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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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)

6714 ELMCROFT CIRCLE

Room/suite

B Telephone number

502-292-0597

City or town, state, and ZIP code

LOUISVILLE, KY 40241

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE 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)

\$ 6,046,306.

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	216.	216.		Statement 1
	4 Dividends and interest from securities	50,590.	50,590.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-494,119.			
	b Gross sales price for all assets on line 6a	4,165,439.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-9,510.	-9,510.		Statement 3
	12 Total. Add lines 1 through 11	-452,823.	41,296.		
	13 Compensation of officers, directors, trustees, etc.	24,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	3,325.	3,725.		0.
	c Other professional fees Stmt 5	15,371.	15,371.		0.
	17 Interest				
	18 Taxes Stmt 6	201.	201.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses Stmt 7	10,102.	102.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	52,999.	19,399.		0.	
25 Contributions, gifts, grants paid	341,127.			341,127.	
26 Total expenses and disbursements. Add lines 24 and 25	394,126.	19,399.		341,127.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-846,949.				
b Net investment income (if negative, enter -0-)		21,897.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	99,358.	81,001.	81,001.
	2 Savings and temporary cash investments	3,010,637.	4,519,197.	4,519,197.
	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	3,546,688.	1,202,734.	1,152,492.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt. 9	208,615.	208,615.	293,616.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,865,298.	6,011,547.	6,046,306.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	6,865,298.	6,011,547.		
30 Total net assets or fund balances	6,865,298.	6,011,547.		
31 Total liabilities and net assets/fund balances	6,865,298.	6,011,547.		

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	6,865,298.
2 Enter amount from Part I, line 27a	2	-846,949.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,018,349.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENTS IN BOOK VALUE OF ASSETS	5	6,802.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,011,547.

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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 TR 9D3L43: STMT ATTACHED		Various	12/31/11
b BESSEMER TR 9D3L43: STMT ATTACHED		Various	12/31/11
c BESSEMER TR 9D3L43: STMT ATTACHED		Various	12/31/11
d Capital Gains Dividends			
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 508,405.		607,118.	-92,400.
b 1,418,497.		1,521,838.	-103,341.
c 2,213,004.		2,536,915.	-323,911.
d 25,533.			25,533.
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))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			-92,400.
b			-103,341.
c			-323,911.
d			25,533.
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	-494,119.
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))
2010	362,794.	6,706,843.	.054093
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

2 Total of line 1, column (d)	2	.278580
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	.055716
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,648,818.
5 Multiply line 4 by line 3	5	370,446.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	219.
7 Add lines 5 and 6	7	370,665.
8 Enter qualifying distributions from Part XII, line 4	8	341,127.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	438.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2		3	438.
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	438.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,323.	
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	4,323.	
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	3,885.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
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?	4b	N/A
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 2011 or the taxable year beginning in 2011 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BETH KLEIN 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	
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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	
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 2011 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 2011.)	N/A	
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 2011?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		24,000.	0.	0.

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

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

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

0

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

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

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

0

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

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a Average monthly fair market value of securities	1a	3,475,616.	
b Average of monthly cash balances	1b	2,982,122.	
c Fair market value of all other assets	1c	292,331.	
d Total (add lines 1a, b, and c)	1d	6,750,069.	
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	6,750,069.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,251.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,648,818.	
6 Minimum investment return. Enter 5% of line 5	6	332,441.	

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	332,441.
2a Tax on investment income for 2011 from Part VI, line 5	2a	438.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	438.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	332,003.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	332,003.
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	332,003.

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	341,127.
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	341,127.
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	341,127.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				332,003.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	8,625.			
b From 2007	61,173.			
c From 2008	115,958.			
d From 2009	39,218.			
e From 2010	29,500.			
f Total of lines 3a through e	254,474.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	341,127.			
a Applied to 2010, 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 2011 distributable amount				332,003.
e Remaining amount distributed out of corpus	9,124.			
5 Excess distributions carryover applied to 2011 (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	263,598.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	8,625.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	254,973.			
10 Analysis of line 9:				
a Excess from 2007	61,173.			
b Excess from 2008	115,958.			
c Excess from 2009	39,218.			
d Excess from 2010	29,500.			
e Excess from 2011	9,124.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(j)(5)

- 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 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:

THERE IS NO PRESCRIBED FORMAT.

c Any submission deadlines:

SUBMISSIONS ACCEPTED THROUGHOUT THE YEAR.

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

THERE ARE NO SPECIFIC LIMITATIONS OR RESTRICTIONS ON AWARDS.

KLEIN FAMILY FOUNDATION, INC

Form 990-PF (2011)

BETH KLEIN

61-0648689 Page 11

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	341,127.
Total			3a	341,127.
b Approved for future payment				
None				
Total			3b	0.

Form 990-PF (2011)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  **11-7-12** **TREASURER**

Signature of officer of trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOHN T. LEMASTUS	<i>John T. Lemastus</i>	10-31-12		P00225963
	Firm's name ▶ BUETOW, LEMASTUS & DICK PLLC			Firm's EIN ▶ 61-1315679	
	Firm's address ▶ 1510 PNC PLAZA LOUISVILLE, KY 40202			Phone no. (502) 568-6533	

Form **990-PF** (2011)

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	Quantity	2 - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information
APPLE INC / CUSIP: 037833100 / Symbol: AAPL						
3 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	60.000	21,867.85	02/15/11	21,551.86	315.99	Sale
	40.000	14,578.56	03/10/11	13,875.96	702.60	Sale
	50.000	18,223.21	03/14/11	17,669.88	553.33	Sale
08/19/11	150.000	54,669.62	VARIOUS	53,097.70	1,571.92	Total of 3 lots
11/21/11	25.000	9,204.24	06/23/11	8,216.35	987.89	Sale
	Security total:	63,873.86		61,314.05	2,559.81	
DEVON ENERGY CORP / CUSIP: 25179M103 / Symbol: DVN						
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	175.000	11,277.13	01/26/11	15,041.13	-3,764.00	Sale
	25.000	1,611.02	01/28/11	2,116.26	-505.24	Sale
	200.000	12,888.15	01/31/11	17,553.76	-4,665.61	Sale
	150.000	9,666.11	02/01/11	13,394.40	-3,728.29	Sale
08/19/11	550.000	35,442.41	VARIOUS	48,105.55	-12,663.14	Total of 4 lots
09/22/11	75.000	4,264.27	01/28/11	6,348.79	-2,084.52	Sale
09/23/11	50.000	2,805.98	01/28/11	4,232.53	-1,426.55	Sale
	Security total:	42,512.66		58,686.87	-16,174.21	
ECOLAB INC / CUSIP: 278865100 / Symbol: ECL						
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	450.000	20,150.25	06/23/11	24,414.79	-2,369.19	Sale
		5-Wash Sale Loss Disallowed:		1,895.35		
08/19/11	400.000	17,911.33	07/22/11	21,231.24	-3,319.91	Sale
	850.000	38,061.58	VARIOUS	45,646.03	-5,689.10	Total of 2 lots
		5-Wash Sale Loss Disallowed:		1,895.35		
11/21/11	100.000	5,360.00	06/23/11	6,255.49	-895.49	Sale
11/22/11	100.000	5,316.02	06/23/11	6,255.48	-939.46	Sale
	Security total:	48,737.60		58,157.00	-7,524.05	
		5-Wash Sale Loss Disallowed:		1,895.35		

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information
GENERAL MOTORS CO / CUSIP: 3704SV100 / Symbol: GM						
06/30/11	600.000	18,194.95	04/04/11	19,473.96	-1,279.01	Sale
07/01/11	400.000	12,209.85	04/04/11	12,982.64	-772.79	Sale
	Security total:	30,404.80		32,456.60	-2,051.80	
GOOGLE INC / CUSIP: 38259P508 / Symbol: GOOG						
08/08/11	15.000	8,321.47	03/23/11	8,696.21	-374.74	Sale
JOHNSON CONTROLS / CUSIP: 478366107 / Symbol: JCI						
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	350.000	10,382.48	06/30/11	14,587.82	-1,802.29	Sale
	5-Wash Sale Loss Disallowed: 2,403.05					
	200.000	5,932.85	07/01/11	8,442.82	-2,509.97	Sale
	50.000	1,483.21	07/05/11	2,114.90	-631.69	Sale
	150.000	4,449.63	07/22/11	6,001.95	-1,552.32	Sale
08/19/11	750.000	22,248.17	VARIOUS	31,147.49	-6,496.27	Total of 4 lots
	5-Wash Sale Loss Disallowed: 2,403.05					
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	50.000	1,440.09	06/30/11	2,601.41	-1,161.32	Sale
	100.000	2,880.17	06/30/11	5,170.08	-2,289.91	Sale
11/21/11	150.000	4,320.26	VARIOUS	7,771.49	-3,451.23	Total of 2 lots
11/22/11	50.000	1,437.70	06/30/11	2,585.04	-1,147.34	Sale
	Security total:	28,006.13		41,504.02	-11,094.84	
	5-Wash Sale Loss Disallowed: 2,403.05					
METLIFE INC COM / CUSIP: 59156R108 / Symbol: MET						
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	600.000	19,281.71	07/13/11	25,327.32	-4,030.41	Sale
	5-Wash Sale Loss Disallowed: 2,015.20					
	300.000	9,640.85	07/20/11	12,282.00	-2,641.15	Sale
08/19/11	900.000	28,922.56	VARIOUS	37,609.32	-6,671.56	Total of 2 lots
	5-Wash Sale Loss Disallowed: 2,015.20					
10/04/11	125.000	3,285.24	07/13/11	6,377.00	-3,091.76	Sale

