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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013

Name of foundation THE KLINGENSTEIN THIRD GENERATION FOUNDATION		A Employer identification number 13-3732439	
% TANTON & COMPANY LLP		B Telephone number (see instructions) (212) 583-1100	
Number and street (or P O box number if mail is not delivered to street address) C/O TANTON COLLP 37 W 57TH ST Suite			
City or town, state, and ZIP code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,901,635		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	39,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	134,648	134,648		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	227,681			
	b Gross sales price for all assets on line 6a _____ 1,936,519				
	7 Capital gain net income (from Part IV, line 2)		227,681		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,468	-461		
	12 Total. Add lines 1 through 11	403,797	361,868		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,250	1,313	0	3,937
	c Other professional fees (attach schedule)	43,630	28,545		15,085
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,087	1,060		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,804			
	22 Printing and publications				
	23 Other expenses (attach schedule)	96,374	409		95,965
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	161,145	31,327	0	114,987
	25 Contributions, gifts, grants paid	229,790			229,790
	26 Total expenses and disbursements. Add lines 24 and 25	390,935	31,327	0	344,777
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	12,862			
	b Net investment income (if negative, enter -0-)		330,541		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	8,611	8,132	8,132
	2	Savings and temporary cash investments	124,024	210,847	210,847
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	699,785	<input checked="" type="checkbox"/> 1,100,041	1,122,564
	b	Investments—corporate stock (attach schedule)	2,895,541	<input checked="" type="checkbox"/> 2,504,203	6,560,092
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	125,296	<input checked="" type="checkbox"/> 14,896	
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,853,257	3,838,119	7,901,635	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	0	3,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	3,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,853,257	3,835,119	
	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 (see page 17 of the instructions)	3,853,257	3,835,119	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,853,257	3,838,119		

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 3,853,257
2	Enter amount from Part I, line 27a	2 12,862
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 3,866,119
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5 31,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,835,119

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)
1 a	SEE ATTACHMENT	P		2013-09-11
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 1,924,999		1,708,838	216,161
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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			216,161
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	227,681
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	368,080	5,953,959	0 061821
2010	386,333	5,962,171	0 064797
2009	283,370	5,381,229	0 052659
2008	429,732	4,568,681	0 09406
2007	402,600	7,159,672	0 056232

2	Total of line 1, column (d).	2	0 329569
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 065914
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,403,827
5	Multiply line 4 by line 3.	5	422,102
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,305
7	Add lines 5 and 6.	7	425,407
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	344,777

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 type="checkbox"/> and enter 1% of Part I, line 27b		1	6,611
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	
3		Add lines 1 and 2.		3	6,611
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,611
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,200		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	3,700
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	2,911
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded		11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW KTGF ORG				
14	The books are in care of ▶ TANTON & COMPANY LLP Telephone no ▶ (583) 110-0234 Located at ▶ 37 WEST 57TH ST 5TH FL NEW YORK NY ZIP +4 ▶ 10019			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).

Yes

No

(5)

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

Yes

No

b

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

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?

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

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?

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total

number of other employees paid over \$50,000.

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Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	6,250,339
b	Average of monthly cash balances.	1b	227,467
c	Fair market value of all other assets (see instructions).	1c	23,541
d	Total (add lines 1a, b, and c).	1d	6,501,347
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,501,347
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	97,520
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,403,827
6	Minimum investment return. Enter 5% of line 5.	6	320,191

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	320,191
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,611
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,611
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	313,580
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	313,580
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	313,580

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	344,777
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	344,777
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	344,777
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				313,580
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				62,369
b From 2008.				202,458
c From 2009.				19,090
d From 2010.				91,189
e From 2011.				74,770
f Total of lines 3a through e.	449,876			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 344,777				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				313,580
e Remaining amount distributed out of corpus	31,197			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	481,073			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	62,369			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	418,704			
10 Analysis of line 9				
a Excess from 2008. . . .				202,458
b Excess from 2009. . . .				19,090
c Excess from 2010. . . .				91,189
d Excess from 2011. . . .				74,770
e Excess from 2012. . . .				31,197

