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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

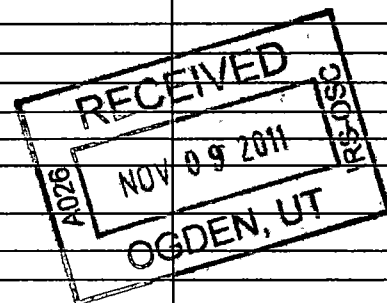
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, and ending

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

Name of foundation CE&S Foundation		A Employer identification number 59-2466943
Number and street (or P O box number if mail is not delivered to street address) 101 S. 5th Street		B Telephone number (see the instructions) (502) 583-0546
City or town Louisville	State ZIP code KY 40202	C If exemption application is pending, check here ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 65,512,413.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis.)	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 ☐

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)	508,500.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4,722.	4,722.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	1,394,057.			
	b Gross sales price for all assets on line 6a	7,296,309.			
	7 Capital gain net income (from Part IV, line 2)		1,394,057.		
	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)					
Fund/K1 Income	1,542,266.	1,542,266.			
12 Total. Add lines 1 through 11	3,449,545.	2,941,045.			
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc	135,240.	13,524.		121,716.
	14 Other employee salaries and wages	114,401.	11,440.		102,961.
	15 Pension plans, employee benefits	46,056.	4,606.		41,450.
	16a Legal fees (attach schedule) L-16a Stmt	2,627.	263.		2,364.
	b Accounting fees (attach sch) L-16b Stmt	38,586.	3,859.		34,727.
	c Other prof fees (attach sch) L-16c Stmt	58,556.	58,410.		146.
	17 Interest				
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	23,274.	2,327.		20,947.
	21 Travel, conferences, and meetings	36,441.	3,644.		32,797.
	22 Printing and publications	1,499.	150.		1,349.
	23 Other expenses (attach schedule) Brokerage Fees - See Schedule	150.	150.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	456,830.	98,373.		358,457.
	25 Contributions, gifts, grants paid	7,644,038.			3,524,571.
26 Total expenses and disbursements. Add lines 24 and 25	8,100,868.	98,373.		3,883,028.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,651,323.				
b Net investment income (if negative, enter -0-)		2,842,672.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	22,872.	37,020.	37,020.
	2 Savings and temporary cash investments	532,973.	829,014.	829,014.
	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) L-10b Stmt	652.	545.	2,553,347.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	57,407,678.	57,248,858.	62,093,032.	
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)	57,964,175.	58,115,437.	65,512,413.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable	4,873,100.	4,119,466.	
	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)	4,873,100.	4,119,466.	
FUND ASSETS	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	53,091,075.	53,995,971.	
	30 Total net assets or fund balances (see the instructions)	53,091,075.	53,995,971.	
	31 Total liabilities and net assets/fund balances (see the instructions)	57,964,175.	58,115,437.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	53,091,075.
2 Enter amount from Part I, line 27a	2	-4,651,323.
3 Other increases not included in line 2 (itemize) ☐ See Other Increases Stmt	3	5,809,832.
4 Add lines 1, 2, and 3	4	54,249,584.
5 Decreases not included in line 2 (itemize) ☐ See Statement Part III(5-1)	5	253,613.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	53,995,971.

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 Public Traded Capital Gains Distrib. S.T.	P	Various	various
b Public Traded Capital Gains Distrib. L.T.	P	various	various
c Public Traded Capital Gains -Sales S.T.	P	various	various
d Public Traded Capital Gains -Sales L.T.	P	various	various
e Public Traded Capital Gains - Sales Donated Shares	D	various	various

(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 225,098.		0.	225,098.
b 382,856.		0.	382,856.
c 1,449,703.		1,431,019.	18,684.
d 4,137,644.		4,219,656.	-82,012.
e 1,101,008.		251,577.	849,431.

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))
a			225,098.
b			382,856.
c			18,684.
d			-82,012.
e			849,431.

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	1,394,057.
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))
2009	3,921,375.	52,405,900.	0.074827
2008	3,394,911.	63,401,466.	0.053546
2007	5,720,268.	72,062,829.	0.079379
2006	4,476,322.	63,978,102.	0.069966
2005	2,837,603.	51,104,483.	0.055526

2 Total of line 1, column (d)	2	0.333244
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	0.066649
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	60,072,503.
5 Multiply line 4 by line 3	5	4,003,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,427.
7 Add lines 5 and 6	7	4,032,199.
8 Enter qualifying distributions from Part XII, line 4	8	3,883,028.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	56,853.
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	56,853.
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	56,853.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	149,512.	
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	149,512.	
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	92,659.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 92,659. 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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>See States Registered In</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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>Bruce A. Maza</u> Telephone no. <u>(502) 583-0546</u> Located at <u>101 S. 5th St. St. 1650</u> <u>Louisville, KY</u> ZIP + 4 <u>40202</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>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <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? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	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 2010?	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? ☐ Yes ☒ No**6b**

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? ☐ Yes ☒ No**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 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
David A. Jones 101 S. 5th St. St. 1650 Louisville, KY 40202	President 5.00	0.	0.	0.
David Wessell 101 S. 5th St. St. 1650 Louisville, KY 40202	Treasurer 5.00	0.	0.	0.
Bryan K. Johnson 101 S. 5th St. St. 1650 Louisville, KY 40202	Secretary 1.00	0.	0.	0.
Bruce A. Maza 101 S. 5th St. St. 1650 Louisville, KY 40202	Executive 50.00	135,240.	21,840.	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	
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	
2	
All other program-related investments. See 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 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	1 a	54,601,081.
b	Average of monthly cash balances	1 b	1,005,631.
c	Fair market value of all other assets (see instructions)	1 c	5,380,601.
d	Total (add lines 1a, b, and c)	1 d	60,987,313.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	60,987,313.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	914,810.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,072,503.
6	Minimum investment return. Enter 5% of line 5	6	3,003,625.