Bessemer Trust Company of Florida

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Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP / Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information
METLIFE INC COM / CUSIP: 59156R108 / Symbol: MET (Cont'd)						
10/05/11	75.000	2,126.27	07/13/11	3,826.20	-1,699.93	Sale
Security total:	34,334.07			47,812.52	-11,463.25	
5-Wash Sale Loss Disallowed: 2,015.20						
MORGAN STANLEY GRP INC / CUSIP: 617446448 / Symbol: MS						
08/03/11	600.000	12,539.16	04/04/11	16,253.94	-3,714.78	Sale
08/04/11	200.000	4,056.46	04/04/11	5,417.98	-1,361.52	Sale
Security total:		16,595.62		21,671.92	-5,076.30	
MOTOROLA SOLUTIONS INC / CUSIP: 620076307 / Symbol: MSI						
02/23/11	350.000	13,056.26	01/05/11	14,016.03	-959.77	Sale
MOTOROLA MOBILITY HLDG INC / CUSIP: 620097105 / Symbol: MMI						
03/10/11	300.000	7,715.10	01/21/11	10,571.40	-2,856.30	Sale
2 tax lots for 03/11/11. Total proceeds (and cost when required) reported to the IRS.						
	400.000	9,840.97	01/05/11	13,030.88	-3,189.91	Sale
	50.000	1,230.12	01/24/11	1,732.50	-502.38	Sale
03/11/11	450.000	11,071.09	VARIOUS	14,763.38	-3,692.29	Total of 2 lots
Security total:		18,786.19		25,334.78	-6,548.59	
NEWS CORP CL A / CUSIP: 65248E104 / Symbol: NWSA						
07/06/11	750.000	13,054.17	03/10/11	12,627.30	426.87	Sale
3 tax lots for 07/12/11. Total proceeds (and cost when required) reported to the IRS.						
	100.000	1,538.05	01/26/11	1,565.40	-27.35	Sale
	900.000	13,842.45	02/02/11	14,195.61	-353.16	Sale
	1,000.000	15,380.51	03/23/11	16,599.50	-1,218.99	Sale
07/12/11	2,000.000	30,761.01	VARIOUS	32,360.51	-1,599.50	Total of 3 lots
07/13/11	750.000	11,680.42	01/26/11	11,740.50	-60.08	Sale
Security total:		55,495.60		56,728.31	-1,232.71	
OCCIDENTAL PETROLEUM / CUSIP: 674599105 / Symbol: OXY						
08/19/11	250.000	20,523.18	06/30/11	26,029.48	-5,506.30	Sale
09/22/11	15.000	1,080.16	06/30/11	1,561.77	-481.61	Sale
11/21/11	35.000	3,248.70	06/30/11	3,644.12	-395.42	Sale

Bessemer Trust Company of Florida

Account 9D3L43

2011

(continued)

Proceeds from Broker and Barter Exchange Transactions

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol		2 - Proceeds of #		1b - Date of acquisition	3 - Cost or other basis		These columns are not reported to the IRS.	
1a - Date of Sale or exchange	Quantity	stocks, bonds, etc.			Gain or loss	Additional Information		
Security total:		24,852.04			31,235.37	-6,383.33		
PRECISION CASTPARTS CORP / CUSIP: 740189105 / Symbol: PCP								
3 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.								
	50.000	7,105.81		02/15/11	7,551.41	-445.60	Sale	
	45.000	6,395.23		02/16/11	6,750.27	-355.04	Sale	
	55.000	7,816.40		03/14/11	7,902.17	-85.77	Sale	
08/19/11	150.000	21,317.44		VARIOUS	22,203.85	-886.41	Total of 3 lots	
2 tax lots for 10/04/11. Total proceeds (and cost when required) reported to the IRS.								
	20.000	2,870.89		03/14/11	2,873.52	-2.63	Sale	
	25.000	3,588.61		03/15/11	3,549.66	38.95	Sale	
10/04/11	45.000	6,459.50		VARIOUS	6,423.18	36.32	Total of 2 lots	
Security total:		27,776.94			28,627.03	-850.09		
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol: PG								
08/19/11	100.000	6,071.12		05/03/11	6,566.00	-494.88	Sale	
STANLEY BLACK & DECKER INC / CUSIP: 854502101 / Symbol: SWK								
09/07/11	150.000	8,833.94		07/05/11	11,067.93	-2,233.99	Sale	
2 tax lots for 09/08/11. Total proceeds (and cost when required) reported to the IRS.								
	50.000	2,870.29		06/23/11	3,497.11	-626.82	Sale	
	25.000	1,435.15		07/05/11	1,844.65	-409.50	Sale	
09/08/11	75.000	4,305.44		VARIOUS	5,341.76	-1,036.32	Total of 2 lots	
09/09/11	75.000	4,177.09		06/23/11	5,245.67	-1,068.58	Sale	
09/12/11	100.000	5,371.38		06/24/11	6,993.05	-1,621.67	Sale	
09/13/11	50.000	2,736.17		06/24/11	3,496.53	-760.36	Sale	
Security total:		25,424.02			32,144.94	-6,720.92		
TD-AMERITRADE HLDGS / CUSIP: 87236Y108 / Symbol: AMTD								
07/25/11	250.000	5,011.91		03/10/11	5,443.05	-431.14	Sale	
07/27/11	250.000	4,639.26		03/10/11	5,443.05	-803.79	Sale	
07/28/11	250.000	4,649.23		03/10/11	5,443.05	-793.82	Sale	
07/29/11	150.000	2,769.43		01/19/11	3,144.00	-374.57	Sale	
08/02/11	150.000	2,745.83		01/19/11	3,144.00	-398.17	Sale	

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information
TD-AMERITRADE HLDGS / CUSIP: 87236Y108 / Symbol: AMTD (Cont'd)						
08/03/11	200.000	3,595.37	01/19/11	4,192.00	-596.63	Sale
08/04/11	250.000	4,321.25	01/19/11	5,240.00	-918.75	Sale
08/05/11	250.000	4,175.17	01/19/11	5,240.00	-1,064.83	Sale
08/08/11	175.000	2,723.19	01/19/11	3,668.00	-944.81	Sale
08/09/11	225.000	3,370.86	01/19/11	4,716.00	-1,345.14	Sale
	Security total:	38,001.50		45,673.15	-7,671.65	
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA						
08/04/11	200.000	8,308.20	04/13/11	9,946.62	-1,638.42	Sale
WHIRLPOOL CORP / CUSIP: 963320106 / Symbol: WHR						
3 tax lots for 09/07/11. Total proceeds (and cost when required) reported to the IRS.						
	25.000	1,413.12	06/30/11	2,031.60	-618.48	Sale
	100.000	5,652.49	07/01/11	8,247.61	-2,595.12	Sale
	25.000	1,413.12	07/05/11	2,045.95	-632.83	Sale
09/07/11	150.000	8,478.73	VARIOUS	12,325.16	-3,846.43	Total of 3 lots
09/08/11	75.000	4,090.60	06/30/11	6,094.78	-2,004.18	Sale
09/09/11	100.000	5,276.94	06/30/11	8,126.38	-2,849.44	Sale
	Security total:	17,846.27		26,546.32	-8,700.05	
	Totals:	508,404.35		607,117.74	-92,399.79	
	Total Wash Sale Loss Disallowed:			6,313.60		

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
APACHE CORP / CUSIP: 037411105 / Symbol: APA						
01/28/11	60.000	6,844.46	01/29/10	6,147.00	697.46	Sale

