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Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

- ▶ 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.

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

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

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)
▶ \$ 2,950,307.

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

A Employer identification number
13-3673818

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

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)
REVENUE				
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Ck ☒ if the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4.	4.	4.	
4 Dividends and interest from securities	58,766.	58,766.	58,766.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	374,289.			
b Gross sales price for all assets on line 6a 4,079,518.				
7 Capital gain net income (from Part IV, line 2)		374,289.		
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) (attach schedule)				
11 Other income (attach schedule)				
See Statement 1	6,831.	6,645.	6,645.	
12 Total. Add lines 1 through 11	439,890.	439,704.	65,415.	
13 Compensation of officers, directors, trustees, etc	8,000.	2,000.	2,000.	6,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	14,016.	7,500.	7,500.	6,516.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	27,194.	27,194.	27,194.	27,194.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	695.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	140.			140.
23 Other expenses (attach schedule)				
See Statement 5	250.			250.
24 Total operating and administrative expenses. Add lines 13 through 23	50,295.	36,694.	36,694.	40,100.
25 Contributions, gifts, grants paid Part XV	138,500.			138,500.
26 Total expenses and disbursements. Add lines 24 and 25	188,795.	36,694.	36,694.	178,600.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	251,095.			
b Net investment income (if negative, enter -0-)		403,010.		
c Adjusted net income (if negative, enter -0-)			28,721.	
ADMINISTRATIVE AND EXPENSES				

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		(1) Book Value	(2) Book Value	(3) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		7,487.	7,487.
	2 Savings and temporary cash investments	81,423.	104,854.	104,854.
	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)	2,536,703.	2,756,889.	2,837,966.
	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 ▶ See Statement 6)		1.		
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,618,126.	2,869,231.	2,950,307.	
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 FUND ASSETS OR 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. ☒			
	27 Capital stock, trust principal, or current funds	2,618,126.	2,869,231.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	2,618,126.	2,869,231.		
31 Total liabilities and net assets/fund balances (see instructions)	2,618,126.	2,869,231.		

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	2,618,126.
2	Enter amount from Part I, line 27a	2	251,095.
3	Other increases not included in line 2 (itemize) ▶ <u>See Statement 7</u>	3	10.
4	Add lines 1, 2, and 3	4	2,869,231.
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	2,869,231.

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 Various Assets Sold at a Gain - See Exhibit Atta		P	Various	Various
b Various Assets Sold at a Loss - See Exhibit Atta		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 2,981,454.		2,461,469.	519,985.
b 1,098,064.		1,243,760.	-145,696.
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			519,985.
b			-145,696.
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	374,289.
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	0.

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))
2013	171,559.	2,870,605.	0.059764
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

2 Total of line 1, column (d)	2	0.297097
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	0.059419
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,187,110.
5 Multiply line 4 by line 3	5	189,375.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,030.
7 Add lines 5 and 6	7	193,405.
8 Enter qualifying distributions from Part XII, line 4	8	178,600.

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	8,060.
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	8,060.
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	8,060.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a		
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	0.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	31.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,091.	
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 2015 estimated tax	11		
	Refunded		

Part VII-A 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 instructions for the definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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 <u>N/A</u> 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 2014, 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 FinCEN Form 114, (formerly TD F 90-22 1). If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

	Yes	No
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
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</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></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 2014 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 2014)	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 2014?	4 b	X

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Part VII **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 4945(d)(4)(A)? (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?

N/A

☐ Yes

☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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?

If 'Yes' to 6b, file Form 8870

☐ Yes

☒ No

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?

N/A

☐ Yes

☒ No

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (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 2405 Rancho Cabeba Santa Rosa, CA 95404	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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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	2,918,557.
b	Average of monthly cash balances	1b	317,088.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,235,645.
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	3,235,645.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	48,535.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,187,110.
6	Minimum investment return Enter 5% of line 5	6	159,356.

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	159,356.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,060.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,060.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	151,296.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	151,296.
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	151,296.

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	178,600.
b	Program-related investments— total from Part IX-B	1b	
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	178,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	178,600.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				151,296.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	32,533.			
b From 2010	13,118.			
c From 2011	35,712.			
d From 2012	22,376.			
e From 2013	30,765.			
f Total of lines 3a through e	134,504.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 178,600.				
a Applied to 2013, 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 2014 distributable amount				151,296.
e Remaining amount distributed out of corpus	27,304.			
5 Excess distributions carryover applied to 2014 (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	161,808.			
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 2013. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	32,533.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	129,275.			
10 Analysis of line 9:				
a Excess from 2010	13,118.			
b Excess from 2011	35,712.			
c Excess from 2012	22,376.			
d Excess from 2013	30,765.			
e Excess from 2014	27,304.			

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Form 990-PF (2014)

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			138,500.
Total				▶ 3a 138,500.
b Approved for future payment				
Total				▶ 3b

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	\$ 6,645.	\$ 6,645.	\$ 6,645.
Cash on Exchange of Stock	16.		
Class action proceeds	170.		
Total	\$ 6,831.	\$ 6,645.	\$ 6,645.

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	\$ 14,016.	\$ 7,500.	\$ 7,500.	\$ 6,516.
Total	\$ 14,016.	\$ 7,500.	\$ 7,500.	\$ 6,516.

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	\$ 24,412.	\$ 24,412.	\$ 24,412.	\$ 24,412.
Northern Trust Company	5,131.	5,131.	5,131.	5,131.
Reimb BNY Mellon Corp Bond Fund	-78.	-78.	-78.	-78.
Reimb BNY Mellon Emerging Mark Fund				
	-350.	-350.	-350.	-350.
Reimb BNY Mellon Foc Equ Opp Fund	-249.	-249.	-249.	-249.
Reimb BNY Mellon Income Stock Fund	-238.	-238.	-238.	-238.
Reimb BNY Mellon Interm Bond Fund	-340.	-340.	-340.	-340.
Reimb BNY Mellon International Fund				
	-164.	-164.	-164.	-164.
Reimb BNY Mellon Md Cap Stock Fund	-473.	-473.	-473.	-473.
Reimb BNY Mellon US Gov Short Fund	-258.	-258.	-258.	-258.
Reimb Dreyfus High Yield Fund	-58.	-58.	-58.	-58.
Reimb Dreyfus Pre Start Inter Bond Fund				
	-141.	-141.	-141.	-141.
Total	\$ 27,194.	\$ 27,194.	\$ 27,194.	\$ 27,194.