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	3,003,625.
2a	Tax on investment income for 2010 from Part VI, line 5	2 a	56,853.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	56,853.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,946,772.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,946,772.
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	2,946,772.

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	1 a	3,883,028.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,883,028.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,883,028.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,946,772.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	672,846.			
b From 2006	1,485,325.			
c From 2007	2,394,107.			
d From 2008	310,231.			
e From 2009	1,335,670.			
f Total of lines 3a through e	6,198,179.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 3,883,028.				
a Applied to 2009, 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 2010 distributable amount				2,946,772.
e Remaining amount distributed out of corpus	936,256.			
5 Excess distributions carryover applied to 2010 (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	7,134,435.			
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 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7 (see instructions)	672,846.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	6,461,589.			
10 Analysis of line 9:				
a Excess from 2006	1,485,325.			
b Excess from 2007	2,394,107.			
c Excess from 2008	310,231.			
d Excess from 2009	1,335,670.			
e Excess from 2010	936,256.			

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

Form 990-PF (2010)

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 <i>Paid during the year</i> See Attached Schedule N/A N/A		All Public Charities	Various Purposes	3,524,571.
Total				3a 3,524,571.
b <i>Approved for future payment</i> See Attached Schedule N/A N/A		All Public charities	Various	4,119,467.
Total				3b 4,119,467.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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			14	4,722.	
4	Dividends and interest from securities					
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			14	1,542,266.	
8	Gain or (loss) from sales of assets other than inventory			18	1,394,057.	
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)				2,941,045.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,941,045.

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

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

[illegible]

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

2010

Name of the organization

CE&S Foundation

Employer identification number

59-2466943

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

CE&S Foundation

59-2466943

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	David A. (President) & Betty A. Jones C. E. & S. Foundation, 101 S. 5th St. St. 1650 Louisville KY 40202	\$ 508,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

CE&S Foundation

59-2466943

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,000 shares Humana, Inc.		
		\$ 508,500.	09/08/10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2009**

Name

CE&S Foundation

Employer Identification Number

59-2466943

Asset Information:Description of Property: Various Publically Traded SecuritiesDate Acquired: Various How Acquired: PurchasedDate Sold: various Name of Buyer: VariousSales Price: 7,296,309. Cost or other basis (do not reduce by depreciation) 5,902,252.

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): 1,394,057. Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Unrealized Gain - Partnerships	936,731.
Grants Payable Beyond 2010	4,119,467.
Grants Payable - Difference 2010 vs. 2011	753,634.
Total	5,809,832.

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

KY - Kentucky

DE - Delaware

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CT Corporation	Statutory Representati	358.			
Greenebaum Doll & Mc	Legal Services	2,269.			
Total		2,627.			

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
Paychex, Inc.	Payroll/Other	2,031.			
Accounting Services	General Accounting Ser	24,288.			
Microedge	Software	12,267.			
Total		38,586.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fund Evaluation Group	Investment Management	48,393.	48,393.		0.
Consultant B.A.M	Consultant	26.	3.		23.
Consultant B.A.M.	Travel	137.	14.		123.
James Doucette	Consultant	10,000.	10,000.		0.
Total		58,556.	58,410.		146.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Humana Incorporated	545.	2,553,347.
Total	<u>545.</u>	<u>2,553,347.</u>

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Mutual Funds	50,504,296.	55,348,470.
Partnership Investments	6,744,562.	6,744,562.
Total	<u>57,248,858.</u>	<u>62,093,032.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Merrill Lynch Annual EMA Fee	150.
Total	<u>150.</u>

Supporting Statement of:

Form 990-PF, p2/Part III, Line 5-1

Description	Amount
Net Realized Gain- Diff. Mkt. Value&Basis Donated Stock	253,613.
Total	<u>253,613.</u>

Supporting Statement of:

Form 990-PF, p3/Part IV, Line 1(e)-5

Description	Amount
10,000 Humana Donated stock sales proceeds	505,083.
10,000 Humana sold from existing position	595,925.
Total	<u>1,101,008.</u>

