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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

KLEIN FAMILY FOUNDATION, INC

BETH KLEIN

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

6714 ELMCROFT CIRCLE

City or town, state, and ZIP code

LOUISVILLE, KY 40241

A Employer identification number

61-0648689

B Telephone number

502-292-0597

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

▶ \$ 6,881,725. (Part I, column (d) must be on cash basis.)

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue

Operating and Administrative Expenses

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

392.

392.

Statement 1

4 Dividends and interest from securities

137,963.

137,963.

Statement 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-320,289.

b Gross sales price for all assets on line 6a

3,263,136.

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

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

-181,934.

138,355.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

20,209.

0.

0.

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

Stmt 3

13,110.

13,110.

0.

c Other professional fees

Stmt 4

22,492.

22,492.

0.

17 Interest

18 Taxes

Stmt 5

1,751.

1,751.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 6

10,561.

561.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

68,123.

37,914.

0.

25 Contributions, gifts, grants paid

373,124.

373,124.

26 Total expenses and disbursements. Add lines 24 and 25

441,247.

37,914.

373,124.

27 Subtract line 26 from line 12

-623,181.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

100,441.

c Adjusted net income (if negative, enter -0-)

N/A

923501
02-02-10

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	204,258.	50,195.	50,195.
	2 Savings and temporary cash investments	1,700,431.	3,530,970.	3,530,970.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 8	2,189,237.	0.	0.
	b Investments - corporate stock Stmt 9	3,477,074.	3,369,531.	3,014,163.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 10	208,615.	208,615.	286,397.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	7,779,615.	7,159,311.	6,881,725.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	7,779,615.	7,159,311.	
	30 Total net assets or fund balances	7,779,615.	7,159,311.	
31 Total liabilities and net assets/fund balances	7,779,615.	7,159,311.		

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	7,779,615.
2 Enter amount from Part I, line 27a	2	-623,181.
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	2,877.
4 Add lines 1, 2, and 3	4	7,159,311.
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	7,159,311.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BESSEMER	9D3L43 STMT ATTACHED		Various	Various
b	BESSEMER	9D3L43 STMT ATTACHED		Various	Various
c	BESSEMER	9D4470 STMT ATTACHED		Various	Various
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 407,484.		492,641.	-85,157.
b 2,852,596.		3,087,831.	-235,235.
c 3,056.		2,953.	103.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-85,157.
b			-235,235.
c			103.
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	-320,289.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2008	502,313.	7,798,782.	.064409
2007	492,057.	8,973,168.	.054836
2006	429,674.	8,647,700.	.049687
2005	431,725.	8,318,567.	.051899
2004	445,740.	8,507,542.	.052394

2 Total of line 1, column (d)	2	.273225
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	.054645
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,698,191.
5 Multiply line 4 by line 3	5	366,023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,004.
7 Add lines 5 and 6	7	367,027.
8 Enter qualifying distributions from Part XII, line 4	8	373,124.

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)	1	1,004.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	1,004.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	1,004.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	7,375.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments	6c	
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6d	
b	Exempt foreign organizations - tax withheld at source	7	7,375.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	6,371.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 6,371. Refunded ☐		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BETH KLEIN Located at ► 6714 ELMCROFT CIRCLE, LOUISVILLE, KY	Telephone no. ► 502-562-5413 ZIP+4 ► 40241		
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	N/A	

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	
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,837,022.
b	Average of monthly cash balances	1b	2,680,698.
c	Fair market value of all other assets	1c	282,474.
d	Total (add lines 1a, b, and c)	1d	6,800,194.
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	6,800,194.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,003.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,698,191.
6	Minimum investment return. Enter 5% of line 5	6	334,910.

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	334,910.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,004.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,004.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	333,906.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	333,906.
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	333,906.

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	373,124.
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	373,124.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,004.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	372,120.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				333,906.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	26,623.			
b From 2005	18,735.			
c From 2006	8,625.			
d From 2007	61,173.			
e From 2008	115,958.			
f Total of lines 3a through e	231,114.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	373,124.			
a Applied to 2008, 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 2009 distributable amount				333,906.
e Remaining amount distributed out of corpus	39,218.			
5 Excess distributions carryover applied to 2009 (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	270,332.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	26,623.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	243,709.			
10 Analysis of line 9				
a Excess from 2005	18,735.			
b Excess from 2006	8,625.			
c Excess from 2007	61,173.			
d Excess from 2008	115,958.			
e Excess from 2009	39,218.			

N/A

- ☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]

NONE

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 ATTACHED SCHEDULE	NONE		CHARITABLE	373,124.
Total			3a	373,124.
b Approved for future payment None				
Total			3b	0.

Enter gross amounts unless otherwise indicated

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

16420804 794544 kleinfamfoun 2009.04000 KLEIN FAMILY FOUNDATION, IN KLEINFAL

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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. | | | |

[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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's signature

Date _____

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours if self-employed).
address, and ZIP code

BUETOW, LEMASTUS & DICK PLLC
1510 PNC PLAZA
LOUISVILLE, KY 40202

LEIN ▶

Phone no (502) 568-6533

Form 990-PF (2009)

