



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Department of the Treasury  
Internal Revenue Service (77)

## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to public  
inspection

<b>A For the 2007 calendar year, or tax year beginning</b>		<b>, 2007, and ending</b>	
<b>B Check if applicable</b>	<b>C Name of organization</b>		
Address change	DISMAS CHARITIES, INC.		
Name change	Number and street (or P O box if mail is not delivered to street addr) Room/suite		
Initial return	2500 SEVENTH STREET RD		
Termination	City, town or county State ZIP code + 4		
<input checked="" type="checkbox"/> Amended return	LOUISVILLE KY 40208-1078		
<input type="checkbox"/> Application pending	• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).		
<b>G Web site:</b> ► N/A		<b>D Employer identification number</b>	
► <input checked="" type="checkbox"/> 501(c) 3 (insert no.) 4947(a)(1) or <input type="checkbox"/> 527		61-0663854	
<b>J Organization type</b> (check only one)		<b>E Telephone number</b>	
► <input checked="" type="checkbox"/>		(502) 636-2033	
<b>K Check here</b> ► <input type="checkbox"/> if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return		<b>F Accounting method:</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ►	
<b>L Gross receipts:</b> Add lines 6b, 8b, 9b, and 10b to line 12 ► 52,935,072.		<b>H and I are not applicable to section 527 organizations</b>	
<b>Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)</b>			
1 Contributions, gifts, grants, and similar amounts received:			
a Contributions to donor advised funds			
b Direct public support (not included on line 1a)			
c Indirect public support (not included on line 1a)			
d Government contributions (grants) (not included on line 1a)			
e Total (add lines 1a through 1d) (cash \$ 311,615. noncash \$ )			
1a			
1b 26,485.			
1c 270,015.			
1d 15,115.			
1e 311,615.			
2 33,612,904.			
3			
4 692,163.			
5			
6a 79,192.			
6b			
6c 79,192.			
7			
8a Gross amount from sales of assets other than inventory			
b Less: cost or other basis and sales expenses			
c Gain or (loss) (attach schedule) See L-8 Stmt			
d Net gain or (loss) Combine line 8c, columns (A) and (B) ..			
8a (A) Securities (B) Other			
8a 17,667,950.			
8b 6,633,636.			
8c 11,034,314.			
8d 11,034,314.			
9 Special events and activities (attach schedule) If any amount is from gaming, check here ► <input type="checkbox"/>			
a Gross revenue (not including \$ 10,790. of contributions reported on line 1b)			
b Less: direct expenses other than fundraising expenses			
c Net income or (loss) from special events Subtract line 9b from line 9a			
10a Gross sales of inventory, less returns and allowances			
b Less: cost of goods sold			
c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a			
11 Other revenue (from Part VII, line 103)			
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11			
13 Program services (from line 44, column (B))			
14 Management and general (from line 44, column (C))			
15 Fundraising (from line 44, column (D))			
16 Payments to affiliates (attach schedule)			
17 Total expenses. Add lines 16 and 44, column (A)			
18 Excess or (deficit) for the year Subtract line 17 from line 12			
19 Net assets or fund balances at beginning of year (from line 73, column (A))			
20 Other changes in net assets or fund balances (attach explanation)			
21 Net assets or fund balances at end of year Combine lines 18, 19, and 20			

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 12/27/07

Form 990 (2007)

REVENUE

EXENSES

ASSETS

317

**Part II Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See instruct.)

<b>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I</b>	<b>(A) Total</b>	<b>(B) Program services</b>	<b>(C) Management and general</b>	<b>(D) Fundraising</b>
<b>22a</b> Grants paid from donor advised funds (attach sch) (cash \$ _____) non-cash \$ _____ If this amount includes foreign grants, check here ► <input type="checkbox"/>	22a			
<b>22b</b> Other grants and allocations (att sch) (cash \$ _____) non-cash \$ _____ If this amount includes foreign grants, check here ► <input type="checkbox"/>	22b			
<b>23</b> Specific assistance to individuals (attach schedule)	23			
<b>24</b> Benefits paid to or for members (attach schedule)	24			
<b>25a</b> Compensation of current officers, directors, key employees, etc. listed in Part V-A See I-25a Stmt b Compensation of former officers, directors, key employees, etc. listed in Part V-B c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	1,136,014.	0.	1,136,014.	0.
<b>25b</b>				
<b>25c</b>				
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c	11,296,332.	10,096,430.	1,199,902.	0.
<b>27</b> Pension plan contributions not included on lines 25a, b, and c	1,950,000.	0.	1,950,000.	0.
<b>28</b> Employee benefits not included on lines 25a - 27	544,097.	454,940.	89,157.	0.
<b>29</b> Payroll taxes	970,506.	843,931.	126,575.	0.
<b>30</b> Professional fundraising fees				
<b>31</b> Accounting fees				
<b>32</b> Legal fees				
<b>33</b> Supplies				
<b>34</b> Telephone	216,407.	171,284.	45,123.	0.
<b>35</b> Postage and shipping				
<b>36</b> Occupancy	5,346,268.	5,280,210.	66,058.	0.
<b>37</b> Equipment rental and maintenance	1,829,183.	1,726,215.	102,968.	0.
<b>38</b> Printing and publications				
<b>39</b> Travel	654,851.	491,391.	163,460.	0.
<b>40</b> Conferences, conventions, and meetings				
<b>41</b> Interest	27,920.	0.	27,920.	0.
<b>42</b> Depreciation, depletion, etc (attach schedule)	1,095,899.	909,414.	186,485.	0.
<b>43</b> Other expenses not covered above (itemize)				
a SEE STATEMENT 4	8,869,085.	7,618,191.	1,250,894.	0.
b				
c				
d				
e				
f				
g				
<b>44</b> Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	33,936,562.	27,592,006.	6,344,556.	0.

