Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning July 1, 2009, and ending June 30, 20 10

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: Gardner Foundation Incorporated

Number and street (or P.O. box number if mail is not delivered to street address) / Room/suite: 2301 River Road, Suite 301

City or town, state, and ZIP code: Louisville, KY 40206

A Employer identification number: 31-0966287

B Telephone number (see page 10 of the instructions): (502) 894-4440

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,692,582.75

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)	-0-			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	1,314.18	1,314.18		
4	Dividends and interest from securities	60,095.58	60,095.58		
5a	Gross rents	-0-	-0-		
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,385.34			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		6,385.34		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)	-0-	-0-		
11	Other income (attach schedule)	-0-	-0-		
12	**Total.** Add lines 1 through 11	67,795.10	67,795.10		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	-0-	-0-		
14	Other employee salaries and wages	-0-	-0-		
15	Pension plans, employee benefits	-0-	-0-		
16a	Legal fees (attach schedule)	-0-	-0-		
b	Accounting fees (attach schedule)	500.00	500.00		
c	Other professional fees (attach schedule)	1,759.40	1,759.40		
17	Interest	-0-	-0-		
18	Taxes (attach schedule) (see page 14 of the instructions)	808.80	808.80		
19	Depreciation (attach schedule) and depletion	-0-	-0-		
20	Occupancy	1,200.00	1,200.00		
21	Travel, conferences, and meetings	-0-	-0-		
22	Printing and publications	74.40	74.40		
23	Other expenses (attach schedule)	130.15	130.15		
24	**Total operating and administrative expenses.** Add lines 13 through 23	4,472.75	4,472.75		
25	Contributions, gifts, grants paid	79,250.00			79,250.00
26	**Total expenses and disbursements.** Add lines 24 and 25	83,722.75	4,472.75		83,722.75
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	(15,927.65)			
b	**Net investment income** (if negative, enter -0-)		63,322.35		
c	**Adjusted net income** (if negative, enter -0-)				

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Gardner Foundation, Inc. #31-0966287

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	-0-	-0-	-0-
2	Savings and temporary cash investments	597,483.23	105,559.82	105,559.82
3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	301,769.10	530,401.85	550,075.50
b	Investments—corporate stock (attach schedule)	578,607.44	594,170.70	529,389.21
c	Investments—corporate bonds (attach schedule)	268,565.04	500,364.79	507,558.22
11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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 the instructions. Also, see page 1, item I)	1,746,424.81	1,730,497.16	1,692,582.75
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	-0-	-0-	
23	**Total liabilities** (add lines 17 through 22)	-0-	-0-	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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	952,006.25	952,006.25	
29	Retained earnings, accumulated income, endowment, or other funds	794,418.56	778,490.91	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,746,424.81	1,730,497.16	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,746,424.81	1,730,497.16	

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	1,746,424.81
2	Enter amount from Part I, line 27a	2	(15,927.65)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,730,497.16
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,730,497.16

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr.)
1a	See Attached Schedule			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	6,385.84
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	108,610.60	1,767,190.30	6.15
2007	98,842.58	1,955,610.06	5.05
2006	104,267.88	1,896,673.16	5.50
2005	89,669.11	1,784,761.18	5.02
2004	115,573.54	1,727,358.68	6.69

2	**Total** of line 1, column (d)	2	28.41
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	5.68
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,631,545.32
5	Multiply line 4 by line 3	5	92,671.77
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	633.22
7	Add lines 5 and 6	7	93,304.99
8	Enter qualifying distributions from Part XII, line 4	8	83,722.75

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,266	45
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	1,266	45
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	1,266	45
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 3,600 00			
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	3,600	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9		
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,333	55
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ XX **Refunded** ▶	11	2,333	55

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? NA	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ William A. Gardner, Jr. Telephone no. ▶ (502) 894-4440
Located at ▶ 2301 River Road, Suite 301, Louisville, KY 40206 ZIP+4 ▶ 40206-3040