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	229,790
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	134,648	
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	227,681	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISC INCOME _____			01	2,468	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				364,797	
13 Total. Add line 12, columns (b), (d), and (e).				364,797	364,797

[illegible]

Form 990PF Part VIII Line 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
ANDREW KLINGENSTEIN	PRESIDENT 8 0	0		
C/O TANTON CO 37 W 57TH ST NEW YORK,NY 10019				
SUSAN KLINGENSTEIN	VICE PRESI 0 25	0		
C/O TANTON CO 37 W 57TH ST NEW YORK,NY 10019				
NANCY KLINGENSTEIN	SECRETARY 0 25	0		
C/O TANTON CO 37 W 57TH STREET NEW YORK,NY 10019				
THOMAS KLINGENSTEIN	TREASURER 0 25	0		
C/O TANTON CO 37 W 57TH STREET NEW YORK,NY 10019				
SARAH MARTELL	EXECUTIVE 24 0	0		
c/o TANTON CO 37 W 57TH ST NEW YORK,NY 10019				
KATHY KLINGENSTEIN	DIRECTOR 0 25	0		
C/O TANTON CO 37 W 57TH ST NEW YORK,NY 10019				
AMY JO POLLINGER	DIRECTOR 0 25	0		
C/O TANTON CO 37 W 57TH ST NEW YORK,NY 10019				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF ILLINOIS AT CHICAGO 1200 WEST HARRISON STREET CHICAGO,IL 60607		501(c)(3)	GENERAL SUPPORT	30,000
RESEARCH FOUNDATION FOR MENTAL HYGIENE 722 W 168TH ST 310 NEW YORK,NY 10032		501(c)(3)	GENERAL SUPPORT	30,000
PRESIDENT AND FELLOWS OF HARVARD HARVARD COLLEGE CAMBRIDGE,MA 02138		501(c)(3)	GENERAL SUPPORT	2,500
PRESIDENT AND FELLOWS OF HARVARD COLLEGE HARVARD COLLEGE CAMBRIDGE,MA 02138		501(c)(3)	GENERAL SUPPORT	1,000
AACAP 3615 WISCONSIN AVE NW WASHINGTON,DC 20016		501(c)(3)	GENERAL PURPOSE	16,000
STANFORD UNIVERSITY 291 CAMPUS DRIVE EAST STANFORD,CA 94306		501(c)(3)	GENERAL SUPPORT	30,000
UNIVERSITY OF CALIFORNIA REGENTS 1111 FRANKLIN STREET OAKLAND,CA 94607		501(c)(3)	GENERAL SUPPORT	30,000
UNIVERSITY OF ILLINOIS BOARD OF TRUSTEES 506 S WRIGHT STREET URBANA,IL 61801		501(c)(3)	GENERAL SUPPORT	1,000
UNIVESITY OF CALIFORNIA REGENTS 1111 FRANKLIN STREET OAKLAND,CA 94607		501(c)(3)	GENERAL SUPPORT	1,000
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL,NC 27514		501(c)(3)	GENERAL SUPPORT	1,000
EMMA PENDLETON BRADLEY HOSPITAL 1011 VETERANS MEMORIAL PARKWAY PROVIDENCE,RI 02915		501(c)(3)	GENERAL SUPPORT	1,000
UNIVERSITY OF VERMONT UNIVERSITY OF VERMONT BURLINGTON,VT 05405		501(c)(3)	GENERAL SUPPORT	1,000
MACLEAN HOSPITAL CORPORATION 115 MILL STREET BELMONT,MA 02478		501(c)(3)	GENERAL SUPPORT	30,000
YALE UNIVERSITY YALE UNIVERSITY NEW HAVEN,CT 06520		501(c)(3)	GENERAL SUPPORT	30,000
WASHINGTON UNIVERSITY 1 BROOKINGS LANE ST LOUIS,MO 63130		501(c)(3)	GENERAL SUPPORT	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
MAYO CLINIC 207 SOUTH FIRST STREET SW ROCHESTER,MN 55905		501(c)(3)	GENERAL SUPPORT	8,000
AACAP 3615 WISCONSIN AVENUE NW WASHINGTON,DC 20016		501(c)(3)	GENERAL SUPPORT	16,000
MOUNT SINAI HOSPITAL ONE GUSTAVE L LEVY PLACE NEW YORK,NY 10029		501(c)(3)	GENERAL SUPPORT	3,000
LESS CONTRIBUTION RETURNED TO FDN 37 W 57TH ST FLOOR 5 C/O TANTON CO NEW YORK,NY 10019		501(c)(3)	GENERAL SUPPORT	-710
LESS AMT CONTRIB REC'D FROM A&J KLING FUND INCUDED WITH AJ KLINGENSTEIND FUND C/O TANTON AND CO 37 WEST 57TH ST NEW YORK,NY 10019	NONE	501(C)(3)	GENERAL SUPPORT	-13,000
LESS AMT CONTRIB REC'D FROM THE HABE FDN INCUDED WITH THE HABE FUND GRANTS P C/O TANTON AND CO 37 WEST 57TH ST NEW YORK,NY 10019	NONE	501(C)(3)	GENERAL SUPPORT	-13,000
LESS AMT OF CONTRIB REC'D FROM KLING-MARTELL FUND INCUDED WITH THE HABE FUND GRANTS P C/O TANTON AND CO 37 WEST 57TH ST NEW YORK,NY 10019	NONE	501(C)(3)	GENERAL SUPPORT	-5,000
Total	3a			229,790

