Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
KLEIN FAMILY FOUNDATION INC BETH KLEIN

A Employer identification number
61-0648689

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6714 ELMCROFT CIRCLE

B Telephone number (see instructions)
(502) 292-0597

City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, KY 40241

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 6,376,934

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	316	316		
	4	Dividends and interest from securities	52,716	52,716		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	93,740			
	b	Gross sales price for all assets on line 6a 343,567				
	7	Capital gain net income (from Part IV, line 2)		93,740		
	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)	111	111		
	12	**Total.** Add lines 1 through 11	146,883	146,883		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	24,000	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,025	4,025		0
	c	Other professional fees (attach schedule)	10,428	10,428		0
	17	Interest	1,035	1,035		0
	18	Taxes (attach schedule) (see instructions)	97	97		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	25,221	25,221		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	64,806	40,806		0
	25	Contributions, gifts, grants paid	315,911			315,911
	26	**Total expenses and disbursements.** Add lines 24 and 25	380,717	40,806		315,911
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-233,834			
	b	**Net investment income** (if negative, enter -0-)		106,077		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	217,118	272,757	272,757
2	Savings and temporary cash investments	3,851,520	3,415,195	3,415,195
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,271,863	2,439,060	2,688,982
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,340,501	6,127,012	6,376,934
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)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	6,340,501	6,127,012	
30	**Total net assets or fund balances** (see instructions)	6,340,501	6,127,012	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,340,501	6,127,012	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,340,501
2	Enter amount from Part I, line 27a	2	-233,834
3	Other increases not included in line 2 (itemize) ▶	3	20,345
4	Add lines 1, 2, and 3	4	6,127,012
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,127,012

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	93,740
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	493,544	5,781,103	0 085372
2012	308,107	5,920,937	0 052037
2011	341,127	6,648,818	0 051306
2010	362,794	6,706,843	0 054093
2009	372,120	6,698,191	0 055555

2	**Total** of line 1, column (d).	2	0 298363
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 059673
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	6,433,529
5	Multiply line 4 by line 3.	5	383,908
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,061
7	Add lines 5 and 6.	7	384,969
8	Enter qualifying distributions from Part XII, line 4.	8	315,911

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,122
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,122
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,122
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,834		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,834
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	288
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 2015 estimated tax** ▶ **Refunded** ▶			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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No

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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
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		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**

			Yes	No
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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				
Total number of other employees paid over $50,000 ▶				0

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,622,930
b	Average of monthly cash balances		1b	3,908,572
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	6,531,502
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	6,531,502
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	97,973
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,433,529
6	**Minimum investment return.** Enter 5% of line 5		6	321,676

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	321,676
2a	Tax on investment income for 2014 from Part VI, line 5	2a 2,122		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,122
3	Distributable amount before adjustments Subtract line 2c from line 1		3	319,554
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	319,554
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	319,554

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	315,911
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	315,911
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	315,911

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				319,554
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 39,218				
b From 2010. 29,500				
c From 2011. 9,124				
d From 2012. 12,915				
e From 2013. 206,881				
f **Total** of lines 3a through e.	297,638			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 315,911				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				315,911
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014	3,643			3,643
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	293,995			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	35,575			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	258,420			
10 Analysis of line 9				
a Excess from 2010. . . . 29,500				
b Excess from 2011. . . . 9,124				
c Excess from 2012. . . . 12,915				
d Excess from 2013. . . . 206,881				
e Excess from 2014. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

BERTRAM W KLEIN
3101 SOUTH OCEAN DRIVE 2008
HOLLYWOOD BEACH,FL 33019
(502) 568-6533

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

THERE IS NO PRESCRIBED FORMAT

c Any submission deadlines

SUBMISSIONS ACCEPTED THROUGHOUT THE YEAR

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

THERE ARE NO SPECIFIC LIMITATIONS OR RESTRICTIONS ON AWARDS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				315,911
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	316	
4 Dividends and interest from securities. . . .			14	52,716	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	223	
8 Gain or (loss) from sales of assets other than inventory			14	93,740	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OLD WESTBURY PEF XII LLC			14	-520	
b OLD WESTBURY PEF XI LLC			14	408	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		146,883	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 146,883

