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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

, 2011, and ending

, 20

Name of foundation SAMUEL H KLEIN FAMILY FOUNDATION		A Employer identification number 61-0652845
Number and street (or P O box number if mail is not delivered to street address) P O BOX 630858		B Telephone number (see instructions) (513) 534-5310
City or town, state, and ZIP code CINCINNATI, OH 45263-0858		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,370,325.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,464.	12,464.		STMT 1
	4 Dividends and interest from securities	32,828.	32,483.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	801.			
	b Gross sales price for all assets on line 6a	312,910.			
	7 Capital gain net income (from Part IV, line 2)		801.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	46,093.	45,748.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	950.	475.	NONE	475.
	c Other professional fees (attach schedule) STMT 4	2,308.	2,308.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	749.	152.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	355.			355.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,362.	2,935.	NONE	830.
	25 Contributions, gifts, grants paid	66,734.			66,734.
26 Total expenses and disbursements Add lines 24 and 25	71,096.	2,935.	NONE	67,564.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-25,003.				
b Net investment income (if negative, enter -0-)		42,813.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		5.	9.	9.
	2	Savings and temporary cash investments		42,776.	15,833.	15,833.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)		790,317.	754,767.	887,200.
	c	Investments - corporate bonds (attach schedule)		431,599.	463,469.	467,283.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,264,697.	1,234,078.	1,370,325.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,264,697.	1,234,078.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,264,697.	1,234,078.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,264,697.	1,234,078.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,264,697.
2	Enter amount from Part I, line 27a	2	-25,003.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,239,694.
5	Decreases not included in line 2 (itemize) ▶	5	5,616.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,234,078.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 312,909.		312,109.	800.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			800.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	801.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	71,159.	1,388,470.	0.051250
2009	70,484.	1,328,635.	0.053050
2008	80,598.	1,523,395.	0.052907
2007	83,256.	1,720,326.	0.048395
2006	82,360.	1,691,396.	0.048694
2 Total of line 1, column (d)			2 0.254296
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050859
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,415,298.
5 Multiply line 4 by line 3			5 71,981.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 428.
7 Add lines 5 and 6			7 72,409.
8 Enter qualifying distributions from Part XII, line 4 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.			8 67,564.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	856.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	856.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	856.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	516.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	516.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	340.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>FIFTH THIRD BANK</u> Telephone no <u>(502) 562-5254</u> Located at <u>401 S. 4TH AVE, LOUISVILLE, KY</u> ZIP + 4 <u>40202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**6b**

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? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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 8		-0-	-0-	-0-

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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	1,365,978.
b	Average of monthly cash balances	1b	70,873.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,436,851.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,436,851.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,553.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,415,298.
6	Minimum investment return. Enter 5% of line 5	6	70,765.

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	70,765.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	856.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,909.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	69,909.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,909.

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	67,564.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	67,564.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,564.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				69,909.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	6,180.			
d From 2009	4,934.			
e From 2010	2,467.			
f Total of lines 3a through e	13,581.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 67,564.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				67,564.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	2,345.			2,345.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,236.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,236.			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	3,835.			
c Excess from 2009	4,934.			
d Excess from 2010	2,467.			
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			▶ 3a	66,734.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12,464.	NONE
4 Dividends and interest from securities			14	32,828.	NONE
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	801.	NONE
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				46,093.	NONE
13 Total. Add line 12, columns (b), (d), and (e)				13	46,093.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONEY MARKET INTEREST	12,464.	12,464.
-----	-----	-----
TOTAL	12,464.	12,464.
=====	=====	=====

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN DIVIDENDS	1,926.	1,926.
NONDIVIDEND DISTRIBUTIONS	345.	
DOMESTIC DIVIDENDS	20,750.	20,750.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	5,236.	5,236.
NONQUALIFIED FOREIGN DIVIDENDS	18.	18.
NONQUALIFIED DOMESTIC DIVIDENDS	4,553.	4,553.
	-----	-----
TOTAL	32,828.	32,483.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	950.	475.		475.
TOTALS	950.	475.	NONE	475.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	2,308.	2,308.
TOTALS	2,308.	2,308.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR EXCISE TAX PAID	81.	
EXCISE TAX ESTIMATE	516.	
FOREIGN TAXES ON QUALIFIED FOR	149.	149.
FOREIGN TAXES ON NONQUALIFIED	3.	3.
	-----	-----
TOTALS	749.	152.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
MISC. CHARITABLE EXPENSE	355.	355.
TOTALS	----- 355. =====	----- 355. =====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.
2012 REDEPOSIT FOR AMT PAID IN 2011	5,614.

