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

Name of foundation DAVID L KLEIN JR FOUNDATION		A Employer identification number 13-6085432	
Number and street (or P O box number if mail is not delivered to street address) 16 E LANCASTER AVE NO 102		Room/suite	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code ARDMORE, PA 19003		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,345,673	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities	175,654	175,654		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-40,941			
	b Gross sales price for all assets on line 6a 766,748				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	134,718	175,659		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	20,522	20,522		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,525	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	325	0		325
	22 Printing and publications				
	23 Other expenses (attach schedule)	36,342	0		36,342
	24 Total operating and administrative expenses. Add lines 13 through 23	66,714	20,522		36,667
	25 Contributions, gifts, grants paid	338,000			338,000
	26 Total expenses and disbursements. Add lines 24 and 25	404,714	20,522		374,667
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-269,996			
	b Net investment income (if negative, enter -0-)		155,137		
	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			
	2 Savings and temporary cash investments	142,795	138,176	138,176
	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)			
	b Investments—corporate stock (attach schedule)	3,837,024	3,513,222	3,857,239
	c Investments—corporate bonds (attach schedule)	3,312,722	3,372,703	3,350,258
	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)	7,292,541	7,024,101	7,345,673	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	7,292,541	7,024,101	
	30 Total net assets or fund balances (see instructions)	7,292,541	7,024,101	
31 Total liabilities and net assets/fund balances (see instructions) .	7,292,541	7,024,101		

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	7,292,541
2 Enter amount from Part I, line 27a	2	-269,996
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,556
4 Add lines 1, 2, and 3	4	7,024,101
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,024,101

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	P		
b			
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 766,748		807,689	-40,941
b			
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			-40,941
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-40,941
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	356,709	7,594,638	0 046969
2014	362,131	7,049,652	0 051369
2013	414,719	6,853,158	0 060515
2012	6,961,355	8,831,748	0 788219
2011	934,380	13,599,479	0 068707
2 Total of line 1, column (d)			1 015779
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			0 203156
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			7,189,615
5 Multiply line 4 by line 3			1,460,613
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,551
7 Add lines 5 and 6			1,462,164
8 Enter qualifying distributions from Part XII, line 4			374,667

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,103
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	3,103
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	3,103
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,480
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	5,480
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	2,377
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 2,377 Refunded ▶	11	0

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)? 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	1b	No
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 ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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) ▶ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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)

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? Website address ► N/A	13	Yes	
14	The books are in care of ► PEMBROKE PHILANTHROPY ADVISORS Telephone no ► (610) 896-3868			

Located at ► 16 E LANCASTER AVENUE SUITE 102 ARDMORE PA

ZIP+4 ► 19003

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
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	Yes	No
	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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
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		
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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Expense account, (e) other allowances
JANE BARNET C/O PEMBROKE PHILANTHROPY 16 E LANCASTER AVE STE 102 ARDMORE, PA 19003	PRESIDENT 1 00	0	0	0
HOWARD BARNET C/O PEMBROKE PHILANTHROPY 16 E LANCASTER AVE STE 102 ARDMORE, PA 19003	TREASURER 1 00	0	0	0
PETER BARNET C/O PEMBROKE PHILANTHROPY 16 E LANCASTER AVE STE 102 ARDMORE, PA 19003	SECRETARY 1 00	0	0	0
GEOFFREY BARNET C/O PEMBROKE PHILANTHROPY 16 E LANCASTER AVE STE 102 ARDMORE, PA 19003	MEMBER 1 00	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	Expense account, (e) 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	
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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	7,139,583
b	Average of monthly cash balances.	1b	159,519
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,299,102
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	7,299,102
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	109,487
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,189,615
6	Minimum investment return. Enter 5% of line 5.	6	359,481

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	359,481
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,103
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,103
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	356,378
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	356,378
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	356,378

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	374,667
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	374,667
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	374,667

