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Form **990-PF**Department of the Treasury
Internal Revenue Service (77)**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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 12/28/2008, and ending 12/26/2009

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 YUM! BRANDS FOUNDATION, INC		A Employer identification number 61-1327140
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (502) 874-8300
	C/O: YUM! TAX DEPARTMENT, PO BOX 35910		
	City or town, state, and ZIP code LOUISVILLE KY 40232		
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			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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,356,038		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	9,000,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,389	3,389	3,389	
	4 Dividends and interest from securities	438	438	438	
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a	0			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications			22,485	
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	9,003,827	3,827	26,312		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,034	0	1,034	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,632	0	25,278	2,354
	24 Total operating and administrative expenses. Add lines 13 through 23	28,666	0	26,312	2,354
	25 Contributions, gifts, grants paid	4,384,876			4,024,858
26 Total expenses and disbursements. Add lines 24 and 25	4,413,542	0	26,312	4,027,212	
27 a Excess of revenue over expenses and disbursements	4,590,285				
b Net investment income (if negative, enter -0-)		3,827			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009) 12

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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			186,539	245,690	245,690
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶	0				
	Less allowance for doubtful accounts ▶	0		0	0	0
	4 Pledges receivable ▶	0				
	Less allowance for doubtful accounts ▶	0		0	0	0
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0				
	Less allowance for doubtful accounts ▶	0		0	0	0
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments—U S and state government obligations (attach schedule)			0	0	0
	b Investments—corporate stock (attach schedule)			0	0	0
	c Investments—corporate bonds (attach schedule)			0	0	0
	11 Investments—land, buildings, and equipment basis ▶	0				
	Less accumulated depreciation (attach schedule) ▶	0		0	0	0
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)			2,169,281	7,110,348	7,110,348
	14 Land, buildings, and equipment basis ▶	0				
	Less accumulated depreciation (attach schedule) ▶	0		0	0	0
	15 Other assets (describe ▶)			0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			2,355,820	7,356,038	7,356,038
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable			-23,117	360,018	
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons			0	0	
	21 Mortgages and other notes payable (attach schedule)			0	0	
	22 Other liabilities (describe ▶)			-4,313	0	
	23 Total liabilities (add lines 17 through 22)			-27,430	360,018	
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, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			2,383,250	6,996,020	
	30 Total net assets or fund balances (see page 17 of the instructions)			2,383,250	6,996,020	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			2,355,820	7,356,038	

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	2,383,250
2 Enter amount from Part I, line 27a	2	4,590,285
3 Other increases not included in line 2 (itemize) ▶ Prior year grants returned or recovered in the current year	3	22,485
4 Add lines 1, 2, and 3	4	6,996,020
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,996,020

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				
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
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	0
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	6,761,784		0.000000
2007	5,654,197		0.000000
2006	3,420,292		0.000000
2005	4,809,077		0.000000
2004	3,615,133		0.000000
2 Total of line 1, column (d)			0.000000
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			0.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			2,833,290
5 Multiply line 4 by line 3			0
6 Enter 1% of net investment income (1% of Part I, line 27b)			38
7 Add lines 5 and 6			38
8 Enter qualifying distributions from Part XII, line 4			4,027,212

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of 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 instructions)			
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	38	
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	38	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	38	
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	0	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	0	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	38	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 0 Refunded	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)		
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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 **►** _____

14 The books are in care of **►** YUM! TAX DEPARTMENT Telephone no **►** (502)874-8300

Located at **►** 1900 COLONEL SANDERS LANE, LOUISVILLE, KY ZIP+4 **►** 40213

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**

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 ► <input type="checkbox"/>	1b	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?	1c	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 page 20 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	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 page 22 of the 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 page 22 of the 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?☐ 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

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 page 22 of 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	(e) Expense account, other allowances
SEE ATTACHED				
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
.....	
2	
.....	
All other program-related investments See page 24 of the instructions	
3	0
.....	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,501,156
b	Average of monthly cash balances	1b	375,281
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,876,437
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,876,437
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	43,147
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,833,290
6	Minimum investment return. Enter 5% of line 5	6	141,665

Part XI Distributable Amount (see page 25 of the 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	141,665
2a	Tax on investment income for 2009 from Part VI, line 5	2a	38
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	141,627
4	Recoveries of amounts treated as qualifying distributions	4	22,485
5	Add lines 3 and 4	5	164,112
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	164,112

Part XII Qualifying Distributions (see page 25 of the 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	4,027,212
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,027,212
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 page 26 of the instructions)	5	38
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,027,174

