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Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year 2013 or tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

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

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

City or town, state or province, country, and ZIP or foreign postal code
PARSIPPANY, NJ 07054-4518

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)
\$ **4,765,580.**

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
52-1705026

B Telephone number
973-605-1040

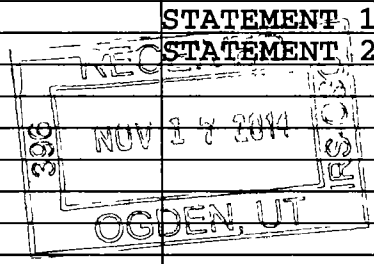
C If exemption application is pending, check here

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

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

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

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	5,061.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		
	4 Dividends and interest from securities	26,682.	26,682.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	238,108.			
	b Gross sales price for all assets on line 6a	1,815,461.			
	7 Capital gain net income (from Part IV, line 2)		238,108.		
	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	269,853.	264,792.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	62,500.	6,250.		56,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	7,500.	6,500.		1,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,036.	1,036.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	18,884.	18,884.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	89,920.	32,670.		57,250.
	25 Contributions, gifts, grants paid	199,765.			199,765.
26 Total expenses and disbursements. Add lines 24 and 25	289,685.	32,670.		257,015.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-19,832.				
b Net investment income (if negative, enter -0-)		232,122.			
c Adjusted net income (if negative, enter -0-)			N/A		



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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		34,359.	34,866.	34,866.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		3,715,544.	3,704,577.	4,730,714.
	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 - see the instructions. Also, see page 1, item 1)		3,749,903.	3,739,443.	4,765,580.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		3,749,903.	3,739,443.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		3,749,903.	3,739,443.		
31	Total liabilities and net assets/fund balances		3,749,903.	3,739,443.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 3,749,903.
2	Enter amount from Part I, line 27a	2 -19,832.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3 13,891.
4	Add lines 1, 2, and 3	4 3,743,962.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 4,519.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,739,443.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED STATEMENT C	P	VARIOUS	VARIOUS
b 37,360.99 UNITS SWISS FRANCS	P	VARIOUS	VARIOUS
c NEWS CORP - CASH IN LIEU	P	VARIOUS	07/15/13
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,774,950.		1,537,193.	237,757.
b 40,503.		40,160.	343.
c 8.			8.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			237,757.
b			343.
c			8.
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	238,108.
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))
2012	240,629.	4,277,558.	.056254
2011	252,533.	4,678,864.	.053973
2010	247,918.	4,855,053.	.051064
2009	251,419.	4,785,110.	.052542
2008	276,539.	4,897,045.	.056471

2 Total of line 1, column (d)	2	.270304
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	.054061
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,597,405.
5 Multiply line 4 by line 3	5	248,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,321.
7 Add lines 5 and 6	7	250,861.
8 Enter qualifying distributions from Part XII, line 4	8	257,015.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,321.
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	2,321.
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	2,321.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	797.	
b Exempt foreign organizations - tax, withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	797.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,524.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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
4a 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?		
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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X	
14	The books are in care of ► <u>ANTOINETTE GEYELIN HOAR</u> Telephone no. ► <u>(973) 605-1040</u> Located at ► <u>C/O MHW; 4 GATEHALL DR., PARSIPPANY, NJ</u> ZIP+4 ► <u>07054-4518</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> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No
		16		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 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) <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 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		62,500.	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	4,564,660.
b	Average of monthly cash balances	1b	102,756.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,667,416.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,667,416.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,011.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,597,405.
6	Minimum investment return. Enter 5% of line 5	6	229,870.

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	229,870.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,321.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,321.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	227,549.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	227,549.
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	227,549.

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	257,015.
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	257,015.
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	2,321.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	254,694.

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				227,549.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			117,487.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 257,015.				
a Applied to 2012, but not more than line 2a			117,487.	
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				139,528.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				88,021.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT B	N/A	PUBLIC CHARITIES	UNRESTRICTED	199,765.
Total			▶ 3a	199,765.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE WALTER C. KLEIN FOUNDATION, INC.**52-1705026**

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

THE WALTER C. KLEIN FOUNDATION, INC.

52-1705026

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>MARGARET K. KLEIN C/O MCCABE HEIDRICH WONG; 4 GATEHALL DR PARSIPPANY, NJ 07054</p>	<p>\$ <u>5,061.</u></p>	<p>Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)</p>

Name of organization THE WALTER C. KLEIN FOUNDATION, INC.	Employer identification number 52-1705026
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON - NOMINEE - INTEREST INCOME	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON - NOMINEE - DIVIDEND INCOME	26,682.	0.	26,682.	26,682.	
TO PART I, LINE 4	26,682.	0.	26,682.	26,682.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,500.	6,500.		1,000.
TO FORM 990-PF, PG 1, LN 16B	7,500.	6,500.		1,000.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,036.	1,036.			0.
TO FORM 990-PF, PG 1, LN 18	1,036.	1,036.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	17,296.	17,296.			0.
BANK CUSTODIAL FEES	1,179.	1,179.			0.
ANNUAL FILING FEE	25.	25.			0.
ADR FEES	32.	32.			0.
OFFICE EXPENSES	352.	352.			0.
TO FORM 990-PF, PG 1, LN 23	18,884.	18,884.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION			AMOUNT
BOOK GAIN ON FYE 6/30/13 TAX TRADES SETTLED FYE 6/30/14			13,891.
TOTAL TO FORM 990-PF, PART III, LINE 3			13,891.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION			AMOUNT
EXCESS OF FMV OVER DONOR'S COST			4,199.
DIVIDEND TAX RECLAIM BASIS ADJUSTMENT			320.
TOTAL TO FORM 990-PF, PART III, LINE 5			4,519.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	1,560,334.	1,910,120.
1,837.0731 UNITS WELCH ENTREPRENEURIAL FUND, LTD.	2,144,243.	2,820,594.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,704,577.	4,730,714.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET K. KLEIN C/O MCCABE HEIDRICH & WONG; 4 GATEHALL DR. PARSIPPANY, NJ 07054	PRES./TREAS. AND TRUSTEE 15.00	50,000.	0.	0.
ANTOINETTE GEYELIN HOAR C/O MCCABE HEIDRICH & WONG; 4 GATEHALL DR. PARSIPPANY, NJ 07054	PRES./TREAS. AND TRUSTEE 15.00	12,500.	0.	0.
ROBERT WONG C/O MCCABE HEIDRICH & WONG; 4 GATEHALL DR. PARSIPPANY, NJ 07054	SECRETARY 0.15	0.	0.	0.
WALTER C. KLEIN C/O MCCABE HEIDRICH & WONG; 4 GATEHALL DR. PARSIPPANY, NJ 07054	TRUSTEE 0.50	0.	0.	0.
JUDITH ALBERT C/O MCCABE HEIDRICH & WONG; 4 GATEHALL DR. PARSIPPANY, NJ 07054	VICE PRES. AND TRUSTEE 0.50	0.	0.	0.
JENNIFER KLEIN SEAMAN C/O MCCABE HEIDRICH & WONG; 4 GATEHALL DR. PARSIPPANY, NJ 07054	VICE PRES./SECRETARY AND TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		62,500.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

