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

OMB No 1545-0052

2012

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation: **THE WALTER C. KLEIN FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **MCCABE HEIDRICH & WONG; 4 GATEHALL DR.**

City or town, state, and ZIP code: **PARSIPPANY, NJ 07054-4518**

A Employer identification number: **52-1705026**

B Telephone number: **973-605-1040**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

J Accounting method: Cash, Accrual, Other (specify) _____

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 4,289,352.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		662.	662.		STATEMENT 1
4 Dividends and interest from securities		32,040.	32,040.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-2,626.			
b Gross sales price for all assets on line 6a		2,674,359.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		30,076.	32,702.		
13 Compensation of officers, directors, trustees, etc.		50,000.	5,000.		45,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		7,800.	6,800.		1,000.
c Other professional fees					
17 Interest					
18 Taxes		2,111.	111.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		18,254.	18,254.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		78,165.	30,165.		46,000.
25 Contributions, gifts, grants paid		194,654.			194,654.
26 Total expenses and disbursements. Add lines 24 and 25		272,819.	30,165.		240,654.
27 Subtract line 26 from line 12		-242,743.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,537.		
c Adjusted net income (if negative, enter -0-)				N/A	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

STMT 3
 STMT 4
 STMT 5

223501 12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

P
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		699,949.	34,359.	34,359.
	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 8		3,283,669.	3,715,544.	4,254,993.
	c	Investments - corporate bonds		21,473.		
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 ▶)					
16	Total assets (to be completed by all filers)		4,005,091.	3,749,903.	4,289,352.	
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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		4,005,091.	3,749,903.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input 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					
30	Total net assets or fund balances		4,005,091.	3,749,903.		
31	Total liabilities and net assets/fund balances		4,005,091.	3,749,903.		

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	4,005,091.
2	Enter amount from Part I, line 27a	2	-242,743.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,836.
4	Add lines 1, 2, and 3	4	3,764,184.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	14,281.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,749,903.

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 STATEMENT C	P	VARIOUS	VARIOUS
b	MAXIM INTEGRATED - CLASS ACTION PROCEEDS	P	VARIOUS	11/01/12
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	2,674,314.		2,676,985.	-2,671.
b	45.			45.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-2,671.
b			45.
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	-2,626.
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	252,533.	4,678,864.	.053973
2010	247,918.	4,855,053.	.051064
2009	251,419.	4,785,110.	.052542
2008	276,539.	4,897,045.	.056471
2007	267,473.	6,073,748.	.044038

2	Total of line 1, column (d)	2	.258088
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	.051618
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,277,558.
5	Multiply line 4 by line 3	5	220,799.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25.
7	Add lines 5 and 6	7	220,824.
8	Enter qualifying distributions from Part XII, line 4 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	8	240,654.

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 <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	25.
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	25.
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	25.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	822.
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	822.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	797.
11	Enter the amount of line 10 to be credited to 2013 estimated tax <input type="checkbox"/> 797. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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.		
1c		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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ	
8b	X	
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		
9		X
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		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MARGARET K. KLEIN Telephone no (973) 605-1040 Located at C/O MHW; 4 GATEHALL DR., PARSIPPANY, NJ ZIP+4 07054-4518
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? 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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes 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? Yes No

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
MARGARET K. KLEIN C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	PRES./TREAS.	AND TRUSTEE		
	15.00	50,000.	0.	0.
ANTOINETTE GEYELIN HOAR C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	VICE PRES.	AND TRUSTEE		
	0.50	0.	0.	0.
ROBERT WONG C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	SECRETARY			
	0.15	0.	0.	0.
WALTER C. KLEIN C/O MCCABE HEIDRICH & WONG; 4 GATEHAL PARSIPPANY, NJ 07054	TRUSTEE			
	0.50	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
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	3,999,434.
b	Average of monthly cash balances	1b	343,264.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,342,698.
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	4,342,698.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,277,558.
6	Minimum investment return. Enter 5% of line 5	6	213,878.

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	213,878.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	25.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	25.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	213,853.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	213,853.
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	213,853.

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	240,654.
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	240,654.
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	25.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	240,629.

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				213,853.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			144,288.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 240,654.				
a Applied to 2011, but not more than line 2a			144,288.	
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				96,366.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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				117,487.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
3 Subtract line 2d from line 2c					
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))

SEE STATEMENT 9
 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
 N/A

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

c Any submission deadlines
 N/A

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT B	N/A	PUBLIC CHARITIES	UNRESTRICTED	194,654.
Total			▶ 3a	194,654.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BNY MELLON - NOMINEE - INTEREST INCOME	662.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	662.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON - NOMINEE - DIVIDEND INCOME	32,040.	0.	32,040.
TOTAL TO FM 990-PF, PART I, LN 4	32,040.	0.	32,040.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,800.	6,800.		1,000.
TO FORM 990-PF, PG 1, LN 16B	7,800.	6,800.		1,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	2,000.	0.		0.
FOREIGN TAXES	111.	111.		0.
TO FORM 990-PF, PG 1, LN 18	2,111.	111.		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	
INVESTMENT MANAGEMENT FEES	17,072.	17,072.			0.
BANK CUSTODIAL FEES	1,157.	1,157.			0.
ANNUAL FILING FEE	25.	25.			0.
TOTAL TO FORM 990-PF, PG 1, LN 23	18,254.	18,254.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
BOOK GAIN ON FYE 6/30/12 TAX TRADES SETTLED FYE 6/30/13		1,836.	
TOTAL TO FORM 990-PF, PART III, LINE 3		1,836.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
BOOK GAIN ON FYE 6/30/13 TAX TRADES SETTLED FYE 6/30/14		13,891.	
HCP INC - RETURN OF CAPITAL		390.	
TOTAL TO FORM 990-PF, PART III, LINE 5		14,281.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT A 1,837.0731 UNITS WELCH ENTREPRENEURIAL FUND, LTD.	1,571,301.	1,853,468.	
	2,144,243.	2,401,525.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,715,544.	4,254,993.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

MARGARET K. KLEIN

WALTER C. KLEIN

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
34,253.28 BNY Mellon Money Market Fund Cl M (Principal Holding)	\$ 34,253.28	\$ 34,253.28		\$ 0.00	0.0%	1.8%
Principal Cash	-33,602.91					
Income Cash	33,602.91					
Total cash and cash equivalents	\$ 34,253.28	\$ 34,253.28	\$ 0.00	\$ 0.00		1.8%

