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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2010

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 , 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

JESSIE BARKER MCKELLAR CHARITABLE FOUNDATION

DATED 5/28/1997 450001011

A Employer identification number

62-6323409

Number and street (or P.O. box number if mail is not delivered to street address)

4969 U.S. HIGHWAY 42, SUITE 2000

Room/suite

B Telephone number (see page 10 of the instructions)

(502) 212-7800

City or town, state, and ZIP code

LOUISVILLE, KY 40222

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,846,018.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	212,941.	206,646.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	54,331.			
b Gross sales price for all assets on line 6a 741,899.				
7 Capital gain net income (from Part IV, line 2)		54,331.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	267,272.	260,977.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	35,738.	35,738.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	3,800.	NONE	NONE	3,800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	4,260.	1,081.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 4	14.	14.		
24 Total operating and administrative expenses. Add lines 13 through 23	43,812.	36,833.	NONE	3,800.
25 Contributions, gifts, grants paid	339,500.			339,500.
26 Total expenses and disbursements. Add lines 24 and 25	383,312.	36,833.	NONE	343,300.
27 Subtract line 26 from line 12	-116,040.			
a Excess of revenue over expenses and disbursements		224,144.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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				
	2	Savings and temporary cash investments		194,331.	80,047.	80,047.
	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	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	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				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		6,226,230.	6,242,952.	6,765,971.	
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)		6,420,561.	6,322,999.	6,846,018.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		5,267,236.	5,267,236.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		1,153,325.	1,055,763.	
	30	Total net assets or fund balances (see page 17 of the instructions)		6,420,561.	6,322,999.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		6,420,561.	6,322,999.	

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	6,420,561.
2	Enter amount from Part I, line 27a	2	-116,040.
3	Other increases not included in line 2 (itemize)	3	33,808.
4	Add lines 1, 2, and 3	4	6,338,329.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 5	5	15,330.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,322,999.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	54,331.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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

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

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

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

☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)			
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			
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			
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.			

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,483.
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	4,483.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,483.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,520.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,037.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 3,037. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 6		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶ Located at ▶ ZIP + 4 ▶			
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 X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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	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. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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 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)?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?

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?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		35,738.	-0-	-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
SEE STATEMENT 9		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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
SEE STATEMENT 10		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 <u>NONE</u>	
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 <u>NONE</u>	
2	
All other program-related investments. See page 24 of the instructions.	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,409,084.
b	Average of monthly cash balances	1b	355,760.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,764,844.
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	NONE
3	Subtract line 2 from line 1d	3	6,764,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	101,473.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,663,371.
6	Minimum investment return. Enter 5% of line 5	6	333,169.

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	333,169.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,483.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,483.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	328,686.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	328,686.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	328,686.

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	343,300.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	343,300.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	343,300.

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				328,686.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			282,745.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005		NONE		
b From 2006		NONE		
c From 2007		NONE		
d From 2008		NONE		
e From 2009		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 343,300.				
a Applied to 2009, but not more than line 2a . . .			282,745.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				60,555.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
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				268,131.
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006		NONE		
b Excess from 2007		NONE		
c Excess from 2008		NONE		
d Excess from 2009		NONE		
e Excess from 2010		NONE		

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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)

	Tax year	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 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).)

NONE

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.

