Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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 change

Name of foundation
KLEIN FAMILY FOUNDATION, INC
BETH KLEIN

A Employer identification number
61-0648689

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6714 ELMCROFT CIRCLE

B Telephone number
502-292-0597

City or town, state, and ZIP code
LOUISVILLE, KY 40241

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,905,263.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	111.	111.		Statement 1
	4	Dividends and interest from securities	77,085.	77,085.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	47,006.			
	b	Gross sales price for all assets on line 6a 787,504.				
	7	Capital gain net income (from Part IV, line 2)		47,006.		
	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	124,202.	124,202.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages	24,000.	0.		0.
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 3	3,808.	3,808.		0.
	c	Other professional fees Stmt 4	16,309.	16,309.		0.
	17	Interest				
	18	Taxes Stmt 5	1,410.	1,410.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	10,297.	297.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,824.	21,824.		0.
	25	Contributions, gifts, grants paid	362,794.			362,794.
	26	**Total expenses and disbursements.** Add lines 24 and 25	418,618.	21,824.		362,794.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-294,416.			
	b	**Net investment income** (if negative, enter -0-)		102,378.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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KLEIN FAMILY FOUNDATION, INC
BETH KLEIN

61-0648689

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	50,195.	99,358.	99,358.
	2	Savings and temporary cash investments	3,530,970.	3,010,637.	3,010,637.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	3,369,531.	3,546,688.	3,504,222.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 9	208,615.	208,615.	291,046.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	7,159,311.	6,865,298.	6,905,263.
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	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	7,159,311.	6,865,298.	
	30	**Total net assets or fund balances**	7,159,311.	6,865,298.	
	31	**Total liabilities and net assets/fund balances**	7,159,311.	6,865,298.	

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	7,159,311.
2	Enter amount from Part I, line 27a	2	-294,416.
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	403.
4	Add lines 1, 2, and 3	4	6,865,298.
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	6,865,298.

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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 9D4470 STMT ATTACHED		Various	Various
b	BESSEMER 953L43 STMT ATTACHED		Various	Various
c	BESSEMER 953L43 STMT ATTACHED		Various	Various
d	BESSEMER 9D3L43		Various	Various
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	18,902.		6,400.	12,502.
b	434,871.		452,483.	-17,612.
c	328,237.		281,615.	46,622.
d	5,494.			5,494.
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				12,502.
b				-17,612.
c				46,622.
d				5,494.
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 47,006.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2009	372,120.	6,698,191.	.055555
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

2	**Total** of line 1, column (d)	2	.276386
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	.055277
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,706,843.
5	Multiply line 4 by line 3	5	370,734.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,024.
7	Add lines 5 and 6	7	371,758.
8	Enter qualifying distributions from Part XII, line 4	8	362,794.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	2,048.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,048.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,048.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,371.		
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	6,371.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	4,323.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 4,323. **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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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.*	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BETH KLEIN Telephone no. ▶ 502-562-5413

Located at ▶ 6714 ELMCROFT CIRCLE, LOUISVILLE, KY 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

		Yes	No
16 At any time during calendar year 2010, 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		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
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):			
(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 22 of the instructions)? N/A	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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 2010 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 2010.)* 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 2010?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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 10		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.

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	3,198,891.
b	Average of monthly cash balances		1b	3,321,366.
c	Fair market value of all other assets		1c	288,721.
d	**Total** (add lines 1a, b, and c)		1d	6,808,978.
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	6,808,978.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	102,135.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,706,843.
6	**Minimum investment return** Enter 5% of line 5		6	335,342.

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	335,342.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,048.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,048.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	333,294.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	333,294.
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	333,294.

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	362,794.
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	362,794.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	362,794.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					333,294.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	18,735.				
b From 2006	8,625.				
c From 2007	61,173.				
d From 2008	115,958.				
e From 2009	39,218.				
f **Total** of lines 3a through e		243,709.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	362,794.				
a Applied to 2009, 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 2010 distributable amount					333,294.
e Remaining amount distributed out of corpus		29,500.			
5 Excess distributions carryover applied to 2010 (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		273,209.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7		18,735.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		254,474.			
10 Analysis of line 9:					
a Excess from 2006	8,625.				
b Excess from 2007	61,173.				
c Excess from 2008	115,958.				
d Excess from 2009	39,218.				
e Excess from 2010	29,500.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

None

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

None

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

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

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

BERTRAM W. KLEIN
3101 SOUTH OCEAN DRIVE #2008, HOLLYWOOD BEACH, FL 33019

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

NO PRESCRIBED FORMAT

c Any submission deadlines:

NONE

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

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	362,794.
Total			▶ 3a	362,794.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	111.	
4 Dividends and interest from securities			14	77,085.	
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			14	47,006.	
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.		124,202.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 124,202.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	Income was used to provide funds for the organization and further its exempt purpose by providing additional funds to contribute to charitable organizations.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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

Beth P. Klein | 8-8-11 | Secretary

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JOHN T. LEMASTUS	Joel T. Lemastus	8-4-11		

Firm's name ▶ BUETOW, LEMASTUS & DICK PLLC

Firm's EIN ▶

Firm's address ▶ 1510 PNC PLAZA
LOUISVILLE, KY 40202

Phone no. (502) 568-6533

Form 990-PF (2010)

023622
04-26-11

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

Source	Amount
BB&T	111.
Total to Form 990-PF, Part I, line 3, Column A	111.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BESSEMER 9D3L43	74,715.	0.	74,715.
BESSEMER 9D3L43 - U.S. INTEREST	1,267.	0.	1,267.
BESSEMER 9D4470 - DIVIDENDS	741.	0.	741.
BESSEMER 9D4470 - INTEREST	362.	0.	362.
Total to Fm 990-PF, Part I, ln 4	77,085.	0.	77,085.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BUETOW, LeMASTUS & DICK	3,725.	3,725.		0.
ATTORNEY FEES	83.	83.		0.
To Form 990-PF, Pg 1, ln 16b	3,808.	3,808.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BESSEMER TRUST	16,309.	16,309.		0.
To Form 990-PF, Pg 1, ln 16c	16,309.	16,309.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	1,410.	1,410.		0.
To Form 990-PF, Pg 1, ln 18	1,410.	1,410.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER SUPPLIES	228.	228.		0.
POSTAGE	12.	12.		0.
FILING FEE	4.	4.		0.
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	10,000.	0.		0.
STAMPS	53.	53.		0.
To Form 990-PF, Pg 1, ln 23	10,297.	297.		0.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 7

Description	Amount
ADJUSTMENTS IN BOOK VALUE OF ASSETS	403.
Total to Form 990-PF, Part III, line 3	403.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
VARIOUS STOCKS	3,072,623.	3,126,832.
COMMODOTIES	474,065.	377,390.
Total to Form 990-PF, Part II, line 10b	3,546,688.	3,504,222.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	COST	208,615.	291,046.
Total to Form 990-PF, Part II, line 13		208,615.	291,046.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense 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.