MARGARET K. KLEIN
WALTER C. KLEIN

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
33,540 11	BNY Mellon Money Market Fund Cl M (Prncpal Holding)	\$ 33,540 11	\$ 33,540 11		\$ 0 00	0 0%	1 7%
	Prncpal Cash	-6,038 53					
	Income Cash	6,038 53					
Total cash and cash equivalents		\$ 33,540 11	\$ 33,540 11	\$ 0 00	\$ 0 00		1 7%

Equities

U S large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
418	Eaton Corp PLC (ETN)	\$ 77 1800	\$ 32,261 24	\$ 30,633 40	\$ 1,627 84	\$ 819 28	2 5%	1 7%
1,280	Altera Corp (ALTR)	34 7600	44,492 80	42,852 84	1,639 96	768 00	1 7	2 3
2,120	American International Group Inc (AIG)	54 5800	115,709 60	95,639 23	20,070 37	1,060 00	0 9	6 0
581	Apple Inc (AAPL)	92 9300	53,992 33	43,882 42	10,109 91	1,092 28	2 0	2 8
910	CVS Caremark Corporation (CVS)	75 3700	68,586 70	44,811 54	23,775 16	1,001 00	1 5	3 5
1,713	Citigroup Inc (C)	47 1000	80,682 30	75,667 98	5,014 32	68 52	0 1	4 2
265	Goldman Sachs Group Inc (GS)	167 4400	44,371 60	30,992 85	13,378 75	583 00	1 3	2 3
37	Google Inc - Cl A (GOOGL)	584 6700	21,632 79	12,304 26	9,328 53	0 00	0 0	1 1
37	Google Inc-Cl C (GOOG)	575 2800	21,285 36	12,336 49	8,948 87	0 00	0 0	1 1
1,180	Interpublic Group Cos Inc (IPG)	19 5100	23,021 80	20,750 96	2,270 84	448 40	2 0	1 2
2,850	Morgan Stanley (MS)	32 3300	92,140 50	59,253 34	32,887 16	1,140 00	1 2	4 7
434	Newmont Mining Corp (NEM)	25 4400	11,040 96	10,790 82	250 14	43 40	0 4	0 6
2,200	Oracle Corp (ORCL)	40 5300	89,166 00	75,125 22	14,040 78	1,056 00	1 2	4 6
507	Pepsico Inc (PEP)	89 3400	45,295 38	35,747 69	9,547 69	1,328 34	2 9	2 3
1,170	Starbucks Corp (SBUX)	77 3800	90,534 60	67,318 99	23,215 61	1,216 80	1 3	4 7

June 1 - June 30, 2014

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

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Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,413	Starwood Hotels & Resorts Worldwide (HOT) Inc	80 8200	114,198 66	99,536 81	14,661 85	1,978 20	17	5 9
990	Unitedhealth Group Inc (UNH)	81 7500	80,932 50	68,964 09	11,968 41	1,485 00	18	4 2
Total U S large cap			\$ 1,029,345 12	\$ 826,608 93	\$ 202,736 19	\$ 14,088 22		53 0%

U S mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,020	Berkley WR Corp (WRB)	\$ 46 3100	\$ 47,236 20	\$ 27,877 59	\$ 19,358 61	\$ 448 80	1 0%	2 4%
1,980	Bright Horizons Family Solutions (BFAM)	42 9400	85,021 20	65,706 78	19,314 42	0 00	0 0	4 4
1,260	Dunkin' Brands Group Inc (DNKN)	45 8100	57,720 60	38,255 19	19,465 41	1,159 20	2 0	3 0
2,380	Envision Healthcare Holdings (EVHC)	35 9100	85,465 80	56,485 70	28,980 10	0 00	0 0	4 4
2,080	Standard Pacific Corp (SPF)	8 6000	17,888 00	15,974 55	1,913 45	0 00	0 0	0 9
160	Trw Automotive Hldgs Corp (TRW)	89 5200	14,323 20	14,067 70	255 50	0 00	0 0	0 7
1,180	Team Health Holdings Inc (TMH)	49 9400	58,929 20	46,873 54	12,055 66	0 00	0 0	3 0
610	Visteon Corp/New (VC)	97 0100	59,176 10	47,353 27	11,822 83	0 00	0 0	3 1
Total U S mid cap			\$ 425,760 30	\$ 312,594 32	\$ 113,165 98	\$ 1,608 00		21 9%

U S small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,154	L D R Holding Corporation (LDRH)	\$ 25 0100	\$ 28,861 54	\$ 27,377 93	\$ 1,483 61	\$ 0 00	0 0%	1 5%
Total U S small cap			\$ 28,861 54	\$ 27,377 93	\$ 1,483 61	\$ 0 00		1 5%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,072	Herbalife Ltd (HLF)	\$ 64 5400	\$ 69,186 88	\$ 66,412 59	\$ 2,774 29	\$ 0 00	0 0%	3 6%
970	Willis Group Holdings Public Limited(WSH) Company	43 3000	42,001 00	33,571 75	8,429 25	1,164 00	2 8	2 2
2,197	Grupo Televisa SA De CV Sponsored (TV) ADR Repstg Ord Partn CTF	34 3100	75,379 07	69,853 44	5,525 63	551 45	0 7	3 9
1,170	Nestle S A Sponsored ADR Repstg Reg (NSRGY) Sh	77 6700	90,873 90	77,502 41	13,371 49	2,371 59	2 6	4 7
208	Swatch Group AG	603 8566	125,602 17	126,316 32	-714 15	1,759 13	1 4	6 5
Total developed international			\$ 403,043 02	\$ 373,656 51	\$ 29,386 51	\$ 5,846 17		20 7%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
342	W P Carey Inc (WPC)	\$ 64 4000	\$ 22,024 80	\$ 19,747 34	\$ 2,277 46	\$ 1,231 20	5 6%	1 1%
Total equity reits			\$ 22,024 80	\$ 19,747 34	\$ 2,277 46	\$ 1,231 20		1 1%
Total equities			\$ 1,909,034 78	\$ 1,559,985 03	\$ 349,049 75	\$ 22,773 59		98 3%