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Client 15225-01

The Lenore & Howard Klein Foundation Inc

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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
Excise Tax	\$ 607.			
Foreign Tax	88.			
Total	\$ 695.	\$ 0.	\$ 0.	\$ 0.

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	\$ 250.	\$ 0.	\$ 0.	\$ 250.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Rounding	\$ 1.	
Total	\$ 1.	\$ 0.

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Rounding Adjustment	\$ 10.
Total	\$ 10.

Lenore and Howard Klein Foundation, Inc.

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Schedule of Gains Losses

<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>					
Accenture, Ltd, common					
60 shares	\$ 5,033.41	\$ 4,613.15	3/21/2014	4/22/2013	\$ 420.26
50 shares	3,898.50	3,844.30	4/1/2014	4/22/2013	54.20
Actavis PLC, common					
54 shares	13,136.82	11,677.23	11/5/2014	3/21/2014	1,459.59
Adobe Systems, Inc., common					
40 shares	2,748.40	2,735.78	3/25/2014	3/21/2014	12.62
Alexion Pharmaceuticals, Inc., common					
32 shares	6,152.18	5,765.38	11/5/2014	3/21/2014	386.80
Allergan, Inc., common					
100 shares	16,534.13	13,064.65	6/9/2014	3/21/2014	3,469.48
Alliance Data Systems Corp., common					
78 shares	22,158.38	4,696.87	3/21/2014	Various	17,461.51
American Express Company, common					
260 shares	23,745.71	10,959.74	3/21/2014	6/24/2010	12,785.97
American International Group, common					
300 shares	14,788.34	10,140.39	3/21/2014	9/17/2012	4,647.95
American Tower Corp., common					
60 shares	4,909.99	4,269.89	3/21/2014	7/12/2012	640.10

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Ameriprise Financial Inc., common 140 shares	\$ 15,310.29	\$ 4,039.62	3/21/2014	11/10/2011	\$ 11,270.67
Amphenol Corp., common 80 shares	7,308.80	5,811.00	3/21/2014	3/8/13/3/12/13	1,497.80
Anadarko Petroleum Corp., common 150 shares	12,377.65	8,127.69	3/21/2014	Various	4,249.96
Anheuser Busch International Beverage ADR 102 shares	11,287.07	11,020.46	11/5/2014	4/20/2014	266.61
Aon PLC 160 shares	13,672.09	13,557.26	11/5/2014	3/21/2014	114.83
Apple Computer, Inc., common 32 shares	3,305.65	1,241.11	9/5/2014	Various	2,064.54
40 shares	3,954.57	1,551.39	9/9/2014	Various	2,403.18
200 shares	17,187.62	12,655.13	11/5/2014	Various	4,532.49
Avago Technologies, Ltd., common 80 shares	6,591.62	5,062.05	9/4/2014	3/21/2014	1,529.57
30 shares	2,598.60	1,898.27	9/9/2014	3/21/2014	700.33
Beam, Inc., common 30 shares	2,494.51	1,773.54	3/21/2014	12/10/2012	720.97
130 shares	10,822.31	7,685.35	4/17/2014	12/11/2012	3,136.96

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Best Buy, Inc., common 380 shares	\$ 9,834.94	\$ 8,402.66	3/21/2014	3/21/2013	\$ 1,432.28
BNY Mellon Corporate Bond Fund 8,630.41 shares	111,159.68	110,000.00	11/3/2014	8/16/12 & 3/18/14	1,159.68
BNY Mellon Emerging Markets Fund, Class M shares 20,271.84 shares	212,854.28	195,000.00	11/3/2014	Various	17,854.28
BNY Mellon Focussed Equity Opportunity Fund 8,906.616 shares	148,027.96	134,668.05	3/18/2014	7/10/2013	13,359.91
BNY Mellon Income Stock Fund 16,376.03 shares	162,777.71	112,765.94	11/3/2014	11/18/11 & 8/16/12	50,011.77
BNY Mellon Intermediate Bond Fund 3,921.569 shares 23,141.72 shares	50,000.00 294,131.29	48,335.28 285,233.18	3/18/2014 11/3/2014	Various Various	1,664.72 8,898.11
BNY Mellon Mid Cap Stock Fund, Class M 9,066.487 shares 14,749.31 shares	135,000.00 225,221.98	117,786.29 189,052.03	3/18/2014 11/3/2014	Various Various	17,213.71 36,169.95
Cabot Oil & Gas Corp., Class A common 130 shares	\$ 4,497.02	\$ 4,327.44	6/18/2014	3/21/2014	\$ 169.58

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
300 shares	10,390.66	9,986.40	6/19/2014	3/21/2014	404.26
Cbre Group, Inc., common 220 shares	6,014.88	4,045.28	3/21/2014	12/12/2012	1,969.60
Cbs Corp - Class B, common 390 shares	25,731.58	10,613.30	3/21/2014	Various	15,118.28
Celaneses Corp., common 200 shares	11,756.74	10,903.24	11/5/2014	3/21/2014	853.50
Centerpoint Energy, Inc., common 540 shares	13,218.90	13,025.30	11/5/2014	3/21 & 6/16/2014	193.60
Chubb Corp., common 160 shares	13,957.93	9,904.41	3/21/2014	Various	4,053.52
Cigna Corp., common 160 shares	12,449.64	3,951.91	3/21/2014	6/24/2009	8,497.73
Cisco Systems, Inc., common 790 shares	16,899.31	16,523.48	3/21/2014	1/23/2013	375.83
Cognizant Technology Solutions Corp., common 400 shares	20,482.39	14,537.79	3/21/2014	Various	5,944.60
Comcast Corp., Class A common 50 shares	\$ 2,705.22	\$ 2,519.90	8/18/2014	3/21/2014	\$ 185.32

