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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

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

, 2012, and ending

, 20

Name of foundation <b>SAMUEL H KLEIN FAMILY FOUNDATION</b>		A Employer identification number <b>61-0652845</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 630858</b>		B Telephone number (see instructions) <b>513- 534-5310</b>
City or town, state, and ZIP code <b>CINCINNATI, OH 45263-0858</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,441,496.</b>	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.)	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"/>

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)
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 . . . . .	6,885.	6,885.		STMT 1
4 Dividends and interest from securities . . . . .	37,587.	36,721.		STMT 2
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	49,049.			
b Gross sales price for all assets on line 6a . . . . .	284,600.			
7 Capital gain net income (from Part IV, line 2) . . . . .		49,049.		
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 . . . . .	93,521.	92,655.		
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) . . . . .	950.	475.	NONE	475.
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) . . . . .	1,370.	130.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) STMT. 5 . . . . .	2,398.	2,363.		35.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	4,718.	2,968.	NONE	510.
25 Contributions, gifts, grants paid . . . . .	62,462.			62,462.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	67,180.	2,968.	NONE	62,972.
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	26,341.			
b Net investment income (if negative, enter -0-) . . . . .		89,687.		
c Adjusted net income (if negative, enter -0-) . . . . .				

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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 . . . . .		9.		
	2	Savings and temporary cash investments . . . . .		15,833.	16,778.	16,778.
	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) . . . . .	754,767.	837,904.	1,011,207.	
	c	Investments - corporate bonds (attach schedule) . . . . .	463,469.	405,737.	413,511.	
	11	Investments - land, buildings, and equipment basis (attach schedule) . . . . .				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis (attach schedule) . . . . .					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		1,234,078.	1,260,419.	1,441,496.	
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) . . . . .			NONE	
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 . . . . .	1,234,078.	1,260,419.		
	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) . . . . .	1,234,078.	1,260,419.		
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	1,234,078.	1,260,419.		

## 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	1,234,078.
2	Enter amount from Part I, line 27a . . . . .	2	26,341.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,260,419.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,260,419.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 284,600.		235,551.	49,049.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
<b>a</b>			49,049.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	49,049.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;">           { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div> <div style="border-left: 1px solid black; padding-left: 5px; margin-left: 10px;">             2           </div> </div>					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

**1 Enter the appropriate amount in each column for each year; see 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	67,564.	1,415,298.	0.047738
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
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.253340
<b>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</b>			<b>3</b> 0.050668
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 1,458,515.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 73,900.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 897.
<b>7 Add lines 5 and 6</b>			<b>7</b> 74,797.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 62,972.
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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	1,794.
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	1,794.
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	1,794.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	900.	
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	900.	
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	894.	
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 2013 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 Instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (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 ▶ N/A				
14	The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (502) 562-5254			
	Located at ▶ 401 S. 4TH AVE, LOUISVILLE, KY ZIP+4 ▶ 40202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
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	Yes	No 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? . . . . . <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)? . . . . .	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 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	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. ▶		
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 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) . . . . .	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

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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)? ☐ Yes ☒ NoOrganizations 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

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**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
LEE K. GARLOVE 1215 NAVAHO CT, LOUISVILLE, KY 45207	DIRECTOR 1		- 0 -	- 0 -
EDNA K. YAMOUTH 8505 COACHGATE, LOUISVILLE, KY 40222	DIRECTOR 1			
JUNE K ATLAS 1710 DEVONDALE, LOUISVILLE, KY 40207	DIRECTOR 1			

**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

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

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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
-----		
-----		
-----		
-----		
-----		
-----		

**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 <u>NONE</u> -----	
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 <u>NONE</u> -----	
2 -----	
All other program-related investments See instructions	
3 <u>NONE</u> -----	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	1,456,465.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	24,261.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	1,480,726.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . <b>1e</b>		
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	1,480,726.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	22,211.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	1,458,515.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	72,926.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	72,926.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . . <b>2a</b>		1,794.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) . . . . . <b>2b</b>		
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	1,794.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	71,132.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	71,132.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	71,132.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	62,972.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	62,972.
<b>5</b>	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) . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	62,972.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				71,132.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .				NONE
<b>b</b> From 2008 . . . . .				3,835.
<b>c</b> From 2009 . . . . .				4,934.
<b>d</b> From 2010 . . . . .				2,467.
<b>e</b> From 2011 . . . . .				NONE
<b>f</b> Total of lines 3a through e . . . . .	11,236.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 62,972.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				62,972.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	8,160.			8,160.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	3,076.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	3,076.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .				NONE
<b>b</b> Excess from 2009 . . . . .				609.
<b>c</b> Excess from 2010 . . . . .				2,467.
<b>d</b> Excess from 2011 . . . . .				NONE
<b>e</b> Excess from 2012 . . . . .				NONE

NOT APPLICABLE

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

4942(j)(5)

**(4) Gross investment income .**

**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)				
<b>a Paid during the year</b>				
SEE ATTACHED SHEET	NONE	CHARITY	GENERAL FUND	62,462.
<b>Total</b> . . . . .			<b>3a</b>	62,462.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations )

Line No.

