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

2009

Department of the Treasury
Internal Revenue Service

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

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

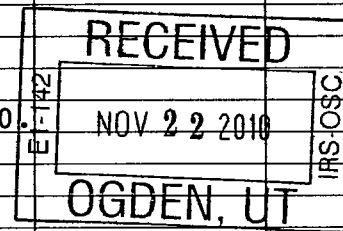
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE NORTON FOUNDATION, INC.		A Employer identification number 61-6024040
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (502) 893-9549
	City or town, state, and ZIP code LOUISVILLE, KY 40207		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,137,121.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		(Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		255,012.	255,012.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-361,236.			
b Gross sales price for all assets on line 6a 2,535,654.					
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)					
11 Other income		152,797.	152,797.		STATEMENT 2
12 Total. Add lines 1 through 11		46,573.	407,809.		
13 Compensation of officers, directors, trustees, etc		98,421.	0.		98,421.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		39,570.	19,785.		19,785.
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		78,262.	68,188.		10,074.
17 Interest					
18 Taxes STMT 4		-2,411.	0.		3,765.
19 Depreciation and depletion		216.	0.		
20 Occupancy		21,045.	10,522.		10,523.
21 Travel, conferences, and meetings		1,606.	0.		1,606.
22 Printing and publications					
23 Other expenses STMT 5		8,469.	978.		7,491.
24 Total operating and administrative expenses. Add lines 13 through 23		245,178.	99,473.		151,665.
25 Contributions, gifts, grants paid		575,000.			575,000.
26 Total expenses and disbursements. Add lines 24 and 25		820,178.	99,473.		726,665.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-773,605.			
b Net investment income (if negative, enter -0-)			308,336.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			59,804.	103,009.	103,009.
	2 Savings and temporary cash investments			800,943.	786,348.	786,348.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 8			1,492,996.	1,340,124.	1,425,288.
	b Investments - corporate stock STMT 9			4,588,188.	4,262,940.	4,656,511.
	c Investments - corporate bonds STMT 10			2,058,499.	1,606,338.	1,602,587.
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 11			3,841,019.	3,970,036.	4,415,722.
	14 Land, buildings, and equipment: basis ▶ 74,257.					
	Less: accumulated depreciation STMT 7 ▶ 73,615.			858.	642.	147,656.
	15 Other assets (describe ▶ OTHER ASSET)			10,200.	0.	0.
	16 Total assets (to be completed by all filers)			12,852,507.	12,069,437.	13,137,121.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			12,852,507.	12,069,437.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	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					
	30 Total net assets or fund balances			12,852,507.	12,069,437.	
	31 Total liabilities and net assets/fund balances			12,852,507.	12,069,437.	

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	12,852,507.
2 Enter amount from Part I, line 27a	2	-773,605.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,078,902.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	9,465.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,069,437.

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 BALDWIN BROTHERS- SEE ATTACHED STMT	P	VARIOUS	VARIOUS
b RIVER ROAD FUND- SEE ATTACHED STMT	P	VARIOUS	VARIOUS
c SMITH BARNEY- VARIOUS SALES	P	VARIOUS	VARIOUS
d LONG TERM CAPITAL GAINS	P	VARIOUS	12/31/09
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 648,941.		716,837.	-67,896.
b 1,154,304.		1,454,980.	-300,676.
c 732,180.		725,073.	7,107.
d 229.			229.
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			-67,896.
b			-300,676.
c			7,107.
d			229.
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	-361,236.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	938,362.	14,395,009.	.065187
2007	899,253.	17,159,381.	.052406
2006	940,509.	16,753,158.	.056139
2005	886,620.	16,549,986.	.053572
2004	920,966.	17,188,173.	.053581

2 Total of line 1, column (d)	2	.280885
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	.056177
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,951,733.
5 Multiply line 4 by line 3	5	615,236.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,083.
7 Add lines 5 and 6	7	618,319.
8 Enter qualifying distributions from Part XII, line 4 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.	8	726,665.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1	3,083.
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	3,083.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	3,083.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	632.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	632.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	67.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,518.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		☒
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		☒
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		☒
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		☒
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? If "Yes," attach the statement required by General Instruction T		☒
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?	☒	
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	☒	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	☒	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		☒

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► <u>LUCY CRAWFORD, EXECUTIVE DIRECTOR</u> Telephone no. ► <u>(502) 893-9549</u> Located at ► <u>4350 BROWNSBORO ROAD, SUITE 133, LOUISVILLE, KY</u> ZIP+4 ► <u>40207</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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.

(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
JANE NORTON NEWTON 4115 CRESTVIEW LOUISVILLE, KY 40207	PRESIDENT	0.00	0.	0.
ROBERT W. DULANEY 18 AUTUMN HILL CT PROSPECT, KY 40059	VP	0.00	0.	0.
RICHARD H.C. CLAY 2500 NATIONAL CITY TOWER LOUISVILLE, KY 40202	DIRECTOR	0.00	0.	0.
LUCY CRAWFORD 12103 HAZELWOOD ROAD ANCHORAGE, KY 40223	EXECUTIVE DIRECTOR	40.00	98,421.	39,570.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,190,386.
b	Average of monthly cash balances	1b	928,125.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,118,511.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,118,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	166,778.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,951,733.
6	Minimum investment return. Enter 5% of line 5	6	547,587.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	547,587.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,083.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,083.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	544,504.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	544,504.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	544,504.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	726,665.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	726,665.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,083.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	723,582.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				544,504.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	97,843.			
b From 2005	88,323.			
c From 2006	119,719.			
d From 2007	48,715.			
e From 2008	219,876.			
f Total of lines 3a through e	574,476.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	726,665.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				544,504.
e Remaining amount distributed out of corpus	182,161.			
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	756,637.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	97,843.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	658,794.			
10 Analysis of line 9:				
a Excess from 2005	88,323.			
b Excess from 2006	119,719.			
c Excess from 2007	48,715.			
d Excess from 2008	219,876.			
e Excess from 2009	182,161.			

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2009)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 13				
Total			▶ 3a	575,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 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. | | |

[illegible]

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

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

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

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	<i>Greg Crawford</i>	Date	<i>11/16/10</i>	Title	<i>Exec Dir</i>
	Paid Preparer's Use Only	Preparer's signature	<i>[Signature]</i>	Date	<i>11/18/10</i>	Check if self-employed ☐
		Firm's name (or yours if self-employed), address, and ZIP code	MOUNTJOY CHILTON MEDLEY LLP 402 S. FOURTH ST, 2000 MEIDINGER TOWER LOUISVILLE, KY 40202-3445			Preparer's identifying number P00035430 EIN 13-1000000 Phone no. (502) 587-1719

Form 990-PF (2009)

Baldwin Brothers, Inc

	Proceeds	Cost	Gain/(Loss)
3,060 CVS Corporation	80,948 47	73,868 40	7,080 07
1726 Walgreen Co	44,823 96	47,672 12	(2,848 16)
1801 Dover Corp	53,885.61	68,203 87	(14,318.26)
3000 Microsoft Corp	51,239 71	68,615 00	(17,375 29)
1000 S&P Depository Receipts	34,289 11	28,353 75	5,935 36
1000 iShares Russell 1000 Index Fd	49,128 73	50,990 00	(1,861.27)
375 S&P Depository Receipts	33,884.12	28,353.75	5,530 37
3000 Oracle Corp	61,678 41	64,710 00	(3,031.59)
2000 Dover Corp	71,599 15	75,740 00	(4,140 85)
750 Adobe Systems Inc	24,101 01	30,085 95	(5,984 94)
2000 iShares Cepheid	27,256 29	56,564 00	(29,307 71)
2150 Weatherford International Ltd	37,516 53	33,780 59	3,735 94
2500 Hologic Inc	35,675 33	60,125 00	(24,449 67)
800 Ecolab Inc	36,533 06	29,775 04	6,758 02
AIG Class Action Proceeds	6,381 26	-	6,381 26
	648,940 75	716,837 47	(67,896 72)

River Road Asset Management

20 J&J Snack Fodds Corp	721 15	656.89	64 26
40 Dollar Tree Inc	1,682 16	1,193 70	488 46
240 American Greetings Corp	1,746 94	3,806 03	(2,059 09)
20 Audiovox Corp	101 09	223 00	(121 91)
50 J&J Snack Fodds Corp	1,799 98	1,639 02	160 96
50 Audiovox Corp	249 19	557 49	(308 30)
110 Intevac Inc	555 81	1,805 85	(1,250 04)
15 J&J Snack Fodds Corp	540 46	491 19	49 27
250 PetMed Express Inc	4,498 29	2,904 30	1,593 99
200 Intevac Inc	997 39	3,276 06	(2,278 67)
100 J&J Snack Fodds Corp	3,603 43	2,995 19	608 24
370 Audiovox Corp	1,844.37	4,125 42	(2,281 05)
210 PetMed Express Inc	3,836 47	2,439 62	1,396 85
160 American Greetings Corp	1,180 18	2,489 58	(1,309 40)
90 PetMed Express Inc	1,623 52	1,043 10	580 42
40 Audiovox Corp	218 81	445 99	(227 18)
40 PetMed Express Inc	718 70	463 60	255 10
190 American Greetings Corp	1,187 11	2,951 33	(1,764 22)
40 Audiovox Corp	213.92	445 99	(232 07)
20 Village Super Market	1,058 84	589 55	469 29
330 Audiovox Corp	1,948 77	3,679 42	(1,730 65)
90 J&J Snack Fodds Corp	3,147 17	2,489 90	657 27
10 Village Super Market	504 89	294 78	210 11
260 American Greetings Corp	1,468 21	3,986 19	(2,517.98)
70 J&J Snack Fodds Corp	2,447 64	1,936 59	511 05
70 National Beverage Corp	614 60	698.02	(83.42)
80 Audiovox Corp	444 28	891 98	(447 70)
185 American Greetings Corp	997 51	2,794.78	(1,797 27)
120 Audiovox Corp	649 57	1,337.97	(688 40)
60 Dollar Tree Inc	2,622 68	1,790.54	832.14
40 NACCO Industries	1,347 88	4,125 78	(2,777 90)
60 Petroleum Development	1,197 76	2,620.33	(1,422 57)
70 Audiovox Corp	349.67	780.48	(430.81)
280 Gulfport Energy Corp	1,150.74	3,813 37	(2,662 63)
30 Gulfport Energy Corp	123 00	398 24	(275 24)
130 Dollar Tree Inc	5,630 44	3,849.41	1,781 03
60 Audiovox Corp	299.28	668 99	(369 71)
50 Bowne & Co	157 24	793.23	(635 99)
330 Bowne & Co	969 47	5,235.34	(4,265 87)
50 J&J Snack Fodds Corp	1,750 90	1,383 28	367 62
20 Audiovox Corp	99 85	223 00	(123 15)
50 Audiovox Corp	249.31	557 49	(308.18)

