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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

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

SAMUEL H KLEIN FAMILY FOUNDATION

A Employer identification number

61-0652845

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

Room/suite

B Telephone number (see page 10 of the instructions)

P O BOX 630858

(513) 534-5310

City or town, state, and ZIP code

CINCINNATI, OH 45263-0858

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

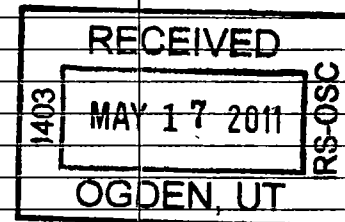
16) ▶ \$ 1,425,573.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ▶ ☐D 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14,825.	14,825.		STMT 1
4 Dividends and interest from securities	26,710.	26,710.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	12,868.			
b Gross sales price for all assets on line 6a	119,028.			
7 Capital gain net income (from Part IV, line 2)		12,868.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	54,403.	54,403.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	850.	425.	NONE	425.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	132.	132.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	2,264.	2,264.		
24 Total operating and administrative expenses. Add lines 13 through 23	3,246.	2,821.	NONE	425.
25 Contributions, gifts, grants paid	71,250.			71,250.
26 Total expenses and disbursements Add lines 24 and 25	74,496.	2,821.	NONE	71,675.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-20,093.			
b Net investment income (if negative, enter -0-)		51,582.		
c Adjusted net income (if negative, enter -0-)				



Operating and Administrative Expenses	
13 Compensation of officers, directors, trustees, etc.	
14 Other employee salaries and wages	NONE
15 Pension plans, employee benefits	NONE
16a Legal fees (attach schedule)	
b Accounting fees (attach schedule) STMT 3	850.
c Other professional fees (attach schedule)	
17 Interest	
18 Taxes (attach schedule) (see page 14 of the instructions)	132.
19 Depreciation (attach schedule) and depletion	
20 Occupancy	
21 Travel, conferences, and meetings	NONE
22 Printing and publications	NONE
23 Other expenses (attach schedule) STMT 5	2,264.
24 Total operating and administrative expenses. Add lines 13 through 23	3,246.
25 Contributions, gifts, grants paid	71,250.
26 Total expenses and disbursements Add lines 24 and 25	74,496.
27 Subtract line 26 from line 12:	
a Excess of revenue over expenses and disbursements	-20,093.
b Net investment income (if negative, enter -0-)	51,582.
c Adjusted net income (if negative, enter -0-)	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	497.	5.	5.
	2 Savings and temporary cash investments	85,248.	42,776.	42,776.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	765,913.	790,317.	938,262.
	c Investments - corporate bonds (attach schedule)	432,833.	431,599.	444,530.
	Liabilities	11 Investments - land, buildings, and equipment basis (attach schedule) ▶		
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,284,491.	1,264,697.	1,425,573.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,284,491.	1,264,697.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)	1,284,491.	1,264,697.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,284,491.	1,264,697.		

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	1,284,491.
2 Enter amount from Part I, line 27a	2	-20,093.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	300.
4 Add lines 1, 2, and 3	4	1,264,698.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,264,697.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
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) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	12,868.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	70,484.	1,328,635.	0.05304993471
2008	80,598.	1,523,395.	0.05290682981
2007	83,256.	1,720,326.	0.04839547853
2006	82,360.	1,691,396.	0.04869350525
2005	78,859.	1,667,045.	0.04730466184
2 Total of line 1, column (d)			2 0.25035041014
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05007008203
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,388,470.
5 Multiply line 4 by line 3			5 69,521.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 516.
7 Add lines 5 and 6			7 70,037.
8 Enter qualifying distributions from Part XII, line 4			8 71,675.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	516.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	516.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	516.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	435.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	435.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	NONE	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	81.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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 page 19 of the instructions) STMT 8		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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 page 20 of the 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 FIFTH THIRD BANK Telephone no. (502) 562-5254			
	Located at 401 S. 4TH AVE, LOUISVILLE, KY ZIP + 4 40202			
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		
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	Yes	No
	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 X			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)		X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).
If none, enter "NONE."

