Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 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) | Room/suite
6714 ELMCROFT CIRCLE

B Telephone number
502-292-0597

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 5,827,194.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	78.	78.		Statement 1
	4 Dividends and interest from securities	32,993.	32,993.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,544.			
	b Gross sales price for all assets on line 6a 140,707.				
	7 Capital gain net income (from Part IV, line 2)		23,544.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	3,940.	3,940.		Statement 3
	12 Total. Add lines 1 through 11	60,555.	60,555.		
Operating and Administrative Expenses	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	3,725.	3,725.		0.
	c Other professional fees Stmt 5	13,196.	13,196.		0.
	17 Interest				
	18 Taxes Stmt 6	403.	403.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	10,468.	468.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	51,792.	17,792.		0.
	25 Contributions, gifts, grants paid	308,107.			308,107.
	26 Total expenses and disbursements. Add lines 24 and 25	359,899.	17,792.		308,107.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-299,344.			
	b Net investment income (if negative, enter -0-)		42,763.		
	c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED SEP 18 2013

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2012)

10570815 794544 kleinfamfoun 2012.04010 KLEIN FAMILY FOUNDATION, IN KLEINFA1

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	81,001.	49,858.	49,858.
	2 Savings and temporary cash investments	4,519,197.	3,724,986.	3,724,986.
	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	1,202,734.	1,725,278.	1,758,822.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	208,615.	208,615.	293,528.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,011,547.	5,708,737.	5,827,194.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	6,011,547.	5,708,737.	
	30 Total net assets or fund balances	6,011,547.	5,708,737.	
	31 Total liabilities and net assets/fund balances	6,011,547.	5,708,737.	

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	6,011,547.
2	Enter amount from Part I, line 27a	2	-299,344.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,712,203.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENTS IN BOOK VALUE OF ASSETS	5	3,466.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,708,737.

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				
b	See Attached Statements			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	140,707.		117,163.	23,544.

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				
b				
c				
d				
e				23,544.

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	23,544.
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 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))
2011	341,127.	6,648,818.	.051306
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

2 Total of line 1, column (d)	2	.280199
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	.056040
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,920,937.
5 Multiply line 4 by line 3	5	331,809.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	428.
7 Add lines 5 and 6	7	332,237.
8 Enter qualifying distributions from Part XII, line 4	8	308,107.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	855.
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	855.
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	855.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,885.		
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	3,885.
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	3,030.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,030. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ N/A

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

Located at ▶ 6714 ELMCROFT CIRCLE, LOUISVILLE, KY ZIP+4 ▶ 40241

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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

Form **990-PF** (2012)

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,661,879.
b	Average of monthly cash balances		1b	4,055,653.
c	Fair market value of all other assets		1c	293,572.
d	**Total** (add lines 1a, b, and c)		1d	6,011,104.
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	6,011,104.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	90,167.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,920,937.
6	**Minimum investment return.** Enter 5% of line 5		6	296,047.

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	296,047.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 855.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	855.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	295,192.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	295,192.
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	295,192.

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	308,107.
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	308,107.
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	308,107.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					295,192.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	61,173.				
b From 2008	115,958.				
c From 2009	39,218.				
d From 2010	29,500.				
e From 2011	9,124.				
f Total of lines 3a through e		254,973.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	308,107.				
a Applied to 2011, 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 2012 distributable amount					295,192.
e Remaining amount distributed out of corpus		12,915.			
5 Excess distributions carryover applied to 2012 (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		267,888.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7		61,173.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		206,715.			
10 Analysis of line 9:					
a Excess from 2008	115,958.				
b Excess from 2009	39,218.				
c Excess from 2010	29,500.				
d Excess from 2011	9,124.				
e Excess from 2012	12,915.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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	308,107.
Total			▶ 3a	308,107.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	78.	
4 Dividends and interest from securities			14	32,993.	
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			14	3,940.	
8 Gain or (loss) from sales of assets other than inventory			14	23,544.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		60,555.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 60,555.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