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

NOT APPLICABLE

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


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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign Here**  5-2-13 **Trustee**

Signature of officer or trustee Date Title

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

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ FIFTH THIRD BANK	Firm's EIN ▶ 31-0676865			
	Firm's address ▶ P O BOX 630858 CINCINNATI, OH 45263-0858	Phone no 800-336-6782			

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONEY MARKET INTEREST	6,885.	6,885.
	-----	-----
TOTAL	6,885.	6,885.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	711.	711.
FOREIGN DIVIDENDS	1,870.	1,870.
NONDIVIDEND DISTRIBUTIONS	866.	
DOMESTIC DIVIDENDS	23,124.	23,124.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	2,689.	2,689.
NONQUALIFIED DOMESTIC DIVIDENDS	8,327.	8,327.
	-----	-----
TOTAL	37,587.	36,721.
	=====	=====



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 - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR EXCISE TAX PAID	340.	
EXCISE TAX ESTIMATE	900.	
FOREIGN TAXES ON QUALIFIED FOR	129.	129.
FOREIGN TAXES ON NONQUALIFIED	1.	1.
	-----	-----
TOTALS	1,370.	130.
	=====	=====

SAMUEL H KLEIN FAMILY FOUNDATION

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	2,363.	2,363.	35.
MISC. CHARITABLE EXPENSE	35.		
TOTALS	----- 2,398. =====	----- 2,363. =====	----- 35. =====

**2012 SHK Family Foundation - Atlas**

<b>Amount</b>	<b>Organization</b>
\$ 100.00	National Multiple Sclerosis Society 11700 Commonwealth Drive Louisville, KY 40299
\$ 25.00	Boys & Girls Clubs 1201 Story Ave #250 Louisville, KY 40206
\$ 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
\$ 1,152.00	The Temple 5101 U S Highway 42 Louisville, KY 40241-6016
\$ 500.00	United Jewish Campaign 3630 Dutchmans Lane Louisville, KY 40205
\$ 1,000.00	United Jewish Campaign 3630 Dutchmans Lane Louisville, KY 40205
\$ 5,000.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241
\$ 635.00	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
\$	<b>23,181.00</b>	<b>Grand Total</b>

**2012 SHK Family Foundation - Yarmuth Distributions**

<b>Amount</b>	<b>Organization</b>
\$ 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
\$ 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
\$ 5,000 00	Ohev Shalom Rabbis Honorarium 5015 Goddard Avenue Orlando, FL 32804

\$	5,000.00	Yale University Office of Development/Contribution Processing P O Box 2038 New Haven, CT 06521-2038
\$	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	Pancreatic Action Network 1500 Rosecrans Avenue, Suite 200 Manhattan Beach, CA 90266
\$	16,100.00	<b>Total</b>

**2012 SHK Family Foundation - Garlove**

<b>Amount</b>	<b>Organization</b>
\$ 1,000.00	Keren Hayered Hatzalah P O Box 180115 Brooklyn, NY 11218
\$ 1,000.00	Friends of Yashar LaChayal 49 Meadow Lane Lawrence NY 11559
\$ 1,000.00	Heifer International 1 World Avenue Little Rock AR 72202
\$ 1,000.00	Crusade for Children P O Box 1100 Louisville, KY 40201-1100
\$ 227.00	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
\$ 1,500.00	Temple Emanuel 151 McIntosh Road Sarasota, FL 34232
\$ 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
\$	5,227.00	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
\$	100 00	Alzheimer's Association Chapter Processing Center 6100 Dutchmans Lane Louisville, KY 40205
\$	200.00	University of Louisville Attn: Athletics Belknap Campus Louisville, KY 40292
\$	500.00	Washington & Lee Attn: Annual Fund Lexington, VA 24450-0303