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	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 page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 During the 2009-10 Fiscal Year, the Foundation had no "Direct Charitable Activities" as described in the IRS Instructions for Tax Form 990PF. All of the Foundation's expenses were incurred in the ordinary course	
2 of business and were not attributable to any particular charitable activity or to any particular grant recipient.	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,304,869.66
b	Average of monthly cash balances	1b	351,521.53
c	Fair market value of all other assets (see page 24 of the instructions)	1c	-0-
d	**Total** (add lines 1a, b, and c)	1d	1,656,391.19
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: -0-		
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	1,656,391.19
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	24,845.87
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,631,545.32
6	**Minimum investment return.** Enter 5% of line 5	6	81,577.27

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	81,577.27
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,266.45		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,266.45
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	80,310.82
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	80,310.82
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	80,310.82

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	83,722.75
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	83,722.75
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	83,722.75

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				80,310.82
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			-0-	
b	Total for prior years: 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 . . . . 32,278.65				
b	From 2005 . . . . 2,357.69				
c	From 2006 . . . . 12,918.14				
d	From 2007 . . . . 3,854.88				
e	From 2008 . . . . 20,655.61				
f	**Total** of lines 3a through e	72,064.97			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 83,722.75				
a	Applied to 2008, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d	Applied to 2009 distributable amount				80,310.82
e	Remaining amount distributed out of corpus	-0-			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,411.93			
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	75,476.90			
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 page 27 of the instructions		-0-		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				-0-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	-0-			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	32,278.65			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	43,198.25			
10	Analysis of line 9:				
a	Excess from 2005 . . . . 2,357.69				
b	Excess from 2006 . . . . 12,918.14				
c	Excess from 2007 . . . . 3,854.88				
d	Excess from 2008 . . . . 20,655.61				
e	Excess from 2009 . . . . 3,411.93				

Gardner Foundation, Inc. #31-0966287

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

1a 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					N/A
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).) Mrs. Marea B. Gardner, President, has contributed over 80% of the corpus over the last 20 years. She serves in an advisory capacity to the Foundation. Our Bylaws provide that our VicePres.

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. 1-b. None

1-a Continued: is the Foundation's General Manager.

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

William A. Gardner, Jr., Vice President, The Gardner Foundation, Inc.
Spring River Business Park, 2301 River Road, Suite 301, Louisville, KY 40206

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

Attached

c Any submission deadlines:

May 1

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

None

Gardner Foundation, Inc. #31-0966287

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 Schedule				
Total ▶ 3a				
b *Approved for future payment*				
N/A				
Total ▶ 3b				

The Gardner Foundation, Inc. #31-0966287

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					1,314.18
4 Dividends and interest from securities					60,095.58
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income Capital Gain					6,385.34
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					67,795.10

13 **Total.** Add line 12, columns (b), (d), and (e) 13 67,795.10

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	The Foundation attempts to maximize total return on its investment portfolio. It then distributes virtually all of its investment income to its charitable beneficiaries. No single investment activity is selected in order to benefit a specific charity.

Gardner Foundation, Inc. #31-0966287

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
			N/A

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

Sign Here

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

Signature of officer or trustee — William A. Gardner, Jr., Vice President — Date 2/14/11 — Title Vice President

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

GARDNER FOUNDATION INCORPORATED
ID No. 31-0966287
GRANTS AND CONTRIBUTIONS

Year ended June 30, 2010

Nativity Academy Saint Boniface Church 529 East Liberty Street Louisville, KY 40202	Charitable Educational	$ 10,000.00
Cabbage Patch Settlement House 1413 South Sixth Street Louisville, KY 40208	Charitable Educational	$ 10,000.00
River Fields, Inc. Suite 200, 643 W. Main Street Louisville, KY 40202	Conservation	$ 7,500.00
Maryhurst School 1915 Dorsey Lane Louisville, KY 40223	Charitable Educational	$ 5,600.00
Catholic Archdiocese of Louisville 212 East College Street Louisville, KY 40201	Religious Educational	$ 5,000.00
St. Meinrad Archabbey 200 Hill Drive St. Meinrad, IN 47577	Charitable	$ 5,000.00
Greater Louisville Fund for the Arts 623 W. Main Street Louisville, KY 40202	Charitable Civic	$ 3,500.00
Metro United Way P. O. Box 950148 Louisville, KY 40295	Charitable Civic	$ 2,500.00

