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990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>SAMUEL H KLEIN FAMILY FOUNDATION</b>		<b>A</b> Employer identification number <b>61-0652845</b>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>513-534-5310</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CINCINNATI, OH 45263-0858</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,622,943.</b>		
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	4,453.	4,453.		STMT 1
4	Dividends and interest from securities	41,919.	40,295.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	49,576.			
b	Gross sales price for all assets on line 6a				
	675,491.				
7	Capital gain net income (from Part IV, line 2)		49,576.		
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	95,948.	94,324.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	950.	475.	NONE	475.
c	Other professional fees (attach schedule) STMT 4	2,474.	2,474.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	2,948.	254.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	15.			15.
24	Total operating and administrative expenses. Add lines 13 through 23	6,387.	3,203.	NONE	490.
25	Contributions, gifts, grants paid	73,500.			73,500.
26	Total expenses and disbursements. Add lines 24 and 25	79,887.	3,203.	NONE	73,990.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	16,061.			
b	Net investment income (if negative, enter -0-)		91,121.		
c	Adjusted net income (if negative, enter -0-)				

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	16,778.	14,084.	14,084.
	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 ▶			
	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) . . . . .	837,904.	862,624.	1,217,407.
	c	Investments - corporate bonds (attach schedule) . . . . .	405,737.	399,433.	391,452.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,260,419.	1,276,141.	1,622,943.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
<b>Net Assets or Fund Balances</b>	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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	1,260,419.	1,276,141.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,260,419.	1,276,141.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,260,419.	1,276,141.		

**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	1,260,419.
2	Enter amount from Part I, line 27a . . . . .	2	16,061.
3	Other increases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	3	6.
4	Add lines 1, 2, and 3 . . . . .	4	1,276,486.
5	Decreases not included in line 2 (itemize) ▶ <b>ADJUSTMENT FOR RETURN OF CAPITAL- VANGUARD REIT</b>	5	345.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	1,276,141.

Form 990-PF (2013)

**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> 675,491.		625,915.	49,576.		
<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>			49,576.		
<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>	49,576.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<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))
2012	62,972.	1,458,515.	0.043175
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
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.248120
<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> 0.049624
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 1,548,350.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 76,835.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 911.
<b>7 Add lines 5 and 6</b>			<b>7</b> 77,746.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 73,990.

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)			
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 . . . . .		1	1,822.
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	1,822.
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	1,822.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	1,800.	
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	1,800.	
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	22.	
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 2014 estimated tax <input type="checkbox"/> NONE 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)? . . . . .		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? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities.		
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? . . . . .		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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 <b>▶</b> <u>N/A</u>				
14	The books are in care of <b>▶</b> <u>FIFTH THIRD BANK</u> Telephone no. <b>▶</b> <u>(502) 562-5254</u> Located at <b>▶</b> <u>401 S. 4TH AVE, LOUISVILLE, KY</u> ZIP+4 <b>▶</b> <u>40202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>▶</b>				X

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

	Yes	No
<b>1a</b> 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? ( <b>Exception.</b> 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>b</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 . . . . . <b>▶</b> <input type="checkbox"/>		
<b>c</b> 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 2013? . . . . .	1c	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>▶</b> _____		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2013 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
<b>b</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 2013?	4b	X

Form 990-PF (2013)

**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-	-0-
EDNA K. YAMOUTH 8505 COACHGATE, LOUISVILLE, KY 40222	DIRECTOR 1	-0-	-0-	-0-
JUNE K ATLAS 1710 DEVONDALE, LOUISVILLE, KY 40207	DIRECTOR 1	-0-	-0-	-0-

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

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

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

NONE

Form 990-PF (2013)

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2013)



**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>	29,560.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	1,542,369.
<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>	1,571,929.
<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>	1,571,929.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	23,579.
<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>	1,548,350.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	77,418.

**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>	77,418.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . . <b>2a</b>		1,822.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . . <b>2b</b>		
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	1,822.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	75,596.
<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>	75,596.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	75,596.