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization THE KLINGENSTEIN THIRD GENERATION FOUNDATION	Employer identification number 13-3732439
--------------------------------------------------------------------------	----------------------------------------------

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE KLINGENSTEIN THIRD GENERATION FOUNDATION	Employer identification number 13-3732439
-----------------------------------------------------------------------------	-----------------------------------------------------

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	THE HABE FOUNDATION C/O TANTON CO LLP 37 W57TH ST 5T NEW YORK, NY 10019	\$ 13,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	ANDREW JULIE KLINGENSTEIN FAMILY C/O TANTON CO LLP 37 W57TH ST 5T NEW YORK, NY 10019	\$ 13,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	SUSAN KLINGENSTEIN C/O TANTON CO LLP 37 W57TH ST 5T NEW YORK, NY 10019	\$ 8,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	KLINGENSTEIN-MARTELL FOUNDATION C/O TANTON CO LLP 37 W57TH ST 5TH NEW YORK, NY 10019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE KLINGENSTEIN THIRD GENERATION FOUNDATION	Employer identification number 13-3732439
-----------------------------------------------------------------------------	-----------------------------------------------------

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE KLINGENSTEIN THIRD GENERATION FOUNDATION	Employer identification number 13-3732439
-----------------------------------------------------------------------------	-----------------------------------------------------

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

TY 2012 Accounting Fees Schedule

Name: THE KLINGENSTEIN THIRD GENERATION FOUNDATION

EIN: 13-3732439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TANTON AND COMPANY LLP	5,250	1,313		3,937

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE KLINGENSTEIN THIRD GENERATION FOUNDATION

EIN: 13-3732439

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE KLINGENSTEIN THIRD GENERATION FOUNDATION
EIN: 13-3732439

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	2,504,203	6,560,092

**TY 2012 Investments Government
Obligations Schedule****Name:** THE KLINGENSTEIN THIRD GENERATION FOUNDATION**EIN:** 13-3732439**US Government Securities - End of****Year Book Value:**

1,100,041

US Government Securities - End of**Year Fair Market Value:**

1,122,564

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule

Name: THE KLINGENSTEIN THIRD GENERATION FOUNDATION

EIN: 13-3732439

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN PARTNERSHIP	AT COST	14,896	