**Joint Costs.** Check ►  if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ►  Yes  No

If 'Yes,' enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_, (ii) the amount allocated to Program services

\$ \_\_\_\_\_, (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments (See the instructions.)**

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► <u>SEE STATEMENT 5</u>	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
<b>a PAROLEE PRISONER REHABILITATION AT 21 LOCATIONS DURING THE YEAR LOCATED IN: KY; GA; FL; TX; NM; NC; TN; AZ; &amp; MS. PROVIDED 564,068 MANDAYS OF REHABILITATION.</b>	
<u>(Grants and allocations \$ 27,592,006. )</u> If this amount includes foreign grants, check here ► <input type="checkbox"/>	27,592,006.
<b>b</b>	
<u>(Grants and allocations \$ )</u> If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>c</b>	
<u>(Grants and allocations \$ )</u> If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>d</b>	
<u>(Grants and allocations \$ )</u> If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>e Other program services</b>	
<u>(Grants and allocations \$ )</u> If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>f Total of Program Service Expenses</b> (should equal line 44, column (B), Program services)	27,592,006.

BAA

Form 990 (2007)

## Balance Sheets (See the instructions.)

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>				
45	Cash – non-interest-bearing	47,905.	45	31,927.
46	Savings and temporary cash investments	1,335,033.	46	19,008,699.
47a	Accounts receivable	47a 4,561,080.		
	b Less: allowance for doubtful accounts	47b		
		3,829,144.	47c	4,561,080.
48a	Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b		
49	Grants receivable			49
50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)			50a
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)			50b
51a	Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b		
52	Inventories for sale or use			52
53	Prepaid expenses and deferred charges			53 978,403.
54a	Investments – publicly-traded securities	► Cost	FMV	54a
	b Investments – other securities (attach sch)	► Cost	FMV	54b 3,420.
55a	Investments – land, buildings, & equipment: basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b		
56	Investments – other (attach schedule)			56
57a	Land, buildings, and equipment: basis	57a 14,421,174.		
	b Less: accumulated depreciation (attach schedule)	57b 8,768,247.		
58	Other assets, including program-related investments (describe ► DUE FROM RELATED ORGANIZATIONS )			4,515,926. 58 3,753,933.
59	<b>Total assets (must equal line 74)</b> Add lines 45 through 58			21,044,889. 59 33,986,969.
<b>LIABILITIES</b>				
60	Accounts payable and accrued expenses			5,314,552. 60 7,678,788.
61	Grants payable			61
62	Deferred revenue			1,514. 62 1,514.
63	Loans from officers, directors, trustees, and key employees (attach schedule)			63
64a	Tax-exempt bond liabilities (attach schedule)			64a
	b Mortgages and other notes payable (attach schedule)			1,664,008. 64b
65	Other liabilities (describe ► )			65
66	<b>Total liabilities.</b> Add lines 60 through 65			6,980,074. 66 7,680,302.
<b>NET ASSETS OR FUND BALANCES</b>				
Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
67	Unrestricted			14,064,815. 67 26,306,667.
68	Temporarily restricted			68
69	Permanently restricted			69
Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74				
70	Capital stock, trust principal, or current funds			70
71	Paid-in or capital surplus, or land, building, and equipment fund			71
72	Retained earnings, endowment, accumulated income, or other funds			72
73	<b>Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)			14,064,815. 73 26,306,667.
74	<b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73			21,044,889. 74 33,986,969.

