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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

The Lenore & Howard Klein Foundation Inc
c/o Ivey Barnum etc. 170 Mason St.
Greenwich, CT 06830

A Employer identification number
13-3673818

B Telephone number (see the instructions)
(203) 661-6000

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, column (c), line 16)
▶ \$ 2,985,139.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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 ▶ ☐

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)

	(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 (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2.	2.	2.	
4 Dividends and interest from securities	49,001.	49,001.	49,001.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	82,403.			
b Gross sales price for all assets on line 6a	531,206.			
7 Capital gain net income (from Part IV, line 2)		82,403.		
8 Net short-term capital gain			82,403.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	34,691.	34,691.	34,691.	
12 Total. Add lines 1 through 11	166,097.	166,097.	166,097.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc.	12,000.	5,000.	5,000.	7,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	7,724.	1,500.	1,500.	6,224.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	22,030.	22,818.	22,030.	22,030.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	288.			288.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	135.			135.
23 Other expenses (attach schedule)				
See Statement 5	250.			250.
24 Total operating and administrative expenses. Add lines 13 through 23	42,427.	29,318.	28,530.	35,927.
25 Contributions, gifts, grants paid Part XV	137,000.			137,000.
26 Total expenses and disbursements. Add lines 24 and 25	179,427.	29,318.	28,530.	172,927.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-13,330.			
b Net investment income (if negative, enter -0-)		136,779.		
c Adjusted net income (if negative, enter -0-)			137,567.	

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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				
	2	Savings and temporary cash investments		64,428.	81,423.	81,423.
	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 instructions)				
	7	Other notes and loans receivable (attach sch)				
		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)				
	b	Investments – corporate stock (attach schedule)		2,566,980.	2,536,703.	2,903,716.
	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)					
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)		2,631,408.	2,618,126.	2,985,139.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds		2,631,408.	2,618,126.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,631,408.	2,618,126.	
	31	Total liabilities and net assets/fund balances (see instructions)		2,631,408.	2,618,126.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,631,408.
2	Enter amount from Part I, line 27a	2	-13,330.
3	Other increases not included in line 2 (itemize) <u>See Statement 6</u>	3	48.
4	Add lines 1, 2, and 3	4	2,618,126.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30.	6	2,618,126.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Exhibit attached for Gains		P	Various	Various
b See Exhibit attached for Losses		P	Various	Various
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 458,669.		356,160.	102,509.
b 72,537.		92,643.	-20,106.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			102,509.
b			-20,106.
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	82,403.
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	82,403.

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 (column (b) divided by column (c))
2012	156,912.	2,708,712.	0.057929
2011	175,580.	2,817,162.	0.062325
2010	147,096.	2,713,496.	0.054209
2009	156,026.	2,481,732.	0.062870
2008	166,028.	3,013,585.	0.055093

2 Total of line 1, column (d)	2	0.292426
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	0.058485
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,870,605.
5 Multiply line 4 by line 3	5	167,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,368.
7 Add lines 5 and 6	7	169,255.
8 Enter qualifying distributions from Part XII, line 4	8	172,927.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1.			
Date of ruling or determination letter: _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☒ and enter 1% of Part I, line 27b		1	1,368.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,368.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	1,368.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	761.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	761.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	607.
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 2014 estimated tax		11	
	Refunded		

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2013)

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>Jennifer D. Port, Esq.</u> Telephone no. <u>(203) 661-6000</u> Located at <u>170 Mason St. Greenwich CT</u> ZIP + 4 <u>06830</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>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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 2013?	1 c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2013 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 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2013?	4 b	X

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Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?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)

N/A

6 a 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

7 a 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

N/A

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
Janice Levinson Gillman 858 Montrose Court Santa Rosa, CA 95409	VP, Dir & Of 0	0.	0.	0.
Jane Laffend 10 Lantern Lane Media, PA 19063	Pres, Dir & 0	0.	0.	0.
Jennifer D. Port One Dewart Road Greenwich, CT 06830	VP, Sec & Tr 0	0.	0.	0.

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
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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		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 None	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2013)

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	1 a	2,841,804.
b	Average of monthly cash balances	1 b	72,516.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,914,320.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,914,320.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	43,715.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,870,605.
6	Minimum investment return Enter 5% of line 5	6	143,530.

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	143,530.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,368.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,368.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	142,162.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	142,162.
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	142,162.