C. E. & S. Foundation 12-31-2010

As of 12/31/10

* Estimated Prices

Page 1

Security	Shares	Curr Price	Cost Basis	Gain/Loss	Balance
Partnership					
Amberbrook V	856,362.9500	1 000	856,362.95	0 00	856,362.95
Fort Washington IV	861,812.5900	1 000	861,812.59	0 00	861,812.59
Ft Wash PE VI LP	360,712.0000	1 000	360,712.00	0.00	360,712.00
J G Partnership, Inc	206,751.7200	1.000	206,751.72	0 00	206,751.72
JG Funding LLC	408 3400	1.000 *	408.34	0.00	408.34
Northgate IV LP	715,411.0000	1 000	715,411 00	0.00	715,411 00
Northgate Private Eq. III	1759623 00 ..	1.000	1,759,623.00	0 00	1,759,623.00
Richland Vent. III New	53,600.0000	1 000	53,600.00	0 00	53,600 00
Siguler Guff Distressed III	1399166.75...	1.000	1,399,166.75	0.00	1,399,166 75
Ventures Investment VI	530,714.0000	1.000	530,714.00	0.00	530,714.00
TOTAL Partnership			6,744,562.35	0.00	6,744,562.35
Cash/Money Mkt.					
Cash Accounts	866,034.0000	1.0000	866,034.00	0.00	866,034.00
TOTAL Cash/Money Mkt.			866,034.00	0.00	866,034.00
Other Invest					
Artisan International Fund	125,985 5420	21.7000	2,357,264.82	376,621.44	2,733,886 26
Columbia Marisco Focused	52,299.1150	23.2100	1,323,964.83	-110,102.37	1,213,862.46
DFA Emerging Mkts. Value	94,105 7090	36 1600	2,024,542 11	1,378,320 33	3,402,862 44
DFA Intl Small Value	129,821.0830	17.2000	2,146,900.46	86,022.17	2,232,922.63
DFA US Small-Cap Value	39,303 0210	25 5700	870,395 57	134,582.68	1,004,978 25
Dodge & Cox Income Fund	402,187 7480	13.2300	5,011,735.18	309,208 73	5,320,943.91
Harbor International Fund	63,981.5900	60.5500	2,218,124.76	1,655,960.51	3,874,085 27
IShares Russel 2000 Growth	31,933.8125	87.4200	2,102,218 46	689,435 43	2,791,653 89
Marisco Focus Fund	161,507 0210	18.0900	3,094,511 90	-172,849.89	2,921,662.01
Natixis Gateway Y	106,706.5460	26.0600	2,993,996.59	-213,224 00	2,780,772.59
Pimco All Asset Fund	260,294 1670	12 0500	3,306,672.74	-170,128 03	3,136,544.71
Pimco Fundamental Indx Plus	412,176 1490	6 8000	3,933,274.60	-1,130,476.79	2,802,797.81
Pimco Low Duration Fund	116,606.3590	10.3900	1,112,799.14	98,740 93	1,211,540.07
Pimco PIMS Total Return Fund	491,449.8990	10.8500	5,083,679.80	248,551.60	5,332,231.40
Vang. 500 Index Adm. Fund	96,129.9470	95.6800	8,635,064.70	562,648 63	9,197,713 33
Vang Mid-Cap Adm	125,347 7680	29.0900	2,864,986.71	781,379 86	3,646,366.57
Vang Total Stock Mkt	55,231.1160	31.5700	1,424,163.05	319,483.28	1,743,646 33
TOTAL Other Invest.			50,504,295.42	4,844,174.51	55,348,469.93
Corp. Stock					
Humana Inc.	46,645.0000	54 7400	545.34	2,552,801.96	2,553,347.30
TOTAL Corp. Stock			545.34	2,552,801.96	2,553,347.30
TOTAL Investments			58,115,437.11	7,396,976.47	65,512,413.58

2010 Grants Paid

The C.E. and S. Foundation

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Capital Campaign	None	509 Pub Char \$ 300,000 00
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Capital Campaign Challenge	None	509 Pub Char \$ 200,000 00
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Pilot Plant Production Project	None	509 Pub Char \$ 12,600 00
Actors Theatre of Louisville, Inc.	316 West Main Street Louisville, Kentucky 40202	cash	For Apprentice Scholarship	None	509 Pub Char \$ 50,000 00
American Red Cross, Louisville Area Chapter	P O Box 1675 510 East Chestnut Street Louisville, Kentucky 40201	cash	Disaster Preparedness Campaign	None	509 Pub Char \$ 50,000 00
Americana Community Center, Inc.	4801 Southside Drive Louisville, Kentucky 40214	cash	Capacity Building	None	509 Pub Char \$ 75 000 00
Americana Community Center, Inc.	4801 Southside Drive Louisville, Kentucky 40214	cash	Capacity Building Support	None	509 Pub Char \$ 4,740 00
Assumption High School, Inc.	2170 Tyler Lane Louisville, Kentucky 40218	cash	Capital Campaign Support	None	509 Pub Char \$ 2,500 00
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	cash	Foreign Language Department	None	509 Pub Char \$ 70,000 00
Bernheim Arboretum and Research Forest	P O Box 130 Clermont, Kentucky 40110	cash	General Operating Support	None	509 Pub Char \$ 1,000 00
Boys and Girls Clubs of Kentuckiana	1201 Story Avenue Suite 250 Louisville, Kentucky 40206	cash	Annual Fund Support	None	509 Pub Char \$ 3,000 00
Boys and Girls Clubs of Kentuckiana	1201 Story Avenue Suite 250 Louisville, Kentucky 40206	cash	General Operating Support	None	509 Pub Char \$ 10,000 00

2010 Grants Paid

The C.E. and S. Foundation

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>
Boys and Girls Clubs of Kentuckiana	1201 Story Avenue Suite 250 Louisville, Kentucky 40206	cash	General Operating Support	None	509 Pub Char \$ 20,000.00
Boys and Girls Clubs of Kentuckiana	1201 Story Avenue Suite 250 Louisville, Kentucky 40206	cash	Annual Fund Support	None	509 Pub Char \$ 15,000.00
Boys and Girls Clubs of Kentuckiana	1201 Story Avenue Suite 250 Louisville, Kentucky 40206	cash	General Operating Support	None	509 Pub Char \$ 5,000.00
British American Arts Association US	555 Twelfth Street, NW Washington, District of Columbia 20004	cash	General Operating Support	None	509 Pub Char \$ 2,500.00
Cabbage Patch Settlement House, Inc.	1413 South 6th Street Louisville, Kentucky 40208	cash	Room to Grow Capital Campaign	None	509 Pub Char \$ 40,000.00
Cabbage Patch Settlement House, Inc.	1413 South 6th Street Louisville, Kentucky 40208	cash	Summer Program	None	509 Pub Char \$ 1,000.00
Calvary Lutheran Church	P O Box 4881 Louisville, Kentucky 40204	cash	General Operating Support	None	509 Pub Char \$ 10,000.00
CARE USA	151 Ellis Street NE Atlanta, Georgia 30303	cash	Flood Relief in Pakistan	None	509 Pub Char \$ 30,000.00
CARE USA	151 Ellis Street NE Atlanta, Georgia 30303	cash	Haiti Earthquake Relief	None	509 Pub Char \$ 25,000.00
Cedar Lake Foundation	7984 New LaGrange Road Louisville, Kentucky 40222	cash	Advancing the Vision Capital Campaign	None	509 Pub Char \$ 50,000.00
Center for NonProfit Excellence	ArtSpace 321 W Broadway, 5th Floor Louisville, Kentucky 40202	cash	Board Member Contribution	None	509 Pub Char \$ 500.00
Center for NonProfit Excellence	ArtSpace 321 W Broadway, 5th Floor Louisville, Kentucky 40202	cash	General Operating Support	None	509 Pub Char \$ 10,000.00