#### Part IV Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements	a	46,140,649.
b	Amounts included on line a but not on Part I, line 12:		
1	Net unrealized gains on investments	b1	
2	Donated services and use of facilities	b2	
3	Recoveries of prior year grants	b3	
4	Other (specify): <u>SEE STATEMENT 9</u>	b4	15,867.
	Add lines b1 through b4	b	15,867.
c	Subtract line b from line a	c	46,124,782.
d	Amounts included on Part I, line 12, but not on line a:		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify): <u>SEE STATEMENT 10</u>	d2	53,632.
	Add lines d1 and d2	d	53,632.
e	Total revenue (Part I, line 12) Add lines c and d	e	46,178,414.
<b>Part V-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return</b>			
a	Total expenses and losses per audited financial statements	a	33,898,000.
b	Amounts included on line a but not on Part I, line 17:		
1	Donated services and use of facilities	b1	
2	Prior year adjustments reported on Part I, line 20	b2	
3	Losses reported on Part I, line 20	b3	
4	Other (specify): <u>EXPENSE RECLASSIFICATION</u>	b4	15,070.
	Add lines b1 through b4	b	15,070.
c	Subtract line b from line a	c	33,882,930.
d	Amounts included on Part I, line 17, but not on line a:		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify): <u>SEE STATEMENT 11</u>	d2	53,632.
	Add lines d1 and d2	d	53,632.
e	Total expenses (Part I, line 17) Add lines c and d	e	33,936,562.

**Part 2** **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the 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 plans	(E) Expense account and other allowances
SEE STATEMENT 12		1,136,014.	154,236.	0.



Other Information (continued)		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)	82b	
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	
85a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	88a	X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI	88b	X
89a	501(c)(3) organizations Enter: Amount of tax imposed on the organization during the year under section 4911 ► 0. ; section 4912 ► 0. ; section 4955 ► 0.	89a	
b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	89c	0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization	89d	
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	X
90a	List the states with which a copy of this return is filed ► See States Filed In	90a	
b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions)	90b	445
91a	The books are in care of ► STEPHEN B. CLARK, VP FIN/CEO Telephone number ► (502) 636-2033 Located at ► 2500 SEVENTH STREET ROAD, LOUISVILLE KY ZIP + 4 ► 40208-1078	91a	
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country ►	91b	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			

**Part VII Other Information (continued)**

<input type="checkbox"/>	Yes	No
<input checked="" type="checkbox"/>	91c	X

c At any time during the calendar year, did the organization maintain an office outside of the United States?  
If 'Yes,' enter the name of the foreign country ►

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 – Check here ► and enter the amount of tax-exempt interest received or accrued during the tax year. ► 92 |

**Part VII Analysis of Income-Producing Activities (See the instructions.)**

Note: Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue.					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					33,612,904.
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmts			14	692,163.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate: a debt-financed property	531190	71,052.			
b not debt-financed property			16	8,140.	
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory	531190	3,217,881.			7,816,433.
101 Net income or (loss) from special events					22,305.
102 Gross profit or (loss) from sales of inventory					
103 Other revenue. a					425,921.
b MISC FEES					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		3,288,933.		700,303.	41,877,563.
105 Total (add line 104, columns (B), (D), and (E))					45,866,799.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I

**Part VII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)**

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
	SEE STATEMENT 15

Part VII Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.) N/A				
(A)	(B)	(C)	(D)	(E)
Name, address, and EIN of corporation, partnership, or disregarded entity	Percentage of ownership interest	Nature of activities	Total income	End-of-year assets
	%			
	%			
	%			
	%			

**Part VII Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)**

a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

<input type="checkbox"/>	Yes	X	No
--------------------------	-----	---	----

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

<input type="checkbox"/>	Yes	X	No
--------------------------	-----	---	----

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions)

**Part 3G Information Regarding Transfers To and From Controlled Entities.** Complete only if the organization is a controlling organization as defined in section 512(b)(13).

N/A

Yes	No
-----	----

**106** Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
<b>Totals</b>				

Yes	No
-----	----

**107** Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
<b>Totals</b>				

Yes	No
-----	----

**108** Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

<b>Please Sign Here</b>	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 officer) is based on all information of which preparer has any knowledge.	
	► 	Date <b>5/28/2010</b>

PRESIDENT/CEO

<b>Paid Preparer's Use Only</b>	Preparer's signature ► 	Date <b>6-7-10</b>	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See General Instruction X)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► <b>STURM, PALETTI &amp; WILSON</b>		EIN ►	

► **713 EAST MARKET STREET, SUITE 100**  
**LOUISVILLE KY 40202**

Phone no ► (502) 589-9254

BAA

Form 990 (2007)

**SCHEDULE A**  
(Form 990 or 990-EZ)

**Organization Exempt Under  
Section 501(c)(3)**

OMB No 1545 0047

**2007**

Department of the Treasury  
Internal Revenue Service

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information — (See separate instructions.)

► MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.