**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>	73,990.
<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>	73,990.
<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>	73,990.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				75,596.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			NONE	
<b>b</b> Total for prior years: 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				NONE
<b>b</b> From 2009 . . . . .				609.
<b>c</b> From 2010 . . . . .				2,467.
<b>d</b> From 2011 . . . . .				NONE
<b>e</b> From 2012 . . . . .				NONE
<b>f</b> Total of lines 3a through e . . . . .	3,076.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>73,990.</u>				
<b>a</b> Applied to 2012, 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 2013 distributable amount . . . . .				73,990.
<b>e</b> Remaining amount distributed out of corpus . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	1,606.			1,606.
<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	1,470.			
<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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
<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 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,470.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				NONE
<b>b</b> Excess from 2010 . . . . .				1,470.
<b>c</b> Excess from 2011 . . . . .				NONE
<b>d</b> Excess from 2012 . . . . .				NONE
<b>e</b> Excess from 2013 . . . . .				NONE

NOT APPLICABLE

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4942(j)(5)

[illegible]

### **1 Information Regarding Foundation Managers:**

N/A

N/A

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.

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
SEE ATTACHED SHEET	NONE	CHARITY	GENERAL FUND	73,500.
<b>Total</b> . . . . .			▶ <b>3a</b>	73,500.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			▶ <b>3b</b>	



## 19 -



Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2013 - 12/31/2013

**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>									
0.3600		CASH	\$1.000	\$0.36	0.0%	\$0.36			
5,940.0000		FEDERATED PRIME CASH OBLIGATIONS FUND #851 INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15	\$1.000	\$5,940.00	0.4%	\$5,940.00		\$1.90	
8,125.0000		FEDERATED PRIME CASH OBLIGATIONS FUND #851 INSTITUTIONAL SHARES CUSIP - 99FEDPC15	\$1.000	\$8,125.00	0.5%	\$8,125.00		\$2.60	
<b>Cash &amp; Equivalents - Total</b>						<b>\$14,065.36</b>	<b>0.9%</b>	<b>\$14,065.36</b>	<b>\$4.50</b>

**Fixed Income**

5,869.8340	ETBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	\$9.190	\$53,943.77	3.3%	\$54,000.00	\$(56.23)	\$2,107.27	3.9%
50,000.0000		FREDDIE MAC 07/16/04 5.000 07/15/14 CUSIP - 313444U6	\$102.598	\$51,299.00	3.2%	\$51,771.95	\$(472.95)	\$2,500.00	4.9%
9,100.1830	OIBYX	OPPENHEIMER INTL BD FD CL Y CUSIP - 68380T509	\$6.080	\$55,329.11	3.4%	\$59,847.80	\$(4,518.69)	\$2,247.75	4.1%
8,382.4150	PLDPX	PIMCO LOW DURATION FUND CUSIP - 72201M669	\$10.330	\$86,590.35	5.3%	\$87,606.92	\$(1,016.57)	\$1,567.51	1.8%
6,002.6490	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	\$7.150	\$42,918.94	2.6%	\$40,015.51	\$2,903.43	\$2,623.16	6.1%
5,000.9330	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	\$8.400	\$42,007.84	2.6%	\$46,449.71	\$(4,441.87)	\$2,450.46	5.8%
25,000.0000		TOTAL CAPITAL GTD 09/15/10 2.300 03/15/16	\$103.031	\$25,757.75	1.6%	\$25,973.50	\$(215.75)	\$575.00	2.2%

Investment Account



Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2013 - 12/31/2013

**PORTFOLIO POSITIONS**

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Yield
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CUSIP - 89152UAE2

3,250.0000	MXDX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y	\$10.340	\$33,605.00	2.1%	\$33,767.50	\$(162.50)	\$1,729.00	5.1%
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CUSIP - 89154Q596

Fixed Income - Total				\$391,451.76	24.1%	\$399,432.89	\$(7,981.13)	\$15,800.15	4.0%
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**Equities**