Donations

Itemized Categories

1/1/2009 Through 12/31/2009

3/1/2010

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Date	Description	Amount
EXPENSES		
Donation		
12/18/2009	**VOID**Bald Hills Fire Fighters Association	0 00
6/30/2009	**VOID**Special Olympics Washington	0 00
12/18/2009	**VOID**United Citizens Betterment Organization/Yelm	0 00
3/13/2009	ACLU - American Civil Liberties Union	-35 00
12/18/2009	Alzheimer's Association	-1,000 00
10/25/2009	American Cancer Society	-25 00
12/18/2009	American Cancer Society	-1,000 00
12/12/2009	American Diabetes Association, Louisville Chapter	-1,000 00
12/12/2009	American Heart Association	-1,000 00
8/23/2009	American Institute Of Philanthropy	-40 00
12/17/2009	American Printing House For The Blind	-1,000 00
2/17/2009	American Red Cross - Louisville Area Chapter	-5,000 00
10/25/2009	Amnesty International USA	-50 00
3/9/2009	Aspaclara Judaica	-1,400 00
12/2/2009	Bald Hills Fire Fighters Association	-2,500 00
10/24/2009	Camperships for Nebagamon	-100 00
3/13/2009	Center For Science In The Public Interest	-125 00
3/13/2009	CHAI - Concern For Helping Animals In Israel	-25 00
6/1/2009	Chi Omega Foundation	-120 00
7/1/2009	Children's School Of Excellence	-5,700 00
10/20/2009	Children's Wish Foundation International	-25 00
5/4/2009	City Of Yelm	-100 00
1/2/2009	Congregation Adath Jeshuran	-283 00
7/29/2009	Congregation Adath Jeshuran	-283 00
10/1/2009	Congregation Adath Jeshuran	-2,750 00
9/10/2009	Congregation Anshei Sfar	-400 00
8/22/2009	Court Appointed Special Advocate - CASA Project of Je	-100 00
2/24/2009	Cure JM Foundation	-200 00
1/7/2009	FREE - Foundation For Rational Economics And Educat	-100 00
10/25/2009	Friends Of The Boundary Waters Wilderness	-50 00
12/15/2009	Fund For The Arts	-20,000 00
12/18/2009	Fund For The Arts	-25,000 00
7/21/2009	Gilda's Club Of Louisville	-35 00
11/3/2009	Gilda's Club Of Louisville	-15,000 00
7/1/2009	Grayson-Jockey Club Research Foundation, Inc	-1,000 00
6/22/2009	Green County Junior Miss Scholarship Program	-100.00
1/2/2009	Green Hill Therapy, Inc	-2,000 00
12/15/2009	Guiding Eyes For The Blind, Inc	-500 00
1/7/2009	Heifer International	-20.00
12/3/2009	Heifer International	-120.00
12/3/2009	Holocaust Museum & Learning Ctr -Jewish Federation ..	-50.00
2/17/2009	Hosparus Of Louisville	-25.00
12/18/2009	Hosparus Of Louisville	-1,000 00
1/17/2009	International Bird Rescue Research Center	-250.00
10/29/2009	International Field Hockey Club Of Kentucky	-150.00
4/16/2009	Jewish Community Center	-25 00
12/15/2009	Jewish Community Federation / United Jewish Campaign	-75,000 00
12/3/2009	Jewish Family Service of Houston	-1,000 00
6/22/2009	Jewish Hospital & St.Mary's Foundation	-25 00
7/21/2009	Jewish Hospital & St Mary's Foundation	-100 00
7/21/2009	Jewish Hospital & St.Mary's Foundation	-100 00
4/16/2009	Jewish World Watch	-30.00
1/17/2009	Keneseth Israel Congregation	-450 00
3/13/2009	Kentuckiana Cancer Institute	-25.00
2/24/2009	Kentucky Country Day School	-1,000 00
8/7/2009	Kentucky Country Day School	-180 00

Itemized Categories
1/1/2009 Through 12/31/2009

3/1/2010

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Date	Description	Amount
8/22/2009	Kentucky Country Day School	-250 00
10/4/2009	Kentucky Country Day School	-250 00
12/18/2009	Kentucky Country Day School	-20,000 00
7/29/2009	Kentucky Derby Museum	-250 00
1/11/2009	Kentucky Derby Museum - Klein Family Learning Center	-25.00
12/15/2009	Kentucky Derby Museum - Klein Family Learning Center	-10,000.00
2/17/2009	Kentucky Humane Society	-100 00
12/15/2009	Kentucky Humane Society	-1,000 00
12/15/2009	Kentucky Lions Eye Foundation	-1,000.00
3/13/2009	Kentucky Right To Life Association	-25 00
12/15/2009	Leukemia & Lymphoma Society - KY Chapter	-10,000.00
1/2/2009	Louisville Ballet	-10,000 00
1/17/2009	Maccabi USA Sports For Israel	-100 00
12/15/2009	Maryhurst	-500 00
4/5/2009	Mercy Hospice Foundation	-50 00
12/15/2009	Metro United Way	-32,500 00
8/22/2009	National Council Of Jewish Women	-250.00
10/20/2009	National Kidney Foundation of Kentucky	-25 00
12/18/2009	National Kidney Foundation of Kentucky	-500 00
1/7/2009	Nisqually Land Trust	-250 00
7/22/2009	Nisqually Land Trust	-150 00
8/7/2009	OxFam America	-35 00
12/12/2009	Parkinson Support Center Of Kentuckiana	-5,000 00
12/15/2009	Prevent Blindness America - Kentucky Division	-500.00
6/22/2009	Providence Health Care Foundation	-25.00
6/10/2009	Rainier Education Foundation	-1,000 00
9/7/2009	SCC Waldorf School	-2,500 00
6/7/2009	Seattle Symphony	-100 00
12/15/2009	Simon Wiesenthal Center	-250 00
7/1/2009	Smithsonian Institution	-75 00
6/7/2009	Special Olympics Washington	-25 00
3/19/2009	St Baldnck's Foundation	-100 00
12/17/2009	Susan G Komen For The Cure	-100 00
8/22/2009	Temple Beth El	-836 00
2/24/2009	Temple Emanu-El	-500 00
12/3/2009	Temple Emanu-El	-500 00
6/22/2009	Temple Shalom	-362 00
8/30/2009	The Center For Women & Families	-1,000 00
1/17/2009	The Community Foundation Of Louisville	-200 00
10/20/2009	The Community Foundation Of Louisville	-250 00
4/5/2009	The Masters' Fund	-1,000 00
10/29/2009	The Masters' Fund	-1,500 00
5/6/2009	The Temple	-720 00
5/6/2009	The Temple	-1,000.00
6/22/2009	The Temple	-75 00
7/1/2009	The Temple	-10,000.00
7/1/2009	The Temple	-245 00
7/29/2009	The Temple	-16,740 00
7/29/2009	The Temple	-40.00
8/30/2009	The Temple	-25 00
12/3/2009	The University Of Texas, M D Anderson Cancer Center	-7,500 00
12/19/2009	Thoroughbred Retirement Foundation	-500 00
12/2/2009	United Citizens Betterment Organization/Yelm Communi ..	-2,500 00
6/24/2009	United States Field Hockey Association	-50 00
12/18/2009	United States Holocaust Memorial Museum	-1,000 00
3/6/2009	University Of Alabama At Brmningham	-500 00
12/17/2009	University of Kentucky Gluck Equine Research Foundati	-1,000 00
4/16/2009	University Of Louisville	-6,400 00
12/18/2009	University of Louisville Fdn - James Graham Brown Can.	-20,000 00