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				164,112
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	3,532,172			
b From 2005	4,449,767			
c From 2006	3,204,597			
d From 2007	5,225,260			
e From 2008	6,481,671			
f Total of lines 3a through e	22,893,467			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,027,212				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				164,112
e Remaining amount distributed out of corpus	3,863,100			
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	26,756,567			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the 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 page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	3,532,172			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	23,224,395			
10 Analysis of line 9				
a Excess from 2005	4,449,767			
b Excess from 2006	3,204,597			
c Excess from 2007	5,225,260			
d Excess from 2008	6,481,671			
e Excess from 2009	3,863,100			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0	103,257	429,416	176,915	709,588
0	87,768	365,004	150,378	603,150
4,027,212	6,762,818	5,658,510	3,422,085	19,870,625
				0
4,027,212	6,762,818	5,658,510	3,422,085	19,870,625
				0
141,665	188,121	291,709	146,188	767,683
				0
				0
				0
				0

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 foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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

MARY DOSSETT, 1441 GARDINER LANE, LOUISVILLE, KY 40213 (502)874-8294

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

FORM AND PROOF OF 501(c)(3) STATUS

c Any submission deadlines

NONE

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

MUST BE GREATER THAN \$25 AND ALL ORGANIZATIONS MUST BE 501(c)(3).

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)				
a Paid during the year				
SEE ATTACHED				
World Hunger Year, Inc			Unrestricted contribution to 501(c)(3) organizations	3,525,109
			Unrestricted contribution to a 501(c)(3) organization	499,749
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			3a	4,024,858
b Approved for future payment				
Fund for the Arts				
Metro United Way			Unrestricted contribution to a 501(c)(3) organization	5,050
Taco Bell Foundation			Unrestricted contribution to a 501(c)(3) organization	352,883
			Unrestricted contribution to a 501(c)(3) organization	2,085
				0
				0
				0
				0
				0
				0
				0
Total			3b	360,018

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____		0		0	0
b	_____		0		0	0
c	_____		0		0	0
d	_____		0		0	0
e	_____		0		0	0
f	_____		0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	3,389	
4	Dividends and interest from securities			14	438	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory				0	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____		0		0	0
b	_____		0		0	0
c	_____		0		0	0
d	_____		0		0	0
e	_____		0		0	0
12	Subtotal Add columns (b), (d), and (e)		0		3,827	0
13	Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions on page 28 to verify calculations)						

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

[illegible]

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


- | | | | |
|--|--------------|-----|----|
| <p>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?</p> | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | | |
| <p>(1) Cash</p> | 1a(1) | | X |
| <p>(2) Other assets</p> | 1a(2) | | X |
| <p>b Other transactions</p> | | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | | X |
| <p>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.</p> | | | |

[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

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.

Sign Here	Signature of officer or trustee		Date		Title	
			3/22/10		Vice President	
Paid Preparer's Use Only	Preparer's signature		Date		Check if self-employed <input type="checkbox"/>	
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (see Signature on page 30 of the instructions)		EIN	
					Phone no	

YUM! BRANDS FOUNDATION, INC
2009 ATTACHMENT TO FORM 990PF
EIN: 61-1327140

PART I -

	<u>COLUMN (A)</u>	<u>COLUMN (C)</u>	<u>COLUMN (D)</u>
CONTRIBUTIONS RECEIVED			
PART I, LINE 1			
YUM! BRANDS, INC	<u>9,000,000</u>		
1900 COLONEL SANDERS LANE			
LOUISVILLE, KY 40213			
TAXES, LINE 18			
SECTION 4940(e) TAX ON INVESTMENT INCOME	1,034	1,034	-
OTHER EXPENSES, LINE 23			
BANK CHARGES	243	243	-
MISCELLANEOUS	<u>27,389</u>	<u>25,035</u>	<u>2,354</u>
TOTAL	<u>28,666</u>	<u>26,312</u>	<u>2,354</u>

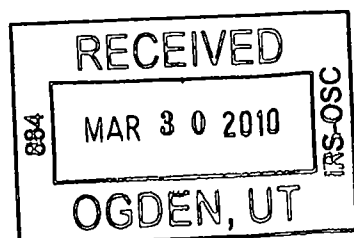
PART II -

	Book Beginning of Year	Book End of Year	FMV End of Year
INVESTMENTS, LINE 13			
INVESTMENT SWEEP ACCOUNT NATIONAL CITY BANK	<u>2,169,281</u>	<u>7,110,348</u>	<u>7,110,348</u>
TOTAL	<u>2,169,281</u>	<u>7,110,348</u>	<u>7,110,348</u>

