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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

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

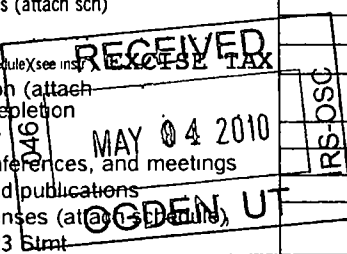
For calendar year 2009, or tax year beginning , 2009, and endingG Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LARRY R. COFFEY CHARITABLE TRUST		A Employer identification number 61-6168546
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 504 BEDFORDSHIRE ROAD		B Telephone number (see the instructions) (502) 589-9254
	City or town State ZIP code LOUISVILLE KY 40222		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,430,570.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)	75,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	16,006.	16,006.		
4 Dividends and interest from securities	42,869.	42,869.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		13,222.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	182,318.	182,318.		
12 Total. Add lines 1 through 11	316,193.	254,415.		
ADMINISTRATIVE EXPENSES AND OPERATING AND				
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 sch) L-16b Stmt	2,837.			2,837.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instr)	1,500.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	12,350.			12,350.
24 Total operating and administrative expenses. Add lines 13 through 23	16,687.			15,187.
25 Contributions, gifts, grants paid	407,310.			407,310.
26 Total expenses and disbursements. Add lines 24 and 25	423,997.			422,497.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-107,804.			
b Net investment income (if negative, enter -0-)		254,415.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	3,152,485.	1,049,286.	1,049,286.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment: basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) L-13. Stmt	4,051,284.	6,059,901.	6,381,284.
14		Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe)			
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	7,203,769.	7,109,187.	7,430,570.
17		Accounts payable and accrued expenses	0.	0.	
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0.	0.		
NET FUND ASSETS OR BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	7,203,769.	7,109,187.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	7,203,769.	7,109,187.	
	31	Total liabilities and net assets/fund balances (see the instructions)	7,203,769.	7,109,187.	

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	7,203,769.
2	Enter amount from Part I, line 27a	2	-107,804.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> CAPITAL GAIN DISTRIBUTIONS FROM MUTUAL FDS	3	13,222.
4	Add lines 1, 2, and 3	4	7,109,187.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,109,187.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a FNMA 5% 3/10/17	P	03/03/05	04/02/09
b PROVIDENT BK CD 6% 5/6/24	P	04/16/04	05/06/09
c MIDFIRST BK CD 6% 6/18/28	P	06/04/08	06/18/09
d VANGUARD REIT	P	12/18/08	02/10/09
e See Columns (a) thru (d)			

(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 100,000.		100,000.	0.
b 100,000.		100,000.	0.
c 100,000.		100,000.	0.
d 8,585.		9,489.	-904.
e See Columns (e) thru (h)		12,651.	14,126.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			0.
b			0.
c			0.
d			-904.
e See Columns (i) thru (j)	0.	0.	14,126.

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	13,222.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	— [If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8]	3	

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	165,941.	3,133,569.	0.052956
2007	161,748.	2,626,645.	0.061580
2006	107,753.	2,580,304.	0.041760
2005	97,636.	2,458,660.	0.039711
2004	124,009.	2,292,669.	0.054089

2 Total of line 1, column (d)	2	0.250096
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	0.050019
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,746,320.
5 Multiply line 4 by line 3	5	337,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,544.
7 Add lines 5 and 6	7	339,988.
8 Enter qualifying distributions from Part XII, line 4	8	422,497.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 2,544.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 2,544.
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 2,544.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 1,824.	
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 1,824.	
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	9 720.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 0.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 0. Refunded	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JOAN B. COFFEY</u> Telephone no. <u>(502) 426-2751</u> Located at <u>504 BEDFORDSHIRE RD</u> <u>LOUISVILLE</u> <u>KY</u> ZIP + 4 <u>40222</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 <u>15</u>			

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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

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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)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ 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 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
LARRY R. COFFEY 504 BEDFORDSHIRE RD LOUISVILLE KY 40222	TRUSTEE 10.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
	0.
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	5,074,007.
b Average of monthly cash balances	1b	1,775,049.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	6,849,056.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,849,056.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	102,736.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,746,320.
6 Minimum investment return. Enter 5% of line 5	6	337,316.

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	337,316.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,544.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,544.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	334,772.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	334,772.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	334,772.

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	422,497.
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	422,497.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,544.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	419,953.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				334,772.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			78,807.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 422,497.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				78,807.
e Remaining amount distributed out of corpus	343,690.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	343,690.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			78,807.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				255,965.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	343,690.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	343,690.			