Itemized Categories
1/1/2009 Through 12/31/2009

3/1/2010

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Date	Description	Amount
6/7/2009	University Of Miami	-1,000 00
8/30/2009	University Of Miami	-1,000 00
1/2/2009	University Of Pennsylvania	-25,000 00
6/3/2009	WHAS Crusade For Children	-2,000 00
6/30/2009	Williams Syndrome Association	-50 00
5/6/2009	Yelm Community Education Foundation	-2,500 00
5/13/2009	Yelm Community Education Foundation	-2,500 00
1/30/2009	YMCA Of Greater Louisville	-100 00
TOTAL Donation		-373,124.00
TOTAL EXPENSES		-373,124.00
OVERALL TOTAL		-373,124.00

Payee	Street	City	State	Zip	ID Number
ACLU - American Civil Libert.	125 Broad Street//18th Floor	New York	NY	10004-2400	13-6213516
Alzheimer's Association	Kaden Tower//6100 Dutch	Louisville	KY	40205	36-4497854
American Cancer Society	P O Box 1807	Louisville	KY	40201-1807	64-0329009
American Diabetes Associati	161 St Matthews Ave., St.	Louisville	KY	40207-3145	13-1623888
American Heart Association	240 Whittington Parkway	Louisville	KY	40222-4904	13-5613797
American Institute Of Philant...	P.O. Box 578460	Chicago	IL	60657-8460	33-0491030
American Printing House For	1839 Frankfort Ave.//P O	Louisville	KY	40206-0085	61-0444640
American Red Cross	510 E Chestnut Street//P	Louisville	KY	40201	61-0444647
Amnesty International USA	5 Penn Plaza, 14th Floor	New York	NY	10001	52-0851555
Aspaclana Judaica	17900 Biscayne Blvd	Adventura	FL	33160	
Bald Hills Fire Fighters Asso	P O Box 783//16306 Bald	Yelm	WA		91-1421170
Camperships for Nebagamon	P O Box 331	East Troy	WI	53120	36-4014283
Center For Science In The P	1875 Connecticut Avenue,	Washington	D C	20009	23-7122879
CHAI - Concern For Helping	P.O. Box 3341	Alexandria	VA	22302	52-1349562
Chi Omega Foundation	P O Box 2121	Memphis	TN	38159	31-0936294
Children's School of Excelle	P O Box 1065	Rainier	WA	98576	91-1953699
Children's Wish Foundation I	8615 Roswell Road	Atlanta	GA	30350-1822	58-1642982
City of Yelm	P O Box 479	Yelm	WA	98597	91-6001534
Congregation Adath Jeshuran	2401 Woodbourne Avenue	Louisville	KY	40205	61-0458363
Congregation Anshei Sfard	3700 Dutchmans Lane	Louisville	KY	40205	61-0587699
Court Appointed Special Adv	514 W Liberty Street, Ste	Louisville	KY	40202-2800	61-1066568
Cure JM Foundation	836 Lynwood Drive	Encinitas	CA	92024	35-2222262
FREE - Foundation For Ratio	P O Box 1776	Lake Jackson	TX	77566	74-2066841
Friends Of The Boundary W	401 North Third Street, St.	Minneapolis	MN	55401-9057	36-3414821
Fund For The Arts	623 West Main Street	Louisville	KY	40202	61-0479626
Gilda's Club Of Louisville	P O Box 4061//633 Baxte	Louisville	KY	40204-0061	20-1635170
Grayson-Jockey Club Resea	821 Corporate Drive	Lexington	KY	40503	61-6031750
Green County Junior Miss S	115 Valley Drive	Greensburg	KY	42743	61-6042277
Green Hill Therapy, Inc.	1410 Long Run Road	Louisville	KY	40245	61-1378588
Guiding Eyes For The Blind,	611 Granite Springs Road	Yorktown Heights	NY	10598	13-1854606
Heifer International	P.O. Box 6021	Albert Lea	MN	56007-6621	71-0699939
Holocaust Museum & Learni	12 Millstone Campus Drive	St Louis	MO	63146	43-0652643
Hosparus Of Louisville	3532 Ephraim McDowell	Louisville	KY	40205-3224	61-0921718
International Bird Rescue Re	FREE - Foundation For R	Lake Jackson	TX	77566	94-1739027
International Field Hockey Cl	P.O. Box 17424	Louisville	KY	40217	
Jewish Community Center	3600 Dutchmans Lane	Louisville	KY	40205	61-0445859
Jewish Community of Louisvi	3630 Dutchmans Lane	Louisville	KY	40205-8840	61-0444765
Jewish Family Services	4131 South Braeswood B	Houston	TX	77025-9336	74-1152607
Jewish Hospital & St Mary's	200 Abraham Flexner Way	Louisville	KY	40202	61-1029768
Jewish World Watch	17514 Ventura Blvd //Ste	Encino	CA	91316	20-3406211
Keneseth Israel Congregation	2531 Taylorsville Road//P	Louisville	KY	40205	61-0448553
Kentuckiana Cancer Institute	100 East Liberty Street #502	Louisville	KY	40202	61-1367142
Kentucky Country Day School	4100 Springdale Road	Louisville	KY	40241	61-0731998
Kentucky Derby Museum	704 Central Avenue	Louisville	KY	40208	31-1023459
Kentucky Derby Museum - K	Klein Family Learning Cen.	Louisville	KY	40208	31-1023459
Kentucky Humane Society	241 Steedly Drive	Louisville	KY	40214	61-0463938
Kentucky Lions Eye Foundati	301 E. Muhammad Ali Blvd	Louisville	KY	40202	61-0516171
Kentucky Right To Life Asso.	134 Breckinridge Lane	Louisville	KY	40207	23-7448961
Leukemia & Lymphoma Soci	301 East Main Street, Ste	Louisville	KY	40202-1077	13-5644916
Louisville Ballet	315 E. Main Street	Louisville	KY	40202	61-6033779
Maccabi USA Sports for Israel	1926 Arch Street, Ste 4R	Philadelphia	PA	19103	13-1810938
Maryhurst	1015 Dorsey Lane	Louisville	KY	40223-9760	31-1542209
Mercy Hospice Foundation	Mercy Hospice Foundatio	Myrtle Beach	SC	29579	57-0953459
Metro United Way	Dept. 52860//P O. Box 95	Louisville	KY	40295-0148	61-0444680
National Council Of Jewish	1250 Bardstown Road	Louisville	KY	40204	61-0548562
National Kidney Foundation	250 East Liberty Street, St	Louisville	KY	40202-1530	61-0673518
Nisqually Land Trust	P O Box 1148	Yelm	WA	98597-1148	91-1484518
Oxfam America	226 Causeway Street, 5th	Boston	MA	02114-2206	23-7069110
Parkinson Support Center Of	4912 U S Highway 42//S	Louisville	KY	40222	61-1367576
Prevent Blindness America -	13000 Equity Place//Suite	Louisville	KY	40223	36-3667121