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

Total number of other employees paid over \$50,000 **NONE**

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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** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,315,596.
b	Average of monthly cash balances	1b	94,018.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,409,614.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,409,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	21,144.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,388,470.
6	Minimum investment return. Enter 5% of line 5	6	69,424.

Part XI Distributable Amount (see page 25 of the 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	69,424.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	516.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	516.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,908.
4	Recoveries of amounts treated as qualifying distributions	4	300.
5	Add lines 3 and 4	5	69,208.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,208.

Part XII Qualifying Distributions (see page 25 of the 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	71,675.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	71,675.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	516.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,159.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				69,208.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	6,180.			
e From 2009	4,934.			
f Total of lines 3a through e	11,114.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 71,675.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				69,208.
e Remaining amount distributed out of corpus	2,467.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	13,581.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	13,581.			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	6,180.			
d Excess from 2009	4,934.			
e Excess from 2010	2,467.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of 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).)

N/A

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.

N/A

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 page 28 of the 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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				
Total			3a	71,250.
b Approved for future payment				
Total			3b	

Form **990-PF** (2010)

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.					
	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	NONE	14,825.
4 Dividends and interest from securities			14	NONE	26,710.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	NONE	12,868.
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)				NONE	54,403.
13 Total. Add line 12, columns (b), (d), and (e)					54,403.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
14,724.00		400. CVS CORP PROPERTY TYPE: SECURITIES 13,120.00				07/20/2009 1,604.00	04/23/2010
12,736.00		150. DANAHER CORPORATION PROPERTY TYPE: SECURITIES 8,382.00				03/27/2009 4,354.00	04/23/2010
24.00		.41 EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 24.00				08/16/2005	07/19/2010
50,000.00		50000. FANNIE MAE 11/23/2005 4.750 12/15 PROPERTY TYPE: SECURITIES 51,544.00				08/08/2008 -1,544.00	12/15/2010
3,289.00		75. MOLSON COORS BREWING CO-B PROPERTY TYPE: SECURITIES 4,216.00				06/16/2008 -927.00	04/23/2010
9,786.00		150. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 11,470.00				07/20/2009 -1,684.00	04/23/2010
15,212.00		200. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 8,375.00				05/27/2004 6,837.00	04/23/2010
7,606.00		100. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 4,282.00				06/02/2004 3,324.00	04/23/2010
1,128.00		103. WINDSTREAM CORP PROPERTY TYPE: SECURITIES 924.00				06/02/2004 204.00	04/23/2010
1,128.00		103. WINDSTREAM CORP PROPERTY TYPE: SECURITIES 924.00				06/03/2004 204.00	04/23/2010
2,267.00		207. WINDSTREAM CORP PROPERTY TYPE: SECURITIES 1,854.00				06/07/2004 413.00	04/23/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,128.00		103. WINDSTREAM CORP PROPERTY TYPE: SECURITIES 1,045.00					11/30/2004 83.00	04/23/2010
TOTAL GAIN (LOSS)					----- 12,868. =====	