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Corning, Inc., common 150 shares	3,158.77	2,899.09	4/11/2014	3/21/2014	259.68
150 shares	3,062.05	2,899.10	4/21/2014	3/21/2014	162.95
270 shares	5,846.56	5,218.37	7/23/2014	3/21/2014	628.19
Costco Wholesale Corp., common 24 shares	2,768.42	2,752.16	6/23/2014	9/11/2013	16.26
CVS Caremark Corporation, common 240 shares	17,808.09	13,717.82	3/21/2014	4/22/2013	4,090.27
Danaher Corp., common 150 shares	11,264.35	4,364.31	3/21/2014	Various	6,900.04
Disney Walt Co., common 180 shares	14,697.04	8,979.16	3/21/2014	8/16/2012	5,717.88
40 shares	3,502.97	1,995.37	8/18/2014	8/16/2012	1,507.60
Dreyfus Diversified Emerging Markets Fund 1,731.76 shares	36,725.75	35,000.00	11/3/2014	5/1/2014	1,725.75
Dreyfus Emerging Markets Fund 3,880.266 shares	37,342.13	35,000.00	5/1/2014	3/18/2014	2,342.13
Dreyfus High Yield Fund 11,295.29 shares	\$ 75,452.56	\$ 75,000.00	11/3/2014	Various	\$ 452.56

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Dreyfus Select Manager Small Cap Value Fund 1,792.04 shares	45,213.07	45,000.00	11/3/2014	3/18/2014	213.07
Dreyfus Strategic International Stock Fund 6,251.72 shares	96,151.47	84,548.58	11/3/2014	3/18/2014	11,602.89
Dreyfus/Newton International Equity Fund 2,278.52 shares	46,026.02	45,000.00	11/3/2014	7/11/2014	1,026.02
DTE Energy Company, common 150 shares	10,751.40	10,660.69	3/21/2014	4/19/2013	90.71
Eli Lilly & Co., common 150 shares	8,862.81	8,104.58	3/21/2014	2/5/2013	758.23
Electronic Arts, Inc., common 340 shares	13,898.89	12,814.45	11/5/2014	7/23/2014	1,084.44
EMC Corporation, common 710 shares	19,639.58	14,963.51	3/21/2014	Various	4,676.07
Eog Resources, Inc., common 61 shares	11,446.84	6,295.08	3/21/2014	11/16/2011	5,151.76
Express Scripts Holdings Co., common 10 shares	766.71	595.78	3/21/2014	5/6/2013	\$ 170.93
170 shares	12,373.64	10,128.20	4/11/2014	5/7/2013	2,245.44

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Exxon Mobil Corp., common 160 shares	15,105.92	8,883.76	3/21/2014	Various	6,222.16
Facebook, Inc., common 90 shares	6,204.26	2,823.01	3/21/2014	Various	3,381.25
Fedex Corp., common 170 shares	23,472.56	15,662.48	3/21/2014	Various	7,810.08
Fluor Corp., common 150 shares	11,246.08	8,560.90	3/21/2014	10/18/2012	2,685.18
FNFV Group, common 420 shares	12,507.32	11,118.18	11/5/2014	7/1/2014	1,389.14
Halliburton Co., common 70 shares	4,413.02	3,969.20	5/5/2014	3/21/2014	443.82
Hca, Inc., common 190 shares 30 shares	9,433.67 2,087.11	7,704.17 1,622.48	3/21/2014 9/8/2014	5/27/2014 6/9/2014	1,729.50 464.63
Illinois Tool Works, Inc., common 150 shares	13,652.69	13,019.00	11/5/2014	8/20/2014	633.69
Informatica Corp., common 170 shares	\$ 6,796.79	\$ 5,301.92	3/21/2014	Various	\$ 1,494.87

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Ingersoll-Rand Co., common 300 shares	18,774.09	17,637.93	11/5/2014	3/21/2014	1,136.16
Intuit, common 140 shares	11,303.40	7,248.55	3/21/2014	10/14-10/17/2011	4,054.85
Invesco, Ltd., common 530 shares	21,379.72	18,584.13	11/5/2014	3/21/2014	2,795.59
Johnson & Johnson, common 350 shares 27 shares	32,800.22 2,800.23	24,853.13 2,648.75	3/21/2014 9/8/2014	Various Various	7,947.09 151.48
JP Morgan Chase & Co., common 170 shares	9,825.74	6,297.77	3/21/2014	Various	3,527.97
Juniper Networks, Inc., common 310 shares	7,893.78	6,937.68	3/21/2014	2/5/2013	956.10
Lyondellbasell Industries, Class A common 120 shares	10,905.19	5,548.41	3/21/2014	5/2 & 8/16/2012	5,356.78
Mallinckrodt, PLC 130 shares	11,974.03	10,794.11	11/5/2014	9/5/2014	1,179.92
Marathon Oil Corp., common 160 shares 170 shares	\$ 5,478.30 5,860.99	\$ 5,343.33 5,677.28	3/27/2014 4/1/2014	3/21/2014 3/21/2014	\$ 134.97 183.71

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Martin Marietta Materials, Inc., common 40 shares	4,931.17	4,206.73	3/21/2014	7/17-7/22/2013	724.44
McKesson Corporation, common 100 shares	18,277.81	5,644.15	3/21/2014	1/7/2010	12,633.66
Merck & Co., common 250 shares	14,112.48	7,306.71	3/21/2014	Various	6,805.77
100 shares	5,500.76	2,922.69	4/11/2014	Various	2,578.07
Metlife, Inc., common 120 shares	6,566.89	6,251.76	6/12/2014	3/21/2014	315.13
160 shares	8,790.88	8,335.68	6/13/2014	3/21/2014	455.20
Micron Technology, Inc., common 250 shares	7,879.63	5,857.83	9/5/2014	3/21/2014	2,021.80
180 shares	5,425.31	4,217.64	9/18/2014	4/1/2014	1,207.67
350 shares	11,518.24	8,200.97	11/5/2014	4/15/2014	3,317.27
Moody's Corp., common 80 shares	6,567.22	3,548.56	3/21/2014	Various	3,018.66
Monster Beverage Corp., common 180 shares	18,084.20	12,848.94	11/5/2014	3/21/2014	5,235.26
National Oilwell Varco, Inc., common 60 shares	\$ 4,659.21	\$ 3,849.53	6/23/2014	Various	\$ 809.68
40 shares	3,288.92	2,566.36	8/18/2014	Various	722.56