Name of the organization

Employer identification number

**DISMAS CHARITIES, INC.**

**61-0663854**

**Part I-A Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See instructions. List each one. If there are 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 and other allowances
DEN FREANEY 2500 SEVENTH ST. RD. LOUISVILLE KY 40208	DIR MKT & DEV 55.00	145,829.	41,157.	0.
STEVEN VICE 2500 SEVENTH ST. RD. LOUISVILLE KY 40208	VP NEW BUSINESS 50.00	134,829.	37,633.	0.
DANNY FELTON 2500 SEVENTH ST. RD. LOUISVILLE KY 40208	REGIONAL VP 50.00	100,094.	26,506.	0.
FAITH GOOD 2500 SEVENTH ST. RD. LOUISVILLE KY 40208	REGIONAL VP 50.00	99,623.	26,356.	0.
GLADYS SCOTT 2500 SEVENTH ST. RD. LOUISVILLE KY 40208	ASST REGIONAL VP 50.00	93,215.	24,547.	0.
Total number of other employees paid over \$50,000	►	23		

**Part I-B Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
PILLSBURY, WINTHROP, SHAW & PITTMAN P.O. BOX 6000 SAN FRANCISCO CA 94160	LEGAL SERVICES	295,974.
KIZAN TECHNOLOGIES, LLC 2900 EASTPOINT PARKWAY LOUISVILLE KY 40223	IT/SOFTWARE DEVELOPMENT	256,204.
STITES & HARBISON 400 W MARKET ST, STE 1800 LOUISVILLE KY 40202	LEGAL SERVICES	189,022.
THE CAMBRIDGE DON 401 N MICHIGAN AVE, STE 1200 CHICAGO IL 60611	EMPLOYMENT SERVICES	170,351.
WILMES & ASSOCIATES 535 WEST 2nd STREET STE 201 LEXINGTON KY 40508	ARCHITECTURAL SERVICES	138,762.
Total number of others receiving over \$50,000 for professional services	►	NONE

**Part I-C Compensation of the Five Highest Paid Independent Contractors for Other Services**

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
TURNER CONSTRUCTION 4389 W COUNTRY ROAD WEST BADEN IN 47469	BLDG RENOVATION	455,939.
GAY CONSTRUCTION CO P.O. BOX 2376 SMYRNA GA 20081	BLDG RENOVATION	363,607.
AL REZA GENERAL CONTRACTOR 11605 JAMES PRANT EL PASO TX 49936	BLDG RENOVATION	76,462.
Total number of other contractors receiving over \$50,000 for other services	►	NONE

<b>Part VI</b> Statements About Activities (See instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>32,172.</u> (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B.)	1	X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions )		
2a	a Sale, exchange, or leasing of property?		X
2b	b Lending of money or other extension of credit?		X
2c	c Furnishing of goods, services, or facilities?		X
	See Part V, Form 990		
2d	d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
2e	e Transfer of any part of its income or assets?		X
3a	3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)		X
3b	b Did the organization have a section 403(b) annuity plan for its employees?		X
3c	c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement		X
3d	d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
4a	4a Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g. If 'No,' complete lines 4f and 4g		X
4b	b Did the organization make any taxable distributions under section 4966?		X
4c	c Did the organization make a distribution to a donor, donor advisor, or related person?		X
	d Enter the total number of donor advised funds owned at the end of the tax year ► _____		
	e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ► _____		
f	f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ► _____ 0		0
g	g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ► _____ 0.		

**Part IV** **Reason for Non-Private Foundation Status (See instructions.)**

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i)

6  A school Section 170(b)(1)(A)(ii) (Also complete Part V.)

7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8  A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9  A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► -----

10  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)

11 a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11 b  A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)

12  An organization that normally receives **(1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2).** (Also complete the **Support Schedule** in Part IV-A.)

13  An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization ► -----

Provide the following information about the supported organizations. (See instructions.)

Provide the following information about the supported organizations. (See instructions.)					(e) Amount of support	
(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?			
			Yes	No		
Total					►	

