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

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

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 STOCK YARDS BANK FOUNDATION INC 1050002967	A Employer identification number 61-1380342
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 34290	B Telephone number (see page 10 of the instructions) (502) 625-2282
	City or town, state, and ZIP code LOUISVILLE, KY 40232-4290	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"/>

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) ► \$ 277,386.	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 447,833.					
7 Capital gain net income (from Part IV, line 2) .					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		1,072.			STMT 1
12 Total. Add lines 1 through 11		-53,560.	11,096.		
13 Compensation of officers, directors, trustees, etc . .					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 2		750.	750.	NONE	NONE
c Other professional fees (attach schedule)					
17 Interest	RECEIVED				
18 Taxes (attach schedule) (see page 14 of the instructions) .	STMT 3	348.	72.		
19 Depreciation (attach schedule) and depletion .	10				
20 Occupancy	1 MAY 05 2010				
21 Travel, conferences, and meetings	15				
22 Printing and publication costs	15				
23 Other expenses (attach schedule)	10				
24 Total operating and administrative expenses.					
Add lines 13 through 23		1,098.	822.	NONE	NONE
25 Contributions, gifts, grants paid		191,459.			191,459.
26 Total expenses and disbursements Add lines 24 and 25		192,557.	822.	NONE	191,459.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-246,117.			
b Net investment income (if negative, enter -0-)			10,274.		
c Adjusted net income (if negative, enter -0-)					

10

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
	1 Cash - non-interest-bearing	1,725.		
	2 Savings and temporary cash investments	8,891.	10,123.	10,123.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
Assets	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	299,018.	141,007.	161,455.
	c Investments - corporate bonds (attach schedule)	185,673.	98,068.	105,808.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	495,307.	249,198.	277,386.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	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	495,307.	249,198.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	495,307.	249,198.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	495,307.	249,198.	

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	495,307.
2 Enter amount from Part I, line 27a	2	-246,117.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	8.
4 Add lines 1, 2, and 3	4	249,198.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	249,198.

Form 990-PF (2009)

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 PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-65,927.	
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.	{ 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		

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	185,975.	542,192.	0.34300579868
2007	240,433.	697,841.	0.34453836906
2006	222,559.	783,344.	0.28411400355
2005	225,429.	404,343.	0.55751923491
2004	121,750.	444,061.	0.27417404366

- 2 Total of line 1, column (d) 2 1.80335144986
- 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.36067028997
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 334,659.
- 5 Multiply line 4 by line 3 5 120,702.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 103.
- 7 Add lines 5 and 6 7 120,805.
- 8 Enter qualifying distributions from Part XII, line 4 8 191,459.
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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	103.
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	
3	Add lines 1 and 2 . . .	3	103.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	103.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	276.
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	276.
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	173.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 104. Refunded ► 11	11	69.

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
d	Did the foundation file Form 1120-POL for this year? . . .		
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
f	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? . . . <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		
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? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 7		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> . . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14 The books are in care of ► STOCK YARDS BANK & TRUST Telephone no ► (502) 625-2282		
Located at ► P O BOX 34290, LOUISVILLE, KY ZIP + 4 ► 40232-4290		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		

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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►		
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 ►		
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	
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by <i>Regulations section 53.4945-5(d)</i> .			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 STATEMENT 8		- 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► **NONE**

Form 990-PF (2009)

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		NONE

Total number of others receiving over \$50,000 for professional services ► NONE

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 23 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	NONE	-----
2	-----	-----

All other program-related investments. See page 24 of the instructions

3 NONE

Total. Add lines 1 through 3 ►	
--	--

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	333,298.
b	Average of monthly cash balances	1b	6,457.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	339,755.
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	NONE
3	Subtract line 2 from line 1d	3	339,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	5,096.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	334,659.
6	Minimum investment return. Enter 5% of line 5	6	16,733.

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	16,733.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	103.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	103.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,630.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	16,630.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,630.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	191,459.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	191,459.
b	Cash distribution test (attach the required schedule)	5	103.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	191,356.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				16,630.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07 ,20 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	99,736.			
b From 2005	206,190.			
c From 2006	184,567.			
d From 2007	206,887.			
e From 2008	159,141.			
f Total of lines 3a through e	856,521.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 191,459.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount	174,829.			16,630.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,031,350.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				NONE
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	99,736.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	931,614.			
10 Analysis of line 9:				
a Excess from 2005	206,190.			
b Excess from 2006	184,567.			
c Excess from 2007	206,887.			
d Excess from 2008	159,141.			
e Excess from 2009	174,829.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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	►			4942(j)(3) or	4942(j)(5)
b Check box to indicate whether the foundation is a private operating foundation described in section					
2a 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	
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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).)