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				356,378
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	264,308			
b From 2012.	6,526,564			
c From 2013.	88,338			
d From 2014.	32,827			
e From 2015.				
f Total of lines 3a through e.	6,912,037			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 374,667				
a Applied to 2015, 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 2016 distributable amount.				356,378
e Remaining amount distributed out of corpus	18,289			
5 Excess distributions carryover applied to 2016 (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	6,930,326			
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 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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	264,308			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	6,666,018			
10 Analysis of line 9				
a Excess from 2012.	6,526,564			
b Excess from 2013.	88,338			
c Excess from 2014.	32,827			
d Excess from 2015.				
e Excess from 2016.	18,289			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	338,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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			14	5	
4 Dividends and interest from securities.			14	175,654	
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	-40,941	
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).		0		134,718	0
13 Total. Add line 12, columns (b), (d), and (e).			13		134,718

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name BRUCE BRAUNEWELLCPA	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00075336
Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
Firm's address ▶ 610 W GERMANTOWN PIKE STE 400 PLYMOUTH MEETING, PA 19462				Phone no (215) 643-3900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BROOKLYN ACADEMY OF MUSIC PETER JAY SHARP BUILDING 30 LAFAYETTE AVE BROOKLYN, NY 112171486		PC	BAM SCHOOL-TIME PERFORMANCES	20,000
BROOKLYN ACADEMY OF MUSIC PETER JAY SHARP BUILDING 30 LAFAYETTE AVE BROOKLYN, NY 112171486		PC	THEATER PRODUCTIONS	2,500
CHINATOWN HEALTH CLINIC FOUNDATION 268 CANAL STREET 6TH FLOOR NEW YORK, NY 10013		PC	GENERAL SUPPORT	5,000
COLBY COLLEGE 4120 MAYFLOWER HL WATERVILLE, ME 049018841		PC	GENERAL SUPPORT	3,000
COMPASSION AND CHOICES 4155 E JEWELL AVE STE 200 DENVER, CO 802224500		PC	NEW YORK STORYTELLING PROGRAM	25,000
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 063204125		PC	GENERAL SUPPORT	5,000
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC PO BOX 3886 NEW YORK, NY 10163		PC	GENERAL SUPPORT	10,000
FAMILLIES ADVOCATING FOR CAMPUS EQUALITY 2543 32ND STREET S FARGO, ND 581037821		PC	GENERAL SUPPORT	2,000
FOOD PROJECT INC 10 LEWIS STREET LINCOLN, MA 01773		PC	GENERAL SUPPORT	2,000
FRIENDS OF VAN CORTLANDT PARK INC 80 VAN CORTLANDT PARK SOUTH SUITE E1 BRONX, NY 10463		PC	GENERAL SUPPORT	2,000
GIVEDIRECTLY INC PO BOX 3221 NEW YORK, NY 100083221		PC	GENERAL SUPPORT	2,000
HOUSATONIC VALLEY ASSOCIATION INC 150 KENT ROAD CORNWALL BRIDGE, CT 06754		PC	GENERAL SUPPORT	12,000
INTERNATIONAL CENTER FOR MEDIEVAL ART INC THE MET CLOISTERS FORT TRYON PARK 99 MARGARET CORBIN DRIVE NEW YORK, NY 100401189		PC	GENERAL SUPPORT	5,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH INC 500 5TH AVENUE SUITE 935 NEW YORK, NY 101100902		PC	GENERAL SUPPORT	2,500
LOWER EAST SIDE TENEMENT MUSEUM 91 ORCHARD STREET NEW YORK, NY 10002		PC	GENERAL SUPPORT	3,000
Total ► 3a				338,000