\$	50.00	Home of the Innocents 1100 East Market Street Louisville, KY 40206
\$	50.00	Dream Factory Louisville Chapter 200 W. Broadway, Suite 504 Louisville, KY 40202
\$	50.00	March of Dimes 4802 Sherburn Lane Louisville, KY 40207
\$	5,600.00	Norton Hospitals Foundation Gail Klein Garlove Lectureship 234 East Gray Street Louisville, KY 40202
\$	250.00	American Heart Association 240 Whittington Pkwy. Louisville, KY 40222
\$	50.00	Hosparus 3532 Ephraim McDowell Drive Louisville, KY 40205
\$	50.00	Goodwill Industries 907 East Broadway Louisville, KY 40204
\$	100.00	Cabbage Patch Settlement House 1413 South Sixth Street Louisville, KY 40208
\$	75.00	The Healing Place 1020 West Market Street Louisville, KY 40202
\$	50.00	Stanford Christian Church 200 East Main Street Stanford, KY 40484
\$	100.00	Wellspring P O Box 1927 Louisville, KY 40201
\$	50.00	Boys Haven 2301 Goldsmith Lane Louisville, KY 40218

\$	27.00	Shamrock Pet Foundation P O Box 24033 Louisville, KY 40224
\$	250.00	21st Century Parks 471 West Main Street Suite 202 Louisville, KY 40202
\$	125.00	Louisville Zoo 1100 Trevilian Way Louisville, KY 40213
\$	250.00	Christ Church United Methodist 4614 Brownsboro Road Louisville, KY 40207
\$	100.00	Friends of Rickwood P O Box 12583 Birmingham, AL 35202
\$	500.00	Seaside High School
\$	<b>23,181.00</b>	<b>Total</b>



FIFTH THIRD  
PRIVATE BANK

04-1231

Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2012 - 12/31/2012

**PORTFOLIO POSITIONS**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Cash &amp; Equivalents</b>									
0.1800		CASH	\$1.000	\$0.18	0.0%	\$0.18			
9,687.0000		FEDERATED PRIME CASH OBLIGATIONS FUND	\$1.000	\$9,687.00	0.7%	\$9,687.00		\$11.33	0.1%
		INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15							
				<b>Cash &amp; Equivalents - Total</b>	<b>0.7%</b>	<b>\$9,687.18</b>		<b>\$11.33</b>	<b>0.1%</b>
<b>Fixed Income</b>									
50,000.0000	FHLB	11/18/10 0.875 12/27/13 CUSIP - 313371UC8	\$100.684	\$50,342.00	3.5%	\$50,585.75	\$(243.75)	\$437.50	0.9%
50,000.0000	FREDDIE MAC	07/16/04 5.000 07/15/14 CUSIP - 313444U06	\$107.272	\$53,636.00	3.7%	\$51,771.95	\$1,864.05	\$2,500.00	4.7%
50,000.0000	FANNIE MAE	02/01/11 1.250 02/27/14 CUSIP - 3135G0AP8	\$101.334	\$50,667.00	3.5%	\$51,065.20	\$(398.20)	\$625.00	1.2%
50,000.0000	FANNIE MAE	03/28/03 4.375 03/15/13 CUSIP - 31359MRG0	\$100.862	\$50,431.00	3.5%	\$50,707.45	\$(276.45)	\$2,187.50	4.3%
218.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$121.410	\$26,467.38	1.8%	\$23,704.20	\$2,763.18	\$587.07	2.2%
1,300.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.620	\$51,506.00	3.6%	\$50,310.00	\$1,196.00	\$3,097.90	6.0%
3,605.0000	PLDPX	PIMCO LOW DURATION FUND CUSIP - 72201M669	\$10.510	\$37,888.55	2.6%	\$37,564.10	\$324.45	\$933.70	2.5%
7,415.0780	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	\$6.980	\$51,757.24	3.6%	\$49,055.06	\$2,702.18	\$3,536.99	6.8%

Investment Account



Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2012 - 12/31/2012

04-1231

**PORTFOLIO POSITIONS**

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Fixed Income</b>									
1,592.3570	TGEIX	TOW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	\$9.320	\$14,840.77	1.0%	\$15,000.00	\$(159.23)	\$816.88	5.5%
25,000.0000		TOTAL CAPITAL GTD 09/15/10 2.300 03/15/16 CUSIP - 89152UAE2	\$103.900	\$25,975.00	1.8%	\$25,973.50	\$1.50	\$575.00	2.2%
<b>Fixed Income - Total</b>						<b>\$405,737.21</b>	<b>\$7,773.73</b>	<b>\$15,297.54</b>	<b>3.7%</b>