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
ARCHER-DANIELS-MIDLAND CO / CUSIP: 039483102 / Symbol: ADM						
08/19/11	400.000	11,060.63	11/01/10	13,444.64	-2,384.01	Sale
GENERAL MOTORS CO / CUSIP: 37045V100 / Symbol: GM						
06/29/11	500.000	15,164.91	11/18/10	17,537.05	-2,372.14	Sale
06/30/11	200.000	6,064.98	11/18/10	7,014.82	-949.84	Sale
	Security total:	21,229.89		24,551.87	-3,321.98	
KOHLS CORP / CUSIP: 500255104 / Symbol: KSS						
01/07/11	300.000	15,476.74	01/29/10	15,329.76	146.98	Sale
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW						
01/05/11	110.000	2,706.32	01/25/10	2,437.98	268.34	Sale
2 tax lots for 01/06/11. Total proceeds (and cost when required) reported to the IRS.						
	185.000	4,478.38	01/25/10	4,100.25	378.13	Sale
	215.000	5,204.61	01/29/10	4,753.84	450.77	Sale
01/06/11	400.000	9,682.99	VARIOUS	8,854.09	828.90	Total of 2 lots
01/07/11	50.000	1,197.37	01/29/10	1,105.55	91.82	Sale
	Security total:	13,586.68		12,397.62	1,189.06	
MASTERCARD CL A / CUSIP: 57636Q104 / Symbol: MA						
07/27/11	50.000	15,226.76	10/20/10	12,029.85	3,196.91	Sale
08/08/11	25.000	7,567.54	10/20/10	6,014.93	1,552.61	Sale
08/19/11	75.000	22,955.32	09/21/10	16,265.09	6,690.23	Sale
	Security total:	45,749.62		34,309.87	11,439.75	
MOTOROLA SOLUTIONS INC / CUSIP: 620076307 / Symbol: MSI						
01/04/11	0.571	21.21	09/24/10	20.10	1.11	Sale
02/24/11	150.000	5,615.36	09/24/10	5,279.17	336.19	Sale
3 tax lots for 02/25/11. Total proceeds (and cost when required) reported to the IRS.						
	75.571	2,862.44	09/23/10	2,562.24	300.20	Sale
	28.000	1,060.58	09/24/10	985.45	75.13	Sale
	71.429	2,705.53	09/27/10	2,484.41	221.12	Sale
02/25/11	175.000	6,628.55	VARIOUS	6,032.10	596.45	Total of 3 lots
02/28/11	103.000	3,952.02	09/23/10	3,492.21	459.81	Sale

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol	2 - Proceeds of #	Date of	These columns are not reported to the IRS		
1a - Date of Sale or exchange	stocks, bonds, etc.	acquisition	Cost or other basis	Gain or loss	Additional Information
MOTOROLA MOBILITY HLDG INC / CUSIP: 620097105 / Symbol: MMI					
3 tax lots for 03/14/11. Total proceeds (and cost when required) reported to the IRS.					
	6.250	09/23/10	177.58	-23.22	Sale
	156.250	09/24/10	4,608.40	-749.44	Sale
	62.500	09/27/10	1,821.74	-278.16	Sale
03/14/11	225.000	VARIOUS	6,607.72	-1,050.82	Total of 3 lots
03/15/11	100.000	09/23/10	2,841.31	-477.07	Sale
03/16/11	50.000	09/23/10	1,420.66	-227.68	Sale
Security total:	9,114.12		10,869.69	-1,755.57	
NATIONAL OILWELL VARCO INC / CUSIP: 637071101 / Symbol: NOV					
01/06/11	150.000	05/03/10	6,635.99	2,929.81	Sale
01/07/11	150.000	05/03/10	6,635.99	3,109.39	Sale
Security total:	19,311.18		13,271.98	6,039.20	
OW GLOBAL SML & MID CAP FD / CUSIP: 680414604 / Symbol: OWSM X					
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.					
	364.330	12/10/10	5,494.09	-590.21	Sale
	45,190.445	01/05/11	700,000.00	-91,736.61	Sale
08/19/11	45,554.775	VARIOUS	705,494.09	-92,326.82	Total of 2 lots
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X					
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.					
	1,556.813	12/16/10	16,175.29	-93.41	Sale
	13,837.638	01/05/11	150,000.00	-7,057.20	Sale
08/19/11	15,394.451	VARIOUS	166,175.29	-7,150.61	Total of 2 lots
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWGO X					
08/19/11	51,413.882	01/05/11	400,000.00	-26,735.22	Sale
PG & E CORP / CUSIP: 69331C108 / Symbol: PCG					
03/11/11	100.000	08/30/10	4,746.44	-168.64	Sale

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

These columns are not reported to the IRS						
9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
PG & E CORP / CUSIP: 69331C108 / Symbol: PCG (Cont'd)						
2 tax lots for 03/14/11. Total proceeds (and cost when required) reported to the IRS.						
	100.000	4,443.74	08/27/10	4,731.31	-287.57	Sale
	100.000	4,443.75	08/30/10	4,746.44	-302.69	Sale
03/14/11	200.000	8,887.49	VARIOUS	9,477.75	-590.26	Total of 2 lots
2 tax lots for 03/16/11. Total proceeds (and cost when required) reported to the IRS.						
	175.000	7,462.64	08/26/10	8,216.39	-753.75	Sale
	100.000	4,264.37	08/27/10	4,731.31	-466.94	Sale
03/16/11	275.000	11,727.01	VARIOUS	12,947.70	-1,220.69	Total of 2 lots
03/17/11	175.000	7,351.05	08/26/10	8,216.39	-865.34	Sale
	Security total:	32,543.35		35,388.28	-2,844.93	
T ROWE PRICE GROUP INC / CUSIP: 74144T108 / Symbol: TROW						
02/23/11	15.000	995.17	06/22/10	721.30	273.87	Sale
02/25/11	150.000	10,049.46	06/22/10	7,212.99	2,836.47	Sale
02/28/11	100.000	6,689.46	06/22/10	4,808.66	1,880.80	Sale
03/01/11	35.000	2,299.15	06/22/10	1,683.03	616.12	Sale
	Security total:	20,033.24		14,425.98	5,607.26	
ST JUDE MEDICAL INC / CUSIP: 790849103 / Symbol: STJ						
03/23/11	100.000	5,097.33	11/09/10	3,917.58	1,179.75	Sale
06/14/11	100.000	4,924.29	11/09/10	3,917.58	1,006.71	Sale
2 tax lots for 06/16/11. Total proceeds (and cost when required) reported to the IRS.						
	150.000	7,179.11	11/09/10	5,876.37	1,302.74	Sale
	100.000	4,786.08	11/11/10	3,916.61	869.47	Sale
06/16/11	250.000	11,965.19	VARIOUS	9,792.98	2,172.21	Total of 2 lots
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	250.000	10,283.82	11/05/10	9,682.90	600.92	Sale
	100.000	4,113.53	11/11/10	3,916.61	196.92	Sale
	100.000	4,113.53	11/12/10	3,872.42	241.11	Sale
	150.000	6,170.30	11/15/10	5,838.14	332.16	Sale
08/19/11	600.000	24,681.18	VARIOUS	23,310.07	1,371.11	Total of 4 lots
	Security total:	46,667.99		40,938.21	5,729.78	

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol		Quantity	2 - Proceeds of stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS		
1a - Date of Sale or exchange	Cost or other basis				Gain or loss	Additional Information	
WAL-MART STORES INC / CUSIP: 931142103 / Symbol: WMT							
04/19/11	170.000	9,059.93	08/26/10	8,707.40	352.53	Sale	
04/20/11	30.000	1,610.89	08/26/10	1,536.60	74.29	Sale	
	Security total:	10,670.82		10,244.00	426.82		
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
08/19/11	75.000	4,534.56	08/26/10	4,026.08	508.48	Sale	
	Totals:	1,418,497.15		1,521,837.94	-103,340.79		

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol		These columns are not reported to the IRS				
1a - Date of Sale or exchange	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	
AMERICAN EXPRESS / CUSIP: 025816109 / Symbol: AXP						
2 tax lots for 05/24/11. Total proceeds (and cost when required) reported to the IRS.						
	200.000	05/25/05	9,227.42	899.39	Sale	
	150.000	06/02/05	7,093.87	501.23	Sale	
05/24/11	350.000	VARIOUS	16,321.29	1,400.62	Total of 2 lots	
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	250.000	09/24/04	11,225.72	-110.04	Sale	
	50.000	05/25/05	2,306.85	-83.71	Sale	
	50.000	01/29/10	1,920.36	302.78	Sale	
	300.000	06/11/10	12,051.48	1,287.34	Sale	
08/19/11	650.000	VARIOUS	27,504.41	1,396.37	Total of 4 lots	
10/04/11	125.000	01/29/10	4,800.90	442.89	Sale	
2 tax lots for 10/05/11. Total proceeds (and cost when required) reported to the IRS.						
	25.000	01/25/10	957.67	123.00	Sale	
	10.000	01/29/10	384.07	48.20	Sale	
10/05/11	35.000	VARIOUS	1,341.74	171.20	Total of 2 lots	

