Form **990-PF**

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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION
% JANET L MULLIGAN

A Employer identification number
13-4078024

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O HOFFMAN MULLIGAN37 W 57 ST 5FL

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10019

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 5,738,205

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

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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	105,036	105,036		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,905,319			
	b	Gross sales price for all assets on line 6a 4,243,496				
	7	Capital gain net income (from Part IV, line 2)		1,905,319		
	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)				
	12	**Total.** Add lines 1 through 11	2,010,355	2,010,355		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	427	0	0	427
	b	Accounting fees (attach schedule)	3,995	1,000	0	2,995
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,499	1,373		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	24,533	24,532		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,454	26,905	0	3,422
	25	Contributions, gifts, grants paid	115,416			115,416
	26	**Total expenses and disbursements.** Add lines 24 and 25	149,870	26,905	0	118,838
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,860,485			
	b	**Net investment income** (if negative, enter -0-)		1,983,450		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,429	4,341	4,341
	2	Savings and temporary cash investments	502,740	348,416	348,416
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		598,635	599,674
	b	Investments—corporate stock (attach schedule)	4,992,267	6,412,529	4,785,774
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,508,436	7,363,921	5,738,205
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,508,436	7,363,921	
	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)	5,508,436	7,363,921	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,508,436	7,363,921	

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	5,508,436
2	Enter amount from Part I, line 27a	2	1,860,485
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,368,921
5	Decreases not included in line 2 (itemize) ▶	5	5,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,363,921

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES		2016-01-01	2016-11-04
b	PUBLICLY TRADED SECURITIES (L/T)			2016-10-04
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,190,453		1,174,780	15,673
b	3,053,043		1,163,397	1,889,646
c				
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				15,673
b				1,889,646
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	1,905,319
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2015	249,166	5,458,430	0 045648
2014	297,501	5,001,873	0 059478
2013	230,121	9,820,357	0 023433
2012	384,444	4,465,105	0 0861
2011	440,757	4,525,031	0 097404

2 Total of line 1, column (d)	2	0 312063
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 062413
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,401,753
5 Multiply line 4 by line 3	5	337,140
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,835
7 Add lines 5 and 6	7	356,975
8 Enter qualifying distributions from Part XII, line 4	8	118,838

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	39,669
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	39,669
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	39,669
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,516		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	48,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	51,516
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	46
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,801
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 11,801	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶n/a

14 The books are in care of ▶JANET L MULLIGAN Telephone no ▶(212) 583-1100

Located at ▶37 W 57TH ST 5TH FL NEW YORK NY ZIP+4 ▶10019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☑ 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

			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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2016?	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No
If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 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 2016).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SARAH K MARTELL C/O HOFFMAN MULLIGAN LLP NEW YORK, NY 10019	PRESIDENT, TRUSTEE 0 5	0	0	0
LAUREN BRESLOW C/O HOFFMAN MULLIGAN NEW YORK, NY 10019	TREASURER & SECRETARY 0 25	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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations,see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	5,114,430
b	Average of monthly cash balances.		1b	369,583
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	5,484,013
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	5,484,013
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	82,260
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,401,753
6	**Minimum investment return.** Enter 5% of line 5.		6	270,088

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	270,088
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	39,669		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	39,669
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	230,419
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	230,419
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	230,419

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	118,838
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	118,838
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	118,838

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					230,419
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 2014 , 2013 , 2012			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	225,749				
b From 2012.	162,469				
c From 2013.					
d From 2014.	50,475				
e From 2015.					
f **Total** of lines 3a through e.		438,693			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 118,838					
a Applied to 2015, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2016 distributable amount.					118,838
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*		111,581			111,581
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		327,112			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .		114,168			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		212,944			
10 Analysis of line 9					
a Excess from 2012. . . .	162,469				
b Excess from 2013. . . .					
c Excess from 2014. . . .	50,475				
d Excess from 2015. . . .					
e Excess from 2016. . . .					