**Equities**

595.0000	T	AT&T INC CUSIP - 00206R102	\$33.710	\$20,057.45	1.4%	\$15,824.49	\$4,232.96	\$1,071.00	5.3%
265.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$57.480	\$15,232.20	1.1%	\$15,093.40	\$138.80	\$212.00	1.4%
60.0000	AAPL	APPLE INC CUSIP - 037833100	\$532.172	\$31,930.37	2.2%	\$34,535.92	\$(2,605.55)	\$636.00	2.0%
145.0000	ADP	AUTOMATIC DATA PROCESSING INC CUSIP - 053015103	\$56.930	\$8,254.85	0.6%	\$8,371.92	\$(117.07)	\$252.30	3.1%
6,029.0000	B&T	B & T CORPORATION COM CUSIP - 054937107	\$29.110	\$175,504.19	12.2%	\$143,128.46	\$32,375.73	\$4,823.20	2.7%
200.0000	CELG	CELGENE CORP CUSIP - 151020104	\$78.470	\$15,694.00	1.1%	\$9,376.00	\$6,318.00		
260.0000	CB	CHUBB CORP COM CUSIP - 171232101	\$75.320	\$19,583.20	1.4%	\$18,589.52	\$993.68	\$426.40	2.2%
335.0000	C	CTTGROUPO INC CUSIP - 172967424	\$39.560	\$13,252.60	0.9%	\$16,884.00	\$(3,631.40)	\$13.40	0.1%
800.0000	KO	COCA COLA CO CUSIP - 191216100	\$36.250	\$29,000.00	2.0%	\$17,964.00	\$11,036.00	\$816.00	2.8%

**Investment Account**



FIFTH THIRD  
PRIVATE BANK

Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

04-1231

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
325.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$44.978	\$14,618.01	1.0%	\$15,793.79	\$(1,175.78)	\$559.00	3.8%
636.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.300	\$16,090.80	1.1%	\$7,745.91	\$8,344.89		
125.0000	EOG	EOG RES INC COM CUSIP - 26875P101	\$120.790	\$15,098.75	1.1%	\$8,701.15	\$6,397.60	\$85.00	0.6%
619.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$86.550	\$53,574.45	3.7%	\$41,083.14	\$12,491.31	\$1,411.32	2.6%
1,300.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$20.990	\$27,287.00	1.9%	\$24,713.00	\$2,574.00	\$988.00	3.6%
100.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	\$127.560	\$12,756.00	0.9%	\$15,928.00	\$(3,172.00)	\$200.00	1.6%
298.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$61.850	\$18,431.30	1.3%	\$10,884.91	\$7,546.39	\$345.68	1.9%
325.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$63.470	\$20,627.75	1.4%	\$9,659.00	\$10,968.75	\$533.00	2.6%
565.0000	INTC	INTEL CORP CUSIP - 458140100	\$20.620	\$11,650.30	0.8%	\$15,184.68	\$(3,534.38)	\$508.50	4.4%
100.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$191.550	\$19,155.00	1.3%	\$11,622.00	\$7,533.00	\$340.00	1.8%
900.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$56.860	\$51,174.00	3.6%	\$42,777.00	\$8,397.00	\$1,583.10	3.1%
450.0000	TWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	\$84.317	\$37,943.01	2.6%	\$27,833.80	\$10,109.21	\$759.15	2.0%
450.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$43.969	\$19,786.10	1.4%	\$18,006.61	\$1,779.49	\$540.00	2.7%
517.0000	JNJ	JOHNSON & JOHNSON	\$70.100	\$36,241.70	2.5%	\$29,554.95	\$6,686.75	\$1,261.48	3.5%

Investment Account



04-1231

Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2012 - 12/31/2012

**PORTFOLIO POSITIONS**

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Equities</b>									
		CUSIP - 478160104							
104.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$88.210	\$9,173.84	0.6%	\$7,588.34	\$1,585.50	\$320.32	3.5%
180.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	\$96.960	\$17,452.80	1.2%	\$17,623.80	\$(171.00)	\$144.00	0.8%
500.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$40.940	\$20,470.00	1.4%	\$24,063.00	\$(3,593.00)	\$860.00	4.2%
1,000.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$26.709	\$26,709.70	1.9%	\$26,210.00	\$499.70	\$920.00	3.4%
135.0000	MYL	MYLAN INC. CUSIP - 628530107	\$27.450	\$3,705.75	0.3%	\$3,162.09	\$543.66	\$32.40	0.9%
200.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$69.190	\$13,838.00	1.0%	\$11,010.56	\$2,827.44	\$480.00	3.5%
250.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	\$61.840	\$15,460.00	1.1%	\$10,662.50	\$4,797.50	\$500.00	3.2%
130.0000	PFE	PFIZER INC CUSIP - 717081103	\$25.079	\$3,260.31	0.2%	\$3,110.90	\$149.41	\$124.80	3.8%
200.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	\$83.640	\$16,728.00	1.2%	\$7,109.62	\$9,618.38	\$680.00	4.1%
93.0000	PX	PRAXAIR INC CUSIP - 74005P104	\$109.450	\$10,178.85	0.7%	\$3,506.10	\$6,672.75	\$204.60	2.0%
600.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$67.890	\$40,734.00	2.8%	\$32,355.00	\$8,379.00	\$1,348.80	3.3%
100.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$69.298	\$6,929.86	0.5%	\$9,824.00	\$(2,894.14)	\$110.00	1.6%
410.0000	SBUX	STARBUCKS CORP COM	\$53.630	\$21,988.30	1.5%	\$15,190.50	\$6,797.80	\$344.40	1.6%