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol		2 - Proceeds of#		Date of acquisition	These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	stocks, bonds, etc.			Cost or other basis	Gain or loss	Additional Information
	Security total:	53,379.42			49,968.34	3,411.08	
APACHE CORP / CUSIP: 037411105 / Symbol: APA							
5 tax lots for 01/28/11. Total proceeds (and cost when required) reported to the IRS.							
	45.000	5,133.34		08/10/09	3,964.05	1,169.29	Sale
	200.000	22,814.86		10/12/09	20,008.16	2,806.70	Sale
	45.000	5,133.35		10/28/09	4,279.88	853.47	Sale
	15.000	1,711.11		11/20/09	1,433.38	277.73	Sale
	65.000	7,414.83		01/25/10	6,724.78	690.05	Sale
01/28/11	370.000	42,207.49		VARIOUS	36,410.25	5,797.24	Total of 5 lots

ARCHER-DANIELS-MIDLAND CO / CUSIP: 039483102 / Symbol: ADM

3 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.

	150.000	4,147.73		07/30/10	4,093.29	54.44	Sale
	450.000	12,443.21		08/02/10	12,691.12	-247.91	Sale
	50.000	1,382.58		08/03/10	1,441.49	-58.91	Sale
08/19/11	650.000	17,973.52		VARIOUS	18,225.90	-252.38	Total of 3 lots
09/22/11	125.000	3,188.83		07/30/10	3,411.08	-222.25	Sale
09/23/11	50.000	1,260.87		07/30/10	1,364.43	-103.56	Sale
09/26/11	75.000	1,882.35		07/30/10	2,046.64	-164.29	Sale
	Security total:	24,305.57			25,048.05	-742.48	

CISCO SYSTEMS INC / CUSIP: 17275R102 / Symbol: CSCO

6 tax lots for 02/10/11. Total proceeds (and cost when required) reported to the IRS.

	200.000	3,792.97		11/17/05	3,464.42	328.55	Sale
	250.000	4,741.21		11/21/05	4,264.20	477.01	Sale
	327.000	6,201.50		10/28/09	7,602.75	-1,401.25	Sale
	85.000	1,612.01		11/20/09	1,988.92	-376.91	Sale
	405.000	7,680.76		01/25/10	9,379.80	-1,699.04	Sale
	375.000	7,111.81		01/29/10	8,598.71	-1,486.90	Sale
02/10/11	1,642.000	31,140.26		VARIOUS	35,298.80	-4,158.54	Total of 6 lots

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

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9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
DISNEY (WALT) HOLDING CO / CUSIP: 254687106 / Symbol: DIS						
5 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	245.000	7,950.69	09/24/04	5,688.87	2,261.82	Sale
	250.000	8,112.94	11/04/04	6,520.41	1,592.53	Sale
	200.000	6,490.35	11/09/04	5,198.56	1,291.79	Sale
	250.000	8,112.94	07/12/05	6,246.61	1,866.33	Sale
	5.000	162.26	01/29/10	148.35	13.91	Sale
08/19/11	950.000	30,829.18	VARIOUS	23,802.80	7,026.38	Total of 5 lots
11/21/11	125.000	4,303.18	09/24/04	2,902.48	1,400.70	Sale
11/22/11	55.000	1,864.70	09/24/04	1,277.09	587.61	Sale
	Security total:	36,997.06		27,982.37	9,014.69	
EMC CORP / CUSIP: 268648102 / Symbol: EMC						
02/14/11	450.000	12,249.39	11/20/09	7,609.50	4,639.89	Sale
2 tax lots for 05/05/11. Total proceeds (and cost when required) reported to the IRS.	50.000	1,359.39	08/10/09	755.00	604.39	Sale
	600.000	16,312.66	11/20/09	10,146.00	6,166.66	Sale
05/05/11	650.000	17,672.05	VARIOUS	10,901.00	6,771.05	Total of 2 lots
05/06/11	400.000	10,951.31	08/10/09	6,040.00	4,911.31	Sale
05/09/11	45.000	1,222.83	08/10/09	679.50	543.33	Sale
	Security total:	42,095.58		25,230.00	16,865.58	
GENERAL ELECTRIC CO / CUSIP: 369604103 / Symbol: GE						
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	1,000.000	15,317.40	02/01/10	16,279.40	-962.00	Sale
	1,500.000	22,976.11	02/02/10	25,382.10	-2,405.99	Sale
08/19/11	2,500.000	38,293.51	VARIOUS	41,661.50	-3,367.99	Total of 2 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.	100.000	1,527.75	02/01/10	1,627.94	-100.19	Sale
	200.000	3,055.50	02/01/10	3,255.88	-200.38	Sale
11/21/11	300.000	4,583.25	VARIOUS	4,883.82	-300.57	Total of 2 lots
11/22/11	200.000	3,010.84	02/01/10	3,255.88	-245.04	Sale
	Security total:	45,887.60		49,801.20	-3,913.60	

Bessemer Trust Company of Florida

Account 9D3L43

2011

Proceeds from Broker and Barter Exchange Transactions

(continued)

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol		2 - Proceeds of #		Date of acquisition	These columns are not reported to the IRS	
1a - Date of Sale or exchange	Quantity	stocks, bonds, etc.	Cost or other basis		Gain or loss	Additional Information
GOOGLE INC / CUSIP: 38259P508 / Symbol: GOOG						
08/08/11	10.000	5,547.64	5,423.80	01/25/10	123.84	Sale
4 tax lots for 10/04/11. Total proceeds (and cost when required) reported to the IRS.						
	4.000	1,959.75	1,824.00	08/10/09	135.75	Sale
	41.000	20,087.47	22,171.98	10/28/09	-2,084.51	Sale
	5.000	2,449.69	2,711.90	01/25/10	-262.21	Sale
	10.000	4,899.39	5,339.36	01/29/10	-439.97	Sale
10/04/11	60.000	29,396.30	32,047.24	VARIOUS	-2,650.94	Total of 4 lots
10/05/11	6.000	3,003.60	2,736.00	08/10/09	267.60	Sale
	Security total:	37,947.54	40,207.04		-2,259.50	
HESS CORP / CUSIP: 42809H107 / Symbol: HES						
5 tax lots for 03/10/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	5,954.78	4,280.22	10/09/09	1,674.56	Sale
	25.000	1,984.92	1,416.07	10/28/09	568.85	Sale
	25.000	1,984.92	1,459.73	11/20/09	525.19	Sale
	120.000	9,527.63	7,231.09	01/25/10	2,296.54	Sale
	105.000	8,336.68	6,180.22	01/29/10	2,156.46	Sale
03/10/11	350.000	27,788.93	20,567.33	VARIOUS	7,221.60	Total of 5 lots
2 tax lots for 03/11/11. Total proceeds (and cost when required) reported to the IRS.						
	58.000	4,608.82	3,102.53	09/24/09	1,506.29	Sale
	42.000	3,337.42	2,379.00	10/28/09	958.42	Sale
03/11/11	100.000	7,946.24	5,481.53	VARIOUS	2,464.71	Total of 2 lots
2 tax lots for 05/02/11. Total proceeds (and cost when required) reported to the IRS.						
	8.000	675.64	424.86	08/24/09	250.78	Sale
	167.000	14,103.99	8,933.13	09/24/09	5,170.86	Sale
05/02/11	175.000	14,779.63	9,357.99	VARIOUS	5,421.64	Total of 2 lots
05/03/11	142.000	11,460.24	7,541.22	08/24/09	3,919.02	Sale
	Security total:	61,975.04	42,948.07		19,026.97	

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2011

Proceeds from Broker and Barter Exchange Transactions

(continued)