Equities

U S large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,930	Altera Corp (ALTR)	\$ 32.9900	\$ 63,670.70	\$ 66,664.81	\$ 2,994.11	\$ 1,158.00	1.8%	3.4%
1,130	American Express Company (AXP)	74.7600	84,478.80	42,941.42	41,537.38	1,039.60	1.2	4.5
1,420	American International Group Inc (AIG)	44.7000	63,474.00	61,552.68	1,921.32	0.00	0.0	3.4
220	Apache Corp (APA)	83.8300	18,442.60	17,557.89	884.71	176.00	1.0	1.0
6,710	Bank Of America Corporation (BAC)	12.8600	86,290.60	75,003.10	11,287.50	268.40	0.3	4.6
430	CVS Caremark Corporation (CVS)	57.1800	24,587.40	13,770.45	10,816.95	387.00	1.6	1.3
1,510	Citygroup Inc (C)	47.9700	72,434.70	65,778.39	6,656.31	60.40	0.1	3.8
950	Cobalt International Energy (CIE)	26.5700	25,241.50	24,570.77	670.73	0.00	0.0	1.3
1,670	Coca - Cola Co (KO)	40.1100	66,983.70	41,285.57	25,698.13	1,870.40	2.8	3.6
2,670	E M C Corp Mass (EMC)	23.6200	63,065.40	63,717.30	651.90	1,068.00	1.7	3.3
1,450	EBAY Inc (EBAY)	51.7200	74,994.00	75,392.38	-398.38	0.00	0.0	4.0
1,127	Express Scripts Holdings, Inc (ESRX)	61.7400	69,580.98	49,299.24	20,281.74	0.00	0.0	3.7
1,950	General Motors Co (GM)	33.3100	64,954.50	62,040.46	2,914.04	0.00	0.0	3.4
424	Goldman Sachs Group Inc (GS)	151.2500	64,130.00	54,067.82	10,062.18	848.00	1.3	3.4
47	Google Inc (GOOG)	880.3700	41,377.39	31,300.41	10,076.98	0.00	0.0	2.2
530	Humana Inc (HUM)	84.3800	44,721.40	42,266.19	2,455.21	572.40	1.3	2.4

Portfolio officer John Leabo 1844
212 922 7525

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June 1 - June 30, 2013

The Walter C Klein Fdn, Inc/Welch
Account number 10581998910

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Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,850	Morgan Stanley (MS)	24.4300	69,625.50	59,253.34	10,372.16	570.00	0.8	3.7
2,550	News Corporation (NWSA) Class A	32.5800	83,079.00	38,355.64	44,723.36	433.50	0.5	4.4
750	Pepsico Inc (PEP)	81.7900	61,342.50	55,899.90	5,442.60	1,702.50	2.8	3.3
1,300	Qualcomm Inc (QCOM)	61.0900	79,417.00	64,691.44	14,725.56	1,820.00	2.3	4.2
1,060	Starbucks Corp (SBUX)	65.5100	69,440.60	59,513.54	9,927.06	890.40	1.3	3.7
1,520	Supervalu Inc (SVU)	6.2200	9,454.40	10,605.03	-1,150.63	0.00	0.0	0.5
Total U S large cap			\$ 1,300,786.67	\$ 1,075,527.77	\$ 225,258.90	\$ 12,864.60		68.9%

U S mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,150	American Axle & Mfg Hldgs Inc (AXL)	\$ 18.6300	\$ 21,424.50	\$ 15,585.69	\$ 5,838.81	\$ 0.00	0.0%	1.1%
1,810	Berkley W R Corp (WRB)	40.8600	73,956.60	49,491.20	24,465.40	724.00	1.0	3.9
800	Bright Horizons Family Solutions (BFAM)	34.7100	27,768.00	22,639.23	5,128.77	0.00	0.0	1.5
2,000	Dunkin' Brands Group Inc (DNKN)	42.8200	85,640.00	60,826.33	24,813.67	1,520.00	1.8	4.5
1,770	Lennar Corp Class A (LEN)	36.0400	63,790.80	68,700.44	4,909.64	283.20	0.4	3.4
920	Liquidity Services Inc (LODT)	34.6700	31,896.40	30,415.63	1,480.77	0.00	0.0	1.7
2,340	Standard Pacific Corp (SPF)	8.3300	19,492.20	19,540.74	48.54	0.00	0.0	1.0
Total U S mid cap			\$ 323,968.50	\$ 267,199.26	\$ 56,769.24	\$ 2,527.20		17.2%

U S small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,290	Forest Oil Corp (FST)	\$ 4.0900	\$ 5,276.10	\$ 15,640.19	\$ -10,364.09	\$ 0.00	0.0%	0.3%
Total U S small cap			\$ 5,276.10	\$ 15,640.19	\$ -10,364.09	\$ 0.00		0.3%

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Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,080	Willis Group Holdings Public Limited(WSH) Company	\$ 40 7800	\$ 84 822 40	\$ 74,030 51	\$ 10,791 89	\$ 2,329 60	2 8%	4 5%
1,170	Nestle S A Sponsored ADR Repstg Reg (NSRGY) Sh	65 7800	76 962 60	77,502 41	-539 81	2,124 72	2 8	4 1
Total developed international			\$ 161,785 00	\$ 151,532 92	\$ 10,252 08	\$ 4,454 32		8 6%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1 340	Health Care Property Investors (HCP)	\$ 45 4400	\$ 60,889 60	\$ 60,731 12	\$ 158 48	\$ 2,814 00	4 6%	3 2%
Total equity reits			\$ 60,889 60	\$ 60,731 12	\$ 158 48	\$ 2,814 00		3 2%
Total equities			\$ 1,852,705 87	\$ 1,570,631 26	\$ 282,074 61	\$ 22,660 12		98 2%

Other assets

Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
720	Dividend Tax Reclaim Switzerland 2010	\$ 1 0583	\$ 761 98	\$ 669 70	\$ 92 28	\$ 0 00	0 0%	0 0%
Total other			\$ 761 98	\$ 669 70	\$ 92 28	\$ 0 00		0 0%
Total other assets			\$ 761 98	\$ 669 70	\$ 92 28	\$ 0 00		0 0%
Total assets			\$ 1,887,721 13	\$ 1,605,554 24	\$ 282,166 89	\$ 22,660 12		100 0%

	FMV	Cost
Total Assets	\$ 1,887,721 13	\$ 1,605,554 24
Less: Cash	<u>(34,253 28)</u>	<u>(34,253 28)</u>
Total Investments - corporate stock	<u>\$ 1,853,467 85</u>	<u>\$ 1,571,300 96</u>