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

Sign Here

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

******	2015-08-20	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JOHN LEMASTUS				P00225963

Firm's name ▶ BUETOW LEMASTUS & DICK PLLC

Firm's EIN ▶ 61-1315679

Firm's address ▶ 1510 PNC PLAZA LOUISVILLE, KY 40202

Phone no (502) 568-6533

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BNP PARIBAS SPON ADR CUSIP 05565A202 SYMBOL BNPQ Y - 25 000 SHS		2013-04-05	2014-01-06
INTERNATIONAL BUS MACHINES CUSIP 459200101 SYMBOL IBM - 10 000 SHS			2014-02-06
LORILLARD INCCOM/CUSIP 544147101 /SYMBOL LO - 30 000 SHS		2013-10-03	2014-06-25
OW REAL RETURN FUND CUSIP 680414703 SYMBOL OWRR X - 4,078 936 SHS		2013-03-01	2014-01-13
SWATCH GROUP AG UNSPON ADR CUSIP 870123106 SYMBOL SWGA Y - 75 000 SHS		2013-09-16	2014-09-08
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y - 100 000 SHS		2013-07-12	2014-05-15
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y - 50 000 SHS		2013-07-12	2014-05-16
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y - 50 000 SHS		2013-07-12	2014-05-20
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y - 50 000 SHS		2013-07-12	2014-05-21
VIACOM INC CL B NEW CUSIP 92553P201 SYMBOL VIAB - 15 000 SHS		2013-04-15	2014-01-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
951		633	318
1,744		2,017	-273
1,833		1,368	465
33,937		36,792	-2,855
2,006		2,324	-318
603		614	-11
300		307	-7
302		307	-5
302		307	-5
1,289		977	312

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			318
			-273
			465
			-2,855
			-318
			-11
			-7
			-5
			-5
			312

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WEIR GROUP PLC ADR CUSIP 94876Q106 SYMBOL WEIG Y - 100 000 SHS		2013-09-20	2014-05-15
WHITING PETROLEUM CUSIP 966387102 SYMBOL WLL - 30 000 SHS		2014-08-01	2014-12-08
ACCENTURE PLC CL A/CUSIP G1151C101 /SYMBOL ACN - 30 000 SHS			2014-01-16
NXP SEMICONDUCTORS NV / CUSIP		2014-08-01	2014-10-10
ALLIANZ AKTIENGES ADR CUSIP 018805101 SYMBOL AZSE Y - 120 000 SHS			2014-03-21
AMERICAN INTL GROUP INC CUSIP 026874784 SYMBOL AIG - 0 000 SHS			2014-12-15
CVS HEALTH CORP CUSIP 126650100 SYMBOL CVS - 35 000 SHS		2011-11-21	2014-01-06
CENTURYLINK INC/CUSIP 156700106/SYMBOL CTL - 80 000 SHS			2014-07-29
CHINA CONSTRUCTION ADR CUSIP 168919108 SYMBOL CICH Y - 150 000 SHS			2014-03-21
CHINA CONSTRUCTION ADR CUSIP 168919108 SYMBOL CICH Y - 175 000 SHS			2014-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,201		1,927	274
982		2,567	-1,585
2,512		2,221	291
1,137		1,247	-110
1,991		1,463	528
19			19
2,439		1,324	1,115
3,216		2,967	249
1,904		2,489	-585
2,319		2,576	-257

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			274
			-1,585
			291
			-110
			528
			19
			1,115
			249
			-585
			-257