04-1231

Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.1800		CASH	\$1.000	\$1.18	0.0%	\$1.18			
15,195.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 99FTFLSN1	\$1.000	\$15,195.00	1.1%	\$15,195.00		\$18.23	0.1%
27,581.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) CUSIP - 99FTFLSN1	\$1.000	\$27,581.00	1.9%	\$27,581.00		\$33.10	0.1%
Cash & Equivalents - Total							\$42,777.18	\$51.33	0.1%
Fixed Income									
50,000.0000		FEDERAL HOME LOAN BANK 11/22/02 4.500 11/15/12 CUSIP - 3133MTZL5	\$107.125	\$53,562.50	3.8%	\$51,092.45	\$2,470.05	\$2,250.00	4.2%
75,000.0000		FEDERAL HOME LN BKS 1/6/2006 4.625 2/18/2011 CUSIP - 3133XECU1	\$100.543	\$75,407.25	5.3%	\$76,637.48	\$(1,230.23)	\$3,468.75	4.6%
50,000.0000		FREDDIE MAC 7/16/2004 5.000 7/15/2014 CUSIP - 313444U6	\$112.064	\$56,042.00	3.9%	\$51,771.95	\$4,270.05	\$2,500.00	4.5%
50,000.0000		FANNIE MAE 3/28/2003 4.375 3/15/2013 CUSIP - 31359MRG0	\$107.752	\$53,876.00	3.8%	\$50,707.45	\$3,168.55	\$2,187.50	4.1%
50,000.0000		FANNIE MAE 02/15/07 5.000 02/16/12 CUSIP - 31359M5H2	\$105.032	\$52,516.00	3.7%	\$50,030.90	\$2,485.10	\$2,500.00	4.8%
100,000.0000		FREDDIE MAC 6/8/2006 5.250 7/18/2011	\$102.686	\$102,686.00	7.2%	\$101,048.40	\$1,637.60	\$5,250.00	5.1%

Investment Account



Investment Account :
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
		CUSIP - 3137EAAF6							
1,300.0000	PFF	15SHARES S&P PFD STK INDX FN	\$38.800	\$50,440.00	3.5%	\$50,310.00	\$130.00	\$3,695.90	7.3%
		CUSIP - 464288687							
		Fixed Income - Total		\$444,529.75	31.2%	\$431,598.63	\$12,931.12	\$21,852.15	4.9%

Equities

450.0000	T	AT&T INC	\$29.380	\$13,221.00	0.9%	\$10,997.19	\$2,223.81	\$774.00	5.9%
		CUSIP - 00206R102							
275.0000	ABT	ABBOTT LABS	\$47.910	\$13,175.25	0.9%	\$11,593.00	\$1,582.25	\$484.00	3.7%
		CUSIP - 002824100							
125.0000	APA	APACHE CORP	\$119.230	\$14,903.75	1.0%	\$10,066.95	\$4,836.80	\$75.00	0.5%
		CUSIP - 037411105							
7,029.0000	BBT	B B & T CORPORATION	\$26.290	\$184,792.41	13.0%	\$166,868.46	\$17,923.95	\$4,217.40	2.3%
		COM							
		CUSIP - 054937107							
200.0000	CELG	CELGENE CORP	\$59.140	\$11,828.00	0.8%	\$9,376.00	\$2,452.00		
		CUSIP - 151020104							
700.0000	KO	COCA COLA CO	\$65.770	\$46,039.00	3.2%	\$31,437.00	\$14,602.00	\$1,232.00	2.7%
		CUSIP - 191216100							
900.0000	EMC	E M C CORP/MASS	\$22.900	\$20,610.00	1.4%	\$10,961.19	\$9,648.81		
		CUSIP - 268648102							
125.0000	EOG	EOG RES INC	\$91.410	\$11,426.25	0.8%	\$8,701.15	\$2,725.10	\$77.50	0.7%
		COM							
		CUSIP - 26875P101							
619.0000	XOM	EXXON MOBIL CORP	\$73.120	\$45,261.28	3.2%	\$41,083.14	\$4,178.14	\$1,089.44	2.4%
		CUSIP - 30231G102							
1,300.0000	GE	GENERAL ELECTRIC CO	\$18.290	\$23,777.00	1.7%	\$24,713.00	\$(936.00)	\$728.00	3.1%
		CUSIP - 369604103							
100.0000	GS	GOLDMAN SACHS GROUP	\$168.160	\$16,816.00	1.2%	\$15,928.00	\$888.00	\$140.00	0.8%