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MANITOGA INC PO BOX 249 GARRISON, NY 105240249		PC	ARCHITECTURAL PRESERVATION	5,000
MARIN COMMUNITY FOUNDATION 5 HAMILTON LANDING SUITE 200 NOVATO, CA 949498263		PC	GENERAL SUPPORT	5,000
MELANOMA RESEARCH ALLIANCE FOUNDATION 1101 NEW YORK AVE NW STE 620 WASHINGTON, DC 20005		PC	PREVENTION & EDUCATION - FROM RESEARCH TO COMMUNICATIONS	25,000
MINT THEATER COMPANY INC 330 WEST 42ND STREET STE 1210 NEW YORK, NY 100366902		PC	GENERAL SUPPORT	5,000
MOUNT SINAI HOSPITAL ONE GUSTAVE L LEVY PLACE BOX 1049 NEW YORK, NY 10029		PC	NURSE PRACTITIONER CO- MANAGEMENT PROGRAM	20,000
NEW YORK CITY JUNIOR VOLLEYBALL ASSOCIATION INC 51 WINDSOR PLACE BROOKLYN, NY 11215		PC	GENERAL SUPPORT	15,000
NEW YORKERS FOR PARKS 55 BROAD STREET 23RD FLOOR NEW YORK, NY 100042501		PC	GENERAL SUPPORT	10,000
OBERLIN COLLEGE 70 NORTH PROFESSOR STREET BOX 100 OBERLIN, OH 440741090		PC	GENERAL SUPPORT	3,000
PLANNED PARENTHOOD OF NEW YORK CITY INC 26 BLEECKER STREET NEW YORK, NY 100122413		PC	GENERAL SUPPORT	3,000
POMONA COLLEGE 550 NORTH COLLEGE AVENUE CLAREMONT, CA 917110000		PC	GENERAL SUPPORT	3,000
REDWOOD HIGH SCHOOL FOUNDATION 395 DOHERTY DRIVE LARKSPUR, CA 94939		PC	GENERAL SUPPORT	3,000
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107		PC	GENERAL SUPPORT	3,000
SKIN CANCER FOUNDATION INC 149 MADISON AVENUE SUITE 901 NEW YORK, NY 10016		PC	GENERAL SUPPORT	7,000
SOCIETY OF THE THIRD STREET MUSIC SETTLEMENT INC 235 E 11TH STREET NEW YORK, NY 100037305		PC	GENERAL SUPPORT	4,000
STANFORD UNIVERSITY 326 GALVEZ STREET ARRILLAGA ALUMNI CENTER STANFORD, CA 94305		PC	GENERAL SUPPORT	1,000
Total ►				338,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STEEP ROCK ASSOCIATION INC PO BOX 279 2 GREEN HILL ROAD WASHINGTON, DC 067940279		PC	GENERAL SUPPORT	3,000
THE AAMC FOUNDATION 174 E 80TH STREET NEW YORK, NY 100750439		PC	GENERAL SUPPORT	5,000
THE HISPANIC SOCIETY OF AMERICA 613 WEST 155TH STREET NEW YORK, NY 10032		PC	FRAMING AND CONSERVATION OF WORKS FOR THE EXHIBITION VISIONS OF THE HISPANIC WORLD	70,000
THE NEW SCHOOL 72 FIFTH AVE 6TH FLOOR NEW YORK, NY 10011		PC	INSIDESCHOOLS	15,000
VIVIAN BEAUMONT THEATER INC 150 WEST 65TH STREET NEW YORK, NY 10023		PC	GENERAL SUPPORT	5,000
YALE UNIVERSITY 127 WALL STREET NEW HAVEN, CT 06511		PC	YALE LAW SCHOOL - GENERAL SUPPORT	5,000
YEAR UP INC 1901 SOUTH BELL STREET SUITE 100 ARLINGTON, VA 22202		PC	GENERAL SUPPORT	2,000
YOUNG MENS AND YOUNG WOMENS HEBREW ASSOCIATION 1395 LEXINGTON AVENUE NEW YORK, NY 101281612		PC	MUSICAL INTRODUCTION SERIES	20,000
Total ▶ 3a				338,000

