152.00	85,471.04
3,400	Oracle Corp	72,720.22	113,288.00
1,100	Schlumberger Ltd	73,931.33	76,228.46
1,500	Suntrust Bks Inc	32,368.35	42,525.00
2,500	Thermo Fisher Scientific Corp	85,493.38	159,450.00
1,200	United Parcel Svc Inc	82,911.12	88,476.00
2,100	Williams Cos Inc Del	47,530.43	68,754.00
5,100	Broadbridge Finl Solutions Inc	115,370.49	116,688.00
50,000	Hologic Inc Conv	52,797.24	49,844.00
1	Kinder Morgan Mgmt LLC	43.30	75.46
1,500	Life Technologies Corp	72,365.48	73,545.00
2,800	Republic Svcs Inc	85,736.30	82,124.00
3,000	Digital Generation Inc	94,768.23	32,730.00
1,900	ACE Ltd	49,238.44	151,620.00
2,600	AON PLC	97,786.78	144,586.00
2,000	IMAX Corp Canada	53,511.47	44,960.00
1,400	Check Point Software Tech Ltd Ord Israel	41,679.82	66,696.00
		1,877,866.07	**2,526,939.30**