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

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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation BRERETON & ELIZABETH JONES CHARITABLE FAMILY FOUNDATION		A Employer identification number 61-1358458
Number and street (or P O box number if mail is not delivered to street address) BRERETON C. JONES, CO-TRUSTEE	Room/suite	B Telephone number (see page 10 of the instructions) 859-873-7270
City or town, state, and ZIP code PO BOX 487, MIDWAY, KY 40347		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2275737	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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 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)	100000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34088	34088	0	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	134088	34088	0	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	620	0	0	620
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	43	0	0	43
	24 Total operating and administrative expenses. Add lines 13 through 23	663	0	0	663
	25 Contributions, gifts, grants paid	341548			341548
	26 Total expenses and disbursements. Add lines 24 and 25	342211	0	0	342211
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-208123			
	b Net investment income (if negative, enter -0-)		34088		
	c Adjusted net income (if negative, enter -0-)			0	

SCANNED AUG 08 2011

Revenue

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CADDEN, UT

18

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	2483860	22306	22306
	2 Savings and temporary cash investments		2253431	2253431
	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 15 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)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	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)	2483860	2275737	2275737
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here 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	2483860	2275737	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	2483860	2275737	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2483860	2275737	

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	2483860
2 Enter amount from Part I, line 27a	2	-208123
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2275737
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	2275737

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				
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
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	
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.

(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))
2009	387324	2543556	.152277
2008	259383	1753971	.147883
2007	76401	1183194	.064572
2006	74995	674615	.111167
2005	117528	772237	.152192
2	Total of line 1, column (d)		2 0.628090
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 0.125618
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4 2344103
5	Multiply line 4 by line 3		5 294462
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 341
7	Add lines 5 and 6		7 294803
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		8 342211

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		341
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		341
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		341
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		
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		341
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		☒
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)? <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>		☒
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ \$ (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>		☒
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>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
b If "Yes," has it filed a tax return on Form 990-T for this year?		☒
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		☒
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	☒	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	☒	
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? <i>If "No," attach explanation</i>	☒	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	☒	

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ BRERETON C. JONES Telephone no. ▶ 859-873-7270 Located at ▶ MIDWAY, KY ZIP+4 ▶ 40347			
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			
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No

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 22 of the instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	✓
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 ▶ 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 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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 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	✓
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	✓

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)? ☐ Yes ☒ No
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
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

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
BRERETON C JONES PO BOX 487, MIDWAY, KY 40347	CO-TRUSTEE	0		
ELIZABETH LLOYD JONES PO BOX 487, MIDWAY, KY 40347	CO-TRUSTEE	0		

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

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

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
.....		
.....		
.....		
.....		
.....		
.....		

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	
2	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	2379800
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2379800
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2379800
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	35697
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2344103
6	Minimum investment return. Enter 5% of line 5	6	117205

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	117205
2a	Tax on investment income for 2010 from Part VI, line 5	2a	341
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	341
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	116864
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	116864
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	116864

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	342211
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	342211
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	341
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	341870

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				116864
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005 79328				
b From 2006 235276				
c From 2007 416031				
d From 2008 26710				
e From 2009 38734				
f Total of lines 3a through e	796079			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 342211				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				116864
e Remaining amount distributed out of corpus	225347			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1021426			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
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 page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1021426			
10 Analysis of line 9:				
a Excess from 2006 235276				
b Excess from 2007 416031				
c Excess from 2008 26710				
d Excess from 2009 38734				
e Excess from 2010 225347				

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 2010, 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)

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

BRERETON C JONES

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

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

BRERETON C JONES, PO BOX 487, MIDWAY, KY 40347

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

Requests for donations can be submitted both in writing and verbally and should include detailed charitable purpose and financial need.

- c** Any submission deadlines:

NONE

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

Amount of Donation will reflect perceived need of donee

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED LIST				341548
Total			▶ 3a	341548
b <i>Approved for future payment</i>				
Total			▶ 3b	

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 page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]

		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		✓
	(2) Other assets		✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		✓
	(2) Purchases of assets from a noncharitable exempt organization		✓
	(3) Rental of facilities, equipment, or other assets		✓
	(4) Reimbursement arrangements		✓
	(5) Loans or loan guarantees		✓
	(6) Performance of services or membership or fundraising solicitations		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Christian Fisher

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

P00685361

Firm's name

Firm's EIN ▶

Firm's address ► 3481 Lannette Lane, Lexington, KY 40503

Phone no

859-873-7270

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

BRERETON & ELIZABETH JONES CHARITABLE FAMILY FOUNDATION

Employer identification number

61-1358458

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 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 $\frac{1}{3}$ % 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 its 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).