Portfolio officer John Leabo 1844
212 922 7525

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STATEMENT A

THE WALTER C. KLEIN FOUNDATION, INC.
2012 FORM 990-PF
EIN #: 52-1705026
PART XV, LINE 3(a)
CONTRIBUTIONS

DONEE	ADDRESS	DATE	CHECK NO.	AMOUNT
ALVIN AILEY DANCE FOUNDATION, INC. (AKA ALVIN AILEY AMERICAN DANCE THEATER)	THE JOAN WEILL CENTER FOR DANCE 405 WEST 55TH STREET NEW YORK, NY 10019	06/07/13	153	10,000
AMERICAN MUSEUM OF NATURAL HISTORY (AKA A M N H)	79TH STREET & CENTRAL PARK WEST NEW YORK, NY 10024	06/07/13	154	24,755
BROOKLYN INSTITUTE OF ARTS AND SCIENCES (AKA BROOKLYN MUSEUM)	200 EASTERN PARKWAY BROOKLYN, NY 11238	06/07/13	155	2,025
CHILDREN'S AID SOCIETY (AKA CHILDREN'S AID, CAS)	105 EAST 22ND STREET NEW YORK, NY 10010	06/07/13	156	25,000
CITY HARVEST, INC	6 EAST 32ND STREET, 5TH FLOOR NEW YORK, NY 10016	06/07/13	157	1,000
DANCE THEATRE OF HARLEM INC (AKA DTH)	466 WEST 152ND STREET NEW YORK, NY 10031	06/07/13	158	5,000
HARLEM ACADEMY	1330 FIFTH AVENUE NEW YORK, NY 10026	06/07/13	159	1,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH INC	500 FIFTH AVENUE, SUITE 935 NEW YORK, NY 10110	06/07/13	160	1,000
KINGDOM HOUSE	1321 SOUTH 11TH STREET ST LOUIS, MO 63104	06/07/13	161	1,000
2002 LINCOLN CENTER THEATRE SUPPORTING FOUNDATION IRREVOCABLE CHARITABLE TRUST	150 WEST 65TH STREET NEW YORK, NY 10023	06/07/13	162	2,100
METROPOLITAN MUSEUM OF ART	1000 FIFTH AVENUE NEW YORK, NY 10028	06/07/13	163	7,000
MOHONK PRESERVE, INC	P O BOX 715 NEW PALTZ, NY 12561	06/07/13	164	1,000
NARAL PRO-CHOICE NEW YORK INC	470 PARK AVENUE SOUTH, 7TH FLOOR NEW YORK, NY 10016	06/07/13	165	10,000
NATURE CONSERVANCY, INC (AKA THE NATURE CONSERVANCY)	4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	06/07/13	174	10,000

THE WALTER C. KLEIN FOUNDATION, INC.
2012 FORM 990-PF
EIN #: 52-1705026
PART XV, LINE 3(a)
CONTRIBUTIONS

DONEE	ADDRESS	DATE	CHECK NO.	AMOUNT
NEW YORK CITY BALLET INC	20 LINCOLN CENTER NEW YORK, NY 10025	06/07/13	166	6,250
ASTOR LENOX AND TILDEN FOUNDATIONS (AKA THE NEW YORK PUBLIC LIBRARY)	476 FIFTH AVENUE NEW YORK, NY 10018	06/07/13	167	9,785
WILDLIFE CONSERVATION SOCIETY (AKA WCS)	2300 SOUTHERN BOULEVARD BRONX, NY 10460	06/07/13	168	9,819
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY INC	151 WASHINGTON STREET NEWARK, NJ 07102	06/07/13	169	1,000
PLANNED PARENTHOOD OF NEW YORK CITY INC.	26 BLEECKER STREET NEW YORK, NY 10012	06/07/13	170	10,000
RANDOLPH COLLEGE	2500 RIVERMONT AVENUE LYNCHBURG, VA 24503	06/07/13	172	1,000
THE DOOR - A CENTER OF ALTERNATIVES, INC	121 AVENUE OF THE AMERICAS NEW YORK, NY 10013	06/07/13	173	5,000
NEW YORK SHAKESPEARE FESTIVAL	425 LAFAYETTE STREET NEW YORK, NY 10003	06/07/13	171	920
TRICKLE UP PROGRAM, INC (AKA TRICKLE UP)	104 WEST 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	06/07/13	175	25,000
WELLESLEY COLLEGE	106 CENTRAL STREET WELLESLEY, MA 02481	06/07/13	176	25,000
TOTAL				<u><u>194,654</u></u>

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
05/08/12	07/09/12	390	Rockwood Holdings Inc	16,581.41	20,578.12	(3,996.71)
05/09/12	07/09/12	130	Rockwood Holdings Inc	5,527.14	6,720.90	(1,193.76)
10/11/11	07/09/12	520	Agilent Technologies	19,525.98	17,631.43	1,894.55
10/11/11	07/09/12	560	Agilent Technologies	21,027.97	18,985.06	2,042.91
10/11/11	07/09/12	640	Agilent Technologies	24,023.72	21,697.22	2,326.50
07/06/12	07/11/12	490	Ebay Inc.	19,058.66	19,809.70	(751.04)
02/03/11	07/18/12	100	CVS Corp	4,847.96	3,314.13	1,533.83
02/03/11	07/18/12	20	CVS Corp	969.59	662.40	307.19
06/30/09	07/18/12	140	CVS Corp	6,787.14	4,483.40	2,303.74
12/22/11	07/19/12	280	Sealed Air Corp	4,356.03	4,763.47	(407.44)
12/22/11	07/19/12	350	Sealed Air Corp	5,448.88	5,954.34	(505.46)
11/01/11	07/19/12	10	Express Scripts Inc	593.19	443.97	149.22
11/01/11	07/19/12	120	Express Scripts Inc	7,120.64	5,327.62	1,793.02
11/01/11	07/19/12	160	Express Scripts Inc	9,408.20	7,103.49	2,304.71
12/22/11	07/20/12	220	Sealed Air Corp	3,413.64	3,742.73	(329.09)
12/22/11	07/20/12	350	Sealed Air Corp	5,429.24	5,954.34	(525.10)
12/22/11	07/20/12	350	Sealed Air Corp	5,430.33	5,954.34	(524.01)
12/22/11	07/20/12	900	Sealed Air Corp	13,968.40	15,311.16	(1,342.76)
07/25/12	07/26/12	240	Annaly Capital Management	4,152.02	4,178.21	(26.19)
07/25/12	07/26/12	40	Annaly Capital Management	691.82	696.37	(4.55)
07/25/12	07/26/12	80	Annaly Capital Management	1,383.64	1,392.57	(8.93)
07/25/12	07/26/12	240	Annaly Capital Management	4,150.80	4,177.70	(26.90)
07/25/12	07/26/12	30	Annaly Capital Management	519.24	522.21	(2.97)
07/25/12	07/26/12	350	Annaly Capital Management	6,057.77	6,092.10	(34.33)
07/25/12	07/26/12	160	Annaly Capital Management	2,769.26	2,782.78	(13.52)
11/01/11	08/09/12	57	Express Scripts Inc	3,553.42	2,530.62	1,022.80
11/21/11	08/09/12	153	Express Scripts Inc	9,538.14	6,539.83	2,998.31
03/28/12	08/13/12	160	Progressive Corporation	3,151.19	3,702.86	(551.67)
03/28/12	08/13/12	230	Progressive Corporation	4,529.84	5,298.97	(769.13)
03/28/12	08/13/12	50	Progressive Corporation	984.58	1,151.95	(167.37)
03/29/12	08/13/12	210	Progressive Corporation	4,135.22	4,821.60	(686.38)
03/29/12	08/13/12	270	Progressive Corporation	5,317.34	6,199.20	(881.86)
03/13/12	08/13/12	120	Progressive Corporation	2,363.26	2,671.19	(307.93)
03/13/12	08/15/12	370	Progressive Corporation	7,390.25	8,236.16	(845.91)
03/09/12	08/15/12	30	Progressive Corporation	599.21	649.31	(50.10)
03/09/12	08/15/12	370	Progressive Corporation	7,383.66	8,008.17	(624.51)
03/09/12	08/15/12	30	Progressive Corporation	598.68	644.42	(45.74)
03/09/12	08/15/12	400	Progressive Corporation	8,010.82	8,592.24	(581.42)
03/09/12	08/15/12	370	Progressive Corporation	7,371.38	7,947.82	(576.44)
03/08/12	08/15/12	540	Progressive Corporation	10,758.22	11,525.54	(767.32)
03/08/12	08/15/12	10	Progressive Corporation	199.23	213.31	(14.08)
04/27/12	08/21/12	400	Check Point Software	20,166.58	23,724.44	(3,557.86)
12/30/10	08/21/12	70	Check Point Software	3,529.15	3,257.47	271.68
12/30/10	08/21/12	60	Check Point Software	3,025.65	2,792.11	233.54
01/18/11	08/21/12	270	Check Point Software	13,615.41	12,446.92	1,168.49