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	1 a	172,927.
b	Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	172,927.
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	1,368.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	171,559.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				142,162.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	17,144.			
b From 2009	32,533.			
c From 2010	13,118.			
d From 2011	35,712.			
e From 2012	22,376.			
f Total of lines 3a through e	120,883.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 172,927.				
a Applied to 2012, 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 2013 distributable amount				142,162.
e Remaining amount distributed out of corpus	30,765.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	151,648.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	17,144.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	134,504.			
10 Analysis of line 9.				
a Excess from 2009	32,533.			
b Excess from 2010	13,118.			
c Excess from 2011	35,712.			
d Excess from 2012	22,376.			
e Excess from 2013	30,765.			

BAA

Form 990-PF (2013)

N/A

- 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.)**

None

- None

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Exhibit Attached	None			137,000.
Total			3 a	137,000.
b Approved for future payment				
Total			3 b	

Client 15225-01

The Lenore & Howard Klein Foundation Inc

13-3673818

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Capital Gain Distribution	\$ 34,635.	\$ 34,635.	\$ 34,635.
Class action proceeds	56.	56.	56.
Total	<u>\$ 34,691.</u>	<u>\$ 34,691.</u>	<u>\$ 34,691.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara, LLC	\$ 7,724.	\$ 1,500.	\$ 1,500.	\$ 6,224.
Total	<u>\$ 7,724.</u>	<u>\$ 1,500.</u>	<u>\$ 1,500.</u>	<u>\$ 6,224.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Bank Investment fee	\$ 31,678.	\$ 31,678.	\$ 31,678.	\$ 31,678.
Reim BNY Mellon Aff Mutual Fund Fee	-181.	-181.	-181.	-181.
Reim BNY Mellon Corp Bond Fund Fee	-322.	-322.	-322.	-322.
Reim BNY Mellon Focussed Eq Opp Fund Fee	-394.	394.	-394.	-394.
Reim. BNY Mellon Income Stock Fund Fee	-1,558.	-1,558.	-1,558.	-1,558.
Reim. BNY Mellon Intermediate Fund Fee	-1,544.	-1,544.	-1,544.	-1,544.
Reim. BNY Mellon International Fund Fee	-549.	-549.	-549.	-549.
Reim. Dryfus High Yield Fund	-234.	-234.	-234.	-234.
Reimb BNY Mellon Emerging Market Fund fee	-1,463.	-1,463.	-1,463.	-1,463.
Reimb. BNY Mellon Mid Cap Stock Fund Fee	-1,778.	-1,778.	-1,778.	-1,778.
Reimb. BNY Mellon Money Market Fund Fee	-9.	-9.	-9.	-9.
Reimb. BNY Mellon Short US Gov Fund Fee	-1,051.	-1,051.	-1,051.	-1,051.
Remi Dryfus Strat Inter Bond Fund Fee	-565.	-565.	-565.	-565.
Total	<u>\$ 22,030.</u>	<u>\$ 22,818.</u>	<u>\$ 22,030.</u>	<u>\$ 22,030.</u>

Client 15225-01

The Lenore & Howard Klein Foundation Inc

13-3673818

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	\$ 288.			\$ 288.
Total	<u>\$ 288.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 288.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS Dept of Law - Filing Fee	\$ 250.			\$ 250.
Total	<u>\$ 250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 250.</u>

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Adjustments				\$ 48.
Total				<u>\$ 48.</u>

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Contributions and Grants

Annual Report for year ended December 31, 2013

Name and Address of Organization receiving Grant	Status of Organization Receiving Grant	Purpose of the Grant	Amount of the Grant
American Red Cross P. O. Box 4002018 Des Moines, Iowa 50340-2018	Public Charity	To provide funding for disaster relief	\$ 5,000.00
At Home in Greenwich 139 East Putnam Avenue Greenwich, Connecticut 06830-5612	Public Charity	To assist people over the age of 50 to continue to reside at home	2,000.00
Audubon Canyon Ranch 4900 Shoreline Highway One Stinson, Beach, California 94970	Public Charity	To protect nature through land preservation, education and conservation	2,500.00
Breastcancer.org 7 East Lancaster Avenue, 3rd Floor Ardmore, PA 19003	Public Charity	To provide information and community to people dealing with breast cancer	2,000.00
CASA of Santa Cruz 813 Freedom Blvd. Watsonville, CA 95075	Public Charity	To advocate for abused, neglected or abandoned children	4,000.00
Chops Teen Club 509 Adams Street Santa Rosa, California	Public Charity	To provide support for programs benefiting the poor, homeless and addicted	2,500.00
City Team Ministries 11 West 7th Street Chester, Pennsylvania	Public Charity	To provide meals, shelter, and recovery programs for inner city youth	1,000.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Contributions and Grants