TOTAL	5,616.
	=====

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1.	
17,892.00		1600. HUDSON CITY BANCORP INC PROPERTY TYPE: SECURITIES 19,823.00					08/05/2010 -1,931.00	02/04/2011
3,412.00		75. ABBOTT LABS PROPERTY TYPE: SECURITIES 3,159.00					06/07/2004 253.00	02/10/2011
9,098.00		200. ABBOTT LABS PROPERTY TYPE: SECURITIES 8,434.00					11/30/2004 664.00	02/10/2011
75,000.00		75000. FEDERAL HOME LN BKS 1/6/2006 4.62 PROPERTY TYPE: SECURITIES 76,637.00					10/15/2008 -1,637.00	02/18/2011
10,057.00		500. INTEL CORP PROPERTY TYPE: SECURITIES 14,225.00					06/04/2004 -4,168.00	03/15/2011
6,034.00		300. INTEL CORP PROPERTY TYPE: SECURITIES 8,502.00					06/07/2004 -2,468.00	03/15/2011
5,163.00		150. LILLY ELI & CO PROPERTY TYPE: SECURITIES 11,147.00					06/01/2004 -5,984.00	03/28/2011
5,163.00		150. LILLY ELI & CO PROPERTY TYPE: SECURITIES 11,261.00					06/07/2004 -6,098.00	03/28/2011
3,442.00		100. LILLY ELI & CO PROPERTY TYPE: SECURITIES 6,208.00					10/05/2004 -2,766.00	03/28/2011
14,811.00		300. TARGET CORP PROPERTY TYPE: SECURITIES 11,838.00					07/20/2009 2,973.00	03/28/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,380.00		100. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 4,282.00					06/02/2004	03/28/2011
16,760.00		200. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 8,622.00					06/07/2004	03/28/2011
10,810.00		129. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 6,060.00					10/05/2004	03/28/2011
21.00		.5 CITIGROUP INC PROPERTY TYPE: SECURITIES 25.00					01/12/2011	05/31/2011
100,000.00		100000. FREDDIE MAC 6/8/2006 5.250 7/18/ PROPERTY TYPE: SECURITIES 101,048.00					04/13/2007	07/18/2011
5,711.00		547. PIMCO LOW DURATION FUND PROPERTY TYPE: SECURITIES 5,700.00					03/28/2011	08/11/2011
21,155.00		290. ISHARES TR RUSSELL 2000 INDEX FD ET PROPERTY TYPE: SECURITIES 15,138.00					07/20/2009	11/30/2011
TOTAL GAIN(LOSS)							----- 801. =====	

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

=====

OFFICER NAME:

LEE K. GARLOVE

ADDRESS:

1215 NAVAHO CT
LOUISVILLE, KY

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EDNA K. YAMOUTH

ADDRESS:

8505 COACHGATE
LOUISVILLE, KY

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JUNE K ATLAS

ADDRESS:

1710 DEVONDALE
LOUISVILLE, KY

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

SAMUEL H KLEIN FAMILY FOUNDATION

61-0652845

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED SHEET

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 66,734.

TOTAL GRANTS PAID:

66,734.

=====

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

1.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

1.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

1.00

=====

2011 SHK Family Foundation - Atlas

Amount	Organization
\$ 100.00	National Multiple Sclerosis Society 11700 Commonwealth Drive Louisville, KY 40299
\$ 10.00	ALS 2807 Amsterdam Road Villa Hills KY 41017
\$ 1,925.00	The Temple Congregation Ohabai Shalom 5015 Harding Road Nashville, TN 37205
\$ 1,998.00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016
\$ 1,998.00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016
\$ 1,998.00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016
\$ 689.91	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016
\$ 500.00	United Jewish Campaign 3630 Dutchmans Lane Louisville, KY 40205
\$ 1,750.00	United Jewish Campaign 3630 Dutchmans Lane Louisville, KY 40205
\$ 5,000.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241
\$ 1,000.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241
\$ 250.00	YMCA Safe Place Services 2400 Crittenden Drive Louisville, KY 40217