2010 Grants Paid

The C.E. and S. Foundation

ArtSpace
321 W Broadway, 5th Floor
Louisville, Kentucky 40202

Scholarship Support for Annual
Conference

Center for NonProfit Excellence

None 509 Pub Char \$ 1,610.00

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>
---------------------------	----------------------	-----------------------------------	----------------------	-----------------	--------------------------

Center for NonProfit Excellence

ArtSpace
321 W Broadway, 5th Floor
Louisville, Kentucky 40202

cash Anniversary Publication

None 509 Pub Char \$ 2,500.00

Church World Service

28606 Phillips Street
P O Box 968
Elkhart, Indiana 46515

cash Haiti Earthquake Relief

None 509 Pub Char \$ 25,000.00

Church World Service

28606 Phillips Street
P O Box 968
Elkhart, Indiana 46515

cash Flood Relief in Pakistan

None 509 Pub Char \$ 15,000.00

City Parks Alliance

Parks
2121 Ward Court, NW, Fifth
Floor

cash General Operating Support

None 509 Pub Char \$ 500.00

City Parks Alliance

Parks
2121 Ward Court, NW, Fifth
Floor

cash General Operating Support

None 509 Pub Char \$ 10,000.00

City Parks Alliance

Parks
2121 Ward Court, NW, Fifth
Floor

cash General Operating Support

None 509 Pub Char \$ 500.00

Council on Foundations, Inc.

2121 Crystal Drive, Suite 700
P O Box 0021
Arlington, Virginia 22202-3706

cash 2010 Membership Dues

None 509 Pub Char \$ 7 140.00

Dare to Care

P O Box 35458
5803 Fern Valley Road
Louisville, Kentucky 40228

cash General Operating Support

None 509 Pub Char \$ 2,000.00

Doctors Without Borders

333 Seventh Avenue, Second
Floor
New York, New York 10001

cash Haiti Earthquake Relief

None 509 Pub Char \$ 50 000.00

Down Syndrome of Louisville

4604 Bardstown Road
Louisville, Kentucky 40218

cash General Operating Support

None 509 Pub Char \$ 1,000.00

Down Syndrome of Louisville

4604 Bardstown Road
Louisville, Kentucky 40218

cash Capital Campaign

None 509 Pub Char \$ 100 000.00

2010 Grants Paid

The C F and S Foundation

Down Syndrome of Louisville	4604 Bardstown Road Louisville, Kentucky 40218	cash	Capital Campaign	None	509 Pub Char	\$	5,000.00
EDGE Outreach, Inc.	1500 Arlington Avenue Louisville, Kentucky 40206	cash	Strategic Planning Support	None	509 Pub Char	\$	1,250.00
<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>		
EDGE Outreach, Inc.	1500 Arlington Avenue Louisville, Kentucky 40206	cash	Strategic Planning Support	None	509 Pub Char	\$	1,250.00
Family Scholar House	806 East Chestnut Street Louisville, Kentucky 40202	cash	For a challenge grant to encourage building an Annual Fund	None	509 Pub Char	\$	25,000.00
Filson Club	1310 South Third Street Louisville, Kentucky 40208	cash	General Operating Support	None	509 Pub Char	\$	1,000.00
Frazier International History Museum	829 West Main Street Louisville, Kentucky 40202	cash	Strategic Planning Consultant Services	None	509 Pub Char	\$	5,000.00
Fund for the Arts	623 West Main Street Louisville, Kentucky 40202	cash	Blue Apple Players, General Operating Support	None	509 Pub Char	\$	2,500.00
Fund for the Arts	623 West Main Street Louisville, Kentucky 40202	cash	Blue Apple Players, General Operating Support	None	509 Pub Char	\$	2,500.00
Girl Scouts of Kentuckiana	P O Box 32335 Louisville, Kentucky 40232	cash	'Canoe Be a Leader?' Program	None	509 Pub Char	\$	12,500.00
Grantmakers Concerned with Immigrants and Refugees	P O Box 1100 Sebastopol, California 95473	cash	General Operating Support	None	509 Pub Char	\$	1,000.00
Grantmakers for Education	720 S W Washington Street, Suite 605 Portland, Oregon 97205	cash	Membership Dues	None	509 Pub Char	\$	1,000.00
Grantmakers for Effective Organizations	404 Washington, District of Columbia 20036	cash	2010 Membership	None	509 Pub Char	\$	1,725.00

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The C.E. and S. Foundation

Grants Managers Network	1101 14th Street NW, Suite 420 Washington, District of Columbia 20005	cash	Membership	None	509 Pub Char	\$	1,000.00
	614 West Main Street, Suite 6000						
	Louisville, Kentucky 40202	cash	Business Leaders for Education	None	509 Pub Char	\$	30,000.00
Greater Louisville Foundation	614 West Main Street, Suite 6000						
	Louisville, Kentucky 40202	cash	Greater Louisville International Professionals	None	509 Pub Char	\$	30,000.00
							Total cost of FMV
<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>			
Hampshire College	Advancement Amherst, Massachusetts 01002- 3359	cash	Annual Fund	None	509 Pub Char	\$	5,000.00
Human Rights Watch	350 Fifth Avenue 34th Floor New York, New York 10118	cash	To support new initiative in Hong Kong	None	509 Pub Char	\$	20,000.00
Independent Educational Consultants Association Foundation	3251 Old Lee Highway Suite 510 Fairfax, Virginia 22030	cash	General Operating Support	None	509 Pub Char	\$	600.00
Intelligent Change Initiatives	310 Blakenbaker Lane Louisville, Kentucky 40207	cash	2010 Louisville IdeaFestival	None	509 Pub Char	\$	15,000.00
International Rescue Committee	122 East 42nd Street New York, New York 10168	cash	Haiti Earthquake Relief	None	509 Pub Char	\$	25,000.00
International Rescue Committee	122 East 42nd Street New York, New York 10168	cash	Flood Relief in Pakistan	None	509 Pub Char	\$	50,000.00
Jefferson Community and Technical College Foundation	109 East Broadway Louisville, Kentucky 40202	cash	In Honor of Carla Deaning	None	509 Pub Char	\$	250.00
Jefferson Community and Technical College Foundation	109 East Broadway Louisville, Kentucky 40202	cash	Planning Phase, Early College Program at Western High School	None	509 Pub Char	\$	5,124.45
Jefferson Community and Technical College Foundation	109 East Broadway Louisville, Kentucky 40202	cash	Planning Phase, Early College Program at Western High School	None	509 Pub Char	\$	5,124.45