Annual Report for year ended December 31, 2013

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization Receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Community Initiatives Educators for Fair Consideration) 2130 Fillmore Street #248 San Francisco, CA 94115	Public Charity	To support education \$	6,500.00
Congregation Beth Israel of Media, PA 542 South New Middletown Road, Media, Pennsylvania 19063	Public Charity	To promote religious education	2,000.00
Congregation Shomrei Torah 1717 Yulupa Avenue Santa Rosa, CA 95405	Public Charity	To support the Rabbi's discretionary fund	5,000.00
Crozer Chester Health Foundation One Medical Center Boulevard Upland, Pennsylvania 19013	Public Charity	To provide funding for medical research	3,000.00
Flagstaff Family Food Center P.O. Box P Flagstaff, Arizona 86002	Public Charity	To provide food for the needy	8,000.00
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2407	Public Charity	To fund cancer research	2,500.00
Friends of Nathaniel Witherall 70 Parsonage Road Greenwich, Connecticut 06830	Public Charity	To provide funding for people who need short term rehabilitation and skilled nursing care \$	2,000.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Contributions and Grants

Annual Report for year ended December 31, 2013

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization Receiving Grant</u>	<u>Purpose of the Grant</u> To fund the training program and summer festival	<u>Amount of the Grant</u> 2,500.00
Hawaii Performing Arts Festival, Inc. 4011B Primavera Road Santa Barbara, CA 93110	Public Charity		
Jewish Family and Children's Services 2150 Post Road San Francisco, CA 94115	Public Charity	To support various programs	4,000.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, Connecticut 06830	Public Charity	To fund the program called SuperMarketing for Seniors	3,000.00
Lankenau Hospital Foundation 100 East Lancaster Avenue, MOB East Wynnewood, Pennsylvania 19096	Public Charity	To support medical treatment for individuals in needing financial assistance	2,500.00
Listening for a Change 1300 North Dutton Avenue Santa Rosa, California 95401	Public Charity	To promote understanding and accep- tance of human diversity through edu- cation, oral history and the arts	1,000.00
Live Oak Waldorf School 410 Crother Road Meadow Vista, California 95722	Public Charity	To support education	500.00
Mala'ai P.O. Box 6954 Kamuela, HI 96743	Public Charity	To support the general purposes of the organization	1,000.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Contributions and Grants

Annual Report for year ended December 31, 2013

Name and Address of Organization receiving Grant	Status of Organization Receiving Grant	Purpose of the Grant	Amount of the Grant
Malcolm X School PTA 1731 Prince Street Berkeley, California 94704	Public Charity	To promote education and school programs	\$ 1,000.00
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	Public Charity	To provide food to people in need	3,000.00
Neuberger Museum of Art 735 Anderson Hill Road Purchase, New York 10577-1400	Public Charity	To promote the arts	1,000.00
O'Neill Sea Odyssey 2222 East Cliff Drive, Suite 222 Santa Cruz, CA 95062	Public Charity	To educate people to protect the sea and marine life	4,000.00
Pennsylvania Ballet 1819 JFK Boulevard Philadelphia, PA 19103	Public Charity	To support special programs	12,000.00
Pet Rescue of Larchmont Boston Post Road Larchmont, New York	Public Charity	To find home for abandoned dogs and cats	1,000.00
PlayGround 268 Bush Street #2912 San Francisco, CA 94104	Public Charity	To promote the performing arts	\$ 5,500.00

The Lenore and Howard Klein Foundation, Inc.
E.I.N. 13-3673818
Schedule of Contributions and Grants
Annual Report for year ended December 31, 2013