Itemized Categories
1/1/2010 Through 12/31/2010

Date	Description	Amount
EXPENSES		
Donation		
12/15/2010	Alzheimer's Association	-1,000.00
12/12/2010	American Diabetes Association, Louisville Chapter	-1,000.00
12/15/2010	American Heart Association	-1,000 00
8/20/2010	American Institute Of Philanthropy	-40.00
5/22/2010	American Printing House For The Blind	-5,000 00
12/14/2010	American Printing House For The Blind, Inc.	-25 00
3/30/2010	Amnesty International USA	-30 00
10/25/2010	Amnesty International USA	-50 00
12/15/2010	Association For Macular Diseases, Inc.	-1,000 00
4/25/2010	Blessings In a Backpack	-8,000.00
12/15/2010	Camp Nebagamon Scholarship Fund	-50.00
12/1/2010	CARE	-50.00
9/1/2010	Centre College	-250 00
6/18/2010	Chehalis Ballet Center	-300 00
6/27/2010	Chi Omega Foundation	-100 00
7/11/2010	Children's School Of Excellence	-6,840.00
3/25/2010	City Of Yelm	-100 00
1/1/2010	Congregation Adath Jeshuran	-283 00
1/1/2010	Congregation Adath Jeshuran	-25 00
1/17/2010	Congregation Adath Jeshuran	-100 00
1/17/2010	Congregation Adath Jeshuran	-50 00
7/11/2010	Congregation Adath Jeshuran	-566 00
12/15/2010	Congregation Adath Jeshuran	-14,750.00
9/29/2010	Congregation Anshei Sfard	-400.00
9/12/2010	Dare To Care	-2,000 00
2/3/2010	Doctors Without Borders USA	-250 00
1/17/2010	First Baptist Church (Carrollton, KY)	-50 00
12/15/2010	Fund For The Arts	-20,000.00
12/15/2010	Gilda's Club Of Louisville	-15,000 00
8/1/2010	Grayson-Jockey Club Research Foundation, Inc.	-1,000 00
7/14/2010	Green County Junior Miss Scholarship Program	-110 00
1/2/2010	Green Hill Therapy, Inc.	-2,000 00
3/30/2010	Greenbriar Elementary School (Indianapolis, IN)	-25 00
12/15/2010	Guiding Eyes For The Blind, Inc.	-500.00
4/24/2010	Habitat For Humanity	-25.00
5/22/2010	Habitat For Humanity	-100.00
1/26/2010	Hosparus Of Louisville	-25 00
4/24/2010	Hosparus Of Louisville	-25 00
11/5/2010	Indiana University Dance Marathon / Children's Miracle ...	-50.00
12/15/2010	Jewish Community of Louisville	-50,000.00
4/24/2010	Jewish Family & Career Services	-250 00
12/15/2010	Jewish Family & Career Services	-15,000.00
3/11/2010	Jewish Family Service Of Houston, TX	-100 00
1/17/2010	Keneseth Israel Congregation	-112 50
3/11/2010	Keneseth Israel Congregation	-25 00
4/24/2010	Keneseth Israel Congregation	-112.50
7/11/2010	Keneseth Israel Congregation	-225.00
9/29/2010	Keneseth Israel Congregation	-100 00
11/15/2010	Keneseth Israel Congregation	-25 00
4/24/2010	Kentucky Athletic Hall Of Fame	-100 00
3/29/2010	Kentucky Country Day School	-160.00
10/13/2010	Kentucky Country Day School	-250.00
12/15/2010	Kentucky Country Day School	-20,000.00
12/15/2010	Kentucky Derby Museum - Klein Family Learning Center	-5,000 00
12/15/2010	Kentucky Equine Humane Center, Inc.	-2,000 00
12/15/2010	Kentucky Humane Society	-2,000 00

Itemized Categories

1/1/2010 Through 12/31/2010

Date	Description	Amount
12/15/2010	Kentucky Lions Eye Foundation	-1,000 00
12/15/2010	Leukemia & Lymphoma Society - KY Chapter	-10,000 00
3/17/2010	Louisville Ballet	-10,000 00
12/24/2010	Meghan's Mountain Charitable Foundation Inc.	-100 00
6/27/2010	Meghan's Mountain Charitable Foundation, Inc	-2,500 00
12/15/2010	Metro United Way	-32,500.00
8/20/2010	Michael-Quinlan-Brarin Tumor Foundation	-200 00
6/18/2010	N Theatre	-500.00
8/25/2010	Natural Resources Defense Council	-100 00
11/4/2010	Natural Resources Defense Council	-1,000 00
11/22/2010	Nisqually Land Trust	-500 00
9/12/2010	Pancreatic Cancer Action Network	-100 00
12/15/2010	Parkinson Support Center Of Kentuckiana	-5,000 00
12/5/2010	RABC/Rainier Historical Society/Food Bank	-2,000.00
4/1/2010	Rainier Education Foundation	-1,000.00
8/1/2010	Robert G Stallings Memorial Fund	-200 00
3/17/2010	Seattle Symphony	-350 00
12/17/2010	Susan G. Komen For The Cure	-1,000 00
8/11/2010	Temple Beth El	-874 50
11/22/2010	Temple Emanu-El	-500 00
9/12/2010	Temple Shalom	-400 00
1/17/2010	The Clinton Bush Haiti Fund	-2,500 00
1/1/2010	The Community Foundation Of Louisville	-200 00
6/27/2010	The Kentucky Center	-5,000.00
2/18/2010	The Masters' Fund	-3,000 00
3/11/2010	The Masters' Fund	-2,000.00
11/22/2010	The Masters' Fund	-1,000 00
10/25/2010	The Monroe Institute	-5,000.00
6/14/2010	The Nature Conservancy	-100.00
10/1/2010	The Shamrock Foundation, Inc	-500.00
7/11/2010	The Temple	-40.00
8/1/2010	The Temple	-3,852 00
8/11/2010	The Temple	-13,500 00
10/20/2010	The Temple	-50.00
11/15/2010	The Temple	-48 00
12/15/2010	The Temple	-25 00
3/17/2010	Thoroughbred Retirement Foundation	-100 00
5/22/2010	Truthout	-250 00
10/25/2010	Truthout	-250.00
12/15/2010	United States Holocaust Memorial Museum	-1,000.00
12/15/2010	University of Kentucky Gluck Equine Research Foundati..	-500 00
9/29/2010	University of Louisville Fdn.- James Graham Brown Can ..	-25.00
12/15/2010	University of Louisville Fdn - James Graham Brown Can	-20,000 00
11/4/2010	University Of Louisville Foundation	-30,000 00
12/2/2010	University of Miami Sports Hall Of Fame	-100 00
1/2/2010	University Of Pennsylvania	-25,000.00
9/12/2010	West End School, Inc.	-1,000.00
1/26/2010	YMCA Of Greater Louisville	-100 00
8/20/2010	YMCA Of Greater Louisville	-200 00
TOTAL Donation		**-362,793.50**