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
News Corporation, Inc., common 180 shares	3,098.88	1,523.41	3/21/2014	7/1/2013	1,575.47
Nextera Energy, Inc., common 310 shares	29,319.21	17,204.03	3/21/2014	4/8/2011	12,115.18
NOW, Inc., common 0.5 shares	16.58	13.95	6/13/2014	6/2/2014	2.63
47 shares	1,585.76	1,311.61	6/16/2014	6/2/2014	274.15
Occidental Petroleum Corp., common 160 shares	15,485.73	11,768.52	3/21/2014	6/16/2010	3,717.21
Oracle Corp., common 460 shares	17,701.33	9,209.78	3/21/2014	Various	8,491.55
Pentair Ltd., common 35 shares	2,777.25	536.35	3/21/2014	10/3/2012	2,240.90
Pepsico, Inc., common 230 shares	18,824.69	15,301.27	3/21/2014	Various	3,523.42
20 shares	1,832.96	1,366.58	8/19/2014	Various	466.38
Pfizer, Inc., common 820 shares	25,888.70	18,393.33	3/21/2014	Various	7,495.37
100 shares	\$ 2,996.81	\$ 2,243.09	4/16/2014	Various	\$ 753.72
90 shares	2,662.38	2,018.78	6/9/2014	Various	643.60

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Philip Morris International, common 120 shares	9,662.90	6,268.77	3/21/2014	Various	3,394.13
PNC Financial Services Group, common 150 shares	12,920.71	12,601.94	11/5/2014	3/21/2014	318.77
Praxair, Inc., common 90 shares	11,926.26	4,699.74	3/21/2014	Various	7,226.52
Proctor & Gamble Company, common 30 shares	2,418.55	2,393.90	6/4/2014	3/21/2014	24.65
PVH Corp., common 18 shares	2,139.65	1,333.88	3/21/2014	Various	805.77
15 shares	1,683.95	1,233.38	8/18/2014	Various	450.57
96 shares	10,931.27	7,893.66	11/5/2014	Various	3,037.61
Qualcomm, Inc., common 220 shares	16,942.46	9,629.04	3/21/2014	Various	7,313.42
Robert Haft International, Inc., common 140 shares	5,844.37	3,815.58	3/21/2014	12/8/2011	2,028.79
Schlumberger Ltd., common 70 shares	6,330.63	5,684.00	3/21/2014	2/20/2013	646.63
32 shares	3,248.11	2,598.40	5/5/2014	2/21/2013	649.71
Seagate Technology, common 200 shares	\$ 12,402.72	\$ 10,195.69	11/5/2014	3/21/2014	\$ 2,207.03

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Sempra Energy, common 110 shares	12,104.13	10,554.98	11/5/2014	3/21/2014	1,549.15
Servicenow, Inc., common 290 shares	19,799.86	18,695.05	11/5/2014	Various	1,104.81
Shire PLC 19 shares	3,231.32	2,961.57	5/27/2014	3/21/2014	269.75
65 shares	16,733.55	10,131.70	7/23/2014	3/21/2014	6,601.85
Southwestern Energy Company, common 40 shares	1,851.16	1,761.72	4/14/2014	3/21/2014	89.44
70 shares	3,258.82	3,083.01	4/15/2014	3/21/2014	175.81
90 shares	4,110.96	3,963.87	6/30/2014	3/21/2014	147.09
T E Connectivity, Ltd., common 200 shares	12,197.73	11,880.13	11/5/2014	5/6/2014	317.60
T Rowe Price Group, Inc., common 90 shares	7,358.41	5,486.58	3/21/2014	8/16/2012	1,871.83
Taiwan Semiconductor Manufacturing Company, common 130 shares	2,612.65	2,485.25	4/22/2014	3/21/2014	127.40
130 shares	2,641.74	2,485.25	4/28/2014	3/21/2014	156.49
290 shares	5,696.25	5,544.02	5/7/2014	3/21/2014	152.23
Target Corp., common 160 shares	\$ 9,544.50	\$ 8,612.94	3/21/2014	12/13/2011	\$ 931.56

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Teva Pharmaceutical Industries ADR, common					
50 shares	2,550.42	2,464.29	8/18/2014	3/21/2014	86.13
130 shares	6,789.79	6,407.14	9/5/2014	3/21/2014	382.65
Texas Instruments, Inc., common					
220 shares	9,959.02	7,689.13	3/21/2014	3/8/2013	2,269.89
Transcanada Corp., common					
180 shares	8,128.98	7,693.00	3/21/2014	10/24/2011	435.98
Twenty-First Century Fox, common					
720 shares	22,907.73	11,542.22	3/21/2014	7/1/2013	11,365.51
Tyco International, Ltd., common					
270 shares	11,726.92	6,510.52	3/21/2014	Various	5,216.40
Unilever PLC ADR					
200 shares	7,897.76	5,959.55	3/21/2014	Various	1,938.21
Viacom, Inc., common					
110 shares	9,729.14	8,742.67	3/21/2014	9/3/2013	986.47
Visa, Inc., Class A common					
67 shares	14,987.12	11,317.79	3/21/2014	4/2/2013	3,669.33
Wells Fargo & Co., common					
160 shares	\$ 7,723.34	\$ 4,572.53	3/21/2014	Various	\$ 3,150.81
70 shares	3,674.85	2,000.48	7/10/2014	Various	1,674.37

Lenore and Howard Klein Foundation, Inc.
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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Xilinx, Inc., common 230 shares	12,191.24	9,983.15	3/21/2014	7/18/2013	2,208.09
Total Sales Resulting in a Gain	\$ 2,981,454.95	\$ 2,461,469.32			\$ 519,985.63
<u>Assets Sold at a Losses</u>					
ADT Corp., common 165 shares	\$ 4,792.37	\$ 5,056.28	3/21/2014	12/31/2012	\$ (263.91)
Alcatel-Lucent Sponsored ADR 460 shares	1,746.49	1,842.62	5/21/2014	3/21/2014	(96.13)
690 shares	2,594.48	2,763.93	5/28/2014	3/21/2014	(169.45)
850 shares	3,219.82	3,404.85	6/6/2014	3/21/2014	(185.03)
AT&T Inc., common 320 shares shares	10,542.32	11,740.62	3/21/2014	6/2/02009	(1,198.30)
BNY Mellon Emerging Markets Fund 21,129.239 shares	197,347.09	270,073.28	3/25/2014	Various	(72,726.19)
BNY Mellon International Fund, Class M 8,424.5 shares	108,591.83	129,449.10	11/3/2014	Various	(20,857.27)
BNY Mellon International Equity Income Fund 5,246.62 shares	73,295.23	75,000.00	11/5/2014	3/18/2014	(1,704.77)