NONE

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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 Paid during the year SEE STATEMENT 16				
Total			▶ 3a	339,500.
b Approved for future payment				
Total			▶ 3b	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				211.	
100,000.00		100000. BELLSOUTH CAP FDG CORP NOTE 7.75 PROPERTY TYPE: SECURITIES 101,070.00				08/21/2000 -1,070.00	02/15/2010
28,592.00		360. BHP BILLITON LIMITED ADR PROPERTY TYPE: SECURITIES 13,666.00				03/27/2006 14,926.00	03/08/2010
53,714.00		740. BHP BILLITON LIMITED ADR PROPERTY TYPE: SECURITIES 28,090.00				03/27/2006 25,624.00	07/29/2010
2,184.00		100. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 1,072.00				03/18/1998 1,112.00	10/01/2010
100,000.00		100000. DUKE ENERGY 7.375% DUE 01/01/10 PROPERTY TYPE: SECURITIES 99,768.00				07/27/2000 232.00	03/01/2010
16,184.00		300. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 12,567.00				11/09/2009 3,617.00	10/18/2010
37,762.00		700. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 23,205.00				12/10/2008 14,557.00	10/18/2010
50.00		.86 EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 45.00				12/10/2008 5.00	07/27/2010
46.00		46.39 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 46.00				08/27/1998	01/15/2010
51.00		51.43 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 51.00				08/27/1998	02/15/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
62.00		61.68 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 62.00					08/27/1998	03/15/2010
50.00		49.71 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 50.00					08/27/1998	04/15/2010
42.00		42.24 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 42.00					08/27/1998	05/15/2010
37.00		37.41 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 37.00					08/27/1998	06/15/2010
43.00		42.87 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 43.00					08/27/1998	07/15/2010
42.00		41.99 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 42.00					08/27/1998	08/15/2010
43.00		43.1 FEDERAL HOME LOAN MTG CORP GOLD GRO PROPERTY TYPE: SECURITIES 43.00					08/27/1998	09/15/2010
37.00		36.61 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 37.00					08/27/1998	10/15/2010
42.00		42.16 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 42.00					08/27/1998	11/15/2010
38.00		37.75 FEDERAL HOME LOAN MTG CORP GOLD GR PROPERTY TYPE: SECURITIES 38.00					08/27/1998	12/15/2010
10,737.00		100. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 6,151.00					12/10/2008	10/01/2010
							4,586.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,154.00		360.048 GMO INTERNATIONAL EQUITY ALLOCAT PROPERTY TYPE: SECURITIES 2,790.00				07/08/2009 364.00	05/17/2010
107,280.00		12244.799 GMO INTERNATIONAL EQUITY ALLOC PROPERTY TYPE: SECURITIES 146,073.00				02/02/2004 -38,793.00	05/17/2010
1,558.00		177.775 GMO INTERNATIONAL EQUITY ALLOCAT PROPERTY TYPE: SECURITIES 1,378.00				07/08/2009 180.00	05/17/2010
58,456.00		6672.11 GMO INTERNATIONAL EQUITY ALLOCAT PROPERTY TYPE: SECURITIES 81,889.00				01/09/2004 -23,433.00	05/17/2010
1.00		1.12 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	01/15/2010
1.00		1.13 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	02/16/2010
1.00		1.13 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	03/15/2010
1.00		1.14 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	04/15/2010
1.00		1.15 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	05/17/2010
1.00		1.15 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	06/15/2010
1.00		1.16 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	07/15/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1.00		1.17 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	08/16/2010
1.00		1.17 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	09/15/2010
1.00		1.18 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	10/15/2010
1.00		1.19 GOV'T NAT'L MTG ASSN #446789 6.50% PROPERTY TYPE: SECURITIES 1.00				11/29/1998	11/15/2010
1.00		1.2 GOV'T NAT'L MTG ASSN #446789 6.50% D PROPERTY TYPE: SECURITIES 1.00				11/29/1998	12/15/2010
35,265.00		800. ITT CORP PROPERTY TYPE: SECURITIES 39,045.00				08/29/2006	08/12/2010
3,643.00		100. LILLY ELI & CO - COM PROPERTY TYPE: SECURITIES 3,280.00				09/23/2009	10/01/2010
2,428.00		100. MICROSOFT CORP PROPERTY TYPE: SECURITIES 3,294.00				11/20/2001	10/01/2010
15,471.00		270. MONSANTO COMPANY PROPERTY TYPE: SECURITIES 22,541.00				06/01/2009	07/29/2010
8,016.00		100. NIKE INC CL B PROPERTY TYPE: SECURITIES 5,144.00				04/15/2009	10/01/2010
40,235.00		500. NIKE INC CL B PROPERTY TYPE: SECURITIES 25,720.00				04/15/2009	11/16/2010
						-3,780.00	
						363.00	
						-866.00	
						-7,070.00	
						2,872.00	
						14,515.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,989.00		100. STRYKER CORP - COM PROPERTY TYPE: SECURITIES 4,010.00				12/10/2008 979.00	10/01/2010
42,027.00		1300. SUNCORP ENERGY INC NEW PROPERTY TYPE: SECURITIES 13,430.00				01/18/2005 28,597.00	11/01/2010
2,852.00		100. SYSCO CORP - COM PROPERTY TYPE: SECURITIES 2,574.00				09/23/2009 278.00	10/01/2010
5,332.00		100. TARGET CORP - COM PROPERTY TYPE: SECURITIES 5,465.00				09/13/2005 -133.00	10/01/2010
2,550.00		100. WELLS FARGO & COMPANY PROPERTY TYPE: SECURITIES 3,250.00				01/29/2008 -700.00	10/01/2010
15.00		. CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				15.00	01/06/2010
21.00		. CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				21.00	03/01/2010
68.00		. CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				68.00	03/25/2010
100.00		. CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				100.00	04/02/2010
12.00		. CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				12.00	11/01/2010
15,635.00		100. ALCON INC PROPERTY TYPE: SECURITIES 14,858.00				11/09/2009 777.00	07/29/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
31,269.00		200. ALCON INC PROPERTY TYPE: SECURITIES 16,445.00					12/10/2008 14,824.00	07/29/2010
11,544.00		179. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 10,203.00					12/10/2008 1,341.00	10/01/2010
TOTAL GAIN(LOSS)							----- 54,331. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CORPORATE INTEREST	87,323.	87,323.
MUNICIPAL INTEREST	6,295.	
U.S. GOVERNMENT INTEREST	30,873.	30,873.
FEDERALLY TAXABLE MUNICIPAL INTEREST	1,021.	1,021.
FOREIGN DIVIDENDS	15,973.	15,973.
DOMESTIC DIVIDENDS	71,456.	71,456.
	-----	-----
TOTAL	212,941.	206,646.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
DMLO	3,800.			3,800.
	-----	-----	-----	-----
TOTALS	3,800.	NONE	NONE	3,800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,081.	1,081.
ESTIMATED TAXES	3,179.	
	-----	-----
TOTALS	4,260.	1,081.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT EXPENSE	14.	14.
TOTALS	14.	14.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