\$	1,000.00	Louisville Collegiate School 2427 Glenmary Avenue Louisville, KY 40204
\$	500.00	Fund for the Arts 623 West Main Street Louisville, KY 40202
\$	1,000.00	Metro United Way Dept. 52860 P O Box 36370 Louisville, KY 40233-6370
\$	500.00	United Jewish Campaign 3630 Dutchmans Lane Louisville, KY 40205
\$	1,000.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241
\$	1,000.00	Waterfront Development 129 E. River Road Louisville, KY 40202
\$	100.00	Humane Society 241 Steedly Drive Louisville, KY 40214
\$	1,000.00	University of Louisville Attn: University Advancement Belknap Campus Louisville, KY 40292
\$	500.00	Louisville Collegiate School 2427 Glenmary Avenue Louisville, KY 40204
\$	297.09	Crusade for Children P O Box 1101 Louisville, KY 40201-1101
\$	24,116.00	

2011 SHK Family Foundation - Garlove

Amount	Organization	Donor
\$ 1,000.00	Temple Emanuel 151 McIntosh Road Sarasota, FL 34232	
\$ 1,000.00	The R. L. Stevenson School 3162 Forest lake Road Pebble Beach CA 93953	
\$ 500.00	Metro United Way Dept. 52860 P O Box 950148 Louisville, KY 40295-0148	
\$ 2,000.00	Heifer International 1 World Avenue Little Rock AR 72202	
\$ 1,000.00	Crusade for Children P O Box 1100 Louisville, KY 40201-1100	
\$ 1,038.67	The Salvation Army Sarasota Area P O Box 2792 Sarasota, FL 34230	
\$ 500.00	Emory University Office of Gift Records 1762 Clifton Road, Suite 1400 MS: 0970-001-8AA Atlanta, GA 30322-4001	
\$ 500.00	University of Pennsylvania The Penn Fund 601 Franklin Building 3451 Walnut Street Philadelphia, PA 19104-6285	
\$ 500.00	Vanderbilt University The Vanderbilt Fund PMB 407727 2301 Vanderbilt Place Nashville, TN 37240-7727	
\$ 500.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241	

\$	200.00	Salvation Army P O Box 1149 Louisville, KY 40201-1149
\$	200.00	Disabled American Veterans Charitable Service Trust 3725 Alexandria Pike Cold Spring, KY 41076
\$	5,438.67	Norton Hospital Foundation Gail Klein Garlove Lectureship 234 East Gray Street Louisville, KY 40202
\$	200.00	Cabbage Patch Settlement House 1413 South Sixth Street Louisville, KY 40208
\$	200.00	American Red Cross Louisville Chapter 510 East Chestnut Street Louisville, KY 40202-1602
\$	200.00	Wayside Christian Mission P O Box 7249 Louisville, KY 40257-0249
\$	200.00	Kentucky Humane Society 241 Steedly Drive Louisville, KY 40214
\$	500.00	Centre College Office of Development 600 West Walnut Street Danville, KY 40422
\$	200.00	Special Olympics of Kentucky 105 Lakeview Court Frankfort, KY 40601
\$	100.00	Alzheimer's Association Chapter Processing Center 6100 Dutchmans Lane Louisville, KY 40205
\$	100.00	Cardinal Hill Rehab Hospital 9810 Bluegrass Pkwy. Louisville, KY 40299

\$	500.00	Washington & Lee Attn: Annual Fund Lexington, VA 24450-0303
\$	50.00	Salvation Army P O Box 1149 Louisville, KY 40201-1149
\$	50.00	Home of the Innocents 1100 East Market Street Louisville, KY 40206
\$	75.00	Dream Factory Louisville Chapter 200 W Broadway, Suite 504 Louisville, KY 40202
\$	50.00	American Red Cross 510 East Chestnut Street Louisville, KY 40202
\$	50.00	March of Dimes 4802 Sherburn Lane Louisville, KY 40207
\$	250.00	American Heart Association 240 Whittington Pkwy Louisville, KY 40222
\$	50.00	Hosparus 3532 Ephraim McDowell Drive Louisville, KY 40205
\$	50.00	Center for Women & Families P O Box 2048 Louisville, KY 40201-2048
\$	50.00	Goodwill Industries 907 East Broadway Louisville, KY 40204
\$	100.00	Cabbage Patch Settlement House 1413 South Sixth Street Louisville, KY 40208
\$	100.00	The Healing Place 1020 West Market Street Louisville, KY 40202