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Schedule of Gains Losses

<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 Short Term U. S. Government Fund, Class M 8,333.333 shares 16,512.72 shares	\$ 100,000.00 196,831.56	\$ 101,608.28 201,003.30	3/18/2014 11/5/2014	Various Various	(1,608.28) (4,171.74)
Bristol-Myers Squibb Co., common 60 shares	2,866.19	3,290.88	6/24/2014	3/21/2014	(424.69)
CBS Outdoor Americas, Inc., common 390 shares	9,498.18	10,250.50	11/5/2014	Various	(752.32)
Comcast Corp., Class A common 60 shares	3,004.90	3,023.88	3/26/2014	3/21/2014	(18.98)
Conagra Foods, Inc., common 250 shares	7,404.78	7,413.55	3/21/2014	11/30/2012	(8.77)
Costco Wholesale Corp., common 46 shares	5,224.19	5,274.98	3/21/2014	9/11/2013	(50.79)
Devon Energy Corporation, common 190 shares	11,194.55	14,828.31	11/5/2014	6/18/2014	(3,633.76)
Dover Corp., common 190 shares	15,077.17	15,568.66	11/5/2014	3/21/2014	(491.49)
Dreyfus Opportunistic Small Cap Fund 1,233.21 shares	42,607.54	45,000.00	11/5/2014	3/18/2014	(2,392.46)

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<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
Dreyfus Select Managers Small Cap Growth Fund					
1,669.64 shares	\$ 42,074.93	\$ 45,000.00	11/5/2014	7/8/2014	\$ (2,925.07)
Dreyfus/Laurel Floating Rate Income Fund					
3,157.06 shares	39,526.44	40,000.00	11/5/2014	3/18/2014	(473.56)
Family Dollar Stores, Inc., common					
65 shares	3,716.56	3,963.75	4/29/2014	3/21/2014	(247.19)
35 shares	2,004.95	2,134.32	4/30/2014	3/21/2014	(129.37)
FNFV Group - W/I					
.9860 shares	15.76	16.12	7/21/2014	7/1/2014	(0.36)
11 shares	164.57	179.83	9/19/2014	7/1/2014	(15.26)
11 shares	164.66	179.83	9/22/2014	7/1/2014	(15.17)
1 share	14.96	16.35	9/23/2014	7/1/2014	(1.39)
116 shares	1,648.32	1,896.44	9/24/2014	7/1/2014	(248.12)
General Electric Company, common					
610 shares	15,602.54	17,657.97	8/20/2014	Various	(2,055.43)
60 shares	1,532.01	1,736.85	3/21/2014	Various	(204.84)
Gilead Sciences, Inc., common					
40 shares shares	2,799.40	3,070.97	4/11/2014	3/21/2014	(271.57)
Google, Inc., common					
5 shares	2,708.97	2,999.26	4/15/2014	3/21/2014	(290.29)
Harley Davidson, Inc., common					
20 shares	1,244.04	1,353.56	8/18/2014	3/21/2014	(109.52)

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
180 shares	\$ 11,799.74	\$ 12,182.04	11/5/2014	3/21/2014	\$ (382.30)
Las Vegas Sands Corp., common 170 shares	10,614.56	14,342.93	11/5/2014	3/21/2014	(3,728.37)
Nabors Industries, Ltd., common 680 shares	11,831.73	16,565.82	11/5/2014	3/21/2014	(4,734.09)
Ocwen Financial Corp., common 70 shares	1,856.58	2,800.74	8/8/2014	3/21/2014	(944.16)
90 shares	2,348.74	3,600.96	8/11/2014	3/21/2014	(1,252.22)
150 shares	3,832.99	6,001.59	8/12/2014	3/21/2014	(2,168.60)
Procter & Gamble Company, common 110 shares	8,765.77	8,777.62	6/23/2014	3/21/2014	(11.85)
Servicenow, Inc., common 40 shares	2,675.52	2,719.42	3/25/2014	3/21/2014	(43.90)
Southwestern Energy Company, common 240 shares	7,679.83	10,570.32	11/5/2014	Various	(2,890.49)
Splunk, Inc., common 40 shares	2,180.80	3,373.88	5/5/2014	Various	(1,193.08)
80 shares	4,510.93	6,747.77	5/6/2014	Various	(2,236.84)
Teradata Corporation, Common 110 shares	5,023.37	5,582.34	3/21/2014	Various	(558.97)

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Schedule of Gains Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain/Loss</u>
TCW Emerging Markets Income Fund 4,778.97 shares	\$ 39,761.06	\$ 40,000.00	11/5/2014	3/18/2014	\$ (238.94)
Thermo Fisher Scientific, Inc., common 89 shares	10,484.85	10,988.27	11/5/2014	3/21/2014	(503.42)
Valero Energy Corp., common 260 shares	12,856.71	13,993.99	11/5/2014	3/21/2014	(1,137.28)
Van Eck Common Commodity Index 5,128,21 shares	36,410.26	40,000.00	11/5/2014	3/21/2014	(3,589.74)
Yahoo, Inc., common 150 shares	5,219.91	5,848.20	6/19/2014	3/21/2014	(628.29)
170 shares	5,709.03	6,627.96	6/26/2014	3/21/2014	(918.93)
160 shares	5,445.08	6,238.08	7/21/2014	3/21/2014	(793.00)
Total Sales Resulting in a Loss	\$ 1,098,064.26	\$ 1,243,760.20			\$ (145,695.94)

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 List of Charitable Grants

Name and Address of <u>Organization receiving Grant</u>	Status of Organization <u>Receiving Grant</u>	Purpose of the <u>Grant</u>	Amount of <u>the Grant</u>
Alzheimer's Association 225 North Michigan Avenue Chicago, Illinois 60601	Public Charity	To promote medical research	\$ 2,000.00
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	2,500.00
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
Bread for the Journey 781 Baker Road Aptos, CA 95003	Public Charity	To promote welfare	500.00
CASA Court Appointed Special Advocate of Sonoma County P. O. Box 1418 Kenwood, California 95452	Public Charity	To promote fair trials	1,500.00
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