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS			
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	
HONEYWELL INTL INC / CUSIP: 438516106 / Symbol: HON							
3 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	350.000	15,102.42	05/18/10	15,816.88	-714.46	Sale	
	250.000	10,787.44	05/19/10	10,979.38	-191.94	Sale	
	100.000	4,314.97	06/11/10	4,133.92	181.05	Sale	
08/19/11	700.000	30,204.83	VARIOUS	30,930.18	-725.35	Total of 3 lots	
09/22/11	75.000	3,167.86	06/11/10	3,100.44	67.42	Sale	
09/23/11	75.000	3,179.41	06/11/10	3,100.44	78.97	Sale	
	Security total:	36,552.10		37,131.06	-578.96		
INTERNATIONAL PAPER / CUSIP: 460146103 / Symbol: IP							
3 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	720.000	17,201.33	09/09/08	20,821.32	-3,619.99	Sale	
	130.000	3,105.80	09/10/08	3,880.27	-774.47	Sale	
	500.000	11,945.36	09/11/08	14,898.30	-2,952.94	Sale	
08/19/11	1,350.000	32,252.49	VARIOUS	39,599.89	-7,347.40	Total of 3 lots	
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.	30.000	815.36	09/09/08	867.55	-52.19	Sale	
	70.000	1,902.51	01/29/10	1,638.46	264.05	Sale	
11/21/11	100.000	2,717.87	VARIOUS	2,506.01	211.86	Total of 2 lots	
11/22/11	50.000	1,336.47	01/29/10	1,170.32	166.15	Sale	
11/23/11	75.000	1,928.74	01/29/10	1,755.49	173.25	Sale	
11/25/11	40.000	1,040.88	01/29/10	936.26	104.62	Sale	
	Security total:	39,276.45		45,967.97	-6,691.52		
JPMORGAN CHASE & CO / CUSIP: 46625H100 / Symbol: JPM							
5 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	475.000	16,657.41	08/24/09	20,816.97	-4,159.56	Sale	
	81.000	2,840.53	10/28/09	3,504.87	-664.34	Sale	
	25.000	876.70	11/20/09	1,058.97	-182.27	Sale	
	300.000	10,520.46	12/30/09	12,472.08	-1,951.62	Sale	
	69.000	2,419.71	01/29/10	2,724.81	-305.10	Sale	
08/19/11	950.000	33,314.81	VARIOUS	40,577.70	-7,262.89	Total of 5 lots	

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol			2 - Proceeds of*		These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	
JPMORGAN CHASE & CO / CUSIP: 46625H100 / Symbol: JPM (Cont'd)							
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.							
	54.000	1,619.24	01/25/10	2,122.20	-502.96	Sale	
	96.000	2,878.66	01/29/10	3,791.04	-912.38	Sale	
11/21/11	150.000	4,497.90	VARIOUS	5,913.24	-1,415.34	Total of 2 lots	
11/22/11	76.000	2,257.14	01/25/10	2,986.80	-729.66	Sale	
	Security total:	40,069.85		49,477.74	-9,407.89		
KOHLS'S CORP / CUSIP: 500255104 / Symbol: KSS							
01/07/11	100.000	5,158.91	08/10/09	5,211.95	-53.04	Sale	
KRAFT FOODS INC / CUSIP: 50075N104 / Symbol: KFT							
08/04/11	750.000	26,231.72	04/15/10	23,222.93	3,008.79	Sale	
08/19/11	550.000	18,674.78	04/15/10	17,030.15	1,644.63	Sale	
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.							
	50.000	1,715.85	04/15/10	1,548.19	167.66	Sale	
	100.000	3,431.69	04/16/10	3,075.77	355.92	Sale	
11/21/11	150.000	5,147.54	VARIOUS	4,623.96	523.58	Total of 2 lots	
	Security total:	50,054.04		44,877.04	5,177.00		
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
5 tax lots for 01/05/11. Total proceeds (and cost when required) reported to the IRS.							
	200.000	4,920.58	09/29/08	4,558.64	361.94	Sale	
	50.000	1,230.14	09/30/08	1,192.18	37.96	Sale	
	50.000	1,230.14	10/01/08	1,160.14	70.00	Sale	
	280.000	6,888.81	10/28/09	5,532.77	1,356.04	Sale	
	60.000	1,476.17	11/20/09	1,278.60	197.57	Sale	
01/05/11	640.000	15,745.84	VARIOUS	13,722.33	2,023.51	Total of 5 lots	
MASTERCARD CL A / CUSIP: 57636Q104 / Symbol: MA							
10/04/11	25.000	7,492.50	09/21/10	5,421.69	2,070.81	Sale	

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol			These columns are not reported to the IRS			
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT						
5 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	400.000	9,735.97	10/26/09	11,471.36	-1,735.39	Sale
	350.000	8,518.97	11/18/09	10,532.90	-2,013.93	Sale
	30.000	730.20	11/20/09	888.90	-158.70	Sale
	245.000	5,963.28	01/25/10	7,276.50	-1,313.22	Sale
	225.000	5,476.49	01/29/10	6,491.23	-1,014.74	Sale
08/19/11	1,250.000	30,424.91	VARIOUS	36,660.89	-6,235.98	Total of 5 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.	50.000	1,250.44	10/26/09	1,433.92	-183.48	Sale
	150.000	3,751.30	10/26/09	4,301.76	-550.46	Sale
11/21/11	200.000	5,001.74	VARIOUS	5,735.68	-733.94	Total of 2 lots
	Security total:	35,426.65		42,396.57	-6,969.92	
MORGAN STANLEY GRP INC / CUSIP: 617446448 / Symbol: MS						
3 tax lots for 08/08/11. Total proceeds (and cost when required) reported to the IRS.	220.000	3,829.86	08/11/09	6,656.21	-2,826.35	Sale
	225.000	3,916.90	10/28/09	7,325.98	-3,409.08	Sale
	55.000	957.47	11/20/09	1,773.19	-815.72	Sale
08/08/11	500.000	8,704.23	VARIOUS	15,755.38	-7,051.15	Total of 3 lots
08/09/11	680.000	11,743.30	08/11/09	20,573.74	-8,830.44	Sale
	Security total:	20,447.53		36,329.12	-15,881.59	
NATIONAL OILWELL VARCO INC / CUSIP: 637071101 / Symbol: NOV						
2 tax lots for 05/09/11. Total proceeds (and cost when required) reported to the IRS.	250.000	17,616.48	05/03/10	11,059.97	6,556.51	Sale
	50.000	3,523.30	05/04/10	2,178.57	1,344.73	Sale
05/09/11	300.000	21,139.78	VARIOUS	13,238.54	7,901.24	Total of 2 lots
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.	350.000	21,968.58	05/04/10	15,249.95	6,718.63	Sale
	25.000	1,569.18	06/11/10	935.79	633.39	Sale
08/19/11	375.000	23,537.76	VARIOUS	16,185.74	7,352.02	Total of 2 lots

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

These columns are not reported to the IRS						
9 - Description / CUSIP/ Symbol	2 - Proceeds of #	Date of	Cost or	Gain or loss	Additional Information	
1a - Date of Sale or exchange	stocks, bonds, etc.	acquisition	other basis			
NATIONAL OILWELL VARCO INC / CUSIP: 637071101 / Symbol: NOV (Cont'd)						
11/21/11	75.000	06/11/10	2,807.38	2,124.34	Sale	
Security total:	49,609.26		32,231.66	17,377.60		
OW LARGE CAP STRATEGIES FD / CUSIP: 680414109 / Symbol: OWLS X						
3 tax lots for 01/05/11. Total proceeds (and cost when required) reported to the IRS.						
	4,087.072	06/08/06	50,189.24	-6,866.28	Sale	
	8,116.883	06/16/06	100,000.00	-13,961.04	Sale	
	6,663.970	08/24/06	87,564.57	-16,926.49	Sale	
01/05/11	18,867.925	VARIOUS	237,753.81	-37,753.81	Total of 3 lots	
5 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	905.647	11/10/04	9,038.36	-842.25	Sale	
	1,490.638	04/15/05	15,144.88	-1,654.61	Sale	
	5,450.942	05/25/05	55,000.00	-5,668.98	Sale	
	36,629.540	06/08/06	449,810.76	-118,313.42	Sale	
	16,849.200	06/13/06	200,000.00	-47,514.74	Sale	
08/19/11	61,325.967	VARIOUS	728,994.00	-173,994.00	Total of 5 lots	
Security total:	755,000.00		966,747.81	-211,747.81		
OW GLOBAL SML & MID CAP FD / CUSIP: 680414604 / Symbol: OWSM X						
08/19/11	3,479.400	11/20/09	43,214.15	3,618.58	Sale	
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X						
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	178.104	06/01/07	2,279.73	-439.92	Sale	
	7,137.759	02/20/08	100,000.00	-26,266.95	Sale	
	7,047.216	03/14/08	100,000.00	-27,202.26	Sale	
	6,544.503	06/20/08	100,000.01	-32,395.29	Sale	
08/19/11	20,907.582	VARIOUS	302,279.74	-86,304.42	Total of 4 lots	
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWGO X						
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	20,600.000	11/29/07	206,000.00	-56,444.00	Sale	