Investment Account



FIFTH THIRD  
PRIVATE BANK

04-1231

Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
Equities									
CUSIP - 855244109									
140.0000	TJX	TJX COS INC NEW COM	\$42.450	\$5,943.00	0.4%	\$6,439.47	\$(496.47)	\$64.40	1.1%
CUSIP - 872540109									
81.0000	UTX	UNITED TECHNOLOGIES CORP	\$82.010	\$6,642.81	0.5%	\$3,693.19	\$2,949.62	\$173.34	2.6%
CUSIP - 913017109									
305.0000	WAG	WALGREEN CO	\$37.010	\$11,288.05	0.8%	\$10,578.71	\$709.34	\$335.50	3.0%
CUSIP - 931422109									
298.0000	YUM	YUM! BRANDS INC COMMON STOCK	\$66.400	\$19,787.20	1.4%	\$15,418.52	\$4,368.68	\$399.32	2.0%
CUSIP - 988498101									
Equities - Total				\$933,233.50	65.1%	\$766,801.95	\$166,431.55	\$24,406.41	2.6%
Real Estate Investments									
1,185.0000	VNQ	VANGUARD REIT ETF	\$65.800	\$77,973.00	5.4%	\$71,102.01	\$6,870.99	\$2,776.46	3.6%
CUSIP - 922908553									
Real Estate Investments - Total				\$77,973.00	5.4%	\$71,102.01	\$6,870.99	\$2,776.46	3.6%
Total Portfolio Positions				\$1,434,404.62	100.0%	\$1,253,328.35	\$181,076.27	\$42,491.74	3.0%

Investment Account



Investment Account  
SAMUEL H KLEIN FAM FDN - ATLAS

10/01/2012 - 12/31/2012

## PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.8600		CASH	\$1.000	\$0.86	46.2%	\$0.86			
1.0000		FEDERATED PRIME CASH OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPCIS	\$1.000	\$1.00	53.8%	\$1.00			
				<b>Cash &amp; Equivalents - Total</b>		<b>\$1.86</b>	<b>100.0%</b>		<b>0.0%</b>
				<b>Total Portfolio Positions</b>		<b>\$1.86</b>	<b>100.0%</b>		<b>0.0%</b>

Investment Account



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Investment Account  
SAMUEL H KLEIN FAM FDN - YARMUTH

10/01/2012 - 12/31/2012

**PORTFOLIO POSITIONS**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Cash &amp; Equivalents</b>									
0.6800		CASH	\$1.000	\$0.68	0.0%	\$0.68			
3.0000		FEDERATED PRIME CASH OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15	\$1.000	\$3.00	0.0%	\$3.00			
7,081.0000		FEDERATED PRIME CASH OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDPC15	\$1.000	\$7,081.00	99.9%	\$7,081.00		\$8.28	0.1%
				<b>Cash &amp; Equivalents - Total</b>	<b>100.0%</b>	<b>\$7,084.68</b>		<b>\$8.28</b>	<b>0.1%</b>
				<b>Total Portfolio Positions</b>	<b>100.0%</b>	<b>\$7,084.68</b>		<b>\$8.28</b>	<b>0.1%</b>

Investment Account



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Investment Account  
SAMUEL H KLEIN FAM FDN - GARLOVE

10/01/2012 - 12/31/2012

**PORTFOLIO POSITIONS**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Cash &amp; Equivalents</b>									
4.0000		FEDERATED PRIME CASH OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15	\$1.000	\$4.00	100.0%	\$4.00			
<b>Cash &amp; Equivalents - Total</b>				\$4.00	100.0%	\$4.00			0.0%
<b>Total Portfolio Positions</b>				\$4.00	100.0%	\$4.00			0.0%

Investment Account