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SARAH K MARTELL

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				115,416
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	105,036	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,907,638	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,012,674	

13 Total. Add line 12, columns (b), (d), and (e). 13 2,012,674

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-05-12	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JANET MULLIGAN CPA		2017-08-10		P00850378
Firm's name ▶ HOFFMAN MULLIGAN CPAS LLP				Firm's EIN ▶
Firm's address ▶ 37 WEST 57TH STREET 5TH FLOOR NEW YORK, NY 100193411				Phone no (212) 583-1100

Form 990PF Part XV Line 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*				
THE TOWN SCHOOL 540 EAST 76TH STREET NEW YORK, NY 10021	NONE	PC	CAPITAL CAMPAIGN	20,750
EMMA WILLARD SCHOOL 285 PAWLING AV TROY, NY 12180	NONE	PC	GENERAL PURPOSE	30,000
KLINGENSTEIN 3RD GENERATION FDN 37 W 57TH ST 5TH FLOOR NEW YORK, NY 10019	NONE	PF	MEDICAL STUDENT FELLOWSHIP PROGRAM	8,000
THE PUBLIC THEATER 425 LAFAYETTE ST NEW YORK, NY 10003	NONE	PC	GENERAL PURPOSE	40,000
LITERACY LAB 1003 K STREET NORTHWEST WASHINGTON, DC 20001	NONE	PC	GENERAL PURPOSE	5,000
Total . . . . ▶ **3a**				115,416

Form 990PF Part XV Line 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*				
WILD CENTER 45 MUSEUM DRIVE TUPPER LAKE, NY 12986	NONE	PC	GENERAL PURPOSE	11,666
Total . . . . ▶ 3a				115,416

TY 2016 Accounting Fees Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TANTON AND COMPANY	3,995	1,000		2,995

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

TY 2016 Depreciation Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

TY 2016 Investments Corporate Stock Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMESTIC & FOREIGN	6,412,529	4,785,774

TY 2016 Legal Fees Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	427			427

TY 2016 Other Decreases Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Description	Amount
PRIOR PERIOD ADJUSTMENT	5,000

TY 2016 Other Expenses Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	24,349	24,349		
ADR FEES	184	183		

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TY 2016 Other Income Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FOREIGN TAX RECLAIM			

TY 2016 Taxes Schedule

Name: THE KLINGENSTEIN-MARTELL FOUNDATION
FKA THE SARAH D KLINGENSTEIN FOUNDATION

EIN: 13-4078024

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	4,126			
FOREIGN TAX	1,373	1,373		

The Klingenstein-Martell Foundation
Dividend and Interest Income
January through December 2016

		Date	Num	Name	Credit
Jan - Dec 16					
	Interest Income				
				Thru Charles Schwab	534 00
	Dividend				
				Scwab Money Fund	22 85
		01/31/2016		Air Lease	90 00
		04/30/2016		Air Lease	160 00
		07/31/2016		Air Lease	160 00
		10/31/2016		Air Lease	160 00
		02/28/2016		American Express Co	580 00
		03/31/2016		American Intl Group	544 00
		06/30/2016		American Intl Group	544 00
		09/30/2016		American Intl Group	544 00
		11/30/2016		American Intl Group	544 00
		02/28/2016		Apple Inc	520 00
		05/31/2016		Apple Inc	570 00
		08/31/2016		Apple Inc	570 00
		11/30/2016		Apple Inc	570 00
		09/30/2016		Broadcom Corp	349 35
		12/30/2016		Broadcom Corp	698 70
		03/31/2016		Chevron Corporation	1,284 00
		06/30/2016		Chevron Corporation	1,284 00
		09/30/2016		Chevron Corporation	1,284 00
		11/30/2016		Chevron Corporation	1,296 00
		04/30/2016		Chubb LTD	603 00
		07/31/2016		Chubb LTD	621 00
		10/31/2016		Chubb LTD	621 00
		04/30/2016		Comcast Corporation	522 50
		07/31/2016		Comcast Corporation	522 50
		10/31/2016		Comcast Corporation	522 50
		03/31/2016		Crown Castle Intl Co	1,062 00
		06/30/2016		Crown Castle Intl Co	1,062 00
		09/30/2016		Crown Castle Intl Co	1,062 00
		11/30/2016		Crown Castle Intl Co	1,140 00
		08/31/2016		CVS Health Corp	450 50

The Klingenstein-Martell Foundation
Dividend and Interest Income
January through December 2016

