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**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.

For calendar year 2012 or tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

Name of foundation: **ARTHUR M KAPLAN FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1347 ROSE GLEN ROAD**

Room/suite: _____

City or town, state, and ZIP code: **GLADWYNE, PA 19035-1323**

A Employer identification number: **23-3022162**

B Telephone number: **215-925-0612**

C If exemption application is pending, check here

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

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

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

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

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

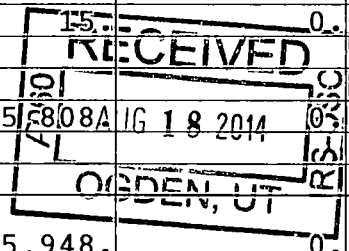
I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 223,622.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	34,844.				
	2 Check <input checked="" 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	8,070.	8,070.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	28,462.				
	b Gross sales price for all assets on line 6a	205,119.				
	7 Capital gain net income (from Part IV, line 2)		28,462.			
	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	71,376.	36,532.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 2	125.	125.	0.	0.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 3	109.	0.	0.	
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		5,808.		0.	
	22 Printing and publications					
	23 Other expenses					
	24 Total operating and administrative expenses. Add lines 13 through 23		6,042.	5,948.	0.	0.
	25 Contributions, gifts, grants paid		155,095.			155,095.
26 Total expenses and disbursements. Add lines 24 and 25		161,137.	5,948.	0.	155,095.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-89,761.				
b Net investment income (if negative, enter -0-)			30,584.			
c Adjusted net income (if negative, enter -0-)				0.		

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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				
	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 4	309,331.	223,622.	223,622.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		309,331.	223,622.	223,622.	
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 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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		309,331.	223,622.		
30	Total net assets or fund balances		309,331.	223,622.		
31	Total liabilities and net assets/fund balances		309,331.	223,622.		

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	309,331.
2	Enter amount from Part I, line 27a	2	-89,761.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	4,052.
4	Add lines 1, 2, and 3	4	223,622.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	223,622.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	205,119.	176,657.	28,462.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			28,462.	
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	28,462.
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	109,953.	314,869.	.349202
2010	141,379.	373,583.	.378441
2009	135,462.	508,030.	.266642
2008	117,319.	571,326.	.205345
2007	79,469.	659,632.	.120475
2	Total of line 1, column (d)		1.320105
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		.264021
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		262,480.
5	Multiply line 4 by line 3		69,300.
6	Enter 1% of net investment income (1% of Part I, line 27b)		306.
7	Add lines 5 and 6		69,606.
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.		155,095.

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	306.
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	306.
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	306.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	250.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	250.
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	56.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ARTHUR M. KAPLAN</u> Telephone no. ► <u>610-649-5534</u> Located at ► <u>1347 ROSE GLEN ROAD, GLADWYNE, PA</u> ZIP+4 ► <u>19035-1323</u>			
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 ► <u>15</u> 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 TDF 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propoganda, 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
ARTHUR M. KAPLAN 1347 ROSE GLEN ROAD GLADWYNE, PA 19035-1323	PRES, TREAS & DIR	2.00	0.	0.
R. DUANE PERRY 1347 ROSE GLEN ROAD GLADWYNE, PA 19035-1323	SECRETARY	1.00	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	
All other program-related investments See instructions.	
3	
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	266,477.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	266,477.
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	266,477.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,997.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	262,480.
6	Minimum investment return. Enter 5% of line 5	6	13,124.

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	13,124.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	306.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	306.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,818.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,818.
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	12,818.

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	155,095.
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	155,095.
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	306.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	154,789.

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				12,818.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	46,949.			
b From 2008	88,949.			
c From 2009	110,538.			
d From 2010	123,150.			
e From 2011	94,438.			
f Total of lines 3a through e	464,024.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 155,095.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				12,818.
e Remaining amount distributed out of corpus	142,277.			
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:	606,301.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	46,949.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	559,352.			
10 Analysis of line 9:				
a Excess from 2008	88,949.			
b Excess from 2009	110,538.			
c Excess from 2010	123,150.			
d Excess from 2011	94,438.			
e Excess from 2012	142,277.			

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. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

ARTHUR M. KAPLAN, 215-925-0612
1347 ROSE GLEN RD, GLADWYNE, PA 19035-1323

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

LETTER, DESCRIPTION OF ORGANIZATION AND NEED

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ALI FORNEY CENTER 224 WEST 35TH STREET, 15TH FLO NEW YORK, NY 10001			GENERAL	2,500.
ACLU FOUNDATION OF PENNSYLVANIA P.O. BOX 40008 PHILADELPHIA, PA 19106			NATL LGBT RIGHTS / GENERAL	20,000.
THE FOOD TRUST 1617 JFK BLVD SUITE 900 PHILADELPHIA, PA 19103			GENERAL	5,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE ST STE 111 PHILADELPHIA, PA 19103			GENERAL	2,500.
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVENUE NW WASHINGTON, DC 20036			GENERAL	5,000.
Total	SEE CONTINUATION SHEET(S)			155,095.
b Approved for future payment NONE				
Total				0.