PART VII-A

SUBSTANTIAL CONTRIBUTIONS, LINE 10

YUM! BRANDS, INC
1900 COLONEL SANDERS LANE
LOUISVILLE, KY 40213



ATTACHMENT TO FORM 990PF

2009
YUMI BRANDS FOUNDATION, INC
EIN: 61-1327140

Form 990-PF
Page 6, Part VIII, Line 1

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contribution to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Novak, David 1441 Gardiner Lane Louisville, KY 40213	Director Chairman of the Board & CEO < 0 5	None	None	None
Blum, Jonathan 1441 Gardiner Lane Louisville, KY 40213	Director President < 0 5	None	None	None
Gathoff, W Lawrence 1441 Gardiner Lane Louisville, KY 40213	Chief Financial Officer < 0 5	None	None	None
Campbell, Christian 1441 Gardiner Lane Louisville, KY 40213	Director Vice-President & Secretary < 0 5	None	None	None
Carucci, Richard T 1441 Gardiner Lane Louisville, KY 40213	Director Vice-President & Treasurer < 0 5	None	None	None
Philips, Donald 1441 Gardiner Lane Louisville, KY 40213	Vice-President < 0 5	None	None	None
Melilo Barnum, Laura 1441 Gardiner Lane Louisville, KY 40213	Executive Director & Administrator < 0 5	None	None	None
Gregg, Linda J 1441 Gardiner Lane Louisville, KY 40213	Assistant Secretary < 0 5	None	None	None
Byerlein, Anne 1441 Gardiner Lane Louisville, KY 40213	Director < 0 5	None	None	None
Brolick, Emil 1441 Gardiner Lane Louisville, KY 40213	Director < 0 5	None	None	None

YUM! Brands Foundation Inc.
2009 Contributions Paid Summary
EIN: 61-1327140

<u>Organization Name</u>	<u>Amount</u>
24 Hour Cancer Dance-A-Thon Total	50.00
Actors Theatre of Louisville Total	52,200.00
Addison Rotary Foundation Total	2,250.00
Adoption Network Cleveland Total	250.00
African American Heritage Foundation, Inc Total	50,000.00
Aids Service Center Coalition, Inc. Total	1,950 00
AIDS Services Center Coalition - Lou. Aids Walk Total	300.00
Airport Area YMCA Total	50 00
All Tri, Inc. Total	25.00
Alley Cat Advocates, Inc. Total	550 00
ALS Association, Kentucky Chapter Total	328 00
Alzheimer's Association Total	25.00
Alzheimer's Association - Irvine Total	550.00
Alzheimers Association of MN Total	100.00
Alzheimer's Association, Chicago Total	175.00
Alzheimer's Association, Kentucky Total	50.00
Alzheimer's Family Organization Total	45.00
American Cancer Society Total	25 00
American Cancer Society - Ft. Worth Total	100.00
American Cancer Society - North Shore Office Total	20.00
American Cancer Society Birmingham Total	450 00
American Cancer Society of LA Total	100.00
American Cancer Society, AL Total	150.00
American Cancer Society, CA Total	50 00
American Cancer Society, Denver Total	200 00
American Cancer Society, IL Total	150 00
American Cancer Society, KS Total	50 00
American Cancer Society, KY Total	2,370 00
American Cancer Society, Lexington KY Total	350 00
American Cancer Society, Lou Total	2,775.00
American Cancer Society, MA Total	100.00
American Cancer Society, MI Total	25.00
American Cancer Society, Oakland Total	200.00
American Cancer Society, Tampa Total	25.00
American Cancer Society, VA Total	400.00
American Diabetes Association, Dallas Total	130.00
American Diabetes Association, VA Total	525 00
American Heart Assn., Topeka, KS Total	25.00
American Heart Association - Nashville Total	25.00
American Heart Association of Columbus Total	390 00
American Heart Association of Iowa Total	100 00
American Heart Association, Austin Total	130 00
American Heart Association, CA Total	2,005.00
American Heart Association, Cleveland Total	200.00
American Heart Association, Dallas Total	25.00
American Heart Association, Louisville Total	3,310.00
American Inst. for Cancer Research Total	50 00
American Italian Cancer Foundation Total	5,000 00
American Kidney Fund Total	30 00