\$	50.00	Stanford Christian Church 200 East Main Street Stanford, KY 40484
\$	150.00	Vanderbilt University The Vanderbilt Fund PMB 407727 2301 Vanderbilt Place Nashville, TN 37240-7727
\$	100.00	Wellspring P O Box 1927 Louisville, KY 40201
\$	50.00	Boys Haven 2301 Goldsmith Lane Louisville, KY 40218
\$	50.00	Shamrock Pet Foundation P O Box 24033 Louisville, KY 40224
\$	250.00	21st Century Parks 471 West Main Street Suite 202 Louisville, KY 40202
\$	150.00	Louisville Zoo 1100 Trevilian Way Louisville, KY 40213
\$	250.00	Christ Church United Methodist 4614 Brownsboro Road Louisville, KY 40207
\$	18,502.34	Total

2011 SHK Family Foundation - Yarmuth Distributions

Amount	Organization
\$ 1,000.00	Mill Creek Elementary 3816 Dixie Highway Louisville, KY 40216
\$ 100.00	Metro United Way Dept. 52860 P O Box 36370 Louisville, KY 40233-6370
\$ 100.00	Heuser Hearing & Language Academy 111 E. Kentucky Street Louisville, KY 40203-2793
\$ 2,016.00	The Digitalville Foundation C/O 222 E. Witherspoon Street, #704 Louisville, KY 40202
\$ 100.00	Alzheimer's Association 6100 Dutchmans Lane Louisville, KY 40205
\$ 100.00	Boys & Girls Haven 2301 Goldsmith Lane Louisville, KY 40218-1018
\$ 100.00	Dare to Care Food Bank P O Box 35458 Louisville, KY 40232-5458
\$ 100.00	Franciscan Shelter House 748 South Preston Street Louisville, KY 40203
\$ 100.00	Home of the Innocents 1100 E. Market Street Louisville, KY 40206-9935
\$ 100.00	Cabbage Patch 1413 South Sixth Street Louisville, KY 40208-2203
\$ 100.00	Visually Impaired Pre-School 1906 Goldsmith Lane Louisville, KY 40218
\$ 100.00	The Healing Place 1020 W. Market Street Louisville, KY 40202-2630

\$	100.00	Hosparus 3532 Ephraim McDowell Louisville, KY 40205
\$	2,500.00	Ohev Shalom Rabbis Honorarium 5015 Goddard Avenue Orlando, FL 32804
\$	2,500.00	Jewish Family Services 2100 Lee Road Winter Park, FL 32789
\$	5,000.00	Yale University Office of Development/Contribution Processing P O Box 2038 New Haven, CT 06521-2038
\$	3,000.00	Adath Jeshurun Attn: Rabbi's Discretionary Fund 2401 Woodbourne Avenue Louisville, KY 40205
\$	1,000.00	Big Brothers Big Sister of Kentuckiana 1519 Gardiner Lane Louisville, KY 40218
\$	1,000.00	Kosair Charities 982 Eastern Parkway P O Box 37370 Louisville, KY 40233-7370
\$	1,000.00	Animal Care Society 12207 Westport Road Louisville, KY 40245
\$	1,000.00	Center for Women & Families P O Box 2048 Louisville, KY 40201-2048
\$	1,000.00	Dream Factory Louisville Chapter 200 West Broadway, Suite 504 Louisville, KY 40202
\$	1,000.00	St. Jude Children's Research Hospital 501 St. Jude Place Memphis Tn 38105

\$ 1,000.00 Gilda's Club
933 Baxter Avenue
Louisville, KY 40204

\$ 24,116.00 Total



04-1230

Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.8000		CASH	\$1.000	\$1.80	0.0%	\$1.80			
4,576.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 99FTFLSN1	\$1.000	\$4,576.00	0.3%	\$4,576.00		\$2.75	0.1%
11,257.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) CUSIP - 99FTFLSN1	\$1.000	\$11,257.00	0.8%	\$11,257.00		\$6.75	0.1%
Cash & Equivalents - Total						\$15,834.80		\$9.50	0.1%