TY 2012 Land, Etc. Schedule**Name:** THE KLINGENSTEIN THIRD GENERATION FOUNDATION**EIN:** 13-3732439

TY 2012 Other Decreases Schedule**Name:** THE KLINGENSTEIN THIRD GENERATION FOUNDATION**EIN:** 13-3732439

Description	Amount
CONTRIBUTION RECEIVED FROM 990PF -	0
ANDREW AND JULIE KLINGENSTEIN FUND	13,000
THE HABE FUND	13,000
THE KLINGENSTEIN-MARTELL FUND	5,000

TY 2012 Other Expenses Schedule**Name:** THE KLINGENSTEIN THIRD GENERATION FOUNDATION**EIN:** 13-3732439

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	93,011			93,011
MISC FEES	257	257		
STATE FILING FEE	250			250
WEB EXPENSES	2,054			2,054
DUES	650			650
PORTFOLIO DEDUCTIONS THRU K-1	152	152		

TY 2012 Other Income Schedule

Name: THE KLINGENSTEIN THIRD GENERATION FOUNDATION

EIN: 13-3732439

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM PASS THRU INVESTMENT	2,468	-461	

TY 2012 Other Professional Fees Schedule**Name:** THE KLINGENSTEIN THIRD GENERATION FOUNDATION**EIN:** 13-3732439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES - HONORARIA	14,500			14,500
CONSULTING FEES	585			585
KLINGENSTEIN FIELDS	28,545	28,545		

TY 2012 Taxes Schedule**Name:** THE KLINGENSTEIN THIRD GENERATION FOUNDATION**EIN:** 13-3732439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,060	1,060		
FEDERAL TAXES PAID	3,027			

The Klingenstein 3rd Generation Foundation

FYE 9/30/13

Capital Gains thru Schwab

EIN: 13-3732439

<u># of Shares</u>	<u>Security</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>	<u>Interest</u>
500,000	US Treasury Bill	3/15/2012	11/15/2012	500,000.00	500,000.00	0.00	544.50
1,500	ICICI Bank LTD ADR	6/13/2007	12/3/2012	61,615.46	70,131.05	(8,515.59)	
500	ICICI Bank LTD ADR	7/27/2007	12/3/2012	20,538.49	22,834.20	(2,295.71)	
1,000	Chicago Bridge & Iron	10/23/2003	3/11/2013	56,467.53	12,800.82	43,666.71	
2,000	Chicago Bridge & Iron	10/23/2003	3/19/2013	112,960.06	25,601.65	87,358.41	
500	Chicago Bridge & Iron	10/23/2003	3/28/2013	30,835.05	6,400.41	24,434.64	
500	Chicago Bridge & Iron	10/23/2003	4/1/2013	30,216.02	6,400.41	23,815.61	
1,000	Chicago Bridge & Iron	10/23/2003	4/11/2013	55,992.21	12,800.83	43,191.38	
3,000	Intel Corp	5/13/2009	4/12/2013	64,595.54	46,169.60	18,425.94	
4,457	Barrick Gold Corp	1/25/2006	4/18/2013	79,775.88	132,595.75	(52,819.87)	
1,500	Varian Medical Systems	6/9/2009	4/25/2013	95,963.59	54,883.85	41,079.74	
1,000	Siemens AG ADR	3/14/2007	7/25/2013	103,968.94	102,564.00	1,404.94	
500,000	US Treasury 7/25/13	11/15/2012	7/25/2013	500,000.00	500,000.00	0.00	488.06
1,000	Exxon Mobil Corp	7/28/2011	8/5/2013	91,130.01	82,233.20	8,896.81	
4,000	Wisdom Tree India	1/19/2012	8/5/2013	60,975.33	73,516.40	(12,541.07)	
800	SPDR China ETF	1/7/2010	9/11/2013	59,964.39	59,905.92	58.47	
				1,924,998.50	1,708,838.09	216,160.41	1,032.56