<u>Organization Name</u>	<u>Amount</u>
American Leprosy Mission Total	1,750.00
American Lung Association of Kentucky Total	950 00
American Lung Association of Pennsylvania Total	65.00
American Red Cross - Louisville, KY Total	20,050 00
American Red Cross, Chisholm Trail Chapter Total	50.00
American Red Cross, Dallas Total	25 00
American Youth Soccer Organization Total	25 00
Anaheim Amateur Hockey Association Total	100 00
Ark House Total	200.00
Arthritis Foundation - CA Total	100.00
Arthritis Foundation - Cincinnati, OH Total	25 00
Arundel Habitat for Humanity Total	100.00
Ascension of Our Lord Elementary School Total	50 00
Asia Institute Total	100.00
ASPCA Total	200.00
Association of German Shepherd Rescuers, Inc. Total	100 00
Association of Graduates-USAF Academy Total	250 00
Assumption High School Total	3,250.00
AT&T Pioneers Total	1,000 00
Auburn University Foundation Total	25,000 00
Autism Speaks Total	50 00
Avon Products Foundation Total	10,965 00
Ballard High School Choral Program Total	500 00
Bellarmino University Total	250 00
Belly Rubs Basset Rescue Total	25 00
Benevolent & Protective Order of Elks of the USA Total	2,500 00
Bernheim Arboretum & Research Forest Total	5,075 00
Best Friends Foundation Total	500 00
Bethlehem Baptist Church Ministries Total	2,500 00
Bicycling for Louisville Total	25 00
Big Brothers/ Big Sisters of Kentuckiana Total	1,315 00
Big Cat Rescue Total	300 00
Boy Scouts of Orange County Total	175 00
Boys & Girls Club of Kentuckiana Total	2,625 00
Boys & Girls Club of Santa Ana, Inc. Total	7,300.00
Boys & Girls Clubs of America, LA Total	25,000 00
Boys and Girls Clubs of So. Central KS. Total	25,000 00
Boys' Club of New York Total	20,000 00
Boys Haven Total	500.00
Braille Institute of America Total	25.00
Brain Injury Association of Kentucky Total	2,700.00
Bridgehaven Mental Health Services Total	25.00
Bright Horizons Foundation for Children Total	1,500.00
Brooklawn, Inc. Total	500 00
Cabbage Patch Settlement House Total	7,000.00
Camp Brave Hearts Total	25.00
Cancer Care Services Total	50.00
Cancer Project Total	25.00
Capital Area Food Bank Total	100.00
CaringBridge Total	25 00
Carmie Brady Foundation Total	350 00
Carter Center Total	400.00
CASA - Louisville Total	550 00
CASA, WA Total	25.00

<u>Organization Name</u>	<u>Amount</u>
Cascades Humane Society Total	50.00
Catholic Charities of Dallas Total	1,500.00
Catholic Community Appeal Total	1,000.00
Catholic Diocese of Wichita Total	200.00
Catholic Education Foundation Total	500.00
Cedar Lake Foundation Total	10,300.00
Cedar Ridge Camp, Inc. Total	200.00
Celebration Shop Inc. dba Hugworks Total	250.00
Center for Family Love Total	1,000.00
Center for Restorative Justice Total	75.00
Center for Women and Families Total	500.00
Cerebral Palsy KIDS Center Total	750.00
Challenged Athletes, Inc. Total	175.00
Champions 4 Her Walk, Run & Festival Total	10,025.00
Chance School Total	5,000.00
Charles Trombley Ministries Total	1,000.00
Chesapeake Bay Maritime Museum Total	75.00
Child Fund International Total	240.00
Childhood Leukemia Foundation Total	50.00
Children International Total	70.00
Children's Cancer Research Fund Total	50.00
Children's Hospital Foundation Total	9,300.00
Children's Hospital Foundation/Courage Classic Total	25.00
Children's Medical Center Total	240.00
Christian Academy of Louisville Total	5,025.00
Christian Appalachian Project Total	120.00
Christian Children's Fund Total	300.00
Christian Found. for Children and Aging Total	600.00
Circle Ten Council, Boy Scouts of America Total	1,000.00
Citizens United for Research in Epilepsy Total	100.00
City of Hope Total	1,500.00
CLOUT Total	25.00
Collin County Childrens Advocacy Center Total	50.00
Columbus Citizens Foundationl, Inc. Total	10,000.00
Commonwealth Fund for KET Total	40.00
Community Catholic Center, Inc. Total	1,250.00
Community Foundation of Louisville Total	5,500.00
Cornell University Total	250.00
Cornerstone Recovery, Inc. Total	600.00
Courier-Journal, Newspaper in Education Total	1,000.00
Covenant House, NY Total	100.00
Cross International Catholic Outreach Total	2,000.00
Crossroads Community Services Total	75.00
Cure JM Foundation Total	100.00
Cystic Fibrosis Foundation, Benbrook, TX Total	4,780.00
Cystic Fibrosis Foundation, DC Total	50.00
Dallas Arboretum & Botanical Total	60.00
Dana-Farber Cancer Institute Total	200.00
Dare to Care Food Bank Total	61,055.00
Dave Thomas Foundation for Adoption Total	500.00
Day School Foundation Total	500.00
Dean McGee Eye Institute Foundation Total	50.00
Delta Gamma Foundation Total	50.00
DeSales High School Total	200.00