Fixed Income

50,000.0000		FEDERAL HOME LOAN BANK 11/22/02 4.500 11/15/12 CUSIP - 3133MTZL5	\$103.601	\$51,800.50	3.8%	\$51,092.45	\$708.05	\$2,250.00	4.3%
50,000.0000		FHLB 11/18/10 0.875 12/27/13 CUSIP - 313371UC8	\$100.860	\$50,430.00	3.7%	\$50,585.75	\$(155.75)	\$437.50	0.9%
50,000.0000		FREDDIE MAC 7/16/2004 5.000 7/15/2014 CUSIP - 3134A4UU6	\$111.059	\$55,529.50	4.1%	\$51,771.95	\$3,757.55	\$2,500.00	4.5%
50,000.0000		FANNIE MAE 02/01/11 1.250 02/27/14 CUSIP - 3135G0AP8	\$101.446	\$50,723.00	3.7%	\$51,065.20	\$(342.20)	\$625.00	1.2%
50,000.0000		FANNIE MAE 3/28/2003 4.375 3/15/2013 CUSIP - 31359MRG0	\$104.900	\$52,450.00	3.8%	\$50,707.45	\$1,742.55	\$2,187.50	4.2%
50,000.0000		FANNIE MAE 02/15/07 5.000 02/16/12 CUSIP - 31359MSH2	\$100.581	\$50,290.50	3.7%	\$50,030.90	\$259.60	\$2,500.00	5.0%
268.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND	\$116.690	\$31,272.92	2.3%	\$29,137.20	\$2,135.72	\$1,282.11	4.1%

Investment Account



Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
		CUSIP - 464287176							
1,300.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$35.620	\$46,306.00	3.4%	\$50,310.00	\$(4,004.00)	\$3,233.10	7.0%
5,046.0000	PLDPX	PIMCO LOW DURATION FUND CUSIP - 72201M669	\$10.290	\$51,923.34	3.8%	\$52,579.32	\$(655.98)	\$1,064.71	2.1%
4,092.0000	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	\$6.490	\$26,557.08	1.9%	\$26,188.80	\$368.28	\$2,140.12	8.1%
Fixed Income - Total				\$467,282.84	34.1%	\$463,469.02	\$3,813.82	\$18,220.04	3.9%

Equities

450.0000	T	AT&T INC CUSIP - 00206R102	\$30.240	\$13,608.00	1.0%	\$10,997.19	\$2,610.81	\$792.00	5.8%
125.0000	APA	APACHE CORP CUSIP - 037411105	\$90.580	\$11,322.50	0.8%	\$10,066.95	\$1,255.55	\$75.00	0.7%
7,029.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	\$25.170	\$176,919.93	12.9%	\$166,868.46	\$10,051.47	\$4,498.56	2.5%
200.0000	CELG	CELGENE CORP CUSIP - 151020104	\$67.600	\$13,520.00	1.0%	\$9,376.00	\$4,144.00		
335.0000	C	CITIGROUP INC CUSIP - 172967424	\$26.310	\$8,813.85	0.6%	\$16,884.00	\$(8,070.15)	\$13.40	0.2%
700.0000	KO	COCA COLA CO CUSIP - 191216100	\$69.970	\$48,979.00	3.6%	\$31,437.00	\$17,542.00	\$1,316.00	2.7%
900.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$21.540	\$19,386.00	1.4%	\$10,961.19	\$8,424.81		
125.0000	EOG	EOG RES INC COM CUSIP - 26875P101	\$98.510	\$12,313.75	0.9%	\$8,701.15	\$3,612.60	\$80.00	0.6%
619.0000	XOM	EXXON MOBIL CORP	\$84.760	\$52,466.44	3.8%	\$41,083.14	\$11,383.30	\$1,163.72	2.2%

Investment Account

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Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
(continued)									
		CUSIP - 30231G102							
1,300.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$17.910	\$23,283.00	1.7%	\$24,713.00	\$(1,430.00)	\$884.00	3.8%
100.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	\$90.430	\$9,043.00	0.7%	\$15,928.00	\$(6,885.00)	\$140.00	1.5%
398.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$42.040	\$16,731.92	1.2%	\$14,508.81	\$2,223.11	\$461.68	2.8%
325.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$54.350	\$17,663.75	1.3%	\$9,659.00	\$8,004.75	\$484.25	2.7%
100.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$183.880	\$18,388.00	1.3%	\$11,622.00	\$6,766.00	\$300.00	1.6%
1,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$49.530	\$49,530.00	3.6%	\$47,530.00	\$2,000.00	\$1,710.00	3.5%
610.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	\$73.750	\$44,987.50	3.3%	\$36,185.80	\$8,801.70	\$628.30	1.4%
450.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$33.250	\$14,962.50	1.1%	\$18,006.61	\$(3,044.11)	\$450.00	3.0%
600.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$65.580	\$39,348.00	2.9%	\$34,190.50	\$5,157.50	\$1,368.00	3.5%
199.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$100.330	\$19,965.67	1.5%	\$14,327.44	\$5,638.23	\$557.20	2.8%
500.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$37.700	\$18,850.00	1.4%	\$24,063.00	\$(5,213.00)	\$840.00	4.5%
1,000.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$25.960	\$25,960.00	1.9%	\$26,210.00	\$(250.00)	\$800.00	3.1%
200.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$60.880	\$12,176.00	0.9%	\$11,010.56	\$1,165.44	\$440.00	3.6%
250.0000	NSC	NORFOLK SOUTHN CORP	\$72.860	\$18,215.00	1.3%	\$10,662.50	\$7,552.50	\$430.00	2.4%