TY 2016 Investments Corporate Bonds Schedule

Name: DAVID L KLEIN JR FOUNDATION

EIN: 13-6085432

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES 24235.254 SH	235,849	236,051
GS HIGH YIELD FUND INSTITUTIONAL SHARES 37087.955 SH	240,379	241,072
GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES 0 SH	0	0
GS STRATEGIC FACTOR ALLOCATION FUND INSTITUTIONAL 31725.004 SH	327,690	324,547
GS TACTICAL TILT OVERLAY MUTUAL FUND (TTIFX) 34337.519	352,775	337,194
WALT DISNEY COMPANY (THE) MTN 1.5% 09/17/2018 100000 UNITS	99,915	100,184
DR PEPPER SNAPPLE GROUP, INC. 2.6% 01/15/2019 100000 UNITS	101,087	101,464
UNION PACIFIC CORPORATION 2.25% 02/15/2019 100000 UNITS	101,404	100,788
PEPSICO, INC. 1.85% 04/30/2020 75000 UNITS	73,874	74,345
ABBVIE INC 2.5% 05/14/2020 50000 UNITS	49,749	50,013
BIOGEN INC. 2.9% 09/15/2020 100000 UNITS	99,792	101,275
DANAHER CORPORATION 2.4% 09/15/2020 100000 UNITS	99,757	100,211
FISERV, INC. 4.625% 10/01/2020 75000 UNITS	80,257	80,103
TEXTRON INC. 3.65% 03/01/2021 50000 UNITS	50,760	51,364
BURLINGTON NORTHERN SANTA FE 3.45% 09/15/2021 75000 UNITS	76,941	78,327
ADVANCE AUTO PARTS, INC. 4.5% 01/15/2022 50000 UNITS	52,453	52,183
DIRECTV HOLDINGS FINANCE 3.8% 03/15/2022 SER B 0 SH	0	0
AT&T INC. 3.8% 03/15/2022 100000 UNITS	101,882	102,514
AMGEN INC. 2.7% 05/01/2022 75000 UNITS	72,799	74,264
OMNICOM GROUP INC. 3.625% 05/01/2022 50000 UNITS	53,481	51,351

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY MTN 3.75% 02/25/2023 100000 UNITS	102,508	102,714
VERIZON COMMUNICATIONS INC. 5.15% 09/15/2023 100000 UNITS	110,062	110,574
FHLB 0.625% 05/30/2017 150000 UNITS	149,907	149,936
U.S. TREASURY NOTE 0.625000% 07/31/2017 150000 UNITS	149,566	149,935
FHLB 4.75% 06/08/2018 125000 UNITS	137,443	131,407
U.S. TREASURY NOTE 0.875000% 07/15/2018 150000 UNITS	149,689	149,519
FEDERAL HOME LOAN BANK SYSTEM 1.625% 06/14/2019 150000 UNITS	151,423	150,727
U.S. TREASURY NOTE 2.000000% 02/28/2021 50000 UNITS	51,385	50,399
IBRD 1.875% 10/07/2022 100000 UNITS	99,876	97,797

TY 2016 Investments Corporate Stock Schedule**Name:** DAVID L KLEIN JR FOUNDATION**EIN:** 13-6085432

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR S&P BANK ETF (KBE) 4500 SH	151,153	195,615
SPDR S&P 500 ETF TRUST (SPY) 8375 SH	1,658,360	1,872,064
SPDR S&P MIDCAP 400 ETF TRUST ETF (MDY) 1150 SH	296,082	346,990
ISHARES RUSSELL 2000 ETF (IWM) 3200 SH	365,399	431,520
ISHARES MSCI EAFE ETF (EFA) 11150 SH	672,198	643,690
WISDOMTREE EUR HDGD EQ FD CMN (HEDJ) 6400 SH	370,030	367,360
WISDOMTREE JAPAN HEDGED EQUITY FUND (DXJ) 0 SH	0	0

TY 2016 Other Expenses Schedule**Name:** DAVID L KLEIN JR FOUNDATION**EIN:** 13-6085432**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION FEES	36,000	0		36,000
STATE FILING FEES	250	0		250
POSTAGE & DELIVERY	92	0		92

TY 2016 Other Increases Schedule

Name: DAVID L KLEIN JR FOUNDATION

EIN: 13-6085432

Description	Amount
COST BASIS ADJUSTMENT	1,556

TY 2016 Other Professional Fees Schedule**Name:** DAVID L KLEIN JR FOUNDATION**EIN:** 13-6085432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	20,522	20,522		0

TY 2016 Taxes Schedule**Name:** DAVID L KLEIN JR FOUNDATION**EIN:** 13-6085432

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF	9,525	0		0