Other assets

Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
312	Dividend Tax Reclaim Swiss 2014	\$ 1 1273	\$ 351 71	\$ 349 31	\$ 2 40	\$ 0 00	0 0%	0 0%
Total other			\$ 351 71	\$ 349 31	\$ 2 40	\$ 0 00		0 0%
Total other assets			\$ 351 71	\$ 349 31	\$ 2 40	\$ 0 00		0 0%
Total assets			\$ 1,942,926 60	\$ 1,593,874 45	\$ 349,052 15	\$ 22,773 59		100 0%



Portfolio officer John Leabo 1844
212 922 7525

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	FMV	Cost
Total Assets	\$ 1,942,926.60	\$ 1,593,874.45
Less: Cash	(33,540.11)	(33,540.11)
Plus: Accrued Income	733.80	0.00
Total Investments - corporate stock	<u>\$ 1,910,120.29</u>	<u>\$ 1,560,334.34</u>

THE WALTER C. KLEIN FOUNDATION, INC.
2013 FORM 990-PF
EIN #: 52-1705026
PART XV, LINE 3(a)
CONTRIBUTIONS

DONEE	ADDRESS	DATE	CHECK NO.	AMOUNT
ALVIN AILEY DANCE FOUNDATION, INC (AKA ALVIN AILEY AMERICAN DANCE THEATER)	THE JOAN WEILL CENTER FOR DANCE 405 WEST 55TH STREET NEW YORK, NY 10019	06/11/14	181	10,000
AMERICAN MUSEUM OF NATURAL HISTORY (AKA A.M.N.H.)	79TH STREET & CENTRAL PARK WEST NEW YORK, NY 10024	06/18/14	206	24,755
BROOKLYN INSTITUTE OF ARTS AND SCIENCES (AKA BROOKLYN MUSEUM)	200 EASTERN PARKWAY BROOKLYN, NY 11238	06/16/14	204	2,025
CHILDREN'S AID SOCIETY (AKA CHILDREN'S AID, CAS)	105 EAST 22ND STREET NEW YORK, NY 10010	06/11/14	183	25,000
CITY HARVEST, INC	6 EAST 32ND STREET, 5TH FLOOR NEW YORK, NY 10016	06/11/14	184	1,000
DANCE THEATRE OF HARLEM INC. (AKA DTH)	466 WEST 152ND STREET NEW YORK, NY 10031	06/11/14	185	5,000
HARLEM ACADEMY	1330 FIFTH AVENUE NEW YORK, NY 10026	06/11/14	186	1,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH INC	500 FIFTH AVENUE, SUITE 935 NEW YORK, NY 10110	06/11/14	187	1,000
KINGDOM HOUSE	1321 SOUTH 11TH STREET ST. LOUIS, MO 63104	06/11/14	188	1,000
2002 LINCOLN CENTER THEATRE SUPPORTING FOUNDATION IRREVOCABLE CHARITABLE TRUST	150 WEST 65TH STREET NEW YORK, NY 10023	06/11/14	189	5,000
METROPOLITAN MUSEUM OF ART	1000 FIFTH AVENUE NEW YORK, NY 10028	06/11/14	190	7,000
MOHONK PRESERVE, INC	P.O BOX 715 NEW PALTZ, NY 12561	06/11/14	203	1,000
NARAL PRO-CHOICE AMERICA FOUNDATION	1156 15TH ST, SUITE 700 WASHINGTON, DC 20005	06/11/14	192	10,000
NATURE CONSERVANCY, INC (AKA THE NATURE CONSERVANCY)	4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	06/11/14	199	10,000

THE WALTER C. KLEIN FOUNDATION, INC.
2013 FORM 990-PF
EIN #: 52-1705026
PART XV, LINE 3(a)
CONTRIBUTIONS

DONEE	ADDRESS	DATE	CHECK NO.	AMOUNT
NEW YORK CITY BALLET INC	NEW YORK STATE THEATRE 20 LINCOLN CENTER NEW YORK, NY 10025	06/11/14	193	5,000
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN FOUNDATIONS (AKA THE NEW YORK PUBLIC LIBRARY)	476 FIFTH AVENUE NEW YORK, NY 10018	06/11/14	194	9,785
NEW YORK SHAKESPEARE FESTIVAL	425 LAFAYETTE STREET NEW YORK, NY 10003	05/28/14	180	1,200
WILDLIFE CONSERVATION SOCIETY (AKA WCS)	2300 SOUTHERN BOULEVARD BRONX, NY 10460	06/18/14	205	10,000
PLANNED PARENTHOOD OF NEW YORK CITY INC.	26 BLEECKER STREET NEW YORK, NY 10012	06/11/14	196	10,000
THE DOOR - A CENTER OF ALTERNATIVES, INC.	121 AVENUE OF THE AMERICAS NEW YORK, NY 10013	06/11/14	198	5,000
TRICKLE UP PROGRAM, INC (AKA TRICKLE UP)	104 WEST 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	10/24/13	177	5,000
TRICKLE UP PROGRAM, INC (AKA TRICKLE UP)	104 WEST 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	06/11/14	200	25,000
WELLESLEY COLLEGE	106 CENTRAL STREET WELLESLEY, MA 02481	06/11/14	201	25,000
TOTAL				<u><u>199,765</u></u>

Welch Capital Partners, LLC
Realized Gains and Losses
Klein Family Foundation
From 07-01-13 Through 06-30-14