Investment Account



Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 38141G104							
250.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$35.060	\$8,765.00	0.6%	\$9,059.75	\$(294.75)	\$236.25	2.7%
325.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$53.160	\$17,277.00	1.2%	\$9,659.00	\$7,618.00	\$393.25	2.3%
1,600.0000	HCBK	HUDSON CITY BANCORP INC CUSIP - 443683107	\$12.740	\$20,384.00	1.4%	\$19,822.88	\$561.12	\$960.00	4.7%
800.0000	INTC	INTEL CORP CUSIP - 458140100	\$21.030	\$16,824.00	1.2%	\$22,727.00	\$(5,903.00)	\$504.00	3.0%
100.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$146.760	\$14,676.00	1.0%	\$11,622.00	\$3,054.00	\$260.00	1.8%
1,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$58.220	\$58,220.00	4.1%	\$47,530.00	\$10,690.00	\$1,397.00	2.4%
900.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	\$78.240	\$70,416.00	4.9%	\$51,323.80	\$19,092.20	\$804.60	1.1%
450.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$42.420	\$19,089.00	1.3%	\$18,006.61	\$1,082.39	\$90.00	0.5%
600.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$61.850	\$37,110.00	2.6%	\$34,190.50	\$2,919.50	\$1,296.00	3.5%
400.0000	LLY	LILLY (ELI) & CO CUSIP - 532457108	\$35.040	\$14,016.00	1.0%	\$28,615.00	\$(14,599.00)	\$784.00	5.6%
150.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$76.760	\$11,514.00	0.8%	\$10,640.68	\$873.32	\$366.00	3.2%
500.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$36.040	\$18,020.00	1.3%	\$24,063.00	\$(6,043.00)	\$760.00	4.2%
1,000.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$27.910	\$27,910.00	2.0%	\$26,210.00	\$1,700.00	\$640.00	2.3%
200.0000	NEE	NEXTERA ENERGY INC	\$51.990	\$10,398.00	0.7%	\$11,010.56	\$(612.56)	\$400.00	3.8%

Investment Account



Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 65339F101							
250.0000	NSC	NORFOLK SOUTHN CORP	\$62.820	\$15,705.00	1.1%	\$10,662.50	\$5,042.50	\$360.00	2.3%
		CUSIP - 655844108							
500.0000	ORCL	ORACLE CORPORATION	\$31.300	\$15,650.00	1.1%	\$9,594.10	\$6,055.90	\$100.00	0.6%
		CUSIP - 68389X105							
200.0000	PM	PHILIP MORRIS INTL INC	\$58.530	\$11,706.00	0.8%	\$7,109.62	\$4,596.38	\$512.00	4.4%
		CUSIP - 718172109							
300.0000	PX	PRAXAIR INC	\$95.470	\$28,641.00	2.0%	\$11,310.00	\$17,331.00	\$540.00	1.9%
		CUSIP - 74005P104							
600.0000	PG	PROCTER & GAMBLE CO	\$64.330	\$38,598.00	2.7%	\$32,355.00	\$6,243.00	\$1,156.20	3.0%
		CUSIP - 742718109							
100.0000	SLB	SCHLUMBERGER LTD	\$83.500	\$8,350.00	0.6%	\$9,824.00	\$(1,474.00)	\$84.00	1.0%
		CUSIP - 806857108							
300.0000	TGT	TARGET CORP	\$60.130	\$18,039.00	1.3%	\$11,838.00	\$6,201.00	\$300.00	1.7%
		CUSIP - 87612E106							
700.0000	UTX	UNITED TECHNOLOGIES CORP	\$78.720	\$55,104.00	3.9%	\$31,417.50	\$23,686.50	\$1,190.00	2.2%
		CUSIP - 913017109							
				Equities - Total	65.8%	\$790,316.58	\$147,945.36	\$21,950.64	2.3%
				Total Portfolio Positions	100.0%	\$1,264,692.39	\$160,876.48	\$43,854.12	3.1%

Investment Account

Investment Account
SAMUEL H KLEIN FAM FDN - GARLOVE

10/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.4400		CASH	\$1.000	\$1.44	100.0%	\$1.44			
				\$1.44	100.0%	\$1.44			0.0%
Total Portfolio Positions				\$1.44	100.0%	\$1.44			0.0%