BAA

Form 990-PF (2009)

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

N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

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

JOAN B. COFFEY

504 BEDFORDSHIRE ROAD

LOUISVILLE

KY 40222

(502) 426-2751

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

EXPLANATION FOR REQUEST

- c** Any submission deadlines

NONE

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

NONE

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				
YMCA SAFE PLACE SERVICES 545 S. SECOND ST LOUISVILLE KY 40202	N/A	PUBLIC	GENERAL FUND	10,250.
THE LOUISVILLE YOUTH CHOIR 3105 LEXINGTON RD LOUISVILLE KY 40206	N/A	PUBLIC	SCHOLARSHIP FUND	2,900.
CUSTOM QUALITY SERVICES 3401 JEWELL AVE LOUISVILLE, KY 40212	N/A	PUBLIC	LIGHTING SYSTEM	500.
EAST ALTON CHURCH OF CHRIST 450 AIRLINE DR E. ALTON IL 62024	N/A	PUBLIC	EVANGELISM	6,000.
ENGLEWOOD CHURCH OF CHRIST 1130 S. UNION ROAD ENGLEWOOD OH 45322	N/A	PUBLIC	EVANGELISM	7,500.
LOOP 287 CHURCH OF CHRIST LOOP 287 LUFKIN TX 75901	N/A	PUBLIC	EVANGELISM	6,000.
BIBLICAL INSIGHTS, INC. 4001 PRESTON HIGHWAY LOUISVILLE KY 40213	N/A	PUBLIC	LITERATURE	1,000.
FLORIDA COLLEGE 119 NORTH GLEN ARDEN AVE TEMPLE TERRACE FL 33617	N/A	PUBLIC	CAPITAL FUND	336,360.
FM 1878 CHURCH OF CHRIST 3517 COLONIAL DR NACOGDOEHES TX 75965	N/A	PUBLIC	EVANGELISM	6,000.
See Line 3a statement				30,800.
Total			3a	407,310.
b Approved for future payment				
Total			3b	

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash ..
- (2) Other assets

- (2) Other assets**

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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

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

Signature of officer or trustee

Date _____

TRUSTEE
Title

Title

HERE

**Paid
Pre-
parer's
Use
Only**Preparer's
signature

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

William E. Wilson

STURM, PALETTI & WILSON

713 EAST MARKET STREET, SUITE 100

LOUISVILLE

KY 40202

Date

4-23-10

Check if self-employed

Preparer's Identifying number
(See **Signature** in the instrs)

FIN ▶

Phone no ▶ (502) 589-9254

BAA

Form 990-PF (2009)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization

LARRY R. COFFEY CHARITABLE TRUST

Employer identification number

61-6168546

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☐ 501(c)(3) exempt private foundation
☒ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule –

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

LARRY R. COFFEY CHARITABLE TRUST

61-6168546

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LARRY R. COFFEY 504 BEDFORDSHIRE ROAD LOUISVILLE KY 40222	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
MUTUAL FUND DIVIDENDS	182,001.	182,001.	
PUTNAM FAIR FD ADM	30.	30.	
ALLIANCE CAP FD ADM	287.	287.	

Total 182,318. 182,318.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INVESTMENT EXPENSES	11,855.			11,855.
ASSN OF SMALL FOUNDATIONS	495.			495.

Total 12,350. 12,350.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
VANGUARD REIT	P	12/18/08	03/06/09
MUTUAL FUND CAPITAL GAIN DISTRIBUTIONS	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
8,905.		12,651.	-3,746.
17,872.		0.	17,872.
Total		<u>12,651.</u>	<u>14,126.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
0.	0.	0.	-3,746.
			17,872.
Total	<u>0.</u>	<u>0.</u>	<u>14,126.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
FLEMING ISLAND CHURCH OF CHRIST P.O. BOX 65657 ORANGE PARK FL 32073	N/A	PUBLIC	EVANGELISM	Person or <input type="checkbox"/> Business <input type="checkbox"/> 6,000.
ROSWELL CHURCH OF CHRIST 11670 KING ROAD ROSWEL GA 30075	N/A	PUBLIC	EVANGELISM	Person or <input type="checkbox"/> Business <input type="checkbox"/> 7,200.
BLUE RIDGE CHURCH OF CHRIST 929 INDIANA AVE ROANOKE VA 24012	N/A	PUBLIC	EVANGELISM	Person or <input type="checkbox"/> Business <input type="checkbox"/> 6,000.
CHESTER CHURCH OF CHRIST 12100 WINFREE STREET CHESTER VA 23831	N/A	PUBLIC	EVANGELISM	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,500.
4TH & MULLINS CHURCH OF CHRIST 207 MULLINS STREET WAVERLY OH 45690	N/A	PUBLIC	EVANGELISM	Person or <input type="checkbox"/> Business <input type="checkbox"/> 6,000.
LOUISVILLE MALE HIGH SCHOOL 4409 PRESTON HIGHWAY LOUISVILLE KY 40213		PUBLIC	GENERAL FUND	Person or <input type="checkbox"/> Business <input type="checkbox"/> 100.

