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

2009

Department of the Treasury
Internal Revenue Service

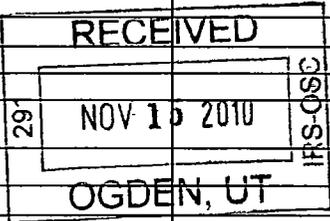
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning _____, **2009, and ending** _____

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

Use the IRS label otherwise, print or type. See Specific Instructions	LEIGHT M. WILSON FOUNDATION, INC. 501 WEST MAIN ST, STE A GLASGOW, KY 42141	A Employer identification number 23-7015224 B Telephone number (see the instructions) 270-651-3013
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, column (c), line 16)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
▶ \$ 935,974.	(Part I, column (d) must be on cash basis)	
C If exemption application is pending, check here	<input type="checkbox"/>	
D 1 Foreign organizations, check here	<input type="checkbox"/>	
2 Foreign organizations meeting the 85% test, check here and attach computation	<input type="checkbox"/>	
E If private foundation status was terminated under section 507(b)(1)(A), check here	<input type="checkbox"/>	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	<input type="checkbox"/>	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 the instructions))				
1 Contributions, gifts, grants, etc., received (att sch)	66,417.			
2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	37,522.	37,522.	37,522.	
5a Gross rents				
b Net rental income or (loss)		Statement 1		
6a Net gain/(loss) from sale of assets not on line 10	-40,813.			
b Gross sales price for all assets on line 6a	254,923.			
7 Capital gain net income (from Part IV, line 2)				
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	63,126.	37,522.	37,522.	
13 Compensation of officers, directors, trustees, etc	44,841.	22,421.	22,421.	22,421.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	2,062.	17,583.	1,753.	309.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 3	3,450.	3,450.	3,450.	
24 Total operating and administrative expenses. Add lines 13 through 23	50,353.	43,454.	27,624.	22,730.
25 Contributions, gifts, grants paid Part XV	100,500.			100,500.
26 Total expenses and disbursements. Add lines 24 and 25	150,853.	43,454.	27,624.	123,230.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-87,727.			
b Net investment income (if negative, enter -0)		0.		
c Adjusted net income (if negative, enter -0)			9,898.	



ADMINISTRATIVE EXPENSES
 OPERATING AND
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		23,471.	51,522.	51,522.
	2	Savings and temporary cash investments		958,316.	842,537.	883,727.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		725.	725.	
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	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 <input type="checkbox"/> See Statement 4)				1.	725.
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)			982,512.	894,785.	935,974.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe <input type="checkbox"/>)				
	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. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		982,512.	894,785.	
	30	Total net assets or fund balances (see the instructions)		982,512.	894,785.	
	31	Total liabilities and net assets/fund balances (see the instructions)		982,512.	894,785.	

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	982,512.
2	Enter amount from Part I, line 27a	2	-87,727.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	
4	Add lines 1, 2, and 3	4	894,785.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	894,785.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	N/A			
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
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	
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 the 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 the instructions before making any entries.

(a) Base period years Calendar year (of tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	90,330.	1,101,346.	0.082018
2007	43,254.	1,168,079.	0.037030
2006	50,185.	1,159,611.	0.043277
2005	51,829.	1,113,256.	0.046556
2004	55,296.	1,090,510.	0.050707
2	Total of line 1, column (d)		2 0.259588
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 0.051918
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4 916,940.
5	Multiply line 4 by line 3		5 47,606.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6
7	Add lines 5 and 6		7 47,606.
8	Enter qualifying distributions from Part XII, line 4		8 123,230.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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	0.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	345.	
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	345.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	345.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 345. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>KY</u>		
8 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>GILBERT & GILBERT, CPA'S</u> Telephone no ▶ _____ Located at ▶ <u>501 WEST MAIN ST, STE A GLASGOW KY</u> ZIP + 4 ▶ <u>42141</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A	▶ <input type="checkbox"/>	N/A

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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
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 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
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 the instructions)	2 b	N/A
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__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

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 Statement 5		33,600.	0.	11,241.

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 <u>N/A</u>	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount	
1 <u>N/A</u>		

2		

All other program-related investments See instructions		
3		

Total. Add lines 1 through 3		0.

BAA

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	1 a	883,081.
b	Average of monthly cash balances	1 b	47,823.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	930,904.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	930,904.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,964.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	916,940.
6	Minimum investment return. Enter 5% of line 5	6	45,847.