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CHINA CONSTRUCTION ADR CUSIP 168919108 SYMBOL CICH Y - 25 000 SHS		2011-11-21	2014-03-26
SINOPEC/CHINA PETE&CHM ADR CUSIP 16941R108 SYMBOL SNP - 35 000 SHS			2014-03-13
ENI S P A ADR CUSIP 26874R108 SYMBOL E - 25 000 SHS		2013-04-15	2014-05-22
ENI S P A ADR CUSIP 26874R108 SYMBOL E (CONTD) - 30 000 SHS			2014-06-25
IMPERIAL TOBACCO LT ADR CUSIP 453142101 SYMBOL ITYBY - 40 000 SHS			2014-09-08
INTERNATIONAL BUS MACHINES CUSIP 459200101 SYMBOL IBM - 10 000 SHS		2012-02-08	2014-02-06
INTERNATIONAL BUS MACHINES CUSIP 459200101 SYMBOL IBM - 10 000 SHS			2014-02-24
MACYS INC/CUSIP 55616P104/SYMBOL M - 50 000 SHS			2014-02-06
MARATHON OIL CORP CUSIP 565849106 SYMBOL MRO (CONTD) - 60 000 SHS			2014-10-10
MOTOROLA SOLUTIONS INC CUSIP 620076307 SYMBOL MSI - 0 000 SHS			2014-09-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
338		341	-3
2,906		3,128	-222
1,253		1,158	95
1,627		1,337	290
3,437		3,008	429
1,744		1,927	-183
1,843		1,868	-25
2,626		1,872	754
2,070		1,764	306
43			43

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-3
			-222
			95
			290
			429
			-183
			-25
			754
			306
			43

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MUNICH RE GROUP ADR CUSIP 626188106 SYMBOL MURG Y - 50 000 SHS			2014-06-25
MUNICH RE GROUP ADR CUSIP 626188106 SYMBOL MURG Y - 100 000 SHS			2014-06-26
MUNICH RE GROUP ADR CUSIP 626188106 SYMBOL MURG Y - 50 000 SHS			2014-06-27
MUNICH RE GROUP ADR CUSIP 626188106 SYMBOL MURG Y - 100 000 SHS		2011-11-21	2014-07-31
<ON CORP PLC UNSPON-ADR CUSIP 654111202 SYMBOL NINO Y - 90 000 SHS			2014-03-14
OM GROUP INC CUSIP 670872100 SYMBOL OMG - 0 000 SHS			2014-02-10
OW SMALL & MID CAP FUND CUSIP 680414604 SYMBOL OWSM X - 4,880 606 SHS			2014-05-21
OW REAL RETURN FUND CUSIP 680414703 SYMBOL OWRR X - 4,166 256 SHS		2007-06-01	2014-01-13
SANOFI ADR CUSIP 80105N105 SYMBOL SNY - 25 000 SHS			2014-10-29
SANOFI ADR CUSIP 80105N105 SYMBOL SNY - 90 000 SHS			2014-10-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,096		908	188
2,176		1,675	501
1,087		621	466
2,123		1,178	945
1,549		2,456	-907
38			38
83,800		75,992	7,808
34,663		53,328	-18,665
1,129		1,217	-88
4,078		3,303	775

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			188
			501
			466
			945
			-907
			38
			7,808
			-18,665
			-88
			775

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
TARGET CORP CUSIP 87612E106 SYMBOL TGT - 35 000 SHS		2012-01-30	2014-06-25
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y - 25 000 SHS		2012-02-08	2014-05-22
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y - 50 000 SHS			2014-05-27
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y (CONTD) - 25 000 SHS		2011-11-21	2014-05-28
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y (CONTD) - 50 000 SHS		2011-11-21	2014-06-02
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y (CONTD) - 25 000 SHS		2013-01-22	2014-06-03
TELE2 AB ADR CUSIP 87952P307 SYMBOL TLTZ Y (CONTD) - 100 000 SHS			2014-06-04
ERMO FISHER SCIENTIFIC CUSIP 883556102 SYMBOL TMO - 35 000 SHS			2014-02-06
TOTAL SA ADR/CUSIP 89151E109/SYMBOL TOT - 50 000 SHS			2014-01-06
TOTAL SA ADR/CUSIP 89151E109/SYMBOL TOT - 30 000 SHS			2014-03-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,032		1,761	271
150		243	-93
295		478	-183
147		236	-89
292		471	-179
145		223	-78
582		802	-220
4,002		2,086	1,916
2,968		2,609	359
1,974		1,534	440