TOTAL EXPENSES	**-362,793.50**
OVERALL TOTAL	**-362,793.50**

BESSEMER TRUST	Income Summary Statement for Account 9D3L43	Statement Date: 02/11/2011	2010
100 Woodbridge Center Drive Woodbridge, NJ 07095-1191 PAYER'S Federal ID No: 59-6067333	KLEIN FAMILY FOUNDATION, INC IMA c/o BESSEMER TRUST CO. 100 WOODBRIDGE CENTER DRIVE WOODBRIDGE, NJ 07095-1191 RECIPIENT'S ID No: 61-0648689	Rep No: RAPPORT Rep Name: Kerry Lynn Rappport	

2010	Dividends and Distributions	Not reported to IRS
1a	Total ordinary dividends (includes 1b)	74,714.85
1b	Qualified dividends	31,041.21
2a	Total capital gain distributions (includes 2b,2c,2d)	5,494.09
2b	Unrecaptured section 1250 gain	0.00
2c	Section 1202 gain	0.00
2d	Collectibles (28%) gain	0.00
3	Nondividend distributions	348.60
4	**Federal income tax withheld**	0.00
5	Investment expenses	0.00
6	Foreign tax paid	1,316.07
7	Foreign country or U.S. possession	Various
8	Cash liquidation distributions	0.00
9	Noncash liquidation distributions	0.00

2010	Regulated Futures Contracts	Not reported to IRS
8	Profit or (loss) realized in 2010	0.00
9	Unrealized profit or (loss)- open contracts 12/31/2009	0.00
10	Unrealized profit or (loss)- open contracts 12/31/2010	0.00
11	Aggregate profit or (loss)	0.00

2010	Gross Proceeds Summary	Not reported to IRS
2	Gross proceeds less commissions	762,787.07
4	**Federal income tax withheld**	0.00

2010	Interest Income	Not reported to IRS
1	Interest income (not included in 3)	0.00
2	Early withdrawal penalty	0.00
3	Interest on U.S. savings bonds and treas. obligations	1,266.92
4	**Federal income tax withheld**	0.00
5	Investment expenses	0.00
6	Foreign tax paid	0.00
7	Foreign country or U.S. possession	
8	Tax-exempt interest (includes 9)	0.00
9	Specified private activity bond interest (AMT)	0.00
10	Tax-exempt bond CUSIP no. (see instructions)	

Lines 8 and 9 include tax-exempt interest, exempt-interest dividends and tax-exempt original issue discount.

2010	Miscellaneous Income	Not reported to IRS
2	Royalties	0.00
3	Other income	0.00
4	**Federal income tax withheld**	0.00
8	Substitute payments in lieu of dividends or interest	0.00

2010	Original Issue Discount Summary	Not reported to IRS
1	Original issue discount for 2010	0.00
2	Other periodic interest	0.00
4	**Federal income tax withheld**	0.00
6	Original issue discount on U.S. Treasury obligations	0.00
7	Investment expenses	0.00

Changes to dividend tax classifications processed after your original tax form is issued for 2010 may require an amended form.

Customer Service: Phone - **212-603-3240**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN/LOSS							
071813109/BAXTER INTERNATIONAL INC							
35.00	01/25/10	06/10/10	1,431.86	2,091.25	0.00	2,091.25	(659.39)
40.00	01/29/10	06/10/10	1,636.41	2,314.75	0.00	2,314.75	(678.34)
300.00	01/22/10	06/10/10	12,273.10	17,666.76	0.00	17,666.76	(5,393.66)
15.00	01/29/10	06/11/10	619.57	868.03	0.00	868.03	(248.46)
Security total:			**15,960.94**	**22,940.79**	**0.00**	**22,940.79**	**(6,979.85)**
260543103/DOW CHEMICAL							
185.00	01/25/10	08/20/10	4,530.37	5,272.48	0.00	5,272.48	(742.11)
265.00	12/30/09	08/20/10	6,489.44	7,500.21	0.00	7,500.21	(1,010.77)
165.00	01/29/10	08/23/10	3,994.90	4,613.18	0.00	4,613.18	(618.28)
185.00	12/30/09	08/23/10	4,479.12	5,236.00	0.00	5,236.00	(756.88)
35.00	11/20/09	08/24/10	811.85	975.41	0.00	975.41	(163.56)
65.00	01/29/10	08/24/10	1,507.73	1,817.32	0.00	1,817.32	(309.59)
150.00	10/12/09	08/24/10	3,479.37	3,924.79	0.00	3,924.79	(445.42)
200.00	10/09/09	08/24/10	4,639.17	5,227.96	0.00	5,227.96	(588.79)
50.00	10/28/09	08/25/10	1,143.19	1,220.44	0.00	1,220.44	(77.25)
50.00	10/13/09	08/25/10	1,143.20	1,294.54	0.00	1,294.54	(151.34)
250.00	10/09/09	08/25/10	5,715.98	6,534.95	0.00	6,534.95	(818.97)
52.00	10/28/09	08/26/10	1,231.58	1,269.26	0.00	1,269.26	(37.68)
Security total:			**39,165.90**	**44,886.54**	**0.00**	**44,886.54**	**(5,720.64)**
268648102/EMC CORP							
250.00	11/20/09	04/30/10	4,795.57	4,227.50	0.00	4,227.50	568.07
360.00	01/29/10	04/30/10	6,905.62	6,156.00	0.00	6,156.00	749.62
390.00	01/25/10	04/30/10	7,481.08	6,641.70	0.00	6,641.70	839.38
Security total:			**19,182.27**	**17,025.20**	**0.00**	**17,025.20**	**2,157.07**
26875P101/EOG RES INC							
60.00	01/29/10	03/17/10	5,769.86	5,547.00	0.00	5,547.00	222.86
90.00	01/25/10	03/17/10	8,654.78	8,553.60	0.00	8,553.60	101.18