Investment Account 1
SAMUEL H KLEIN FAM FDN - ATLAS

10/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.7600		CASH	\$1.000	\$0.76	100.0%	\$0.76			
				\$0.76	100.0%	\$0.76			0.0%
Total Portfolio Positions				\$0.76	100.0%	\$0.76			0.0%

Investment Account :

Investment Account
SAMUEL H KLEIN FAM FDN - YARMUTH

10/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.4800		CASH	\$1.000	\$0.48	32.4%	\$0.48			
1.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 99FTLSN1	\$1.000	\$1.00	67.6%	\$1.00			
Cash & Equivalents - Total				\$1.48	100.0%	\$1.48			0.0%
Total Portfolio Positions				\$1.48	100.0%	\$1.48			0.0%

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	14,825.	14,825.
	-----	-----
TOTAL	14,825.	14,825.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN DIVIDENDS	1,613.	1,613.
DOMESTIC DIVIDENDS	19,006.	19,006.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	5,726.	5,726.
NONQUALIFIED DOMESTIC DIVIDENDS	365.	365.
	-----	-----
TOTAL	26,710.	26,710.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	850.	425.		425.
TOTALS	850.	425.	NONE	425.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	132.	132.
TOTALS	132.	132.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK SERVICE FEES	2,264.	2,264.
TOTALS	----- 2,264. =====	----- 2,264. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

2009 RECOVERIES

300.

TOTAL

300.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

KY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

LEE K. GARLOVE

ADDRESS:

1215 NAVAHO CT

LOUISVILLE, KY

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EDNA K. YAMOUTH

ADDRESS:

8505 COACHGATE

LOUISVILLE, KY

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JUNE K ATLAS

ADDRESS:

1710 DEVONDALE

LOUISVILLE, KY

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

=====

RECIPIENT NAME:

SEE ATTACHED SHEET

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 71,250.

TOTAL GRANTS PAID:

71,250.

=====

2010 SHK Family Foundation - Garlove

Amount	Organization
\$ 2,100.00	The Temple 5101 U S Highway 42 Louisville, KY 40241 Purpose of Grant General Fund Foundation Status of Recipient: Charity
\$ 500 00	The R. L. Stevenson School 3162 Forest lake Road Pebble Beach CA 93953 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 500.00	Metro United Way Dept. 52860 P O Box 950148 Louisville, KY 40295-0148 Purpose of Grant: General Fund Foundation Status of Recipient Charity
\$ 4,083 34	Jewish Community Federation 3630 Dutchmans Lane Louisville, KY 40205 Purpose of Grant General Fund Foundation Status of Recipient Charity
\$ 500 00	Crusade for Children P O Box 1100 Louisville, KY 40201-1100 Purpose of Grant. General Fund Foundation Status of Recipient Charity
\$ 200 00	Temple Beth El 139 South Winton Road Rochester, NY 14610 Purpose of Grant. General Fund Foundation Status of Recipient Charity
\$ 500.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241 Purpose of Grant General Fund Foundation Status of Recipient Charity

\$	200.00	Salvation Army P O Box 1149 Louisville, KY 40201-1149 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	200.00	Disabled American Veterans Charitable Service Trust 3725 Alexandria Pike Cold Spring, KY 41076 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	5,283.33	Norton Hospital Foundation Gail Klein Garlove Lectureship 234 East Gray Street Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	200.00	Cabbage Patch Settlement House 1413 South Sixth Street Louisville, KY 40208 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	200.00	American Red Cross Louisville Chapter 510 East Chestnut Street Louisville, KY 40202-1602 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	200.00	Wayside Christian Mission P O Box 7249 Louisville, KY 40257-0249 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	200.00	Kentucky Humane Society 241 Steedly Drive Louisville, KY 40214 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	500.00	Centre College Office of Development 600 West Walnut Street Danville, KY 40422 Purpose of Grant: General Fund Foundation Status of Recipient: Charity