610.0000	T	AT&T INC CUSIP - 00206R102	\$35.160	\$21,447.60	1.3%	\$17,384.62	\$4,062.98	\$1,122.40	5.2%
280.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$90.730	\$25,404.40	1.6%	\$16,371.07	\$9,033.33	\$257.60	1.0%
60.0000	AAPL	APPLE INC CUSIP - 037833100	\$561.020	\$33,661.20	2.1%	\$34,535.92	\$(874.72)	\$732.00	2.2%
230.0000	ADP	AUTOMATIC DATA PROCESSING INC CUSIP - 053015103	\$80.799	\$18,583.77	1.1%	\$14,686.20	\$3,897.57	\$441.60	2.4%
4,029.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	\$37.320	\$150,362.28	9.3%	\$95,648.46	\$54,713.82	\$3,706.68	2.5%
175.0000	CELG	CELGENE CORP CUSIP - 151020104	\$168.968	\$29,589.40	1.8%	\$8,204.00	\$21,365.40		
290.0000	CB	CHUBB CORP COM CUSIP - 171232101	\$96.630	\$28,022.70	1.7%	\$21,602.87	\$6,419.83	\$510.40	1.8%
425.0000	C	CITIGROUP INC CUSIP - 172967424	\$52.110	\$22,146.75	1.4%	\$20,503.20	\$1,643.55	\$17.00	0.1%
345.0000	KO	COCA COLA CO CUSIP - 191216100	\$41.310	\$14,251.95	0.9%	\$7,746.97	\$6,504.98	\$386.40	2.7%
150.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$64.970	\$9,745.50	0.6%	\$7,310.40	\$2,435.10	\$270.00	2.8%

Investment Account





FIFTH THIRD  
PRIVATE BANK

Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2013 - 12/31/2013

### 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>									
536.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.150	\$13,480.40	0.8%	\$6,528.00	\$6,952.40	\$214.40	1.6%
100.0000	EOG	EOG RES INC COM CUSIP - 26875P101	\$167.840	\$16,784.00	1.0%	\$6,960.92	\$9,823.08	\$75.00	0.4%
519.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$101.200	\$52,522.80	3.2%	\$35,107.88	\$17,414.92	\$1,307.88	2.5%
1,125.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$28.030	\$31,533.75	1.9%	\$21,386.25	\$10,147.50	\$990.00	3.1%
10.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	\$1,120.710	\$11,207.10	0.7%	\$9,159.01	\$2,048.09		
750.0180	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$71.010	\$53,258.78	3.3%	\$49,535.04	\$3,723.74	\$1,121.28	2.1%
298.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$82.340	\$24,537.32	1.5%	\$12,739.42	\$11,797.90	\$464.88	1.9%
275.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$91.370	\$25,126.75	1.5%	\$8,173.00	\$16,953.75	\$495.00	2.0%
500.0000	INTC	INTEL CORP CUSIP - 458140100	\$25.955	\$12,977.50	0.8%	\$11,210.93	\$1,766.57	\$450.00	3.5%
45.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$187.570	\$8,440.65	0.5%	\$5,229.90	\$3,210.75	\$171.00	2.0%
825.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$67.095	\$55,353.38	3.4%	\$42,188.00	\$13,165.38	\$1,404.98	2.5%
650.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	\$115.360	\$74,984.00	4.6%	\$46,029.80	\$28,954.20	\$919.10	1.2%
300.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$58.480	\$17,544.00	1.1%	\$12,260.16	\$5,283.84	\$456.00	2.6%

Investment Account



Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2013 - 12/31/2013

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>									
442.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$91.590	\$40,482.78	2.5%	\$25,360.68	\$15,122.10	\$1,166.88	2.9%
174.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$97.030	\$16,883.22	1.0%	\$15,364.54	\$1,518.68	\$563.76	3.3%
130.0000	MDT	MEDTRONIC INC CUSIP - 585055106	\$57.390	\$7,460.70	0.5%	\$7,137.41	\$323.29	\$145.60	2.0%
425.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$50.050	\$21,271.25	1.3%	\$20,469.00	\$802.25	\$748.00	3.5%
380.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$37.410	\$14,215.80	0.9%	\$9,929.20	\$4,286.60	\$425.60	3.0%
110.0000	MYL	MYLAN INC. CUSIP - 628530107	\$43.400	\$4,774.00	0.3%	\$2,576.52	\$2,197.48	\$462.00	3.1%
175.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$85.620	\$14,983.50	0.9%	\$9,634.24	\$5,349.26	\$468.00	2.2%
225.0000	NSC	NORFOLK SOUTHERN CORP CUSIP - 655844108	\$92.830	\$20,886.75	1.3%	\$9,596.25	\$11,290.50	\$247.20	1.3%
515.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$38.260	\$19,703.90	1.2%	\$16,858.43	\$2,845.47	\$283.23	0.4%
1,737.6190	ODVX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	\$37.560	\$65,264.97	4.0%	\$60,000.00	\$5,264.97	\$852.80	3.4%
820.0000	PFE	PFIZER INC CUSIP - 717081103	\$30.630	\$25,116.60	1.5%	\$23,356.55	\$1,760.05	\$658.00	4.3%
175.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	\$87.130	\$15,247.75	0.9%	\$6,219.71	\$9,028.04	\$163.20	1.8%
68.0000	PX	PRAXAIR INC CUSIP - 74005P104	\$130.030	\$8,842.04	0.5%	\$2,563.60	\$6,278.44	\$1,263.15	3.0%
525.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$81.410	\$42,740.25	2.6%	\$28,314.37	\$14,425.88		