3/1/2010 - QDATA1

Payee	Street	City	State	Zip	ID Number
Providence Health Care Fou	Sound Home Care//914 S	Centralia	WA	98531	91-1433382
Rainier Education Foundation	P O. Box 1017	Rainier	WA	98576	94-3167693
SCC Waldorf School	Sound Circle Center//P O	Seattle	WA	98115	91-1826414
Seattle Symphony	P O Box 21906	Seattle	WA	98111-3906	91-1351925
Simon Wiesenthal Center	1399 South Roxbury Drive	Los Angeles	CA	90035-4709	95-3964928
Smithsonian Institution	900 Jefferson Drive SW,	Washington	DC	20013-7012	53-0206027
Special Olympics Washington	P O Box 399	Seattle	WA	98111-0399	91-0962383
St Baldrick's Foundation	1443 E Washington Blvd	Pasadena	CA	91104-2650	20-1173824
Susan G Komen For The Cu	P.O Box 224523	Dallas	TX	75222	75-1835298
Temple Beth El	1351 S 14 Street	Hollywood	FL	33020	59-0794397
Temple Emanu-El	2100 Highland Avenue So	Birmingham	AL	35205	63-0302125
Temple Shalom	4615 Lowe Road	Louisville	KY	40220	31-0900603
The Center For Women & Fa	P.O Box 2048	Louisville	KY	40201-2048	61-0444846
The Community Foundation	Waterfront Plaza//325 W.	Louisville	KY	40202-4251	31-0997017
The Masters' Fund	P O Box 1217	Tenino	WA	98589	94-3048977
The Temple	5101 U S Highway 42	Louisville	KY	40241	61-0918772
The University Of Texas, M	P O Box 4486	Houston	TX	77210-4486	74-6000203
Thoroughbred Retirement Fo	450 Shrewsbury Plaza, St	Shrewsbury	NJ	07702-4332	13-3132741
United Citizens Betterment O	P O Box 5320	Yelm	WA	98597	23-7226534
United States Field Hockey	1 Olympic Plaza	Colorada Springs	CO	80909	23-6299893
United States Holocaust Me	100 Raoul Wallenberg Pla	Washington	DC	20024-2126	52-1309391
University of Alabama at Bir	BBRB 256//1530 3rd Aven	Birmingham	AL	35294-2170	63-6005396
University of Kentucky Gluck	108 Gluck Equine Resear	Lexington	KY	40546-0099	31-1146505
University Of Louisville	Cardinal Athletic Fund//95	Chicago	IL	60686-0095	23-7078461
University of Louisville Fdn -	529 South Jackson Street	Louisville	KY	40202-3230	23-7078461
University of Miami	Advancement Division//P	Coral Gables	FL	33102-9811	59-0624458
University Of Pennsylvania	The Penn Fund//P O Box	Philadelphia	PA	19162-0036	23-1352685
WHAS Crusade for Children	P O Box 1100	Louisville	KY	40202	23-7075524
Williams Syndrome Associati	570 Kirts Blvd , #223	Troy	MI	48084-4156	22-3305007
Yelm Community Education	P O Box 444	Yelm	WA	98597	91-2079079
YMCA Of Greater Louisville	545 South Second Street	Louisville	KY	40202	61-0444843