N/A

- 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.

N/A

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:

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

- c Any submission deadlines:

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

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 21				
Total			► 3a	191,459.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,295.	
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		18		-65,927.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a		14	1,072.	
b FEDERAL TAX REFUND					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-53,560.	
13 Total. Add line 12, columns (b), (d), and (e)			13		-53,560.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

NOT APPLICABLE

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

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

- 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

(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.

Jid Snwydr

4-29-10

2.1.9.

Sign Here

Signature of officer or trustee

Dat

Title

Sign Here				
	Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ► <input type="checkbox"/>
		04/28/2010		P00541305
	Firm's name (or yours if self-employed), address, and ZIP code	► THOMSON REUTERS (TAX & ACCOUNTING) 9711 FARRAR COURT, STE 110 RICHMOND, VA 23236		EIN ► 75-1297386
				Phone no 804-727-3153

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
16,082.00		355.486 BARON ASSET FUND PROPERTY TYPE: SECURITIES 20,175.00				09/25/2008	11/16/2009	-4,093.00
11,953.00		1180. FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 12,720.00				02/11/2008	02/05/2009	-767.00
10,965.00		1075. FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 11,589.00				02/11/2008	02/18/2009	-624.00
16,828.00		1662.849 FEDERATED TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 17,685.00				06/25/2008	02/25/2009	-857.00
134,883.00		13328.314 FEDERATED TOTAL RETURN BOND FU PROPERTY TYPE: SECURITIES 143,679.00				02/11/2008	02/25/2009	-8,796.00
2,918.00		160. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 2,482.00				02/25/2009	05/21/2009	436.00
6,320.00		333. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 5,165.00				02/25/2009	06/18/2009	1,155.00
2,093.00		100. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 1,551.00				02/25/2009	08/20/2009	542.00
2,981.00		140. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 2,171.00				02/25/2009	08/25/2009	810.00
5,051.00		225. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 3,490.00				02/25/2009	09/22/2009	1,561.00
779.00		34. JOHN HANCOCK LARGE CAP EQUITY FUND A PROPERTY TYPE: SECURITIES 527.00				02/25/2009	11/11/2009	252.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,042.00		134. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 2,078.00				02/25/2009	11/30/2009	964.00
3,257.00		142. JOHN HANCOCK LARGE CAP EQUITY FUND PROPERTY TYPE: SECURITIES 2,202.00				02/25/2009	12/22/2009	1,055.00
2,220.00		96. JOHN HANCOCK LARGE CAP EQUITY FUND A PROPERTY TYPE: SECURITIES 1,489.00				02/25/2009	12/23/2009	731.00
7,721.00		783.076 ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 7,964.00				11/24/2008	02/05/2009	-243.00
2,462.00		225. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 1,935.00				02/25/2009	05/21/2009	527.00
358.00		31. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 267.00				02/25/2009	06/18/2009	91.00
8,119.00		650. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 5,590.00				02/25/2009	07/23/2009	2,529.00