Name of organization BRERETON & ELIZABETH JONES CHARITABLE FAMILY FOUNDATION	Employer identification number 61-1358458
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BRERETON C. JONES PO BOX 487 MIDWAY, KY 40347	\$ 100000	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)

Brereton and Elizabeth Jones Charitable Family Foundation
Form 990-PF
Tax Year Ending 12/31/10
EIN 61-1358458

Part I, line 18, Taxes

United States Treasury	620
2009 Form 990-PF	

Part I, line 23, Other Expenses

Bank Fees	43
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Brereton and Elizabeth Jones Charitable Family Foundation
Form 990-PF
Tax Year Ending 12/31/10
Part XV, Line 3a Contributions Paid
EIN 61-1358458

<u>Organization</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
A Woman's Choice Resource Center 101 W Market Street, Louisville, KY 40203	N/A	Private	To further ministry	7,500
AGAPE Service Foundation 501 Johnson Street, Russellville, KY 42276	N/A	Private	Toys for Tots Drive	500
American Cancer Society P O Box 22718, Oklahoma City, OK 73123	N/A	Private	To fund medical research	1,000
Angel Heart Farm, Inc 9840 Sam Donald Rd Nolensville, TN 37135	N/A	Private	Support animal health program	2,500
Backside Learning Center 704 Central Ave, Louisville, KY 40208	N/A	Private	Support educational program	1,000
Blue Grass Farms Chanties 340 Legion Drive, Lexington, KY 40504	N/A	Private	To further ministry	18,070
Bluegrass Conservancy 380 S Mill St, Lexington, KY 40508	N/A	Private	Support farmland conservation program	25,000
Breeders Cup Charities P O Box 4230, Lexington, KY 40544-4230	N/A	Private	To fund community support program	2,500
Buckley Falls Wildlife Sanctuary 1305 German Road, Frankfort, KY 40601	N/A	Private	Support nature conservation program	7,500
Calvary Baptist Church 150 East High Street, Lexington 40503	N/A	Private	To further ministry	3,500
Camp Horsin Around 900 Contract St, Lexington, KY 40505	N/A	Private	Support educational programs	100
Cardinal Hill Hospital Foundation 2050 Versailles Rd, Lexington, KY 40504	N/A	Private	Support child health services	1,000
Cedar Lake Foundation 7984 New Lagrange Road, Louisville, KY 40222	N/A	Private	To fund community support program	1,000
Church of the Good Shepard 533 East Main Street, Lexington, KY 40508	N/A	Private	To further ministry	1,500
Common Cause 1133 19th Street, Washington, DC 20036	N/A	Private	To further ministry	1,000
Cumberland College 649 South 10th Street, Williamsburg, KY	N/A	Private	Support educational program	1,000
East Summerset Baptist Church 345 Pumphouse Rd , Summerset KY 42503	N/A	Private	To further ministry	5,000

Part XV, Line 3a Contributions Paid
EIN 61-1358458

<u>Organization</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Fellowship of Christian Athletes P O Box 1383, Pikeville, KY 41502	N/A	Private	To further ministry	1,000
First Principals Inc. PO Box 1136, Crestwood , KY 40014	N/A	Private	To further ministry	1,000
Forks of Elkhorn Church 480 Duckers Road, Midway, KY 40347	N/A	Private	To further ministry	1,100
Frazier International History Museum 829 W Main, Louisville, KY 40202	N/A	Private	Support educational program	1,000
Galilean Children's House P O Box 880, Liberty, KY 42539	N/A	Private	Support child health services	7,000
Grayson Jockey Club Research Fund 821 Corporate Drive, Lexington, KY 40503	N/A	Private	To fund community support program	5,000
Home of the Innocents 1100 East Market Street, Louisville, KY 40206	N/A	Private	Support child health services	2,000
Hopewell Museum 800 Pleasant Street, Paris, KY 40361	N/A	Private	Support educational program	100
Hospice of the Bluegrass 2312 Alexandna Drive, Lexington, KY 40504	N/A	Private	To fund medical care program	250
Institute for Rural Journalism 122 Grehan Building, Lexington KY 40506-0042	N/A	Private	To fund community support program	15,000
Jackson County Public Schools 526 S Main, McKee, KY 40447	N/A	Private	Support educational program	300
Kentucky Christian Foundation PO Box 11051, Lexington, KY 40512	N/A	Private	To further ministry	10,000
Kentucky Dept of Corrections Frankfort, KY 40602	N/A	Private	To support After Care youth program	1,000
Kentucky HBPA 3733 S Fourth St Louisville, KY 40214	N/A	Private	Support animal health program	500
Kentucky M.B.T.C. PO Box 293, Salyersville, KY 41465	N/A	Private	Support educational program	2,500
Kentucky Natural Lands Trust 433 Chestnut St , Berea, KY 40403	N/A	Private	Support nature conservation program	1,000
Kentucky Resources Council PO Box 1070, Frankfort KY 40602	N/A	Private	To fund community support program	3,500
KET 560 Cooper Dr, Lexington KY 40502	N/A	Private	Support educational program	1,000