ARTHUR M KAPLAN FOUNDATION

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 477.10 SHS INFLATION PROTECT SEC INV	P	VARIOUS	10/10/12
b 1904.76 SHS INFLATION PROTECT SEC INV	P	VARIOUS	10/15/12
c 143.13 SHS INFLATION PROTECT SEC INV	P	VARIOUS	10/23/12
d 1426.57 SHS INFLATION PROTECT SEC INV	P	VARIOUS	10/27/12
e 484.5 SHS INFLATION PROTECT SEC INV	P	VARIOUS	10/31/12
f 97.09 SHS INFLATION PROTECT SEC INV	P	VARIOUS	01/07/13
g 12.14 SHS INFLATION PROTECT SEC INV	P	VARIOUS	01/07/13
h 193.99 SHS INFLATION PROTECT SEC INV	P	VARIOUS	01/22/13
i 106.59 SHS INFLATION PROTECT SEC INV	P	VARIOUS	01/28/13
j 29.35 SHS INFLATION PROTECT SEC INV	P	VARIOUS	02/13/13
k 1470.59 SHS INFLATION PROTECT SEC INV	P	VARIOUS	04/01/13
l 496.52 SHS INFLATION PROTECT SEC INV	P	VARIOUS	06/03/13
m 4479.28 SHS INFLATION PROTECT SEC INV	P	VARIOUS	06/03/13
n 52.34 SHS INFLATION PROTECT SEC INV	P	VARIOUS	06/11/13
o 251 SHS INFLATION PROTECT SEC INV	P	VARIOUS	06/12/13

(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 5,000.		4,754.	246.
b 20,000.		18,980.	1,020.
c 1,500.		1,426.	74.
d 14,950.		14,215.	735.
e 5,000.		4,828.	172.
f 1,000.		967.	33.
g 125.		121.	4.
h 2,000.		1,933.	67.
i 1,093.		1,062.	31.
j 300.		292.	8.
k 15,000.		14,653.	347.
l 5,000.		4,948.	52.
m 45,106.		44,633.	473.
n 523.		522.	1.
o 2,500.		2,501.	-1.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			246.
b			1,020.
c			74.
d			735.
e			172.
f			33.
g			4.
h			67.
i			31.
j			8.
k			347.
l			52.
m			473.
n			1.
o			-1.

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	
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	

ARTHUR M KAPLAN FOUNDATION

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 8.96 SHS INFLATION PROTECT SEC INV	P	VARIOUS	08/07/13
b 1.53 SHS INFLATION PROTECT SEC INV	P	VARIOUS	08/07/13
c .28 SHS INFLATION PROTECT SEC INV	P	VARIOUS	08/22/13
d .10 SHS INFLATION PROTECT SEC INV	P	VARIOUS	09/04/13
e 118 SHS VNGRD TTL STK MKT ETF	P	04/11/13	07/09/13
f 100 SHS VNGRD LGCP ETF	P	12/30/10	05/23/13
g 34 SHS VNGRD LGCP ETF	P	12/30/10	06/27/13
h 133 SHS VNGRD LGCP ETF	P	12/30/10	07/08/13
i 24 SHS VNGRD TTL STK MKT ETF	P	03/02/09	07/12/13
j 64 SHS VNGRD LGCP ETF	P	12/30/10	07/30/13
k 64 SHS VNGRD LGCP ETF	P	12/30/10	08/02/13
l 550 SHS VNGRD LGCP ETF	P	12/30/10	09/19/13
m			
n			
o			

(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 88.		89.	-1.
b 15.		15.	0.
c 3.		3.	0.
d 1.		1.	0.
e 10,057.		5,427.	4,630.
f 7,569.		5,759.	1,810.
g 2,510.		1,958.	552.
h 10,008.		7,659.	2,349.
i 2,076.		864.	1,212.
j 4,950.		3,686.	1,264.
k 4,997.		3,686.	1,311.
l 43,748.		31,675.	12,073.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-1.
b			0.
c			0.
d			0.
e			4,630.
f			1,810.
g			552.
h			2,349.
i			1,212.
j			1,264.
k			1,311.
l			12,073.
m			
n			
o			