Maria Lanakila Catholic Church 712 Wainee Street Lahaina, Maui, HI 96761	Educational	$ 1,000.00
Yew Dell P. O. Box 1334 Crestwood, KY 40014	Historic Preservation	$ 1,000.00
Louisville Orchestra 300 West Main Street Louisville, KY 40202	Charitable Civic	$ 1,000.00
Clifton Center, Inc. 2117 Payne Street Louisville, KY 40206	Charitable Civic	$ 1,000.00
Bellarmine University 2001 Newburg Road Louisville, KY 40205	Educational	$ 1,000.00
DeSales High School 425 Kenwood Avenue Louisville, KY 40214	Educational	$ 1,000.00
Assumption High School 2170 Tyler Lane Louisville, KY 40205	Educational	$ 1,000.00
Sacred Heart Academy 3175 Lexington Road Louisville, KY 40206	Educational	$ 1,000.00
Providence High School 707 W. Highway 131 Clarksville, KY 47129	Educational	$ 1,000.00
Presentation Academy 861 S. 4th Street Louisville, KY 40203	Educational	$ 1,000.00
Mercy Academy 5801 Fegenbush Lane Louisville, KY 40228	Educational	$ 1,000.00

Holy Cross High School 5144 Dixie Highway Louisville, KY 40206	Educational	$ 1,000.00
Trinity High School 4011 Shelbyville Road Louisville, KY 40207	Educational	$ 1,000.00
Saint Xavier High School 1609 Poplar Level Road Louisville, KY 40217	Educational	$ 1,000.00
Olmsted Parks Conservancy, Inc. 1297 Trevilian Way Louisville, KY 40213	Historic Preservation	$ 1,000.00
The Thomas Merton Center Foundation, Inc. 2117 Payne Street Louisville, KY 40206	Charitable Educational	$ 1,000.00
Hosparus 2021 Newburg Road, Suite 301 Louisville, KY 40205	Charitable	$ 1,000.00
Bernheim Arboretum and Research Forest P. O. Box 130 Clermont, KY 40110-0130	Conservation Educational	$ 1,000.00
Kentucky Humane Society 241 Steedley Drive Louisville, KY 40214	Charitable	$ 1,000.00
Ducks Unlimited 1 Waterfowl Way Memphis, TN 38120	Conservation	$ 750.00

Home of the Innocents 1100 East Market Street Louisville, KY 40206	Charitable	$	500.00
Gilda's Club Louisville, Inc. 633 Baxter Avenue Louisville, KY 40204	Charitable Medical Research	$	500.00
Boys' and Girls' Haven 2301 Goldsmith Lane Louisville, KY 40218	Charitable	$	500.00
The Healing Place 1020 West Market Street Louisville, KY 40202	Charitable	$	500.00
Children's Hospital Foundation Suite 450, 234 East Gray Street Louisville, KY 40202	Medical Research	$	500.00
Louisville Free Public Library Fdtn. 301 York Street Louisville, KY 40203-2257	Charitable Civic	$	500.00
Salvation Army P. O. Box 2229 Louisville, KY 40201-2229	Charitable	$	500.00
Shamrock Foundation P. O. Box 99811 Louisville, KY 40269-0811	Charitable	$	500.00
St. Joseph Children's Home 2823 Frankfort Avenue Louisville, KY 40206	Charitable	$	500.00

Kids Center for Pediatric Therapies 982 Eastern Parkway, Box 6 Louisville, KY 40217	Charitable	$ 500.00
The Nature Conservancy Kentucky Chapter 642 West Main Street Lexington, KY 40508-2018	Conservation	$ 500.00
Pendennis Historical Foundation 218 West Muhammad Ali Blvd. Louisville, KY 40202	Historical Preservation	$ 500.00
University of Louisville Libraries Eckstrom Library Louisville, KY 40292	Educational	$ 500.00
Pitt Academy 6010 Preston Highway Louisville, KY 40219	Educational	$ 250.00
National Wildlife Federation 11100 Wildlife Center Reston, VA 20190	Conservation	$ 250.00
Defenders of Wildlife 1130 18th Street, NW Washington, D.C. 20036	Conservation	$ 250.00
The Center on Aging Foundation Suite 205, 343 Waller Avenue Lexington, KY 40504	Medical Research	$ 250.00
Alzheimer's Association Kaden Tower 6100 Dutchmans Lane, Suite 401 Louisville, KY 40205	Medical Research	$ 250.00