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	45,847.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	45,847.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,847.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	45,847.

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	1 a	123,230.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	123,230.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	123,230.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				45,847.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				24,954.
f Total of lines 3a through e	24,954.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 123,230.				
a Applied to 2008, 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 2009 distributable amount				45,847.
e Remaining amount distributed out of corpus	77,383.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	102,337.			
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 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	102,337.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				24,954.
e Excess from 2009				77,383.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

None

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

None

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

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

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

See Statement 6

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 7				
Total				▶ 3a 100,500.
b Approved for future payment				
Total				▶ 3b

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	CAP INC BLDR FD CL A		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:		72,500.	
Cost or Other Basis:		82,940.	
Basis Method:	Cost		
			Gain (Loss) -10,440.
Description:	CAP WORLD GROWTH & INC CL A		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:		34,200.	
Cost or Other Basis:		44,440.	
Basis Method:	Cost		
			Gain (Loss) -10,240.
Description:	INC FD OF AMER CL A		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:		98,223.	
Cost or Other Basis:		119,739.	
Basis Method:	Cost		
			Gain (Loss) -21,516.
Description:	VULCAN MATERIALS		
Date Acquired:	5/11/1999		
How Acquired:	Purchase		
Date Sold:	4/01/2009		
To Whom Sold:			
Gross Sales Price:		50,000.	
Cost or Other Basis:		48,617.	
Basis Method:	Cost		
			Gain (Loss) 1,383.
			Total \$ <u>-40,813.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GILBERT & GILBERT, CPAS	\$ 2,062.	\$ 17,583.	\$ 1,753.	\$ 309.
Total	<u>\$ 2,062.</u>	<u>\$ 17,583.</u>	<u>\$ 1,753.</u>	<u>\$ 309.</u>

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADVERTISING	\$ 29.	\$ 29.	\$ 29.	
RENT	2,400.	2,400.	2,400.	
SECRETARY EXPENSES	200.	200.	200.	
SUPPLIES	153.	153.	153.	
TREASURER EXPENSES	400.	400.	400.	
UTILITIES	268.	268.	268.	
Total	<u>\$ 3,450.</u>	<u>\$ 3,450.</u>	<u>\$ 3,450.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
PREPAID FEDERAL ESTIMATES		\$ 725.
Rounding	\$ 1.	
Total	<u>\$ 1.</u>	<u>\$ 725.</u>

Statement 5
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
EVELYN HUDSON 1905 DAKOTA DR NOBLESVILLE, IN 46062	Director 5.00	\$ 4,800.	\$ 0.	\$ 1,221.
CARL M. WHITAKER 3787 OLD LEXINGTON RD CAVE CITY, KY 42127	Director 5.00	4,800.	0.	532.
ALAN H. WILSON 753 STAVE MILL RD SHEPHERDSVILLE, KY 40165	Treasurer 10.00	4,800.	0.	908.
STEPHEN K. WILSON 2200 CARRINGTON COURT LEXINGTON, KY 40513	President 5.00	4,800.	0.	1,013.
BYRON N. WILSON P O BOX 693 HOUSTON, MS 38851	Director 5.00	4,800.	0.	4,071.

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 5 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
LEIGHT M. WILSON II 9114 GLOVER LANE LOUISVILLE, KY 40242	Director 5.00	\$ 4,800.	\$ 0.	\$ 814.
NORVIN B. WILSON JR 3842 HIGH ST RICHMOND, IN 47374	Secretary 5.00	4,800.	0.	2,682.
Total		\$ 33,600.	\$ 0.	\$ 11,241.

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: LEIGHT M. WILSON FOUNDATION, INC
Name:
Care Of:
Street Address: 9114 GLOVER LANE (MAIL ONLY)
City, State, Zip Code: LOUISVILLE, KY 40242
Telephone:
Form and Content: NONE
Submission Deadlines: NONE
Restrictions on Awards: NONE

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CAVERNA EDUCATION FOUNDATION 2276 S. DIXIE HWY CAVE CITY, KY 42127	NONE		EDUCATIONAL	\$ 1,000.
SOUTH CENTRAL KY CULTURAL & GE 220 W. WATER ST. GLASGOW, KY 42141	NONE		EDUCATIONAL	500.
BLUEGRASS LEGACY, INC. 3294 SNAFFLE RD LEXINGTON, KY 40513	NONE		CHARITABLE	5,050.