Total

14 An organization organized and operated to test for public safety Section 509(a)(4). (See instructions )

**Part IV Support Schedule** (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.**Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28)	171,023.	157,609.	185,438.	166,643.	680,713.
16 Membership fees received ..					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc, purpose	28,414,424.	27,438,772.	24,477,379.	18,765,505.	99,096,080.
18 Gross income from interest, dividends, amts rec'd from payments on securities loans (see 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec. 511 taxes) from businesses acquired by the organization after June 30, 1975	90,236.	45,674.	15,764.	19,171.	170,845.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	28,675,683.	27,642,055.	24,678,581.	18,951,319.	99,947,638.
24 Line 23 minus line 17	261,259.	203,283.	201,202.	185,814.	851,558.
25 Enter 1% of line 23	286,757.	276,421.	246,786.	189,513.	
26 <b>Organizations described on lines 10 or 11:</b> a Enter 2% of amount in column (e), line 24				26a	17,031.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts				26b	0.
c Total support for section 509(a)(1) test: Enter line 24, column (e)				26c	851,558.
d Add: Amounts from column (e) for lines:	18	170,845.	19	26d	170,845.
	22		26b	26e	680,713.
e Public support (line 26c minus line 26d total)				26f	79.94
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					8
27 <b>Organizations described on line 12:</b>					
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year.	(2006)	(2005)	(2004)	(2003)	
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year	(2006)	(2005)	(2004)	(2003)	
c Add Amounts from column (e) for lines	15	16	21		27c
d Add Line 27a total	17	20			27d
e Public support (line 27c total minus line 27d total)					27e
f Total support for section 509(a)(2) test Enter amount from line 23, column (e)			27f		
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g	8
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h	8
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					

**Private School Questionnaire (See instructions.)**  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

N/A

	Yes	No
29		
30		
31		
32		
32a		
32b		
32c		
32d		
33		
33a		
33b		
33c		
33d		
33e		
33f		
33g		
33h		
34a		
34b		
35		

29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?

30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?

31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?

If 'Yes,' please describe; if 'No,' please explain (If you need more space, attach a separate statement.)

-----

-----

-----

32 Does the organization maintain the following:

- a Records indicating the racial composition of the student body, faculty, and administrative staff?
- b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
- c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
- d Copies of all material used by the organization or on its behalf to solicit contributions?

If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement.)

-----

-----

33 Does the organization discriminate by race in any way with respect to:

- a Students' rights or privileges?
- b Admissions policies?
- c Employment of faculty or administrative staff?
- d Scholarships or other financial assistance?
- e Educational policies?
- f Use of facilities?
- g Athletic programs?
- h Other extracurricular activities?

If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement.)

-----

-----

-----

34a Does the organization receive any financial aid or assistance from a governmental agency?

b Has the organization's right to such aid ever been revoked or suspended?

If you answered 'Yes' to either 34a or b, please explain using an attached statement.

35 Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev Proc 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If 'No,' attach an explanation

**Lobbying Expenditures by Electing Public Charities** (See instructions.)  
(To be completed ONLY by an eligible organization that filed Form 5768)

**Lobbying Expenditures by Existing Public Charities (See Form 5768)**  
(To be completed ONLY by an eligible organization that filed Form 5768)

N/A

Check ▶ a  if the organization belongs to an affiliated group. Check ▶ b  if you checked 'a' and 'limited control' provisions apply.

## Limits on Lobbying Expenditures

(The term 'expenditures' means amounts paid or incurred.)

Organizations			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table --		
If the amount on line 40 is --		The lobbying nontaxable amount is --	
Not over \$500,000		20% of the amount on line 40	
Over \$500,000 but not over \$1,000,000		\$100,000 plus 15% of the excess over \$500,000	
Over \$1,000,000 but not over \$1,500,000		\$175,000 plus 10% of the excess over \$1,000,000	
Over \$1,500,000 but not over \$17,000,000		\$225,000 plus 5% of the excess over \$1,500,000	
Over \$17,000,000		\$1,000,000	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	
<b>Caution:</b> If there is an amount on either line 43 or line 44, you must file Form 4720			

#### 4 -Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

## Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
- b Paid staff or management (include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (add lines c through h.)

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
X		32,172.
	X	
		32,172.

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.

BAA

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See instructions)**

51 Did the reporting 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 organization to a noncharitable exempt organization of:

- (i) Cash
- (ii) Other assets

**b Other transactions**

- (i) Sales or exchanges of assets with a noncharitable exempt organization
- (ii) Purchases of assets from a noncharitable exempt organization
- (iii) Rental of facilities, equipment, or other assets
- (iv) Reimbursement arrangements
- (v) Loans or loan guarantees
- (vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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 organization. If the organization 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.

	Yes	No
51 a (i)		X
a (ii)		X
b (i)		X
b (ii)		X
b (iii)	X	
b (iv)		X
b (v)	X	
b (vi)		X
c	X	

**52a** Is the organization 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
DISMAS CHARITIES PROPERTIES, INC	501(c)(2)	SEE STATEMENT 20

728102  
042701

(D) Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

**DISMAS CHARITIES, INC**

**61-0663854**

**FORM 990**

**RENTAL INCOME**

**STATEMENT 1**

<b>KIND AND LOCATION OF PROPERTY</b>	<b>ACTIVITY NUMBER</b>	<b>GROSS RENTAL INCOME</b>
DEBT-FINANCED REAL ESTATE	1	71,052.
NON DEBT-FINANCED REAL ESTATE	2	8,140.
<b>TOTAL TO FORM 990, PART I, LINE 6A</b>		<b>79,192.</b>