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Jefferson Community and Technical College Foundation	109 East Broadway Louisville, Kentucky 40202	cash	Capital Campaign Support	None	509 Pub Char	\$	10,000 00
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	SMART ED Pilot	None	509 Pub Char	\$	75,000 00
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Early College Program at Western High School	None	509 Pub Char	\$	42,533 50
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Every 1 Reads Topping-off Grant	None	509 Pub Char	\$	100,000 00
<u>Payee Organization</u>		<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>		
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Planning Phase, Early College Program at Western High School	None	509 Pub Char	\$	5,255 55
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Planning Phase, Early College Program at Western High School	None	509 Pub Char	\$	5,255 55
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Planning Phase, Early College Program at Western High School	None	509 Pub Char	\$	15,000 00
Kentucky Country Day School	4100 Springdale Road Louisville, Kentucky 40241	cash	Fine Arts Center	None	509 Pub Char	\$	5,000 00
Kentucky Country Day School	4100 Springdale Road Louisville, Kentucky 40241	cash	Expanding Horizons Building Upon Excellence Capital Campaign	None	509 Pub Char	\$	100,000 00
Kentucky Humane Society	241 Steedly Drive Louisville, Kentucky 40214	cash	General Operating Support, to honor the leadership of Patti Swope	None	509 Pub Char	\$	5,000 00
Kentucky Natural Lands Trust	433 Chestnut St Berea, Kentucky 40403	cash	General Operating Support	None	509 Pub Char	\$	2,500 00
Kentucky Recreation and Park Society	213 Saint Clair Street, Suite 204 Frankfort, Kentucky 40601	cash	21st Century Parks Educational Conference Scholarship	None	509 Pub Char	\$	1 400 00

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Kentucky Refugee Ministries	969B Cherokee Road Louisville, Kentucky 40204	cash	Professional Development Support	None	509 Pub Char	\$	380.00
Kentucky Refugee Ministries	969B Cherokee Road Louisville, Kentucky 40204	cash	Professional Development Support	None	509 Pub Char	\$	750.00
Kentucky Refugee Ministries	969B Cherokee Road Louisville, Kentucky 40204	cash	Professional Development Support	None	509 Pub Char	\$	70.00
Kentucky Waterways Alliance, Inc.	Bakery Square, Suite 222 120 Webster Street Louisville, Kentucky 40206	cash	General Operating Support	None	509 Pub Char	\$	500.00
<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>		
Leadership Louisville Foundation	732 West Main Street Louisville, Kentucky 40202	cash	Joan Rehm Rund	None	509 Pub Char	\$	1,000.00
Leukemia and Lymphoma Society, Inc.	9 Erie Drive Suite 101 Natick, Massachusetts 01760	cash	General Operating Support	None	509 Pub Char	\$	1,500.00
Louisville Central Community Centers, Inc	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	cash	Capital Campaign	None	509 Pub Char	\$	20,000.00
Louisville Free Public Library Foundation	301 York Street Louisville, Kentucky 40203	cash	Landmark Campaign	None	509 Pub Char	\$	92,000.00
Louisville Free Public Library Foundation	301 York Street Louisville, Kentucky 40203	cash	Landmark Campaign	None	509 Pub Char	\$	50,000.00
Louisville Free Public Library Foundation	301 York Street Louisville, Kentucky 40203	cash	Landmark Campaign	None	509 Pub Char	\$	50,000.00
Louisville Nature Center	3475 Illinois Avenue Louisville, Kentucky 40213	cash	General Operating Support	None	509 Pub Char	\$	12,500.00
Louisville Olmsted Parks Conservancy, Inc.	1299 Trevilian Way P O Box 37280 Louisville, Kentucky 40233-7280	cash	General Operating Support	None	509 Pub Char	\$	1,000.00

2010 Grants Paid

The C F and S Foundation

Louisville Olmsted Parks Conservancy, Inc.	1299 Trevilian Way P O Box 37280 Louisville, Kentucky 40233-7280	cash	Woodlands Restoration Campaign	None	509 Pub Char	\$	10,000.00
	1535 West Broadway Louisville, Kentucky 40203	cash	General Operating Support	None	509 Pub Char	\$	15,000.00
Louisville Urban League	1100 Trevilian Way Louisville, Kentucky 40213	cash	Professional Development Support	None	509 Pub Char	\$	1,552.00
	10495 Santa Monica Boulevard Suite 100 Los Angeles, California 90025	cash	General Operating Support	None	509 Pub Char	\$	5,000.00
MAZON	334 East Broadway P O Box 4488 Louisville, Kentucky 40204	cash	2009 Campaign	None	509 Pub Char	\$	300,000.00
Total cost of							FMV
Payee Organization							relation
Middlebury College	121 A South Main Street Suite 300 Middlebury, Vermont 05753	cash	KY teachers at Bread Loaf	None	509 Pub Char	\$	31,500.00
	4052 Summer Lane Hillsborough, North Carolina 27278	cash	Support for Female Gospel Singer	None	509 Pub Char	\$	5,000.00
National Center for Family Literacy	325 West Main Street Suite 300 Louisville, Kentucky 40202	cash	General Operating Support	None	509 Pub Char	\$	1,000.00
	Suite 220 Washington, District of Columbia 20036	cash	General Operating Support	None	509 Pub Char	\$	10,000.00
National Center for Family Philanthropy, Inc.	733 Third Avenue New York, New York 10017-3288	cash	In Honor of Judy Miller	None	509 Pub Char	\$	250.00
	1018 S 7th Street Louisville, Kentucky 40203	cash	In Honor of the Convocation of Simmons College	None	509 Pub Char	\$	1,000.00
Simmons College	1018 S 7th Street Louisville, Kentucky 40203	cash	General Operating Support	None	509 Pub Char	\$	32,715.50