223621
12-05-12

10570815 794544 kleinfamfoun 2012.04010 KLEIN FAMILY FOUNDATION, IN KLEINFA1

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Beth Klein | 9-9-13 | ▶ TREASURER

Signature of officer or 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	John T. LeMastus	8-28-13		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

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	ABERTIS INFRAESTR ADR/ CUSIP 003381100 Symbol ABR	P	02/21/12	07/10/12
b	ABERTIS INFRAESTR ADR/ CUSIP 003381100 Symbol ABR		02/21/12	08/02/12
c	ABERTIS INFRAESTR ADR/ CUSIP 003381100 Symbol ABR		Various	08/03/12
d	AJINOMOTOINC ADR/CUSIP 009707100 Symbol AJIN Y -		11/22/11	09/20/12
e	AJINOMOTOINC ADR/CUSIP 009707100 Symbol AJIN Y -		11/22/11	09/21/12
f	AJINOMOTOINC ADR/CUSIP 009707100 Symbol AJIN Y -		11/22/11	09/24/12
g	AJINOMOTOINC ADR/CUSIP 009707100 Symbol AJIN Y -		02/21/12	09/27/12
h	BARCLAYS PLC ADR CUSIP 06738E204 Symbol BCS - 50.		02/21/12	07/05/12
i	BARCLAYS PLC ADR CUSIP 06738E204 Symbol BCS - 95.		11/21/11	07/06/12
j	CARNIVAL CORPCL A/CUSIP 143658300 Symbol CCL - 30		11/21/11	01/17/12
k	CARNIVAL CORPCL A/CUSIP 143658300 Symbol CCL - 35		11/21/11	09/26/12
l	CENTURYLINK INC CUSIP 156700106 Symbol. CTL - 15.		02/21/12	11/01/12
m	CITIGROUP INC/CUSIP 172967424 Symbol C - 25.000 S		08/30/12	11/15/12
n	COMCAST CORP CL A NEW CUSIP: 20030N101 Symbol CMC		11/21/11	05/24/12
o	DEUTSCHE POST AG ADR/ CUSIP 25157Y202 Symbol DPSG		12/22/11	06/21/12

	(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	5.		6.	-1.
b	148.		209.	-61.
c	573.		706.	-133.
d	374.		295.	79.
e	762.		590.	172.
f	384.		295.	89.
g	1,567.		1,167.	400.
h	519.		785.	-266.
i	970.		959.	11.
j	887.		948.	-61.
k	1,289.		1,106.	183.
l	576.		591.	-15.
m	886.		742.	144.
n	2,304.		1,701.	603.
o	857.		759.	98.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-1.
b				-61.
c				-133.
d				79.
e				172.
f				89.
g				400.
h				-266.
i				11.
j				-61.
k				183.
l				-15.
m				144.
n				603.
o				98.

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	
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	

223591
05-01-12

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	DEUTSCHE POST AG ADR/ CUSIP 25157Y202 Symbol DPSG		Various	06/22/12
b	FIRST ENERGY CORP		11/21/11	05/24/12
c	FIRST ENERGY CORP		Various	06/20/12
d	GDF SUEZ ADR		11/21/11	03/21/12
e	JOHNSON JOHNSON/CUSIP 478160104 Symbol JNJ - 15.0		02/21/12	11/07/12
f	KON PHILIP ELEC ADR/CUSIP 500472303 Symbol PHG -		11/21/11	06/12/12
g	KON PHILIP ELEC ADR/CUSIP 500472303 Symbol PHG -		05/31/12	12/11/12
h	LOWES COS INC/CUSIP 548661107 Symbol LOW - 25.000		06/25/12	11/07/12
i	MCGRAW-HILL COMPANIES INC CUSIP: 580645109 Symbol		02/08/12	10/17/12
j	MERCK KGAA ADR		01/30/12	12/12/12
k	MUNICH RE GROUP ADR CUSIP 626188106 Symbol MURG Y		Various	10/18/12
l	NEWMONT MINING CORP CUSIP 651639106 Symbol NEM -		Various	08/29/12
m	OW REAL RETURN FUND /CUSIP 680414703 Symbol OWRR		02/21/12	08/15/12
n	ORIENTAL LAND CO LTD ADR/CUSIP 68620X104 Symbol O		04/17/12	11/16/12
o	ORIENTAL LAND CO LTD ADR/CUSIP 68620X104 Symbol O		04/17/12	11/19/12