200 Bowne & Co	506 89	3,172.93	(2,666 04)
100 J&J Snack Fodds Corp	3,512 36	2,766.56	745 80
220 Bowne & Co	459 77	3,490 23	(3,030 46)
10 J&J Snack Fodds Corp	349.93	276 66	73.27
10 Audiovox Corp	49 80	111 50	(61.70)
100 Bowne & Co	300 42	1,586.47	(1,286 05)
250 Bowne & Co	701 84	3,966 16	(3,264.32)
130 J&J Snack Fodds Corp	4,592 58	3,596 53	996 05
360 Bowne & Co	1,078 70	5,711.28	(4,632 58)
70 J&J Snack Fodds Corp	2,466 03	1,936 59	529 44
10 National Beverage Corp	94 80	99 72	(4.92)
10 Bowne & Co	29 80	158 65	(128 85)
20 Bowne & Co	59 61	317 29	(257 68)
140 Intevac Inc	599 97	2,259.74	(1,659 77)
20 J&J Snack Fodds Corp	701 17	553 31	147 86
10 Bowne & Co	29 80	158.65	(128 85)
30 J&J Snack Fodds Corp	1,049 47	829 97	219 50
310 Intevac Inc	1,277.84	3,470 88	(2,193.04)
190 Bowne & Co	566 91	3,014 28	(2,447 37)
330 Intevac Inc	1,357 55	4,379.15	(3,021 60)
100 Bowne & Co	298 09	1,586 47	(1,288 38)
30 Bowne & Co	89 43	387 03	(297 65)
120 Intevac Inc	473 59	1,536 89	(1,063.30)
60 Intevac Inc	236 26	765 09	(528 83)
60 Intevac Inc	240 73	759 09	(518.36)
350 Intevac Inc	1,397.09	4,305 42	(2,908 33)
30 Bowne & Co	91 98	376 74	(284 76)
40 Bowne & Co	109.30	502 32	(393.02)
70 Houston Wire & Cable Co	449 36	1,461.70	(1,012 34)
30 Petroleum Development	432 77	1,917 77	(1,485 00)
360 Houston Wire & Cable Co	2,202 75	7,517 31	(5,314 56)
100 Petroleum Development	1,400.37	7,206 55	(5,806 18)
40 Bowne & Co	92 85	502 31	(409 46)
10 Lazare Kaplan Intl	26 80	77 93	(51 13)
80 Bowne & Co	187 00	1,003 61	(816 61)
220 Bowne & Co	456 62	2,718 30	(2,261 68)
40 Bowne & Co	80 12	522.24	(442 12)
40 Audiovox Corp	146 14	445 99	(299 85)
120 Petroleum Development	1,539 17	8,326 28	(6,787.11)
60 Gulfport Energy Corp	161 30	773 99	(612.69)
100 AH Belo Corp	135 49	662 23	(526.74)
40 Lazare Kaplan Intl	81 20	311.71	(230.51)
90 Bowne & Co	181 85	1,171 03	(989.18)
170 Audiovox Corp	549 44	1,895 46	(1,346 02)
20 Petroleum Development	246 16	1,361.42	(1,115 26)
340 Gulfport Energy Corp	908 30	4,376.00	(3,467 70)
20 Hampshire Group Ltd	99 20	305.06	(205.86)
20 Lazare Kaplan Intl	39 20	155 86	(116.66)
190 WCA Waste Corp	412.08	1,408 95	(996 87)
50 AH Belo Corp	62 60	318 86	(256 26)
80 Bowne & Co	142 31	1,031.64	(889.33)
Bowne & Co- Cash in Lieu	1.46	9 72	(8.26)
60 Bowne & Co	107 49	769.22	(661 73)
310 Gulfport Energy Corp	772 42	3,873.48	(3,101.06)
100 AH Belo Corp	118 10	615.65	(497 55)
30 Audiovox Corp	92 94	334 49	(241 55)
20 NACCO Industries	452.78	2,082 03	(1,629 25)
120 WCA Waste Corp	261 59	889 17	(627 58)
30 WCA Waste Corp	63 99	222.29	(158 30)
90 Gulfport Energy Corp	204 46	1,039 32	(834 86)
30 AH Belo Corp	36 86	180 29	(143 43)
30 Audiovox Corp	86 27	334.49	(248.22)

90 Audiovox Corp	244 44	1,003 48	(759 04)
50 Gulfport Energy Corp	94 52	572 96	(478 44)
20 AH Belo Corp	20 19	120.19	(100 00)
10 NACCO Industries	189.39	1,041 01	(851 62)
70 Audiovox Corp	175 89	780 48	(604 59)
100 Gulfport Energy Corp	169 30	1,145.92	(976 62)
240 AH Belo Corp	195.73	1,434 99	(1,239 26)
1390 HKN Inc	3,614 00	13,537.10	(9,923 10)
390 Audiovox Corp	947 26	4,348 41	(3,401 15)
40 WCA Waste Corp	83 19	296 38	(213 19)
10 NACCO Industries	166 81	1,031 45	(864 64)
240 AH Belo Corp	194 61	1,415 19	(1,220 58)
440 Gulfport Energy Corp	704 48	5,035 73	(4,331 25)
80 WCA Waste Corp	146 39	555 17	(408 78)
80 AH Belo Corp	62 96	471 73	(408 77)
90 Gulfport Energy Corp	143 22	1,019 98	(876 76)
150 Audiovox Corp	333 00	1,672 47	(1,339 47)
1740 AH Belo Corp	1,189 28	8,805 27	(7,615 99)
20 WCA Waste Corp	36 07	137 45	(101 38)
30 NACCO Industries	446 51	3,094 33	(2,647 82)
250 Gulfport Energy Corp	395 57	2,817 58	(2,422 01)
280 Audiovox Corp	626 74	3,121 94	(2,495 20)
155 Gulfport Energy Corp	257 17	1,719 31	(1,462 14)
20 HKN Inc	31 39	183 55	(152 16)
120 WCA Waste Corp	196 64	824.69	(628 05)
20 NACCO Industries	292 35	2,037 32	(1,744 97)
140 Audiovox Corp	299 49	1,560 97	(1,261 48)
570 Untrin Inc	4,877 01	13,240 14	(8,363 13)
150 Audiovox Corp	344 48	1,672 47	(1,327 99)
130 NACCO Industries	1,945 48	12,504.87	(10,559 39)
90 Oppenheimer Holdings Inc	671 96	4,019 28	(3,347 32)
20 HKN Inc	32 60	182.82	(150 22)
660 First Midwest Bancorp Inc	4,411 28	15,364 98	(10,953 70)
30 Lazare Kaplan Intl	38 40	233 78	(195 38)
80 WCA Waste Corp	134 40	549 80	(415 40)
280 First Midwest Bancorp Inc	1,950 92	5,100 31	(3,149 39)
10 Oppenheimer Holdings Inc	78 24	429 27	(351 03)
30 Audiovox Corp	72.25	334.49	(262 24)
60 NACCO Industries	900.57	5,436 26	(4,535 69)
30 Lazare Kaplan Intl	38.40	233.79	(195 39)
30 HKN Inc	47 74	272 39	(224 65)
60 NACCO Industries	885 18	5,214 16	(4,328.98)
130 Korn/Ferry Int'l	1,044 63	2,182 36	(1,137 73)
100 Associated Banc-Corp	1,284 80	2,199 56	(914 76)
90 Max Capital Group Ltd	1,302.66	2,440 74	(1,138 08)
270 Whitney Hldgs Corp Co	2,942 25	6,489 01	(3,546 76)
60 Houston Wire & Cable Co	345 31	1,252 89	(907.58)
150 Audiovox Corp	378 10	1,672 46	(1,294 36)
80 WCA Waste Corp	134 40	549 80	(415 40)
20 Lazare Kaplan Intl	25 74	155 86	(130 12)
10 HKN Inc	15 80	90.49	(74 69)
90 Houston Wire & Cable Co	516.11	1,836 01	(1,319 90)
40 Audiovox Corp	102 63	445.99	(343 36)
60 WCA Waste Corp	100.82	412 35	(311 53)
10 Houston Wire & Cable Co	56.84	203.40	(146 56)
60 Audiovox Corp	151 03	668 99	(517 96)
720 Optimal Robotics Corp	201 59	3,387 66	(3,186 07)
160 Houston Wire & Cable Co	842 66	3,037 11	(2,194 45)
89 Lazare Kaplan Intl	110 36	693.56	(583 20)
30 WCA Waste Corp	50 83	206 17	(155 34)
110 Audiovox Corp	273 59	1,226 48	(952 89)
70 Optimal Robotics Corp	17.85	327.95	(310 10)