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol		2 - Proceeds of #		Date of acquisition		These columns are not reported to the IRS	
1a - Date of Sale or exchange	Quantity	stocks, bonds, etc.	Symbol:			Cost or other basis	Gain or loss
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWGO X (Cont'd)							
	49,714	360.92		12/24/07		493.16	
	8,152.174	59,184.79		06/20/08		75,000.00	-132.24 Sale
	2,428.858	17,633.51		11/20/09		17,196.32	-15,815.21 Sale
08/19/11	31,230.746	226,735.22		VARIOUS		298,689.48	437.19 Sale
							-71,954.26 Total of 4 lots
PFIZER INC / CUSIP: 717081103 / Symbol: PFE							
5 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.							
	315.000	5,580.65		10/28/09		5,490.45	90.20 Sale
	885.000	15,678.98		11/20/09		16,363.65	-684.67 Sale
	100.000	1,771.64		01/22/10		1,905.00	-133.36 Sale
	325.000	5,757.81		01/25/10		6,188.00	-430.19 Sale
	375.000	6,643.63		01/29/10		7,046.06	-402.43 Sale
08/19/11	2,000.000	35,432.71		VARIOUS		36,993.16	-1,560.45 Total of 5 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.							
	50.000	951.43		10/28/09		871.50	79.93 Sale
	300.000	5,708.55		10/28/09		5,229.00	479.55 Sale
11/21/11	350.000	6,659.98		VARIOUS		6,100.50	559.48 Total of 2 lots
	50.000	944.79		10/28/09		871.50	73.29 Sale
11/22/11	Security total:	43,037.48				43,965.16	-927.68
T ROWE PRICE GROUP INC / CUSIP: 74144T108 / Symbol: TROW							
02/01/11	100.000	6,727.06		10/28/09		5,074.00	1,653.06 Sale
02/02/11	50.000	3,335.28		10/28/09		2,537.00	798.28 Sale
3 tax lots for 02/03/11. Total proceeds (and cost when required) reported to the IRS.							
	5.000	329.13		08/10/09		238.10	91.03 Sale
	70.000	4,607.83		10/28/09		3,551.80	1,056.03 Sale
	25.000	1,645.65		11/20/09		1,212.48	433.17 Sale
02/03/11	100.000	6,582.61		VARIOUS		5,002.38	1,580.23 Total of 3 lots
02/23/11	85.000	5,639.27		08/10/09		4,047.70	1,591.57 Sale
	Security total:	22,284.22				16,661.08	5,623.14

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol: PG						
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	250.000	15,177.81	03/20/08	17,285.40	-2,107.59	Sale
	200.000	12,142.24	07/29/08	13,071.94	-929.70	Sale
08/19/11	450.000	27,320.05	VARIOUS	30,357.34	-3,037.29	Total of 2 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	50.000	3,085.33	07/29/08	3,267.99	-182.66	Sale
	50.000	3,085.34	07/29/08	3,267.99	-182.65	Sale
11/21/11	100.000	6,170.67	VARIOUS	6,535.98	-365.31	Total of 2 lots
11/22/11	50.000	3,089.83	07/29/08	3,267.98	-178.15	Sale
	Security total:	36,580.55		40,161.30	-3,580.75	
QUALCOMM INC / CUSIP: 747525103 / Symbol: QCOM						
06/29/11	250.000	13,857.08	04/15/10	10,709.40	3,147.68	Sale
06/30/11	50.000	2,810.75	04/15/10	2,141.88	668.87	Sale
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.						
	200.000	9,489.03	04/15/10	8,567.52	921.51	Sale
	125.000	5,930.65	04/30/10	4,834.99	1,095.66	Sale
08/19/11	325.000	15,419.68	VARIOUS	13,402.51	2,017.17	Total of 2 lots
11/21/11	75.000	4,063.75	04/30/10	2,900.99	1,162.76	Sale
	Security total:	36,151.26		29,154.78	6,996.48	
ST JUDE MEDICAL INC / CUSIP: 790849103 / Symbol: STJ						
11/21/11	50.000	1,784.63	11/17/10	1,926.56	-141.93	Sale
12/16/11	100.000	3,289.91	11/16/10	3,848.93	-559.02	Sale
	Security total:	5,074.54		5,775.49	-700.95	
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA						
2 tax lots for 08/04/11. Total proceeds (and cost when required) reported to the IRS.						
	110.000	4,569.51	01/25/10	6,287.35	-1,717.84	Sale
	40.000	1,661.64	01/29/10	2,280.63	-618.99	Sale
08/04/11	150.000	6,231.15	VARIOUS	8,567.98	-2,336.83	Total of 2 lots
08/05/11	50.000	2,050.70	01/29/10	2,850.79	-800.09	Sale

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange		Quantity	2 - Proceeds of stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS		
					Cost or other basis	Gain or loss	Additional Information
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA (Cont'd)							
4 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.							
		50.000	1,907.96	08/15/08	2,414.86	-506.90	Sale
		400.000	15,263.71	08/18/08	19,303.28	-4,039.57	Sale
		25.000	953.98	08/19/08	1,193.15	-239.17	Sale
		25.000	953.98	01/29/10	1,425.40	-471.42	Sale
08/19/11		500.000	19,079.63	VARIOUS	24,336.69	-5,257.06	Total of 4 lots
09/22/11		100.000	3,547.69	08/19/08	4,772.59	-1,224.90	Sale
09/23/11		25.000	882.32	08/19/08	1,193.15	-310.83	Sale
	Security total:		31,791.49		41,721.20	-9,929.71	
WAL-MART STORES INC / CUSIP: 931142103 / Symbol: WMT							
3 tax lots for 03/23/11. Total proceeds (and cost when required) reported to the IRS.							
		95.000	4,892.92	11/27/06	4,454.40	438.52	Sale
		30.000	1,545.13	01/25/10	1,591.20	-46.07	Sale
		125.000	6,438.05	01/29/10	6,716.11	-278.06	Sale
03/23/11		250.000	12,876.10	VARIOUS	12,761.71	114.39	Total of 3 lots
04/18/11		250.000	13,324.65	11/27/06	11,722.10	1,602.55	Sale
04/19/11		55.000	2,931.15	11/27/06	2,578.86	352.29	Sale
	Security total:		29,131.90		27,062.67	2,069.23	
INGERSOLL-RAND PUBLIC LTD / CUSIP: G47791101 / Symbol: IR							
01/20/11		250.000	11,395.28	11/18/09	9,129.00	2,266.28	Sale
01/21/11		150.000	6,861.58	11/18/09	5,477.40	1,384.18	Sale
07/22/11		250.000	10,096.46	11/18/09	9,081.50	1,014.96	Sale
3 tax lots for 07/25/11. Total proceeds (and cost when required) reported to the IRS.							
		200.000	7,978.75	11/18/09	7,265.20	713.55	Sale
		25.000	997.34	11/20/09	888.97	108.37	Sale
		75.000	2,992.03	01/25/10	2,628.50	363.53	Sale
07/25/11		300.000	11,968.12	VARIOUS	10,782.67	1,185.45	Total of 3 lots
2 tax lots for 07/26/11. Total proceeds (and cost when required) reported to the IRS.							
		120.000	4,743.76	01/25/10	4,205.61	538.15	Sale

Bessemer Trust Company of Florida

Account 9D3L43

Proceeds from Broker and Barter Exchange Transactions

(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange		Quantity	2 - Proceeds of stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS		
					Cost or other basis	Gain or loss	Additional Information
INGERSOLL-RAND PUBLIC LTD / CUSIP: G47791101 / Symbol: IR (Cont'd)							
		130.000	5,139.08	01/29/10	4,284.66	854.42	Sale
07/26/11		250.000	9,882.84	VARIOUS	8,490.27	1,392.57	Total of 2 lots
07/27/11		45.000	1,705.45	01/29/10	1,483.15	222.30	Sale
Security total:			51,909.73		44,443.99	7,465.74	
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
2 tax lots for 08/19/11. Total proceeds (and cost when required) reported to the IRS.							
		275.000	16,626.73	04/30/10	14,636.21	1,990.52	Sale
		250.000	15,115.21	06/11/10	12,714.72	2,400.49	Sale
08/19/11		525.000	31,741.94	VARIOUS	27,350.93	4,391.01	Total of 2 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.							
		25.000	1,663.03	08/26/10	1,342.02	321.01	Sale
		50.000	3,326.07	08/26/10	2,684.05	642.02	Sale
11/21/11		75.000	4,989.10	VARIOUS	4,026.07	963.03	Total of 2 lots
Security total:			36,731.04		31,377.00	5,354.04	
Totals:			2,213,004.17		2,536,915.10	-323,910.93	