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			271
			-93
			-183
			-89
			-179
			-78
			-220
			1,916
			359
			440

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
TOTAL SA ADR/CUSIP 89151E109/SYMBOL TOT - 25 000 SHS			2014-03-25
VOLKSWAGEN AG ADR CUSIP 928662402 SYMBOL VLKP Y - 70 000 SHS			2014-10-30
WALGREEN CO CUSIP 931422109 SYMBOL - 15 000 SHS		2013-01-18	2014-03-18
WALGREEN CO CUSIP 931422109 SYMBOL - 20 000 SHS		2013-01-18	2014-09-05
WEIR GROUP PLC ADR CUSIP 94876Q106 SYMBOL WEIG Y - 25 000 SHS		2013-09-16	2014-09-17
WEIR GROUP PLC ADR CUSIP 94876Q106 SYMBOL WEIG Y - 25 000 SHS		2013-09-18	2014-09-19
WEIR GROUP PLC ADR CUSIP 94876Q106 SYMBOL WEIG Y - 100 000 SHS			2014-09-22
ZIMMER HLDGS INC/CUSIP 98956P102/SYMBOL ZMH - 45 000 SHS			2014-01-06
ACCENTURE PLC CL A CUSIP G1151 CI 01 SYMBOL ACN - 40 000 SHS			2014-01-16
ACE LIMITED CUSIP H0023R105 SYMBOL ACE - 30 000 SHS		2010-08-26	2014-01-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,619		1,237	382
2,926		2,744	182
1,007		588	419
1,287		784	503
535		469	66
543		470	73
2,116		1,901	215
4,201		2,846	1,355
3,349		2,266	1,083
3,035		1,610	1,425

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			382
			182
			419
			503
			66
			73
			215
			1,355
			1,083
			1,425

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AVAGO TECHNOLOGIES CUSIP Y0486S104 SYMBOL AVGO - 45 000 SHS			2014-05-14
AVAGO TECHNOLOGIES CUSIP Y0486S104 SYMBOL AVGO - 15 000 SHS		2013-09-30	2014-10-10
NOVUS ENERGY INC CUSIP 67011D107 SYMBOL - 50 000 SHS		2006-04-10	2014-01-23
FLOW THRU FROM OLD WESTBURY	P		
OLD WESTBURY PEF XI LLC	P		
OLD WESTBURY PEF XI LLC	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,088		1,556	1,532
1,089		644	445
53		761	-708
64			64
621			621
10,917			10,917
82,917			82,917

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			1,532
			445
			-708
			64
			621
			10,917
			82,917