	(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	1,006.		893.	113.
b	1,172.		1,089.	83.
c	1,701.		1,481.	220.
d	524.		509.	15.
e	1,052.		975.	77.
f	6.		6.	0.
g	35.		24.	11.
h	821.		672.	149.
i	1,116.		917.	199.
j	901.		694.	207.
k	1,660.		1,316.	344.
l	1,452.		1,929.	-477.
m	32,200.		33,743.	-1,543.
n	318.		278.	40.
o	320.		278.	42.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				113.
b				83.
c				220.
d				15.
e				77.
f				0.
g				11.
h				149.
i				199.
j				207.
k				344.
l				-477.
m				-1,543.
n				40.
o				42.

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	
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	

223591
05-01-12

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	ORIENTAL LAND CO LTD ADR/CUSIP 68620X104 Symbol O		04/17/12	11/20/12
b	ORIENTAL LAND CO LTD ADR/CUSIP 68620X104 Symbol O		04/17/12	11/23/12
c	ORIENTAL LAND CO LTD ADR/CUSIP 68620X104 Symbol O		Various	11/26/12
d	PHILLIPS 66 COMMON/CUSIP 718546104 Symbol PSX - 0		11/21/11	05/01/12
e	PHILLIPS 66 COMMON/CUSIP 718546104 Symbol PSX - 0		Various	05/02/12
f	SK TELECOM ADR CUSIP 78440P108 Symbol SKM - 25.00		11/21/11	05/01/12
g	SK TELECOM ADR CUSIP 78440P108 Symbol SKM - 25.00		11/21/11	05/02/12
h	SK TELECOM ADR CUSIP 78440P108 Symbol SKM - 25.00		Various	05/03/12
i	SK TELECOM ADR CUSIP 78440P108 Symbol SKM - 25.00		01/30/12	05/04/12
j	SANOFI ADR CUSIP 80105N105 Symbol SNY - 25.000 SH		02/08/12	08/29/12
k	SUNCORP GROUP ADR CUSIP. 86723Y100 Symbol SNMY Y		02/21/12	12/12/12
l	TARGET CORP/CUSIP: 87612E106 Symbol TGT - 15.000		11/21/11	04/02/12
m	TARGET CORP/CUSIP: 87612E106 Symbol TGT - 15.000		Various	08/20/12
n	TELE2 AB ADR CUSIP 87952P307 Symbol TLTZ Y - 25.0		02/21/12	10/16/12
o	TELE2 AB ADR CUSIP 87952P307 Symbol TLTZ Y - 25.0		Various	10/17/12

	(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	323.		278.	45.
b	314.		278.	36.
c	1,254.		1,089.	165.
d	15.		16.	-1.
e	383.		407.	-24.
f	338.		356.	-18.
g	336.		356.	-20.
h	330.		354.	-24.
i	1,250.		1,320.	-70.
j	1,022.		928.	94.
k	211.		181.	30.
l	873.		784.	89.
m	1,271.		1,035.	236.
n	223.		248.	-25.
o	892.		975.	-83.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				45.
b				36.
c				165.
d				-1.
e				-24.
f				-18.
g				-20.
h				-24.
i				-70.
j				94.
k				30.
l				89.
m				236.
n				-25.
o				-83.