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
S K WINTERS FAMILY SERVICES P O BOX 1233 WEST POINT, MS 39773	NONE		CHARITABLE	\$ 7,500.
WHAS CRUSADE FOR CHILDREN 5326 N. PRESTON WHY SHEPHERSVILLE, KY 40165	NONE		CHARITABLE	2,000.
NOBLESVILLE FIRE DEPARTMENT 135 SOUTH 9TH ST NOBLESVILLE, IN 46060	NONE		CHARITABLE	4,000.
AMERICAN DIABETES ASSOC. P O BOX 1131 FAIRFAX, VA 22038	NONE		CHARITABLE	2,000.
RAVINIA PARK BAPTIST CHURCH 3015 SOUTH B ST RICHMOND, IN 47374	NONE		RELIGIOUS	10,600.
U OF K DANCE 410 ADMINISTRATIVE DR LEXINGTON, KY 40506	NONE		EDUCATIONAL	300.
PURDUE FOUNDATION 3000 KENT AVE W. LAFAYETTE, IN 47905	NONE		EDUCATIONAL	2,000.
PRARIE VIEW CHRISTIAN CHURH ALLISONVILLE RD NOBLESVILLE, IN 46060	NONE		RELIGIOUS	6,000.
SOUTHLAND CHRISTIAN CHURCH P O BOX 23338 LEXINGTON, KY 40523	NONE		RELIGIOUS	1,000.
SERVANT VALLEY BAPTIST CHURCH P O BOX 194 CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.
THE AMERICAN CANCER SOCIETY 701 W MUHAMMED ALI BLVD LOUISVILLE, KY 40203	NONE		CHARITABLE	1,700.
HILLVIEW BAPTIST CHURCH 7711 FEGENBUSH LANE LOUISVILLE, KY 40228	NONE		RELIGIOUS	5,700.
DISABLED AMERICAN VETERANS P O BOX 129 SHEPHERDSVILLE, KY 40165	NONE		CHARITABLE	500.

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
SALVATION ARMY 216 W CHESTNUT ST LOUISVILLE, KY 40202	NONE		CHARITABLE	\$ 500.
VICTORY BAPTIST CHURCH 88 BRAND RD LOGANVILLE, GA 30052	NONE		RELIGIOUS	500.
KELLY AUTISM WKU 104 14TH ST BOWLING GREEN, KY 42101	NONE		CHARITABLE	250.
ALZHEIMERS ASSOC GREATER INDIANA CHAPTER 50 EAST 91ST ST STE 100 INDIANAPOLIS, IN 46240	NONE		CHARITABLE	200.
ZONETON FIRE DEPARTMENT 5328 N PRESTON HWY SHEPHERDSVILLE, KY 40165	NONE		CHARITABLE	500.
ASSURANCE 1517 NICHOLASVILLE RD, STE 40 LEXINGTON, KY 40503	NONE		CHARITABLE	900.
WESTERN KY UNIVERSITY COLLEGE HGTS FOUND 1906 COLLEGE HEIGHTS BLVD BOWLING GREEN, KY 42101	NONE		EDUCATIONAL	3,000.
PHI GAMMA DELTA FOUNDATION 1201 RED MILE RD LEXINGTON, KY 40544	NONE		EDUCATIONAL	1,000.
HARVEY BROWNE MEMORIAL PRESBYTERIAN CHUR 311 BROWNS LN LOUISVILLE, KY 40207	NONE		RELIGIOUS	2,000.
HART CO HISTORICAL SOCIETY 109 MAIN ST MUNFORDVILLE, KY 42765	NONE		CHARITABLE	500.
OWENS CHAPEL BAPTIST CHURCH S DIXIE HWY CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.
AMERICAN RED CROSS P O BOX 665 SHEPHERSDVILLE, KY 40165	NONE		CHARITABLE	500.