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain or Loss
10/11/10	07/16/13	520.00	American Express	40,617.63	19,761.56	20,856.07
10/11/10	07/16/13	200.00	American Express	15,576.22	7,600.60	7,975.62
10/11/10	07/16/13	50.00	American Express	3,894.06	1,899.91	1,994.15
05/02/13	07/16/13	150.00	American Axle & Mfg Holdings	2,911.84	2,059.48	852.36
05/29/13	07/17/13	190.00	Hcp Inc	8,964.82	9,193.53	(228.71)
10/09/12	07/17/13	50.00	Hcp Inc	2,359.16	2,276.82	82.34
10/04/12	07/17/13	170.00	Hcp Inc	8,021.16	7,719.54	301.62
04/25/12	07/17/13	360.00	Forest Oil Corp	1,887.55	4,518.76	(2,631.21)
04/25/12	07/17/13	120.00	Forest Oil Corp	632.03	1,506.25	(874.22)
05/01/12	07/17/13	810.00	Forest Oil Corp	4,266.19	9,615.19	(5,349.00)
05/02/13	07/18/13	250.00	American Axle & Mfg Holdings	4,841.06	3,432.47	1,408.59
05/01/13	07/18/13	180.00	American Axle & Mfg Holdings	3,485.56	2,422.50	1,063.06
05/17/13	07/18/13	300.00	Supervalu Inc	2,378.58	2,110.36	268.22
05/17/13	07/19/13	470.00	Supervalu Inc	3,574.40	3,306.24	268.16
05/20/13	07/19/13	360.00	Supervalu Inc	2,737.84	2,496.17	241.67
05/20/13	07/19/13	390.00	Supervalu Inc	2,965.99	2,692.29	273.70
05/01/13	07/19/13	340.00	American Axle & Mfg Holdings	6,626.96	4,575.82	2,051.14
05/01/13	07/22/13	230.00	American Axle & Mfg Holdings	4,491.89	3,095.41	1,396.48
09/26/12	07/31/13	130.00	EMC Corp.	3,412.97	3,487.65	(74.68)
09/26/12	07/31/13	240.00	EMC Corp.	6,300.88	6,435.72	(134.84)
04/25/13	08/02/13	390.00	Qualcomm	25,981.77	24,273.56	1,708.21
07/01/13	08/06/13	90.00	Apple Inc	41,856.26	36,214.85	5,641.41
08/01/13	08/12/13	500.00	Kodiak Oil & Gas Corp	4,785.16	4,983.60	(198.44)
08/01/13	08/12/13	300.00	Kodiak Oil & Gas Corp	2,857.51	2,987.07	(129.56)
08/01/13	08/12/13	200.00	Kodiak Oil & Gas Corp	1,904.54	1,991.38	(86.84)
09/26/12	08/14/13	40.00	EMC Corp.	1,071.57	1,072.62	(1.05)
10/17/12	08/14/13	240.00	EMC Corp.	6,429.39	6,155.81	273.58
01/04/13	08/14/13	120.00	EMC Corp.	3,214.70	2,925.31	289.39
04/12/13	08/14/13	410.00	EMC Corp.	10,983.54	9,480.95	1,502.59
10/04/12	08/16/13	60.00	Hcp Inc	2,371.06	2,724.55	(353.49)
10/17/12	08/16/13	180.00	Hcp Inc	7,113.19	8,064.00	(950.81)
10/17/12	08/19/13	180.00	Hcp Inc	7,044.26	8,064.00	(1,019.74)
10/04/12	08/19/13	160.00	Hcp Inc	6,261.57	7,119.52	(857.95)
04/12/13	08/20/13	370.00	EMC Corp.	9,481.67	8,555.98	925.69
04/12/13	08/20/13	120.00	EMC Corp.	3,076.82	2,774.91	301.91
04/12/13	08/20/13	220.00	EMC Corp.	5,631.47	5,087.34	544.13
10/17/11	08/20/13	30.00	EMC Corp.	767.93	683.51	84.42
05/02/13	08/23/13	240.00	Lennar Corp	7,827.99	10,063.37	(2,235.38)
05/29/13	08/23/13	210.00	Lennar Corp	6,849.48	8,601.91	(1,752.43)
05/31/13	08/23/13	10.00	Lennar Corp	326.17	399.10	(72.93)
10/04/12	08/27/13	290.00	Hcp Inc	11,878.20	12,904.13	(1,025.93)

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10/23/12	08/27/13	30.00	Hcp Inc	1,228.78	1,333.74	(104.96)
10/25/12	08/27/13	30.00	Hcp Inc	1,228.78	1,331.28	(102.50)
04/11/13	08/29/13	660.00	Bank of America Corp	9,327.55	8,134.89	1,192.66
04/11/13	08/29/13	610.00	Bank of America Corp	8,620.91	7,514.83	1,106.08
06/07/13	09/17/13	60.00	Liquidity Services Inc	2,133.43	2,144.55	(11.12)
06/07/13	09/18/13	120.00	Liquidity Services Inc	4,179.80	4,289.10	(109.30)
06/07/13	09/18/13	10.00	Liquidity Services Inc	349.61	357.42	(7.81)
06/03/13	09/20/13	190.00	Standard Pacific Corp	1,529.68	1,651.40	(121.72)
06/03/13	09/20/13	170.00	Standard Pacific Corp	1,349.51	1,477.57	(128.06)
06/03/13	09/20/13	190.00	Standard Pacific Corp	1,501.44	1,651.40	(149.96)
06/03/13	09/20/13	190.00	Standard Pacific Corp	1,512.37	1,651.40	(139.03)
05/31/13	09/20/13	170.00	Lennar Corp	6,119.52	6,784.66	(665.14)
05/31/13	09/20/13	50.00	Lennar Corp	1,794.38	1,995.49	(201.11)
04/05/13	09/20/13	160.00	Lennar Corp	5,742.02	6,229.46	(487.44)
04/05/13	09/20/13	360.00	Lennar Corp	12,815.02	14,016.27	(1,201.25)
06/05/13	09/20/13	160.00	Lennar Corp	5,695.56	6,033.23	(337.67)
06/03/13	09/20/13	380.00	Standard Pacific Corp	3,024.75	3,302.81	(278.06)
06/21/13	09/20/13	120.00	Standard Pacific Corp	955.19	966.52	(11.33)
05/09/13	09/20/13	20.00	Willis Group Holdings	884.25	810.80	73.45
05/10/13	09/20/13	30.00	Willis Group Holdings	1,326.38	1,215.73	110.65
05/22/13	09/20/13	130.00	Willis Group Holdings	5,747.65	5,248.40	499.25
05/23/13	09/20/13	110.00	Willis Group Holdings	4,863.40	4,435.21	428.19
05/01/13	09/20/13	60.00	Willis Group Holdings	2,652.76	2,400.87	251.89
01/10/13	09/20/13	200.00	Willis Group Holdings	8,842.54	6,953.02	1,889.52
01/03/13	09/20/13	140.00	Willis Group Holdings	6,189.78	4,851.63	1,338.15
06/05/13	09/24/13	140.00	Lennar Corp	5,042.38	5,279.08	(236.70)
06/06/13	09/24/13	20.00	Lennar Corp	720.34	740.71	(20.37)
07/10/13	09/24/13	120.00	Lennar Corp	4,322.04	4,207.85	114.19
07/10/13	09/25/13	320.00	Lennar Corp	11,591.82	11,220.93	370.89
06/21/13	09/25/13	20.00	Lennar Corp	724.49	684.57	39.92
06/21/13	09/25/13	230.00	Lennar Corp	8,366.19	7,872.58	493.61
10/17/11	10/23/13	370.00	EMC Corp.	8,680.04	8,430.01	250.03
10/17/11	10/23/13	60.00	EMC Corp.	1,402.84	1,367.03	35.81
01/18/12	10/23/13	240.00	EMC Corp.	5,611.36	5,448.74	162.62
01/18/12	10/23/13	80.00	EMC Corp.	1,870.46	1,811.73	58.73
06/01/12	10/31/13	120.00	Twenty-First Century Fox Inc.	4,087.67	1,967.38	2,120.29
06/14/11	10/31/13	100.00	Twenty-First Century Fox Inc.	3,406.39	1,447.29	1,959.10
11/04/10	10/31/13	370.00	Twenty-First Century Fox Inc.	12,603.64	4,846.30	7,757.34
11/04/10	10/31/13	380.00	Twenty-First Century Fox Inc.	12,944.28	4,976.02	7,968.26
06/01/12	10/31/13	30.00	News Corporation	526.73	265.22	261.51
06/14/11	10/31/13	25.00	News Corporation	438.94	195.11	243.83