Date	Num	Name	Credit
11/30/2016		CVS Health Corp	450 50
01/31/2016		Fedex Corporation	300 00
04/30/2016		Fedex Corporation	175 00
07/31/2016		Fedex Corporation	280 00
11/30/2016		Fedex Corporation	280 00
01/31/2016		General Electric Company	690 00
03/31/2016		Gilead Science Inc	473 00
06/30/2016		Gilead Science Inc	517 00
09/30/2016		Gilead Science Inc	517 00
12/31/2016		Gilead Science Inc	517 00
03/31/2016		Hess Corporation	575 00
06/30/2016		Hess Corporation	575 00
09/30/2016		Hess Corporation	575 00
11/30/2016		Hess Corporation	575 00
03/31/2016		Honeywell International	595 00
06/30/2016		Honeywell International	595 00
09/30/2016		Honeywell International	595 00
11/30/2016		Honeywell International	665 00
01/31/2016		Illinois Tool Works Inc	550 00
03/31/2016		Johnson & Johnson	750 00
06/30/2016		Johnson & Johnson	800 00
09/30/2016		Johnson & Johnson	800 00
12/31/2016		Johnson & Johnson	800 00
05/31/2016		JPMorgan Chase & Co	748 00
08/31/2016		JPMorgan Chase & Co	816 00
10/31/2016		JPMorgan Chase & Co	816 00
07/01/2016		Macys Inc	1,028 69
10/31/2016		Macys Inc	1,028 69
01/31/2016		Medtronic Inc	760 00
04/30/2016		Medtronic Inc	532 00
07/31/2016		Medtronic Inc	602 00
10/31/2016		Medtronic Inc	602 00
03/31/2016		Metlife Inc	862 50
06/30/2016		Metlife Inc	920 00
09/30/2016		Metlife Inc	920 00

The Klingenstein-Martell Foundation
Dividend and Interest Income
January through December 2016

Date	Num	Name	Credit
12/31/2016		Metlife Inc	920 00
04/30/2016		Merck & Co Inc	920 00
09/30/2016		Merck & Co Inc	920 00
10/30/2016		Merck & Co Inc	920 00
03/31/2016		Newmont Mining Corp	142 50
06/30/2016		Newmont Mining Corp	142 50
09/30/2016		Newmont Mining Corp	142 50
12/31/2016		Newmont Mining Corp	285 00
09/30/2016		Newell Brands Inc	452 20
06/30/2016		Newell Brands Inc	452 20
12/31/2016		Newell Brands Inc	452 20
01/07/2016		PepsiCo Inc	1,545 50
03/31/2016		PepsiCo Inc	772 75
06/30/2016		PepsiCo Inc	827 75
09/30/2016		PepsiCo Inc	827 75
03/31/2016		Pfizer Incorporated	990 00
06/0/2016		Pfizer Incorporated	990 00
09/30/2016		Pfizer Incorporated	990 00
12/31/2016		Pfizer Incorporated	990 00
02/28/2016		Procter & Gamble	861 77
05/31/2016		Procter & Gamble	870 35
08/31/2016		Procter & Gamble	870 35
11/31/2016		Procter & Gamble	870 35
03/31/2016		Qualcomm Inc	1,056 00
06/30/2016		Qualcomm Inc	1,166 00
09/30/2016		Qualcomm Inc	1,166 00
11/30/2016		Qualcomm Inc	1,166 00
05/31/2016		Raytheon Company	586 00
08/31/2016		Raytheon Company	586 00
11/30/2016		Raytheon Company	586 00
03/31/2016		Royal Dutch Shell	2,162 00
06/30/2016		Royal Dutch Shell	2,162 00
09/30/2016		Royal Dutch Shell	2,162 00
12/31/2016		Royal Dutch Shell	2,162 00
05/31/2016		SAP Sponsored	1,827 25

The Klingenstein-Martell Foundation
Dividend and Interest Income
January through December 2016

Date	Num	Name	Credit
01/08/2016		Schlumberger Ltd	750 00
04/30/2016		Schlumberger Ltd	750 00
07/31/2016		Schlumberger Ltd	750 00
10/31/2016		Schlumberger Ltd	750 00
03/31/2016		SPDR Fund Consumer	898 93
04/30/2016		SPDR S&P 500 ETF	2,414 09
07/31/2016		SPDR S&P 500 ETF	803 44
08/25/2016		Sychrony Financial	455 00
11/30/2016		Sychrony Financial	455 00
06/07/2016		Teva Pharm Inds LTD	669 80
09/30/2016		Teva Pharm Inds LTD	669 80
03/31/2016		Time Warner Inc	644 00
06/30/2016		Time Warner Inc	644 00
09/30/2016		Time Warner Inc	644 00
12/31/016		Time Warner Inc	644 00
06/30/2016		Union Pacific Corp	715 00
09/30/2016		Union Pacific Corp	715 00
12/31/2016		Union Pacific Corp	786 50
03/31/2016		United Technologies Corp	704 00
06/30/2016		United Technologies Corp	726 00
09/30/2016		United Technologies Corp	726 00
12/31/2016		United Technologies Corp	726 00
08/31/2016		Vodafone Group	3,378 97
01/11/2016		Walt Disney Co	3,550 00
03/31/2016		Weyhauser Co	1,085 00
06/30/2016		Weyhauser Co	1,085 00
09/30/2016		Weyhauser Co	1,085 00
11/30/2016		Weyhauser Co	1,085 00
			105,035 73