Itemized Categories

1/1/2011 Through 12/31/2011

2/14/2012

Page 1

Date	Description	Amount
EXPENSES		
Donation		
12/12/2011	**VOID**Thurston Co Fire Protection District 17- Bald Hi...	0.00
2/20/2011	Adath Jeshuran Preschool	-500.00
3/10/2011	Adath Jeshuran Preschool	-500.00
12/12/2011	Alzheimer's Association	-1,000.00
8/20/2011	American Cancer Society	-25.00
12/12/2011	American Cancer Society	-1,000.00
12/12/2011	American Diabetes Association, Louisville Chapter	-1,000.00
12/12/2011	American Heart Association	-1,000.00
7/1/2011	American Lung Association Of Kentucky	-50.00
12/12/2011	American Printing House For The Blind, Inc.	-1,000.00
12/12/2011	Arthritis Foundation - Ohio River Valley Chapter	-500.00
12/12/2011	Association For Macular Diseases, Inc.	-1,000.00
3/7/2011	Big Brothers Big Sisters Of Kentuckiana	-100.00
12/13/2011	Camp Nebagamon Scholarship Fund	-150.00
9/14/2011	Camperships for Nebagamon	-250.00
3/7/2011	Center For Science In The Public Interest	-125.00
10/29/2011	Centre College	-1,000.00
6/1/2011	Chi Omega Foundation	-100.00
2/13/2011	Children's School Of Excellence	-2,500.00
12/12/2011	Christine M Kleinert Institute For Hand & Microsurgery, I...	-10,000.00
2/4/2011	City Of Yelm	-150.00
10/26/2011	COA Youth & Family Centers	-250.00
11/28/2011	Compass Housing Alliance	-250.00
3/24/2011	Congregation Adath Jeshuran	-25.00
7/8/2011	Congregation Adath Jeshuran	-566.00
12/12/2011	Congregation Adath Jeshuran	-12,000.00
12/12/2011	Congregation Adath Jeshuran	-5,000.00
12/12/2011	Congregation Adath Jeshuran	-3,140.00
12/12/2011	Congregation Adath Jeshuran	-8,000.00
12/19/2011	Congregation Adath Jeshuran	-1,500.00
12/19/2011	Congregation Adath Jeshuran	-1,000.00
9/14/2011	Congregation Anshei Sfar	-400.00
12/12/2011	Court Appointed Special Advocate - CASA Project of Je...	-1,000.00
3/16/2011	Doctors Without Borders USA	-2,500.00
12/12/2011	ElderServe, Inc.	-500.00
12/12/2011	Gilda's Club Of Louisville	-15,000.00
7/25/2011	Grayson-Jockey Club Research Foundation, Inc.	-1,000.00
7/1/2011	Green County Junior Miss Scholarship Program	-110.00
1/3/2011	Green Hill Therapy, Inc.	-2,000.00
12/14/2011	Green Hill Therapy, Inc.	-1,000.00
6/29/2011	Greenbriar Elementary School	-50.00
12/13/2011	Jewish Community of Louisville	-75,000.00
12/12/2011	Jewish Family & Career Services	-17,500.00
2/4/2011	Jewish Foundation for Group Homes	-100.00
3/13/2011	Kappa Alpha Theta	-100.00
11/2/2011	Kappa Alpha Theta	-100.00
1/17/2011	Keneseth Israel Congregation	-500.00
2/13/2011	Kentucky Country Day School	-500.00
2/22/2011	Kentucky Country Day School	-160.00
10/29/2011	Kentucky Country Day School	-20,000.00
10/29/2011	Kentucky Country Day School	-5,000.00
11/2/2011	Kentucky Country Day School	-100.00
12/12/2011	Kentucky Country Day School	-100.00
7/8/2011	Kentucky Derby Museum - Backside Learning Center	-100.00
12/12/2011	Kentucky Derby Museum -Backside Learning Center	-5,000.00
12/12/2011	Kentucky Equine Humane Cenier, Inc.	-1,000.00

Itemized Categories
1/1/2011 Through 12/31/2011

2/11/2012

Page 2

Date	Description	Amount
12/12/2011	Kentucky Humane Society	-1,000.00
12/12/2011	Kentucky Lions Eye Foundation	-1,000.00
10/26/2011	Kentucky Public Radio Partnership	-500.00
12/12/2011	Ladies of the Rainier Fire Auxiliary	-1,500.00
2/1/2011	Louisville Ballet	-10,000.00
12/12/2011	Metro United Way	-32,500.00
9/14/2011	National Foundation For Cancer Research	-200.00
7/25/2011	Natural Resources Defense Council	-1,500.00
6/7/2011	Nisqually Land Trust	-500.00
7/25/2011	Nisqually Land Trust	-1,500.00
3/7/2011	Pancreatic Cancer Action Network	-1,000.00
12/12/2011	Parkinson Support Center Of Kentuckiana	-5,000.00
3/28/2011	Rainier Area Building Community	-1,500.00
4/29/2011	Rainier Education Foundation	-1,500.00
8/24/2011	Robert G Stallings Memorial Fund Inc.	-100.00
3/24/2011	Seattle Symphony	-200.00
1/17/2011	Southeast Christian Church	-25.00
12/14/2011	Susan G. Komen for the Cure, Louisville Affiliate	-1,000.00
7/25/2011	Temple Shalom	-400.00
11/28/2011	Tenino Food Bank	-100.00
12/12/2011	The Bachmann-Strauss Dystonia & Parkinson Foundati...	-250.00
6/7/2011	The Kentucky Center	-5,000.00
11/2/2011	The Masters' Fund	-1,000.00
5/28/2011	The Temple	-50.00
6/29/2011	The Temple	-50.00
7/25/2011	The Temple	-25.00
7/25/2011	The Temple	-14,000.00
7/25/2011	The Temple	-4,016.00
8/17/2011	The Temple	-40.00
5/28/2011	UK Alumni Association	-45.00
12/14/2011	United Citizens Betterment Organization/Yelm Communi...	-2,500.00
12/12/2011	United States Holocaust Memorial Museum	-1,000.00
12/12/2011	University of Kentucky Gluck Equine Research Foundati...	-1,000.00
12/12/2011	University of Louisville Fdn.- James Graham Brown Can...	-20,000.00
9/28/2011	University of Miami Sports Hall Of Fame	-500.00
1/3/2011	University Of Pennsylvania	-25,000.00
12/12/2011	West End School, Inc.	-1,000.00
6/7/2011	WHAS Crusade For Children	-2,000.00
8/20/2011	Woodstock Animal Foundation, Inc.	-25.00
1/10/2011	Yelm Animal Alliance Inc.	-100.00
TOTAL Donation		-341,127.00

