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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

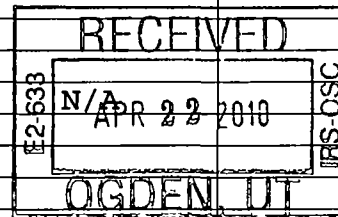
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , 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	Name of foundation CAPRICORN FOUNDATION CHARITABLE TRUST		A Employer identification number 31-1096396
	C/O ALLEN F. STEINBOCK, TRUSTEE		B Telephone number 502-637-1451
	Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 17183		
	City or town, state, and ZIP code LOUISVILLE, KY 40217		
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, col (c), line 16) \$ 1,536,887.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	9,628.	9,628.	9,628.	STATEMENT 1
4	Dividends and interest from securities	28,997.	28,997.	28,997.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<29,402.>			
b	Gross sales price for all assets on line 6a	602,882.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	9,223.	38,625.	38,625.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	3,537.	3,537.	0.	0.
c	Other professional fees STMT 4	11,060.	7,742.	3,318.	0.
17	Interest				
18	Taxes STMT 5	1,502.	1,364.	585.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	685.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	16,784.	12,643.	3,903.	0.
25	Contributions, gifts, grants paid	113,000.			113,000.
26	Total expenses and disbursements. Add lines 24 and 25	129,784.	12,643.	3,903.	113,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<120,561.>			
b	Net investment income (if negative, enter -0-)		25,982.		
c	Adjusted net income (if negative, enter -0-)			34,722.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing						
	2 Savings and temporary cash investments			82,687.	53,576.	53,576.	
	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						
	7 Other notes and loans receivable ▶						
	Less: allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock						
	c Investments - corporate bonds						
Liabilities	11 Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other	STMT 7		1,371,189.	1,279,739.	1,483,311.	
	14 Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
	15 Other assets (describe ▶)						
	16 Total assets (to be completed by all filers)			1,453,876.	1,333,315.	1,536,887.	
	17 Accounts payable and accrued expenses						
	18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe ▶)						
	23 Total liabilities (add lines 17 through 22)			0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	and complete lines 27 through 31					
		27 Capital stock, trust principal, or current funds		943,689.	943,689.		
		28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
		29 Retained earnings, accumulated income, endowment, or other funds		510,187.	389,626.		
30 Total net assets or fund balances		1,453,876.	1,333,315.				
31 Total liabilities and net assets/fund balances		1,453,876.	1,333,315.				

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)	1,453,876.
2 Enter amount from Part I, line 27a	<120,561.>
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,333,315.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,333,315.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
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 355,391.		301,742.	53,649.
b 247,491.		330,542.	<83,051.>
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			53,649.
b			<83,051.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	<29,402.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div>	3	53,649.

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	139,692.	1,629,524.	.085726
2007	127,812.	2,163,086.	.059088
2006	99,000.	2,116,223.	.046781
2005	83,650.	2,050,371.	.040797
2004	89,816.	1,976,312.	.045446

2 Total of line 1, column (d)	2	.277838
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	.055568
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,329,390.
5 Multiply line 4 by line 3	5	73,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	260.
7 Add lines 5 and 6	7	74,132.
8 Enter qualifying distributions from Part XII, line 4	8	113,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		}	1	260.
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				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	260.
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	260.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	800.		
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	800.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10	540.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 540. Refunded <input type="checkbox"/>			11	0.

Part VII-A Statements Regarding Activities

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

N/A

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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?	13	X	

Website address ► **N/A**

14 The books are in care of ► **ALLEN F. STEINBOCK, TRUSTEE** Telephone no. ► **502-584-9793**
 Located at ► **943 SOUTH FIRST STREET, LOUISVILLE, KY** ZIP+4 ► **40203**

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**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?		1c
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 ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	

Part IX-B Summary of Program-Related Investments

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

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CAPRICORN FOUNDATION CHARITABLE TRUST
C/O ALLEN F. STEINBOCK, TRUSTEE**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,271,378.
b	Average of monthly cash balances	1b	78,257.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,349,635.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,349,635.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,245.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,329,390.
6	Minimum investment return. Enter 5% of line 5	6	66,470.

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	66,470.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	260.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	260.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,210.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	66,210.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,210.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	113,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,000.
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	5	260.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	112,740.

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.

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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				66,210.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				22,660.
e From 2008				58,762.
f Total of lines 3a through e	81,422.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$				113,000.
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				66,210.
e Remaining amount distributed out of corpus	46,790.			
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	128,212.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	128,212.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				22,660.
d Excess from 2008				58,762.
e Excess from 2009				46,790.