St. John Center, Inc. 700 E. Muhammad Ali Blvd. Louisville, KY 40202	Charitable	$ 250.00
Keeneland Library P. O. Box 1690 Lexington, KY 40588-1690	Educational	$ 250.00
Spalding University 845 S. Third Street Louisville, KY 40203	Educational	$ 250.00
Farmington Historic Home 3033 Bardstown Road Louisville, KY 40205	Historic Preservation	$ 250.00
Peterson-Dumesnil House 301 S. Peterson Avenue Louisville, KY 40206	Historic Preservation	$ 200.00
Society of St. Vincent de Paul 1015 S. Preston Street Louisville, KY 40217	Charitable	$ 200.00
Boy Scouts of America Troop #163 7409 Old Coach Road Crestwood, KY 40014	Civic	$ 200.00
Kentucky Derby Museum P. O. Box 3513 Louisville, KY 40201	Educational Civic	$ 200.00
Canterbury School Caller Box 5000 New Milford, CT 06776	Educational	$ 200.00
Old Friends, Inc. 411 Mill Road Midway, KY 40347	Charitable	$ 200.00

Kentucky Country Day School 4100 Springdale Road Louisville, KY 40241	Educational	$ 100.00
St. Francis School 11000 U. S. Highway 42 Goshen, KY 40026	Educational	$ 100.00
Hollins College P. O. Box 9629 Roanoke, VA 24020	Educational	$ 100.00
Williams College 75 Park Street Williamstown, MA 01267	Educational	$ 100.00
Fort Lewis College 1000 Rim Drive Durango, CO 81301-3999	Educational	$ 50.00
	TOTAL	**$ 79,250.00**

GARDNER FOUNDATION INCORPORATED

E.I. NO. 31-0966287

PART VIII

FOR THE YEAR ENDED JUNE 30, 2010

(a) Name and Address of Foundation Officers	(b)	(c)	(d)	(e)
MAREA B. GARDNER 5940 TIMBER RIDGE DRIVE SUITE 101 PROSPECT, KY 40059	PRESIDENT TRUSTEE 14 HOURS	-0-	-0-	-0-
WILLIAM A. GARDNER, JR. 2301 RIVER ROAD SUITE 301 LOUISVILLE, KY 40206	VICE-PRESIDENT TREASURER TRUSTEE 14 HOURS	-0-	-0-	-0-
MAREA G. CLARK 5940 TIMBER RIDGE DRIVE SUITE 101 PROSPECT, KY 40059	SECRETARY TRUSTEE 7 HOURS	-0-	-0-	-0-
MICHAEL Y. GARDNER 5940 TIMBER RIDGE DRIVE SUITE 101 PROSPECT, KY 40059	TRUSTEE 7 HOURS	-0-	-0-	-0-

THE GARDNER FOUNDATION, INC.
EIN 31-0966287
ASSET LISTING AS OF 06/30/10

CORPORATE BONDS	DATE ACQUIRED	BOOK VALUE	MARKET VALUE
$ 10,000 Citigroup Glbl Mkts, 5.25%,05/15/19	07/22/04	$ 9,937.50	$ 9,770.70
$ 25,000 Exelon Gen., 6.2%, 10/01/17	06/04/09	$ 24,500.00	$ 28,419.25
$ 25,000 GMAC Smartnote, 5.50%, 06/15/16	05/25/04	$ 25,000.00	$ 22,988.00
$ 25,000 GMAC Smartnote, 5.65%, 06/15/16	06/07/04	$ 25,000.00	$ 22,707.75
$ 25,000 GE Cap Internotes, 4.00%, 07/15/12	07/02/03	$ 25,000.00	$ 25,141.50
$ 25,000 Suntrust Capital 1X, 7.875%, 03/15/68	02/26/08	$ 25,000.00	$ 25,180.00
$ 50,000 General Electric Co., 5.25%, 12/06/17	01/07/10	$ 51,997.50	$ 54,370.50
$ 50,000 Ingersoll Rand, 4.75%, 05/15/15	12/17/09	$ 51,750.00	$ 52,791.00
$ 30,000 Fortune Brands, 5.375%, 01/15/16	07/23/09	$ 29,597.70	$ 32,342.10
$ 24,000 Petrobras Intl. Fin., 5.875%, 03/01/18	11/03/09	$ 24,905.04	$ 24,700.32
$ 25,000 Dow Chemical, 5.70%, 05/15/18	09/11/09	$ 24,974.50	$ 26,355.00
$ 25,000 Arcelormittal SA, 6.125%, 06/01/18	09/24/09	$ 25,000.00	$ 26,147.00
$ 25,000 BP Mkts. America, 4.20%, 06/15/18	05/05/10	$ 25,250.00	$ 19,888.75
$ 25,000 Anheuser Busch, 5.0%, 03/01/19	10/01/09	$ 25,455.50	$ 26,013.50
$ 30,000 Pfizer, Inc., 4.65%, 03/01/18	Various	$ 56,997.05	$ 59,656.85
Total Corporate Bonds		**$450,364.79**	**$456,472.22**