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11/04/10	10/31/13	175.00	News Corporation	3,072.57	1,237.51	1,835.06
11/04/10	11/01/13	172.00	News Corporation	3,031.41	1,216.29	1,815.12
11/04/10	11/01/13	93.00	News Corporation	1,639.08	653.34	985.74
11/04/10	11/01/13	142.00	News Corporation	2,502.67	989.03	1,513.64
11/04/10	11/01/13	1,010.00	Twenty-First Century Fox Inc.	34,600.93	13,225.72	21,375.21
11/04/10	11/01/13	570.00	Twenty-First Century Fox Inc.	19,527.26	7,336.43	12,190.83
10/22/13	11/04/13	70.00	Humana Inc	6,575.68	6,501.08	74.60
10/21/13	11/04/13	80.00	Humana Inc	7,515.06	7,311.58	203.48
05/17/13	11/04/13	210.00	Humana Inc	19,727.03	16,842.48	2,884.55
05/17/13	11/04/13	50.00	Humana Inc	4,711.95	4,010.12	701.83
05/20/13	11/04/13	10.00	Humana Inc	942.39	795.39	147.00
05/22/13	11/04/13	80.00	Humana Inc	7,539.11	6,352.56	1,186.55
05/21/13	11/04/13	130.00	Humana Inc	12,251.06	10,306.19	1,944.87
05/22/13	11/04/13	50.00	Humana Inc	4,711.95	3,959.44	752.51
04/16/13	11/06/13	210.00	Cobalt International Energy	4,733.41	5,657.31	(923.90)
04/16/13	11/07/13	30.00	Cobalt International Energy	663.85	808.19	(144.34)
06/03/13	11/07/13	150.00	Cobalt International Energy	3,319.28	3,960.66	(641.38)
06/03/13	11/07/13	60.00	Cobalt International Energy	1,312.57	1,584.26	(271.69)
01/16/13	11/07/13	20.00	Cobalt International Energy	437.53	502.41	(64.88)
11/13/13	11/14/13	120.00	Extended Stay America Inc	2,835.11	2,400.00	435.11
01/16/13	11/18/13	200.00	Cobalt International Energy	4,592.27	5,024.13	(431.86)
01/16/13	11/22/13	130.00	Cobalt International Energy	2,984.74	3,265.69	(280.95)
01/16/13	11/22/13	150.00	Cobalt International Energy	3,442.68	3,768.10	(325.42)
06/12/13	11/25/13	80.00	Liquidity Services Inc	1,760.44	2,589.10	(828.66)
06/12/13	11/25/13	70.00	Liquidity Services Inc	1,535.13	2,265.46	(730.33)
06/07/13	11/25/13	80.00	Liquidity Services Inc	1,768.53	2,859.40	(1,090.87)
06/11/13	11/25/13	80.00	Liquidity Services Inc	1,768.53	2,628.50	(859.97)
06/12/13	11/25/13	80.00	Liquidity Services Inc	1,768.53	2,589.10	(820.57)
06/20/13	11/25/13	125.00	Liquidity Services Inc	2,763.33	3,969.19	(1,205.86)
06/20/13	11/26/13	35.00	Liquidity Services Inc	766.32	1,111.37	(345.05)
06/17/13	11/26/13	5.00	Liquidity Services Inc	109.48	156.25	(46.77)
05/21/10	12/12/13	10.00	Qualcomm	728.48	361.00	367.48
10/11/11	12/12/13	60.00	Qualcomm	4,370.88	3,107.80	1,263.08
10/20/09	12/13/13	70.00	Qualcomm	5,123.50	2,903.21	2,220.29
06/21/13	12/16/13	500.00	Standard Pacific Corp	4,046.42	4,027.15	19.27
06/24/13	12/16/13	140.00	Standard Pacific Corp	1,133.00	1,122.91	10.09
06/24/13	12/16/13	340.00	Standard Pacific Corp	2,740.89	2,727.07	13.82
06/24/13	12/16/13	120.00	Standard Pacific Corp	965.23	962.50	2.73
11/15/13	12/16/13	170.00	Standard Pacific Corp	1,367.41	1,313.22	54.19
11/15/13	12/30/13	110.00	Standard Pacific Corp	986.84	849.73	137.11
11/15/13	12/30/13	110.00	Standard Pacific Corp	987.96	849.73	138.23