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
12/29/10	08/21/12	40	Check Point Software	2,017.10	1,833.02	184.08
05/09/12	08/21/12	10	Twenty OneVianet Group Inc.	87.71	125.25	(37.54)
04/30/12	08/21/12	10	Twenty OneVianet Group Inc.	87.71	125.21	(37.50)
05/08/12	08/21/12	30	Twenty OneVianet Group Inc.	263.13	374.45	(111.32)
04/27/12	08/21/12	50	Twenty OneVianet Group Inc.	438.56	614.47	(175.91)
04/27/12	08/21/12	40	Twenty OneVianet Group Inc.	354.49	491.58	(137.09)
12/29/10	08/22/12	100	Check Point Software	5,021.56	4,582.55	439.01
01/10/11	08/22/12	100	Check Point Software	5,021.57	4,377.89	643.68
11/29/11	08/22/12	160	Qualcomm	9,901.79	8,675.81	1,225.98
10/11/11	08/22/12	260	Qualcomm	16,090.41	13,467.14	2,623.27
04/27/12	08/22/12	60	Twenty OneVianet Group Inc.	529.07	737.36	(208.29)
04/27/12	08/22/12	50	Twenty OneVianet Group Inc.	439.16	614.47	(175.31)
04/27/12	08/22/12	90	Twenty OneVianet Group Inc.	792.11	1,106.05	(313.94)
04/27/12	08/23/12	20	Twenty OneVianet Group Inc.	176.53	245.79	(69.26)
04/27/12	08/23/12	60	Twenty OneVianet Group Inc.	532.56	737.36	(204.80)
04/26/12	08/23/12	150	Twenty OneVianet Group Inc.	1,331.39	1,723.05	(391.66)
10/11/11	08/24/12	650	EMC Corp.	16,840.66	14,988.29	1,852.37
10/11/11	08/24/12	160	EMC Corp.	4,172.10	3,689.42	482.68
10/13/11	08/24/12	970	EMC Corp.	25,293.34	22,174.68	3,118.66
10/17/11	08/24/12	80	EMC Corp.	2,086.05	1,828.58	257.47
10/17/11	08/24/12	280	EMC Corp.	7,431.39	6,400.05	1,031.34
10/17/11	08/24/12	200	EMC Corp.	5,308.14	4,556.76	751.38
12/13/10	08/24/12	100	WR Berkley Corp	3,719.50	2,738.59	980.91
01/20/10	09/04/12	470	Occidental Petroleum Corp.	39,076.61	36,413.86	2,662.75
08/27/12	09/05/12	140	CARBO Ceramics Inc.	9,653.14	9,893.28	(240.14)
08/27/12	09/06/12	140	CARBO Ceramics Inc.	9,797.68	9,893.28	(95.60)
04/26/12	09/13/12	470	Forest Oil Corp	3,997.72	6,195.17	(2,197.45)
04/26/12	09/13/12	60	Forest Oil Corp	510.35	790.65	(280.30)
10/11/11	09/13/12	150	Qualcomm	9,588.57	7,769.50	1,819.07
04/26/12	09/14/12	480	Forest Oil Corp	4,366.56	6,325.20	(1,958.64)
04/26/12	09/14/12	70	Forest Oil Corp	641.79	922.42	(280.63)
04/25/12	09/14/12	590	Forest Oil Corp	5,409.35	7,446.04	(2,036.69)
04/25/12	09/14/12	520	Forest Oil Corp	4,767.56	6,536.61	(1,769.05)
04/25/12	09/14/12	90	Forest Oil Corp	825.15	1,131.10	(305.95)
01/10/11	09/26/12	100	Check Point Software	4,722.85	4,377.89	344.96
01/10/11	09/27/12	130	Check Point Software	6,340.41	5,691.26	649.15
01/10/11	09/27/12	20	Check Point Software	975.45	867.89	107.56
11/30/10	09/27/12	140	Check Point Software	6,828.13	6,004.98	823.15
11/30/10	09/28/12	140	Check Point Software	6,760.39	6,004.98	755.41
11/29/10	09/28/12	280	Check Point Software	13,520.78	12,003.77	1,517.01
07/29/10	10/01/12	21000	HCA 6.3 10/01/12 6.300% Due 10-01-12	21,000.00	21,472.50	(472.50)
09/17/12	10/25/12	250	St. Jude Medical Inc.	9,546.41	10,593.82	(1,047.41)
10/17/12	10/25/12	520	St. Jude Medical Inc.	19,856.53	21,048.20	(1,191.67)
09/12/12	10/25/12	320	St. Jude Medical Inc.	12,219.40	12,855.52	(636.12)