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 List of Charitable Grants

Name and Address of Organization receiving Grant	Status of Organization Receiving Grant	Purpose of the Grant	Amount of the Grant
City Team Ministries 11 West 7th Street Chester, Pennsylvania	Public Charity	To provide meals, shelter, and recovery programs for inner city youth	\$ 2,000.00
Community Initiatives Educators for Fair Consideration) 2130 Fillmore Street #248 San Francisco, CA 94115	Public Charity	To support education	6,000.00
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
Domestic Abuse Project of Delaware County 14 West Second Street Media, Pennsylvania 19063	Public Charity	To prevent domestic violence and provide support to victims	2,000.00
Hawaii Performing Arts Festival, Inc. 4011B Primavera Road Santa Barbara, CA 93110	Public Charity	To fund the training program and summer festival	2,000.00
Immune Deficiency Foundation 40 West Chesapeake Avenue (Suite 308) Towson, Maryland 21204	Public Charity	To promote medical research	5,000.00

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 List of Charitable Grants

Name and Address of Organization receiving Grant Jewish Family and Children's Services 2150 Post Road San Francisco, CA 94115	Status of Organization <u>Receiving Grant</u> Public Charity	Purpose of the <u>Grant</u> To support various programs	Amount of <u>the Grant</u> 3,500.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, Connecticut 06830	Public Charity	To fund the program called SuperMarketing for Seniors	3,500.00
Lankenau Hospital Foundation 100 East Lancaster Avenue, MOB East Wynnewood, Pennsylvania 19096	Public Charity	To support medical treatment for individuals in needing financial assistance	5,000.00
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
Mala'ai P.O. Box 6954 Kamuela, HI 96743	Public Charity	To support the general purposes of the organization	2,000.00
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	Public Charity	To provide food to people in need	3,000.00
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	2,000.00

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Name and Address of <u>Organization receiving Grant</u> Pennsylvania Ballet 1819 JFK Boulevard Philadelphia, PA 19103	<u>Status of Organization</u> Public Charity	<u>Purpose of the Grant</u> To support special programs	<u>Amount of the Grant</u> \$ 10,000.00
Pet Rescue of Larchmont Boston Post Road Larchmont, New York	Public Charity	To find home for abandoned dogs and cats	1,500.00
PlayGround 268 Bush Street #2912 San Francisco, CA 94104	Public Charity	To promote the performing arts	5,500.00
The Queens Borough Public Library 89-11 Merrick Boulevard Jamaica, N.Y. 11432	Public Charity	To promote literacy	1,000.00
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
Seymour Marine Discovery Center UC Santa Cruz Foundation 100 Shaffer Road Santa Cruz, CA 95060	Public Charity	To promote education	1,500.00

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 List of Charitable Grants

Name and Address of <u>Organization receiving Grant</u>	Status of Organization <u>Receiving Grant</u>	Purpose of the <u>Grant</u> To promote medical services	Amount of <u>the Grant</u> \$ 5,000.00
Shore Memorial Hospital Foundation 100 Medical Center Way Somers Point, NJ 08244	Public Charity	To promote medical services	\$ 5,000.00
The Berkeley School 1310 University Avenue Berkeley, CA 94702	Public Charity	To promote education	1,500.00
Tufts University Hillel 220 Packard Avenue Medford, MA 02155	Public Charity	To promote jewish culture and events	2,000.00
Tu Nidito 3922 North Mountain Avenue Tucson, Arizona 85719	Public Charity	To support parents who have lost children, children with serious illnesses and children who have lost a parent	8,000.00
Trustees of Tufts University Tufts University Professors Row Medford, MA 02155	Public Charity	To promote education	2,000.00
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	1,000.00

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 List of Charitable Grants

Name and Address of <u>Organization receiving Grant</u> University of Wisconsin Foundation Waisman Center Autism Research Fund 1848 University Avenue Madison, WI 53726-4090	Status of Organization <u>Receiving Grant</u> Public Charity	Purpose of the <u>Grant</u> To support the Waisman Center Autism Research Fund	Amount of the <u>Grant</u> \$ 6,500.00
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	500.00
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
YWCA of Greenwich 259 East Putnam Avenue Greenwich, Connecticut 06830	Public Charity	To provide funding for a domestic abuse program	6,500.00
Total Grants for 2014		\$ 138,500.00	

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Balance Sheet of Assets

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>
<u>Publicly Traded Stocks</u>			
320 shares, Abbott Laboratories, common	Purchased During Year	\$ 12,326.94	\$ 14,406.40
300 shares, Abbvie, Inc., common	Purchased During Year	16,488.33	19,632.00
110 shares, Accenture, Ltd., common	\$ 8,457.45	Sold During Year	Sold During Year
240 shares, Adobe Systems, Inc., common	Purchased During Year	16,041.65	17,448.00
165 shares, ADT Corp., common	5,056.28	Sold During Year	Sold During Year
230 shares, Aflac, Inc., common	Purchased During Year	14,408.73	14,050.70
78 shares, Alliance Data Systems, Corp., common	4,696.87	Sold During Year	Sold During Year
49 shares, Amazon.com, Inc., common (shares and basis have been adjusted due to the purchase of shares of stock)	5,226.57	13,926.73	15,207.15
260 shares, American Express Company, common	10,959.74	Sold During Year	Sold During Year
300 shares, American International Group, common	10,140.39	Sold During Year	Sold During Year
60 shares, American Tower Corp., common	4,269.89	Sold During Year	Sold During Year
140 shares, Ameriprise Financial, Inc. common	4,039.62	Sold During Year	Sold During Year

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Balance Sheet of Assets

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>		
51 shares, Amgen, Inc., common	Purchased During Year	\$	6,406.52	\$	8,123.79
80 shares, Amphenol Corp., common		\$	Sold During Year		Sold During Year
150 shares, Anadarko Petroleum Corp., common			Sold During Year		Sold During Year
425 shares, Apple Computer, Inc., common (shares and basis have been adjusted due to the purchase of shares of stock)			16,483.51		46,911.50
150 shares, AT&T Inc., common (shares and basis have been adjusted due to the sale of shares of stock)			5,503.41		5,038.50
160 shares, Beam, Inc., common			Sold During Year		Sold During Year
380 shares, Best Buy, Inc., common			Sold During Year		Sold During Year
28 shares, Biogen Indec, Inc., common	Purchased During Year		9,768.86		9,504.60
160 shares, Bristol-Myers Squibb Co., common	Purchased During Year		8,775.68		9,444.80
230 shares, Capital One Financialcorp, common	Purchased During Year		16,988.15		18,986.50
170 shares, Cardinal Health, Inc., common	Purchased During Year		12,079.36		13,724.10
120 shares, Caterpillar, Inc., common	Purchased During Year		11,519.72		10,983.60