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization Receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
The Queens Borough Public Library 89-11 Merrick Boulevard Jamaica, N.Y. 11432	Public Charity	To promote literacy	\$ 1,000.00
Redwood Empire Food Bank 3990 Brickway Boulevard Santa Rosa, California 95403	Public Charity	To provide food to people in need	2,000.00
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, California 94107	Public Charity	To provide food for the needy	1,500.00
Santa Rosa Junior College Foundation 1501 Mendocino Avenue Santa Rosa, California 95401	Public Charity	To promote education	10,000.00
Seeds of Peace 370 Lexington Avenue, Suite 2103 New York, New York 10017	Public Charity	To support the Organization's summer program in Maine	1,000.00
Sixth Street Playhouse 52 West 6th Street Santa Rosa, California 95401	Public Charity	To promote the arts	500.00
Tufts University Hillel 220 Packard Avenue Medford, MA 02155	Public Charity	To promote jewish culture and events	2,000.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Contributions and Grants

Annual Report for year ended December 31, 2013

Name and Address of <u>Organization receiving Grant</u>	Status of Organization <u>Receiving Grant</u>	Purpose of the <u>Grant</u>	<u>Amount of the Grant</u>
Trustees of Tufts University Tufts University Professors Row Medford, MA 02155	Public Charity	To promote education	\$ 3,500.00
University of Pittsburgh Center for Excellence in Autism Research Webster Hall, Suite 300 3811 O'Hara Street Pittsburgh, PA 15213	Public Charity	To fund research on the causes of autism	7,500.00
Widener University One University Place Chester, PA 19113	Public Charity	To promote education	10,000.00
Willard PTA Willard Middle School 2524 Stuart Street Berkeley, CA 94705	Public Charity	To promote education	500.00
With a Little Help, Inc. 2021 Minor Avenue East, Suite A Seattle, Washington 98102	Public Charity	To provide in home services to senior citizens	1,000.00
The Yale Child Study Center 333 Cedar Street New Haven, Connecticut 06520	Public Charity	To fund research on Tourette Syndrome and Obsessive Compulsive Disorder	5,000.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Contributions and Grants

Annual Report for year ended December 31, 2013

Name and Address of Organization receiving Grant	Status of Organization Receiving Grant	Purpose of the Grant	Amount of the Grant
YWCA of Greenwich 259 East Putnam Avenue Greenwich, Connecticut 06830	Public Charity	To provide funding for a domestic abuse program	1,500.00
Total Grants for 2013			\$ 137,000.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Purchased During Year	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
<u>Publically Traded Stocks</u>				
110 shares, Accenture, Ltd., common	\$	1,663.00	8,457.45	\$ 9,044.20
165 shares, ADT Corp., common (shares and basis have been adjusted due to the purchase of additional shares of stock)			5,056.28	6,677.55
78 shares, Alliance Data Systems, Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		7,647.46	4,696.87	20,508.54
330 shares, Allscripts-Misys Healthcare Solutions, common		5,641.34	Sold During Year	Sold During Year
26 shares, Amazon.com, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		10,252.12	5,226.57	10,368.54
260 shares, American Express Company, common		10,959.74	10,959.74	23,589.80
300 shares, American International Group, common		10,140.39	10,140.39	15,315.00
60 shares, American Tower Corp., common		4,269.89	4,269.89	4,789.20
140 shares, Ameriprise Financial, Inc. common (shares and basis have been adjusted due to the sale of shares of stock)		5,770.88	4,039.62	16,107.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
	Purchased During Year \$	\$	\$
80 shares, Amphenol Corp., common		5,811.00	7,134.40
150 shares, Anadarko Petroleum Corp., common	\$ 8,127.69	8,127.69	11,898.00
155 shares, Apache Corp., common	11,126.01	Sold During Year	Sold During Year
53 shares, Apple Computer, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	18,121.76	9,604.54	29,734.06
470 shares, AT&T Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	18,711.61	17,244.03	16,525.20
160 shares, Beanm, Inc., common	9,458.89	9,458.89	10,889.60
380 shares, Best Buy, Inc., common	Purchased During Year	8,402.66	15,154.40
500 shares, Cbre Group, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	9,193.83	4,045.28	5,786.00
390 shares, Cbs Corp., common sale of shares of stock)	10,613.30	10,613.30	24,858.60
160 shares, Chubb Corp., common (shares and basis have been adjusted due to the purchase of additional shares of stock)	6,405.97	9,904.41	15,460.80