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
09/12/12	10/25/12	30	St. Jude Medical Inc.	1,147.33	1,205.20	(57.87)
09/12/12	10/25/12	330	St. Jude Medical Inc.	12,620.67	13,251.24	(630.57)
09/12/12	10/25/12	20	St. Jude Medical Inc.	761.59	803.11	(41.52)
09/12/12	10/25/12	310	St. Jude Medical Inc.	11,804.59	12,447.43	(642.84)
10/17/12	10/26/12	170	EOG Resources	19,282.76	19,595.34	(312.58)
12/13/10	11/06/12	250	WR Berkley Corp	9,682.65	6,846.47	2,836.18
12/13/10	11/09/12	90	WR Berkley Corp	3,507.87	2,464.73	1,043.14
10/09/12	11/14/12	70	Lennar Corp	2,485.69	2,591.20	(105.51)
10/04/12	11/14/12	70	Lennar Corp	2,485.69	2,587.48	(101.79)
10/03/12	11/14/12	140	Lennar Corp	4,971.39	5,136.89	(165.50)
10/03/12	11/14/12	260	Lennar Corp	9,232.57	9,524.19	(291.62)
10/03/12	11/14/12	10	Lennar Corp	355.10	357.91	(2.81)
12/13/10	11/19/12	170	WR Berkley Corp	6,639.39	4,655.60	1,983.79
06/30/09	11/26/12	390	CVS Corp	17,687.70	12,489.48	5,198.22
10/18/12	11/29/12	610	Heckmann Corp	2,374.18	2,689.55	(315.37)
03/23/12	11/29/12	340	Cardinal Health	13,690.67	14,362.89	(672.22)
09/25/12	11/29/12	180	Abiomed	2,513.39	4,006.66	(1,493.27)
09/21/12	11/29/12	70	Abiomed	977.43	1,555.97	(578.54)
11/29/12	11/30/12	320	Groupon Inc.	1,328.55	1,440.06	(111.51)
11/29/12	11/30/12	770	Groupon Inc.	3,196.81	3,435.43	(238.62)
11/28/12	11/30/12	280	Groupon Inc.	1,162.48	1,151.67	10.81
11/28/12	11/30/12	90	Groupon Inc.	370.48	370.18	0.30
11/27/12	11/30/12	300	Groupon Inc.	1,234.95	1,157.85	77.10
11/26/12	11/30/12	800	Groupon Inc.	3,293.20	3,077.36	215.84
11/26/12	11/30/12	350	Groupon Inc.	1,440.78	1,340.36	100.42
11/26/12	11/30/12	20	Groupon Inc.	81.58	76.59	4.99
11/21/12	11/30/12	550	Groupon Inc.	2,243.56	2,084.72	158.84
09/21/12	11/30/12	150	Abiomed	2,003.23	3,334.21	(1,330.98)
09/26/12	11/30/12	230	Abiomed	3,071.63	4,998.89	(1,927.26)
09/27/12	11/30/12	190	Abiomed	2,537.43	4,102.10	(1,564.67)
09/24/12	11/30/12	280	Abiomed	3,739.37	6,026.92	(2,287.55)
09/20/12	11/30/12	220	Abiomed	2,938.08	4,714.51	(1,776.43)
09/28/12	11/30/12	30	Abiomed	400.65	640.42	(239.77)
09/28/12	11/30/12	180	Abiomed	2,403.88	3,816.05	(1,412.17)
09/28/12	11/30/12	120	Abiomed	1,602.59	2,540.22	(937.63)
09/19/12	11/30/12	240	Abiomed	3,205.18	5,077.37	(1,872.19)
10/11/12	11/30/12	110	Abiomed	1,469.04	2,274.80	(805.76)
09/12/12	11/30/12	140	Abiomed	1,869.68	2,888.30	(1,018.62)
09/14/12	11/30/12	100	Abiomed	1,335.49	2,056.03	(720.54)
09/14/12	12/03/12	760	Abiomed	9,754.53	15,625.83	(5,871.30)
10/08/12	12/03/12	420	Abiomed	5,390.67	8,625.96	(3,235.29)
10/03/12	12/03/12	90	Abiomed	1,155.14	1,847.11	(691.97)
09/11/12	12/03/12	220	Abiomed	2,823.68	4,501.66	(1,677.98)
12/13/12	12/18/12	170	Aon Plc	9,652.28	9,655.71	(3.43)
05/09/12	12/19/12	120	Rockwood Holdings Inc	5,851.60	6,203.90	(352.30)

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
03/13/12	12/19/12	70	Rockwood Holdings Inc	3,413.43	3,545.48	(132.05)
03/13/12	12/20/12	320	Rockwood Holdings Inc	15,564.96	16,207.90	(642.94)
12/13/12	12/21/12	290	Bank of America Corp	3,262.11	3,073.65	188.46
12/13/12	12/21/12	540	Bank of America Corp	6,074.27	5,720.76	353.51
12/13/12	12/21/12	30	Bank of America Corp	338.04	317.82	20.22
09/24/12	12/21/12	180	Bank of America Corp	2,028.24	1,644.88	383.36
09/24/12	12/21/12	380	Bank of America Corp	4,248.79	3,472.51	776.28
09/24/12	12/21/12	30	Bank of America Corp	335.43	273.86	61.57
09/24/12	12/21/12	410	Bank of America Corp	4,588.20	3,742.81	845.39
03/13/12	12/21/12	60	Rockwood Holdings Inc	2,941.46	3,038.98	(97.52)
01/26/12	12/21/12	10	Rockwood Holdings Inc	490.24	481.74	8.50
01/26/12	12/21/12	10	Rockwood Holdings Inc	489.58	481.74	7.84
01/26/12	12/24/12	120	Rockwood Holdings Inc	5,875.08	5,780.93	94.15
09/24/12	12/31/12	580	Bank of America Corp	6,722.51	5,294.71	1,427.80
09/24/12	12/31/12	320	Bank of America Corp	3,708.97	2,920.64	788.33
09/24/12	12/31/12	130	Bank of America Corp	1,506.77	1,184.94	321.83
09/24/12	01/02/13	150	Bank of America Corp	1,795.74	1,367.23	428.51
10/03/12	01/02/13	280	Bank of America Corp	3,352.06	2,539.46	812.60
10/03/12	01/02/13	240	Bank of America Corp	2,859.70	2,176.68	683.02
09/28/12	01/02/13	10	Bank of America Corp	119.15	89.30	29.85
09/28/12	01/02/13	200	Bank of America Corp	2,383.08	1,779.56	603.52
10/16/12	01/03/13	570	Newfield Exploration Co	15,644.54	19,335.71	(3,691.17)
04/29/11	01/03/13	290	Western Union Co	3,939.13	6,237.99	(2,298.86)
04/29/11	01/03/13	460	Western Union Co	6,248.27	9,848.00	(3,599.73)
04/29/11	01/03/13	130	Western Union Co	1,765.81	2,782.82	(1,017.01)
10/16/12	01/04/13	30	Newfield Exploration Co	835.71	1,017.67	(181.96)
12/14/12	01/04/13	160	Newfield Exploration Co	4,457.11	4,131.52	325.59
12/05/12	01/04/13	90	Newfield Exploration Co	2,507.13	2,271.81	235.32
12/05/12	01/04/13	290	Newfield Exploration Co	8,080.34	7,320.26	760.08
04/29/11	01/04/13	480	Western Union Co	6,599.32	10,275.02	(3,675.70)
04/29/11	01/04/13	210	Western Union Co	2,859.90	4,495.32	(1,635.42)
09/11/12	01/04/13	140	Abiomed	1,875.39	2,864.69	(989.30)
04/29/11	01/07/13	800	Western Union Co	10,978.71	17,125.04	(6,146.33)
09/11/12	01/07/13	30	Abiomed	394.27	613.86	(219.59)
09/17/12	01/07/13	110	Abiomed	1,445.67	2,248.48	(802.81)
10/11/12	01/07/13	50	Abiomed	657.13	1,018.65	(361.52)
04/29/11	01/08/13	120	Western Union Co	1,628.94	2,568.76	(939.82)
06/14/11	01/08/13	80	Western Union Co	1,085.96	1,603.18	(517.22)
03/26/12	01/08/13	50	Western Union Co	678.72	910.87	(232.15)
03/26/12	01/08/13	50	Western Union Co	678.72	910.51	(231.79)
05/03/12	01/08/13	300	Western Union Co	4,072.35	5,397.66	(1,325.31)
05/03/12	01/08/13	590	Western Union Co	8,009.31	10,615.40	(2,606.09)
05/03/12	01/08/13	220	Western Union Co	2,984.85	3,958.28	(973.43)
10/11/12	01/08/13	260	Abiomed	3,446.79	5,296.98	(1,850.19)
10/09/12	01/08/13	120	Abiomed	1,590.83	2,421.17	(830.34)