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11/14/13	12/30/13	30.00	Standard Pacific Corp	269.45	225.26	44.19
11/14/13	12/30/13	60.00	Standard Pacific Corp	537.95	450.51	87.44
11/13/13	12/30/13	110.00	Standard Pacific Corp	986.24	817.41	168.83
11/13/13	12/30/13	140.00	Standard Pacific Corp	1,256.48	1,040.35	216.13
11/13/13	01/03/14	70.00	Standard Pacific Corp	637.80	520.17	117.63
08/14/13	01/08/14	160.00	Envision Healthcare Holdings	5,625.61	4,046.40	1,579.21
08/14/13	01/08/14	200.00	Envision Healthcare Holdings	6,980.38	5,058.00	1,922.38
08/14/13	01/08/14	40.00	Envision Healthcare Holdings	1,400.62	1,011.60	389.02
06/17/13	01/08/14	45.00	Liquidity Services Inc	997.21	1,406.25	(409.04)
06/18/13	01/08/14	50.00	Liquidity Services Inc	1,108.02	1,560.23	(452.21)
06/14/13	01/08/14	65.00	Liquidity Services Inc	1,440.42	2,022.86	(582.44)
08/14/13	01/09/14	10.00	Envision Healthcare Holdings	350.20	252.90	97.30
04/11/13	01/09/14	140.00	Bank of America Corp	2,325.23	1,724.72	600.51
04/11/13	01/09/14	560.00	Bank of America Corp	9,300.93	6,891.64	2,409.29
04/11/13	01/09/14	190.00	Bank of America Corp	3,159.22	2,338.23	820.99
01/24/13	01/09/14	510.00	Bank of America Corp	8,480.03	5,938.24	2,541.79
01/24/13	01/09/14	870.00	Bank of America Corp	14,532.39	10,129.93	4,402.46
01/22/13	01/09/14	370.00	Altera Corporation	11,645.46	13,153.35	(1,507.89)
06/14/13	01/10/14	15.00	Liquidity Services Inc	315.93	466.81	(150.88)
07/24/13	01/10/14	15.00	Liquidity Services Inc	315.93	430.58	(114.65)
01/22/13	01/10/14	190.00	Altera Corporation	5,967.35	6,753.49	(786.14)
01/22/13	01/10/14	180.00	Altera Corporation	5,608.23	6,398.05	(789.82)
01/23/13	01/10/14	150.00	Altera Corporation	4,673.53	5,299.62	(626.09)
10/18/13	01/28/14	90.00	Vanguard Msci Emerging Marke	3,417.06	3,839.52	(422.46)
10/18/13	01/28/14	40.00	Vanguard Msci Emerging Marke	1,518.37	1,706.45	(188.08)
10/18/13	01/29/14	120.00	Vanguard Msci Emerging Marke	4,477.36	5,119.36	(642.00)
11/21/12	01/30/14	10.00	Google Inc-CI C	11,304.21	6,659.66	4,644.55
09/14/12	01/30/14	240.00	Dunkin Donuts	11,089.61	7,322.50	3,767.11
12/13/10	01/30/14	50.00	WR Berkley Corp	1,979.75	1,369.29	610.46
12/14/10	01/30/14	360.00	WR Berkley Corp	14,254.17	9,848.59	4,405.58
09/14/12	01/31/14	110.00	Dunkin Donuts	5,020.10	3,356.14	1,663.96
09/14/12	01/31/14	120.00	Dunkin Donuts	5,476.48	3,660.04	1,816.44
09/14/12	02/04/14	200.00	Dunkin Donuts	9,393.07	6,100.06	3,293.01
09/14/12	02/04/14	10.00	Dunkin Donuts	472.24	305.00	167.24
09/12/12	02/04/14	60.00	Dunkin Donuts	2,833.44	1,827.40	1,006.04
07/24/13	02/04/14	230.00	Liquidity Services Inc	4,907.27	6,602.20	(1,694.93)
01/10/14	02/05/14	16.00	Swatch Group AG	9,772.43	10,130.70	(358.27)
07/24/13	02/05/14	105.00	Liquidity Services Inc	2,178.99	3,014.05	(835.06)
08/07/13	02/05/14	165.00	Liquidity Services Inc	3,424.14	4,568.40	(1,144.26)
08/07/13	02/06/14	15.00	Liquidity Services Inc	318.53	415.31	(96.78)
11/04/13	02/06/14	50.00	Liquidity Services Inc	1,061.76	1,357.25	(295.49)