12430813 758036 30350

20  
2007.05065 DISMAS CHARITIES, INC

STATEMENT(S) 1  
30350\_1

FORM 990

GAIN (LOSS) FROM SALE OF OTHER ASSETS

STATEMENT

2

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
REAL ESTATE, ATLANTA, GA	08/19/90	03/14/07	PURCHASED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
1010 WEST PEACHTREE, LP	17666600.	7,417,197.	0.	783,561.	11,032,964.
DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
1992 CHEVY ASTRO	10/01/91	01/15/07	PURCHASED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
EDDIE PAYNE	150.	15,840.	0.	15,840.	150.
DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
1991 FORD MUSTANG	12/01/01	02/15/07	DONATED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
BOB YATES	750.	2,020.	0.	2,020.	750.
DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
1990 TOYOTA CRESSIDA	12/01/04	07/15/07	DONATED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
CHARLES SWEAZY	450.	2,500.	0.	2,500.	450.
TO FM 990, PART I, LN 8	17667950.	7,437,557.	0.	803,921.	11,034,314.

FORM 990	SPECIAL EVENTS AND ACTIVITIES			STATEMENT	3
----------	-------------------------------	--	--	-----------	---

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME OR (LOSS)
DERBY GALA	156,117.	10,790.	145,327.	123022.	22,305.
TO FM 990, PART I, LINE 9	156,117.	10,790.	145,327.	123022.	22,305.

FORM 990	OTHER EXPENSES			STATEMENT	4
----------	----------------	--	--	-----------	---

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
RESIDENT EXPENSE:				
FOOD	3,233,301.	3,233,301.		
RESIDENT EXPENSE:				
WELFARE	181,565.	181,565.		
RESIDENT EXPENSE:				
MISCELLANEOUS	553,653.	553,653.		
INSURANCE	940,597.	848,109.	92,488.	
PROFESSIONAL FEES	1,435,387.	655,694.	779,693.	
OFFICE SUPPLIES & EXPENSE	659,380.	484,949.	174,431.	
PUBLIC RELATIONS	157,024.	16,893.	140,131.	
EXPANSION COSTS	44,185.	4,754.	39,431.	
MISCELLANEOUS	130,772.	106,052.	24,720.	
PROVISION FOR INCOME TAX	1,533,221.	1,533,221.		
TOTAL TO FM 990, LN 43	8,869,085.	7,618,191.	1,250,894.	

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE	STATEMENT	5
PART III			

EXPLANATION

DISMAS CHARITIES, INC. WAS INITIALLY FOUNDED IN PART TO PROVIDE A HALF-WAY HOUSE FOR EX-OFFENDERS AND PAROLEES, AND HELP PREPARE THESE INDIVIDUALS FOR LEADING PRODUCTIVE, INDEPENDENT LIVES IN THEIR COMMUNITIES. THROUGH THE YEARS, THE SCOPE OF DISMAS CHARITIES, INC.'S MISSION HAS EXPANDED, AND IT HAS BROADENED THE GEOGRAPHIC BOUNDARIES WHICH IT SERVES TO INCLUDE COMMUNITIES IN SEVERAL STATES. AS A PROVIDER OF A LARGE ARRAY OF HUMAN SERVICE PROGRAMS, DISMAS CHARITIES, INC. PROVIDES THE OPERATION OF HALF-WAY HOUSES AND COMMUNITY RESIDENTIAL AND SOCIAL REHABILITATION PROGRAMS FOR EX-OFFENDERS. ADDITIONAL ACTIVITIES AND SERVICES INCLUDE SUBSTANCE ABUSE TREATMENT PROGRAMS FOR BOTH RESIDENTIAL AND OUTPATIENT SERVICES.

DISMAS CHARITIES, INC

61-0663854

CHILDRENS' NUTRITIONAL PROGRAMS ARE OFFERED IN CONJUNCTION WITH A LOCAL FOOD BANK, AND EDUCATIONAL AND TRAINING PROGRAMS ARE OFFERED TO PARENTS THAT ARE EITHER AMONG THE WORKING POOR OR RECEIVING WELFARE.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	6
----------	--	-----------	---

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND & BUILDINGS	0.	0.	0.
LEASEHOLD IMPROVEMENTS	5,958,803.	1,534,097.	4,424,706.
FURNITURE & FIXTURES	7,611,666.	6,447,711.	1,163,955.
TRANSPORTATION EQUIPMENT	850,705.	786,439.	64,266.
TOTAL TO FORM 990, PART IV, LN 57	14,421,174.	8,768,247.	5,652,927.