STATEMENT C

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
05/03/12	01/09/13	210	Western Union Co	2,786.97	3,778.36	(991.39)
10/24/11	01/09/13	520	Western Union Co	6,901.08	9,139.57	(2,238.49)
10/24/11	01/09/13	200	Western Union Co	2,654.26	3,513.88	(859.62)
10/24/11	01/09/13	310	Western Union Co	4,115.59	5,446.51	(1,330.92)
10/24/11	01/09/13	120	Western Union Co	1,593.13	2,107.06	(513.93)
10/06/11	01/09/13	30	Western Union Co	398.28	466.46	(68.18)
10/06/11	01/09/13	40	Western Union Co	531.04	621.71	(90.67)
10/06/11	01/09/13	20	Western Union Co	265.52	310.82	(45.30)
10/06/11	01/09/13	30	Western Union Co	398.29	465.82	(67.53)
10/09/12	01/09/13	70	Abiomed	902.03	1,412.35	(510.32)
11/01/12	01/09/13	400	Abiomed	5,154.48	5,514.40	(359.92)
11/01/12	01/11/13	270	Abiomed	3,312.12	3,722.22	(410.10)
11/05/12	01/14/13	270	Express Scripts Inc	14,810.87	14,665.48	145.39
11/14/12	01/14/13	80	Express Scripts Inc	4,388.40	4,022.45	365.95
10/13/10	01/14/13	100	American Express	6,112.07	3,925.69	2,186.38
10/13/10	01/14/13	80	American Express	4,889.66	3,122.95	1,766.71
10/11/10	01/14/13	90	American Express	5,500.86	3,420.27	2,080.59
09/14/12	01/16/13	270	Mead Johnson	18,264.44	20,294.90	(2,030.46)
09/17/12	01/16/13	90	Mead Johnson	6,088.15	6,653.20	(565.05)
09/17/12	01/16/13	50	Mead Johnson	3,366.37	3,696.22	(329.85)
10/22/12	01/16/13	160	Mead Johnson	10,772.40	11,092.05	(319.65)
12/14/12	01/16/13	23	Mead Johnson	1,548.53	1,512.78	35.75
03/23/12	01/22/13	180	Cardinal Health	8,016.48	7,603.88	412.60
10/01/12	01/24/13	83	DoubleLine Total Return Bond Fund	944.75	944.78	(0.03)
11/01/12	01/24/13	83	DoubleLine Total Return Bond Fund	946.91	944.44	2.47
12/03/12	01/24/13	80	DoubleLine Total Return Bond Fund	913.75	910.56	3.19
09/04/12	01/24/13	90	DoubleLine Total Return Bond Fund	1,025.85	1,020.48	5.37
01/02/13	01/24/13	90	DoubleLine Total Return Bond Fund	1,022.27	1,016.02	6.25
08/01/12	01/24/13	88	DoubleLine Total Return Bond Fund	1,004.68	992.37	12.31
06/29/12	01/24/13	2386	DoubleLine Total Return Bond Fund	27,201.04	26,676.71	524.33
10/19/12	01/28/13	66	Apple Inc	29,502.29	40,388.90	(10,886.61)
12/14/12	01/28/13	10	Apple Inc	4,470.04	5,127.25	(657.21)
10/03/12	01/29/13	370	Cisco Systems	7,706.11	7,057.64	648.47
10/03/12	01/29/13	110	Cisco Systems	2,291.00	2,094.11	196.89
10/03/12	01/29/13	240	Cisco Systems	4,974.36	4,568.98	405.38
10/03/12	01/29/13	240	Cisco Systems	4,974.37	4,568.42	405.95
10/03/12	01/30/13	460	Cisco Systems	9,452.00	8,756.15	695.85
10/05/12	01/30/13	200	EMC Corp.	4,940.97	5,515.38	(574.41)
10/05/12	01/30/13	290	EMC Corp.	7,164.41	7,952.50	(788.09)
12/31/12	01/31/13	50	Qualcomm	3,345.50	3,069.62	275.88
10/11/11	01/31/13	160	Qualcomm	10,705.59	8,287.47	2,418.12
10/18/12	01/31/13	1010	Heckmann Corp	3,851.41	4,453.19	(601.78)
06/01/12	02/01/13	290	News Corporation	8,164.93	5,395.45	2,769.48
11/06/12	02/04/13	150	Goldman Sachs Group Inc.	22,158.38	18,944.41	3,213.97
11/07/12	02/04/13	90	Goldman Sachs Group Inc.	13,295.03	10,757.29	2,537.74