10 Lawson Products Inc	138 04	358.45	(220 41)
22 Audiovox Corp	58 09	245 29	(187 20)
40 WCA Waste Corp	67 43	274 90	(207 47)
10 HKN Inc	14 96	90.49	(75 53)
120 Lazare Kaplan Intl	148 81	935 14	(786 33)
11 Mac-Gray Corp	65 83	89 44	(23 61)
10 Lawson Products Inc	142 01	334 27	(192.26)
330 Optimal Robotics Corp	83.38	1,546 04	(1,462 66)
90 Industrias Bachoco	986 44	1,288 86	(302 42)
110 A M Castle & Co	1,033 04	2,155 16	(1,122 12)
20 WCA Waste Corp	36.03	137 45	(101.42)
260 Optimal Robotics Corp	67 23	1,218 09	(1,150 86)
70 HKN Inc	111 02	631 46	(520 44)
10 Lawson Products Inc	137 01	328 19	(191 18)
10 Lazare Kaplan Intl	12 30	77 93	(65.63)
250 Mac-Gray Corp	1,467 62	2,032 81	(565 19)
80 A M Castle & Co	755 14	1,439 43	(684 29)
280 Optimal Robotics Corp	69 74	1,304.03	(1,234 29)
10 Industrias Bachoco	109 59	143 21	(33 62)
90 HKN Inc	140 99	806 55	(665 56)
80 WCA Waste Corp	135.15	549.80	(414 65)
30 WCA Waste Corp	50 39	206 17	(155 78)
140 A M Castle & Co	1,336 60	1,665 05	(328 45)
90 Optimal Robotics Corp	22 81	404 19	(381 38)
20 Lawson Products Inc	265 39	656 37	(390 98)
100 HKN Inc	151 72	866 42	(714 70)
60 A M Castle & Co	557.58	661 42	(103 84)
470 Optimal Robotics Corp	126 47	1,983.10	(1,856 63)
40 Lazare Kaplan Intl	45 31	311 71	(266.40)
80 A M Castle & Co	747 53	838 50	(90 97)
50 HKN Inc	78 25	425.52	(347.27)
180 Optimal Robotics Corp	52 30	716.57	(664 27)
40 Lawson Products Inc	503 37	1,125.51	(622 14)
130 Sothebys	1,298 36	3,480 62	(2,182.26)
80 Computer Svcs Inc	2,062 39	2,738.40	(676 01)
90 Sothebys	896 50	2,297.08	(1,400 58)
80 A M Castle & Co	750.14	792 18	(42 04)
10 Lazare Kaplan Intl	11 30	77 93	(66 63)
30 Mac-Gray Corp	156 30	243.94	(87 64)
20 HKN Inc	31 35	170 13	(138 78)
600 Optimal Robotics Corp	161 87	2,360.55	(2,198 68)
90 WCA Waste Corp	148 20	618.52	(470 32)
50 Lawson Products Inc	634 11	1,341 74	(707 63)
20 Maui Land & Pineapple Co	180.84	644 36	(463 52)
1190 Optimal Robotics Corp	323 08	4,573.63	(4,250 55)
10 HKN Inc	15 93	85.06	(69 13)
10 Maui Land & Pineapple Co	89 30	322 18	(232 88)
10 Lazare Kaplan Intl	11 40	77.93	(66 53)
10 Mac-Gray Corp	52 27	81 31	(29 04)
230 RSC Holdings Inc	1,222 28	2,621 91	(1,399 63)
340 RSC Holdings Inc	1,694 14	3,813.76	(2,119 62)
260 Optimal Robotics Corp	62 11	917.58	(855 47)
40 WCA Waste Corp	65 20	274.90	(209 70)
40 HKN Inc	60.06	340.25	(280 19)
10 Lawson Products Inc	119 95	250.56	(130 61)
10 Mac-Gray Corp	52 10	81.31	(29 21)
370 Optimal Robotics Corp	79 58	1,138.01	(1,058 43)
150 Dollar Tree Inc	6,731 36	4,372.72	2,358.64
90 WCA Waste Corp	146 72	618.52	(471.80)
110 Casey's General Store	2,949.79	2,537.15	412 64
10 HKN Inc	14.85	85.06	(70 21)
10 Lawson Products Inc	121 31	250.07	(128.76)

10 Mac-Gray Corp	52 60	81 31	(28 71)
80 Dollar Tree Inc	3,593 83	2,266 55	1,327 28
90 Casey's General Store	2,298 55	2,075 85	222 70
20 J&J Snack Fodds Corp	699 77	553 31	146 46
10 Lawson Products Inc	121 34	250 08	(128 74)
30 HKN Inc	44 40	251 67	(207 27)
20 WCA Waste Corp	32 67	137.45	(104 78)
90 Dollar Tree Inc	4,003 69	2,515 92	1,487 77
60 J&J Snack Fodds Corp	2,115 90	1,659 94	455.96
420 RSC Holdings Inc	2,265 34	4,612 96	(2,347.62)
50 WCA Waste Corp	82 27	343 62	(261 35)
50 HKN Inc	78 36	415 01	(336 65)
70 Lawson Products Inc	864 45	1,737 43	(872 98)
10 Maui Land & Pineapple Co	88 60	322 18	(233 58)
40 Industrias Bachoco	480 97	572 83	(91 86)
20 HKN Inc	29 62	166 00	(136 38)
30 Maui Land & Pineapple Co	264.71	966 54	(701 83)
10 Lawson Products Inc	125 42	244 78	(119 36)
20 Industrias Bachoco	239 59	286 41	(46 82)
140 WCA Waste Corp	231 10	962 14	(731 04)
60 WCA Waste Corp	95 01	412 35	(317 34)
70 Dollar Tree Inc	3,079 07	1,884 21	1,194 86
50 Barnes & Noble Inc	1,106 06	1,756 92	(650 86)
140 WCA Waste Corp	228 08	962 14	(734 06)
10 Lazare Kaplan Intl	13 99	77 93	(63 94)
60 HKN Inc	85 17	496 26	(411 09)
10 Industrias Bachoco	117 83	143 21	(25 38)
30 Lazare Kaplan Intl	43 71	233 78	(190 07)
10 Industrias Bachoco	118 53	143 21	(24 68)
10 HKN Inc	13 81	81 25	(67 44)
10 Maui Land & Pineapple Co	73 10	322 18	(249 08)
50 Dollar Tree Inc	2,163 17	1,342 01	821 16
160 TCF Finl Corp	2,250 18	1,883 78	366 40
200 RSC Holdings Inc	1,059 55	2,188 38	(1,128 83)
40 National Beverage Corp	409 19	398 87	10 32
10 Lazare Kaplan Intl	15 10	77 93	(62 83)
50 National Beverage Corp	514 62	498 59	16 03
20 WCA Waste Corp	36 90	137 45	(100 55)
10 Lawson Products Inc	122 49	244 79	(122.30)
50 Maui Land & Pineapple Co	371.35	1,610.90	(1,239 55)
80 HKN Inc	111 25	655 54	(544 29)
10 Industrias Bachoco	119 74	143 21	(23 47)
390 RSC Holdings Inc	2,234 72	4,248.81	(2,014 09)
180 Maui Land & Pineapple Co	1,417 87	5,799 25	(4,381 38)
10 HKN Inc	13.95	92 24	(78 29)
30 Lazare Kaplan Intl	41 91	233.78	(191 87)
140 WCA Waste Corp	252 62	962 14	(709 52)
30 National Beverage Corp	307 79	299 15	8 64
360 RSC Holdings Inc	2,398 97	3,881.80	(1,482 83)
70 National Beverage Corp	716 51	698.02	18 49
30 WCA Waste Corp	54 91	206.17	(151.26)
20 HKN Inc	28 28	184 48	(156 20)
30 Maui Land & Pineapple Co	238 79	966 54	(727.75)
19 Mac-Gray Corp	98 99	154 49	(55 50)
350 RSC Holdings Inc	2,288 63	3,682.48	(1,393.85)
40 Maui Land & Pineapple Co	311.57	1,288 72	(977 15)
110 Lazare Kaplan Intl	129 87	857 21	(727 34)
40 Lawson Products Inc	400 64	970 25	(569 61)
10 HKN Inc	14 56	92 24	(77 68)
20 National Beverage Corp	204.68	199 44	5 24
40 WCA Waste Corp	72.33	274 90	(202 57)
20 Lawson Products Inc	202 25	479 89	(277 64)