1,000,000.00 T Bills

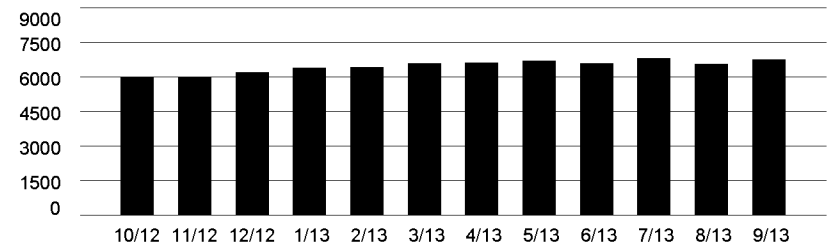
708,838.09 Equities

1,708,838.09

Change in Account Value

	This Period	Year to Date
Starting Value	\$ 6,576,165.05	\$ 6,221,974.23
Cash Value of Purchases & Sales	59,964 39	125,633 50
Investments Purchased/Sold	(59,964 39)	(125,633 50)
Deposits & Withdrawals	(1,592 50)	(262,861 52)
Dividends & Interest	17,328 49	95,153 63
Fees & Charges	0 00	(21,831 76)
Transfers	0 00	0 00
Income Reinvested	(1 49)	(17 82)
Change in Value of Investments	179,039 98	738,522 77
Ending Value on 09/30/2013	\$ 6,770,939.53	\$ 6,770,939.53
Accrued Income ^d	3,704 50	
Ending Value with Accrued Income^d	\$ 6,774,644.03	

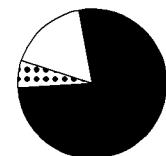
Account Value (\$) Over Last 12 Months [in Thousands]



Asset Composition

	Market Value	% of Account Assets
Cash and Money Market Funds		
[Sweep]	\$ 210,847 43	3%
Fixed Income	1,122,563 60	17%
Equities	5,010,930 00	74%
Other Assets	426,598 50	6%
Total Assets Long	\$ 6,770,939.53	
Margin Loan Balance	0 00	

Overview



- 74% Equities
- 6% Other Assets
- 17% Fixed Income
- 3% Cash, MMFs [Sweep]

Gain or (Loss) Summary

Realized Gain or (Loss) This Period

Short Term	\$0 00
Long Term	\$58 47

Unrealized Gain or (Loss)

All Investments \$2,984,320 21^b

Values may not reflect all of your gains/losses

Account Notes

- Accrued Dividend is \$3,704 50



Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0 00	1 49	0 00	17 82
Cash Dividends	0 00	17,327 00	0 00	91,074 73
Treasury Bond Interest	0 00	0 00	0 00	1,365 34
Treasury Bill Interest	0 00	0 00	0 00	488 06

Margin Loan Information	Margin Loan Balance	Funds Available to Withdraw*	Securities Buying Power*	Margin Loan Rates Vary by Balance
This Period	0 00	5,094,778 43	13,880,649 86	6 00% - 8 50%

The opening margin loan balance for the statement period was \$0 00

*Values include any cash plus the amount available using margin borrowing

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	2,002 50	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD SWUXX ^(M)	208,844 9300	1 0000	208,844 93	0 01%	3%

Investment Detail - Fixed Income

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
U.S. Treasuries	Units Purchased	Cost Per Unit	Cost Basis		Acquired		Yield to Maturnty
US INFL INDX 1.25%04/14 (M)	200,000.0000	111.2900	222,580.00	N/A	3%	22,353.53	N/A
INFL INDEX DUE 04/15/14 CURRENT FACTOR 1 10376 CUSIP 912828KM1	200,000 0000	100 1132	200,226 47	N/A	04/23/09	22,353 53	N/A
US TREAS BILL 0%01/14 (M)	500,000.0000	99.9968	499,984.00	499,905.00	7%	79.00 ^b	N/A
UST BILL DUE 01/23/14 CUSIP 912796BV0	500,000 0000	99 9696	499,848 34	499,905 00	07/24/13	79 00 ^b	0 06%
						Accrued Interest: 0.00	
US TREAS BILL 0%10/13 (M)	400,000.0000	99.9999	399,999.60	399,998.29	6%	1.31 ^b	N/A
UST BILL DUE 10/03/13 CUSIP 912796BD0	400,000 0000	99 9657	399,863 08	399,998 29	04/25/13	1 31 ^b	0 07%
						Accrued Interest: 0.00	
Total Accrued Interest for U.S. Treasuries: 0.00							