<u>Organization Name</u>	<u>Amount</u>
Disabled American Veterans, KY Total	50.00
Doctors Without Borders Total	250 00
Down Syndrome of Louisville Total	950.00
Dream Factory of Louisville Total	10,050.00
Drive Cancer Out Inc. Total	4,500 00
Drive for a Cure Total	250.00
Drum Corps International Total	2,500.00
Duke University Total	410 00
DuPont Manual High School Total	3,000.00
East Carolina University Total	750 00
Easter Seals, Chicago Total	5,000.00
Eastern Shore Land Conservancy Total	100 00
Equest Therapeutic Horsemanship Total	200.00
Evangel/The Lord's Kitchen	
Evangel/The Lord's Kitchen Total	6,500 00
Families Forward Total	1,255 00
Families of SMA Total	25.00
Family & Children First Total	180 00
Family Point Total	1,000.00
Family Scholar House Total	11,500.00
Faustina Academy Total	1,000.00
Feed the Children, Oklahoma Total	100.00
Fine Arts Chamber Players Total	3,500.00
Focus on the Family Total	50 00
Food Finders Food Bank, Inc. Total	250 00
Food for the Poor, Inc. Total	6,157 00
Foundation Fighting Blindness, Inc. Total	50 00
Foundation for NJ Public Broadcasting, Inc. Total	60.00
Friends of Shanghai American School Foundation Total	260 00
Friends of the California African American Museum Total	10,025.00
Friends of the World Food Program Total	565,786 00
Friends of the Zoo Total	12,000 00
Friends Without a Border Total	9,975 00
Fund for the Arts Total	519,670 08
Gallopalooza Total	25,000 00
Gannon University Total	100 00
George I McClellan Scholarship Fund, Inc. Total	725 00
Gilda's Club of Louisville Total	33,350.00
Girl Scout Council of Orange County Total	25 00
Girl Scouts Heart of NJ Total	50 00
Girl Scouts of NE Texas Total	50 00
Give Back Cincinnati Total	2,500.00
Golden Retriever Rescue (GRRAND) Total	25.00
Goodwill Industries of Southern California Total	1,000.00
Greater LA Af-Am Chmbr of Commerc Ed Fund Total	1,000 00
Greater Louisville Pride Foundation Total	1,000.00
Greater Louisville Sports Commission Total	5,000.00
GuardiaCare Services, Inc. Total	1,100.00
Guide Dogs for the Blind Total	55 00
Guiding Eyes for the Blind Total	25.00
Habitat for Humanity - Georgia Total	250.00
Habitat for Humanity International Total	10,150.00
Habitat for Humanity, Louisville Total	8,895.00
Hand in Hand Ministries, Inc. Total	275.00

<u>Organization Name</u>	<u>Amount</u>
Harbor House of Louisville, Inc. Total	30.00
Harvard Business School Fund Total	2,500 00
Healing Place Total	7,325 00
Hearts in Motion Total	25.00
Hearts-N-Hands Sertoma Club Total	100.00
Heifer Project International Total	190.00
Hesston College Total	50 00
Heuser Hearing & Language Academy Total	5,000 00
Historic Hudson Valley Total	2,000 00
Historic Locus Grove, Inc. Total	700.00
Hoedspruit Endangered Species Centre Total	1,000 00
Holy Cross High School Total	30.00
Home for the Aged Little Sisters of the Poor Total	125.00
Home of the Innocents Total	12,115.00
HomeWord Total	10,000.00
Honorable Order of Kentucky Colonels Total	50 00
Hopeful Hearts Foundation, Inc. Total	50.00
Hosparus Foundation of Louisville Total	1,760 00
Hospice & Palliative Care of Louisville Inc. Total	690 00
Hospice of Dayton Incorporated Total	25 00
Hospice of Louisville Total	200 00
Hospice of Queen Anne's Total	100.00
Hospice of the Bluegrass Total	2,050.00
Hospital Hospitality House of Louisville Total	1,000.00
Human Options Total	25.00
Humane Society of North Texas Total	1,000 00
Humane Society of the United States Total	50 00
Huntington's Disease Society of America Total	50 00
IFT Foundation Total	1,500.00
Indiana University - After I Get Done Total	505.00
Indiana University Foundation Total	100.00
Indiana University-After I Get Done With Cancer Total	2,500.00
Infusion Camps Total	60.00
International Contemporary Art Foundation, Inc. Total	10,000 00
International Gay & Lesbian Human Rights Commission Total	1,000.00
Iowa Mennonite School Total	250.00
Jackie Robinson Family YMCA Total	50.00
Jefferson County Public Schools - Stonestreet Elementary Total	5,500.00
Jewish Hospital & St. Mary's Healthcare Total	1,500.00
Jewish Hospital Foundation Total	5,500.00
John Judie Ministries Total	5,000.00
John Paul II Academy Total	2,000.00
Joy Fellowship Church Total	300.00
Joyful Hearts Foundation Total	400.00
Junior Achievement of Cincinnati Total	25.00
Junior Achievement of Dallas, Inc. Total	6,800.00
Junior Achievement of Kentuckiana, Inc. Total	11,130.00
Juvenile Diabetes Research Foundation Total	220 00
Juvenile Diabetes Research Foundation Dallas Total	2,910.00
Juvenile Diabetes Research Foundation- KY Total	75,805 00
Kammerer Middle School Total	250 00
Kanas University Endowment Association Total	500 00
Kappa Alpha Order Educational Foundation Total	100 00
Kentucky Cancer Program Total	10,000 00