Total

30,800.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STURM, PALETTI & WILS	TAX RETURN PREPARATION	2,837.			

Total

2,837.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
ROYAL ALLIANCE:		
ALLIANCE GROWTH & INCOME FUND A	120,665.	117,531.
AMERICAN HIGH INCOME TRUST FUND CLASS A	230,590.	197,003.
FRANKLIN INCOME FUND CLASS A	185,125.	151,965.

Form 990-PF, Page 2, Part II, Line 13

Continued

L-13 Stmt


Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
LORD ABBETT US GOV'T SEC CLASS A	162,207.	157,474.
PUTNAM HIGH YIELD TRUST FUND CLASS A	192,338.	173,295.
AIM BALANCED FD CL-A	99,481.	77,819.
INCOME FUND OF AMERICA CL A	100,000.	125,629.
INCOME FUND OF AMERICA CL C	55,949.	53,711.
DWS STRATEGIC VALUE FD CL-A	249,675.	207,287.
PRINCIPAL SAM CONSERVATIVE GROWTH FD CL C	124,369.	111,019.
FHLMC 3% 5/15/19	100,000.	96,964.
LEHMAN BROS BK DEL CD 5.5% 11/26/19	50,000.	50,874.
BANK HAPOALIM CD 5% 7/7/24	100,000.	100,730.
GMC ACCEP CORP SMARTNOTES 6.125% 10/15/07	100,000.	68,840.
FHLMC 3% 7/15/16	50,000.	49,907.
GENERAL ELEC CAP CORP 5.75% 01/15/20	50,000.	49,187.
GENERAL ELEC CAP CORP 5.6% 08/15/19	100,000.	97,604.
FNMA 5.0% 06/12/24	100,000.	97,875.
GENWORTH GLOBAL FDG TRS 6.25% 06/15/33	50,000.	45,819.
PRINCIPAL LIFE INC FDS 6.0% 06/15/18	50,000.	48,685.
CAPMARK BK CD 4.15% 06/13/11	50,000.	51,830.
COMMONWEALTH BANK & TRUSR COMPANY	3,739,502.	4,250,236.
Total	<u>6,059,901.</u>	<u>6,381,284.</u>


**SIXTH AMENDMENT TO
THE LARRY R. COFFEY CHARITABLE TRUST**

I, LARRY R. COFFEY, pursuant to paragraph Eight (8) in that certain Trust Agreement dated November 23, 1988 between myself as Trustee and Donor, reserved the right to amend said Trust Agreement by written instrument signed, sealed and acknowledged by the Donor and the then Trustee and I do herein amend said Trust Agreement by appointing MARK MCCRARY and TREVOR BOWEN as Successor Trustees under said Trust Agreement.

Upon MARK MCCARY and TREVOR BOWEN acceptances of the office by written instrument, signed and acknowledged, they to have all authority, power and duties, and the same title to the trust estate jointly with the other Co-Trustees originally appointed.

IN WITNESS WHEREOF, I have executed this amendment of Trust Agreement on
2, 2009.


LARRY R. COFFEY, Donor


LARRY R. COFFEY, Trustee

COMMONWEALTH OF KENTUCKY)
)SS:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me on 9-2-09, 2009 by LARRY R. COFFEY, Donor and LARRY R. COFFEY, Trustee.


William R. Wilson
NOTARY PUBLIC, State At Large Kentucky

My commission expires: 9-21-2016

Larry R. Coffey
Larry R. Coffey Charitable Trust
504 Bedfordshire Road
Louisville, KY 40222

I, Mark McCrary, having been appointed as an additional Successor Trustee for the above-referenced Trust under Agreement dated November 23, 1988, accept the terms and conditions of that instrument and agree to perform all the duties and accept all the obligations therein imposed.

IN WITNESS WHEREOF, I have executed this acceptance on September 9,
2009.


Mark McCrary

COMMONWEALTH OF KENTUCKY)
)SS
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me on September 9th, 2009,
by Mark McCrary.


My Commission expires: 08/2010

NOTARY PUBLIC
KENTUCKY, STATE-AT-LARGE

Larry R. Coffey
Larry R. Coffey Charitable Trust
504 Bedfordshire Road
Louisville, KY 40222

I, Trevor Bowen, having been appointed as an additional Successor Trustee for the above-referenced Trust under Agreement dated November 23, 1988, accept the terms and conditions of that instrument and agree to perform all the duties and accept all the obligations therein imposed.

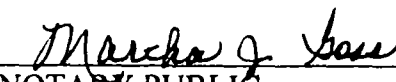
IN WITNESS WHEREOF, I have executed this acceptance on September 15, 2009.