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Account Assets Acquired	Gain or (Loss)	Yield Holding Days	Annual Income Holding Period
ABB LTD ADR F (M)	4,000.0000	23.5900	94,360.00	1%	34,781.60	0.00%	0.00
SPONSORED ADR	4,000 0000	14 8946	59,578 40	04/02/09	34,781 60	1642	Long-Term
1 ADR REP 1 REG SH							
SYMBOL ABB							
AMERICAN EXPRESS COMPANY (M)	6,000.0000	75.5200	453,120.00	7%	404,461.90	1.21%	5,520.00
SYMBOL AXP	3,000 0000	8 1117	24,335 10 ^t	11/09/93	202,224 90	7265	Long-Term
	3,000 0000	8 1076	24,323 00 ^t	11/13/96	202,237 00	6165	Long-Term
<i>Cost Basis</i>			48,658 10				
CHEVRON CORPORATION (M)	1,000.0000	121.5000	121,500.00	2%	47,931.70	3.29%	4,000.00
SYMBOL CVX	800 0000	73 7938	59,035 04	03/11/10	38,164 96	1299	Long-Term
	200 0000	72 6663	14,533 26	07/15/10	9,766 74	1173	Long-Term
<i>Cost Basis</i>			73,568 30				
CISCO SYSTEMS INC (M)	6,000.0000	23.4310	140,586.00	2%	34,604.80	2.90%	4,080.00
SYMBOL CSCO	4,000 0000	17 9110	71,644 20 ^t	06/06/03	22,079 80	3769	Long-Term
	1,000 0000	17 4598	17,459 80 ^t	06/10/03	5,971 20	3765	Long-Term
	1,000 0000	16 8772	16,877 20 ^t	06/24/03	6,553 80	3751	Long-Term
<i>Cost Basis</i>			105,981 20				
COLGATE-PALMOLIVE CO (M)	2,000.0000	59.3000	118,600.00	2%	57,879.00	2.29%	2,720.00
SYMBOL CL	2,000 0000	30 3605	60,721 00	04/02/09	57,879 00	1642	Long-Term
CONOCOPHILLIPS (M)	1,500.0000	69.5100	104,265.00	2%	21,820.75	3.97%	4,140.00
SYMBOL COP	1,500 0000	54 9628	82,444 25	08/01/12	21,820 75	425	Long-Term
DEERE & CO (M)	1,000.0000	81.3900	81,390.00	1%	(1,431.40)	2.50%	2,040.00
SYMBOL DE	1,000 0000	82 8214	82,821 40	07/25/13	(1,431 40)	67	Short-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
DISNEY WALT CO (M)	6,000.0000	64.4900	386,940.00	6%	373,665.05	1.16%	4,500.00
SYMBOL DIS	600 0000	12 9779	7,786 77 ^t	10/12/93	30,907 23	7293	Long-Term
	5,400 0000	1 0163	5,488 18 ^a	11/13/96	342,757 82	6165	Long-Term
<i>Cost Basis</i>			13,274 95				
EMERSON ELECTRIC CO (M)	2,500.0000	64.7000	161,750.00	2%	56,077.75	2.53%	4,100.00
SYMBOL EMR	2,500 0000	42 2689	105,672 25	03/14/07	56,077 75	2392	Long-Term
FEDEX CORPORATION (M)	1,200.0000	114.1100	136,932.00	2%	34,864.16	0.52%	720.00
SYMBOL FDX	1,200 0000	85 0565	102,067 84 ^t	07/22/05	34,864 16	2992	Long-Term
							Accrued Dividend: 180.00
FREEPORT MCMORAN COPPER (M)	2,500.0000	33.0800	82,700.00	1%	3,258.25	3.77%	3,125.00
SYMBOL FCX	2,500 0000	31 7767	79,441 75	08/14/13	3,258 25	47	Short-Term
GENERAL ELECTRIC COMPANY (M)	4,000.0000	23.8900	95,560.00	1%	1,442.60	3.18%	3,040.00
SYMBOL GE	4,000 0000	23 5293	94,117 40 ^t	10/08/02	1,442 60	4010	Long-Term
							Accrued Dividend: 760.00
GOOGLE INC CLASS A (M)	200.0000	875.9100	175,182.00	3%	72,577.74	0.00%	0.00
SYMBOL GOOG	200 0000	513 0213	102,604 26	02/08/08	72,577 74	2061	Long-Term
HALLIBURTON CO HLDG CO (M)	2,000.0000	48.1500	96,300.00	1%	20,106.60	1.03%	1,000.00
SYMBOL HAL	2,000 0000	38 0967	76,193 40	01/10/11	20,106 60	994	Long-Term
HARTFORD FINL SVCS GRP (M)	5,000.0000	31.1200	155,600.00	2%	116,141.42	1.92%	3,000.00
SYMBOL HIG	5,000 0000	7 8917	39,458 58 ^t	11/13/96	116,141 42	6165	Long-Term