Realized Capital Gains/Losses

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS							
038222105/APPLIED MATERIALS							
300.00	08/10/09	11/03/09	3,551.04	4,029.00	0.00	4,029.00	(477.96)
75.00	08/10/09	11/04/09	901.45	1,007.25	0.00	1,007.25	(105.80)
SECURITY TOTAL:			4,452.49	5,036.25	0.00	5,036.25	(583.76)
165167107/CHESAPEAKE ENERGY CORP							
250.00	06/18/08	03/26/09	4,753.73	16,374.58	0.00	16,374.58	(11,620.85)
50.00	05/12/08	03/27/09	918.92	2,793.00	0.00	2,793.00	(1,874.08)
150.00	06/18/08	03/27/09	2,756.78	9,824.74	0.00	9,824.74	(7,067.96)
200.00	07/30/08	05/13/09	4,083.09	9,614.64	0.00	9,614.64	(5,531.55)
250.00	07/29/08	05/13/09	5,103.87	11,744.25	0.00	11,744.25	(6,640.38)
100.00	07/29/08	05/14/09	2,031.49	4,697.70	0.00	4,697.70	(2,666.21)
SECURITY TOTAL:			19,647.88	55,048.91	0.00	55,048.91	(35,401.03)
254687106/DISNEY (WALT) HOLDING CO							
750.00	08/01/08	02/02/09	15,148.20	22,602.75	0.00	22,602.75	(7,454.55)
250.00	08/01/08	02/03/09	5,031.35	7,534.25	0.00	7,534.25	(2,502.90)
SECURITY TOTAL:			20,179.55	30,137.00	0.00	30,137.00	(9,957.45)
26875P101/EOG RES INC							
50.00	09/17/09	10/21/09	4,731.84	4,150.82	0.00	4,150.82	581.02
302571104/FPL GROUP INC							
90.00	08/10/09	09/22/09	4,891.11	5,103.00	0.00	5,103.00	(211.89)
372917104/GENZYME CORP (GENL DIV)							
50.00	06/27/08	06/15/09	2,813.33	3,641.45	0.00	3,641.45	(828.12)
100.00	06/25/08	06/15/09	5,626.65	7,190.19	0.00	7,190.19	(1,563.54)
100.00	06/26/08	06/15/09	5,626.66	7,180.27	0.00	7,180.27	(1,553.61)
150.00	06/24/08	06/15/09	8,439.98	10,570.56	0.00	10,570.56	(2,130.58)
50.00	06/24/08	06/16/09	2,636.60	3,523.52	0.00	3,523.52	(886.92)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS							
372917104/GENZYME CORP (GENL DIV) (Con't)							
100.00	06/20/08	06/16/09	5,273.21	6,828.79	0.00	6,828.79	(1,555.58)
200.00	06/23/08	06/16/09	10,546.41	13,913.22	0.00	13,913.22	(3,366.81)
SECURITY TOTAL:			40,962.84	52,848.00	0.00	52,848.00	(11,885.16)
458140100/INTEL CORP							
270.00	08/10/09	11/18/09	5,411.39	5,032.80	0.00	5,032.80	378.59
821.00	10/28/09	11/18/09	16,454.64	15,837.09	0.00	15,837.09	617.55
SECURITY TOTAL:			21,866.03	20,869.89	0.00	20,869.89	996.14
78462F103/S&P 500 DEP RCPTS							
550.00	07/29/08	01/15/09	46,154.41	69,257.32	0.00	69,257.32	(23,102.91)
855030102/STAPLES INC							
250.00	08/06/08	06/03/09	5,298.19	6,057.87	0.00	6,057.87	(759.68)
500.00	08/04/08	06/03/09	10,596.38	11,474.60	0.00	11,474.60	(878.22)
500.00	08/05/08	06/03/09	10,596.38	11,983.00	0.00	11,983.00	(1,386.62)
750.00	08/01/08	06/03/09	15,894.56	17,096.03	0.00	17,096.03	(1,201.47)
SECURITY TOTAL:			42,385.51	46,611.50	0.00	46,611.50	(4,225.99)
912828KM1/TSY INFLATION INDEX BOND 1 1/4% 04/15/14							
200000.00	04/23/09	08/03/09	202,212.69	200,226.47	3,351.52	203,577.99	(1,365.30) ⁶⁶
SUBTOTAL SHORT TERM GAIN LOSS			407,484.35	489,289.16	3,351.52	492,640.68	(85,156.33)
LONG TERM GAIN LOSS							
064058100/BANK NEW YORK MELLON CORP							
250.00	09/27/06	11/17/09	6,735.05	9,773.68	0.00	9,773.68	(3,038.63)
250.00	09/22/06	11/17/09	6,735.05	9,792.30	0.00	9,792.30	(3,057.25)
250.00	09/20/06	11/17/09	6,735.05	9,836.05	0.00	9,836.05	(3,101.00)
250.00	09/21/06	11/17/09	6,735.05	9,838.20	0.00	9,838.20	(3,103.15)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
064058100/BANK NEW YORK MELLON CORP (Con't)							
50.00	11/04/04	11/18/09	1,338.86	1,513.00	0.00	1,513.00	(174.14)
150.00	12/27/04	11/18/09	4,016.58	4,701.00	0.00	4,701.00	(684.42)
250.00	09/26/06	11/18/09	6,694.30	9,727.00	0.00	9,727.00	(3,032.70)
250.00	09/28/06	11/18/09	6,694.30	9,763.42	0.00	9,763.42	(3,069.12)
250.00	09/25/06	11/18/09	6,694.31	9,701.30	0.00	9,701.30	(3,006.99)
50.00	05/25/05	11/19/09	1,319.56	1,397.00	0.00	1,397.00	(77.44)
100.00	11/09/04	11/19/09	2,639.12	2,983.00	0.00	2,983.00	(343.88)
150.00	06/02/05	11/19/09	3,958.69	4,221.00	0.00	4,221.00	(262.31)
350.00	11/04/04	11/19/09	9,236.93	10,591.00	0.00	10,591.00	(1,354.07)
150.00	05/25/05	11/20/09	3,930.98	4,191.00	0.00	4,191.00	(260.02)
SECURITY TOTAL:			73,463.83	98,028.95	0.00	98,028.95	(24,565.12)
13342B105/CAMERON INTL CORP							
100.00	02/05/08	03/27/09	2,338.11	4,003.91	0.00	4,003.91	(1,665.80)
250.00	01/31/08	03/27/09	5,845.27	9,840.10	0.00	9,840.10	(3,994.83)
200.00	05/04/07	03/30/09	4,412.62	6,785.75	0.00	6,785.75	(2,373.13)
50.00	05/07/07	03/31/09	1,111.79	1,690.44	0.00	1,690.44	(578.65)
200.00	05/04/07	03/31/09	4,447.18	6,785.75	0.00	6,785.75	(2,338.57)
250.00	05/07/07	04/01/09	5,452.64	8,452.17	0.00	8,452.17	(2,999.53)
200.00	05/08/07	04/02/09	4,669.29	6,665.22	0.00	6,665.22	(1,995.93)
175.00	05/08/07	04/03/09	4,091.57	5,832.07	0.00	5,832.07	(1,740.50)
25.00	05/08/07	04/06/09	563.27	833.15	0.00	833.15	(269.88)
SECURITY TOTAL:			32,931.74	50,888.56	0.00	50,888.56	(17,956.82)
165167107/CHESAPEAKE ENERGY CORP							
400.00	05/12/08	08/14/09	9,411.60	22,343.96	0.00	22,343.96	(12,932.36)
200.00	05/12/08	08/17/09	4,466.36	11,171.98	0.00	11,171.98	(6,705.62)
SECURITY TOTAL:			13,877.96	33,515.94	0.00	33,515.94	(19,637.98)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
17275R102/CISCO SYSTEMS INC							
250.00	09/09/05	07/14/09	4,675.48	4,639.33	0.00	4,639.33	36.15
350.00	09/08/05	07/14/09	6,545.67	6,487.85	0.00	6,487.85	57.82
400.00	11/04/04	07/14/09	7,480.77	7,812.00	0.00	7,812.00	(331.23)
500.00	12/28/04	07/14/09	9,350.95	9,665.00	0.00	9,665.00	(314.05)
500.00	05/25/05	07/14/09	9,350.96	9,870.00	0.00	9,870.00	(519.04)
500.00	06/02/05	07/14/09	9,350.96	9,875.00	0.00	9,875.00	(524.04)
500.00	08/23/06	07/14/09	9,350.96	10,659.30	0.00	10,659.30	(1,308.34)
100.00	09/24/04	07/15/09	1,941.25	1,849.00	0.00	1,849.00	92.25
150.00	09/08/05	07/15/09	2,911.88	2,780.50	0.00	2,780.50	131.38
SECURITY TOTAL:			60,958.88	63,637.98	0.00	63,637.98	(2,679.10)
200100/CLASS ACTION SETTLEMENT							
0.00	N/A	07/07/09	0.00	0.00	(81.28)	(81.28)	81.28
219350105/CORNING INC							
750.00	09/26/06	03/26/09	10,593.92	18,141.23	0.00	18,141.23	(7,547.31)
250.00	08/02/07	03/27/09	3,439.38	6,018.23	0.00	6,018.23	(2,578.85)
250.00	09/26/06	03/27/09	3,439.38	6,047.07	0.00	6,047.07	(2,607.69)
250.00	08/02/07	03/30/09	3,185.56	6,018.22	0.00	6,018.22	(2,832.66)
250.00	05/02/07	10/28/09	3,684.59	5,984.20	0.00	5,984.20	(2,299.61)
500.00	08/03/07	10/28/09	7,369.17	11,971.15	0.00	11,971.15	(4,601.98)
SECURITY TOTAL:			31,712.00	54,180.10	0.00	54,180.10	(22,468.10)
254687106/DISNEY (WALT) HOLDING CO							
200.00	08/23/06	02/03/09	4,025.08	5,882.43	0.00	5,882.43	(1,857.35)
550.00	06/02/05	02/03/09	11,068.96	14,969.06	0.00	14,969.06	(3,900.10)
SECURITY TOTAL:			15,094.04	20,851.49	0.00	20,851.49	(5,757.45)
441060100/HOSPIRA INC							
50.00	12/05/07	02/02/09	1,247.62	2,153.98	0.00	2,153.98	(906.36)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
441060100/HOSPIRA INC(Con't)							
100.00	11/16/07	02/02/09	2,495.23	4,102.59	0.00	4,102.59	(1,607.36)
100.00	11/20/07	02/02/09	2,495.24	4,189.78	0.00	4,189.78	(1,694.54)
100.00	12/04/07	02/02/09	2,495.24	4,311.57	0.00	4,311.57	(1,816.33)
100.00	12/10/07	02/02/09	2,495.24	4,363.98	0.00	4,363.98	(1,868.74)
100.00	12/07/07	02/02/09	2,495.24	4,390.73	0.00	4,390.73	(1,895.49)
100.00	12/12/07	02/02/09	2,495.24	4,392.72	0.00	4,392.72	(1,897.48)
150.00	11/26/07	02/02/09	3,742.85	6,336.98	0.00	6,336.98	(2,594.13)
150.00	11/21/07	02/02/09	3,742.85	6,363.92	0.00	6,363.92	(2,621.07)
150.00	12/03/07	02/02/09	3,742.85	6,391.04	0.00	6,391.04	(2,648.19)
150.00	12/06/07	02/02/09	3,742.85	6,485.18	0.00	6,485.18	(2,742.33)
150.00	11/30/07	02/02/09	3,742.85	6,485.72	0.00	6,485.72	(2,742.87)
250.00	12/11/07	02/02/09	6,238.09	10,714.63	0.00	10,714.63	(4,476.54)
SECURITY TOTAL:			41,171.39	70,682.82	0.00	70,682.82	(29,511.43)
460146103/INTERNATIONAL PAPER							
250.00	09/12/08	10/27/09	5,694.18	7,465.03	0.00	7,465.03	(1,770.85)
250.00	09/15/08	10/27/09	5,694.18	7,593.25	0.00	7,593.25	(1,899.07)
250.00	09/10/08	10/28/09	5,729.33	7,462.05	0.00	7,462.05	(1,732.72)
250.00	09/12/08	10/28/09	5,729.33	7,465.02	0.00	7,465.02	(1,735.69)
SECURITY TOTAL:			22,847.02	29,985.35	0.00	29,985.35	(7,138.33)
478160104/JOHNSON & JOHNSON							
50.00	12/21/04	03/26/09	2,633.69	3,143.43	0.00	3,143.43	(509.74)
50.00	01/11/05	03/26/09	2,633.69	3,146.60	0.00	3,146.60	(512.91)
50.00	01/10/05	03/26/09	2,633.69	3,159.72	0.00	3,159.72	(526.03)
50.00	08/23/06	03/26/09	2,633.69	3,198.25	0.00	3,198.25	(564.56)
50.00	01/04/07	03/26/09	2,633.69	3,360.57	0.00	3,360.57	(726.88)
350.00	01/03/07	03/26/09	18,435.83	23,346.75	0.00	23,346.75	(4,910.92)
SECURITY TOTAL:			31,604.28	39,355.32	0.00	39,355.32	(7,751.04)

Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
69331C108/PG & E CORP							
50.00	06/02/05	03/27/09	1,948.20	1,802.00	0.00	1,802.00	146.20
50.00	05/09/06	03/27/09	1,948.20	1,986.24	0.00	1,986.24	(38.04)
200.00	05/08/06	03/27/09	7,792.79	8,003.64	0.00	8,003.64	(210.85)
200.00	08/23/06	03/27/09	7,792.80	8,391.00	0.00	8,391.00	(598.20)
100.00	06/02/05	03/30/09	3,801.89	3,604.00	0.00	3,604.00	197.89
200.00	05/25/05	03/30/09	7,603.77	7,142.00	0.00	7,142.00	461.77
100.00	05/25/05	03/31/09	3,838.10	3,571.00	0.00	3,571.00	267.10
150.00	11/16/04	03/31/09	5,757.16	5,104.52	0.00	5,104.52	652.64
50.00	11/16/04	04/01/09	1,909.41	1,701.50	0.00	1,701.50	207.91
150.00	11/04/04	06/16/09	5,593.19	4,945.01	0.00	4,945.01	648.18
250.00	12/27/04	06/16/09	9,321.98	8,335.00	0.00	8,335.00	986.98
75.00	09/24/04	07/14/09	2,835.53	2,259.00	0.00	2,259.00	576.53
125.00	11/09/04	07/14/09	4,725.88	4,112.10	0.00	4,112.10	613.78
150.00	09/24/04	07/16/09	5,641.70	4,518.00	0.00	4,518.00	1,123.70
SECURITY TOTAL:			70,510.60	65,475.01	0.00	65,475.01	5,035.59
713448108/PEPSICO INC							
50.00	01/13/05	04/22/09	2,429.58	2,632.50	0.00	2,632.50	(202.92)
100.00	05/25/05	04/22/09	4,859.16	5,706.00	0.00	5,706.00	(846.84)
100.00	12/27/04	04/22/09	4,859.17	5,206.00	0.00	5,206.00	(346.83)
100.00	06/02/05	04/22/09	4,859.17	5,680.00	0.00	5,680.00	(820.83)
100.00	08/23/06	04/22/09	4,859.17	6,360.50	0.00	6,360.50	(1,501.33)
250.00	01/12/05	04/22/09	12,147.91	13,355.55	0.00	13,355.55	(1,207.64)
300.00	08/29/05	04/22/09	14,577.49	16,476.99	0.00	16,476.99	(1,899.50)
25.00	11/09/04	04/23/09	1,194.54	1,272.12	0.00	1,272.12	(77.58)
25.00	11/08/04	04/23/09	1,194.54	1,273.55	0.00	1,273.55	(79.01)
25.00	12/27/04	04/23/09	1,194.54	1,301.50	0.00	1,301.50	(106.96)
50.00	11/10/04	04/23/09	2,389.08	2,559.75	0.00	2,559.75	(170.67)
50.00	11/04/04	04/23/09	2,389.09	2,550.68	0.00	2,550.68	(161.59)