2010 Grants Paid The C.E. and S. Foundation

Simmons College	1018 S 7th Street Louisville, Kentucky 40203	cash	General Operating Support	None	509 Pub Char	\$	17,284.50
Southeastern Council of Foundations, Inc.	50 Hurt Plaza, Suite 350 Atlanta, Georgia 30303	cash	2010 Membership Dues	None	509 Pub Char	\$	4,500.00
Special Olympics Kentucky, Inc.	1230 Liberty Bank Lane Suite 140 Louisville, Kentucky 40222	cash	General Operating Support	None	509 Pub Char	\$	1,000.00
St. Francis High School	233 West Broadway Louisville, Kentucky 40202	cash	Memorial Gift	None	509 Pub Char	\$	500.00
St. Francis High School	233 West Broadway Louisville, Kentucky 40202	cash	Memorial Gift	None	509 Pub Char	\$	500.00
St. Luke's Episcopal Church	1206 Maple Lane P O Box 23336 Anchorage, Kentucky 40223	cash	Rector's Discretionary Fund	None	509 Pub Char	\$	500.00
<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>		
Teach Kentucky	2205 Lowell Avenue Louisville, Kentucky 40205	cash	Program Expansion	None	509 Pub Char	\$	30,000.00
The Asia Institute	1244 South Third Street Louisville, Kentucky 40203	cash	General Operating Support	None	509 Pub Char	\$	1,000.00
The Asia Institute	1244 South Third Street Louisville, Kentucky 40203	cash	Capacity Building	None	509 Pub Char	\$	11,835.00
The Aspen Institute, Inc.	Suite 700 Washington, District of Columbia 20036	cash	Society of Fellows	None	509 Pub Char	\$	10,000.00
The Aspen Institute, Inc.	Suite 700 Washington, District of Columbia 20036	cash	Passes to 2011 Ideas Festival	None	509 Pub Char	\$	6,400.00
The Blackacre Conservancy	3200 Tucker Station Road Louisville, Kentucky 40299	cash	General Operating Support	None	509 Pub Char	\$	1,000.00

2010 Grants Paid

Organization	Address	Payment Method	Project/Event	Check Number	Check Date	Amount
The Business-Higher Education Forum	Suite 800 Washington, District of Columbia 20036	cash	Consultant Travel Expenses	None	509 Pub Char	\$ 575.00
	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Capital Campaign Survey 2011	None	509 Pub Char	\$ 1,500.00
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Louisville Youth Philanthropy Council	None	509 Pub Char	\$ 5,000.00
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Membership Dues	None	509 Pub Char	\$ 550.00
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Greater Louisville Project	None	509 Pub Char	\$ 25,000.00
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Challenge Grant	None	509 Pub Char	\$ 200,000.00
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	General Operating Support, Mayor's Education Roundtable	None	509 Pub Char	\$ 100,000.00

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Special Event Support	None	\$ 500 00
	116 New Montgomery Street 4th Floor San Francisco, California 94105	cash	General Operating Support	None	\$ 5,000 00
The Trust for Public Land	5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	cash	Technical Assistance, Early College Program at Western High School	None	\$ 5,000 00
The Woodrow Wilson National Fellowship Foundation	5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	cash	Consulting, Early College Program at Western High School	None	\$ 4,350 00
The Woodrow Wilson National Fellowship Foundation	5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	cash	Technical Assistance, Early College Program at Western High School	None	\$ 50,000 00

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Trinity High School	4011 Shelbyville Road Louisville, Kentucky 40207	cash	Annual Fund	None	509 Pub Char	\$	5,000.00
University of Kentucky	315 Bradley Hall Lexington, Kentucky 40506-0058	cash	Confucius Institute	None	509 Pub Char	\$	50,000.00
University of Louisville Foundation	University of Louisville 2301 South Third Street Louisville, Kentucky 40292	cash	Overseers Scholars Program	None	509 Pub Char	\$	1,000.00
University of the South	735 University Avenue Sewanee, Tennessee 37383	cash	The Sewanee Call campaign	None	509 Pub Char	\$	200,000.00
University of the South	735 University Avenue Sewanee, Tennessee 37383	cash	General Operating Support	None	509 Pub Char	\$	7,500.00
Wellspring	P O Box 1927 Louisville, Kentucky 40201	cash	David Block Center Capital Campaign	None	509 Pub Char	\$	2,500.00
Wellspring	P O Box 1927 Louisville, Kentucky 40201	cash	David Block Center Capital Campaign	None	509 Pub Char	\$	2,500.00
WHAS Crusade for Children	520 W Chestnut Street Louisville, Kentucky 40202	cash	Memorial Contribution for Roy Payne	None	509 Pub Char	\$	500.00
<u>Payee Organization</u>	<u>Payee Address</u>	<u>Description of contributed</u>	<u>Project Title</u>	<u>relation</u>	<u>Total cost of FMV</u>		
Yale in Kentucky, Inc.	2205 Lowell Avenue Louisville, Kentucky 40205	cash	Bulldogs in the Bluegrass, General Operating Support	None	509 Pub Char	\$	1,500.00
Yale in Kentucky, Inc.	2205 Lowell Avenue Louisville, Kentucky 40205	cash	Bulldogs in the Bluegrass 2010	None	509 Pub Char	\$	10,000.00
Yale University	Development Office P O Box 2038 New Haven, Connecticut 06521	cash	Study Abroad Support	None	509 Pub Char	\$	36,000.00
Yale University	Development Office P O Box 2038 New Haven, Connecticut 06521	cash	School of Management - General Operating Support	None	509 Pub Char	\$	500.00