THE KLINGENSTEIN-MARTELL FOUNDATION
EIN: 13-4078024
FAIR MARKET VALUE 12-31-16

INVESTMENT DETAIL

	Quantity	Market Price	Market Value
CASH			
CASH			6,753.70
MONEY MARKET			
SCHWAB US TREAS MONEY FD	348,416 74	1.0000	346,003.04
TOTAL CASH AND MONET MARKET			352,756.74
U.S. TREASURIES			
US TREASURY BILL 17	600,000.00	99.9456	599,674.00
TOTAL US TREASURIES			599,674.00
EQUITIES			
AIR LEASE CORP	3,200.00	34.33	109,856.00
ALPHABET INC	100.00	792.45	79,245.00
ALPHABET INC	40.00	771.82	30,872.80
AMERICAN INTL GROUP	1,700.00	65.3100	111,027.00
APPLE INC	1,000.00	115.8200	115,820.00
BIOGEN INC	400.00	283.5800	113,432.00
BROADCOM CORPORATION	685.00	176.7700	121,087.45
CELGENE CORP	900.00	115.7500	104,175.00
CHEVRON CORPORATION	1,200.00	117.7000	141,240.00
CHUBB LTD	900.00	132.1200	118,908.00
COMCAST CORPORATION	1,900.00	69.0500	131,195.00
CVS HEALTH CORP	1,060.00	78.9100	83,644.60
FACEBOOK INC	1,000.00	115.0500	115,050.00

THE KLINGENSTEIN-MARTELL FOUNDATION
EIN: 13-4078024
FAIR MARKET VALUE 12-31-16

FEDEX CORPORATION	700.00	186.2000	130,340.00
HESS CORPORATION	2,300.00	62.2900	143,267.00
HONEYWELL INTL INC	1,000.00	115.8500	115,850.00
JOHNSON & JOHNSON	1,000.00	115.2100	115,210.00
JPMORGAN CHASE & CO	1,700.00	86.2900	146,693.00
LAB CP OF AMERI HLDG NEW	900.00	128.3800	115,542.00
MEDTRONIC INC	1,400.00	71.2300	99,722.00
MERCK & CO INC	2,000.00	58.8700	117,740.00
METLIFE INC	2,300.00	53.8900	123,947.00
NEWELL BRANDS INC	2,380.00	44.6500	106,267.00
NEWMONT MINING CORP	5,700.00	34.0700	194,199.00
PAYPAL HOLDINGS INCO	3,100.00	39.4700	122,357.00
PEPSICO INCORPORATED	1,100.00	104.6300	115,093.00
PFIZER INCORPORATED	3,300.00	32.4800	107,184.00
PROCTER & GAMBLE	1,300.00	84.0800	109,304.00
QUALCOMM INC	2,200.00	65.2000	143,440.00
RAYTHEON COMPANY	800.00	142.0000	113,600.00
ROYAL DUTCH SHELL A ADRF	2,300.00	54.3800	125,074.00
SAP SPONSORED	1,400.00	86.4300	121,002.00
SCHLUMBERGER LTD	1,500.00	83.9500	125,925.00
SYNCHRONY FINANCIAL	3,500.00	36.2700	126,945.00
TIME WARNER INC	1,600.00	96.5300	154,448.00
UNION PACIFIC CORP	1,300.00	103.6800	134,784.00

THE KLINGENSTEIN-MARTELL FOUNDATION
EIN: 13-4078024
FAIR MARKET VALUE 12-31-16

UNITED TECHNOLOGIES CORP	1,100.00	109.6200	120,582.00
VODAFONE GROUP	3,300.00	24.4300	80,619.00
CROWN CASTLE INTL CO	1,200.00	86.7700	104,124.00
SPDR S&P 500 ETF	410.00	223.5300	91,647.30
WYERHAEUSER CO	3,500.00	30.0900	105,315.00
TOTAL EQUITIES		5,194.8000	4,785,773.15
TOTAL ACCOUNT VALUE			**5,738,203.89**