10 National Beverage Corp	103 24	99 72	3 52
80 TCF Finl Corp	1,160 86	901 13	259.73
10 Bel Fuse Inc	166 58	329 22	(162.64)
30 Lazare Kaplan Intl	35 40	233 79	(198 39)
20 Maui Land & Pineapple Co	159 17	644 36	(485.19)
30 HKN Inc	42 17	276 73	(234.56)
40 WCA Waste Corp	69 44	274 90	(205 46)
520 RSC Holdings Inc	3,642 55	5,408 88	(1,766 33)
420 TCF Finl Corp	6,364 00	4,521 06	1,842 94
10 Bel Fuse Inc	164 84	329 22	(164 38)
430 Lazare Kaplan Intl	509 15	3,350 92	(2,841 77)
20 Maui Land & Pineapple Co	155 88	644 36	(488 48)
60 HKN Inc	84 85	539 53	(454 68)
20 National Beverage Corp	205 82	199 44	6 38
40 WCA Waste Corp	69 78	274.90	(205 12)
290 RSC Holdings Inc	2,050 21	3,007 79	(957 58)
20 HKN Inc	27 43	174.08	(146 65)
740 RSC Holdings Inc	4,889 87	7,767 04	(2,877 17)
10 WCA Waste Corp	17 40	68 72	(51 32)
10 National Beverage Corp	101 71	99 72	1 99
40 Lazare Kaplan Intl	53 21	311 71	(258 50)
10 Maui Land & Pineapple Co	70 85	322 18	(251 33)
10 Bel Fuse Inc	144 72	329 22	(184 50)
40 Bel Fuse Inc	561 92	1,316 89	(754 97)
290 Associated Banc-Corp	4,349 19	5,370 86	(1,021 67)
40 Coca Cola Bottling Co	2,138 42	1,924 98	213 44
30 WCA Waste Corp	52 24	206 17	(153 93)
10 Lazare Kaplan Intl	13 74	77 93	(64 19)
10 Maui Land & Pineapple Co	69 61	322.18	(252 57)
141 National Beverage Corp	1,453 39	1,406 02	47 37
260 WCA Waste Corp	463 57	1,786.84	(1,323 27)
90 Freds Inc	1,212 14	983 03	229 11
60 Rent-a-Center Inc	1,364 06	1,138 31	225.75
50 Coca Cola Bottling Co	2,683 18	2,406 23	276 95
50 National Beverage Corp	526 22	498 59	27 63
60 Lazare Kaplan Intl	76 08	467 57	(391 49)
160 Associated Banc-Corp	2,295 12	2,795 25	(500 13)
230 Big Lots Inc	5,859 77	3,538.39	2,321 38
10 Coca Cola Bottling Co	535 21	481 25	53 96
10 Lazare Kaplan Intl	12 37	77.93	(65 56)
170 Associated Banc-Corp	2,415.49	2,938 77	(523 28)
230 Big Lots Inc	6,152 34	3,380.55	2,771 79
210 Jos A Bank Clothier	8,455 62	5,418.31	3,037 31
40 Coca Cola Bottling Co	2,133 90	1,924.98	208 92
50 Casey's General Store	1,400 32	1,153.25	247 07
10 WCA Waste Corp	21 20	68.72	(47.52)
50 National Beverage Corp	527.47	498 59	28.88
60 Lazare Kaplan Intl	71 10	467.57	(396 47)
69 National Beverage Corp	726 85	688.05	38 80
10 WCA Waste Corp	20 60	68.72	(48.12)
30 Lazare Kaplan Intl	38 62	233.78	(195.16)
60 Jos A Bank Clothier	2,406 90	1,527.94	878 96
60 Coca Cola Bottling Co	3,181 11	2,887 47	293 64
20 Lazare Kaplan Intl	26 30	155 86	(129 56)
10 WCA Waste Corp	20 80	68.72	(47 92)
40 Big Lots Inc	1,087.57	586.78	500 79
50 Big Lots Inc	1,338 52	733.48	605.04
60 Jos A Bank Clothier	2,494 03	1,521.53	972.50
90 Papa Johns Intl Inc	2,429 95	2,271.33	158 62
30 Casey's General Store	838 78	691.95	146 83
150 WCA Waste Corp	300 53	1,030.87	(730.34)
40 Coca Cola Bottling Co	2,131 40	1,924.98	206 42

240 Maui Land & Pineapple Co	1,375 26	7,732 33	(6,357 07)
40 National Beverage Corp	433 07	398 87	34 20
30 Lazare Kaplan Intl	51 38	233 78	(182 40)
10 J&J Snack Fodds Corp	396.79	276.66	120 13
28 Maui Land & Pineapple Co	160 44	902.11	(741 67)
20 J&J Snack Fodds Corp	789 21	553 31	235 90
90 Papa Johns Intl Inc	2,393 65	2,238 56	155 09
90 Big Lots Inc	2,499 04	1,314 27	1,184 77
60 Dollar Tree Inc	2,568 70	1,591 90	976 80
30 Jos A Bank Clothier	1,216.31	744 76	471 55
120 Lazare Kaplan Intl	170 86	935 14	(764 28)
30 National Beverage Corp	320 05	299 15	20 90
296 Lazare Kaplan Intl	397 49	2,306 68	(1,909 19)
10 Bel Fuse Inc	158 53	329 22	(170 69)
20 National Beverage Corp	209 45	199 44	10 01
20 National Beverage Corp	209 19	199 44	9 75
50 Papa Johns Intl Inc	1,304 50	1,226 29	78 21
90 Big Lots Inc	2,531 51	1,311 28	1,220 23
10 Bel Fuse Inc	155 30	329 22	(173 92)
50 Big Lots Inc	1,394 17	722 62	671 55
20 Bel Fuse Inc	278 06	658 45	(380 39)
60 Dollar Tree Inc	2,559 87	1,589 35	970 52
20 Big Lots Inc	536 62	287 48	249 14
210 Papa Johns Intl Inc	5,935 58	5,103 70	831 88
80 National Beverage Corp	879 56	797 74	81.82
30 National Beverage Corp	332 27	299 15	33 12
290 Brightpoint Inc	1,737 43	2,699 61	(962 18)
100 Houston Wire & Cable Co	1,209 91	1,636 47	(426 56)
30 National Beverage Corp	331 19	299 15	32 04
40 Brightpoint Inc	239 12	372 36	(133 24)
30 National Beverage Corp	332 58	299 15	33 43
60 Brightpoint Inc	358 51	552 38	(193 87)
40 Houston Wire & Cable Co	483 55	653 02	(169 47)
60 Houston Wire & Cable Co	662.41	914 24	(251 83)
30 Brightpoint Inc	179.09	276 19	(97 10)
50 Houston Wire & Cable Co	589 20	761.87	(172 67)
30 Papa Johns Intl Inc	814 48	727 77	86 71
60 Papa Johns Intl Inc	1,626 09	1,455 53	170 56
50 Houston Wire & Cable Co	559.44	761.87	(202.43)
10 Chase Corp	124 46	189 26	(64 80)
90 Papa Johns Intl Inc	2,490.10	2,164.78	325 32
410 Brightpoint Inc	2,413.49	3,764.74	(1,351 25)
70 Chase Corp	840 51	1,309.22	(468 71)
50 National Beverage Corp	551 84	498 59	53 25
30 Chase Corp	357 85	524 97	(167 12)
80 American Dairy Inc	2,730.74	1,146 66	1,584 08
120 Brightpoint Inc	722.36	1,100 06	(377.70)
20 National Beverage Corp	222 46	199 44	23 02
30 Chase Corp	357.75	524.97	(167 22)
50 Chase Corp	592.99	871 45	(278.46)
230 Brightpoint Inc	1,328.72	2,108.46	(779 74)
10 National Beverage Corp	110 22	99.72	10 50
180 Associated Banc-Corp	2,511 76	3,078.62	(566 86)
40 Brightpoint Inc	231 48	366.69	(135 21)
10 National Beverage Corp	109 95	99 72	10 23
10 Associated Banc-Corp	143 46	169 60	(26.14)
20 Brightpoint Inc	116 81	183 34	(66 53)
60 National Beverage Corp	671.24	598 31	72 93
40 American Dairy Inc	1,478 36	573 33	905 03
80 Associated Banc-Corp	1,144 65	1,356 18	(211 53)
50 Papa Johns Intl Inc	1,375 35	1,194.91	180 44
60 National Beverage Corp	670 43	598.31	72.12