<u>Organization Name</u>	<u>Amount</u>
Kentucky CASA Association Total	22,125.00
Kentucky Center Total	32,612.00
Kentucky Country Day School Total	27,500.00
Kentucky Cystic Fibrosis Services Total	25.00
Kentucky Educational Television Total	40.00
Kentucky Fried Chicken Foundation Total	770 00
Kentucky Harvest Total	120.00
Kentucky Humane Society Total	15,360 00
Kentucky Junior Golf Foundation, Inc. Total	800 00
Kentucky Museum of Art & Craft Total	8,000.00
Kentucky Opera Total	2,500 00
Kentucky Public Radio Total	2,050.00
Kentucky Shakespeare Festival Total	125 00
Kenyon College Total	500.00
Komen for the Cure Dallas County Affiliate Total	50 00
Kosair Charities Total	75.00
Laguna Art Museum Total	3,500.00
Lake Sunapee Protective Assn. Total	100.00
Lamplighter School Total	1,000.00
Leadership Kentucky Total	500.00
Leadership Louisville Center Total	1,000.00
League of United Latin American Citizens Total	10,000 00
Leukemia & Lymphoma Society - Portland Total	25.00
Leukemia & Lymphoma Society - White Plains Total	291.00
Leukemia & Lymphoma Society Kansas Chapter Total	50.00
Leukemia & Lymphoma Society of America KY Total	1,855.00
Leukemia & Lymphoma Society of Cincinnati Total	52.40
Leukemia & Lymphoma Society, Dallas Total	50.00
Leukemia & Lymphoma Society, LA Total	250.00
Leukemia & Lymphoma Society, Pit. MA Total	3,310.00
Leukemia & Lymphoma Society, San Fran Total	41 00
Leukemia & Lymphoma Society, St. Louis Total	800 00
Leukemia & Lymphoma Society, VA Total	1,450.00
Leukemia & Lymphoma - MN Total	50 00
Lexington Humane Society Total	125.00
Library Foundation Total	1,250 00
Lifefhouse, Inc. Total	1,587 35
Lincoln Heritage Council, B.S.A. Total	50 00
Lou Tate Foundation Total	50.00
Louisville Ballet Total	11,550 00
Louisville Central Community Center Total	9,200.00
Louisville Collegiate School Total	11,500.00
Louisville Free Public Library Foundation Total	2,500.00
Louisville Metro Police Foundation Total	5,000 00
Louisville Science Center Total	5,000.00
Louisville Scottish Rite Foundation, Inc. Total	200 00
Louisville Seahawks, Inc. Total	4,000 00
Louisville Theatrical Association Total	100 00
Loyola University Chicago School of Law Total	5,000 00
LUNgevity Foundation Total	50 00
Lymphoma Research Foundation Total	100.00
M Total	20,000.00
MADD Total	75.00
Magnificat Home Inc. Total	150.00