Investment Account

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Investment Account
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
CUSIP - 655844108									
500.0000	ORCL	ORACLE CORPORATION	\$25.650	\$12,825.00	0.9%	\$9,594.10	\$3,230.90	\$120.00	0.9%
CUSIP - 68389X105									
200.0000	PM	PHILIP MORRIS INTL INC	\$78.480	\$15,696.00	1.1%	\$7,109.62	\$8,586.38	\$616.00	3.9%
CUSIP - 718172109									
300.0000	PX	PRAXAIR INC	\$106.900	\$32,070.00	2.3%	\$11,310.00	\$20,760.00	\$600.00	1.9%
CUSIP - 74005P104									
600.0000	PG	PROCTER & GAMBLE CO	\$66.710	\$40,026.00	2.9%	\$32,355.00	\$7,671.00	\$1,260.00	3.1%
CUSIP - 742718109									
100.0000	SLB	SCHLUMBERGER LTD	\$68.310	\$6,831.00	0.5%	\$9,824.00	\$(2,993.00)	\$100.00	1.5%
CUSIP - 806857108									
410.0000	SBUX	STARBUCKS CORP	\$46.010	\$18,864.10	1.4%	\$15,190.50	\$3,673.60	\$278.80	1.5%
COM									
CUSIP - 855244109									
271.0000	UTX	UNITED TECHNOLOGIES CORP	\$73.090	\$19,807.39	1.4%	\$12,454.22	\$7,353.17	\$520.32	2.6%
CUSIP - 913017109									
298.0000	YUM	YUM! BRANDS INC	\$59.010	\$17,584.98	1.3%	\$15,418.52	\$2,166.46	\$339.72	1.9%
COMMON STOCK									
CUSIP - 988498101									
Equities - Total				\$850,138.28	62.0%	\$718,248.26	\$131,890.02	\$21,266.95	2.5%
Real Estate Investments									
639.0000	VNQ	VANGUARD REIT ETF	\$58.000	\$37,062.00	2.7%	\$36,518.59	\$543.41	\$1,309.95	3.5%
CUSIP - 922908553									
Real Estate Investments - Total				\$37,062.00	2.7%	\$36,518.59	\$543.41	\$1,309.95	3.5%
Total Portfolio Positions				\$1,370,317.92	100.0%	\$1,234,070.67	\$136,247.25	\$40,806.44	3.0%

Investment Account

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Investment Account
SAMUEL H KLEIN FAM FDN - ATLAS

10/01/2011 - 12/31/2011

04-1230

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.6100		CASH	\$1.000	\$0.61	37.9%	\$0.61			
1.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 99FTFLSN1	\$1.000	\$1.00	62.1%	\$1.00			
Cash & Equivalents - Total				\$1.61	100.0%	\$1.61			0.0%
Total Portfolio Positions				\$1.61	100.0%	\$1.61			0.0%

Investment Account



04-1230

Investment Account

SAMUEL H KLEIN FAM FDN - GARLOVE

10/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.9600		CASH	\$1.000	\$0.96	32.4%	\$0.96			
2.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 99FTFLSN1	\$1.000	\$2.00	67.6%	\$2.00			
Cash & Equivalents - Total				\$2.96	100.0%	\$2.96			0.0%
Total Portfolio Positions				\$2.96	100.0%	\$2.96			0.0%

Investment Account



FIFTH THIRD
PRIVATE BANK

04-1230

Investment Account
SAMUEL H KLEIN FAM FDN - YARMUTH

10/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.0700		CASH	\$1.000	\$0.07	2.3%	\$0.07			
3.0000		FIFTH THIRD INSTITUTIONAL MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 99FTFLSN1	\$1.000	\$3.00	97.7%	\$3.00			
Cash & Equivalents - Total				\$3.07	100.0%	\$3.07			0.0%
Total Portfolio Positions				\$3.07	100.0%	\$3.07			0.0%

Investment Account