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets	Beginning of Fiscal Year	End of the Fiscal Year	End of the Year Fair Market Value
<u>Asset Description</u>	<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
160 shares, Cigna Corp., common sale of shares of stock)	\$ 3,951.91 \$	3,951.91 \$	13,996.80
790 shares, Cisco Systems, Inc., common	Purchased During Year	16,523.48	17,719.70
340 shares, Coca-Cola Company, common	9,784.59	Sold During Year	Sold During Year
200 shares, Cognizant Technology Solutions Corp, com (shares and basis have been adjusted due to the purchase of additional shares of stock)	10,594.74	14,537.79	20,196.00
250 shares, Conagra Foods, Inc., common	7,413.55	7,413.55	8,425.00
140 shares, Conocophillips, common	6,272.54	Sold During Year	Sold During Year
174 shares, Costco Wholesale Corp., common	Purchased During Year	19,953.19	20,709.48
230 shares, Covidien PLC	10,882.70	Sold During Year	Sold During Year
240 shares, CVS/Caremark Corp., common	Purchased During Year	13,717.82	17,176.80
150 shares, Danaher Corp., common sale of shares of stock)	4,364.31	4,364.31	11,580.00
350 shares, Disney Walt Co., common	17,459.47	17,459.47	26,740.00

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year		End of the Fiscal Year	End of the Year Fair Market Value
	<u>Book Value</u>	<u>Purchased During Year</u>	<u>Book Value</u>	<u>Market Value</u>
150 shares, DTE Energy Corp., common		\$	10,660.69	\$ 9,958.50
140 shares, Eaton Corp., PLC (shares and basis have been adjusted due to the sale of shares of stock)	8,279.95		4,139.98	10,656.80
150 shares, Eli Lilly & Co., common		Purchased During Year	8,104.58	7,650.00
570 shares, EMC Corporation, common (shares and basis have been adjusted due to the purchase of additional shares of stock)	11,495.75		14,963.51	17,856.50
230 shares, Ensco International PLC (shares and basis have been adjusted due to the sale of shares of stock)	13,230.77		Sold During Year	Sold During Year
61 shares, Eog Res, Inc., common sale of shares of stock)	6,295.08		6,295.08	10,238.24
180 shares, Express Scripts Holdings, Co., common		Purchased During Year	10,723.98	12,643.20
280 shares, ExxonMobil Corp., common	15,546.58		15,546.58	28,336.00
210 shares, Facebook, Inc., common		Purchased During Year	6,587.03	11,476.29
170 shares, Fedex Corp., common	15,662.48		15,662.48	24,440.90
150 shares, Fluor Corp., common	8,560.90		8,560.90	12,043.50

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
750 shares, Ford Motor Company, common	\$ 12,796.99	Sold During Year	Sold During Year
670 shares, General Electric Co., common (shares and basis have been adjusted due to the sale of shares of stock)	25,763.27	19,394.82	18,780.10
190 shares, Hca, Inc., common	Purchased During Year	7,704.17	9,064.90
170 shares, Informatica Corp., common (shares and basis have been adjusted due to the purchase of additional shares of stock)	4,564.08	5,301.92	7,055.00
54 shares, Intercontinentalexchange, Inc., common	6,693.53	6,693.53	12,145.68
73 shares, International Business Machines, Corp., common	8,315.07	Sold During Year	Sold During Year
140 shares, Intuit, common	7,248.55	7,248.55	10,684.80
350 shares, Johnson & Johnson, common (shares and basis have been adjusted due to the purchase of additional shares of stock)	13,792.43	24,853.13	32,056.50
456 shs., JP Morgan Chase Corporation,	16,892.84	16,892.84	26,666.88
310 shares, Juniper Networks, Inc., common	Purchased During Year	6,937.68	6,996.70

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>		Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
120 shares, Lyondellbasell Industries, Class A (shares and basis have been adjusted due to the sale of shares of stock)	\$	12,021.56	\$ 5,548.41	\$ 9,633.60
40 shares, Martin Marietta Materials, Inc., common	Purchased During Year		4,206.73	3,997.60
100 shares, McKesson Corp., common sale of shares of stock)		5,644.15	5,644.15	16,140.00
613 shares, Merck & Co., common		17,916.06	17,916.06	30,680.65
80 shares, Moodys Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		14,194.25	3,548.56	6,277.60
150 shares, National Oilwell Varco, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		16,126.12	10,517.03	11,929.50
180 shares, News Corporation, Inc. common	Received During Year		1,523.41	3,209.40
310 shares, Nextera Energy, Inc., common		17,204.03	17,204.03	26,542.20
160 shares, Occidental Petroleum Corp., common		11,768.52	11,768.52	15,216.00
460 shares, Oracle Corp., common		9,209.78	9,209.78	17,599.60
35 shares, Pentair Ltd, common		536.35	536.35	2,718.45