							Accrued Dividend: 750.00
HESS CORPORATION (M)	1,200.0000	77.3400	92,808.00	1%	12,322.84	1.29%	1,200.00
SYMBOL HES	1,200 0000	67 0709	80,485 16	07/03/13	12,322 84	89	Short-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
HONEYWELL INTERNATIONAL (M)	3,000.0000	83.0400	249,120.00	4%	162,075.80	1.97%	4,920.00
SYMBOL HON	3,000 0000	29 0147	87,044 20 ^t	10/27/03	162,075 80	3626	Long-Term
INTL BUSINESS MACHINES (M)	500.0000	185.1800	92,590.00	1%	41,345.70	2.05%	1,900.00
SYMBOL IBM	500 0000	102 4886	51,244 30	05/21/09	41,345 70	1593	Long-Term
JOHNSON & JOHNSON (M)	4,800.0000	86.6900	416,112.00	6%	368,753.00	3.04%	12,672.00
SYMBOL JNJ	4,800 0000	9 8664	47,359 00 ^t	10/12/93	368,753 00	7293	Long-Term
MEDTRONIC INC (M)	1,200.0000	53.2500	63,900.00	<1%	16,144.36	2.10%	1,344.00
SYMBOL MDT	1,200 0000	39 7963	47,755 64	11/12/09	16,144 36	1418	Long-Term
METLIFE INC (M)	1,500.0000	46.9500	70,425.00	1%	8,977.60	2.73%	1,927.50
SYMBOL MET	1,500 0000	40 9649	61,447 40	11/03/10	8,977 60	1062	Long-Term
NEWMONT MINING CORP (M)	3,000.0000	28.1000	84,300.00	1%	15,050.00	3.55%	3,000.00
SYMBOL NEM	2,000 0000	22 7827	45,565 40 ^t	10/15/02	10,634 60	4003	Long-Term
	1,000 0000	23 6846	23,684 60 ^t	10/16/02	4,415 40	4002	Long-Term
<i>Cost Basis</i>			69,250 00				
PEPSICO INCORPORATED (M)	3,000.0000	79.5000	238,500.00	4%	178,057.65	2.85%	6,810.00
SYMBOL PEP	2,400 0000	20 1474	48,353 88 ^t	10/12/93	142,446 12	7293	Long-Term
	600 0000	20 1474	12,088 47 ^t	11/13/96	35,611 53	6165	Long-Term
<i>Cost Basis</i>			60,442 35				
PROCTER & GAMBLE (M)	1,200.0000	75.5900	90,708.00	1%	16,650.16	3.18%	2,887.20
SYMBOL PG	1,200 0000	61 7148	74,057 84	07/29/11	16,650 16	794	Long-Term
QUALCOMM INC (M)	1,200.0000	67.3200	80,784.00	1%	6,032.68	2.07%	1,680.00
SYMBOL QCOM	1,200 0000	62 2927	74,751 32	04/25/13	6,032 68	158	Short-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
RAYTHEON COMPANY NEW ^(M)	1,200.0000	77.0700	92,484.00	1%	38,423.80	2.85%	2,640.00
SYMBOL RTN	1,200 0000	45 0501	54,060 20	04/28/09	38,423 80	1616	Long-Term
ROCKWELL COLLINS INC ^(M)	1,500.0000	67.8600	101,790.00	2%	1,269.85	1.76%	1,800.00
SYMBOL COL	1,500 0000	67 0134	100,520 15	01/09/08	1,269 85	2091	Long-Term
ROYAL DUTCH SHELL A ADRF ^(M)	5,000.0000	65.6800	328,400.00	5%	316,045.42	5.48%	18,000.00
SPONSORED ADR	5,000 0000	2 4709	12,354 58 ^t	07/07/97	316,045 42	5929	Long-Term
1 ADR REPS 2 CL A ORD							
SYMBOL RDSA							
SCHLUMBERGER LTD F ^(M)	1,800.0000	88.3600	159,048.00	2%	52,393.52	1.41%	2,250.00
SYMBOL SLB	1,500 0000	58 2302	87,345 40 ^t	01/11/07	45,194 60	2454	Long-Term
	300 0000	64 3636	19,309 08	03/14/07	7,198 92	2392	Long-Term
Cost Basis			106,654 48				Accrued Dividend: 562.50
UNION PACIFIC CORP ^(M)	1,200.0000	155.3400	186,408.00	3%	129,458.68	2.03%	3,792.00
SYMBOL UNP	1,200 0000	47 4577	56,949 32	12/18/08	129,458 68	1747	Long-Term
							Accrued Dividend: 948.00
UNITED TECHNOLOGIES CORP ^(M)	2,400.0000	107.8200	258,768.00	4%	164,300.84	1.98%	5,136.00
SYMBOL UTX	2,400 0000	39 3613	94,467 16 ^t	10/01/03	164,300 84	3652	Long-Term