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	
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	

223591
05-01-12

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	TOKYO GAS LTD ADR CUSIP 889115101 Symbol TKGS Y -		02/21/12	08/24/12
b	TOKYO GAS LTD ADR CUSIP 889115101 Symbol TKGS Y -		Various	10/18/12
c	UNILEVER NV ADR CUSIP- 904784709 Symbol UN - 45.0		11/21/11	08/20/12
d	WESTERN UNION CO/CUSIP 959802109 Symbol WU - 50.0		02/08/12	12/11/12
e	YUM BRANDS		Various	04/02/12
f	NOBLE CORPORATION CUSIP H5833N103 Symbol. NE		Various	12/11/12
g	US TREASURY BILLS		10/12/11	02/08/12
h	FREEPORT MCMRN CPPR & GOLD		Various	12/05/12
i	KON PHILIP ELEC ADR		11/21/11	12/11/12
j	MCGRAW-HILL COMPANIES INC CUSIP 580645109 Symbol		11/21/11	11/27/12
k	MERCK KGAA ADR CUSIP 589339100 Symbol. MKGA Y - 2		11/21/11	12/12/12
l	SUNCORP GROUP ADR CUSIP 86723Y100 Symbol. SNMY Y		11/21/11	12/12/12
m	WESTERN UNION CO /CUSIP 959802109 Symbol WU - 70.		11/21/11	12/12/12
n	WHARF HOLDINGS ADR CUSIP 962257200 Symbol WARF Y		12/02/11	12/12/12
o	ACCENTURE PLC CL A		11/21/11	11/27/12

	(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	11.		9.	2.
b	1,622.		1,355.	267.
c	1,548.		1,454.	94.
d	657.		905.	-248.
e	3,514.		2,741.	773.
f	2,320.		2,065.	255.
g	35,991.		35,994.	-3.
h	1,147.		1,316.	-169.
i	647.		454.	193.
j	1,297.		1,082.	215.
k	901.		626.	275.
l	845.		668.	177.
m	925.		1,139.	-214.
n	1,148.		746.	402.
o	1,010.		819.	191.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2.
b				267.
c				94.
d				-248.
e				773.
f				255.
g				-3.
h				-169.
i				193.
j				215.
k				275.
l				177.
m				-214.
n				402.
o				191.

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	
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	

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	MICROSOFT CORP		10/26/09	03/07/12
b	ACE LIMITED /CUSIP: H0023R105 Symbol ACE - 15.000		08/26/10	06/20/12
c	Capital Gains Dividends			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	795.		717.	78.
b	1,094.		805.	289.
c	19,815.			19,815.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				78.
b				289.
c				19,815.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	23,544.
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

223591
05-01-12

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

Source	Amount
BB&T	78.
Total to Form 990-PF, Part I, line 3, Column A	78.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BESSEMER 9D3L43	51,966.	19,815.	32,151.
BESSEMER 9D3L43 - U.S. INTEREST	8.	0.	8.
BESSEMER 9D4470 - DIVIDENDS	829.	0.	829.
BESSEMER 9D4470 - INTEREST	5.	0.	5.
Total to Fm 990-PF, Part I, ln 4	52,808.	19,815.	32,993.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
BESSEMER 9D3L43 - FOREIGN CURRENCY GAIN	3,870.	3,870.	
BESSEMER 9D4470 - CLASS ACTION PAYMENT	6.	6.	
BESSEMER 9D3L43 - CLASS ACTION PAYMENT	64.	64.	
Total to Form 990-PF, Part I, line 11	3,940.	3,940.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	3,725.	3,725.		0.
To Form 990-PF, Pg 1, ln 16b	3,725.	3,725.		0.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BESSEMER TRUST	13,196.	13,196.		0.
To Form 990-PF, Pg 1, ln 16c	13,196.	13,196.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	403.	403.		0.
To Form 990-PF, Pg 1, ln 18	403.	403.		0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER SUPPLIES	255.	255.		0.
OFFICE SUPPLIES AND POSTAGE	198.	198.		0.
FILING FEE	15.	15.		0.
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	10,000.	0.		0.
To Form 990-PF, Pg 1, ln 23	10,468.	468.		0.