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>		Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
450 shares, Pepsico, Inc., common (shares and basis have been adjusted due to the purchase of additional shares of stock)	\$	19,079.70	\$ 29,937.27	\$ 37,323.00
1,400 shares, Pfizer, Inc., common		31,403.25	31,403.25	42,882.00
240 shares, Philip Morris International, common		12,537.54	12,537.54	20,911.20
90 shares, Praxair Inc., common		4,699.74	4,699.74	11,702.70
110 shares, PVH Corp., common		8,151.48	8,151.48	14,962.20
220 shares, Qualcomm, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		14,005.88	9,629.04	16,335.00
80 shares, Ralcorp Holdings, Inc., common		5,902.77	Sold During Year	Sold During Year
140 shares, Robert Half International, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)		5,995.90	3,815.58	5,878.60
530 shares, Sanofi Synthelabo Spon ADR, common		20,685.55	Sold During Year	Sold During Year
220 shares, Schlumberger Ltd., common	Purchased During Year		17,863.99	19,824.20
300 shares, Skyworks Solutions, Inc., common		7,024.83	Sold During Year	Sold During Year

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>		Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair Market Value
90 shares, T Rowe Price Group, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	\$	8,534.68	\$ 5,486.58	\$ 7,539.30
160 shares, Target Corp., common		8,612.94	8,612.94	10,123.20
110 shares, Teradata Corporation, common (shares and basis have been adjusted due to the purchase of additional shares of stock)		4,913.37	5,582.34	5,003.90
220 shares, Texas Instruments, Inc., common			7,689.13	9,660.20
180 shares, Transcanada Corp., common		7,693.00	7,693.00	8,218.80
720 shares, Twenty-First Century Fox, common (Formerly known as News Corp, Ltd - basis adjusted due to spin off of News Corporation, Inc.)		13,065.63	11,542.22	24,912.00
270 shares, Tyco International, Ltd., common (shares and basis have been adjusted due to the purchase of additional shares of stock)		4,488.88	6,510.52	11,080.80
200 shares, Unilever PLC ADR (shares and basis have been adjusted due to the sale of shares of stock)		16,984.72	5,959.55	8,240.00
110 shares, Vmware, Inc., common		9,921.11	8,742.67	9,607.40

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year		End of the Fiscal Year		End of the Year Fair Market Value
	<u>Book Value</u>		<u>Book Value</u>		
67 shares, Visa, Inc., Class A common	Purchased During Year	\$	11,317.79	\$	14,919.56
600 shares, Wells Fargo & Company, common (shares and basis have been adjusted due to the sale of shares of stock)	22,005.30		17,146.99		27,240.00
230 shares, Xilinx, Inc., common	Purchased During Year		9,983.15		10,561.60
	\$	724,293.05	\$	742,179.38	\$ 1,110,005.42
<u>Common Trust Funds</u>					
6,274.51 shares, BNY Mellon Corporate Bond Fund	\$	80,000.00	\$	80,000.00	\$ 78,745.10
21,129.239 shares, Mellon Emerging Markets Fund, Class M shares		270,073.28		270,073.28	210,024.64
8,906.616 shares, BNY Mellon Focussed Equity Opportunity Fund	Purchased During Year		134,668.05		144,643.44
27,063.291 shares, Mellon Intermediate Bond Fund, Class M shares (shares and basis have been adjusted due to the sale of shares)		367,166.00		333,568.46	342,891.90
8,943.617 shares, Mellon International Fund, Class M shares		129,449.10		129,449.10	111,795.21

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Balance Sheet - Part II

Annual Report for year ended December 31, 2013

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
23,618.587 shares, BNY Mellon Mid Cap Stock Fund, Class M shares	\$ 306,838.32	\$ 306,838.32	\$ 342,469.51
24,728.481 shares, BNY Mellon Short Term U.S. Government Fund, Class M	302,611.58	302,611.58	272,950.29
16,483.883 BNY Mellon Income Stock Fund (shares and basis have been adjusted due to the sale of shares)	239,000.00	112,765.94	151,157.21
1,021.768 shares, Highbridge Dynamic Common Strategy Fund-E	23,000.00	Sold During Year	Sold During Year
6,163.329 shares, Dryfus High Yield Fund	40,000.00	40,000.00	41,602.47
6,253.594 shares, Drytus Pre Strategic International Stock Fund	84,548.58	84,548.58	97,430.99
<u>Cash Assets</u>	<u>1,842,686.86</u>	<u>1,794,523.31</u>	<u>1,793,710.76</u>
BNY Mellon Money Market Account	\$ 60,950.30	\$ 14,004.91	\$ 14,004.91
BNY Mellon Checking Account	3,525.19	67,418.24	67,418.24
	<u>64,475.49</u>	<u>81,423.15</u>	<u>81,423.15</u>
Total	<u>\$ 2,631,455.40</u>	<u>\$ 2,618,125.84</u>	<u>\$ 2,985,139.33</u>