Total Accrued Dividend for Equities: 3,200.50

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Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
AMERICAN TOWER CORP (M)	1,800.0000	74.1300	133,434.00	2%	79,938.34		
REIT	1,800 0000	29 7198	53,495 66	06/18/09	79,938 34	1565	Long-Term
SYMBOL AMT						Accrued Dividend: 504.00	
ISHARES CHINA LARGE-CAP (M)	2,400.0000	37.0800	88,992.00	1%	38,866.66		
ETF	2,400 0000	20 8855	50,125 34 ^t	12/27/05	38,866 66	2834	Long-Term
SYMBOL FXI							
ISHARES MSCI EMRG MKT FD (M)	1,500.0000	40.7550	61,132.50	<1%	7,185.55		
EMERGING MARKETS ETF	1,500 0000	35 9646	53,946 95	07/31/09	7,185 55	1522	Long-Term
SYMBOL EEM							
ISHARES MSCI JPN ETF (M)	12,000.0000	11.9200	143,040.00	2%	30,412.00		
JAPAN	10,000 0000	9 3508	93,508 00 ^t	05/13/04	25,692 00	3427	Long-Term
SYMBOL EWJ	2,000 0000	9 5600	19,120 00 ^t	08/18/04	4,720 00	3330	Long-Term
Cost Basis			112,628 00				

Total Accrued Dividend for Other Assets: 504.00