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	28,462.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAMBDA LEGAL 120 WALL STREET 19TH FL NEW YORK, NY 10005			GENERAL	5,000.
LOWER MERION CONSERVANCY 1301 ROSE GLEN ROAD GLADWYNE, PA 19035			CHALLENGE GRANT	2,095.
MAZZONI CENTER 21 SOUTH 12TH STREET PHILADELPHIA, PA 19107			LEGAL SERVICES PROGRAM	1,000.
LOWER MERION CONSERVANCY 1301 ROSE GLEN ROAD GLADWYNE, PA 19035			GENERAL	5,000.
PENNSYLVANIA BALLET 1819 JFK BLVD SUITE 210 PHILADELPHIA, PA 19103			SCHOLARSHIP PROGRAM FOR MINORITY TEENS	7,500.
PHILADELPHIA MUSEUM OF ART 2501 PARKWAY PHILADELPHIA, PA 19130			GENERAL	5,000.
PHILADELPHIA THEATRE COMPANY 230 SOUTH BROAD STREET, SUITE 1105 PHILADELPHIA, PA 19102			CONTRIBUTION IN HONOR OF KENNETH KAISERMAN	2,500.
UNIVERSITY OF PENNSYLVANIA 3615 MARKET STREET FLOOR 2 PHILADELPHIA, PA 19104			MINDFULNESS PROGRAM	10,000.
UNIVERSITY OF PENNSYLVANIA 3615 MARKET STREET FLOOR 2 PHILADELPHIA, PA 19104			SCHOLARSHIP FUND	50,000.
WILLIAM WAY COMMUNITY CENTER 1315 SPRUCE ST PHILADELPHIA, PA 19107			GENERAL	5,000.
Total from continuation sheets				120,095.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR ART IN WOOD 141 N. 3RD ST PHILADELPHIA, PA 19106			WINDGATE CHALLENGE	1,000.
HARVARD LAW SCHOOL 125 MOUNT AUBURN STREET CAMBRIDGE, MA			GLBTAC SCHOLARSHIP PROGRAM	1,000.
HOMELESS ADVOCACY PROGRAM 42 SO. 15TH ST, 4TH FLOOR PHILADELPHIA, PA 19102			GENERAL	2,000.
MAUCKINGBIRD THEATRE CO 723 SPRUCE STREET, SUITE 3F PHILADELPHIA, PA 19106			GENERAL	1,000.
PHILADELPHIA MURAL ARTS PROGRAM 1729 MT VERNON STREET PHILADELPHIA, PA 19130			GENERAL	1,000.
PHILADELPHIA FRINGE ARTS FESTIVAL P.O. BOX 30393 PHILADELPHIA, PA 19103			GENERAL	1,000.
THE PHILADELPHIA ORCHESTRA ONE SOUTH BROAD STREET, 14TH FLOOR PHILADELPHIA, PA 19107			GENERAL	2,500.
EQUALITY PA EDUCATION FUND 1306 NORTH 3RD STREET HARRISBURG, PA 17102			GENERAL	5,000.
PENNSYLVANIA BALLET 1819 JFK BLVD SUITE 210 PHILADELPHIA, PA 19103			REED CHALLENGE MATCH	2,500.
UNIVERSITY OF PENNSYLVANIA 3615 MARKET STREET FLOOR 2 PHILADELPHIA, PA 19104			ALZHEIMERS RESEARCH	5,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VANGUARD	8,070.	0.	8,070.
TOTAL TO FM 990-PF, PART I, LN 4	8,070.	0.	8,070.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CLIFTONLARSONALLEN LLP	125.	125.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	125.	125.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PA STATE REGISTRATION	15.	15.	0.	0.	
EXCISE TAXES	94.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	109.	15.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
VANGUARD INVESTMENTS	55,729.	55,729.		
VANGUARD BROKERAGE ACCT	167,893.	167,893.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	223,622.	223,622.		

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ARTHUR M KAPLAN FOUNDATION	Employer identification number (EIN) or 23-3022162
	Number, street, and room or suite no If a P O box, see instructions 1347 ROSE GLEN ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. GLADWYNE, PA 19035-1323	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ARTHUR M. KAPLAN

• The books are in the care of **▶ 1347 ROSE GLEN ROAD - GLADWYNE, PA 19035-1323**
Telephone No **▶ 610-649-5534** FAX No. **▶**

• 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

4 I request an additional 3-month extension of time until **AUGUST 15, 2014**

5 For calendar year _____, or other tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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	8a	\$	250.
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 and any amount paid previously with Form 8868.	8b	\$	250.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶** _____ Title **▶ TRUSTEE** Date **▶** _____