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Assets Sold at a Gain or a Loss - Part IV
Annual Report for year ended December 31, 2013

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
<u>Assets Sold at a Gain</u>					
Alliance Data Systems Corp., common					
10 shares	\$ 1,560.50	\$ 602.16	1/23/2013	7/28/2008	\$ 958.34
20 shares	3,107.54	1,204.32	1/24/2013	7/28/2008	1,903.22
6 shares	951.94	361.30	3/8/2013	7/28/2008	590.64
13 shares	2,069.69	782.81	3/11/2013	6/12/2009	1,286.88
Amazon.Com, Inc., common					
25 shares	6,674.71	5,025.55	4/22/2013	5/5/2011	1,649.16
Ameriprise Financial Inc., common					
60 shares	4,378.32	1,731.26	4/2/2013	1/11/2011	2,647.06
Apache Corp., common					
78 shares	6,284.27	5,598.90	2/20/2013	6/2/2009	685.37
77 shares	5,957.81	5,527.11	2/21/2013	6/2/2009	430.70
Apple Computer, Inc., common					
19 shares	8,667.75	3,443.13	2/5/2013	6/2/2009	5,224.62
28 shares	12,008.19	5,074.09	3/8/2013	Various	6,934.10
BNY Mellon Focussed Equity Opportunity Fund					
2,667,4570 shares	45,000.00	40,331.95	11/20/2013	7/10/2013	4,668.05
BNY Mellon Income Stock Fund					
13,561,321 shares	115,000.00	92,772.74	7/10/2013	8/16/2012	22,227.26
4,891,304 shares	45,000.00	33,461.32	11/20/2013	8/16/2012	11,538.68

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Assets Sold at a Gain or a Loss - Part IV
Annual Report for year ended December 31, 2013

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
BNY Mellon Intermediate Bond Fund 2,725.857 shares	\$ 35,000.00	\$ 33,597.54	11/20/2013	Various	\$ 1,402.46
Cbs Corp - Class B, common 130 shares	3,075.65	2,390.40	4/22/2013	8/6/2012	685.25
46 shares	1,083.32	845.83	4/23/2013	12/12/2012	237.49
104 shares	2,445.43	1,912.32	4/24/2013	12/12/2012	533.11
Coca-Cola Company, common 34 shares	1,254.79	978.46	4/24/2013	Various	276.33
107 shares	3,934.49	3,079.27	4/25/2013	Various	855.22
199 shares	7,353.47	5,726.86	4/26/2013	Various	1,626.61
Conocophillips, common 80 shares	4,747.27	3,584.31	3/21/2013	2/7/2007	1,162.96
60 shares	3,540.41	2,688.23	3/22/2013	6/2/2009	852.18
Covidien PLC, common 90 shares	5,656.92	4,258.45	5/2/2013	1/6/2011	1,398.47
24 shares	1,525.96	1,135.59	5/6/2013	1/6/2011	390.37
116 shares	7,435.88	5,488.66	5/7/2013	1/7/2011	1,947.22
Eaton Corp., PLC 58 shares	3,231.27	1,715.13	4/23/2013	12/3/2012	1,516.14
82 shares	4,607.01	2,424.84	4/24/2013	12/3/2012	2,182.17
International Business Machines, com 73 shares	14,136.26	8,315.07	1/23/2013	8/16/2010	5,821.19

The Lenore and Howard Klein Foundation, Inc.
E.I.N. 13-3673818
Schedule of Assets Sold at a Gain or a Loss - Part IV
Annual Report for year ended December 31, 2013