MUNICIPAL BONDS			
$ 25,000 KY EC DEV F/Hosp.,5.625%,08/15/27	02/11/09	$ 25,827.45	$ 27,107.25
$ 25,000 Lex/Fay Urban Tax, 5.5%, 02/01/23	03/24/09	$ 24,966.00	$ 27,031.25
$ 25,000 Lou/Jeff Cty SF, 6.125%, 02/01/37	01/13/09	$ 24,687.50	$ 26,225.50
$ 25,000 Paducah KY Elec., 5.25%,10/01/35	01/16/09	$ 24,299.00	$ 26,085.00
$ 25,000 Morehead St. Univ., 5.75%, 11/01/23	10/26/09	$ 26,239.00	$ 26,846.25
$ 50,000 Ashland Indept. Sch., 5.95%, 08/01/27	08/14/09	$ 51,458.00	$ 54,460.50
$ 25,000 Davies County, KY, 5.00%, 02/01/25	02/25/10	$ 24,997.50	$ 26,543.75
$ 25,000 KY Mun Pwr Ag. 5.760%, 09/01/24	05/13/10	$ 25,938.25	$ 26,416.50
Total Municipal Bonds		**$ 228,412.70**	**$240,716.00**

GOVERNMENT BONDS			
$ 50,000 FHLB, 3.6%, 05/27/16	05/08/09	$ 50,000.00	$ 51,265.50
$ 50,000 FNMA, 6.625%, 11/15/10	05/14/01	$ 51,989.15	$ 51,203.00
$100,000 FHLB, 4.125%, 12/13/19	11/10/09	$100,000.00	$104,719.00
$ 50,000 FHLB, 4.875%, 12/10/24	11/16/09	$ 50,000.00	$ 50,969.00
$ 50,000 FHLB, 4.80%, 04/30/25	04/16/10	$ 50,000.00	$ 51,203.00
Total Government Bonds		**$301,989.15**	**$309,359.50**