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10/29/13	02/06/14	120.00	Liquidity Services Inc	2,548.22	3,213.87	(665.65)
11/05/13	02/06/14	50.00	Liquidity Services Inc	1,061.76	1,337.37	(275.61)
10/18/13	02/06/14	80.00	Liquidity Services Inc	1,698.81	2,116.86	(418.05)
10/30/13	02/06/14	120.00	Liquidity Services Inc	2,548.21	3,160.20	(611.99)
12/14/10	02/12/14	110.00	WR Berkley Corp	4,394.51	3,009.29	1,385.22
12/14/10	02/12/14	170.00	WR Berkley Corp	6,805.10	4,650.72	2,154.38
01/03/13	02/12/14	150.00	Willis Group Holdings	6,296.51	5,198.17	1,098.34
01/07/13	02/12/14	270.00	Willis Group Holdings	11,333.73	9,344.92	1,988.81
12/14/10	02/13/14	100.00	WR Berkley Corp	3,997.92	2,735.72	1,262.20
11/14/12	02/21/14	150.00	Express Scripts Inc	11,113.34	7,542.09	3,571.25
11/21/11	02/21/14	180.00	Express Scripts Inc	13,336.00	7,693.92	5,642.08
11/21/11	02/21/14	247.00	Express Scripts Inc	18,303.76	10,557.77	7,745.99
11/21/11	02/21/14	550.00	Express Scripts Inc	40,757.37	23,505.46	17,251.91
02/28/14	03/07/14	180.00	Grupo Televisa SA ADR	5,627.44	5,272.29	355.15
02/27/14	03/07/14	280.00	Grupo Televisa SA ADR	8,753.79	8,054.76	699.03
02/27/14	03/07/14	190.00	Grupo Televisa SA ADR	5,940.07	5,460.60	479.47
02/28/14	03/11/14	180.00	General Motors	6,604.23	6,529.99	74.24
02/28/14	03/11/14	110.00	General Motors	4,035.92	3,990.55	45.37
02/28/14	03/11/14	100.00	General Motors	3,669.01	3,621.15	47.86
02/28/14	03/11/14	60.00	General Motors	2,201.41	2,171.81	29.60
02/28/14	03/11/14	30.00	General Motors	1,098.40	1,085.91	12.49
08/16/13	03/11/14	150.00	General Motors	5,491.98	5,174.80	317.18
05/03/13	03/11/14	120.00	General Motors	4,393.59	3,881.81	511.78
05/03/13	03/11/14	150.00	General Motors	5,479.61	4,852.26	627.35
05/03/13	03/11/14	360.00	General Motors	13,138.66	11,645.43	1,493.23
05/07/13	03/11/14	460.00	General Motors	16,788.28	14,629.75	2,158.53
10/18/13	03/19/14	120.00	Vanguard Msci Emerging Marke	4,634.34	5,119.36	(485.02)
10/18/13	03/19/14	120.00	Vanguard Msci Emerging Marke	4,646.41	5,119.36	(472.95)
08/20/09	03/19/14	380.00	Coca Cola	14,628.15	9,401.92	5,226.23
08/20/09	03/19/14	350.00	Coca Cola	13,458.81	8,659.67	4,799.14
08/19/09	03/19/14	100.00	Coca Cola	3,845.37	2,470.70	1,374.67
10/18/13	03/19/14	110.00	Vanguard Msci Emerging Marke	4,251.11	4,692.74	(441.63)
10/18/13	03/20/14	100.00	Vanguard Msci Emerging Marke	3,795.44	4,266.13	(470.69)
10/18/13	03/20/14	100.00	Vanguard Msci Emerging Marke	3,794.88	4,266.13	(471.25)
10/18/13	03/20/14	90.00	Vanguard Msci Emerging Marke	3,412.80	3,839.52	(426.72)
10/18/13	03/20/14	70.00	Vanguard Msci Emerging Marke	2,655.64	2,986.29	(330.65)
08/19/09	03/20/14	140.00	Coca Cola	5,327.60	3,458.97	1,868.63
08/19/09	03/20/14	240.00	Coca Cola	9,133.02	5,929.47	3,203.55
08/19/09	03/20/14	260.00	Coca Cola	9,870.97	6,423.60	3,447.37
08/19/09	03/20/14	200.00	Coca Cola	7,585.77	4,941.23	2,644.54
05/07/13	03/26/14	220.00	General Motors	7,587.98	6,996.83	591.15

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05/02/13	03/26/14	210.00	General Motors	7,243.08	6,573.78	669.30
05/02/13	03/27/14	430.00	General Motors	14,699.82	13,460.59	1,239.23
04/25/13	04/10/14	240.00	Qualcomm	19,023.11	14,937.58	4,085.53
10/20/09	04/10/14	30.00	Qualcomm	2,377.89	1,244.23	1,133.66
05/21/10	04/10/14	340.00	Qualcomm	26,949.40	12,274.12	14,675.28
03/02/10	04/10/14	160.00	Qualcomm	12,682.07	5,589.94	7,092.13
01/24/13	04/16/14	80.00	Bank of America Corp	1,270.72	931.49	339.23
01/24/13	04/16/14	1,120.00	Bank of America Corp	17,790.01	13,003.87	4,786.14
01/24/13	04/16/14	330.00	Bank of America Corp	5,217.28	3,831.50	1,385.78
09/28/12	04/16/14	330.00	Bank of America Corp	5,217.28	2,936.28	2,281.00
09/28/12	04/16/14	30.00	Bank of America Corp	473.33	266.93	206.40
09/28/12	04/16/14	280.00	Bank of America Corp	4,417.77	2,488.08	1,929.69
09/28/12	04/16/14	290.00	Bank of America Corp	4,575.55	2,576.45	1,999.10
09/26/12	04/16/14	60.00	Bank of America Corp	946.66	532.06	414.60
09/26/12	04/16/14	650.00	Bank of America Corp	10,308.08	5,763.94	4,544.14
04/08/14	05/01/14	40.00	Twenty-First Century Fox - B	1,250.94	1,259.31	(8.37)
04/08/14	05/01/14	300.00	Twenty-First Century Fox - B	9,382.05	9,408.24	(26.19)
04/08/14	05/01/14	10.00	Twenty-First Century Fox - B	312.02	313.61	(1.59)
04/08/14	05/01/14	310.00	Twenty-First Century Fox - B	9,672.78	9,717.79	(45.01)
04/11/14	05/01/14	25.00	Twenty-First Century Fox - B	780.06	783.51	(3.45)
05/01/14	05/02/14	140.00	LinkedIn Corp	21,649.83	22,396.51	(746.68)
05/01/14	05/02/14	131.00	LinkedIn Corp	20,271.71	20,956.74	(685.03)
04/11/14	05/06/14	265.00	Twenty-First Century Fox - B	8,448.65	8,305.15	143.50
04/11/14	05/06/14	75.00	Twenty-First Century Fox - B	2,391.13	2,347.75	43.38
04/11/14	05/06/14	205.00	Twenty-First Century Fox - B	6,543.45	6,417.20	126.25
04/11/14	05/06/14	81.00	Twenty-First Century Fox - B	2,585.46	2,530.75	54.71
04/15/14	05/06/14	60.00	Twenty-First Century Fox - B	1,915.16	1,831.40	83.76
03/13/14	05/08/14	21.00	Apple Inc	12,425.80	11,296.29	1,129.51
02/14/14	05/12/14	380.00	Autodesk, Inc	18,286.75	20,826.39	(2,539.64)
02/18/14	05/12/14	20.00	Autodesk, Inc	962.46	1,079.35	(116.89)
02/18/14	05/12/14	80.00	Autodesk, Inc	3,875.21	4,317.38	(442.17)
02/20/14	05/12/14	80.00	Autodesk, Inc	3,875.21	4,312.95	(437.74)
03/27/14	05/14/14	201.00	Ebay Inc.	10,444.06	11,081.91	(637.85)
02/20/14	05/15/14	190.00	Autodesk, Inc	9,010.66	10,243.26	(1,232.60)
02/28/14	05/15/14	130.00	Autodesk, Inc	6,165.19	6,957.69	(792.50)
02/28/14	05/15/14	130.00	Autodesk, Inc	6,164.02	6,957.69	(793.67)
02/28/14	05/15/14	180.00	Autodesk, Inc	8,534.80	9,386.91	(852.11)
03/03/14	05/15/14	20.00	Autodesk, Inc	948.31	1,027.00	(78.69)
03/19/13	05/16/14	120.00	Goldman Sachs Group Inc.	18,616.10	17,881.04	735.06
04/05/13	05/16/14	24.00	Goldman Sachs Group Inc.	3,723.22	3,430.93	292.29
11/13/12	05/16/14	15.00	Goldman Sachs Group Inc.	2,327.01	1,763.01	564.00