Part XV, Line 3a Contributions Paid
EIN 61-1358458

<u>Organization</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
KY Race Track Chaplaincy 4201 Versailles Road Lexington, KY 40588	N/A	Private	To further ministry	4,500
Lafayette High School 401 Reed Lane, Lexington, KY 40503	N/A	Private	Support educational program	150
Leadership East Kentucky PO Box 105, Hindman, KY 41822	N/A	Private	Support educational program	1,000
Lexington Theological Seminary 631 S Limestone, Lexington, KY 40508	N/A	Private	To further ministry	1,000
Lukemia & Lymphoma Society 1311 Mamaroneck Ave, White Plains, NY 10605	N/A	Private	To fund medical research	2,500
Markey Cancer Foundation 800 Rose Street, Lexington, KY 40536	N/A	Private	To fund medical research	10,000
Mayo Clinic 200 First Street S W , Rochester, MN 55905	N/A	Private	To fund medical research	5,000
Midway College 512 East Stephens Street, Midway, KY 40347	N/A	Private	Support educational program	6,191
Morehead State University 150 University Blvd, Morehead, KY 40351	N/A	Private	Support educational program	5,000
New Performing Arts 4350 Brownsboro Rd, Louisville, KY 40207	N/A	Private	To fund cultural arts program	2,000
Northside Elementary 500 Northside Drive, Midway, KY 40347	N/A	Private	Support educational program	1,000
Old Friends Foundation 1841 Paynes Depot Rd Georgetown, KY 40324	N/A	Private	Support Equine health	5,000
Our Lady of Lourdes Church 4029 Frederica Street, Owensboro, KY 42301	N/A	Private	To further ministry	5,000
Parents Television Council 700 Wilshire Blvd, Los Angeles CA 90017	N/A	Private	To fund cultural arts program	2,000
Pioneer Playhouse 840 Stanford Road, Danville, KY 40422	N/A	Private	To fund cultural arts program	2,500
Pisgah Presbyterian Church 710 Pisgah Pike, Versailles, KY 40383	N/A	Private	To further ministry	9,700
Polk Memorial Baptist Church 3850 Carpenter Pike, Versailles KY 40383	N/A	Private	To further ministry	3,500
Prichard Committee PO Box 1658, Lexington, KY 40588	N/A	Private	Support educational programs	2,500

Part XV, Line 3a Contributions Paid
EIN 61-1358458

<u>Organization</u>	<u>Relationship</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Race For Education 1818 Versailles Rd Lexington, KY 40504	N/A	Private	Support educational programs	10,000
Race Track Chaplaincy of America 2365 Harrodsburg Rd, Lexington, KY 40504	N/A	Private	To fund community support program	2,500
REACH PO Box 264, Salyersville, KY 41465	N/A	Private	To fund community support program	2,500
Resource Office for Social Ministries PO Box 302, Frankfort, KY 40602	N/A	Private	To further ministry	5,000
Right To Life Foundation 134 Breckenridge Lane, Louisville, KY 40207	N/A	Private	Support educational program	1,250
Shelby County EMS 75 Peytona Beach Rd Waddy, 40076	N/A	Private	Support community health services	2,740
Simon House 208 W Campbell Street, Frankfort, KY 40601	N/A	Private	Support child health services	12,070
Southeast Christian Church 920 Blankenbaker Pkwy, Louisville, KY 40243	N/A	Private	To further ministry	1,000
St. Catherine College 2735 Bardstown Road, St Catherine, KY 40061	N/A	Private	Support educational program	50,000
St. Mary's Center 4610 Shelbyville Road, Louisville, KY 40206	N/A	Private	To fund community support program	250
Temple Adath Israel 124 North Ashland Ave, Lexingtonh, KY	N/A	Private	To further ministry	1,000
The Center for Courageous Kids 1501 Burnley Rd, Scottsville, KY 42164	N/A	Private	Support child health services	500
The Lighthouse Ministries 2710 Riedling Dr Louisville, KY 40206	N/A	Private	To further ministry	6,078
The Red Cross 318 Washington Street, Frankfort, KY 40601	N/A	Private	Support community health services	10,000
The Sunshine Center 101 Saint Slair St , Frankfort, KY 40601	N/A	Private	Support educational program	3,500
Thoroughbred Community Theatre 129 E Main St , Midway, KY 40347	N/A	Private	To fund cultural arts program	5,000
Thoroughbred Retirement Fund P O Box 3387 Saratoga Springs, NY 12866	N/A	Private	Support historical society	1,000
Tranquility Farm PO Box 210, Tehachapi, CA 93581	N/A	Private	Support animal health program	5,000

Part XV, Line 3a Contributions Paid
EIN 61-1358458

<u>Organization</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Trust For Life 126 Walnut Street, Frankfort, KY 40601	N/A	Private	Support organ donar program	300
United Way of the Bluegrass 2480 Fortune Drive Lexington, KY 40509-4259	N/A	Private	To fund community support program	500
University of Kentucky Lexington, KY 40506	N/A	Private	Support educational program	6,000
Western KY University 1906 College Heights Blvd , Bowling Green, Ky 42101	N/A	Private	Support educational program	6,649
Woodford Co. Jr. Miss Program Versailles, KY 40383	N/A	Private	Support educational program	250
Woodford County Theatrical Society P O Box 737, Versailles, KY 40383	N/A	Private	To fund cultural arts program	1,000
Woodford Humane Society P O Box 44, Versailles, KY 40383	N/A	Private	Support animal health program	5,500
WUKY 340 McVey Hall, UK, Lexington, KY 40506	N/A	Private	To fund cultural arts program	500
		Total		<u>341,548</u>