FORM 990	MORTGAGES PAYABLE	STATEMENT	7
----------	-------------------	-----------	---

DESCRIPTION	BALANCE DUE
JPMORGAN/CHASE	0.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B	

FORM 990	OTHER SECURITIES	STATEMENT	8
----------	------------------	-----------	---

SECURITY DESCRIPTION	COST/ FMV	OTHER SECURITIES
MMBB, LLC	COST	0.
TO FORM 990, LINE 54B, COL B		0.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	9
----------	--	-----------	---

DESCRIPTION	AMOUNT
DIFFERENCE IN NET GAIN ON SALE OF ASSETS	15,867.
TOTAL TO FORM 990, PART IV-A	15,867.

## DISMAS CHARITIES, INC

61-0663854

FORM 990	OTHER REVENUE INCLUDED ON FORM 990	STATEMENT 10
----------	------------------------------------	--------------

DESCRIPTION	AMOUNT
LOCAL GOVERNMENT GRANTS	20,537.
SPECIAL EVENT INCOME	33,095.
<b>TOTAL TO FORM 990, PART IV-A</b>	<b>53,632.</b>

FORM 990	OTHER EXPENSES INCLUDED ON FORM 990	STATEMENT 11
----------	-------------------------------------	--------------

DESCRIPTION	AMOUNT
LOCAL GOVERNMENT GRANTS	20,537.
SPECIAL EVENT INCOME	33,095.
<b>TOTAL TO FORM 990, PART IV-B</b>	<b>53,632.</b>

FORM 990	PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES	STATEMENT 12
----------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
RAYMOND J. WEIS 2500 SEVENTH STREET ROAD LOUISVILLE, KY 40208-1078	PRESIDENT/CEO 60.00	535,334	49,887. 0.
JAN M. KEMPF 2500 SEVENTH STREET ROAD LOUISVILLE, KY 40208-1078	EXECUTIVE VICE PRESIDENT 60.00	377,955.	50,415. 0.
STEPHEN B. CLARK 2500 SEVENTH STREET ROAD LOUISVILLE, KY 40208-1078	VICE PRES-FINANCE/CFO 55.00	222,725.	53,934. 0.
JAMES T. SIMON, SR 2500 SEVENTH STREET ROAD LOUISVILLE, KY 40208-1078	BOARD CHAIRMAN 0.00	0.	0. 0.
MAURICE LUNDRIGAN 2500 SEVENTH STREET ROAD LOUISVILLE, KY 40208-1078	BOARD VICE-CHAIR 0.00	0.	0. 0.

12430813 758036 30350

24 STATEMENT(S) 10, 11, 12  
2007.05065 DISMAS CHARITIES, INC 30350\_1

**DISMAS CHARITIES, INC**

61-0663854

CHESTER A. BELL, JR.  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD SECRETARY**      0.00      0.      0.      0.

JOHN R. CHANEY  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD TREASURER**      0.00      0.      0.      0.

VICTOR V. LUCCHESE  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**DIRECTOR EMERITAS**      0.00      0.      0.      0.

FRED J. FLASPOEHLER, JR  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**DIRECTOR EMERITAS**      0.00      0.      0.      0.

THOMAS E. MOSS, SR  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD MEMBER**      0.00      0.      0.      0.

HENRY B. LYON, JR  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD MEMBER**      0.00      0.      0.      0.

ROBERT S. RABBETH  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD MEMBER**      0.00      0.      0.      0.

ARTHUR J. POTTER, III  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD MEMBER**      0.00      0.      0.      0.

THOMAS L. COOMES, II  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD MEMBER**      0.00      0.      0.      0.

JOE GUY HAGAN  
2500 SEVENTH STREET ROAD  
LOUISVILLE, KY 40208-1078

**BOARD MEMBER**      0.00      0.      0.      0.

TOTALS INCLUDED ON FORM 990, PART V-A

1.136.014 154236. 0.

FORM 990 IDENTIFICATION OF RELATED ORGANIZATIONS STATEMENT 13  
PART VI. LINE 80B

<u>NAME OF ORGANIZATION</u>	<u>EXEMPT</u>	<u>NONEXEMPT</u>
DISMAS CHARITIES FOUNDATION, INC.	X	
DISMAS CHARITIES PROPERTIES, INC.	X	

DISMAS CHARITIES, INC

61-0663854

FORM 990

PART V-A OFFICER COMPENSATION FROM  
RELATED ORGANIZATIONS

STATEMENT 14

OFFICER'S NAME

WILMES & ASSOCIATES

NAME OF RELATED ORGANIZATION

DISMAS CHARITIES PROPERTIES, INC

EMPLOYER ID NUMBER

61-1281657

RELATIONSHIP BETWEEN ORGANIZATIONS

SUPPORTING EXEMPT ORGANIZATION

COMPENSATION DESCRIPTION

DISMAS CHARITIES PROPERTIES, INC, A RELATED EXEMPT ORGANIZATION, PAID  
WILMES & ASSOCIATES, PSC FOR ARCHITECTURAL SERVICES IN CONNECTION WITH  
BUILDING RENOVATIONS.