Form 990-PF	Corporate Stock	Statement 8

Description	Book Value	Fair Market Value
VARIOUS STOCKS	1,553,411.	1,630,798.
COMMODOTIES	171,867.	128,024.
Total to Form 990-PF, Part II, line 10b	1,725,278.	1,758,822.

Form 990-PF	Other Investments	Statement 9

Description	Valuation Method	Book Value	Fair Market Value
TRANSAMERICA OCCIDENTAL LIFE INSURANCE	COST	208,615.	293,528.
Total to Form 990-PF, Part II, line 13		208,615.	293,528.

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

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

Klein Family Foundation
2012 Donations
(1/1/12 to 12/31/12)

EXPENSES - Donations:		
Date	**Organization**	**Amount**
9/1/2012	AIP / Charity Watch	-40.00
2/14/2012	American Cancer Society	-100.00
7/31/2012	American Cancer Society	-50.00
12/14/2012	American Diabetes Association, Louisville Chapter	-1,000.00
12/14/2012	American Heart Association	-1,000.00
12/14/2012	American Printing House For The Blind, Inc.	-1,000.00
3/7/2012	American Red Cross - Clark County, IN Chapter	-5,000.00
1/7/2012	Amnesty International USA	-50.00
12/14/2012	Association For Macular Diseases, Inc.	-1,000.00
10/30/2012	Backside Learning Center	-100.00
11/15/2012	Best Friends Animal Society	-5,000.00
9/4/2012	Camperships for Nebagamon	-200.00
3/14/2012	Center For Science In The Public Interest	-125.00
12/14/2012	Centre College	-1,000.00
3/23/2012	Chabad Of Kentucky	-1,000.00
6/1/2012	Chi Omega Foundation	-100.00
12/14/2012	Christine M Kleinert Institute For Hand & Microsurgery, Inc.	-10,000.00
1/4/2012	City Of Yelm	-1,000.00
4/29/2012	Congregation Adath Jeshuran	-50.00
7/31/2012	Congregation Adath Jeshuran	-592.00
9/25/2012	Congregation Adath Jeshuran	-25.00
12/14/2012	Congregation Adath Jeshuran	-12,000.00
12/14/2012	Congregation Adath Jeshuran	-8,000.00
12/18/2012	Congregation Adath Jeshuran	-5,500.00
8/17/2012	Congregation Anshei Sfard	-400.00
12/14/2012	Court Appointed Special Advocate - CASA River Region	-1,000.00
4/29/2012	Distinguished Young Women Of Green County	-110.00
12/5/2012	Family & Children's Place	-25.00
11/15/2012	Friends Of The Boundary Waters Wilderness	-25.00
12/18/2012	Gilda's Club Of Louisville	-15,000.00
9/1/2012	Grayson-Jockey Club Research Foundation, Inc.	-1,000.00
2/1/2012	Heifer International	-100.00
12/5/2012	Heifer International	-50.00
3/23/2012	Hosparus Of Louisville	-25.00
7/31/2012	Hosparus Of Louisville	-25.00
8/17/2012	Hospice Of Orange And Sullivan Counties	-100.00
9/25/2012	Injured Marine Semper Fi Fund	-25.00
2/14/2012	Jewish Community Center	-100.00
2/29/2012	Kappa Alpha Theta Foundation	-129.00
3/23/2012	Kappa Alpha Theta-Epsilon Eta Chapter	-100.00
10/30/2012	Kappa Alpha Theta-Epsilon Eta Chapter	-100.00
2/14/2012	Keneseth Israel Congregation	-450.00
12/12/2012	Kentucky Country Day School	-100.00
12/14/2012	Kentucky Country Day School	-5,000.00
12/14/2012	Kentucky Country Day School	-20,000.00
12/14/2012	Kentucky Derby Museum -Backside Learning Center	-5,000.00
12/14/2012	Kentucky Equine Humane Center, Inc.	-1,000.00
12/12/2012	Kentucky Humane Society	-500.00
12/12/2012	Kentucky Humane Society	-500.00
12/14/2012	Kentucky Lions Eye Foundation	-1,000.00