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BERTRAM W KLEIN 3101 SOUTH OCEAN DRIVE 2008 HOLLYWOOD BEACH, FL 33019	PRESIDENT 0 00	0	0	0
DAVID KLEIN 7107 WINDHAM PARKWAY PROSPECT, KY 40059	DIRECTOR 0 00	0	0	0
STEPHEN KLEIN PO BOX 201 MCKENNA, WA 98558	DIRECTOR 0 00	0	0	0
RICHARD KLEIN 6714 ELMCROFT CIRCLE LOUISVILLE, KY 40241	TREASURER/DIRECTOR 0 00	0	0	0
BETH PAXTON KLEIN 6714 ELMCROFT CIRCLE LOUISVILLE, KY 40241	SECRETARY 15 00	24,000	0	0
ELAINE KLEIN 3101 SOUTH OCEAN DRIVE 2008 HOLLYWOOD BEACH, FL 33019	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALZHEIMER'S ASSOCIATION 6200 DUTCHMANS LANE SUITE 401 LOUISVILLE,KY 40205	NONE		CHARITABLE	25
AMERICAN CANCER SOCIETY 701 W MUHAMMAD ALI BLVD LOUISVILLE,KY 40203	NONE		CHARITABLE	5,000
AMERICAN DIABETES ASSOCIAITON LOUISVILLE 161 ST MATTHEWS AVENUE STE 3 LOUISVILLE,KY 40207	NONE		CHARITABLE	2,000
AMERICAN HEART ASSOCIATION 240 WHITTINGTON PKWY LOUISVILLE,KY 40222	NONE		CHARITABLE	2,000
AMERICAN PRINTING HOUSE FOR THE BLIND 1839 FRANKFORT AVE LOUISVILLE,KY 40206	NONE		CHARITABLE	2,000
ASSOCIATION FROM MACULAR DISEASES INC 210 EAST 64TH STREET NEW YORK,NY 10065	NONE		CHARITABLE	2,000
CAMP NEBAGAMON SCHOLARSHIP FUND PO BOX 331 EAST TROY,WI 53120	NONE		CHARITABLE	150
CENTER FOR ENVIRONMENTAL LAW & POLICY 911 WESTERN AVENUE SEATTLE,WA 98104	NONE		CHARITABLE	250
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW SUITE 300 WASHINGTON,DC 20005	NONE		CHARITABLE	150
CENTRE ATHLETICS 600 WEST WALNUT STREET DANVILLE,KY 40422	NONE		CHARITABLE	4,500
CENTRE COLLEGE 600 WEST WALNUT STREET DANVILLE,KY 40422	NONE		CHARITABLE	40,100
CHI OMEGA FOUNDATION PO BOX 2121 MEMPHIS,TN 38159	NONE		CHARITABLE	100
CHRISTINE M KLEINERT INSTSTITUTE 225 ABRAHAM FLEXNER WAY LOUISVILLE,KY 40202	NONE		CHARITABLE	20,000
CITY OF YELM 105 YELM AVENUE WEST YELM,WA 98597	NONE		CHARITABLE	150
CONGREGATION ADATH JESHURUN 42401 WOODBOURNE AVENUE LOUISVILLE,KY 40205	NONE		CHARITABLE	43,625
Total . . . . ▶ **3a**				315,911

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CONGREGATION ANSHEI SFARD 3700 DUTCHMANS LANE LOUISVILLE,KY 40205	NONE		CHARITABLE	200
COURT APPOINTED SPECIAL ADVOCATE 982 EASTERN PARKWAY LOUISVILLE,KY 40217	NONE		CHARITABLE	500
DOCTORS WITHOUT BORDERS USA 333 7TH AVENUE FLOOR 2 NEW YORK,NY 100015004	NONE		CHARITABLE	250
DONORSCHOOSEORG 134 WEST 37TH STREET FLOOR 11 NEW YORK,NY 10018	NONE		CHARITABLE	200
FRIENDS OF BOUNDARY WATERS WILDERNESS 401 NORTH THIRD STREET SUITE 290 MINNEAPOLIS,MN 554019057	NONE		CHARITABLE	100
GREEN COUNTRY DISTINGUISHED YOUNG WOMEN 406 E COLUMBIA AVE GREENSBURG,KY 42743	NONE		CHARITABLE	100
GREEN HILL THERAPY INC 1410 LONG RUN ROAD LOUISVILLE,KY 40245	NONE		CHARITABLE	1,000
HABITAT FOR HUMANITY 1620 BANK STREET LOUISVILLE,KY 40203	NONE		CHARITABLE	500
JEWISH COMMUNITY CENTER 3600 DUTCHMANS LANE LOUISVILLE,KY 40205	NONE		CHARITABLE	50
KAPPA ALPHA THETA FOUNDATION CENTRE COLLEGE 600 W WALNUT STREET DANVILLE,KY 40422	NONE		CHARITABLE	100
KENESETH ISRAEL CONGREGATION 2531 TAYLORSVILLE ROAD LOUISVILLE,KY 40205	NONE		CHARITABLE	450
KENTUCKY COUNTRY DAY SCHOOL 4100 SPRINGDALE ROAD LOUISVILLE,KY 40241	NONE		CHARITABLE	396
KENTUCKY DERBY MUSEUM 704 CENTRAL AVE LOUISVILLE,KY 40208	NONE		CHARITABLE	5,000
KENTUCKY EQUINE HUMANE CENTER PO BOX 910124 LEXINGTON,KY 40591	NONE		CHARITABLE	2,000
KENTUCKY HUMANE SOCIETY 241 STEEDLY DRIVE LOUISVILLE,KY 40214	NONE		CHARITABLE	2,000
Total . . . . ► 3a				315,911