110 Brightpoint Inc	647 81	1,007 04	(359 23)
130 Houston Wire & Cable Co	1,517 56	1,980 87	(463 31)
550 Brightpoint Inc	3,114 74	4,981.98	(1,867 24)
240 Houston Wire & Cable Co	2,826 86	3,623.88	(797 02)
30 DreamWorks Animation SKG Inc	814 78	632.80	181 98
10 National Beverage Corp	109 96	99.72	10.24
80 Associated Banc-Corp	1,125 82	1,351 77	(225 95)
40 Chase Corp	505.10	758 75	(253 65)
360 Brightpoint Inc	2,130 82	3,182 01	(1,051 19)
140 DreamWorks Animation SKG Inc	3,869 27	2,953 05	916 22
20 National Beverage Corp	220 62	199 44	21.18
90 Houston Wire & Cable Co	1,080 26	1,337 60	(257.34)
50 Papa Johns Intl Inc	1,334 03	1,181.67	152 36
60 DreamWorks Animation SKG Inc	1,732 07	1,265 59	466 48
220 Frontier Oil Corp	4,029 96	4,197 00	(167 04)
60 Brightpoint Inc	360 23	517 38	(157 15)
320 Cal Dive Intl	3,161 90	3,788 24	(626 34)
120 Houston Wire & Cable Co	1,470 19	1,783 47	(313.28)
40 National Beverage Corp	444 20	398 87	45 33
40 American Dairy Inc	1,484 79	573 33	911 46
60 Chase Corp	698 85	1,084 69	(385 84)
120 DreamWorks Animation SKG Inc	3,511 47	2,531.18	980 29
260 Associated Banc-Corp	3,713 20	4,389 61	(676 41)
180 Cal Dive Intl	1,762 87	2,103 21	(340 34)
60 Chase Corp	679 16	1,028 91	(349 75)
510 Brightpoint Inc	3,204 86	4,397 73	(1,192 87)
100 Houston Wire & Cable Co	1,340 53	1,482 63	(142 10)
70 National Beverage Corp	782 30	698 02	84 28
620 Brightpoint Inc	3,708 37	5,317 61	(1,609 24)
70 National Beverage Corp	749 08	698 02	51 06
140 Houston Wire & Cable Co	1,914 75	2,074 42	(159 67)
70 Houston Wire & Cable Co	982 66	1,033 51	(50 85)
540 Brightpoint Inc	3,260 82	4,575 40	(1,314 58)
200 National Beverage Corp	2,115 17	1,994 35	120 82
330 DreamWorks Animation SKG Inc	9,486 62	6,535 85	2,950 77
260 Associated Banc-Corp	3,572.10	4,297.08	(724.98)
120 DreamWorks Animation SKG Inc	3,445 75	2,240.67	1,205 08
112 National Beverage Corp	1,204 88	1,116 84	88 04
70 DreamWorks Animation SKG Inc	1,989 75	1,295.04	694 71
108 National Beverage Corp	1,159 58	1,076.95	82 63
300 Houston Wire & Cable Co	3,918.65	4,376.43	(457.78)
120 Houston Wire & Cable Co	1,561 33	1,732.75	(171.42)
180 Atlantic Telenetwork	6,734 22	4,282.50	2,451.72
30 Houston Wire & Cable Co	381.52	432 37	(50 85)
100 Atlantic Telenetwork	3,811 81	2,205.73	1,606 08
30 Houston Wire & Cable Co	390.72	432.19	(41 47)
210 Whitney Hldgs Corp Co	2,337 35	4,963.37	(2,626 02)
40 Houston Wire & Cable Co	476 73	576.26	(99 53)
40 Callaway Golf Co	231 92	591.36	(359 44)
70 Amerco	2,637 13	4,889.19	(2,252 06)
30 Callaway Golf Co	174 37	443 52	(269 15)
70 Amerco	2,612 55	4,889 19	(2,276 64)
10 Houston Wire & Cable Co	119 91	143 93	(24 02)
30 Houston Wire & Cable Co	349.19	431 79	(82 60)
10 Houston Wire & Cable Co	113 72	143.93	(30 21)
170 Evolution Petroleum Corp	471 37	1,152.41	(681.04)
70 Evolution Petroleum Corp	196 08	456 35	(260 27)
240 Medallion Financial Corp	1,595 66	2,250.11	(654 45)
30 Mac-Gray Corp	372 07	243.94	128.13
160 Medallion Financial Corp	1,067 27	1,500.08	(432.81)
50 Mac-Gray Corp	619 44	406 56	212.88
480 Whitney Hldgs Corp Co	4,248 80	10,769 04	(6,520 24)

70 American Dairy Inc	2,710 67	1,003 32	1,707 35
270 Whitney Hldgs Corp Co	2,482 45	5,205 35	(2,722 90)
170 American Dairy Inc	6,772 54	2,436 65	4,335 89
290 Barnes & Noble Inc	5,970 48	10,190.12	(4,219.64)
600 Callaway Golf Co	3,164 92	8,576 87	(5,411.95)
170 Houston Wire & Cable Co	2,062 65	2,435 55	(372.90)
20 Cass Information Systems	699 65	682.26	17 39
130 Chase Corp	1,596 70	2,354.34	(757 64)
60 Houston Wire & Cable Co	739 68	858.75	(119 07)
40 Chase Corp	483 98	689 90	(205 92)
10 Coca Cola Bottling Co	566 86	481.25	85 61
50 Barnes & Noble Inc	1,029 98	1,756 92	(726 94)
100 Hampshire Group Ltd	247 99	1,525 32	(1,277 33)
20 Coca Cola Bottling Co	1,116 24	962 49	153 75
30 American Dairy Inc	1,198 63	430 00	768 63
20 Chase Corp	239 21	331 15	(91 94)
120 Village Super Market	3,632 06	1,768 66	1,863 40
10 Chase Corp	119 60	165 57	(45 97)
30 Coca Cola Bottling Co	1,656 70	1,443.74	212 96
10 Coca Cola Bottling Co	552 26	481 25	71 01
110 American Dairy Inc	4,253 11	1,420 72	2,832 39
90 American Dairy Inc	3,695 52	588 32	3,107 20
180 Zapata Corp	1,308 69	1,216.88	91 81
10 Coca Cola Bottling Co	530 53	-481 25	49 28
60 Industrias Bachoco	1,268 34	859 24	409 10
70 Houston Wire & Cable Co	652 05	996.56	(344 51)
10 Coca Cola Bottling Co	539 98	481 25	58 73
10 Chase Corp	119 60	165 57	(45 97)
70 Houston Wire & Cable Co	627 40	995.68	(368 28)
120 Erie Indemnity	4,258 47	4,190 93	67 54
150 Houston Wire & Cable Co	1,353 53	2,129 46	(775 93)
240 Whitney Hldgs Corp Co	2,120 59	4,767.24	(2,646 65)
170 Whitney Hldgs Corp Co	1,515 53	3,331 11	(1,815 58)
120 Houston Wire & Cable Co	1,062.20	1,687 23	(625 03)
10 Coca Cola Bottling Co	540.69	481 25	59 44
20 Erie Indemnity	718 33	692 51	25 82
20 Coca Cola Bottling Co	1,085 28	962.49	122 79
90 Erie Indemnity	3,254 24	3,108 06	146 18
30 Cass Information Systems	1,064 40	999.50	64 90
240 Callaway Golf Co	1,313 87	2,824 05	(1,510.18)
70 Barnes & Noble Inc	1,469.41	2,459 68	(990 27)
40 Coca Cola Bottling Co	2,183 12	1,924.98	258 14
70 Erie Indemnity	2,520 19	2,408 03	112.16
50 Cass Information Systems	1,771 78	1,651.61	120 17
10 Erie Indemnity	357 08	343.48	13 60
10 Bel Fuse Inc	174 19	329 22	(155 03)
10 Erie Indemnity	361 36	341 18	20 18
10 Cass Information Systems	349.85	319 71	30 14
20 Bel Fuse Inc	344.08	658 45	(314 37)
50 Erie Indemnity	1,789.69	1,701 74	87 95
10 Erie Indemnity	362 51	339 10	23 41
20 Bel Fuse Inc	343.22	658.45	(315 23)
20 Cass Information Systems	702.57	621.49	81 08
20 Bel Fuse Inc	349 64	658 45	(308 81)
10 Erie Indemnity	365 03	339.10	25 93
210 Callaway Golf Co	1,040 61	2,542.59	(1,501 98)
20 National Beverage Corp	226 60	199.44	27 16
450 Callaway Golf Co	2,278 34	5,457.60	(3,179 26)
60 Erie Indemnity	2,187 34	2,034.59	152.75
20 JAKKS Pacific Inc	244 91	482 00	(237 09)
60 Cass Information Systems	2,125 51	1,789 40	336 11
830 TrueBlue Inc	10,494 75	12,918 76	(2,424 01)

80 Bel Fuse Inc	1,435.16	2,633.78	(1,198.62)
110 National Beverage Corp	1,261.52	1,096.89	164.63
170 TrueBlue Inc	2,154.76	2,354.74	(199.98)
40 National Beverage Corp	448.88	398.87	50.01
500 Callaway Golf Co	2,601.58	6,788.33	(4,186.75)
30 Bel Fuse Inc	537.36	987.67	(450.31)
20 Bel Fuse Inc	355.06	658.45	(303.39)
30 National Beverage Corp	323.37	299.15	24.22
30 Erie Indemnity	1,104.25	1,017.29	86.96
80 TrueBlue Inc	1,039.72	1,108.11	(68.39)
40 Erie Indemnity	1,473.55	1,351.43	122.12
100 TrueBlue Inc	1,252.20	1,385.14	(132.94)
10 National Beverage Corp	107.16	99.72	7.44
30 Bel Fuse Inc	539.69	987.67	(447.98)
70 Erie Indemnity	2,604.71	2,329.55	275.16
30 National Beverage Corp	321.71	299.15	22.56
60 J&J Snack Fodds Corp	2,647.18	1,659.94	987.24
10 Cass Information Systems	349.64	280.37	69.27
50 Bel Fuse Inc	887.06	1,646.12	(759.06)
60 National Beverage Corp	644.46	598.31	46.15
40 Erie Indemnity	1,483.98	1,230.34	253.64
90 TrueBlue Inc	1,153.01	1,246.63	(93.62)
70 Bel Fuse Inc	1,266.04	2,304.56	(1,038.52)
30 Erie Indemnity	1,127.56	910.22	217.34
120 TrueBlue Inc	1,537.14	1,662.17	(125.03)
20 J&J Snack Fodds Corp	881.11	553.31	327.80
10 National Beverage Corp	107.14	99.72	7.42
70 Erie Indemnity	2,625.63	2,029.63	596.00
50 Bel Fuse Inc	926.41	1,531.83	(605.42)
30 J&J Snack Fodds Corp	1,323.00	829.97	493.03
80 Mednax, Inc	4,071.11	3,326.56	744.55
30 National Beverage Corp	323.43	299.15	24.28
40 Erie Indemnity	1,527.14	1,156.95	370.19
30 Bel Fuse Inc	550.79	901.96	(351.17)
70 Mednax, Inc	3,512.98	2,656.65	856.33
30 Erie Indemnity	1,139.32	866.08	273.24
60 Mednax, Inc	2,936.94	2,135.20	801.74
10 Bel Fuse Inc	171.76	300.65	(128.89)
50 Mednax, Inc	2,501.03	1,765.51	735.52
40 National Beverage Corp	432.48	398.87	33.61
220 TrueBlue Inc	2,862.60	3,043.47	(180.87)
120 Barnes & Noble Inc	3,266.33	4,216.60	(950.27)
30 National Beverage Corp	323.56	299.15	24.41
90 Allete Inc	3,032.75	4,256.52	(1,223.77)
60 Mednax, Inc	3,039.30	2,079.22	960.08
20 Coca Cola Bottling Co	1,080.59	962.49	118.10
400 TrueBlue Inc	5,460.49	5,321.43	139.06
10 Bel Fuse Inc	181.84	297.79	(115.95)
50 Evolution Petroleum Corp	149.24	322.85	(173.61)
90 National Beverage Corp	1,003.17	897.46	105.71
10 Chindex Intl Inc	159.81	162.01	(2.20)
110 Barnes & Noble Inc	2,524.45	3,865.22	(1,340.77)
90 Allete Inc	3,038.01	4,256.51	(1,218.50)
250 TrueBlue Inc	3,305.24	3,260.75	44.49
10 Cass Information Systems	338.11	280.37	57.74
30 Bel Fuse Inc	523.95	853.45	(329.50)
20 National Beverage Corp	220.08	199.44	20.64
30 Evolution Petroleum Corp	89.39	183.58	(94.19)
10 Bel Fuse Inc	172.92	276.04	(103.12)
190 TrueBlue Inc	2,563.20	2,448.23	114.97
80 Allete Inc	2,705.60	3,783.57	(1,077.97)
10 Cass Information Systems	335.28	280.37	54.91