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CAMPBELLSVILLE UNIVERSITY 1 UNIVERSITY DR CAMPBELLSVILLE, KY 42718	NONE		EDUCATIONAL	\$ 1,000.
ST. JUDES CHILDRENS RESEARCH 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE		CHARITABLE	300.
CAMPUS CRUSADE FOR CHRIST 100 SUNPORT LANE ORLANDO, FL 32809	NONE		RELIGIOUS	2,000.
FIRST PRESBYTERIAN CHURCH 1573 N HIGHLAND AVE JACKSON, TN 35301	NONE		RELIGIOUS	2,000.
NORTHWEST LEON LITTLE LEAGUE P O BOX 180790 TALLAHASSEE, FL 32318	NONE		CHARITABLE	500.
BAPTIST CAMPUS MINISTRY - WKU 1906 COLLEGE HEIGHTS BLVD. BOWLING GREEN, KY 42101	NONE		RELIGIOUS	500.
CENTRAL KY INVESTORS COUNCIL 699 PERIMETER DR LEXINGTON, KY 40517	NONE		CHARITABLE	1,000.
HAND & FEET MINISTRY 1009 ABUBURN DR. WEST MOBILE, AL 36618	NONE		RELIGIOUS	300.
MADISON CO FAIR & HORSE SHOW, INC. P O BOX 699 RICHMOND, KY 40476	NONE		CHARITABLE	1,000.
NEW HOPE PRESBYTERIAN CHURCH 3825 MCGREGOR BLVD FT. MYERS , FL 33901	NONE		RELIGIOUS	4,000.
BOWLING GREEN TECHNICAL COLLEGE 1845 LOOP DR BOWLING GREEN, KY 42101	NONE		EDUCATIONAL	500.

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SUNRISE CHILDRENS SERVICES 300 HOPE ST MT. WASHINGTON, KY 40047	NONE		RELIGIOUS	\$ 5,000.
HOUSTON FFA HOUSTON HIGH SCHOOL HOUSTON, MS 38851	NONE		EDUCATIONAL	1,000.
TROOPER ISLAND P O BOX 473 ALBANY, KY 42602	NONE		CHARITABLE	500.
COLONIAL WILLIAMSBURG FOUNDATION P O BOX 1776 WILLIAMSBURG, VA 23187	NONE		EDUCATIONAL	200.
CANOPY OAKS POP WARNER FOUNDATION P O BOX 180152 TALLAHASSEE, FL 32318	NONE		EDUCATIONAL	1,500.
LOUISVILLE PUBLIC LIBRARY 301 YORK ST LOUISVILLE, KY 40203 -	NONE		EDUCATIONAL	1,000.
CAVE CITY BAPTIST CHURCH 501 BROADWAY CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.
CAVE CITY METHODIST CHURCH 211 DUKE ST CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.
NEW HOPE BAPTIST CHURCH P O BOX 213 CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.
CAVE CITY CHRISTIAN CHURCH 360 BROADWAY CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.
SHADE GROVE BAPTIST CHURCH HIGHWAY 314 CENTER, KY 42214	NONE		RELIGIOUS	1,000.
BASIL CHAPEL BAPTIST CHURCH 700 WHITNEY WOODS RD CAVE CITY, KY 42127	NONE		RELIGIOUS	1,000.

Client 23701522

LEIGHT M. WILSON FOUNDATION, INC.

23-7015224

11/10/10

12 38PM

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
UNITY MISSIONARY BAPTIST CHURCH ANDALEE DRIVE LOUISVILLE, KY 40207	NONE		RELIGIOUS	\$ 500.
SUSAN G KOMEN CANCER FOUNDATION 2301 HURSTBOURNE VILLAGE DR STE 700 LOUISVILLE, KY 40299	NONE		CHARITABLE	500.
HOME OF THE INNOCENTS AUSTISM PROGRAM 1100 E MARKET ST LOUISVILLE, KY 40206	NONE		CHARITABLE	2,000.
PERAL WEBB CEMETERY HIGHWAY 31 E CAMNER, KY 42722	NONE		CHARITABLE	1,000.
CABBAGE PATCH SETTLEMENT HOUSE 1413 S SIXTH ST LOUISVILLE, KY 40208	NONE		CHARITABLE	2,000.
MT. PLEASANT CHRISTIAN CHURCH 3900 BOONESBORO RD RICHMOND, KY 40475	NONE		RELIGIOUS	500.
SOUTH MISSIONARY YOUTH FOOTBALL 3701 S 600 WEST CRAWFORDSVILLE, IN 47933	NONE		RELIGIOUS	1,500.
CRAWFORDSVILLE BOYS BASKETBALL 1 ATHENIAN DR CRAWFORDSVILLE, IN 47933	NONE		CHARITABLE	1,500.
LITTLE HOPE BAPTIST CHURCH 107 N DICKERSON ST PARK CITY, KY 42160	NONE		RELIGIOUS	1,000.

Total \$ 100,500.