1,197.00		80. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 1,109.00				08/25/2009	11/11/2009	88.00
440.00		30. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 416.00				08/25/2009	11/30/2009	24.00
864.00		58. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 804.00				08/25/2009	12/22/2009	60.00
437.00		29. ING GLOBAL REAL ESTATE FUND A PROPERTY TYPE: SECURITIES 402.00				08/25/2009	12/23/2009	35.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,103.00		456. MFS VALUE FUND CLASS A PROPERTY TYPE: SECURITIES 11,413.00				03/25/2008	06/18/2009	
4,294.00		220. MFS VALUE FUND CLASS A PROPERTY TYPE: SECURITIES 5,218.00				06/25/2008	08/25/2009	
4,544.00		222. MFS VALUE FUND CLASS A PROPERTY TYPE: SECURITIES 5,250.00				01/24/2006	11/11/2009	
3,604.00		176. MFS VALUE FUND CLASS A PROPERTY TYPE: SECURITIES 4,162.00				01/24/2006	11/30/2009	
3,365.00		162. MFS VALUE FUND CLASS A PROPERTY TYPE: SECURITIES 3,831.00				01/24/2006	12/22/2009	
2,163.00		104. MFS VALUE FUND CLASS A PROPERTY TYPE: SECURITIES 2,460.00				01/24/2006	12/23/2009	
1,992.00		115. NATIXIS VAUGHAN NELSON SMALL CAP VA PROPERTY TYPE: SECURITIES 1,711.00				02/25/2009	05/21/2009	
2,707.00		151. NATIXIS VAUGHAN NELSON SMALL CAP VA PROPERTY TYPE: SECURITIES 2,247.00				02/25/2009	06/18/2009	
6,021.00		300. NATIXIS VAUGHAN NELSON SMALL CAP VA PROPERTY TYPE: SECURITIES 4,464.00				02/25/2009	08/20/2009	
3,904.00		180. NATIXIS VAUGHAN NELSON SMALL CAP VA PROPERTY TYPE: SECURITIES 3,374.00				08/25/2009	09/22/2009	
614.00		29. NATIXIS VAUGHAN NELSON SMALL CAP VAL PROPERTY TYPE: SECURITIES 432.00				02/25/2009	11/30/2009	
							182.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,207.00		143. NATIXIS VAUGHAN NELSON SMALL CAP VA PROPERTY TYPE: SECURITIES 2,128.00				02/25/2009	12/22/2009	1,079.00
1,358.00		60. NATIXIS VAUGHAN NELSON SMALL CAP VAL PROPERTY TYPE: SECURITIES 893.00				02/25/2009	12/23/2009	465.00
2,018.00		200. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 2,002.00				02/25/2009	03/19/2009	16.00
2,036.00		200. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 2,002.00				02/25/2009	04/17/2009	34.00
4,997.00		475. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 4,806.00				06/18/2009	07/23/2009	191.00
1,958.00		180. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 1,933.00				08/25/2009	09/22/2009	25.00
6,390.00		583. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 6,020.00				08/25/2009	11/12/2009	370.00
10,267.00		930. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 9,309.00				02/25/2009	11/30/2009	958.00
5,242.00		484. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 4,845.00				02/25/2009	12/22/2009	397.00
4,993.00		461. PIMCO TOTAL RETURN FUND CL D PROPERTY TYPE: SECURITIES 4,615.00				02/25/2009	12/23/2009	378.00
11,922.00		654. T ROWE PRICE GROWTH STOCK ADVISOR PROPERTY TYPE: SECURITIES 18,686.00				09/25/2008	02/25/2009	-6,764.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
50,719.00		2782.174 T ROWE PRICE GROWTH STOCK ADVIS PROPERTY TYPE: SECURITIES 77,835.00				12/20/2006	02/25/2009	
982.00		64. ROYCE PREMIER FUND PROPERTY TYPE: SECURITIES 1,021.00				11/17/2009	11/30/2009	
1,868.00		116. ROYCE PREMIER FUND PROPERTY TYPE: SECURITIES 1,850.00				11/17/2009	12/22/2009	
941.00		58. ROYCE PREMIER FUND PROPERTY TYPE: SECURITIES 925.00				11/17/2009	12/23/2009	
18,913.00		4481.841 SENTINEL SMALL COMPANY FUND A PROPERTY TYPE: SECURITIES 35,795.00				09/25/2007	02/25/2009	
TOTAL GAIN(LOSS)						-	-	-65,927.
								=====