THE GARDNER FOUNDATION, INC.
EIN #31-0966287
ASSET LISTING AS OF 06/30/10

COMMON STOCK	DATE ACQUIRED	BOOK VALUE	MARKET VALUE
Amgen, Inc., 250 shares	06/21/04	$ 13,507.25	$ 13,150.00
Apache Corp., 125 shares	04/27/07	$ 9,286.38	$ 10,523.75
Associated Banc Corp, 375 shares	02/11/03	$ 8,545.00	$ 4,597.50
Bank of America, 554 shares	04/01/04	$ 10,525.26	$ 7,960.98
Barclays PLC, 500 shares	06/03/05	$ 19,185.00	$ 7,945.00
Canadian Oil Sands, 2,000 shares	04/29/05	$ 25,590.95	$ 50,714.00
Caterpillar, Inc., 200 shares	11/18/04	$ 9,154.00	$ 12,014.00
Dow Chemical, 500 shares	07/18/05	$ 23,865.00	$ 11,860.00
First Horizon National Corp., 569 shares	10/10/07	$ 13,422.30	$ 6,515.05
Goldman Sachs, 100 shares	06/15/04	$ 9,155.99	$ 13,127.00
Hercules Offshore, Inc., 730 shares	03/15/06	$ 18,500.95	$ 1,773.90
Hess Corp., 125 shares	04/27/07	$ 7,138.88	$ 6,292.50
Ingersoll Rand Co., 200 shares	11/29/04	$ 7,488.00	$ 6,898.00
Kindred Healthcare Inc., 30 shares	01/07/02	$ ---	$ 385.20
Lincoln National Corp., 300 shares	07/26/06	$ 16,964.00	$ 7,287.00
Masco Corp., 500 shares	10/19/06	$ 13,950.00	$ 5,380.00
Norfolk Southern Corp., 300 shares	04/20/07	$ 16,837.25	$ 15,915.00
Pfizer, Inc., 246 shares	10/16/09	$ 1,312.50	$ 3,507.96
PPL Corp., 500 shares	06/22/06	$ 15,530.00	$ 12,475.00
Pharmerica Corp., 10 shares	01/07/02	$ ---	$ 146.60
Progress Energy Inc., 250 shares	06/24/03	$ 11,090.00	$ 9,805.00
Reed Elsevier PLC, 216 shares	03/18/04	$ 8,907.77	$ 6,328.80
Sumitomo Mitsui Financial Group, Inc., 1,500 shares	05/09/07	$ 13,895.25	$ 4,302.00
Teck Cominco Ltd., Class B, 220 shares	10/31/08	$ ---	$ 6,507.60
United Technologies Corp., 500 shares	07/18/05	$ 25,785.00	$ 32,455.00
Zimmer Holdings Inc., 80 shares	06/05/92	$ ---	$ 4,324.00
Total Common Stocks		**$ 299,636.73**	**$262,190.84**

THE GARDNER FOUNDATION, INC.
EIN #31-0966287
ASSET LISTING AS OF 06/30/10

	DATE ACQUIRED	BOOK VALUE	MARKET VALUE
OTHER EQUITY INVESTMENTS			
Alliance Bernstein LP, 100 shares	08/14/09	$ 2,153.00	$ 2,584.00
Total – Other Equity Investments		**$ 2,153.00**	**$ 2,584.00**
FIXED INCOME			
HSBC Bank NA, 4.00%, 01/27/22	01/11/10	$50,000.00	$ 51,086.00
Total – Fixed Income		**$50,000.00**	**$ 51,086.00**
MUTUAL FUNDS & OTHER EQUITY INVESTMENTS			
First Eagle Global Fund, Class A, 1,102.662 shares	Various	$ 48,148.06	$ 44,073.46
UBS Alliance Bernstein Managed Account	02/01/06	$123,569.46	$112,330.95
UBS Newton Global Equity Account	11/21/06	$120,663.45	108,209.96
Total Mutual Funds & Other Investments		**$292,380.97**	**$264,614.37**
TOTAL MARKETABLE SECURITIES		**$ 1,624,937.34**	**$ 1,587,022.93**
CASH IN BANK			
Federated Cap Res. (Winslow, Evans & Crocker)	10/30/03	$ 96.48	$ 96.48
Chase Checking Account	Various	$ 50,152.04	$ 50,152.04
Chase Money Market Account	Various	$ 55,311.30	$ 55,311.30
Total Cash In Bank		**$105,559.82**	**$105,559.82**
TOTAL ASSETS AS OF 06/30/10		**$ 1,730,497.16**	**$ 1,692,582.75**

Gardner Foundation, Inc.
I. D. No. 31-0966287
Form 990-PF

Part IV, Capital Gains and Losses
(For Fiscal Year Ending 06/30/10)

	(a) Property	(b) Acquired	(c) Date of Acquisition	(d) Date Sold/Called
1a.	First Horizon Natl. Corp. (Cash in lieu)	P	10/10/07	07/01/09
b.	Citigroup Series AA Preferred, 8.125%	P	01/22/08	07/06/09
c.	Washington Post 7.25%, 02/01/19	P	06/02/09	09/21/09
d.	First Horizon Natl. Corp. .666 share Common Stock	P	10/10/07	10/01/09
e.	Pennzoil Co. 10.125%, 11/15/09	P	03/24/99	11/15/09
f.	First Horizon National Corp. (cash in lieu)	P	10/10/07	01/01/10
g.	Alliance Bernstein Global (Managed Account)	P	various	various
h.	NFJ All Cap (Managed Account)	P	various	various
i.	Newton Global Equity (Managed Account)	P	various	various