Investment Account



04-1231

Investment Account  
SAMUEL H KLEIN FAMILY FOUNDATION

12/01/2013 - 12/31/2013

**PORTFOLIO POSITIONS**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	(continued)	
								Est. Annual Income	Est. Yield
75.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$90.110	\$6,758.25	0.4%	\$7,368.00	\$(609.75)	\$93.75	1.4%
365.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	\$78.390	\$28,612.35	1.8%	\$13,640.23	\$14,972.12	\$379.60	1.3%
151.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$113.800	\$17,183.80	1.1%	\$10,142.43	\$7,041.37	\$356.36	2.1%
340.0000	WAG	WALGREEN CO CUSIP - 931422109	\$57.440	\$19,529.60	1.2%	\$12,833.55	\$6,696.05	\$428.40	2.2%
<b>Equities - Total</b>				<b>\$1,140,903.49</b>	<b>70.3%</b>	<b>\$791,866.73</b>	<b>\$349,036.76</b>	<b>\$24,219.13</b>	<b>2.1%</b>
<b>Real Estate Investments</b>									
1,185.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$64.560	\$76,503.60	4.7%	\$70,757.34	\$5,746.26	\$3,307.34	4.3%
<b>Real Estate Investments - Total</b>				<b>\$76,503.60</b>	<b>4.7%</b>	<b>\$70,757.34</b>	<b>\$5,746.26</b>	<b>\$3,307.34</b>	<b>4.3%</b>
<b>Total Portfolio Positions</b>				<b>\$1,622,924.21</b>	<b>100.0%</b>	<b>\$1,276,122.32</b>	<b>\$346,801.89</b>	<b>\$43,331.12</b>	<b>2.7%</b>

Investment Account



04-1231

FIFTH THIRD  
PRIVATE BANK

Investment Account

SAMUEL H KLEIN FAM FDN - GARLOVE

10/01/2013 - 12/31/2013

**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>									
0.3000		CASH	\$1.000	\$0.30	5.7%	\$0.30			
5.0000		FEDERATED PRIME CASH OBLIGATIONS FUND #851 INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15	\$1.000	\$5.00	94.3%	\$5.00			
				<b>Cash &amp; Equivalents - Total</b>					
				\$5.30	100.0%	\$5.30			
				<b>Total Portfolio Positions</b>					
				\$5.30	100.0%	\$5.30			

Investment Account



04-1231

Investment Account  
SAMUEL H KLEIN FAM FDN - ATLAS

10/01/2013 - 12/31/2013

**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>									
0.3700		CASH	\$1.000	\$0.37	11.0%	\$0.37			
3.0000		FEDERATED PRIME CASH OBLIGATIONS FUND #851 INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15	\$1.000	\$3.00	89.0%	\$3.00			
<b>Cash &amp; Equivalents - Total</b>				\$3.37	100.0%	\$3.37			
<b>Total Portfolio Positions</b>				\$3.37	100.0%	\$3.37			