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

1,072.

STATEMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.	750.		
TOTALS	750.	750.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	276. 13. 59. ----- TOTALS	13. 59. 72. ----- 348. =====

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SENTINEL SMALL CO FUND A		
MFS VALUE FD CL A		
T ROWE PRICE GROWTH ST		
BARON ASSET FUND		
ARTIO INTL FD	33,569.	30,917.
ING GLOBAL FD	6,443.	8,039.
JOHN HANCOCKLARGE CAP	27,592.	40,970.
MF EQUITY LARGE CAP	40,977.	40,817.
ROYCE PREMIUM FD	16,177.	16,349.
NATIXIS VAUGHAN NELSON SMALL C	16,249.	24,363.
TOTALS	141,007.	161,455.

STOCK YARDS BANK FOUNDATION INC 1050002967

61-1380342

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERATED TOTAL RETURN FD	98,068.	105,808.
PIMCO TOTAL RETURN FD		
TOTALS	98,068.	105,808.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	8.
TOTAL	8.

STATEMENT 6

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

KY

STATEMENT 7

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

DAVID P. HEINTZMAN

ADDRESS:

1040 EAST MAIN ST
LOUISVILLE KY 40206,

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

NANCY B. DAVIS

ADDRESS:

1040 EAST MAIN ST
LOUISVILLE KY 40206,

TITLE:

SECR/TREAS

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

KATHY C. THOMPSON

ADDRESS:

1040 EAST MAIN ST
LOUISVILLE KY 40206,

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

EPISCOPAL CHURCH HOME

ADDRESS:

7504 WESTPORT ROAD
LOUISVILLE, KY 40222

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

METRO UNITED WAY

ADDRESS:

DEPT 52860
LOUISVILLE, KY 40295-0148

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CORPORATE PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:

JUNIOR ACHIEVEMENT OF
KENTUCKIANA

ADDRESS:

P O BOX 24403
LOUISVILLE, KY 40224-4403

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT THE JA ECONOMIC PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

WEDNESDAY'S CHILD
ADOPT-A-THON

ADDRESS:

P O BOX 39
LOUISVILLE, KY 40201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL FUNDRAISER

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

KENTUCKY OPERA

ADDRESS:

101 SOUTH EIGHTH STREET
LOUISVILLE, KY 40202-4016

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERA & CORPORATE SPONSORSHIP

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 13,750.

RECIPIENT NAME:

AMERICAN RED CROSS
LOUISVILLE AREA CHAPTER

ADDRESS:

510 EAST CHESTNUT STREET
LOUISVILLE, KY 40201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PRP BREAKFAST CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HOME OF THE INNOCENTS

ADDRESS:

1100 EAST MARKET STREET
LOUISVILLE, KY 40206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PLEDGE CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BULLITT COUNTY YMCA

ADDRESS:

147 CLIFTVIEW COURT
SHEPHERDSVILLE, KY 40165

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CATCH THE SPIRIT CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

KENTUCKIANA GIRL SCOUTS

ADDRESS:

P O BOX 32335
LOUISVILLE, KY 40232

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

FUNDS FOR THE ARTS

ADDRESS:

623 WEST MAIN STREET
LOUISVILLE, KY 40202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NORTON HEALTH CARE
FOUNDATION

ADDRESS:

200 EAST CHESTNUT STR
LOUISVILLE, KY 40202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:

MERCY ACADEMY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CATHOLIC EDUCATION FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

GILDA'S CLUB OF
LOUISVILLE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SALVATION ARMY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

KENTUCKY HISTORICAL SOCIETY
FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUACTATIONAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ST. XAVIER HIGH SCHOOL

ADDRESS:

1609 POPLAR LEVEL RD
LOUISVILLE, KY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

CLOUD

ADDRESS:

P O BOX 5853
ATHENS, OH 45701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

LINCOLN HERITAGE COUNCIL

ADDRESS:

12001 SYCAMORE STATION PLACE
LOUISVILLE, KY 40299

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

WESLEY HOUSE COMMUNITY SERVICES

ADDRESS:

923 DAMERON AVE
KNOXVILLE, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

BROOKLAWN CHILD &
FAMILY SERVICES

ADDRESS:

2125 GOLDSMITH LANE
LOUISVILLE, KY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTH CARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

EDUCATIONAL FOUNDATION OF THE KYCPA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ASSUMPTION HIGH SCHOOL

ADDRESS:

2170 TYLER LANE

LOUISVILLE, KY 40205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

THE JEWISH FAMILY & VOCATIONAL SERV

ADDRESS:

3587 DUTCHMANS LANE

LOUISVILLE, KY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 6,875.

RECIPIENT NAME:

UNITED WAY OF GREATER
CINCINNATI

ADDRESS:

2400 READING RD

CINCINNATI, OH 45202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,500.

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RECIPIENT NAME:

LOUISVILLE ZOO

ADDRESS:

1100 TREVILIAN WAY

LOUISVILLE, KY 40213

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

EVERY 1 READS

ADDRESS:

502 WOOD ROAD

LOUISVILLE, KY 40222

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ECUCATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,334.

RECIPIENT NAME:

HEMOPHILIA FOUNDATION

ADDRESS:

1850 TAYLOR AVE

LOUISVILLE, KY 40213-1594

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEDICAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 200.

RECIPIENT NAME:

KENTUCKY ATHLETIC CENTER
HALL OF FAME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ELDERSERVE INC

ADDRESS:

411 EAST MUHAMMAD ALI BLVD
LOUISVILLE, KY 40202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

GREEN HILL THERAPY

ADDRESS:

1410 LONG RUN RD
LOUISVILLE, KY 40245-4334

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 100.

RECIPIENT NAME:

THE SOUTHWEST CENTER

ADDRESS:

8009 TERRY RD

LOUISVILLE, KY 40258-2669

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

JEWISH FAMILY & CAREER
SERVICES

ADDRESS:

3587 DUTCHMANS LANE

LOUISVILLE, KY 40205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

RECIPIENT NAME:

XAVERIAN BROTHERS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT.