Form 990-PF (2009)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>ALL RECIPIENTS ARE 501(C)(3) RELIGIOUS, SCIENTIFIC OR CHARITABLE ORGS.</div> <div>SEE ATTACHED SCHEDULE OF CONTRIBUTIONS FOR THE 12 MONTHS ENDED 12/31/09.</div>				113,000.
Total			▶ 3a	113,000.
<div>b Approved for future payment</div> <div>NONE</div>				
Total			▶ 3b	0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	9,628.	
		14	28,997.	
		18	<29,402.>	
	0.		9,223.	0.

13
9,223

[illegible]

Part XVII

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

- | | | Yes | No |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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


Signature of officer or trustee

4/12/10
Date

TRUSTEE
Title

Sign Here

<div style="text-align: center;"> Paid Preparer's Use Only </div>

Preparer's signature 
Firm's name (or yours if self-employed), address, and ZIP code

Margaret H. CPA

Date 31910

Check if self-employed	
------------------------	--

Preparer's identifying number

ANDERSON, BRYANT, LASKY & WINSLOW, PSC
943 SOUTH FIRST STREET
LOUISVILLE, KY 40203

EIN ▶

Phone no. (502) 584-9793

Form **990-PF** (2009)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THRU INVESTMENT ACCOUNTS	9,628.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,628.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NEW PERSPECTIVE FUND	4,023.	0.	4,023.
THRU INVESTMENT ACCOUNTS	24,974.	0.	24,974.
TOTAL TO FM 990-PF, PART I, LN 4	28,997.	0.	28,997.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,537.	3,537.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,537.	3,537.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	11,060.	7,742.	3,318.	0.
TO FORM 990-PF, PG 1, LN 16C	11,060.	7,742.	3,318.	0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,949.	1,364.	585.	0.
IRS REFUND	<447.>	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,502.	1,364.	585.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, MEMBERSHIPS, PUBLICATIONS	454.	0.	0.	0.
BANK CHARGES	231.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	685.	0.	0.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULED	COST	1,279,739.	1,483,311.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,279,739.	1,483,311.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLEN F. STEINBOCK 1700 CHEROKEE ROAD LOUISVILLE, KY 40205	TRUSTEE 0.00	0.	0.	0.
DAVID J. STEINBOCK 2332 BROOKSIDE DRIVE LOUISVILLE, KY 40205	TRUSTEE 0.00	0.	0.	0.
ANNE STEINBOCK 5801 S. WATTERSON TRAIL LOUISVILLE, KY 40291	TRUSTEE 0.00	0.	0.	0.
STUART STEINBOCK 2311 RALIEGH COURT LOUISVILLE, KY 40206	TRUSTEE 0.00	0.	0.	0.
ROWLAND HUTCHINSON 1600 POLO CLUB COURT LOUISVILLE, KY 40245	TRUSTEE 0.00	0.	0.	0.
GROVER POTTS 500 W. JEFFERSON ST, STE 2800 LOUISVILLE, KY 40202	TRUSTEE 0.00	0.	0.	0.
DR. R. TED STEINBOCK 3311 ZORN PLACE, #5 LOUISVILLE, KY 40206	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARGARET H. ANDERSON, CPA C/O ANDERSON, BRYANT, LASKY & WINSLOW, PSC
943 SOUTH FIRST STREET
LOUISVILLE, KY 40203

TELEPHONE NUMBER

502-584-9793

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Capricorn Foundation Charitable Trust
Statement of Assets, Liabilities and Net Assets -
Cash Basis
December 31, 2009

ASSETS

CASH	
CASH	\$ 53,576.04
INVESTMENTS, at cost	
VEREDUS GROWTH FUND	344,223.23
FLEXTRONICS INT'L LTD	9,115.95
NEW PERSPECTIVE FUND	235,734.49
SUNRISE SENIOR LIVING, INC.	42,194.25
MORGAN STANLEY ASIA PACIFIC FUND	4,101.15
CONOCOPHILLIPS	4,368.92
HUNTINGTON BANCSHARES INC.	22,949.00
CRESUD SACIF YA SP ADR	4,943.40
UNITED RENTALS INC.	70,534.70
NATIONWIDE HEALTH PROPERTIES	30,988.84
KROGER	4,339.95
ROGERS COMMUNICATIONS	9,190.38
VERISIGN, INC	111,496.90
NOKIA CORP SPON ADR	8,499.95
REVLON INC	27,000.75
HARTFORD FINANCIAL SERVICES	75,886.20
PPL CORPORATION	5,953.95
TRANSOCEAN INC NEW	5,864.25
AEGON NV-ORD AMERICAN	40,341.06
AMERIPRISE FIN INC	4,762.45
HELIOS ADVANTAGE INCOME FD INC COM	26,725.05
HELIOS HIGH INCOME FD INC COM	20,942.80
HELIOS MULTI-SECTOR HIGH INCOME FD	18,821.74
HELIOS STRATEGIC INCOME FD	18,655.52
HUNTSMAN CORP	44,163.80
ABBOTT LABORATORIES	4,209.95
PETROLEO BRASILEIRO	34,750.00
ZIONS BANCORP	36,939.00
FELCOR LODGING TRUST	12,041.50
TOTAL INVESTMENTS	<u>1,279,739.13</u>
TOTAL ASSETS	<u><u>\$ 1,333,315.17</u></u>