Realized Capital Gains/Losses (continued)

2009	CUSIP/Security Description	Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS									
	713448108/PEPSICO INC(Con't)	150.00	11/09/04	04/23/09	7,167.25	7,654.50	0.00	7,654.50	(487.25)
	SECURITY TOTAL:				64,120.69	72,029.64	0.00	72,029.64	(7,908.95)
	760975102/RESEARCH IN MOTION LTD	125.00	11/26/07	10/28/09	7,673.85	14,499.58	0.00	14,499.58	(6,825.73)
		25.00	02/27/08	11/02/09	1,373.03	2,764.53	0.00	2,764.53	(1,391.50)
		75.00	02/26/08	11/02/09	4,119.08	8,132.02	0.00	8,132.02	(4,012.94)
	SECURITY TOTAL:	150.00	07/29/08	11/02/09	8,238.17	17,379.77	0.00	17,379.77	(9,141.60)
					21,404.13	42,775.90	0.00	42,775.90	(21,371.77)
	855030102/STAPLES INC	50.00	04/06/06	06/04/09	1,024.35	1,298.71	0.00	1,298.71	(274.36)
		50.00	04/07/06	06/04/09	1,024.35	1,299.81	0.00	1,299.81	(275.46)
		150.00	04/27/06	06/04/09	3,073.04	3,885.15	0.00	3,885.15	(812.11)
		50.00	04/26/06	12/23/09	1,247.42	1,293.27	0.00	1,293.27	(45.85)
		150.00	04/27/06	12/23/09	3,742.27	3,885.15	0.00	3,885.15	(142.88)
		150.00	04/26/06	12/28/09	3,742.79	3,879.81	0.00	3,879.81	(137.02)
	SECURITY TOTAL:				13,854.22	15,541.90	0.00	15,541.90	(1,687.68)
	881624209/TEVA PHARM INDS LTD ADR	400.00	08/15/08	12/23/09	22,368.51	19,318.84	0.00	19,318.84	3,049.67
	883556102/THERMO FISHER SCIENTIFIC	50.00	11/22/06	08/24/09	2,278.52	2,214.50	0.00	2,214.50	64.02
		100.00	10/19/06	08/24/09	4,557.04	4,278.89	0.00	4,278.89	278.15
		150.00	11/21/06	08/24/09	6,835.57	6,619.19	0.00	6,619.19	216.38
		300.00	10/18/06	08/24/09	13,671.13	12,718.98	0.00	12,718.98	952.15
		450.00	11/20/06	08/24/09	20,506.70	19,737.00	0.00	19,737.00	769.70
		100.00	10/18/06	08/25/09	4,566.67	4,239.66	0.00	4,239.66	327.01
		50.00	10/23/06	10/09/09	2,269.37	2,105.25	0.00	2,105.25	164.12