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KENTUCKY LIONS EYE FOUNDATION 301 MUHAMMED ALI BLVD LOUISVILLE,KY 40202	NONE		CHARITABLE	2,000
KOSAIR CHARITIES PO BOX 37370 982 EASTERN PARKWAY LOUISVILLE,KY 40233	NONE		CHARITABLE	11,500
LITTLE SISTERS OF THE POOR ST JOSEPHS HOME 15 AUDUBON PLAZA DRIVE LOUISVILLE,KY 40217	NONE		CHARITABLE	50
LOUISVILLE BALLET 315 EAST MAIN STREET LOUISVILLE,KY 40202	NONE		CHARITABLE	500
LOUISVILLE ORCHESTRA 323 WEST BROADWAY SUITE 700 LOUISVILLE,KY 40202	NONE		CHARITABLE	10,000
MAKE-A-WISH MIDDLE TENNESSEE 8119 ISABELLA LANE SUITE 105A BRENTWOOD,TN 37027	NONE		CHARITABLE	100
METRO UNITED WAY PO BOX 950148 LOUISVILLE,KY 402950148	NONE		CHARITABLE	100,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK,NY 10011	NONE		CHARITABLE	1,750
NISQUALLY LAND TRUST 1420 MARVIN ROAD NE SUITE C LACEY,WA 985163878	NONE		CHARITABLE	750
NORTHWEST VIPASSANA CENTER 445 GORE ROAD ONALASKA,WA 98570	NONE		CHARITABLE	2,000
RAINTER EDUCATION FOUNDATION PO BOX 1017 RAINIER,WA 98576	NONE		CHARITABLE	2,500
SEATTLE SYMPHONY PO BOX 21906 SEATTLE,WA 981113906	NONE		CHARITABLE	50
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE,KY 40207	NONE		CHARITABLE	50
SOUTH OF THE SOUND COMMUNITY FARM LAND TRUST 415 OLYMPIA AVENUE NE OLYMPIA,WA 98501	NONE		CHARITABLE	500
ST ANDREWS EPISCOPAL CHURCH 2233 WOODBOURNE AVE LOUISVILLE,KY 40205	NONE		CHARITABLE	25
Total . . . . ▶ **3a**				315,911