590 Evolution Petroleum Corp	1,729 65	3,475 83	(1,746 18)
660 Evolution Petroleum Corp	1,926 43	3,350 79	(1,424 36)
10 Allete Inc	336.26	472 95	(136 69)
30 Bel Fuse Inc	525 29	828 12	(302 83)
10 Cass Information Systems	331 62	280.37	51 25
120 TrueBlue Inc	1,558 02	1,495 97	62 05
80 Allete Inc	2,659 20	3,751 23	(1,092.03)
110 TrueBlue Inc	1,465 69	1,351 60	114 09
10 Bel Fuse Inc	169.61	275 54	(105.93)
90 TrueBlue Inc	1,179 87	1,085 52	94.35
10 Cass Information Systems	329.98	280.37	49 61
10 Bel Fuse Inc	169 81	275 54	(105 73)
120 Barnes & Noble Inc	2,426 30	4,216 60	(1,790 30)
70 Allete Inc	2,313 81	3,068 83	(755 02)
240 Cal Dive Intl	2,511 86	2,800 69	(288 83)
40 National Beverage Corp	447 48	398 87	48 61
120 Sothebys	2,044 21	3,059 63	(1,015 42)
30 Bel Fuse Inc	510 16	826.61	(316 45)
160 Sothebys	2,766 93	3,919 88	(1,152 95)
10 Steiner Leisure Ltd	350 45	300 15	50 30
20 Bel Fuse Inc	357 37	551 07	(193 70)
10 Cass Information Systems	330 30	280 37	49 93
30 National Beverage Corp	333 30	299 15	34 15
320 Sothebys	5,480 36	7,060 54	(1,580 18)
20 J&J Snack Fodds Corp	879 45	553 31	326 14
10 Bel Fuse Inc	180 97	275 54	(94 57)
300 Cal Dive Intl	3,412 68	3,397 77	14 91
30 J&J Snack Fodds Corp	1,320 30	829.97	490.33
10 Bel Fuse Inc	180 02	275 54	(95 52)
30 Mednax, Inc	1,618 76	1,021 04	597.72
30 J&J Snack Fodds Corp	1,327 19	829 97	497 22
10 Cal Dive Intl	114 60	113 26	1 34
3 Bel Fuse Inc	53 87	82 66	(28.79)
10 J&J Snack Fodds Corp	440 69	276 66	164 03
50 J&J Snack Fodds Corp	2,201 78	1,383.28	818 50
20 Bel Fuse Inc	340 74	551.07	(210 33)
10 Bel Fuse Inc	169 65	275.54	(105 89)
150 Jos A Bank Clothier	6,754 08	3,652.73	3,101 35
120 Jos A Bank Clothier	5,474 09	2,855 89	2,618 20
10 Bel Fuse Inc	170 43	275 54	(105 11)
50 Jos A Bank Clothier	2,344 25	1,184 70	1,159 55
20 Jos A Bank Clothier	942 21	473.88	468 33
10 J&J Snack Fodds Corp	439 87	276 66	163 21
30 Bel Fuse Inc	512.04	826.58	(314.54)
60 Mednax, Inc	3,063 23	2,028 83	1,034 40
10 Bel Fuse Inc	165.91	275 46	(109 55)
50 Bel Fuse Inc	827.37	1,374 57	(547.20)
60 Mednax, Inc	3,170.76	2,002 93	1,167 83
30 Bel Fuse Inc	500.34	823.33	(322.99)
20 Bel Fuse Inc	327.22	548.89	(221 67)
330 Cal Dive Intl	3,730 68	3,574 27	156.41
40 Bel Fuse Inc	665.93	1,093.42	(427.49)
107 Bel Fuse Inc	1,842 39	2,856.10	(1,013.71)
230 Cal Dive Intl	2,484.90	2,396.32	88.58
250 Industrias Bachoco	5,320 76	3,580.18	1,740 58
100 Industrias Bachoco	2,102 39	1,432 07	670 32
10 Chase Corp	118 51	165 58	(47 07)
110 Chase Corp	1,306 97	1,770 16	(463 19)
430 WCA Waste Corp	1,673.61	2,955 15	(1,281.54)
380 Mac-Gray Corp	4,527 24	3,089 87	1,437.37
320 Medallion Financial Corp	2,648.38	3,000 15	(351.77)
30 Chase Corp	358 06	422 96	(64.90)

60 Steiner Leisure Ltd	2,191 27	1,784 45	406 82
220 Ituran Location and Co	2,188 94	2,831 85	(642 91)
80 Village Super Market	2,357 00	1,179 11	1,177.89
210 Zapata Corp	1,502 47	1,419 69	82.78
50 Gyrodyne Co of America Inc	1,981.36	2,157.78	(176 42)
30 Steiner Leisure Ltd	1,093 28	865 70	227 58
60 Ituran Location and Co	599 98	759.17	(159.19)
540 Zapata Corp	3,874 24	3,650 63	223 61
20 Village Super Market	587 93	294 78	293 15
20 Chase Corp	237 80	250 32	(12 52)
150 Barnes & Noble Inc	3,204 50	5,270 75	(2,066 25)
70 Compass Minerals International	4,145 54	3,671 54	474 00
20 Village Super Market	587 29	294 78	292 51
20 Steiner Leisure Ltd	731 54	577 13	154.41
10 Chase Corp	119 63	121 86	(2 23)
50 Steiner Leisure Ltd	1,850 99	1,434 56	416.43
60 Dollar Tree Inc	2,873 76	2,185.83	687 93
170 Ingram Micro Inc	2,898 03	3,082 44	(184 41)
20 Chase Corp	239 30	241 24	(1.94)
10 Village Super Market	294 30	147 39	146 91
20 Gyrodyne Co of America Inc	796 91	863.11	(66 20)
50 Compass Minerals International	3,042 20	2,563 60	478 60
10 Village Super Market	292 38	147 39	144 99
50 Gyrodyne Co of America Inc	1,995 58	2,157 78	(162 20)
20 Chase Corp	239 46	239 62	(0 16)
10 Steiner Leisure Ltd	369 71	279.97	89 74
90 Compass Minerals International	5,568 10	4,538 81	1,029 29
30 Chase Corp	353 71	345.26	8 45
30 Steiner Leisure Ltd	1,074 95	837 80	237 15
170 WCA Waste Corp	646 06	1,168 32	(522 26)
50 Mac-Gray Corp	510 73	406 56	104.17
10 Steiner Leisure Ltd	346 60	277 86	68 74
70 Compass Minerals International	4,217 86	3,507 63	710 23
20 Compass Minerals International	1,191.93	997 42	194 51
120 Cass Information Systems	3,718 58	3,364 45	354 13
60 Barnes & Noble Inc	1,414 08	2,108 30	(694 22)
170 OfficeMax	2,175 50	2,253 11	(77 61)
70 Steiner Leisure Ltd	2,449 16	1,916 78	532 38
210 Sothebys	3,582 07	2,488 36	1,093 71
150 Sothebys	2,601 97	1,526.62	1,075 35
120 Barnes & Noble Inc	2,656 23	4,216 60	(1,560 37)
80 Steiner Leisure Ltd	2,852.99	2,127.80	725.19
10 Cass Information Systems	310 04	280.37	29 67
100 Allete Inc	3,274 23	4,263.46	(989 23)
100 Allete Inc	3,270 20	4,167.75	(897.55)
740 Sothebys	13,714 72	6,604.86	7,109.86
10 Cass Information Systems	310 10	280.37	29 73
180 FirstService Inc	3,889 54	4,262.98	(373.44)
10 Cass Information Systems	310 08	280 37	29 71
110 Rosetta Resources Inc	1,797 26	1,354 34	442.92
10 FirstService Inc	216 15	236 83	(20 68)
20 Rosetta Resources Inc	317 59	246.24	71.35
70 Aptar Group Inc	2,663.54	1,888 76	774 78
120 Barnes & Noble Inc	2,477 14	4,216 60	(1,739 46)
110 Zenith National Insurance Corp	3,529 26	3,416 72	112.54
60 FirstService Inc	1,262 74	1,420 99	(158 25)
20 FirstService Inc	421 66	443.81	(22.15)
250 Rosetta Resources Inc	4,216 59	2,712 21	1,504 38
280 FirstService Inc	5,990.83	6,119 05	(128.22)
160 Rosetta Resources Inc	2,654 26	1,511 50	1,142 76
10 Pet Med Express Inc	195 17	113.53	81 64
190 Pet Med Express Inc	3,762 01	2,154 73	1,607 28