Investment Account



04-1231

Investment Account  
SAMUEL H KLEIN FAM FDN - YARMUTH

10/01/2013 - 12/31/2013

**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>									
0.1900		CASH	\$1.000	\$0.19	1.9%	\$0.19			
8.0000		FEDERATED PRIME CASH OBLIGATIONS FUND #851 INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDPC15	\$1.000	\$8.00	78.5%	\$8.00			
2.0000		FEDERATED PRIME CASH OBLIGATIONS FUND #851 INSTITUTIONAL SHARES CUSIP - 99FEDPC15	\$1.000	\$2.00	19.6%	\$2.00			
				<b>Cash &amp; Equivalents - Total</b>		<b>\$10.19</b>	<b>100.0%</b>		
<b>Total Portfolio Positions</b>				<b>\$10.19</b>	<b>100.0%</b>	<b>\$10.19</b>			

Investment Account

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONEY MARKET INTEREST	4,453.	4,453.
	-----	-----
TOTAL	4,453.	4,453.
	=====	=====

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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USGI REPORTED AS NONQUALIFIED DIVIDENDS	161.	161.
FOREIGN DIVIDENDS	2,446.	2,446.
NONDIVIDEND DISTRIBUTIONS	1,624.	
DOMESTIC DIVIDENDS	23,662.	23,662.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	53.	53.
NONQUALIFIED FOREIGN DIVIDENDS	385.	385.
NONQUALIFIED DOMESTIC DIVIDENDS	13,588.	13,588.
	-----	-----
TOTAL	41,919.	40,295.
	=====	=====



FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	2,474.	2,474.
	-----	-----
TOTALS	2,474.	2,474.
	=====	=====

FORM 990PF, PART I - TAXES  
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR EXCISE TAX PAID	894.	
EXCISE TAX ESTIMATE	1,800.	
FOREIGN TAXES ON QUALIFIED FOR	191.	191.
FOREIGN TAXES ON NONQUALIFIED	63.	63.
	-----	-----
TOTALS	2,948.	254.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
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REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

MISC. CHARITABLE EXPENSE

15.

15.

TOTALS

15.

15.

### 2013 SHK Family Foundation - Yarmuth Distributions

Amount	Organization
\$ 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 613 Concourse Parkway South Midland FL 32751

\$	4,000.00	Yale University Office of Development/Contribution Processing P O Box 2038 New Haven, CT 06521-2038
\$	1,000.00	CASA 514 West Liberty Street Louisville, KY 40202
\$	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
\$	3,000.00	Adath Jeshurun Attn: Rabbi's Discretionary Fund 2401 Woodbourne Avenue Louisville, KY 40205
\$	2,000.00	Gilda's Club 933 Baxter Avenue Louisville, Ky 40204
\$	3,400.00	Gilda's Club 933 Baxter Avenue Louisville, KY 40204
\$	24,500.00	<b>Total</b>

**2013 SHK Family Foundation - Atlas**

<b>Amount</b>	<b>Organization</b>
\$ 100.00	National Multiple Sclerosis Society 11700 Commonwealth Drive Louisville, KY 40299
\$ 100.00	American Heart Association 240 Whittington Pkwy Louisville, KY 40222
\$ 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
\$ 958.25	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
\$ 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
\$	1,000.00	University of Louisville Attn: University Advancement Belknap Campus Louisville, KY 40292
\$	500.00	Harding Academy 170 Windsor Drive Nashville TN
\$	572.75	Crusade for Children 500 West Chestnut Street Louisville, KY 40202
\$	24,500.00	Total for 2013



**2013 SHK Family Foundation - Garlove**

<b>Amount</b>	<b>Organization</b>
\$ 8,166.66	Gulf Coast Community Foundation 601 Tamiami Trail South Venice FL 34285
\$ 800.00	Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241
\$ 200.00	Salvation Army P O Box 1149 Louisville, KY 40201-1149
\$ 5,566.66	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
\$ 400.00	University of Louisville Attn: Athletics - Academic Center 2301 S 3rd St. Louisville, KY 40292
\$ 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

\$	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
\$	5,639.66	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
\$	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
\$	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
\$	27.00	Shamrock Pet Foundation P O Box 24033 Louisville, KY 40224
\$	150.00	Camp Sunshine 1850 Clairmont Rd Decatur, GA 30033
\$	150.00	First Congregational Church 3810 Garland Ave Louisville, KY 40211
\$	250.00	Kentucky Opera 323 W Broadway Louisville, KY 40202
\$	<b>24,499.98</b>	<b>Total</b>