FORM 990

PART VIII - RELATIONSHIP OF ACTIVITIES TO  
ACCOMPLISHMENT OF EXEMPT PURPOSES

STATEMENT 15

LINE EXPLANATION OF RELATIONSHIP OF ACTIVITIES

93G FEES FROM OPERATION OF RESIDENTIAL COMMUNITY TREATMENT CENTERS  
101 SPONSORSHIP OF THE DERBY GALA DANCE AND DINNER WHICH TOOK PLACE DURING  
THE KENTUCKY DERBY FESTIVAL IN EARLY MAY, 2007. THE PURPOSE OF THE  
GALA IS TO INCREASE THE COMMUNITY'S AWARENESS OF THE PROGRAMS AND  
SERVICES PROVIDED BY DISMAS CHARITIES, INC. AS WELL AS A FUNDRAISER.

12430813 758036 30350

26 STATEMENT(S) 14, 15  
2007.05065 DISMAS CHARITIES, INC 30350\_1

DISMAS CHARITIES, INC

61-0663854

SCHEDULE A

EXPLANATION OF TRANSACTIONS  
PART III, LINE 2C

STATEMENT 16

BB&T INS SVC	INSURANCE BROKER	DIRECTOR - W ROBY	\$1,469
MMBB LLC	LIMOSUINE SVC	NEPHEW - J KEMPH, EXEC VP	\$1,253

12430813 758036 30350

27  
2007.05065 DISMAS CHARITIES, INC

STATEMENT(S) 16  
30350\_1

**DISMAS CHARITIES, INC**

**61-0663854**

**SCHEDULE A**

**EXPLANATION OF TRANSACTIONS  
PART III, LINE 2D**

**STATEMENT 17**

SHARON BISHOP	CLEANING SVC	COUSIN - R WEIS, PRES	\$30,011
JUNE DOMIAN	CLEANING/SEWING SVC	SISTER - R WEIS, PRES	\$4,204

12430813 758036 30350

28

2007.05065 DISMAS CHARITIES, INC

STATEMENT(S) 17  
30350\_1

SCHEDULE A

STATEMENT OF LOBBYING ACTIVITIES - PART VI-B

STATEMENT 18

DISMAS CHARITIES, INC. RETAINED THE SERVICES OF BARBER, BANAZYNISKI AND GLIDEWELL, PSC, 100 NORTH SIXTH STREET, 5TH FLOOR, LOUISVILLE, KY 40202 TO LOBBY THE KENTUCKY LEGISLATURE ON BEHALF OF THE ORGANIZATION ON ISSUES RELATED TO THE STATE DEPARTMENT OF CORRECTIONS BUDGET AND MATTERS RELATED TO HALFWAY HOUSES AND SOCIAL REHABILITATION RESIDENCES, SERVICES WHICH THE ORGANIZATION PROVIDES AS PART OF ITS EXEMPT FUNCTION. DISMAS CHARITIES, INC. PAID \$32,172 IN 2007 FOR LOBBYING SERVICES. THIS LOBBYING ACTIVITY OF THE ORGANIZATION CONSTITUTED AN INSUBSTANTIAL AMOUNT OF TIME BY AND EXPENSE TO THE ORGANIZATION.

DISMAS CHARITIES, INC

61-0663854

SCHEDULE A      INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS  
PART VII, LINE 51, COLUMN (D)

STATEMENT 19

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

DISMAS CHARITIES PROPERTIES, INC

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

LEASE OF FACILITIES

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

DISMAS CHARITIES PROPERTIES, INC

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

INTER-COMPANY TRANSACTIONS

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

DISMAS CHARITIES PROPERTIES, INC

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARED PAID EMPLOYEES

12430813 758036 30350

30  
2007.05065 DISMAS CHARITIES, INC

STATEMENT(S) 19  
30350\_1

**DISMAS CHARITIES, INC**

**61-0663854**

**SCHEDULE A**

**AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS  
PART VII, LINE 52, COLUMN (C)**

**STATEMENT 20**

**NAME OF AFFILIATED OR RELATED ORGANIZATION**

**DISMAS CHARITIES PROPERTIES, INC**

**DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION**

**DISMAS CHARITIES PROPERTIES, INC (EIN 61-1281657) LEASES FACILITIES TO  
DISMAS CHARITIES, INC FOR ITS EXEMPT PURPOSE**

12430813 758036 30350

31  
2007.05065 DISMAS CHARITIES, INC

STATEMENT(S) 20  
30350 1

Dismas Charities, Inc.

61-0663854

---

Form 990. Part VI, Page 7, Line 90a

States Filed in

---

Kentucky

Arizona

Georgia

Tennessee

Florida

New Mexico