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
883556102/THERMO FISHER SCIENTIFIC(CON'T)							
100 00	10/20/06	10/09/09	4,538 75	4,235.57	0.00	4,235.57	303.18
50.00	10/16/06	10/13/09	2,270 22	2,049.89	0 00	2,049 89	220 33
100.00	12/28/04	10/13/09	4,540 43	3,086 50	0 00	3,086 50	1,453 93
100.00	10/17/06	10/13/09	4,540 43	4,121 92	0.00	4,121 92	418 51
SECURITY TOTAL:			70,574.83	65,407.35	0.00	65,407.35	5,167.48
912828HN3/TSY INFLATION INDEX BOND 1 5/8% 01/15/18							
700000.00	06/19/08	10/06/09	730,924.18	726,526.05	18,594.10	745,120.15	(14,195 97) ⁶⁶
700000 00	06/19/08	10/09/09	729,415.42	726,526 06	18,686 55	745,212.61	(15,797 19) ⁶⁶
SECURITY TOTAL:			1,460,339.60	1,453,052.11	37,280.65	1,490,332.76	(29,993.16)
912828HW3/TSY INFLATION INDEX BOND 0 5/8% 04/15/13							
700000 00	06/19/08	08/03/09	698,007 66	709,091.19	42,814 00	751,905 19	(53,897 53) ⁶⁶
931142103/WAL-MART STORES INC							
50.00	01/04/07	01/08/09	2,566 59	2,386 49	0 00	2,386.49	180 10
100 00	02/07/07	01/08/09	5,133.18	4,850 91	0 00	4,850 91	282 27
250.00	05/31/07	01/08/09	12,832.95	11,894 05	0 00	11,894 05	938 90
250.00	02/06/07	01/08/09	12,832 95	12,158 75	0 00	12,158 75	674 20
600.00	01/03/07	01/08/09	30,799 09	28,615 74	0.00	28,615.74	2,183 35
450.00	05/30/07	03/25/09	22,989 69	21,156.21	0.00	21,156.21	1,833.48
SECURITY TOTAL:			87,154.45	81,062.15	0.00	81,062.15	6,092.30
H27013103/WEATHERFORD INTL LTD							
100.00	12/20/06	06/03/09	1,963.70	2,192.50	0.00	2,192.50	(228.80)
400.00	03/13/07	06/03/09	7,854.80	8,791.36	0 00	8,791 36	(936 56)
50.00	12/20/06	10/09/09	984.20	1,096 25	0 00	1,096.25	(112 05)
250.00	03/12/07	10/09/09	4,920 97	5,428.46	0.00	5,428.46	(507 49)
150.00	03/12/07	10/12/09	2,950.60	3,257 08	0 00	3,257.08	(306 48)
100.00	03/12/07	10/13/09	1,926.02	2,171 39	0 00	2,171 39	(245 37)
SECURITY TOTAL:			20,600.29	22,937.04	0.00	22,937.04	(2,336.75)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SUBTOTAL LONG TERM GAIN LOSS			2,852,596.12	3,007,817.64	80,013.37	3,087,831.01	(235,234.89)
GRAND TOTAL GAIN/LOSS			3,260,080.47	3,497,106.80	83,364.89	3,580,471.69	(320,391.22)

Realized Capital Gains/Losses

2009

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
200100/CLASS ACTION SETTLEMENT							
0 00	N/A	10/23/09	0 00	0 00	(73 67)	(73 67)	73 67
0 00	N/A	11/16/09	0 00	0 00	(29 21)	(29 21)	29 21
SECURITY TOTAL:			0.00	0.00	(102.88)	(102.88)	102.88
89615G104/TRIEX MINERALS COR							
200 00	12/23/05	12/23/09	436.58	410 90	0 00	410 90	25 68
200 00	12/23/05	12/23/09	436 59	404 08	0.00	404 08	32 51
1000 00	04/04/06	12/23/09	2,182 92	2,241 11	0 00	2,241 11	(58 19)
SECURITY TOTAL:			3,056.09	3,056.09	0.00	3,056.09	0.00
SUBTOTAL LONG TERM GAIN LOSS			3,056.09	3,056.09	(102.88)	2,953.21	102.88
GRAND TOTAL GAIN/LOSS			3,056.09	3,056.09	(102.88)	2,953.21	102.88

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BB&T	392.
Total to Form 990-PF, Part I, line 3, Column A	392.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BESSEMER 9D3L43	44,522.	0.	44,522.
BESSEMER 9D3L43 - OID	56,352.	0.	56,352.
BESSEMER 9D3L43 - U.S. INTEREST	35,460.	0.	35,460.
BESSEMER 9D4470 - DIVIDENDS	598.	0.	598.
BESSEMER 9D4470 - INTEREST	1,031.	0.	1,031.
Total to Fm 990-PF, Part I, ln 4	137,963.	0.	137,963.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BUETOW, LeMASTUS & DICK	2,525.	2,525.		0.
ATTORNEY FEES	10,585.	10,585.		0.
To Form 990-PF, Pg 1, ln 16b	13,110.	13,110.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BESSEMER TRUST	22,492.	22,492.		0.
To Form 990-PF, Pg 1, ln 16c	22,492.	22,492.		0.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	1,751.	1,751.		0.
To Form 990-PF, Pg 1, ln 18	1,751.	1,751.		0.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SUPPLIES	417.	417.		0.
POSTAGE	140.	140.		0.
FILING FEE	4.	4.		0.
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	10,000.	0.		0.
To Form 990-PF, Pg 1, ln 23	10,561.	561.		0.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
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Description	Amount
ADJUSTMENTS IN BOOK VALUE OF ASSETS	2,877.
Total to Form 990-PF, Part III, line 3	2,877.

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S.GOV'T OBLIGATIONS	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
VARIOUS STOCKS	2,911,641.	2,688,131.
COMMODOTIES	457,890.	326,032.
Total to Form 990-PF, Part II, line 10b	3,369,531.	3,014,163.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	COST	208,615.	286,397.
Total to Form 990-PF, Part II, line 13		208,615.	286,397.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
BERTRAM W. KLEIN 3101 SOUTH OCEAN DRIVE #2008 HOLLYWOOD BEACH, FL 33019	PRESIDENT 0.00	0.	0.	0.
DAVID KLEIN 7107 WINDHAM PARKWAY PROSPECT, KY 40059	DIRECTOR 0.00	0.	0.	0.
STEPHEN KLEIN P.O.BOX 201 MCKENNA, WA 98558	DIRECTOR 0.00	0.	0.	0.
RICHARD KLEIN 6714 ELMCROFT CIRCLE LOUISVILLE, KY 40241	TREASURER/DIRECTOR 0.00	0.	0.	0.
BETH PAXTON KLEIN 6714 ELMCROFT CIRCLE LOUISVILLE, KY 40241	SECRETARY 0.00	0.	0.	0.
ELAINE KLEIN 3101 SOUTH OCEAN DRIVE #2008 HOLLYWOOD BEACH, FL 33019	DIRECTOR 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization KLEIN FAMILY FOUNDATION, INC BETH KLEIN	Employer identification number 61-0648689
	Number, street, and room or suite no. If a P.O. box, see instructions. 6714 ELMCROFT CIRCLE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40241	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

BETH KLEIN

- The books are in the care of ▶ **6714 ELMCROFT CIRCLE - LOUISVILLE, KY 40241**

Telephone No. ▶ **502-562-5413**

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **August 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ ☒ calendar year **2009** or
 ▶ ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)