Trevor Bowen

STATE OF ALABAMA)
)SS
COUNTY OF MADISON)

The foregoing instrument was acknowledged before me on September 15, 2009, by Trevor Bowen.

My Commission expires: March 30, 2010.


NOTARY PUBLIC

I, LARRY R. COFFEY, pursuant to paragraph Eight (8) in that certain Trust Agreement dated November 23, 1988 between myself as Trustee and Donor, reserved the right to amend said Trust Agreement by written instrument signed, sealed and acknowledged by the Donor and the then Trustee and I do herein amend said Trust Agreement by removing MICHAEL L. COFFEY and DAVID O. COFFEY as Successor Trustees under said Trust Agreement.

~~LARRY R. COFFEY, Donor~~

~~LARRY R. COFFEY, Trustee~~

The foregoing instrument was acknowledged before me on 9-02-09, 2009 by LARRY R. COFFEY, Donor and LARRY R. COFFEY, Trustee.

William R. Wilson
NOTARY PUBLIC, State At Large Kentucky


My commission expires: 9-21-2010

**FOURTH AMENDMENT TO
THE LARRY R. COFFEY CHARITABLE TRUST**

I, JOAN BYERS COFFEY, pursuant to paragraph Seven (7) in that certain Trust Agreement dated November 23, 1988, between myself as Trustee and Larry R. Coffey as Trustor, reserving in me the right to appoint one or more additional Trustees, I hereby appoint MICHAEL L. COFFEY and DAVID O. COFFEY as additional Successor Trustees under this Trust Agreement.

Upon MICHAEL L. COFFEY and DAVID O. COFFEY acceptances of the office by written instrument, signed and acknowledged, they to have all authority, power, duties, and the same title to the trust estate jointly with the other Co-Trustees originally appointed.

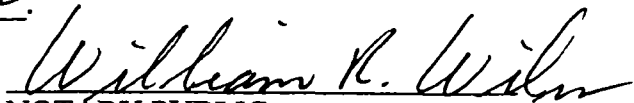
IN WITNESS WHEREOF, I have executed this amendment of Trust Agreement on 3-10, 2009.


JOAN BYERS COFFEY, Trustee

COMMONWEALTH OF KENTUCKY
COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me on 3-10, 2009,
by JOAN BYERS COFFEY.

My Commission expires: 9-21-2010.


NOTARY PUBLIC
KENTUCKY, STATE-AT-LARGE

JOAN BYERS COFFEY
LARRY R. COFFEY CHARITABLE TRUST
504 BEDFORDSHIRE ROAD
LOUISVILLE, KY 40222

I, DAVID O. COFFEY, herein resign as a Trustee for the above referenced Trust under Agreement dated November 23, 1988, and I, having been appointed as a Successor Trustee under this same Trust Agreement, accept the terms and conditions of that instrument and agree to perform all the duties and accept all the obligations therein imposed.

IN WITNESS WHEREOF, I have executed this acceptance on MARCH 17TH, 2009.

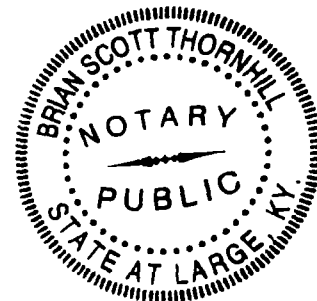
~~DAVID O. COFFEY~~

COMMONWEALTH OF KENTUCKY)
)SS
COUNTY OF WARREN)

The foregoing instrument was acknowledged before me on MARCH 17th, 2009 by DAVID O. COFFEY.

My commission expires: 10-16-2010

Notary Public
Kentucky, State-at-Large



24

IN WITNESS WHEREOF, I have executed this acceptance on April 21, 2009.

MICHAEL L. COFFEY

COMMONWEALTH OF KENTUCKY)
)SS
COUNTY OF WARREN)

The foregoing instrument was acknowledged before me on April 21, 2009 by MICHAEL L. COFFEY.

My commission expires: 10-16-2010

Notary Public
Kentucky, State-at-Large

**Joan Byers Coffey
Larry R. Coffey Charitable Trust
504 Bedfordshire Road
Louisville, KY 40222**

I, Larry R. Coffey, having been appointed as an additional Trustee for the above-referenced Trust under Agreement dated November 23, 1988, accept the terms and conditions of that instrument and agree to perform all the duties and accept all the obligations therein imposed.

IN WITNESS WHEREOF, I have executed this acceptance on 3-10-09,
2009.

~~LARRY R. COFFE~~

COMMONWEALTH OF KENTUCKY)
)SS
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me on 3-10-, 2009,
by LARRY R. COFFEY.

My Commission expires: 9-21-2010.

NOTARY PUBLIC
KENTUCKY, STATE-AT-LARGE