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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>
500 shares, Cbre Group, Inc., common	\$ 4,045.28	Sold During Year	Sold During Year
390 shares, Cbs Corp., common	10,613.30	Sold During Year	Sold During Year
170 shares, Chevron Corporation, common	Purchased During Year \$	20,238.04 \$	19,070.60
160 shares, Chubb Corp., common	9,904.41	Sold During Year	Sold During Year
160 shares, Cigna Corp., common	3,951.91	Sold During Year	Sold During Year
790 shares, Cisco Systems, Inc., common	16,523.48	Sold During Year	Sold During Year
200 shares, Cognizant Technology Solutions Corp, com	14,537.79	Sold During Year	Sold During Year
310 shares, Comcast Corp., Class A common	Purchased During Year	15,623.38	17,983.10
250 shares, Conagra Foods, Inc., common	7,413.55	Sold During Year	Sold During Year
104 shares, Costco Wholesale Corp., common (shares and basis have been adjusted due to the sale of shares of stock)	19,953.19	11,926.05	14,742.00
240 shares, CVS/Caremark Corp., common	13,717.82	Sold During Year	Sold During Year
150 shares, DanaHER Corp., common	4,364.31	Sold During Year	Sold During Year
350 shares, Disney Walt Co., common	17,459.47	6,484.94	12,244.70

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Balance Sheet of Assets

Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u> (shares and basis have been adjusted due to the sale of shares of stock)		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>
150 shares, DTE Energy Corp., common	\$	10,660.69	Sold During Year	Sold During Year
220 shares, Eaton Corp., PLC (shares and basis have been adjusted due to the purchase of shares of stock)		4,139.98 \$	9,981.42 \$	14,951.20
150 shares, Eli Lilly & Co., common		8,104.58	Sold During Year	Sold During Year
570 shares, EMC Corporation, common		14,963.51	Sold During Year	Sold During Year
61 shares, Eog Res, Inc., common		6,295.08	Sold During Year	Sold During Year
180 shares, Express Scripts Holdings, Co., com		10,723.98	Sold During Year	Sold During Year
280 shares, ExxonMobil Corp., common (shares and basis have been adjusted due to the sale of shares of stock)		15,546.58	11,171.63	15,161.80
250 shares, Facebook, Inc., common (shares and basis have been adjusted due to the purchase of shares of stock)		6,587.03	11,535.15	19,505.00
170 shares, Fedex Corp., common		15,662.48	Sold During Year	Sold During Year
150 shares, Fluor Corp., common		8,560.90	Sold During Year	Sold During Year

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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>
220 shares, Freeport-McMoran Copper & Gold Corp., Class A common	Purchased During Year \$	6,902.90 \$	5,139.20
670 shares, General Electric Co., common	\$ 19,394.82	Sold During Year	Sold During Year
140 shares, Gilead Sciences, Inc., common	Purchased During Year	10,748.40	13,196.40
39 shares, Google, Inc., Class A common	Purchased During Year	22,844.44	20,695.74
11 shares, Google, Inc., common	Purchased During Year	6,598.38	5,790.40
200 shares, Halliburton Co., common	Purchased During Year	11,340.58	7,866.00
160 shares, Hca, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	7,704.17	8,653.21	11,742.40
150 shares, Home Depot, Inc., common	Purchased During Year	12,000.47	15,745.50
180 shares, Honeywell International, Inc., common	Purchased During Year	16,867.85	17,985.60
170 shares, Informatica Corp., common	5,301.92	Sold During Year	Sold During Year
580 shares, Intel Corp., common	Purchased During Year	20,109.96	21,048.20
101 shares, Intercontinentalexchange, Inc., common (shares and basis have been adjusted due to the purchase of shares of stock)	6,693.53	16,248.43	22,148.29

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Part II - Itemized Statement of Securities and All Other Assets	Beginning of Fiscal Year	End of the Fiscal Year	End of the Year Fair
<u>Asset Description</u>	<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
140 shares, Intuit, common	\$ 7,248.55	Sold During Year	Sold During Year
113 shares, Johnson & Johnson, common (shares and basis have been adjusted due to the sale of shares of stock)	24,853.13 \$	11,085.51 \$	11,816.41
250 shares, Johnson Controls, Inc., common	Purchased During Year	11,705.28	12,085.00
346 shs., JP Morgan Chase Corporation, (shares and basis have been adjusted due to the sale of shares of stock)	16,892.84	13,993.00	21,652.68
310 shares, Juniper Networks, Inc., common	6,937.68	Sold During Year	Sold During Year
120 shares, Lyondellbasell Industries, Class A	5,548.41	Sold During Year	Sold During Year
40 shares, Martin Marietta Materials, Inc., common	4,206.73	Sold During Year	Sold During Year
130 shares, Mead Johnson Nutrition, common	Purchased During Year	11,990.59	13,070.20
100 shares, McKesson Corp., common	5,644.15	Sold During Year	Sold During Year
263 shares, Merck & Co., common (shares and basis have been adjusted due to the sale of shares of stock)	17,916.06	7,686.66	14,935.77
360 shares, Mondelez International, common	Purchased During Year	12,322.26	13,077.00