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST MICHAEL ORTHODOX CHURCH 3701 ST MICHAEL CHURCH DRIVE LOUISVILLE,KY 40220	NONE		CHARITABLE	100
SUSAN G KOMEN FOR THE CURE 2301 HURSTBOURNE VILLAGE DRIVE SUITE 700 LOUISVILLE,KY 40299	NONE		CHARITABLE	500
TEMPLE EMANU-EL 2100 HIGHLAND AVENUE SOUTH BIRMINGHAM,AL 35205	NONE		CHARITABLE	500
TEMPLE SHALOM 4615 LOWE ROAD LOUISVILLE,KY 40220	NONE		CHARITABLE	400
THE KENTUCKY CENTER 5 RIVERFRONT PLAZA 501 W MAIN STREET LOUISVILLE,KY 402022989	NONE		CHARITABLE	5,000
THE PHOENIX RISING SCHOOL PO BOX 1010 RAINIER,WA 98576	NONE		CHARITABLE	4,300
THE TEMPLE 5101 US HIGHWAY 42 LOUISVILLE,KY 40241	NONE		CHARITABLE	19,704
TIGHAR 2366 HICKORY HILL ROAD OXFORD,PA 19363	NONE		CHARITABLE	500
UNITED STATES HOLOCAUSE MEMORIAL 100 RAOUL WALLENBERG PLACE SW WASHINGTON,DC 200242126	NONE		CHARITABLE	2,000
UNIVERSITY OF KENTUCKY ALUMNI ASSOCIATION KING ALUMNI HOUSE 400 ROSE STREET LEXINGTON,KY 405060119	NONE		CHARITABLE	36
UNIVERSITY OF KENTUCKY GLUCK EQUINE 108 GLUCK EQUINE RESEARCH CENTER DRIVE LEXINGTON,KY 405460099	NONE		CHARITABLE	2,000
UNIVERSITY OF LOUISVILLE 9286 RELIABLE PARKWAY CHICAGO,IL 606860092	NONE		CHARITABLE	8,800
UNIVERSITY OF MIAMI PO BOX 248002 CORAL GABLES,FL 331241514	NONE		CHARITABLE	500
US TOO INTERNAITONAL 2720 S RIVER ROAD SUITE 112 DES MOINES,IA 60018	NONE		CHARITABLE	250
WEST END SCHOOL INC 3628 VIRGINIA AVENUE LOUISVILLE,KY 40211	NONE		CHARITABLE	1,000
Total . . . . ▶ **3a**				315,911

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WHAS CRUSADE FOR CHILDREN PO BOX 1100 LOUISVILLE, KY 40202	NONE		CHARITABLE	2,000
YELM ANIMAL ALLIANCE INC PO BOX 639 YELM, WA 98597	NONE		CHARITABLE	150
YELM COOPERTATIVE 308 YELM AVENUE E POB 7530 PMB 92 YELM, WA 98597	NONE		CHARITABLE	1,500
Total . . . . ▶ **3a**				315,911

TY 2014 Accounting Fees Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,025	4,025		0

TY 2014 Investments Corporate Stock Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS STOCKS	2,288,636	2,595,471
COMMODOTIES	150,424	93,511

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TY 2014 Other Expenses Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE & STAMPS	29	29		0
OFFICE SUPPLIES	192	192		0
FILING FEE	15	15		0
PORTFOLIO DEDUCTIONS FROM FLOW THRU	9,634	9,634		0
OTHER DEDUCTIONS FROM FLOW THRU	4	4		0
PORTFOLIO DEDUCTIONS FROM FLOW THRU	14,711	14,711		0
OTHER DEDUCTIONS FROM FLOW THRU	619	619		0
INVESTMENT EXPENSE	17	17		0

TY 2014 Other Income Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BESSEMER 9D3L43 - CLASS ACTION PAYMENT	100	100	100
OLD WESTBURY PEF XI LLC	123	123	123
OLD WESTBURY PEF XII LLC	-520	-520	-520
OLD WESTBURY PEF XI LLC	408	408	408

TY 2014 Other Increases Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Description	Amount
ADJUSTMENTS IN BOOK VALUE OF ASSETS	20,345

TY 2014 Other Professional Fees Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BESSEMER TRUST	10,428	10,428		0

TY 2014 Taxes Schedule

Name: KLEIN FAMILY FOUNDATION INC BETH KLEIN

EIN: 61-0648689

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	97	97		0