COST BASIS ADJUSTMENTS FOR 2009 ROC ON FSP

15,330.

TOTAL

15,330.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

KY

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE GLENVIEW TRUST COMPANY

ADDRESS: 4969 US HIGHWAY 42, SUITE 2000
LOUISVILLE, KY 40222

TELEPHONE NUMBER: (502)212-7814

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

THE GLENVIEW TRUST COMPANY

ADDRESS:

4969 US HIGHWAY 42, SUITE 2000

LOUISVILLE, KY 40222

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 35,738.

TOTAL COMPENSATION:

35,738.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

=====

RECIPIENT NAME:

DOUGLAS H MCKELLAR JR

ADDRESS:

26325 ISABELLA AVENUE

CARMEL, CA 93923

RECIPIENT'S PHONE NUMBER: 502.212.7800

FORM, INFORMATION AND MATERIALS:

WRITTEN APPLICATION WITH SUPPORTING DOCUMENTATION

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

RECIPIENT NAME:
AMERICAN HIMALAYAN FOUNDATION
ADDRESS:
909 MONTGOMERY STREET, SUITE 400
SAN FRANCISCO, CA 94133
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 23,000.

RECIPIENT NAME:
ADOPT A CLASSROOM
ADDRESS:
4141 NE 2ND AVENUE, #203B
MIAMI, FL 33137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 11,000.

RECIPIENT NAME:
CALVARY CHRISTIAN SCHOOL
ADDRESS:
701 PALISADES DRIVE
PACIFIC PALISADES, CA 90272
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION/RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHILDREN INTERNATIONAL
ADDRESS:
POST OFFICE BOX 219055
KANSAS CITY, MO 64121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
CHILDREN'S INSTITUTE
ADDRESS:
5000 VAN NUYS BOULEVARD, #300
SHERMAN OAKS, CA 91403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE, MEDICAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 151,500.

RECIPIENT NAME:
DIADAMES OF THE CHILD CARE LEAGUE
ADDRESS:
10372 SUNSET BOULEVARD
LOS ANGELES, CA 90077
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MONTEREY JAZZ FESTIVAL
ADDRESS:
9699 BLUE LARKSPUR LANE, #204
MONTEREY, CA 93940
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MUSICARES FOUNDATION
ADDRESS:
3030 OLYMPIC BLVD
SANTA MONICA, CA 90404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE, MEDICAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
ST MATTHEWS EPISCOPAL CHURCH
ADDRESS:
303 NORTH HUBBARDS LANE
LOUISVILLE, KY 40207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION, RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 31,000.

RECIPIENT NAME:
STEVENSON SCHOOL
ADDRESS:
3152 FOREST LAKE ROAD
PEBBLE BEACH, CA 93953
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE COLLEAGUES
ADDRESS:
3312 PICO BOULEVARD
SANTA MONICA, CA 90405
RELATIONSHIP:
EXEMPT
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
UNIVERSITY OF SOUTHERN CALIFORNIA
ADDRESS:
1441 EAST LAKE AVENUE
LOS ANGELES, CA 90089
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL/MEDICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 13,000.

RECIPIENT NAME:
V-DAY
ADDRESS:
303 PARK AVENUE SOUTH, #1184
NEW YORK, NY 10010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 23,000.

RECIPIENT NAME:
WELLSPRING
ADDRESS:
P.O. BOX 1927
LOUISVILLE, KY 40201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL/SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
WORLD WILDLIFE FUND
ADDRESS:
1250 24TH STREET, NW
WASHINGTON, DC 20077
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 339,500.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

Employer identification number

JESSIE BARKER MCKELLAR CHARITABLE FOUNDATION

62-6323409

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	4,938.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	4,938.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			211.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	49,182.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	49,393.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		4,938.
14	Net long-term gain or (loss):			
a	Total for year	14a		49,393.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		54,331.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

JESSIE BARKER MCKELLAR CHARITABLE FOUNDATION

62-6323409

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	4,938.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