\$	200.00	Special Olympics of Kentucky 105 Lakeview Court Frankfort, KY 40601 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	Alzheimer's Association Chapter Processing Center 6100 Dutchmans Lane Louisville, KY 40205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	Cardinal Hill Rehab Hospital 9810 Bluegrass Pkwy. Louisville, KY 40299 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	500.00	Washington & Lee Attn: Annual Fund Lexington, VA 24450-0303 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	50.00	Salvation Army P O Box 1149 Louisville, KY 40201-1149 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	50.00	Home of the Innocents 1100 East Market Street Louisville, KY 40206 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	75.00	Dream Factory Louisville Chapter 200 W. Broadway, Suite 504 Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	50.00	American Red Cross 510 East Chestnut Street Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity

\$	50 00	March of Dimes 4802 Sherburn Lane Louisville, KY 40207 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	5,608.33	Norton Hospitals Foundation Gail Klein Garlove Lectureship 234 East Gray Street Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	250.00	American Heart Association 240 Whittington Pkwy. Louisville, KY 40222 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	50.00	Hosparus 3532 Ephraim McDowell Drive Louisville, KY 40205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	50 00	Center for Women & Families P O Box 2048 Louisville, KY 40201-2048 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	50 00	Goodwill Industries 907 East Broadway Louisville, KY 40204 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	Cabbage Patch Settlement House 1413 South Sixth Street Louisville, KY 40208 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100 00	The Healing Place 1020 West Market Street Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity

\$ 500.00 Kentucky Country Day School
4100 Springdale Road
Louisville, KY 40241
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 50.00 Stanford Christian Church
200 East Main Street
Stanford, KY 40484
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 150.00 Vanderbilt University
The Vanderbilt Fund
PMB 407727
2301 Vanderbilt Place
Nashville, TN 37240-7727
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 100.00 Wellspring
P O Box 1927
Louisville, KY 40201
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 50.00 Boys Haven
2301 Goldsmith Lane
Louisville, KY 40218
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 50.00 Shamrock Pet Foundation
P O Box 24033
Louisville, KY 40224
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 23,650.00 **Total**

2010 SHK Family Foundation - Yarmuth Distributions

Amount	Organization
\$ 1,000.00	Blue Lick Elementary 9801 Blue Lick Road Louisville, KY 40229 Purpose of Grant General Fund Foundation Status of Recipient: Charity
\$ 100 00	Metro United Way Dept 52860 P O Box 36370 Louisville, KY 40233-6370 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 100.00	Heuser Hearing & Language Academy 111 E Kentucky Street Louisville, KY 40203-2793 Purpose of Grant. General Fund Foundation Status of Recipient: Charity
\$ 1,550.00	University of Louisville School of Nursing 1000 University of Louisville Louisville, KY 40208-9986 Purpose of Grant General Fund Foundation Status of Recipient: Charity
\$ 100.00	Alzheimer's Association 6100 Dutchmans Lane Louisville, KY 40205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 100.00	Boys & Girls Haven 2301 Goldsmith Lane Louisville, KY 40218-1018 Purpose of Grant General Fund Foundation Status of Recipient: Charity
\$ 100 00	Dare to Care Food Bank P O Box 35458 Louisville, KY 40232-5458 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 100 00	Franciscan Shelter House 748 South Preston Street Louisville, KY 40203 Purpose of Grant. General Fund Foundation Status of Recipient: Charity

\$	100.00	Home of the Innocents 1100 E. Market Street Louisville, KY 40206-9935 Purpose of Grant General Fund Foundation Status of Recipient: Charity
\$	100.00	Cabbage Patch 1413 South Sixth Street Louisville, KY 40208-2203 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	Visually Impaired Pre-School 1906 Goldsmith Lane Louisville, KY 40218 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	The Healing Place 1020 W. Market Street Louisville, KY 40202-2630 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	Hosparus 3532 Ephraim McDowell Louisville, KY 40205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	4,000.00	Ohev Shalom Rabbis Honorarium 5015 Goddard Avenue Orlando, FL 32804 Purpose of Grant. General Fund Foundation Status of Recipient Charity
\$	1,000.00	Families in Transition Attn Beth Dazalos 1801 Tuskawilla Road Oviedo, FL 32765 Purpose of Grant. General Fund Foundation Status of Recipient. Charity
\$	2,000.00	Binet School 3410 Bon Air Avenue Louisville, KY 40220 Purpose of Grant: General Fund Foundation Status of Recipient: Charity