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
11/13/12	02/04/13	60	Goldman Sachs Group Inc.	8,863.36	7,052.04	1,811.32
01/26/12	02/05/13	350	Rockwood Holdings Inc	19,213.30	16,861.04	2,352.26
11/15/12	02/05/13	100	Rockwood Holdings Inc	5,489.52	4,299.00	1,190.52
12/13/10	02/05/13	120	WR Berkley Corp	4,942.30	3,286.31	1,655.99
06/29/12	02/08/13	3730	DoubleLine Total Return Bond Fund	42,335.50	41,701.40	634.10
05/21/10	02/11/13	660	Coca Cola	25,442.42	16,767.30	8,675.12
10/05/12	02/12/13	260	EMC Corp.	6,374.15	7,129.82	(755.67)
10/02/12	02/12/13	730	EMC Corp.	17,896.64	19,836.80	(1,940.16)
10/04/12	02/12/13	190	EMC Corp.	4,658.03	5,155.57	(497.54)
11/15/12	02/19/13	360	Rockwood Holdings Inc	21,680.22	15,476.40	6,203.82
01/22/13	02/26/13	90	Apache Corp	6,575.43	7,415.87	(840.44)
01/22/13	02/26/13	170	Apache Corp	12,501.37	14,007.76	(1,506.39)
02/07/13	02/26/13	130	Devon Energy Corporation	6,892.75	7,614.92	(722.17)
02/07/13	02/26/13	230	Devon Energy Corporation	12,290.05	13,472.55	(1,182.50)
10/03/12	02/26/13	10	Cisco Systems	205.68	190.35	15.33
10/03/12	02/26/13	460	Cisco Systems	9,461.11	8,754.77	706.34
02/04/13	02/27/13	110	Liquidity Services Inc	3,639.71	3,622.60	17.11
01/31/13	02/27/13	20	Liquidity Services Inc	661.77	628.53	33.24
05/21/10	02/28/13	570	Coca Cola	22,041.40	14,480.85	7,560.55
01/31/13	02/28/13	300	Liquidity Services Inc	9,935.68	9,428.02	507.66
08/27/12	03/01/13	290	Microsoft Corp	7,993.12	8,939.34	(946.22)
08/27/12	03/01/13	30	Microsoft Corp	826.87	924.67	(97.80)
08/27/12	03/01/13	320	Microsoft Corp	8,893.34	9,863.11	(969.77)
08/27/12	03/01/13	30	Microsoft Corp	832.11	924.67	(92.56)
08/22/12	03/01/13	200	Microsoft Corp	5,547.39	6,126.06	(578.67)
08/22/12	03/01/13	150	Microsoft Corp	4,160.55	4,593.17	(432.62)
02/08/13	03/07/13	760	General Motors	21,202.09	21,762.22	(560.13)
02/01/13	03/07/13	590	General Motors	16,459.51	16,733.58	(274.07)
03/01/13	03/08/13	44	DoubleLine Total Return Bond Fund	492.47	493.77	(1.30)
02/01/13	03/08/13	62	DoubleLine Total Return Bond Fund	700.32	701.56	(1.24)
06/29/12	03/08/13	11488	DoubleLine Total Return Bond Fund	130,040.16	128,431.89	1,608.27
02/01/13	03/11/13	90	General Motors	2,489.26	2,552.58	(63.32)
01/30/13	03/11/13	450	General Motors	12,446.31	12,661.09	(214.78)
02/14/13	03/11/13	180	General Motors	4,978.53	5,051.65	(73.12)
02/14/13	03/11/13	510	General Motors	14,250.25	14,312.99	(62.74)
01/30/13	03/11/13	220	General Motors	6,147.17	6,155.53	(8.36)
06/30/09	03/20/13	420	CVS Corp	23,148.33	13,450.20	9,698.13
02/21/13	03/20/13	10	Bright Horizons Family Solutions Inc	346.46	280.40	66.06
02/25/13	03/20/13	40	Bright Horizons Family Solutions Inc	1,385.82	1,121.51	264.31
02/25/13	03/21/13	30	Bright Horizons Family Solutions Inc	1,011.86	841.14	170.72
02/26/13	03/21/13	90	Bright Horizons Family Solutions Inc	3,035.56	2,523.37	512.19
01/25/13	03/21/13	70	Bright Horizons Family Solutions Inc	2,361.00	1,945.30	415.70
03/23/12	04/03/13	750	Cardinal Health	31,755.48	31,682.85	72.63
03/23/12	04/03/13	410	Cardinal Health	17,366.67	17,319.96	46.71
08/21/12	04/03/13	90	Cardinal Health	3,812.20	3,589.08	223.12

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
08/03/12	04/03/13	250	Cardinal Health	10,589.43	9,817.62	771.81
10/18/12	04/04/13	200	Heckmann Corp	779.30	881.82	(102.52)
10/17/12	04/04/13	470	Heckmann Corp	1,831.34	2,062.97	(231.63)
10/17/12	04/05/13	1380	Heckmann Corp	5,430.90	6,057.23	(626.33)
08/22/12	04/08/13	220	Microsoft Corp	6,262.27	6,736.64	(474.37)
08/22/12	04/08/13	160	Microsoft Corp	4,554.37	4,898.91	(344.54)
10/17/12	04/08/13	340	Heckmann Corp	1,371.25	1,492.36	(121.11)
10/17/12	04/08/13	670	Heckmann Corp	2,713.90	2,940.83	(226.93)
10/17/12	04/09/13	190	Heckmann Corp	767.96	833.97	(66.01)
10/19/12	04/09/13	310	Heckmann Corp	1,252.99	1,313.50	(60.51)
10/19/12	04/10/13	390	Heckmann Corp	1,578.91	1,652.47	(73.56)
10/19/12	04/10/13	560	Heckmann Corp	2,275.50	2,372.78	(97.28)
10/19/12	04/10/13	10	Heckmann Corp	40.63	41.80	(1.17)
10/22/12	04/10/13	50	Heckmann Corp	203.17	205.99	(2.82)
10/23/12	04/10/13	50	Heckmann Corp	203.17	203.01	0.16
08/22/12	04/11/13	210	Microsoft Corp	6,100.42	6,429.82	(329.40)
08/22/12	04/11/13	370	Microsoft Corp	10,748.37	11,325.70	(577.33)
10/22/12	04/11/13	260	Microsoft Corp	7,552.91	7,283.66	269.25
10/22/12	04/11/13	280	Microsoft Corp	8,106.35	7,843.95	262.40
12/31/12	04/11/13	290	Microsoft Corp	8,395.86	7,707.65	688.21
12/07/12	04/11/13	360	Microsoft Corp	10,422.45	9,529.49	892.96
10/23/12	04/11/13	430	Heckmann Corp	1,763.52	1,745.93	17.59
10/23/12	04/15/13	470	Heckmann Corp	1,857.68	1,908.34	(50.66)
05/21/10	04/16/13	170	Coca Cola	7,195.47	4,318.85	2,876.62
08/20/09	04/16/13	210	Coca Cola	8,888.52	5,195.80	3,692.72
10/23/12	04/16/13	230	Heckmann Corp	889.80	933.87	(44.07)
10/24/12	04/16/13	450	Heckmann Corp	1,740.92	1,756.49	(15.57)
10/24/12	04/17/13	270	Heckmann Corp	1,013.65	1,053.89	(40.24)
10/24/12	04/17/13	140	Heckmann Corp	525.60	532.06	(6.46)
10/24/12	04/17/13	720	Heckmann Corp	2,703.07	2,721.67	(18.60)
10/24/12	04/17/13	350	Heckmann Corp	1,313.99	1,316.73	(2.74)
04/11/13	04/17/13	410	DuPont	20,063.27	20,638.13	(574.86)
04/10/13	04/17/13	820	DuPont	40,126.54	40,798.03	(671.49)
01/16/13	04/22/13	46	Google Inc-Cl A	36,763.34	32,937.71	3,825.63
04/25/12	04/23/13	360	Forest Oil Corp	1,509.34	4,524.41	(3,015.07)
10/03/12	04/24/13	250	Cisco Systems	5,061.31	4,758.02	303.29
10/05/12	04/24/13	330	Cisco Systems	6,680.93	6,280.13	400.80
10/05/12	04/24/13	760	Cisco Systems	15,386.38	14,447.52	938.86
10/25/12	04/24/13	190	Cisco Systems	3,846.60	3,283.03	563.57
10/25/12	04/24/13	80	Cisco Systems	1,619.62	1,381.78	237.84
10/25/12	04/24/13	280	Cisco Systems	5,665.87	4,836.21	829.66
04/25/12	04/24/13	70	Forest Oil Corp	297.35	879.75	(582.40)
04/25/12	04/24/13	70	Forest Oil Corp	297.35	878.65	(581.30)
01/04/13	05/02/13	510	Teva Pharmaceutical-SP ADR	19,216.96	19,461.34	(244.38)
01/03/13	05/02/13	270	Teva Pharmaceutical-SP ADR	10,173.69	10,179.62	(5.93)