AMOUNT OF GRANT PAID 9,000.

=====

RECIPIENT NAME:

DEPUTY SHERIFFS FRATERNAL ORDER

ADDRESS:

719 LYNN STREET
LOUISVILLW, KY 40217

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 125.

RECIPIENT NAME:

NEW BEGINNINGS FAMILY
SERVICE

ADDRESS:

1949 GOLDSMITH LANE
LOUISVILLE, KY 40218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 100.

RECIPIENT NAME:

HEARTS FOR KENYA FOUNDATION

ADDRESS:

1514 NORRIS PLACE
LOUISVILLE, KY 40205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENRAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 700.

RECIPIENT NAME:

NATIVITY ACADEMY AT SAINT BONIFACE

ADDRESS:

529 EAST LIBERTY ST
LOUISVILLE, KY 40202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ROTARY CLUB OF PROSPECT/ GOSHEN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25.

TOTAL GRANTS PAID:

191,459.

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SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No 1545-0092

2009

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number

61-1380342

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			933.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b				10,455.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4				()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5				11,388.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			629.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b				-77,944.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				
9 Capital gain distributions	9				
10 Gain from Form 4797, Part I	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11				()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12				-77,315.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			11,388.
14 Net long-term gain or (loss):				
a Total for year	14a			-77,315.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ► 15				-65,927.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
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Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number

61-1380342

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 86. BARON ASSET FUND	02/25/2009	11/16/2009	3,891.00	2,583.00	1,308.00
1180. FEDERATED TOTAL RETURN BOND FUND	02/11/2008	02/05/2009	11,953.00	12,720.00	-767.00
1662.849 FEDERATED TOTAL RETURN BOND FUND	06/25/2008	02/25/2009	16,828.00	17,685.00	-857.00
160. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	05/21/2009	2,918.00	2,482.00	436.00
333. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	06/18/2009	6,320.00	5,165.00	1,155.00
100. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	08/20/2009	2,093.00	1,551.00	542.00
140. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	08/25/2009	2,981.00	2,171.00	810.00
225. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	09/22/2009	5,051.00	3,490.00	1,561.00
34. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	11/11/2009	779.00	527.00	252.00
134. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	11/30/2009	3,042.00	2,078.00	964.00
142. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	12/22/2009	3,257.00	2,202.00	1,055.00
96. JOHN HANCOCK LARGE CAP EQUITY FUND A	02/25/2009	12/23/2009	2,220.00	1,489.00	731.00
783.076 ING GLOBAL REAL ESTATE FUND A	11/24/2008	02/05/2009	7,721.00	7,964.00	-243.00
225. ING GLOBAL REAL ESTATE FUND A	02/25/2009	05/21/2009	2,462.00	1,935.00	527.00
31. ING GLOBAL REAL ESTATE FUND A	02/25/2009	06/18/2009	358.00	267.00	91.00
650. ING GLOBAL REAL ESTATE FUND A	02/25/2009	07/23/2009	8,119.00	5,590.00	2,529.00
80. ING GLOBAL REAL ESTATE FUND A	08/25/2009	11/11/2009	1,197.00	1,109.00	88.00
30. ING GLOBAL REAL ESTATE FUND A	08/25/2009	11/30/2009	440.00	416.00	24.00
58. ING GLOBAL REAL ESTATE FUND A	08/25/2009	12/22/2009	864.00	804.00	60.00
29. ING GLOBAL REAL ESTATE FUND A	08/25/2009	12/23/2009	437.00	402.00	35.00
115. NATIXIS VAUGHAN NELSON SMALL CAP VALUE F	02/25/2009	05/21/2009	1,992.00	1,711.00	281.00
151. NATIXIS VAUGHAN NELSON SMALL CAP VALUE F	02/25/2009	06/18/2009	2,707.00	2,247.00	460.00
300. NATIXIS VAUGHAN NELSON SMALL CAP VALUE F	02/25/2009	08/20/2009	6,021.00	4,464.00	1,557.00
180. NATIXIS VAUGHAN NELSON SMALL CAP VALUE F	08/25/2009	09/22/2009	3,904.00	3,374.00	530.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2009

► See instructions for Schedule D (Form 1041)

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number

61-1380342

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

10,455.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

61-1380342

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -77,944.00

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND CL D	933.00
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	933.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BARON ASSET FUND	369.00
PIMCO TOTAL RETURN FUND CL D	260.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	629.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	629.00

STATEMENT 1