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Part II - Itemized Statement of Securities and All Other Assets	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
<u>Asset Description</u>			
80 shares, Moodys Corp., common	\$ 3,548.56	Sold During Year	Sold During Year
90 shares, National Oilwell Varco, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	10,517.03 \$	5,774.30 \$	5,897.70
180 shares, News Corporation, Inc. common	1,523.41	Sold During Year	Sold During Year
310 shares, Nextera Energy, Inc., common	17,204.03	Sold During Year	Sold During Year
210 shares, Nucor Corp., common	Purchased During Year	10,353.55	10,300.50
160 shares, Occidental Petroleum Corp., common	11,768.52	Sold During Year	Sold During Year
460 shares, Oracle Corp., common	9,209.78	Sold During Year	Sold During Year
35 shares, Pentair Ltd, common	536.35	Sold During Year	Sold During Year
220 shares, Pepsico, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	15,032.40	15,032.40	20,803.20
390 shares, Pfizer, Inc., common (shares and basis have been adjusted due to the sale of shares of stock)	31,403.25	8,748.05	12,148.50
120 shares, Philip Morris International, common	12,537.54	6,268.77	9,774.00

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Part II - Itemized Statement of
 Securities and All Other Assets
Asset Description
 (shares and basis have been adjusted due to the
 sale of shares of stock)

	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>
90 shares, Praxair Inc., common	\$ 4,699.74	Sold During Year	Sold During Year
100 shares, Procter & Gamble Company, common	Purchased During Year \$	7,979.66 \$	9,109.00
110 shares, PVH Corp., common	8,151.48	Sold During Year	Sold During Year
220 shares, Qualcomm, Inc., common	9,629.04	Sold During Year	Sold During Year
140 shares, Robert Half International, Inc., common	3,815.58	Sold During Year	Sold During Year
280 shares, Salesforce.com, common	Purchased During Year	16,176.72	16,606.80
118 shares, Schlumberger Ltd., common (shares and basis have been adjusted due to the sale of shares of stock)	9,581.59	9,581.59	10,078.38
280 shares, State Street Corp., common	Purchased During Year	18,425.62	21,980.00
170 shares, Time Warner, Inc., common	Purchased During Year	12,752.24	14,521.40
90 shares, T Rowe Price Group, Inc., common	5,486.58	Sold During Year	Sold During Year
160 shares, Target Corp., common	8,612.94	Sold During Year	Sold During Year
110 shares, Teradata Corporation, common	5,582.34	Sold During Year	Sold During Year

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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>
220 shares, Texas Instruments, Inc., common	\$ 7,689.13	Sold During Year	Sold During Year
180 shares, Transcanada Corp., common	7,693.00	Sold During Year	Sold During Year
720 shares, Twenty-First Century Fox, common	11,542.22	Sold During Year	Sold During Year
270 shares, Tyco International, Ltd., common	6,510.52	Sold During Year	Sold During Year
200 shares, Unilever PLC ADR	5,959.55	Sold During Year	Sold During Year
112 shares, Union Pacific Corp., common	Purchased During Year \$	10,698.12 \$	13,342.56
142 shares, United Technologies Corp., common	Purchased During Year	16,312.37	16,330.00
100 shares, Verizon Communications, common	Purchased During Year	4,629.80	4,678.00
110 shares, Vmware, Inc., common	8,742.67	Sold During Year	Sold During Year
67 shares, Visa, Inc., Class A common	11,317.79	Sold During Year	Sold During Year
370 shares, Wells Fargo & Company, common (shares and basis have been adjusted due to the sale of shares of stock)	17,146.99	10,573.98	20,283.40
230 shares, Xilinx, Inc., common	9,983.15	Sold During Year	Sold During Year
190 Yum Brands, Inc., common	Purchased During Year	14,412.87	13,841.50
	\$ 710,534.66	\$ 616,496.16	\$ 744,809.77

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Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	Purchased During Year	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
<u>Common Trust Funds</u>				
12,357.39 shares, Blackrock High Yield Bond Portfolio Institutional Class Fund		\$	101,745.19	\$ 97,376.23
6,274.51 shares, BNY Mellon Corporate Bond Fund	80,000.00		Sold During Year	Sold During Year
21,129.239 shares, BNY Mellon Emerging Markets Fund, Class M shares	270,073.28		Sold During Year	Sold During Year
8,906.616 shares, BNY Mellon Focussed Equity Opportunity Fund	134,668.05		Sold During Year	Sold During Year
27,063.291 shares, BNY Mellon Intermediate Bond Fund, Class M shares	333,568.46		Sold During Year	Sold During Year
8,943.617 shares, BNY Mellon International Fund, Class M shares	129,449.10		Sold During Year	Sold During Year
23,618.587 shares, BNY Mellon Mid Cap Stock Fund, Class M shares	306,838.32		Sold During Year	Sold During Year
24,728.481 shares, BNY Mellon Short Term U.S. Government Fund, Class M	302,611.58		Sold During Year	Sold During Year
16,483.883 BNY Mellon Income Stock Fund	112,765.94		Sold During Year	Sold During Year

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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>		
	Purchased During Year	\$	125,000.00	\$	118,343.46
6,254.94 shares, DFA Investment Dimensions Group, Inc. - Emerging Markets Core Equity Portfolio	Purchased During Year		125,701.30		126,219.48
3,713.43 shares, DFA United States L/C Value Portfolio	Purchased During Year		51,425.64		51,141.11
1,641.78 shares, DFA United States Small Cap Portfolio	Purchased During Year		100,000.00		99,727.49
9,082.65 shares, Doubleline Core Fixed Income Fund	Purchased During Year		Sold During Year		Sold During Year
6,163.329 shares, Dryfus High Yield Fund	\$	40,000.00	Sold During Year		Sold During Year
6,253.594 shares, Dryfus Pre Strategic International Stock Fund		84,548.58	Sold During Year		Sold During Year
500 shares, MFC Ishares 1-3 year Credit Bond ETF	Purchased During Year		52,675.00		52,590.00
1,000 shares, Morningstar Global Upstream National Residence Index Fund	Purchased During Year		33,120.00		30,620.00
5,921.1 shares, Northern Global Real Estate Index Fund	Purchased During Year		60,000.00		59,329.42
33,140.02 shares, Northern International Equity Index Fund	Purchased During Year		400,000.00		370,505.42

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Part II - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	Purchased During Year	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
3,924.25 shares, Northern Multi Manager Global Listed Infrastructure Fund		\$	51,704.36	\$ 48,229.03
88,204.9 shares, Northern Ultra Short Term Fixed Income Fund		Purchased During Year	901,058.19	897,925.98
845 shares, Russell Mid-Cap ETF Ishares		Purchased During Year	137,963.79	141,148.80
		\$ 1,794,523.31	\$ 2,140,393.47	\$ 2,093,156.42