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							
26875P101/EOG RES INC (Con't)							
20.00	01/29/10	03/18/10	1,869.23	1,849.00	0.00	1,849.00	20.23
60.00	11/20/09	03/18/10	5,607.70	5,156.35	0.00	5,156.35	451.35
70.00	09/17/09	03/18/10	6,542.32	5,811.14	0.00	5,811.14	731.18
45.00	09/15/09	05/10/10	4,770.20	3,594.39	0.00	3,594.39	1,175.81
80.00	09/17/09	05/10/10	8,480.36	6,641.30	0.00	6,641.30	1,839.06
Security total:			**41,694.45**	**37,152.78**	**0.00**	**37,152.78**	**4,541.67**
31428X106/FEDEX CORP							
150.00	11/18/09	06/09/10	11,825.17	12,551.66	0.00	12,551.66	(726.49)
25.00	01/29/10	06/10/10	1,994.38	2,008.72	0.00	2,008.72	(14.34)
125.00	11/18/09	06/10/10	9,971.90	10,459.71	0.00	10,459.71	(487.81)
30.00	01/29/10	06/11/10	2,400.37	2,410.47	0.00	2,410.47	(10.10)
40.00	01/25/10	06/11/10	3,200.49	3,211.74	0.00	3,211.74	(11.25)
Security total:			**29,392.31**	**30,642.30**	**0.00**	**30,642.30**	**(1,249.99)**
452308109/ILLINOIS TOOL WORKS INC							
500.00	11/20/09	03/11/10	23,324.20	24,744.60	0.00	24,744.60	(1,420.40)
55.00	11/20/09	03/15/10	2,510.64	2,721.91	0.00	2,721.91	(211.27)
145.00	08/10/09	03/15/10	6,618.97	5,818.33	0.00	5,818.33	800.64
150.00	01/25/10	03/15/10	6,847.22	6,843.90	0.00	6,843.90	3.32
Security total:			**39,301.03**	**40,128.74**	**0.00**	**40,128.74**	**(827.71)**
460146103/INTERNATIONAL PAPER							
85.00	01/25/10	08/05/10	2,090.48	2,114.28	0.00	2,114.28	(23.80)
165.00	11/20/09	08/05/10	4,057.99	4,112.53	0.00	4,112.53	(54.54)
250.00	01/25/10	08/06/10	6,133.91	6,218.47	0.00	6,218.47	(84.56)
30.00	01/25/10	08/09/10	714.34	746.22	0.00	746.22	(31.88)
100.00	01/29/10	08/10/10	2,293.29	2,340.65	0.00	2,340.65	(47.36)
Security total:			**15,290.01**	**15,532.15**	**0.00**	**15,532.15**	**(242.14)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN/LOSS							
478160104/JOHNSON_&_JOHNSON							
50.00	01/29/10	04/13/10	3,264.24	3,179.44	0.00	3,179.44	84.80
10.00	01/25/10	04/14/10	653.43	634.83	0.00	634.83	18.60
15.00	01/29/10	04/14/10	980.15	953.83	0.00	953.83	26.32
Security total:			**4,897.82**	**4,768.10**	**0.00**	**4,768.10**	**129.72**
693475105/PNC_FINANCIAL_SVS_GRP							
150.00	07/13/10	09/20/10	8,112.17	9,435.87	0.00	9,435.87	(1,323.70)
225.00	07/13/10	09/21/10	12,168.46	14,153.81	0.00	14,153.81	(1,985.35)
125.00	07/13/10	09/22/10	6,429.40	7,863.22	0.00	7,863.22	(1,433.82)
Security total:			**26,710.03**	**31,452.90**	**0.00**	**31,452.90**	**(4,742.87)**
704326107/PAYCHEX_INC							
100.00	11/06/09	07/29/10	2,622.87	3,026.21	0.00	3,026.21	(403.34)
350.00	11/18/09	07/29/10	9,180.03	10,968.48	0.00	10,968.48	(1,788.45)
50.00	01/29/10	07/30/10	1,297.68	1,464.07	0.00	1,464.07	(166.39)
150.00	01/25/10	07/30/10	3,893.03	4,452.00	0.00	4,452.00	(558.97)
150.00	11/05/09	07/30/10	3,893.03	4,521.91	0.00	4,521.91	(628.88)
55.00	11/04/09	08/02/10	1,435.90	1,599.82	0.00	1,599.82	(163.92)
145.00	01/29/10	08/02/10	3,785.57	4,245.82	0.00	4,245.82	(460.25)
125.00	11/04/09	08/03/10	3,246.94	3,635.95	0.00	3,635.95	(389.01)
70.00	11/04/09	08/04/10	1,816.57	2,036.13	0.00	2,036.13	(219.56)
80.00	11/03/09	08/04/10	2,076.07	2,283.75	0.00	2,283.75	(207.68)
120.00	11/03/09	08/05/10	3,088.80	3,425.63	0.00	3,425.63	(336.83)
Security total:			**36,336.49**	**41,659.77**	**0.00**	**41,659.77**	**(5,323.28)**
717081103/PFIZER_INC							
250.00	01/22/10	10/06/10	4,319.68	4,762.50	0.00	4,762.50	(442.82)
74144T108/T_ROWE_PRICE_GROUP_INC							
30.00	01/29/10	05/10/10	1,645.84	1,523.06	0.00	1,523.06	122.78