Capricorn Foundation Charitable Trust
Statement of Assets, Liabilities and Net Assets -
Cash Basis

December 31, 2009

LIABILITIES AND NET ASSETS

LIABILITIES

NET ASSETS

UNRESTRICTED NET ASSETS	<u>1,333,315.17</u>
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TOTAL NET ASSETS	<u>1,333,315.17</u>
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TOTAL LIABILITIES & NET ASSETS	<u><u>\$ 1,333,315.17</u></u>
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Capricorn Foundation Charitable Trust
Schedule of Charitable Disbursements
Cash Basis
For the Quarter Ended December 31, 2009

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	12 Months Ended Dec. 31, 2009
AM COLLEGE OF PROSTHODONISTS EDUC FND	\$ 0.00	\$ 0.00	\$ 0.00	\$ 5,000.00	\$ 5,000.00
AMER. DENTAL ASST. ASSOC.	2,000.00	0.00	0.00	0.00	2,000.00
CARDINAL ATHLETIC FUND	3,200.00	0.00	0.00	0.00	3,200.00
CLIFTON CULTURAL CENTER, INC	0.00	0.00	0.00	300.00	300.00
DREAMS WITH WINGS, INC.	0.00	0.00	0.00	1,000.00	1,000.00
DTA FOUNDATION	0.00	0.00	0.00	3,000.00	3,000.00
FDTN. TO SUPPORT STEM CELL TRANSPLANT	500.00	0.00	0.00	0.00	500.00
FUND FOR THE ARTS	0.00	0.00	0.00	200.00	200.00
HOLY TRINITY CHURCH	0.00	0.00	0.00	500.00	500.00
JUNIOR ACHIEVEMENT	0.00	3,000.00	0.00	0.00	3,000.00
KOMEN RACE FOR THE CURE	0.00	0.00	0.00	600.00	600.00
LINCOLN HERITAGE COUNCIL BSA	0.00	0.00	0.00	14,000.00	14,000.00
METRO UNITED WAY	0.00	7,000.00	0.00	7,000.00	14,000.00
NATURE CONSERVANCY	0.00	400.00	0.00	0.00	400.00
NEW DIRECTION HOUSING CORP	0.00	0.00	0.00	40,000.00	40,000.00
ORAL HEALTH AMERICA	0.00	0.00	0.00	3,000.00	3,000.00
SPEED ART MUSEUM	2,000.00	500.00	0.00	0.00	2,500.00
ST. FRANCIS OF ASSISI CHURCH	0.00	0.00	0.00	500.00	500.00
ST. MATTHEWS LIONS CLUB	0.00	0.00	300.00	0.00	300.00
ST. XAVIER HIGH SCHOOL	0.00	0.00	0.00	10,000.00	10,000.00
U of L SCHOOL OF DENTISTRY	0.00	0.00	0.00	1,000.00	1,000.00
UCSF Foundation	0.00	0.00	0.00	5,000.00	5,000.00
UNITED WAY OF LORIMER CITY	0.00	2,000.00	0.00	0.00	2,000.00
UNIVERSITY OF KENTUCKY	0.00	0.00	0.00	1,000.00	1,000.00
TOTAL CHARITABLE DISBURSEMENTS	\$ 7,700.00	\$ 12,900.00	\$ 300.00	\$ 92,100.00	\$ 113,000.00

Capricorn Foundation
Schedule of Gain/Loss
2009

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Record each sale throughout the year. Use for Tax Return.