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Yale University	Development Office P O Box 2038 New Haven, Connecticut 06521	cash	International Internships	None	509 Pub Char	\$	250,000 00
Yale University	Development Office P O Box 2038 New Haven, Connecticut 06521	cash	Annual Fund, School of Forestry and Environmental Studies	None	509 Pub Char	\$	1,000 00
Yale-China Association	442 Temple Street Box 208223 New Haven, Connecticut 06520	cash	General Operating Support	None	509 Pub Char	\$	2,000 00
Yale-China Association	442 Temple Street Box 208223 New Haven, Connecticut 06520	cash	General Operating Support	None	509 Pub Char	\$	5,000 00
Yale-China Association	442 Temple Street Box 208223 New Haven, Connecticut 06520	cash	General Operating Support	None	509 Pub Char	\$	5,000 00
Yale-China Association	442 Temple Street Box 208223 New Haven, Connecticut 06520	cash	General Operating Support	None	509 Pub Char	\$	500 00
YMCA of Greater Louisville	545 South Second Street Louisville, Kentucky 40202	cash	Spirit Campaign	None	509 Pub Char	\$	2,500 00
Total Grants Paid for 2010	139 grants made					\$	3,524,570 50

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	12/1/2012	Scheduled
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	12/1/2013	Scheduled
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	12/1/2011	Scheduled
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	12/1/2012	Scheduled
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	12/1/2011	Scheduled
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	12/1/2013	Scheduled
American Red Cross, Louisville Area Chapter P.O. Box 1675 510 East Chestnut Street Louisville, Kentucky 40201	P.O. Box 1675 510 East Chestnut Street Louisville, Kentucky 40201	Disaster Preparedness Campaign	\$50,000.00	1072	9/1/2011	Contingent

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
Bellarmine University 2001 Newburg Road Louisville, Kentucky 40205	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	10/31/2011	Scheduled
Bellarmine University 2001 Newburg Road Louisville, Kentucky 40205	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	10/31/2012	Scheduled
Bellarmine University 2001 Newburg Road Louisville, Kentucky 40205	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	10/31/2014	Scheduled
Bellarmine University 2001 Newburg Road Louisville, Kentucky 40205	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	10/31/2013	Scheduled
Bread Loaf School of English 121 A South Main Street Suite 300 Middlebury, Vermont 05753	121 A South Main Street Suite 300 Middlebury, Vermont 05753	KY teachers at Bread Loaf	\$38,500.00	1209.03	3/1/2011	Scheduled
Cabbage Patch Settlement House, Inc. 1413 South 6th Street Louisville, Kentucky 40208	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000.00	1207	3/1/2012	Scheduled
Cabbage Patch Settlement House, Inc. 1413 South 6th Street Louisville, Kentucky 40208	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000.00	1207	3/1/2011	Paid
Center for Women and Families-SUB 927 South 2nd Street P. O. Box 2048 Louisville, Kentucky 40203	927 South 2nd Street P. O. Box 2048 Louisville, Kentucky 40203	CWF, General Operating Support (thru MUW 2010 Campaign)	\$25,000.00	1562	1/1/2011	Paid

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
The Community Foundation of Louisville 325 West Main Street Suite 1110 Louisville, Kentucky 40202	325 West Main Street Suite 1110 Louisville, Kentucky 40202	Louisville Youth Philanthropy Council	\$5,000.00	1070 01	5/2/2011	Scheduled
The Community Foundation of Louisville 325 West Main Street Suite 1110 Louisville, Kentucky 40202	325 West Main Street Suite 1110 Louisville, Kentucky 40202	General Operating Support, Mayor's Education Roundtable	\$100,000.00	1571	9/7/2012	Contingent
The Community Foundation of Louisville 325 West Main Street Suite 1110 Louisville, Kentucky 40202	325 West Main Street Suite 1110 Louisville, Kentucky 40202	General Operating Support, Mayor's Education Roundtable	\$100,000.00	1571	9/7/2011	Contingent
Down Syndrome of Louisville 4604 Bardstown Road Louisville, Kentucky 40218	4604 Bardstown Road Louisville, Kentucky 40218	Capital Campaign	\$100,000.00	1454	12/1/2011	Contingent
Down Syndrome of Louisville 4604 Bardstown Road Louisville, Kentucky 40218	4604 Bardstown Road Louisville, Kentucky 40218	Capital Campaign	\$5,000.00	1561	6/1/2011	Scheduled
Down Syndrome of Louisville 4604 Bardstown Road Louisville, Kentucky 40218	4604 Bardstown Road Louisville, Kentucky 40218	Capital Campaign	\$5,000.00	1561	6/1/2012	Scheduled
Down Syndrome of Louisville 4604 Bardstown Road Louisville, Kentucky 40218	4604 Bardstown Road Louisville, Kentucky 40218	Capital Campaign	\$5,000.00	1561	6/1/2013	Scheduled
Down Syndrome of Louisville 4604 Bardstown Road Louisville, Kentucky 40218	4604 Bardstown Road Louisville, Kentucky 40218	Capital Campaign	\$5,000.00	1561	6/1/2014	Scheduled

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
Louisville Central Community Centers, Inc 1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	12/12/2012	Scheduled
Louisville Central Community Centers, Inc 1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	12/12/2011	Scheduled
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$50,000.00	1508	1/1/2012	Scheduled
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$50,000.00	1508	1/1/2011	Paid
Louisville Nature Center 3475 Illinois Avenue Louisville, Kentucky 40213	3475 Illinois Avenue Louisville, Kentucky 40213	General Operating Support	\$12,500.00	1368	2/10/2011	Paid
Louisville Nature Center 3475 Illinois Avenue Louisville, Kentucky 40213	3475 Illinois Avenue Louisville, Kentucky 40213	General Operating Support	\$12,500.00	1368	2/10/2012	Scheduled
Louisville Olmsted Parks Conservancy, Inc. 1299 Trevilian Way P.O. Box 37280 Louisville, Kentucky 40233-7280	1299 Trevilian Way P.O. Box 37280 Louisville, Kentucky 40233-7280	Woodlands Restoration Campaign	\$10,000.00	1453	1/2/2012	Scheduled