SHORT TERM GAIN/LOSS

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
74144T108/T ROWE PRICE GROUP INC (Con't)							
120.00	01/25/10	05/10/10	6,583.37	6,153.35	0.00	6,153.35	430.02
20.00	10/28/09	05/11/10	1,086.19	1,014.80	0.00	1,014.80	71.39
80.00	01/29/10	05/11/10	4,344.76	4,061.51	0.00	4,061.51	283.25
150.00	10/28/09	05/12/10	8,219.35	7,611.00	0.00	7,611.00	608.35
50.00	10/28/09	05/13/10	2,715.34	2,537.00	0.00	2,537.00	178.34
Security total:			**24,594.85**	**22,900.72**	**0.00**	**22,900.72**	**1,694.13**
855030102/STAPLES INC							
400.00	01/29/10	11/11/10	8,180.90	9,611.76	0.00	9,611.76	(1,430.86)
35.00	11/20/09	11/12/10	712.06	794.50	0.00	794.50	(82.44)
90.00	01/29/10	11/12/10	1,831.02	2,162.65	0.00	2,162.65	(331.63)
Security total:			**10,723.98**	**12,568.91**	**0.00**	**12,568.91**	**(1,844.93)**
883556102/THERMO FISHER SCIENTIFIC							
30.00	11/20/09	01/15/10	1,428.54	1,392.58	0.00	1,392.58	35.96
45.00	11/20/09	01/19/10	2,189.20	2,088.86	0.00	2,088.86	100.34
Security total:			**3,617.74**	**3,481.44**	**0.00**	**3,481.44**	**136.30**
907818108/UNION PACIFIC CORP							
15.00	11/20/09	05/10/10	1,117.90	969.88	0.00	969.88	148.02
55.00	08/10/09	05/10/10	4,098.95	3,276.90	0.00	3,276.90	822.05
65.00	01/29/10	05/10/10	4,844.21	4,040.30	0.00	4,040.30	803.91
75.00	01/25/10	05/10/10	5,589.47	4,786.50	0.00	4,786.50	802.97
115.00	10/28/09	05/10/10	8,570.53	6,431.84	0.00	6,431.84	2,138.69
125.00	10/28/09	05/11/10	9,384.24	6,991.12	0.00	6,991.12	2,393.12
23.00	10/28/09	05/12/10	1,747.46	1,286.37	0.00	1,286.37	461.09
Security total:			**35,352.76**	**27,782.91**	**0.00**	**27,782.91**	**7,569.85**
911312106/UNITED PARCEL SERVICE CL B							
15.00	11/20/09	02/01/10	870.11	856.03	0.00	856.03	14.08

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN/LOSS							
911312106/UNITED_PARCEL_SERVICE_CL_B_(Con't)							
70.00	01/25/10	02/01/10	4,060.53	4,115.30	0.00	4,115.30	(54.77)
190.00	10/28/09	02/01/10	11,021.44	10,389.20	0.00	10,389.20	632.24
55.00	08/10/09	02/02/10	3,232.76	2,950.75	0.00	2,950.75	282.01
68.00	10/28/09	02/02/10	3,996.86	3,718.24	0.00	3,718.24	278.62
Security total:			**23,181.70**	**22,029.52**	**0.00**	**22,029.52**	**1,152.18**
931422109/WALGREEN_CO							
300.00	02/02/10	08/05/10	8,443.18	10,976.31	0.00	10,976.31	(2,533.13)
250.00	02/01/10	08/06/10	6,943.15	9,073.43	0.00	9,073.43	(2,130.28)
100.00	02/01/10	08/10/10	2,813.27	3,629.37	0.00	3,629.37	(816.10)
300.00	02/03/10	08/10/10	8,439.82	10,540.89	0.00	10,540.89	(2,101.07)
Security total:			**26,639.42**	**34,220.00**	**0.00**	**34,220.00**	**(7,580.58)**
H27013103/WEATHERFORD_INTL_LTD							
250.00	11/20/09	05/10/10	3,974.53	4,207.50	0.00	4,207.50	(232.97)
315.00	01/25/10	05/10/10	5,007.91	5,685.75	0.00	5,685.75	(677.84)
Security total:			**8,982.44**	**9,893.25**	**0.00**	**9,893.25**	**(910.81)**
H89128104/TYCO_INTL_LTD_NEW							
75.00	01/25/10	10/08/10	2,793.36	2,787.23	0.00	2,787.23	6.13
80.00	11/18/09	10/11/10	2,976.07	2,960.63	0.00	2,960.63	15.44
120.00	01/25/10	10/11/10	4,464.10	4,459.58	0.00	4,459.58	4.52
50.00	11/20/09	10/12/10	1,860.73	1,829.22	0.00	1,829.22	31.51
70.00	11/18/09	10/12/10	2,605.02	2,590.55	0.00	2,590.55	14.47
80.00	11/19/09	10/12/10	2,977.16	2,925.70	0.00	2,925.70	51.46
10.00	11/20/09	10/13/10	376.22	365.09	0.00	365.09	11.13
20.00	11/19/09	10/13/10	752.45	731.43	0.00	731.43	21.02
105.00	10/28/09	10/13/10	3,950.36	3,545.85	0.00	3,545.85	404.51
180.00	01/29/10	10/13/10	6,772.04	6,459.37	0.00	6,459.37	312.67
Security total:			**29,527.51**	**28,654.65**	**0.00**	**28,654.65**	**872.86**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
Sub-total short term gain/loss:			434,871.33	452,483.17	0.00	452,483.17	(17,611.84)
LONG TERM GAIN/LOSS							
025816109/AMERICAN_EXPRESS							
100.00	12/27/04	04/30/10	4,756.30	4,938.45	0.00	4,938.45	(182.15)
150.00	11/09/04	04/30/10	7,134.45	7,189.71	0.00	7,189.71	(55.26)
200.00	11/04/04	04/30/10	9,512.60	9,628.30	0.00	9,628.30	(115.70)
Security total:			21,403.35	21,756.46	0.00	21,756.46	(353.11)
151020104/CELGENE_CORP							
250.00	05/26/05	03/04/10	15,203.86	5,075.00	0.00	5,075.00	10,128.86
50.00	04/15/05	03/05/10	3,076.33	921.23	0.00	921.23	2,155.10
100.00	04/15/05	10/06/10	5,764.72	1,842.45	0.00	1,842.45	3,922.27
100.00	04/15/05	10/07/10	5,765.93	1,842.45	0.00	1,842.45	3,923.48
75.00	09/23/04	10/08/10	4,336.89	1,090.13	0.00	1,090.13	3,246.76
15.00	12/07/04	10/11/10	862.97	213.98	0.00	213.98	648.99
35.00	09/23/04	10/11/10	2,013.60	508.72	0.00	508.72	1,504.88
35.00	12/07/04	10/12/10	2,031.33	499.27	0.00	499.27	1,532.06
115.00	12/28/04	10/12/10	6,674.35	1,523.75	0.00	1,523.75	5,150.60
50.00	12/28/04	10/13/10	2,920.72	662.50	0.00	662.50	2,258.22
85.00	12/28/04	10/14/10	4,929.50	1,126.25	0.00	1,126.25	3,803.25
Security total:			53,580.20	15,305.73	0.00	15,305.73	38,274.47
17275R102/CISCO_SYSTEMS_INC							
450.00	09/24/04	04/13/10	11,844.88	8,320.50	0.00	8,320.50	3,524.38
550.00	11/17/05	04/13/10	14,477.07	9,527.15	0.00	9,527.15	4,949.92
Security total:			26,321.95	17,847.65	0.00	17,847.65	8,474.30
200100/CLASS_ACTION							
0.00	12/15/10	12/15/10	308.56				308.56
0.00	12/16/10	12/16/10	13.08				13.08
Security total:			321.64				321.64