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Lyondellbasell Industries, Class A					
100 shares	\$ 5,577.21	\$ 4,623.68	4/18/2013	5/2/2012	\$ 953.53
40 shares	2,267.85	1,849.47	4/19/2013	5/2/2012	418.38
Moody's Corp., common					
20 shares	1,220.04	887.14	7/17/2013	4/5/2012	332.90
70 shares	4,251.81	3,104.99	7/18/2013	4/9/2012	1,146.82
50 shares	3,012.52	2,217.85	7/19/2013	5/2/2012	794.67
100 shares	6,091.18	4,435.71	7/22/2013	5/2/2012	1,655.47
National Oilwell Varco, Inc., common					
80 shares	5,638.41	5,609.09	2/20/2013	11/7/2011	29.32
Qualcomm, Inc., common					
100 shares	6,513.43	4,376.84	3/20/2013	8/16/2010	2,136.59
Ralcorp Holdings, Inc., common					
80 shares	7,200.00	5,902.77	1/30/2013	4/4/2012	1,297.23
Robert Haft International, Inc., common					
50 shares	1,769.05	1,362.70	4/22/2013	12/7/2011	406.35
30 shares	1,052.23	817.62	4/23/2013	12/7/2011	234.61
Sanofi Synthelabo Spon ADR					
70 shares	3,242.19	2,732.05	3/1/2013	7/26/2012	510.14
280 shares	12,983.25	10,928.22	3/4/2013	2/27/2012	2,055.03
180 shares	8,833.42	7,025.28	9/3/2013	8/16/2012	1,808.14

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Assets Sold at a Gain or a Loss - Part IV
Annual Report for year ended December 31, 2013

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
T Rowe Price Group, Inc., common 50 shares	\$ 3,704.68	\$ 3,048.10	4/2/2013	8/16/2012	\$ 656.58
Unilever PLC ADR 122 shares	5,287.34	3,635.33	5/2/2013	12/6/2009	1,652.01
127 shares	5,486.83	3,784.31	5/3/2013	6/2/2010	1,702.52
121 shares	5,246.00	3,605.53	5/6/2013	6/2/2010	1,640.47
Wal Mart Stores, Inc. 100 shares	7,320.62	7,297.72	9/12/2013	Various	22.90
Wells Fargo & Co., common 170 shares	6,281.67	4,858.31	4/2/2013	9/8/2010	1,423.36
Total Sales Resulting in a Gain	\$ 458,668.58	\$ 356,160.31			\$ 102,508.27
Assets Sold at a Losses					
Allscripts-Misys Healthcare Solutionsm, common	\$ 463.02	\$ 632.51	3/8/2013	8/13/2010	\$ (169.49)
37 shares	927.33	1,265.03	3/11/2013	8/13/2010	(337.70)
74 shares	902.49	1,247.93	3/12/2013	8/13/2010	(345.44)
73 shares	1,212.66	1,658.22	3/13/2013	8/13/2010	(445.56)
97 shares	402.27	547.04	3/14/2013	8/13/2010	(144.77)
32 shares	213.49	290.61	3/15/2013	8/13/2010	(77.12)
17 shares					

The Lenore and Howard Klein Foundation, Inc.

E.I.N. 13-3673818

Schedule of Assets Sold at a Gain or a Loss - Part IV
Annual Report for year ended December 31, 2013

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
AT&T Inc., common 40 shares	\$ 1,462.77	\$ 1,467.58	3/8/2013	2/7/20074	\$ (4.81)
EnSCO PLC, common 110 shares	5,978.77	6,327.76	4/18/2013	3/28/2011	(348.99)
120 shares	6,240.12	6,903.01	4/22/2013	3/28/2011	(662.89)
Ford Motor Company, common 750 shares	9,599.33	12,796.99	2/5/2013	Various	(3,197.66)
General Electric Company, common 220 shares	4,523.74	6,368.45	1/2/2013	Various	(1,844.71)
190 shares					
Highbridge Dynamic Common Strategy Fund-E					
1,021.768 shares	12,404.26	23,000.00	10/28/2013	5/2/2011	(10,595.74)
Skyworks Solutions, Inc., common 150 shares	3,259.36	3,512.42	3/20/2013	12/10/2012	(253.06)
150 shares	3,235.94	3,512.41	3/21/2013	12/10/2012	(276.47)
Vmware, Inc., Class A common 110 shares	8,562.36	9,921.11	2/4/2013	9/14/2011	(1,358.75)
Wal Mart Stores, Inc., common 180 shares	13,093.85	13,135.91	9/11/2013	Various	(42.06)
Total Sales Resulting in a Loss	\$ 72,481.76	\$ 92,586.98			\$ (20,105.22)