30 WCA Waste Corp	120 00	206 17	(86 17)
50 WCA Waste Corp	199 07	343 62	(144 55)
120 Zenith National Insurance Corp	3,714 21	3,361 92	352 29
350 Barnes & Noble Inc	6,615 35	12,298.43	(5,683.08)
60 WCA Waste Corp	240 16	412 35	(172 19)
80 Rosetta Resources Inc	1,282 30	749 89	532 41
70 Rosetta Resources Inc	1,058 06	656 16	401 90
160 Ingram Micro Inc	2,781.47	2,889 37	(107 90)
90 WCA Waste Corp	359 24	618 52	(259.28)
20 Cass Information Systems	619.26	560 75	58 51
180 InterDigital Inc	3,401 06	4,319 49	(918 43)
50 Cass Information Systems	1,547 96	999 30	548 66
20 WCA Waste Corp	79 65	137 45	(57 80)
150 InterDigital Inc	2,798 17	3,567 12	(768 95)
290 InterDigital Inc	5,850 36	6,743 56	(893 20)
100 WCA Waste Corp	398 50	687 24	(288 74)
120 Frischs Restaurants Inc	2,811 48	2,799 56	11 92
100 National Beverage Corp	1,096 78	997 18	99 60
90 WCA Waste Corp	359 04	618 52	(259 48)
60 Medallion Financial Corp	468 79	562 53	(93 74)
40 Ituran Location and Co	489 70	506 11	(16 41)
80 Frischs Restaurants Inc	1,871 42	1,933 27	(61 85)
100 Zapata Corp	673 36	676 04	(2 68)
40 Mac-Gray Corp	335 51	325 25	10 26
100 WCA Waste Corp	398 07	687 24	(289 17)
160 Ituran Location and Co	1,932.14	2,024 44	(92 30)
290 Cal Dive Intl	2,217 97	3,021 04	(803.07)
70 Ingram Micro Inc	1,234 62	1,255 53	(20 91)
130 Encore Acquisition Co	5,782 69	6,008 80	(226.11)
100 Medallion Financial Corp	777 18	937 55	(160 37)
100 Zapata Corp	668 18	676 04	(7 86)
90 Zapata Corp	596 71	608 44	(11 73)
70 Frischs Restaurants Inc	1,706 82	1,633 08	73.74
30 Medallion Financial Corp	234 85	281 26	(46 41)
110 Encore Acquisition Co	4,979 79	3,641.90	1,337.89
20 Mac-Gray Corp	169 51	162 62	6.89
60 Encore Acquisition Co	2,705.23	1,566 53	1,138 70
320 Cal Dive Intl	2,560 79	3,332 35	(771.56)
250 Mac-Gray Corp	2,124 45	2,032 81	91.64
60 Encore Acquisition Co	2,674 13	1,566 52	1,107 61
20 Mac-Gray Corp	170 59	162 62	7 97
80 Bristow Group Inc	2,696 58	3,597 70	(901 12)
20 Bristow Group Inc	677 49	886 24	(208 75)
10 Mac-Gray Corp	83 98	81 31	2 67
10 Mac-Gray Corp	83 84	81 31	2 53
80 Encore Acquisition Co	3,660 16	2,088 70	1,571 46
60 Portland General Electric	1,160 41	1,715 22	(554 81)
60 Encore Acquisition Co	2,725 25	1,566 53	1,158 72
70 Encore Acquisition Co	3,235.56	1,827 61	1,407 95
610 Cal Dive Intl	4,675 96	6,298 85	(1,622 89)
60 Encore Acquisition Co	2,713.14	1,566 52	1,146 62
80 Encore Acquisition Co	3,743 13	2,088 70	1,654 43
120 American Dairy Inc	3,084 70	1,448 84	1,635 86
150 American Dairy Inc	3,796.19	1,686 12	2,110.07
550 Evolution Petroleum Corp	2,389.41	1,973.50	415 91
90 Village Super Market	2,768 29	1,326 50	1,441.79
200 Village Super Market	6,174.88	2,947 77	3,227.11
270 American Dairy Inc	6,820.13	1,947.53	4,872 60
100 American Dairy Inc	2,421.10	653 69	1,767.41
70 Encore Acquisition Co	3,107 98	1,827.61	1,280.37
120 American Dairy Inc	2,916 28	784 43	2,131 85
1,690 Hampshire Group Ltd	5,020 36	25,777 99	(20,757 63)

70 Encore Acquisition Co	3,155 42	1,827 61	1,327 81
100 American Dairy Inc	2,487 88	653 69	1,834 19
30 Encore Acquisition Co	1,367 92	783 26	584 66
70 American Dairy Inc	1,738 26	457 59	1,280 67
40 Industrias Bachoco	956.22	572 83	383 39
30 Industrias Bachoco	688 79	429 62	259 17
60 Encore Acquisition Co	2,723 95	1,566 53	1,157 42
120 American Dairy Inc	2,987 87	784.43	2,203 44
190 Rosetta Resources Inc	3,142 95	1,763.13	1,379 82
60 Sterling Constructions Co Inc	1,037 07	1,061 70	(24 63)
40 Industrias Bachoco	933 25	572.83	360 42
30 Sterling Constructions Co Inc	522 04	529 88	(7 84)
100 American Dairy Inc	2,439 15	653 69	1,785 46
60 Encore Acquisition Co	2,739 75	1,566 53	1,173 22
190 Rosetta Resources Inc	3,211 87	1,740 06	1,471 81
90 JAKKS Pacific Inc	1,087 52	2,152 55	(1,065 03)
220 Pike Electric Co	2,065 71	3,649 85	(1,584 14)
120 JAKKS Pacific Inc	1,429 13	2,857.33	(1,428 20)
80 Industrias Bachoco	1,837 25	1,145 66	691 59
100 Korn/Ferry International	1,775 43	1,818 54	(43 11)
70 Encore Acquisition Co	3,241 38	1,827 61	1,413 77
540 Rosetta Resources Inc	9,526.59	4,848 59	4,678 00
60 American Dairy Inc	1,454 20	392 22	1,061 98
50 JAKKS Pacific Inc	582 10	1,180 98	(598 88)
210 Pike Electric Co	1,952 59	3,483 95	(1,531 36)
40 Industrias Bachoco	918 40	572 83	345 57
60 Encore Acquisition Co	2,788 36	1,566 53	1,221 83
280 JAKKS Pacific Inc	3,177 92	6,547 86	(3,369 94)
80 Pike Electric Co	735 63	1,327 22	(591.59)
20 American Dairy Inc	482 78	130 74	352 04
20 Amerco	1,077 62	1,396.91	(319 29)
350 Rosetta Resources Inc	6,331 31	3,013.00	3,318 31
250 Rosetta Resources Inc	4,464 24	2,103 01	2,361 23
150 Korn/Ferry International	2,641 94	2,694 17	(52.23)
80 American Dairy Inc	1,871 85	522 96	1,348 89
10 Industrias Bachoco	229 67	143 21	86 46
230 Encore Acquisition Co	10,471 03	7,432 57	3,038 46
310 JAKKS Pacific Inc	3,420 88	7,203 39	(3,782.51)
170 Korn/Ferry International	2,947 94	2,941 85	6 09
420 Pike Electric Co	3,897 25	6,967 89	(3,070 64)
120 American Dairy Inc	2,677 20	784 43	1,892.77
20 Res-Care Inc	226 51	386 93	(160 42)
10 Industrias Bachoco	229 62	143 21	86 41
58 American Dairy Inc	1,293 05	379.14	913 91
110 JAKKS Pacific Inc	1,229 68	2,549.62	(1,319 94)
60 Res-Care Inc	657.86	1,159.72	(501.86)
140 JAKKS Pacific Inc	1,571 38	3,151.65	(1,580 27)
90 National Beverage Corp	1,178 10	897.46	280 64
40 Res-Care Inc	438 13	769 58	(331.45)
70 Pike Electric Co	652 07	1,161.32	(509 25)
20 Industrias Bachoco	459 31	286.41	172.90
10 Amerco	537 34	698 46	(161.12)
10 Cass Information Systems	309 79	180 04	129.75
180 JAKKS Pacific Inc	2,041 55	3,913.32	(1,871 77)
150 National Beverage Corp	1,996 95	1,495 77	501.18
80 Pike Electric Co	745 36	1,327 22	(581.86)
50 Coca Cola Bottling Co	2,749.10	2,406 23	342.87
90 Res-Care Inc	987.00	1,722 06	(735.06)
40 Pike Electric Co	380 50	653.77	(273.27)
50 Res-Care Inc	547.87	953 76	(405.89)
150 JAKKS Pacific Inc	1,699.60	3,260 46	(1,560.86)
20 Industrias Bachoco	459 29	286 41	172.88