Klein Family Foundation
2012 Donations
(1/1/12 to 12/31/12)

9/25/2012	Kentucky Race Track Chaplaincy	-25.00
10/16/2012	Louisville Ballet	-10,000.00
12/14/2012	Makenna Foundation, Inc.	-25.00
8/2/2012	Metro United Way	-50,000.00
12/14/2012	Metro United Way	-17,500.00
12/14/2012	Metro United Way	-32,500.00
7/31/2012	Middletown Christian Church	-25.00
9/22/2012	National Foundation For Cancer Research	-200.00
1/2/2012	Natural Resources Defense Council	-1,000.00
8/17/2012	Nisqually Land Trust	-500.00
10/16/2012	Pancreatic Cancer Action Network	-100.00
1/1/2012	Parkinson Support Center Of Kentuckiana	-100.00
4/4/2012	Rainier Education Foundation	-1,500.00
8/17/2012	Rainier Therapeutic Riding	-200.00
2/14/2012	Seattle Symphony	-300.00
10/16/2012	South Puget Sound Habitat For Humanity	-100.00
1/2/2012	St Jude Children's Research Hospital	-50.00
12/14/2012	St Jude Children's Research Hospital	-2,000.00
3/1/2012	St. Baldrick's Foundation	-300.00
1/2/2012	Temple Emanu-El	-500.00
2/1/2012	Temple Shalom	-400.00
7/31/2012	Temple Shalom	-400.00
9/4/2012	The Frazier History Museum	-500.00
6/1/2012	The Kentucky Center	-5,000.00
1/13/2012	The Phoenix Rising School	-4,400.00
6/30/2012	The Phoenix Rising School	-4,200.00
3/14/2012	The Preston Robert Tisch Brain Tumor Center	-25.00
4/29/2012	The Temple	-100.00
4/29/2012	The Temple	-25.00
7/6/2012	The Temple	-100.00
7/31/2012	The Temple	-14,500.00
7/31/2012	The Temple	-4,076.00
8/17/2012	The Temple	-50.00
8/17/2012	The Temple	-40.00
9/25/2012	The Temple	-25.00
11/15/2012	Trinity High School	-25.00
5/23/2012	Truthout	-100.00
5/31/2012	U. S. Fund For UNICEF	-1,000.00
7/6/2012	UK Alumni Association	-45.00
12/14/2012	United States Holocaust Memorial Museum	-1,000.00
12/14/2012	University of Kentucky Gluck Equine Research Foundation	-1,000.00
7/25/2012	University of Louisville - School Of Dentistry	-25.00
12/14/2012	University of Louisville Fdn.- James Graham Brown Cancer Center	-20,000.00
1/2/2012	University Of Pennsylvania	-25,000.00
12/14/2012	West End School, Inc.	-1,000.00
5/31/2012	WHAS Crusade For Children	-2,000.00
12/4/2012	WPBT- Channel 2	-325.00
4/29/2012	YMCA Of Greater Louisville	-25.00
TOTAL Donations		**-308,107.00**

- 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) 0 4

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

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

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

Telephone No. ▶ 502-562-5413 FAX No. ▶

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

4 I request an additional 3-month extension of time until November 15, 2013.

5 For calendar year 2012 , 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 2

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	$ 3,885.
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 ▶ 8/5/13

223842
01-21-13

10560801 794544 kleinfamfoun 2012.04010 KLEIN FAMILY FOUNDATION, IN KLEINFA1