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN/LOSS							
219350105/CORNING_INC							
300.00	10/26/06	02/01/10	5,433.11	6,380.91	0.00	6,380.91	(947.80)
500.00	05/01/07	02/01/10	9,055.19	11,724.60	0.00	11,724.60	(2,669.41)
450.00	10/26/06	02/02/10	8,236.83	9,571.37	0.00	9,571.37	(1,334.54)
Security total:			**22,725.13**	**27,676.88**	**0.00**	**27,676.88**	**(4,951.75)**
26875P101/EOG_RES_INC							
75.00	09/15/09	09/20/10	6,576.89	5,990.66	0.00	5,990.66	586.23
30.00	09/15/09	09/21/10	2,657.04	2,396.26	0.00	2,396.26	260.78
40.00	08/10/09	09/21/10	3,542.71	3,063.20	0.00	3,063.20	479.51
Security total:			**12,776.64**	**11,450.12**	**0.00**	**11,450.12**	**1,326.52**
460146103/INTERNATIONAL_PAPER							
120.00	09/10/08	08/09/10	2,857.34	3,581.78	0.00	3,581.78	(724.44)
478160104/JOHNSON_&_JOHNSON							
50.00	01/04/05	04/13/10	3,264.24	3,138.18	0.00	3,138.18	126.06
75.00	11/09/04	04/13/10	4,896.36	4,491.00	0.00	4,491.00	405.36
100.00	11/04/04	04/13/10	6,528.48	5,921.00	0.00	5,921.00	607.48
150.00	09/24/04	04/13/10	9,792.72	8,493.00	0.00	8,493.00	1,299.72
Security total:			**24,481.80**	**22,043.18**	**0.00**	**22,043.18**	**2,438.62**
548661107/LOWES_COS_INC							
650.00	09/30/08	04/30/10	17,952.69	15,498.41	0.00	15,498.41	2,454.28
50.00	09/30/08	05/03/10	1,381.53	1,192.19	0.00	1,192.19	189.34
Security total:			**19,334.22**	**16,690.60**	**0.00**	**16,690.60**	**2,643.62**
742718109/PROCTER_&_GAMBLE_CO							
200.00	03/20/08	03/03/10	12,723.46	13,828.32	0.00	13,828.32	(1,104.86)
300.00	03/24/08	03/03/10	19,085.18	20,894.07	0.00	20,894.07	(1,808.89)
150.00	03/20/08	03/04/10	9,539.01	10,371.24	0.00	10,371.24	(832.23)
Security total:			**41,347.65**	**45,093.63**	**0.00**	**45,093.63**	**(3,745.98)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN/LOSS							
855030102/STAPLES_INC							
75.00	04/26/06	11/12/10	1,525.85	1,939.91	0.00	1,939.91	(414.06)
75.00	04/26/06	11/16/10	1,514.58	1,939.90	0.00	1,939.90	(425.32)
125.00	04/10/06	11/16/10	2,524.29	3,204.79	0.00	3,204.79	(680.50)
25.00	08/04/06	11/17/10	499.77	575.00	0.00	575.00	(75.23)
25.00	04/10/06	11/17/10	499.77	640.96	0.00	640.96	(141.19)
50.00	04/12/06	11/17/10	999.55	1,270.60	0.00	1,270.60	(271.05)
100.00	04/11/06	11/17/10	1,999.10	2,531.57	0.00	2,531.57	(532.47)
500.00	08/23/06	11/17/10	9,995.48	11,762.50	0.00	11,762.50	(1,767.02)
50.00	08/03/06	11/18/10	1,030.00	1,093.10	0.00	1,093.10	(63.10)
225.00	08/04/06	11/18/10	4,634.98	5,175.00	0.00	5,175.00	(540.02)
200.00	08/03/06	11/19/10	4,224.39	4,372.42	0.00	4,372.42	(148.03)
Security total:			29,447.76	34,505.75	0.00	34,505.75	(5,057.99)
883556102/THERMO_FISHER_SCIENTIFIC							
50.00	12/28/04	01/13/10	2,425.49	1,543.25	0.00	1,543.25	882.24
100.00	04/15/05	01/13/10	4,850.98	2,845.00	0.00	2,845.00	2,005.98
50.00	04/15/05	01/14/10	2,426.32	1,422.50	0.00	1,422.50	1,003.82
20.00	11/05/04	01/15/10	952.36	560.58	0.00	560.58	391.78
50.00	11/10/04	01/15/10	2,380.90	1,348.50	0.00	1,348.50	1,032.40
100.00	04/15/05	01/15/10	4,761.80	2,845.00	0.00	2,845.00	1,916.80
Security total:			17,797.85	10,564.83	0.00	10,564.83	7,233.02
931142103/WAL-MART_STORES_INC							
50.00	05/30/07	04/13/10	2,742.19	2,350.69	0.00	2,350.69	391.50
300.00	11/27/06	04/13/10	16,453.17	14,066.52	0.00	14,066.52	2,386.65
Security total:			19,195.36	16,417.21	0.00	16,417.21	2,778.15
H27013103/WEATHERFORD_INTL_LTD							
435.00	03/12/07	05/10/10	6,915.69	9,445.52	0.00	9,445.52	(2,529.83)
365.00	03/12/07	05/11/10	5,692.15	7,925.56	0.00	7,925.56	(2,233.41)

CUSIP/Security Description	Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN/LOSS								
H27013103/WEATHERFORD INTL LTD (Con't)								
	400.00	05/26/05	05/11/10	6,237.98	5,189.00	0.00	5,189.00	1,048.98
Security total:				**18,845.82**	**22,560.08**	**0.00**	**22,560.08**	**(3,714.26)**
H89128104/TYCO INTL LTD NEW								
	25.00	09/25/09	10/06/10	940.24	846.93	0.00	846.93	93.31
	25.00	09/28/09	10/06/10	940.24	859.20	0.00	859.20	81.04
	250.00	09/24/09	10/06/10	9,402.36	8,486.48	0.00	8,486.48	915.88
	175.00	09/25/09	10/08/10	6,517.83	5,928.47	0.00	5,928.47	589.36
Security total:				**17,800.67**	**16,121.08**	**0.00**	**16,121.08**	**1,679.59**
Sub-total long term gain/loss:				**328,237.38**	**281,614.98**	**0.00**	**281,614.98**	**46,622.40**
Grand total gains/losses:				**763,108.71**	**734,098.15**	**0.00**	**734,098.15**	**29,010.56**

Foreign Income and Taxes Summary

This schedule lists all income and foreign tax by country. Foreign withholding from mutual funds is listed in a separate section with a country designation of "RIC".