10 Cass Information Systems	309 79	180 04	129 75
40 JAKKS Pacific Inc	456 81	869 25	(412 44)
60 Res-Care Inc	655 98	1,134 90	(478 92)
20 Industrias Bachoco	459 26	286 41	172 85
120 Pike Electric Co	1,147.41	1,921 44	(774 03)
20 Coca Cola Bottling Co	1,099 92	962 49	137 43
10 National Beverage Corp	131 48	99 72	31 76
60 National Beverage Corp	780 09	598 31	181 78
80 Res-Care Inc	861 66	1,492.10	(630 44)
20 Pike Electric Co	184 59	319 66	(135 07)
50 National Beverage Corp	650 20	498 59	151 61
20 Cass Information Systems	619 58	360 07	259 51
40 Pike Electric Co	366 96	638 91	(271 95)
170 Res-Care Inc	1,824 08	3,071 96	(1,247 88)
10 Cass Information Systems	309 88	180 04	129 84
130 Ingram Micro Inc	2,263 70	2,331 70	(68 00)
120 Pike Electric Co	1,091 99	1,906 21	(814 22)
30 National Beverage Corp	400 16	299 15	101 01
10 Aptar Group Inc	363 68	269 82	93 86
60 WCA Waste Corp	257 06	412 35	(155 29)
20 Cass Information Systems	620 46	360 08	260.38
100 WCA Waste Corp	437 51	687 24	(249 73)
30 National Beverage Corp	406 95	299.15	107 80
90 Ingram Micro Inc	1,601 11	1,614 26	(13 15)
180 Pike Electric Co	1,733 46	2,847 43	(1,113 97)
180 Res-Care Inc	2,065 61	3,226 24	(1,160 63)
10 Aptar Group Inc	363 64	269 82	93.82
200 National Beverage Corp	2,764.16	1,994 35	769 81
	1,154,304 35	1,454,980 06	(300,675 71)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TRUST INVESTMENTS	255,012.	0.	255,012.
TOTAL TO FM 990-PF, PART I, LN 4	255,012.	0.	255,012.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM WHAT IF FUND, LLD	-6,752.	-6,752.	
LOSS FROM WHAT IF FUND, LLD	-34,624.	-34,624.	
LOSS FROM MAINSTREAM ACTIVE VALUE FD, LP	298,279.	298,279.	
LOSS FROM HIGHWATER GLOBAL FUND LLC	-104,106.	-104,106.	
TOTAL TO FORM 990-PF, PART I, LINE 11	152,797.	152,797.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	20,147.	10,073.		10,074.	
TRUST FEES	58,115.	58,115.		0.	
TO FORM 990-PF, PG 1, LN 16C	78,262.	68,188.		10,074.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	3,765.	0.		3,765.	
EXCISE TAX REFUND	-6,176.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	-2,411.	0.		3,765.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUPPLIES AND POSTAGE	978.	978.		0.	
DUES AND SUBSCRIPTIONS	487.	0.		487.	
INSURANCE	6,829.	0.		6,829.	
MISCELLANEOUS	175.	0.		175.	
TO FORM 990-PF, PG 1, LN 23	8,469.	978.		7,491.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
BASIS ADJUSTMENT OF TRANSFERRED INVESTMENT ASSETS	9,465.				
TOTAL TO FORM 990-PF, PART III, LINE 5	9,465.				

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
OFFICE FURNITURE	68,093.	0.	68,093.	68,093.	
LEASEHOLD IMPROVEMENTS	6,164.	0.	6,164.	6,164.	
ACCUMULATED DEPRECIATION	0.	73,615.	-73,615.	73,399.	
TO 990-PF, PART II, LN 14	74,257.	73,615.	642.	147,656.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		1,340,124.	1,425,288.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,340,124.	1,425,288.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,340,124.	1,425,288.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,262,940.	4,656,511.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,262,940.	4,656,511.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,606,338.	1,602,587.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,606,338.	1,602,587.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE/DEBT BACKED SECURITIES	COST	39,931.	39,795.
INVESTMENT IN PARTNERSHIPS	COST	3,930,105.	4,375,927.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,970,036.	4,415,722.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LUCY CRAWFORD
4350 BROWNSBORO ROAD, SUITE 133
LOUISVILLE, KY 40207

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION MUST INCLUDE AN OUTLINE OF THE PROJECT, A BUDGET OF ALL INCOME & EXPENSES AND A COPY OF THE IRS DETERMINATION LETTER VERIFYING THE ORGANIZATION'S EXEMPT STATUS. THE APPLICATIONS ARE FILED IN TRIPLICATE AND ARE MAINTAINED BY THE FOUNDATION'S EXECUTIVE DIRECTOR.

ANY SUBMISSION DEADLINES

QUARTERLY

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS ARE MADE TO INDIVIDUALS OR PRIVATE FOUNDATIONS. LOCAL CHARITABLE NEEDS ARE GIVEN FIRST PRIORITY.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COMMUNITY FARM ALLIANCE 614 SHELBY ST. FRANKFORT, KY 40601	NONE TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	5,000.
FAMILY & CHILDREN FIRST 2303 RIVER RD, STE. 200 LOUISVILLE, KY 40206	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	60,000.
BELLARMINE UNIVERSITY 2001 NEWBURG RD. LOUISVILLE, KY 40205	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	65,000.
FOOD LITERACY PROJECT AT OXMOOR FARM 9001 LIMEHOUSE LN LOUISVILLE, KY 40222	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	15,000.
CABBAGE PATCH SETTLEMENT HOUSE, INC. 1413 S. SIXTH ST. LOUISVILLE, KY 40208	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
WALDORF SCHOOL OF LOUISVILLE 8005 NEW LAGRANGE RD LOUISVILLE, KY 40222	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	90,000.
THE LIBRARY FOUNDATION 301 YORK ST. LOUISVILLE, KY 40203	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
KENTUCKY SHAKESPEARE FESTIVAL 1387 S. FOURTH ST. LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.

BLUE APPLE PLAYERS 625 E. MARKET ST. LOUISVILLE, KY 40204	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	15,000.
JEWISH HOSPITAL & ST. MARY'S FOUNDATION 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
YMCA SAFE PLACE SERVICES 2400 CRITTENDEN DR LOUISVILLE, KY 40217	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	20,000.
KENTUCKY MUSEUM OF ART AND CRAFT 715 W. MAIN ST. LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	15,000.
KENTUCKY CENTER FOR THE ARTS 501 W. MAIN ST. LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
BOYS SCOUTS OF AMERICA 12001 SYCAMORE STATION PL LOUISVILLE, KY 40233	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	5,000.
LOUISVILLE CENTRAL COMMUNITY CENTER 1300 W. MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	40,000.
NATIVITY ACADEMY 529 E. LIBERTY ST LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	5,000.
SPEED ART MUSEUM 2035 S. THIRD ST. LOUISVILLE, KY 40208	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	36,500.
LEGAL AID SOCIETY 416 W. MUHAMMAD ALI BLVD, STE. 300 LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	30,000.

THE NORTON FOUNDATION, INC.

61-6024040

MARYHURST 5227 BARDSTOWN RD. LOUISVILLE, KY 40291	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	30,000.
COURT APPOINTED SPECIAL ADVOCATE 514 W. LIBERTY ST. LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	7,500.
KENTUCKY COUNTRY DAY 4100 SPRINGDALE RD LOUISVILLE, KY 40241	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	3,500.
LOUISVILLE VISUAL ART ASSN 3005 RIVER RD. LOUISVILLE, KY 40207	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	20,000.
THE HEALING PLACE 1020 W. MARKET ST. LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	22,500.
AMERICANA COMMUNITY CENTER 4801 SOUTHSIDE DR LOUISVILLE, KY 40214	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
THE LIGHTHOUSE PROMISE 5312 SHELPHERDSVILLE RD LOUISVILLE, KY 40228	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	5,000.
NEIGHBORHOOD HOUSE 201 N. 25TH ST. LOUISVILLE, KY 40212	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
CENTER FOR NON PROFIT EXCELLENCE 323 W. BROADWAY, STE. 501 LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	5,000.
ACTORS THEATRE OF LOUISVILLE 316 W. MAIN ST. LOUISVILLE, KY 40202	TO BE USED WITHIN THEIR EXEMPT FUNCTION	EXEMPT	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			575,000.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	THE NORTON FOUNDATION, INC.	61-6024040
	Number, street, and room or suite no. If a P.O. box, see instructions 4350 BROWNSBORO ROAD, NO. 133	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40207	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

LUCY CRAWFORD, EXECUTIVE DIRECTOR

- The books are in the care of ► 4350 BROWNSBORO ROAD, SUITE 133 - LOUISVILLE, KY 40207
Telephone No. ► (502) 893-9549 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2009 or
► ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization	Employer identification number
	THE NORTON FOUNDATION, INC.	61-6024040
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	4350 BROWNSBORO ROAD, NO. 133	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOUISVILLE, KY 40207	

Check type of return to be filed (File a separate application for each return)

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

LUCY CRAWFORD, EXECUTIVE DIRECTOR

• The books are in the care of ☒ 4350 BROWNSBORO ROAD, SUITE 133 - LOUISVILLE, KY 40207

Telephone No ☒ (502) 893-9549

FAX No ☐ _____

• If the organization does not have an office or place of business in the United States, check this box ☐ **X**

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ **X**

If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009, or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE & ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	632.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Stacy Huff Title ☒ CPA

Date ☒ 8/2/10

Form 8868 (Rev. 4-2009)