TOTAL EXPENSES	-341,127.00
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OVERALL TOTAL	-341,127.00
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Payee	Street	City	State	Zip	ID Number
Alzheimer's Association	Kaden Tower//6100 Dutchmans La...	Louisville	KY	40205	36-4497854
American Cancer Society	701 W. Muhammed Ali Blvd.	Louisville	KY	40203	64-0329009
American Diabetes Association, Loui...	161 St. Matthews Ave., Ste. 3	Louisville	KY	40207-3145	13-1623888
American Heart Association	240 Whittington Parkway	Louisville	KY	40222-4904	13-5613797
American Lung Association Of Kentu...	P.O. Box 9067	Louisville	KY	40209	61-0444714
American Printing House For The Bli...	1839 Frankfort Ave.//P.O. Box 6389	Louisville	KY	40206-0389	61-0444640
Arthritis Foundation - Ohio River Vall...	Louisville Branch//2908 Brownsbor...	Louisville	KY	40206-3506	31-6043937
Association For Macular Diseases, Inc.	210 East 64th St.	New York	NY	10065	11-2448070
Big Brothers/Big Sisters	P.O. Box 1645	Louisville	KY	40201	61-6057856
Camp Nebagamon Scholarship Fund	P.O. Box 331	East Troy	WI	53120	36-4014283
Camperships for Nebagamon	P.O. Box 331	East Troy	WI	53120	36-4014283
Center For Science In The Public Inte...	1220 L Street, N.W.//Suite 300	Washington	D.C.	20005	23-7122879
Centre College	600 West Walnut Street	Danville	KY	40422	61-0444671
Chi Omega Foundation	P.O. Box 2121	Memphis	TN	38159	31-0936294
Children's School of Excellence	P.O. Box 1065	Rainier	WA	98576	91-1953699
Christine M Kleinhert Institute For Han...	225 Abraham Flexner Way//Suite 8...	Louisville	KY	40202	61-1110645
City of Yelm	P.O. Box 479	Yelm	WA	98597	91-6001534
COA Youth & Family Centers	909 E. North Avenue	Milwaukee	WI	53212	390806339
Compass Housing Alliance	77 S. Washington Street	Seattle	WA	98104	91-0578229
Congregation Adath Jeshuran	2401 Woodbourne Avenue	Louisville	KY	40205	61-0458363
Congregation Anshei Sfard	3700 Dutchmans Lane	Louisville	KY	40205	61-0587699
Court Appointed Special Advocate - ...	514 W. Liberty Street, Ste. 139	Louisville	KY	40202-2800	61-1066568
Doctors Without Borders USA	P.O. Box 5030	Hagerstown	MD	21741	13-3433452
ElderServe, Inc.	411 E. Muhammad Ali Blvd.	Louisville	KY	40202	61-6024140
Gilda's Club Of Louisville	P.O. Box 4061//633 Baxter Avenue	Louisville	KY	40204-0061	20-1635170
Grayson-Jockey Club Research Foun...	821 Corporate Drive	Lexington	KY	40503	61-6031750
Green County Junior Miss Scholarshi...	c/o Jillian R. Goff	Greensburg	KY	42743	61-6042277
Green Hill Therapy, Inc.	1410 Long Run Road	Louisville	KY	40245	61-1378588
Greenbriar Elementary School	8201 Ditch Road	Indianapolis	IN	46260	25-1659862
Jewish Community of Louisville	3630 Dutchmans Lane	Louisville	KY	40205-8840	61-0444765
Jewish Family & Career Services	2821 Klemphner Way	Louisville	KY	40205	61-0444704
Jewish Foundation for Group Homes	1500 E. Jefferson Street	Rockville	MD	20852	52-1263608
Kappa Alpha Theta	Centre College//600 West Walnut ...	Danville	Kentucky	40422	36-6066531
Keneth Israel Congregation	2531 Taylorsville Road//P.O. Box 5...	Louisville	KY	40205	61-0448553
Kentucky Country Day School	4100 Springdale Road	Louisville	KY	40241	61-0731998
Kentucky Derby Museum -Backside L...	Backside Learning Center//704 Ce...	Louisville	KY	40208	31-1023459
Kentucky Equine Humane Center, Inc.	P.O. Box 910124	Lexington	KY	40591	20-5883736
Kentucky Humane Society	241 Steedly Drive	Louisville	KY	40214	61-0463938
Kentucky Lions Eye Foundation	301 E. Muhammad Ali Blvd.	Louisville	KY	40202	61-0516171
Kentucky Public Radio Partnership	619 S. 4th Street	Louisville	KY	40202	61-1259787
Ladies of the Rainier Fire Auxiliary	117 Rainier Estates Court	Rainier	WA	98576	60-1587091
Louisville Ballet	315 E. Main Street	Louisville	KY	40202	61-6033779
Metro United Way	Dept. 52860//P.O. Box 950148	Louisville	KY	40295-0148	61-0444680
National Foundation For Cancer Res...	4600 East West Highway, Ste. 525	Bethesda	Maryland	20814	04-2531031

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Payee	Street	City	State	Zip	ID Number
Natural Resources Defense Council	40 West 20th Street	New York	NY	10011	13-2654926
Nisqually Land Trust	1420 Marvin Road NE Ste. C/PMB...	Lacey	WA	98516-3878	91-1484518
Pancreatic Cancer Action Network	1500 Rosecrans Ave., Ste. #200	Manhattan Beach	CA	90266	33-0841281
Parkinson Support Center Of Kentuc...	315 Townepark Circle/Suite 100	Louisville	KY	40243	61-1367576
Rainier Area Building Community	Rainier Library/P.O. Box 361	Rainier	WA	98576	91-1867247
Rainier Education Foundation	P.O. Box 1017	Rainier	WA	98576	94-3167693
Robert G. Stallings Memorial Fund	P.O. Box 23147	Louisville	KY	40223	27-3111373
Seattle Symphony	P.O. Box 21906	Seattle	WA	98111-3906	91-1351925
Southeast Christian Church	920 Blankenbaker Parkway	Louisville	KY	40243	61-0850307
Susan G. Komen for the Cure, Louisv...	2301 Hursibourne Village Drive/S...	Louisville	KY	40299	75-1835298
Temple Shalom	4615 Lowe Road	Louisville	KY	40220	31-0900603
Tenino Food Bank	P.O. Box 1239	Tenino	WA	98589	91-2144590
The Bachmann-Strauss Dystonia & P...	551 Fifth Avenue, Suite 520	New York	NY	10176	13-3804248
The Kentucky Center	5 Riverfront Plaza/501 W. Main St...	Louisville	KY	40202-2989	31-0999046
The Masters' Fund	P.O. Box 1217	Tenino	WA	98589	94-3048977
The Temple	5101 U.S. Highway 42	Louisville	KY	40241	61-0918772
UK Alumni Association	King Alumni House/400 Rose Street	Lexington	KY	40506-0119	61-0419015
United Citizens Betterment Organizati...	P.O. Box 5320	Yelm	WA	98597	23-7226534
United States Holocaust Memorial M...	100 Raoul Wallenberg Place SW	Washington	DC	20024-2126	52-1309391
University of Kentucky Gluck Equine ...	108 Gluck Equine Research Center	Lexington	KY	40546-0099	31-1146505
University of Louisville Fdn.- James ...	James Graham Brown Cancer Cen...	Louisville	KY	40202-3230	23-7078461
University of Miami Sports Hall Of Fa...	5821 San Amaro Drive	Coral Gables	FL	33146	65-0124730
University Of Pennsylvania	The Penn Fund/P.O. Box 41790	Philadelphia	PA	19162-0036	23-1352685
West End School, Inc.	3628 Virginia Avenue	Louisville	KY	40211	04-3798875
WHAS Crusade for Children	P.O. Box 1100	Louisville	KY	40202	23-7075524
Woodstock Animal Foundation, Inc.	Woodstock Animal Foundation/771...	Lexington	KY	40503	36-3857844
Yelm Animal Alliance Inc.	P.O. Box 639	Yelm	WA	98597	80-0219724

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

Source	Amount
BB&T	216.
Total to Form 990-PF, Part I, line 3, Column A	216.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BESSEMER 9D3L43	74,878.	25,533.	49,345.
BESSEMER 9D3L43 - U.S. INTEREST	330.	0.	330.
BESSEMER 9D4470 - DIVIDENDS	789.	0.	789.
BESSEMER 9D4470 - INTEREST	126.	0.	126.
Total to Fm 990-PF, Part I, ln 4	76,123.	25,533.	50,590.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
BESSEMER 9D3L43 - FOREIGN CURRENCY LOSS	-10,380.	-10,380.	
BESSEMER 9D4470 - CLASS ACTION PAYMENT	6.	6.	
BESSEMER 9D3L43 - NON-DIVIDEND DISTRIBUTION	161.	161.	
BESSEMER 9D3L43 - CLASS ACTION PAYMENT	703.	703.	
Total to Form 990-PF, Part I, line 11	-9,510.	-9,510.	

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING	3,325.	3,725.			0.
To Form 990-PF, Pg 1, ln 16b	3,325.	3,725.			0.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
BESSEMER TRUST	15,371.	15,371.			0.
To Form 990-PF, Pg 1, ln 16c	15,371.	15,371.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN TAXES	201.	201.			0.
To Form 990-PF, Pg 1, ln 18	201.	201.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
COMPUTER SUPPLIES	45.	45.			0.
OFFICE SUPPLIES AND POSTAGE	42.	42.			0.
FILING FEE	15.	15.			0.
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	10,000.	0.			0.
To Form 990-PF, Pg 1, ln 23	10,102.	102.			0.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
VARIOUS STOCKS	1,047,124.	1,039,418.
COMMODOTIES	155,610.	113,074.
Total to Form 990-PF, Part II, line 10b	1,202,734.	1,152,492.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	COST	208,615.	293,616.
Total to Form 990-PF, Part II, line 13		208,615.	293,616.

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

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 15.00	24,000.	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		24,000.	0.	0.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions KLEIN FAMILY FOUNDATION, INC BETH KLEIN	Employer identification number (EIN) or ☒ 61-0648689
File by the due date for filing your return See instructions Number, street, and room or suite no. If a P.O. box, see instructions. 6714 ELMCROFT CIRCLE	Social security number (SSN) ☐
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)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BETH KLEIN

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

Telephone No. ☒ **502-562-5413**

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2012.**

5 For calendar year **2011**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension **See Statement 11**

8a 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.	8a	\$	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 and any amount paid previously with Form 8868.	8b	\$	4,323.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **TREASURER**

Date

Form 8868 (Rev. 1-2012)