STATEMENT C

THE WALTER C. KLEIN FOUNDATION, INC.

2012 FORM 990-PF

EIN #: 52-1705026

GAIN OR LOSS FROM SALE OF ASSETS

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain/Loss
10/09/12	05/02/13	180	Hcp Inc	9,537.98	8,196.57	1,341.41
06/01/12	05/03/13	290	News Corporation	9,317.87	5,395.45	3,922.42
03/05/13	05/06/13	260	Symantec Corp	6,473.35	6,320.12	153.23
03/05/13	05/07/13	160	Symantec Corp	4,000.57	3,889.30	111.27
03/04/13	05/07/13	410	Symantec Corp	10,251.45	9,807.77	443.68
02/06/13	05/10/13	720	Nuance Communications Inc	13,619.61	17,706.38	(4,086.77)
02/07/13	05/10/13	500	Nuance Communications Inc	9,458.06	12,267.65	(2,809.59)
02/07/13	05/10/13	410	Nuance Communications Inc	7,755.62	10,043.24	(2,287.62)
02/06/13	05/10/13	20	Nuance Communications Inc	378.32	488.07	(109.75)
02/06/13	05/14/13	390	Nuance Communications Inc	7,318.18	9,517.32	(2,199.14)
04/02/13	05/14/13	530	Nuance Communications Inc	9,945.23	11,405.44	(1,460.21)
02/08/13	05/14/13	730	Nuance Communications Inc	13,698.14	14,574.27	(876.13)
01/16/13	05/15/13	3	Google Inc-CI A	2,718.77	2,148.11	570.66
11/21/12	05/15/13	13	Google Inc-CI A	11,781.32	8,657.56	3,123.76
10/04/12	05/20/13	200	EMC Corp.	4,810.91	5,426.92	(616.01)
10/04/12	05/20/13	370	EMC Corp.	8,900.18	10,031.29	(1,131.11)
09/26/12	05/20/13	100	EMC Corp.	2,405.46	2,685.36	(279.90)
09/26/12	05/20/13	220	EMC Corp.	5,292.00	5,902.18	(610.18)
03/08/13	05/20/13	3200	Vanguard Msci Emerging Marke	141,020.83	141,901.47	(880.64)
05/01/13	05/20/13	460	Vanguard Msci Emerging Marke	20,271.75	19,987.41	284.34
04/25/13	05/20/13	100	Vanguard Msci Emerging Marke	4,406.90	4,327.19	79.71
04/10/13	05/20/13	470	Vanguard Msci Emerging Marke	20,712.44	20,248.82	463.62
04/26/13	05/20/13	410	Vanguard Msci Emerging Marke	18,068.29	17,567.19	501.10
01/03/13	05/22/13	40	Teva Pharmaceutical-SP ADR	1,578.77	1,508.09	70.68
01/03/13	05/22/13	230	Teva Pharmaceutical-SP ADR	9,077.94	8,664.35	413.59
01/02/13	05/22/13	520	Teva Pharmaceutical-SP ADR	20,524.05	19,351.23	1,172.82
01/11/13	05/23/13	320	At&T Inc	11,686.64	10,979.27	707.37
02/07/13	05/28/13	330	Devon Energy Corporation	19,197.97	19,330.18	(132.21)
02/06/13	05/28/13	510	Devon Energy Corporation	29,669.60	29,669.81	(0.21)
01/11/13	05/31/13	310	At&T Inc	10,958.09	10,636.16	321.93
01/11/13	05/31/13	370	At&T Inc	13,079.01	12,693.81	385.20
01/11/13	05/31/13	180	At&T Inc	6,362.76	6,170.80	191.96
01/11/13	05/31/13	300	At&T Inc	10,604.61	10,276.71	327.90
04/25/12	06/04/13	1450	Forest Oil Corp	6,262.00	18,200.55	(11,938.55)
04/25/12	06/07/13	170	Forest Oil Corp	761.81	2,133.86	(1,372.05)
06/07/13	06/19/13	150	EPAM Systems, Inc.	3,995.46	3,834.39	161.07
06/07/13	06/20/13	40	EPAM Systems, Inc.	1,059.72	1,022.50	37.22
01/22/13	06/21/13	70	Apache Corp	5,933.38	5,767.90	165.48
01/11/13	06/21/13	150	Apache Corp	12,714.40	12,027.97	686.43
01/09/13	06/21/13	260	Apache Corp	22,038.28	20,750.24	1,288.04
10/11/10	06/26/13	300	American Express	22,170.84	11,399.46	10,771.38
01/09/13	06/27/13	220	Apache Corp	18,484.51	17,557.89	926.62
10/11/10	06/27/13	60	American Express	4,474.20	2,279.89	2,194.31
				<u>2,674,314.04</u>	<u>2,676,985.42</u>	<u>(2,671.38)</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. THE WALTER C. KLEIN FOUNDATION, INC.	Employer identification number (EIN) or 52-1705026
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions MCCABE HEIDRICH & WONG; 4 GATEHALL DR.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PARSIPPANY, NJ 07054-4518	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MARGARET K. KLEIN

- The books are in the care of ▶ **C/O MHW; 4 GATEHALL DR. - PARSIPPANY, NJ 07054-4518**
 Telephone No. ▶ **(973) 605-1040** FAX No. ▶ **(973) 605-1041**

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 822.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 822.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)