Country	Security Description	CUSIP	Dividends Nonqualified	Dividends Qualified	Interest	Total Income	Tax
EI	INGERSOLL-RAND PUBLIC LTD	G47791101	0.00	0.00	0.00	0.00	-69.72
Total IRELAND			**0.00**	**0.00**	**0.00**	**0.00**	**-69.72**
IS	TEVA PHARM INDS LTD ADR	881624209	0.00	608.21	0.00	608.21	-57.79
Total ISRAEL			**0.00**	**608.21**	**0.00**	**608.21**	**-57.79**
SZ	ACE LIMITED	H0023R105	0.00	412.50	0.00	412.50	0.00
SZ	TYCO INTL LTD NEW	H89128104	0.00	751.59	0.00	751.59	0.00
Total SWITZERLAND			**0.00**	**1,164.09**	**0.00**	**1,164.09**	**0.00**

Foreign Source Income from Mutual Funds				Qualified	Foreign Source Income Total	Foreign Source Income Adjusted	Tax
RZ	OLD WESTBURY NON-US LC FD	680414109		9,171.86	9,171.86	0.00	-1,188.56
RZ	OLD WEST GL SM & MD CAP FD	680414604		713.02	713.02	0.00	0.00
RZ	OLD WESTBURY GL OPPTIES FD	680414802		875.80	6,729.15	0.00	0.00
Total RIC				**10,760.68**	**16,614.03**	**0.00**	**-1,188.56**
Grand Total	**Total Foreign Source Income***			**18,386.33**			
	Qualified Foreign Source Income**			**12,532.98**			
	Foreign Tax			**-1,316.07**			

For RICs

Qualified Foreign Source Income
Represents the total Income, as reported in box 1a of Form 1099-DIV, which is from a qualified foreign source.

Total Foreign Source Income
Represents the total income, as reported in box 1a of Form 1099-DIV, which is from a foreign source, regardless of whether the income was generated from a qualified or a non-qualified foreign source.

Adjusted Foreign Source Income
Represents the total income, as reported in box 1a of Form 1099-DIV, which is from a foreign source, as reduced to take into account a limitation on foreign that is similar to the reduction described in IRC 904(b)(2)(B) source income related to qualified dividend income.

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* Total Foreign Source Income utilizes the "Total" column for RICs which may not always be supplied.

** Qualified Foreign Source Income utilizes the "Qualified" column for RICs which may not always be supplied.

Tax Summary Page

	Reported on 1099	Supplemental Information	Total
Income			
US Government Interest*			
US Government and Agency Interest	1,266.92		1,266.92
Total:	**1,266.92**		**1,266.92**
Dividends			
Qualified	31,041.21		31,041.21
Non Qualified	43,673.64		43,673.64
Total:	**74,714.85**		**74,714.85**
Total Capital Gains Distributions	5,494.09		5,494.09
Nondividend Distributions	348.60		348.60
Realized Net Capital Gains/Losses Short-Term		-17,611.84	-17,611.84
Realized Net Capital Gains/Losses Long-Term		46,622.40	46,622.40
Deductions and Other Payments			
Foreign Tax Paid****	-1,316.07		-1,316.07
Management Fees Paid*****		-16,308.62	-16,308.62

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* Does not include US Government Interest from Mutual Funds and UITs.

**** See detailed schedule of Foreign Income and Tax Summary.

***** See attached "Schedule of Management Fees".

Schedule of Management Fees

Total Regular Interest*	0.00
Total US Goverment Interest*	1,266.92
Total Dividends	74,714.85
Total Capital Gains Distributions	5,494.09
Realized Gross Capital Gains	85,331.42
Total Tax-Exempt Resident State and US Possessions*	0.00
Total Tax-Exempt Non-Resident State*	0.00
Miscellaneous Income	0.00
Total:	166,807.28
Management Fees Paid	16,308.62
Federal Deductible Portion of Management Fees Paid	16,308.62 ←
State Deductible Portion of Management Fees Paid**	16,184.75

Please note that this illustrative calculation of the deductible portion of account management fees is provided as a service to you and is not reported to the Internal Revenue Service. The above calculation takes into account all items of taxable and tax-exempt gross income in the account that are reported on the enclosed 1099. Account level management fees may not be charged on some of the assets held in your account. Accordingly, if this applies to your account, you may wish to exclude gross income from those assets in making this calculation. You should consult with your tax advisor. If you have any questions regarding assets which may be excluded from the account level fee calculation, please contact your Client Account Manager.

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* Excludes Accrued Interest Paid

** Excludes US Goverment Dividends from Mutual Funds

BESSEMER TRUST

Income Summary Statement for Account 9D4470

Statement Date: 02/11/2011

2010

100 Woodbridge Center Drive
Woodbridge, NJ 07095-1191

PAYER'S Federal ID No: 59-6067333

KLEIN FAMILY FOUNDATION, CUSTODY
c/o BESSEMER TRUST CO.
100 WOODBRIDGE CENTER DRIVE
WOODBRIDGE, NJ 07095-1191

RECIPIENT'S ID No: 61-0648689

Rep No: RAPPORT
Rep Name: Kerry Lynn Rapport

2010	Dividends and Distributions	Not reported to IRS
1a	Total ordinary dividends (includes 1b)	740.51
1b	Qualified dividends	740.51
2a	Total capital gain distributions (includes 2b,2c,2d)	0.00
2b	Unrecaptured section 1250 gain	0.00
2c	Section 1202 gain	0.00
2d	Collectibles (28%) gain	0.00
3	Nondividend distributions	0.00
4	**Federal income tax withheld**	0.00
5	Investment expenses	0.00
6	Foreign tax paid	94.40
7	Foreign country or U.S. possession	Various
8	Cash liquidation distributions	0.00
9	Noncash liquidation distributions	0.00