JESSIE BARKER MCKELLAR CHARITABLE FOUNDATION

62-6323409

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. BILLSOUTH CAP FDG CORP NOTE 7.75% DUE 02/15/11	08/21/2000	02/15/2010	100,000.00	101,070.00	-1,070.00
360. BHP BILLITON LIMITED ADR	03/27/2006	03/08/2010	28,592.00	13,666.00	14,926.00
740. BHP BILLITON LIMITED ADR	03/27/2006	07/29/2010	53,714.00	28,090.00	25,624.00
100. CISCO SYSTEMS INC COM	03/18/1998	10/01/2010	2,184.00	1,072.00	1,112.00
100000. DUKE ENERGY 7.375% DUE 01/01/10	07/27/2000	03/01/2010	100,000.00	99,768.00	232.00
700. EMERSON ELEC CO COM	12/10/2008	10/18/2010	37,762.00	23,205.00	14,557.00
.86 EXXON MOBIL CORP	12/10/2008	07/27/2010	50.00	45.00	5.00
46.39 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	01/15/2010	46.00	46.00	
51.43 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	02/15/2010	51.00	51.00	
61.68 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	03/15/2010	62.00	62.00	
49.71 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	04/15/2010	50.00	50.00	
42.24 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	05/15/2010	42.00	42.00	
37.41 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	06/15/2010	37.00	37.00	
42.87 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	07/15/2010	43.00	43.00	
41.99 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	08/15/2010	42.00	42.00	
43.1 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540 6.0	08/27/1998	09/15/2010	43.00	43.00	
36.61 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	10/15/2010	37.00	37.00	
42.16 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	11/15/2010	42.00	42.00	
37.75 FEDERAL HOME LOAN MTG CORP GOLD GROUP #E00540	08/27/1998	12/15/2010	38.00	38.00	
100. FRANKLIN RES INC COM	12/10/2008	10/01/2010	10,737.00	6,151.00	4,586.00
12244.799 GMO INTERNATIONAL L EQUITY ALLOCATION FD CLAS	02/02/2004	05/17/2010	107,280.00	146,073.00	-38,793.00
6672.11 GMO INTERNATIONAL EQUITY ALLOCATION FD CLASS	01/09/2004	05/17/2010	58,456.00	81,889.00	-23,433.00
1.12 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	01/15/2010	1.00	1.00	
1.13 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	02/16/2010	1.00	1.00	
1.13 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	03/15/2010	1.00	1.00	

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

JESSIE BARKER MCKELLAR CHARITABLE FOUNDATION

62-6323409

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1.14 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	04/15/2010	1.00	1.00	
1.15 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	05/17/2010	1.00	1.00	
1.15 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	06/15/2010	1.00	1.00	
1.16 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	07/15/2010	1.00	1.00	
1.17 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	08/16/2010	1.00	1.00	
1.17 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	09/15/2010	1.00	1.00	
1.18 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	10/15/2010	1.00	1.00	
1.19 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	11/15/2010	1.00	1.00	
1.2 GOV'T NAT'L MTG ASSN #446789 6.50% DUE 11/15/28	11/29/1998	12/15/2010	1.00	1.00	
800. ITT CORP	08/29/2006	08/12/2010	35,265.00	39,045.00	-3,780.00
100. LILLY ELI & CO - COM	09/23/2009	10/01/2010	3,643.00	3,280.00	363.00
100. MICROSOFT CORP	11/20/2001	10/01/2010	2,428.00	3,294.00	-866.00
270. MONSANTO COMPANY	06/01/2009	07/29/2010	15,471.00	22,541.00	-7,070.00
100. NIKE INC CL B	04/15/2009	10/01/2010	8,016.00	5,144.00	2,872.00
500. NIKE INC CL B	04/15/2009	11/16/2010	40,235.00	25,720.00	14,515.00
100. STRYKER CORP - COM	12/10/2008	10/01/2010	4,989.00	4,010.00	979.00
1300. SUNCORP ENERGY INC NEW	01/18/2005	11/01/2010	42,027.00	13,430.00	28,597.00
100. SYSCO CORP - COM	09/23/2009	10/01/2010	2,852.00	2,574.00	278.00
100. TARGET CORP - COM	09/13/2005	10/01/2010	5,332.00	5,465.00	-133.00
100. WELLS FARGO & COMPANY	01/29/2008	10/01/2010	2,550.00	3,250.00	-700.00
. CLASS ACTION PROCEEDS		01/06/2010	15.00		15.00
. CLASS ACTION PROCEEDS		03/01/2010	21.00		21.00
. CLASS ACTION PROCEEDS		03/25/2010	68.00		68.00
. CLASS ACTION PROCEEDS		04/02/2010	100.00		100.00
. CLASS ACTION PROCEEDS		11/01/2010	12.00		12.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

Employer identification number

62-6323409

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	49,182.00
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Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FRANKLIN STREET PROPERTIES

211.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

211.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

211.00

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