<u>Organization Name</u>	<u>Amount</u>
Make-A-Wish Foundation, Lou Total	25 00
Mali Rising Foundation Total	10,000.00
Mammoth Lakes Friends of the Library Total	100.00
March of Dimes Total	50.00
March of Dimes, (New York) Total	105 00
March of Dimes, Louisville Total	2,575.00
Martha's Vineyard Hospital Total	5,000.00
Mary Hitchcock Memorial Hospital Total	150.00
Maryhurst, Inc. Total	10,850 00
Masonic Homes of Kentucky, Inc. Total	50 00
Meals on Wheels, Inc. of Tarrant County Total	50 00
Medical Mission Sisters Total	500 00
Memorial Sloan-Kettering Cancer Center Total	5,050 00
Mercy Academy Total	874.98
Mercy Sacred Heart Village Total	50 00
Meredith Dunn School Total	1,000.00
Methodist Mission Home Total	200 00
Metro Animal Services Total	100.00
Metro United Way, Louisville Total	780,889.60
Michael J. Fox Foundation Total	250.00
Michael Quinlan Brain Cancer Foundation Total	25.00
Migraine Research Foundation Total	5,000 00
Mission for our Lady of Mercy Total	50.00
Mission Metroplex, Inc. Total	2,500.00
Mississippi State University Total	5,000 00
Muhammad Ali Center Total	25,000.00
Multicultural Foodservice & Hospitality Alliance Total	50,000.00
Muscular Dystrophy Association Total	75.00
Muscular Dystrophy Association, Dallas Total	915.00
Muscular Dystrophy Association, Tucson Total	10,000 00
Muttley Crew Orphanage & Adoption Agency Total	600 00
National Breast Cancer Organization Total	50 00
National Council of La Raza Total	10,000 00
National Foundation to Support Cell Transplant Research Total	2,500.00
National Minority Supplier Dev. Council Total	17,250.00
National MPS Society Total	25 00
National MS Society - KY/SE IN Total	1,000 00
National MS Society, Carlsbad, CA Total	650 00
National MS Society, LA CA Total	25.00
National Multiple Sclerosis Society - KS Total	690.00
National Multiple Sclerosis Society, Denv Total	150.00
National Multiple Sclerosis Society, TX Total	550.00
National Parkinson Foundation Orange County Total	1,175.00
Neighborhood House, Inc. Total	35,700.00
New York University Total	250.00
North Texas Food Bank Total	3,984.33
Northeast Christian Church Total	3,500.00
Northwestern University Total	5,000.00
Norton Healthcare Foundation Total	11,450.00
NPT Breat Cancer - 3 Day Total	1,860.00
NYU Medical Center Total	10,000 00
Ohio State University Foundation Total	50.00
One Acre Fund Total	10,000.00
Operation Brightside Total	12,500.00

<u>Organization Name</u>	<u>Amount</u>
Operation Kindness Total	200.00
Options for Individuals, Inc. Total	3,000.00
Orange County Performing Arts-Costa Mesa Total	2,000.00
Our Lady of Lourdes Total	2,000.00
Ovarian Cancer Alliance Total	50.00
Pacific Symphony Orchestra Total	1,050.00
Pan Massachusetts Challenge Trust Total	675.00
Pancreatic Cancer Action Network, Inc. Total	200.00
Pandora Productions, Inc. Total	250.00
Parish School Total	5,000.00
Peace Corps Total	25.00
Pennsylvania State University Total	800.00
Pepperdine University Annual Fund Total	1,000.00
PKD Foundation Total	500.00
Portland Promise Total	1,900.00
Prader-Willi Syndrome Assn. Total	100.00
Project Camp, Inc. Total	100.00
Project Warm Total	500.00
Purdue Foundation Total	750.00
Raptor Rehabilitation of Kentucky Total	250.00
Reach the Children, Inc. Total	250.00
Recording for the Blind & Dyslexic Total	25.00
Regents of the University of Michigan Total	1,500.00
Regis University Total	2,000.00
Rett Syndrome Research Trust Total	50.00
River Fields Inc. Total	2,000.00
Ronald McDonald House of Dallas Total	300.00
Sacred Heart Schools Total	8,425.00
Salvation Army Total	50.00
Salvation Army, Dallas Total	225.00
Salvation Army, Louisville Total	2,500.00
Salvation Army, Louisville 2 Total	2,930.00
Samaritan's Purse Total	275.00
San Francisco Aids Foundation Total	25.00
Save Darfur Coalition Total	100.00
SC United Soccer Club Total	175.00
Send Hope Total	50.00
Senior Care Experts, Inc. Total	50.00
Shamrock Foundation, Inc. Total	150.00
Share Our Selves Corporation Total	300.00
Sheriff's Meadow Foundation Total	5,000.00
Shively Area Ministries Total	5,000.00
Sister Visitor Center Total	2,000.00
Smile Train Total	250.00
Smile Train2 Total	150.00
Society of St. Vincent de Paul Total	7,255.00
South Coast Repertory Total	100.00
South East Associated Ministries, Inc. Total	2,000.00
South Orange & Maplewood Education Foundation Total	50.00
South Orange/Maplewood Community Coalition Total	50.00
Southern California Public Radio Total	1,790.00
Spalding University Total	500.00
SPCA of Texas Total	290.00
Speak Up for Horses, Inc. Total	1,635.00