Gardner Foundation, Inc.
I. D. No. 31-0966287
Form 990-PF

Part IV, Capital Gains and Losses (continued)
(For Fiscal Year ending 06/30/10)

	(e) Sales Price	(g) Cost	(h) Gain (Loss)
1a.	$ 5.71	$ 11.72	($ 6.01)
b.	18,958.51	25,000.00	(6,041.49)
c.	27,125.00	24,985.50	2,139.50
d.	8.65	16.18	(7.53)
e.	30,000.00	34,142.04	(4,142.04)
f.	3.76	6.68	(2.92)
g.	94,198.54	87,947.53	6,251.01
h.	7,007.41	5,867.53	1,139.88
i.	134,109.20	127,054.26	7,054.94
TOTAL	**$ 311,416.78**	**$ 305,031.44**	**$ 6,385.34**

Note: In November 2009, the Managed Account, NFJ All Cap, was transferred into a new Managed Account, Newton Global Equity. All capital gains and losses for the fiscal year in both accounts are reflected in the above information.

Gardner Foundation, Inc.
I.D. No. 31-0966287
Form 990-PF
Year Ended June 30, 2010

Schedule of Taxes Paid
(Part I, Line 18)

Federal Tax Paid	$ 3,600.00
Foreign Tax Paid (Various Investments)	411.47
Less: Federal Tax Refund	3,202.67
Net Taxes Paid	**$ 808.80**

The Gardner Foundation's annual report may be inspected for 180 days after this notice. W. Gardner Jr., Suite 301, 2301 River Rd., Louisville, KY 40206.

GARDNER FOUNDATION, INC.
SPRING RIVER BUSINESS PARK
SUITE 301, 2301 RIVER ROAD
LOUISVILLE, KY 40206

GRANT APPLICATION

Applicant: ______________________________
Name

____
Street Address

____
City, State, and Zip Code

Part I. Information about the Applicant

1. Is the applicant organized as a nonprofit organization under State laws governing charitable organizations? . . . . [ ] Yes [ ] No
If yes, what State or Commonwealth governs? ______________
If no, please explain:

2. Has the applicant received a ruling or determination letter from the Internal Revenue Service about any of the following?
(a) Exempt status . . . . [ ] Yes [ ] No
(b) Private foundation status . . . . [ ] Yes [ ] No
(c) Grant-making procedures . . . . [ ] Yes [ ] No
Attach a photocopy of each such letter.
If any item is marked no, explain:

3. (a) Attach a copy of the applicant's proposed budget for the year in which the grant funds are to be used.
(b) If this grant will be a substantial and material part of the total budget, attach a copy of the latest information return (Form 990 or 990-PF) filed by the applicant with the Internal Revenue Service.
(c) Describe the applicant's purposes and activities in general.

4. Is the applicant controlled by, related to, connected with, or sponsored by another organization? . . . [ ] Yes [ ] No
If yes, identify the organization (including its purposes and activities) and explain the relationship:

5. List the name and address and title of each member of the applicant's governing board:

(Name)	(Title or office)
(Street address)	(City, State, and ZIP code)
(Name)	(Title or office)
(Street address)	(City, State, and ZIP code)
(Name)	(Title or office)
(Street address)	(City, State, and ZIP code)

(If more space is needed attach a separate list)

6. Has the applicant (or any organization listed in 4, above) ever applied for or received a grant from this foundation?. . . . . [ ] Yes [ ] No
If yes, give details:

Part II. Use of the proposed grant

7. Show the amount requested and explain in detail how it will be used. State whether the grant is to be earmarked for the use or benefit of any one person, group, or class of people. If so, for whom?

8. Person to contact who will be administering the proposed program.

(Name) (Title or office)

(Street address) (City, State, and ZIP code)

(Area code and telephone number)

Describe this person's experience and qualifications to administer the program.

From my own knowledge, I state that the information given in Parts I and II is correct. The applicant organization has authorized me to make this application.

(Name) (Date)

(Title or office)

The information in Parts I and II is to help the grantor foundation meet the requirements of section 4945(h) of the Internal Revenue Code.