Welch Capital Partners, LLC
Realized Gains and Losses
Klein Family Foundation
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Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain or Loss
03/27/14	05/27/14	229.00	Ebay Inc.	11,945.72	12,625.65	(679.93)
02/21/13	05/27/14	180.00	Ebay Inc.	9,389.65	9,832.27	(442.62)
03/06/13	05/27/14	190.00	Ebay Inc.	9,911.30	10,213.84	(302.54)
03/12/13	05/27/14	10.00	Ebay Inc.	521.65	525.40	(3.75)
06/07/13	05/27/14	51.00	Ebay Inc.	2,660.40	2,654.13	6.27
02/03/14	05/29/14	330.00	Standard Pacific Corp	2,674.39	2,807.38	(132.99)
02/03/14	05/30/14	160.00	Standard Pacific Corp	1,286.37	1,361.15	(74.78)
03/25/14	05/30/14	110.00	Standard Pacific Corp	884.38	905.00	(20.62)
03/25/14	05/30/14	130.00	Standard Pacific Corp	1,038.51	1,069.55	(31.04)
03/25/14	05/30/14	240.00	Standard Pacific Corp	1,917.24	1,969.94	(52.70)
03/24/14	05/30/14	190.00	Standard Pacific Corp	1,517.82	1,548.51	(30.69)
05/12/14	06/03/14	670.00	Quiksilver Inc.	2,286.39	4,428.10	(2,141.71)
05/13/14	06/03/14	340.00	Quiksilver Inc.	1,160.26	2,238.76	(1,078.50)
05/12/14	06/03/14	170.00	Quiksilver Inc.	572.52	1,111.14	(538.62)
05/13/14	06/03/14	510.00	Quiksilver Inc.	1,717.57	3,288.68	(1,571.11)
05/13/14	06/03/14	340.00	Quiksilver Inc.	1,145.05	2,192.42	(1,047.37)
05/09/14	06/03/14	340.00	Quiksilver Inc.	1,145.05	2,179.14	(1,034.09)
05/09/14	06/03/14	510.00	Quiksilver Inc.	1,741.30	3,248.75	(1,507.45)
05/14/14	06/03/14	467.00	Quiksilver Inc.	1,594.49	2,946.44	(1,351.95)
05/15/14	06/03/14	33.00	Quiksilver Inc.	112.67	198.89	(86.22)
05/15/14	06/03/14	317.00	Quiksilver Inc.	1,032.54	1,910.53	(877.99)
05/20/14	06/03/14	359.00	Quiksilver Inc.	1,169.35	2,098.71	(929.36)
07/26/95	06/05/14	57.00	Schlumberger Ltd	5,911.90	861.96	5,049.94
03/13/14	06/06/14	26.00	Apple Inc	16,829.43	13,985.89	2,843.54
03/28/14	06/06/14	17.00	Apple Inc	11,003.85	9,142.90	1,860.95
05/07/13	06/06/14	243.00	Pepsico	21,296.04	20,152.21	1,143.83
01/23/14	06/06/14	60.00	W.P. Carey & Co.	3,890.96	3,728.04	162.92
01/16/14	06/06/14	70.00	W.P. Carey & Co.	4,539.46	4,343.90	195.56
01/17/14	06/06/14	40.00	W.P. Carey & Co.	2,593.98	2,474.88	119.10
01/10/14	06/06/14	80.00	W.P. Carey & Co.	5,187.95	4,928.30	259.65
01/13/14	06/06/14	78.00	W.P. Carey & Co.	5,058.25	4,800.25	258.00
06/07/13	06/06/14	19.00	Ebay Inc.	951.26	988.80	(37.54)
03/13/13	06/06/14	361.00	Ebay Inc.	18,073.92	18,584.28	(510.36)
03/13/14	06/06/14	100.00	Avalonbay Communities Inc.	14,364.94	12,915.74	1,449.20
03/19/14	06/06/14	60.00	Avalonbay Communities Inc.	8,618.97	7,736.25	882.72
03/20/14	06/06/14	60.00	Avalonbay Communities Inc.	8,618.96	7,734.08	884.88
03/27/14	06/06/14	21.00	Avalonbay Communities Inc.	3,016.64	2,704.59	312.05
05/30/14	06/10/14	49.00	Herbalife Ltd	3,108.49	3,186.96	(78.47)
05/29/14	06/10/14	20.00	Herbalife Ltd	1,268.77	1,299.41	(30.64)
05/28/14	06/10/14	240.00	Herbalife Ltd	15,225.28	15,564.00	(338.72)
05/28/14	06/10/14	101.00	Herbalife Ltd	6,407.30	6,471.07	(63.77)

Welch Capital Partners, LLC
Realized Gains and Losses
Klein Family Foundation
From 07-01-13 Through 06-30-14

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Gain or Loss
03/28/14	06/10/14	114.00	Apple Inc	10,673.19	8,758.74	1,914.45
03/28/14	06/12/14	26.00	Apple Inc	2,420.32	1,997.61	422.71
03/12/14	06/12/14	203.00	Apple Inc	18,897.15	15,549.93	3,347.22
05/28/14	06/13/14	229.00	Herbalife Ltd	14,422.70	14,672.03	(249.33)
05/19/14	06/13/14	101.00	Herbalife Ltd	6,361.10	6,298.05	63.05
03/13/13	06/25/14	29.00	Ebay Inc.	1,415.73	1,492.92	(77.19)
06/05/13	06/25/14	180.00	Ebay Inc.	8,787.26	9,226.26	(439.00)
03/15/13	06/25/14	430.00	Ebay Inc.	20,991.80	21,874.49	(882.69)
				1,774,950.02	1,537,193.00	237,757.02