<u>Organization Name</u>	<u>Amount</u>
Special Camps for Special Kids Total	500 00
Special Olympics - Texas Total	25 00
Special Olympics Frankfort Total	500 00
Special Olympics Kentucky Total	25.00
Special Olympics Nebraska Total	25.00
Special Olympics of MD Howard County Total	200.00
Speed Art Museum Total	50,000.00
Spelman College Total	10,000.00
Spina Bifida Association of Kentucky Total	100 00
St. Baldrick's Foundation Total	1,305.00
St. Francis Animal Rescue of Venice Total	150 00
St. Francis High School Total	700.00
St. Ignatius High School Total	125.00
St. John's College High School Total	250 00
St. Joseph Children's Home Total	1,025 00
St. Joseph's Helpers of Dallas Texas Inc. Total	500.00
St. Jude Children's Research Total	2,535.00
St. LaSalle Auxiliary, Inc. Total	200 00
St. Margaret Mary Total	3,475.00
St. Patrick School Total	4,050.00
St. Patrick School of Illinois Total	5,000 00
St. Paul School Total	1,500 00
St. Xavier High School Total	10,702 36
Stanford University Total	10,000 00
Star of Hope Mission Total	50 00
Stepping Stone Shelter Total	2,500 00
Stewpot - 1st Presbyterian Church Total	200 00
Susan Breast Cancer Fndt, Dallas Total	60 00
Susan G. Komen - Greater Atlanta Total	100.00
Susan G. Komen Breast Cancer Fndt., Lou. Total	1,020.00
Susan G. Komen for the Cure Indianapolis Total	100 00
Susan G. Komen for the Cure Louisville Affiliate Total	25 00
Susan G. Komen Race for the Cure Total	500 00
Taco Bell Foundation Total	29,607 00
The ALS Association Greater Chicago Chapter Total	100 00
The Childhood League, Inc. Total	10,000 00
The Colony High School JROTC Booster Club Total	50 00
The Cornerstone Forum Total	400 00
The Daniel Pitino Foundation, Inc. Total	10,000 00
The Gunnery Total	10,000 00
The Jacksonville Humane Society Total	100 00
The Lifehouse Center Total	5,000 00
The Lord's Kitchen Total	25.00
The Parent Project Muscular Dystrophy Total	50 00
The Waldorf School of Louisville Total	100 00
The Winter Park Playhouse Total	1,500 00
Timberwolves Instrumental Music Boosters Total	200.00
Trinity High School Foundation Total	2,000.00
Turning Point for Women and Families Total	500.00
Union Gospel Mission Total	200 00
Union Gospel Mission of Tarrant County Total	50 00
United Crescent Hill Ministries Total	650 00
United Nations Foundation Total	200 00
United Service Organizations Total	50.00

<u>Organization Name</u>	<u>Amount</u>
United States Fund for UNICEF Total	30.00
University Advancement Foundation Total	75 00
University Medical Center Inc. Total	4,000.00
University of California Total	2,500.00
University of Delaware Total	100.00
University of Florida Total	50.00
University of Kentucky Total	100.00
University of Louisville Foundation Total	1,075 00
University of Louisville School of Music Total	2,000.00
University of Minnesota Foundation Total	200.00
University of Notre Dame Total	250.00
University of Oklahoma Foundation, Inc. Total	25.00
University of Tennessee Total	1,500 00
University of Utah Total	250.00
University of Virginia College Foundation Total	250.00
Ursuline Campus Schools Total	5,000 00
USA Swimming Foundation Total	2,500 00
USO World Headquarters Total	100 00
Visually Impaired Preschoolers Services Total	100.00
Voices of Kentuckiana, Inc. Total	500 00
Volunteers of America - VA Total	50 00
Volunteers of America, KY Total	500 00
Walden School Total	2,550 00
Walden Theater Total	2,500 00
Washington University Total	500.00
Watauga Education Foundation Total	2,500.00
Wayside Christian Mission Total	1,250 00
WBEZ Alliance, Inc. Total	100 00
Wesley House Total	60 00
Wesley House Community Services Total	50 00
Wesley Manor Retirement Community Total	3,000 00
West End School Total	35 00
West Louisville Performing Arts Academy Total	5,000 00
Western Kentucky University Foundation Total	25 00
WHAS Crusade for Children Total	2,910.00
Wheeler Mission Ministries Total	450.00
Wildfowl Trust of North America, Inc. Total	550.00
Winners for Life Total	500.00
Women For Women Inc. Total	1,500.00
Women's Business Enterprise National Council Total	10,000.00
Women's Foodservice Forum Total	50,000 00
World Vision Total	1,810 00
World Wildlife Fund Total	50 00
Wounded Warrior Project Total	250 00
Yew Dell Gardens Total	5,000 00
YMCA of Frankfort Total	2,500.00
YMCA of Greater Louisville Total	250.00
YMCA of Greater Louisville, NE Total	196 00
YMCA of Southern Indiana Total	25 00
Young Professionals Association of Louisville Total	5,000 00
Younger Woman's Club of Louisville Total	50 00
Youth Villages Total	50 00
Grand Total	<u><u>3,525,109.10</u></u>