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
Louisville Olmsted Parks Conservancy, Inc. 1299 Trevilian Way P O Box 37280 Louisville, Kentucky 40233-7280	1299 Trevilian Way P O Box 37280 Louisville, Kentucky 40233-7280	Woodlands Restoration Campaign	\$10,000.00	1453	1/1/2011	Paid
Louisville Urban League 1535 West Broadway Louisville, Kentucky 40203	1535 West Broadway Louisville, Kentucky 40203	General Operating Support	\$15,000.00	1083	4/1/2011	Paid
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1/1/2015	Scheduled
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1/1/2011	Paid
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1/2/2012	Scheduled
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1/1/2014	Scheduled
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1/1/2013	Scheduled
Metro United Way 334 East Broadway P. O. Box 4488 Louisville, Kentucky 40204	334 East Broadway P. O. Box 4488 Louisville, Kentucky 40204	2010 Campaign	\$200,000.00	1442.01	6/1/2011	Scheduled

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
Metro United Way 334 East Broadway P O Box 4488 Louisville, Kentucky 40204	334 East Broadway P O Box 4488 Louisville, Kentucky 40204	2010 Campaign	\$50,000.00	1585	6/1/2011	Scheduled
Music Maker Relief Foundation 4052 Summer Lane Hillsborough, North Carolina 27278	4052 Summer Lane Hillsborough, North Carolina 27278	Challenge Grant	\$20,000.00	1817	4/11/2011	Contingent
RAVSAK - Jewish Community Day School Network 120 West 97th Street New York, New York 10025	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496	12/28/2011	Scheduled
RAVSAK - Jewish Community Day School Network 120 West 97th Street New York, New York 10025	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496	12/28/2010	Paid
RAVSAK - Jewish Community Day School Network 120 West 97th Street New York, New York 10025	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496	12/28/2012	Scheduled
RAVSAK - Jewish Community Day School Network 120 West 97th Street New York, New York 10025	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496	12/27/2013	Scheduled
Salvation Army 214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181	1/21/2012	Contingent

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
Salvation Army 214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181	1/21/2011	Contingent
Salvation Army 214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181	1/21/2010	Contingent
Salvation Army 214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181	9/16/2009	Contingent
Teach Kentucky 2205 Lowell Avenue Louisville, Kentucky 40205	2205 Lowell Avenue Louisville, Kentucky 40205	Program Expansion	\$30,000.00	1071	3/1/2011	Paid
University of Kentucky 315 Bradley Hall Lexington, Kentucky 40506-0058	315 Bradley Hall Lexington, Kentucky 40506-0058	Confucius Institute	\$50,000.00	1472	2/24/2011	Scheduled
University of Southern Mississippi Foundation 118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	Acquisition of Tasha Tudor Collection	\$3,000.00	1554	1/1/2011	Paid
University of Southern Mississippi Foundation 118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	Acquisition of Tasha Tudor Collection	\$47,000.00	1554	1/1/2011	Paid

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Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
University of Southern Mississippi Foundation 118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	Acquisition of Tasha Tudor Collection	\$50,000.00	1554	1/1/2011	Paid
University of Southern Mississippi Foundation 118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	Acquisition of Tasha Tudor Collection	\$100,000.00	1806	1/10/2011	Paid
University of Southern Mississippi Foundation 118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	Acquisition of Tasha Tudor Collection	\$25,000.00	1806	1/18/2011	Paid
Wellspring P.O. Box 1927 Louisville, Kentucky 40201	P.O. Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321	12/1/2011	Scheduled
Wellspring P.O. Box 1927 Louisville, Kentucky 40201	P.O. Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321	12/1/2012	Scheduled
Wellspring P.O. Box 1927 Louisville, Kentucky 40201	P.O. Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321	12/1/2011	Scheduled
Wellspring P.O. Box 1927 Louisville, Kentucky 40201	P.O. Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321	12/1/2012	Scheduled
The Woodrow Wilson National Fellowship Foundation 5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	Technical Assistance, Early College Program at Western High School	\$5,000.00	1535	6/1/2011	Contingent

990-PF Report - Committed Grants 2010

Payee Organization	Payee Address	Project Title	Amount	Request ID	Schedule Date	Status
The Woodrow Wilson National Fellowship Foundation 5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	Technical Assistance, Early College Program at Western High School	\$50,000 00	1535	6/1/2011	Contingent
Yale University Development Office P.O. Box 2038 New Haven, Connecticut 06521	Development Office P.O. Box 2038 New Haven, Connecticut 06521	International internships	\$250,000 00	1066	9/1/2011	Scheduled
Grand Totals			\$4,119,466.50			

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization C. E. & S. Foundation	Employer identification number 59-2466943
	Number, street, and room or suite no. If a P O box, see instructions 101 South Fifth Street, Suite 1650	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Louisville KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of **Bruce Maza, Executive Director**

Telephone No. **502-583-0546** FAX No. **502-583-7648**

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

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **November 15**, 20 **11**

5 For calendar year **'10**, or other tax year beginning, 20, and ending, 20

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

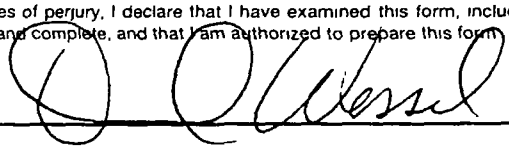
☐ Change in accounting period

7 State in detail why you need the extension **We have yet to receive several K1 statements which are necessary for completion of the tax return.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	149,432
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	21,335

Signature and Verification

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

Signature  Title **TREASURER** Date **7-7-11**