2010	Regulated Futures Contracts	Not reported to IRS
8	Profit or (loss) realized in 2010	0.00
9	Unrealized profit or (loss)- open contracts 12/31/2009	0.00
10	Unrealized profit or (loss)- open contracts 12/31/2010	0.00
11	Aggregate profit or (loss)	0.00

2010	Gross Proceeds Summary	Not reported to IRS
2	Gross proceeds less commissions	18,893.75
4	**Federal income tax withheld**	0.00

2010	Interest Income	Not reported to IRS
1	Interest income (not included in 3)	362.46
2	Early withdrawal penalty	0.00
3	Interest on U.S. savings bonds and treas. obligations	0.00
4	**Federal income tax withheld**	0.00
5	Investment expenses	0.00
6	Foreign tax paid	0.00
7	Foreign country or U.S. possession	
8	Tax-exempt interest (includes 9)	0.00
9	Specified private activity bond interest (AMT)	0.00
10	Tax-exempt bond CUSIP no. (see instructions)	

Lines 8 and 9 include tax-exempt interest, exempt-interest dividends and tax-exempt original issue discount

2010	Miscellaneous Income	Not reported to IRS
2	Royalties	0.00
3	Other income	0.00
4	**Federal income tax withheld**	0.00
8	Substitute payments in lieu of dividends or interest	0.00

2010	Original Issue Discount Summary	Not reported to IRS
1	Original issue discount for 2010	0.00
2	Other periodic interest	0.00
4	**Federal income tax withheld**	0.00
6	Original issue discount on U.S. Treasury obligations	0.00
7	Investment expenses	0.00

Changes to dividend tax classifications processed after your original tax form is issued for 2010 may require an amended form.

Customer Service: Phone - **212-603-3240**

Realized Capital Gains/Losses

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN/LOSS							
01535P106/ALEXCO RESOURCE CORP							
175.00	04/20/06	11/01/10	1,117.61	479.09	0.00	479.09	638.52
600.00	04/27/06	11/01/10	3,831.80	1,612.50	0.00	1,612.50	2,219.30
Security total:			**4,949.41**	**2,091.59**	**0.00**	**2,091.59**	**2,857.82**
019344100/ALLIED NEVDA GOLD CORP							
397.00	05/10/07	10/05/10	11,044.35	2,294.66	0.00	2,294.66	8,749.69
15916P105/CHANNEL RESOURCES							
154.00	10/26/05	10/26/10	56.59	37.63	0.00	37.63	18.96
370.00	08/03/06	10/26/10	135.96	86.77	0.00	86.77	49.19
446.00	10/31/05	10/26/10	163.89	108.18	0.00	108.18	55.71
2,000.00	04/18/06	10/26/10	734.92	465.73	0.00	465.73	269.19
4,922.00	01/30/06	10/26/10	1,808.63	1,315.11	0.00	1,315.11	493.52
Security total:			**2,899.99**	**2,013.42**	**0.00**	**2,013.42**	**886.57**
200100/CLASS ACTION							
0.00	06/17/10	06/17/10	2.74				2.74
0.00	12/16/10	12/16/10	5.27				5.27
Security total:			**8.01**				**8.01**
Sub-total long term gain/loss:			**18,901.76**	**6,399.67**	**0.00**	**6,399.67**	**12,502.09**
Grand total gains/losses:			**18,901.76**	**6,399.67**	**0.00**	**6,399.67**	**12,502.09**

Foreign Income and Taxes Summary

This schedule lists all income and foreign tax by country. Foreign withholding from mutual funds is listed in a separate section with a country designation of "RIC".

			Dividends				
Country	Security Description	CUSIP	Nonqualified	Qualified	Interest	Total Income	Tax
CA	ATLANTIC POWER CP NPV	04878Q863	0.00	629.15	0.00	629.15	-94.40
Total CANADA			**0.00**	**629.15**	**0.00**	**629.15**	**-94.40**
Grand Total	**Total Foreign Source Income***			**629.15**			
	Qualified Foreign Source Income**			**629.15**			
	Foreign Tax			**-94.40**			

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* Total Foreign Source Income utilizes the "Total" column for RICs which may not always be supplied.

** Qualified Foreign Source Income utilizes the "Qualified" column for RICs which may not always be supplied.

		Reported on 1099	Supplemental Information	Total
Income				
Regular Interest				
Interest Income		362.46		362.46
	Total:	362.46		362.46
Dividends				
Qualified		740.51		740.51
	Total:	740.51		740.51
Realized Net Capital Gains/Losses Long-Term			12,502.09	12,502.09
Deductions and Other Payments				
Foreign Tax Paid****		-94.40		-94.40

**** See detailed schedule of Foreign Income and Tax Summary.

Schedule of Management Fees

Total Regular Interest*	362.46
Total US Goverment Interest*	0.00
Total Dividends	740.51
Total Capital Gains Distributions	0.00
Realized Gross Capital Gains	12,502.09
Total Tax-Exempt Resident State and US Possessions*	0.00
Total Tax-Exempt Non-Resident State*	0.00
Miscellaneous Income	0.00
Total:	13,605.06
Management Fees Paid	0.00
Federal Deductible Portion of Management Fees Paid	0.00
State Deductible Portion of Management Fees Paid**	0.00

Please note that this illustrative calculation of the deductible portion of account management fees is provided as a service to you and is not reported to the Internal Revenue Service. The above calculation takes into account all items of taxable and tax-exempt gross income in the account that are reported on the enclosed 1099. Account level management fees may not be charged on some of the assets held in your account. Accordingly, if this applies to your account, you may wish to exclude gross income from those assets in making this calculation. You should consult with your tax advisor. If you have any questions regarding assets which may be excluded from the account level fee calculation, please contact your Client Account Manager.

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* Excludes Accrued Interest Paid

** Excludes US Goverment Dividends from Mutual Funds

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BETH KLEIN
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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 2010 or
▶ ☐ tax year beginning ____________ , and ending ____________

2 If the tax year entered in line 1 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	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,371.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

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 Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

023841
01-03-11

Buckow, LeMastus & Dick PLLC
1510 PNC Plaza
Louisville, KY 61-1315679