Trade Date	Company/Shrs	Term	Proceeds	Basis	Gain (Loss)
1/7/2009	Capital Gain Distribution	L	882.64	-	882.64
1/13/2009	USEC, Inc. - 4,000 shs.	S	20,540.68	22,941.70	(2,401.02)
2/25/2009	Alaska Air Group - 500 shs.	L	11,731.73	11,711.60	20.13
2/25/2009	Express Scripts, Inc. - 600 shs.	L	32,935.79	24,389.22	8,546.57
2/25/2009	Regis Corp Munn - 1,000 shs.	L	11,564.33	20,553.85	(8,989.52)
2/25/2009	USEC, Inc. - 5,000 shs.	S	26,053.35	26,812.70	(759.35)
3/3/2009	Alaska Air Group - 500 shs.	L	10,694.99	11,711.60	(1,016.61)
3/5/2009	Health Net Inc. - 3,000 shs	S	36,181.20	32,203.20	3,978.00
3/6/2009	Sunrise Senior Living, Inc. - 10,000 shs.	S	3,466.98	7,543.00	(4,076.02)
3/26/2009	Genentech Inc New	L	4,740.05	3,984.65	755.40
4/16/2009	Weatherford Intl Ltd 400 shs.	L	5,819.89	10,964.00	(5,144.11)
4/21/2009	Weatherford Intl Ltd 100shs.	L	1,485.01	2,741.00	(1,255.99)
4/17/2009	Citigroup Inc 300 shs.	L	1,210.01	13,398.00	(12,187.99)
5/4/2009	Cresud Sacif YA Sp ADR F 308 shs.	L	2,576.42	-	2,576.42
5/6/2009	General Electric Co 500 shs.	L	5,479.90	14,155.87	(8,675.97)
4/27/2009	United Sts Nat Gas1000 shs.	S	14,111.63	29,999.80	(15,888.17)
6/19/2009	American Express Co2000 shs.	S	50,477.79	29,759.80	20,717.99
6/24/2009	Webster Finl Corp 3000 shs	S	23,414.39	14,667.71	8,746.68
6/15/2009	Riggs Natl Corp Redemption	L	45,000.00	43,538.00	1,462.00
8/5/2009	Bank of America 250 shs.	L	4,087.44	12,544.95	(8,457.51)
9/2/2009	Capital Gain Distribution	L	3.73	-	3.73
9/21/2009	Revlon 5000 sh.	S	24,191.37	25,249.50	(1,058.13)
9/25/2009	Schwab Yield Plus 733.109 shs.	L	3,533.59	6,874.02	(3,340.43)
10/8/2009	SPDR Ser Tr 1000 shs.	S	20,681.66	29,818.60	(9,136.94)
10/15/2009	Keycorp New 7000 shs.	S	43,865.77	40,761.10	3,104.67
10/15/2009	wash sale from 09/16/09	S	1,058.13	-	1,058.13
11/16/2009	Revlon 3000 shs.	S	43,430.48	16,581.38	26,849.10
11/16/2009	Sunrise Senior Living Ctr. 10000 shs.	S	24,692.36	7,543.00	17,149.36
12/7/2009	Harvest Energy 2000 shs.	L	18,863.31	41,067.00	(22,203.69)
12/22/2009	Provident Energy Tr 7000 shs	L	48,018.76	68,538.67	(20,519.91)
12/7/2009	National Retail PPTYS 350 shs.	L	7,287.86	7,118.98	168.88
12/9/2009	Constellation Brand CL 300 shs	L	4,998.92	7,787.97	(2,789.05)
12/9/2009	Goodrich Corp 100 shs.	S	6,093.89	4,329.95	1,763.94
12/9/2009	Morgan Stanley Aisa Pac. 400 shs.	L	5,867.89	6,469.97	(602.08)
12/9/2009	Oracle Corp 400 shs	L	9,075.81	6,658.51	2,417.30
12/9/2009	PPG Indus. 100 shs.	S	6,008.89	3,930.95	2,077.94
12/9/2009	Principal Fin'l 150 shs.	L	3,584.44	5,188.95	(1,604.51)
12/9/2009	TEVA Pharm Inds. 100 shs	S	5,367.91	4,334.95	1,032.96
12/9/2009	UPS Cl B 100 shs.	S	5,754.90	5,265.00	489.90
12/9/2009	Wellpoint 150 shs.	L	8,048.34	11,144.96	(3,096.62)
			602,882.23	632,284.11	(29,401.88)

The Capricorn Foundation Charitable Trust was established in 1983 for the purpose of assisting charitable organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

We welcome requests for funding from not-for-profit organizations, particularly those supporting child development, education and the arts. Organizations should complete this request to the best of their ability. Please use the enclosed form to allow the trustees to evaluate your request.

The limited resources of the Foundation make it impossible to fund all deserving applications. Funding decisions are made on a regular basis by the trustees of the Foundation. You can expect a reply within 6 to 8 weeks.

CAPRICORN FOUNDATION CHARITABLE TRUST

REQUEST FOR FUNDS

Short Form

Complete the following: (Print or Type)

Name of organization _____

Contact person _____

Address of organization _____

Phone number _____

Submission date _____

Federal ID # _____

501(c)(3) organization _____ Yes _____ No Exempt number _____

Purpose of organization _____

Amount requested _____ Total drive _____

Purpose of request _____

Submitted by: _____ Date: _____

For office use only:

Date received: _____

Approval granted: _____ yes _____ no

Amount approved: _____

By (trustee): _____

Date: _____