\$	3,000.00	Kentucky Commission on Women Foundation 700 Capitol Avenue Frankfort, KY 40601 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	2,500.00	Adath Jeshurun Attn: Rabbi's Discretionary Fund 2401 Woodbourne Avenue Louisville, KY 40205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	2,500.00	Ohev Shalom Attn: Rabbi's Honorarium 5015 Goddard Avenue Orlando, FL 32804 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	1,000.00	Animal Care Society 12207 Westport Road Louisville, KY 40245 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	1,000.00	Center for Women & Families P O Box 2048 Louisville, KY 40201-2048 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	1,000 00	Dream Factory Louisville Chapter 200 West Broadway, Suite 504 Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	1,000.00	St. Jude Children's Research Hospital 501 St Jude Place Memphis Tn 38105 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	1,000 00	Gilda's Club 933 Baxter Avenue Louisville, KY 40204 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	23,650.00	Total

2010 SHK Family Foundation - Atlas

Amount	Organization
\$ 100.00	National Multiple Sclerosis Society 11700 Commonwealth Drive Louisville, KY 40299 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 10 00	Gilda's Club 633 Baxter Avenue Louisville, KY 40204 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 500 00	Cystic Fibrosis Foundation 3443 NW 55th Street, Bldg. 1 Ft. Lauderdale, FL 33309 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 1,925 00	The Temple Congregation Ohabai Shalom 5015 Harding Road Nashville, TN 37205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 1,998 00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 1,998 00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 1,998 00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$ 625 50	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016 Purpose of Grant: General Fund Foundation Status of Recipient: Charity

\$ 500.00 United Jewish Campaign
3630 Dutchmans Lane
Louisville, KY 40205
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 1,750.00 United Jewish Campaign
3630 Dutchmans Lane
Louisville, KY 40205
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 5,000.00 Kentucky Country Day School
4100 Springdale Road
Louisville, KY 40241
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 1,000.00 Kentucky Country Day School
4100 Springdale Road
Louisville, KY 40241
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 250.00 YMCA Safe Place Services
2400 Crittenden Drive
Louisville, KY 40217
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 1,000.00 Louisville Collegiate School
2427 Glenmary Avenue
Louisville, KY 40204
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 500.00 Fund for the Arts
623 West Main Street
Louisville, KY 40202
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$ 1,000.00 Metro United Way
Dept 52860
P O Box 36370
Louisville, KY 40233-6370
Purpose of Grant: General Fund
Foundation Status of Recipient: Charity

\$	500.00	United Jewish Campaign 3630 Dutchmans Lane Louisville, KY 40205 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	1,000.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	500.00	Waterfront Development 129 E. River Road Louisville, KY 40202 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	100.00	Humane Society 241 Steedly Drive Louisville, KY Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	500.00	University of Louisville Attn: University Advancement Belknap Campus Louisville, KY 40292 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	500.00	Louisville Collegiate School 2427 Glenmary Avenue Louisville, KY 40204 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	345.50	Crusade for Children P O Box 1101 Louisville, KY 40201-1101 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	25.00	ALS Association KY Chapter 2807 Amsterdam Road Villa Hills KY 41017 Purpose of Grant: General Fund Foundation Status of Recipient: Charity
\$	25.00	University of Louisville Attn: The Ramsey Scholarship Fund Belknap Campus Louisville, KY 40292 Purpose of Grant: General Fund

Foundation Status of Recipient: Charity

\$ 23,650.00