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Return of Private Foundation

OMB No 1545-0052

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

2010

Department of the Treasury
Internal Revenue Service

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

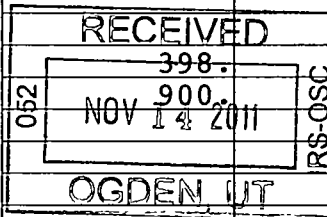
For calendar year 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

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 DEAN DORTON ALLEN FORD CHARITABLE FOUNDATION, INC.		A Employer identification number 61-1497062
Number and street (or P.O. box number if mail is not delivered to street address) 106 WEST VINE STREET	Room/suite 600	B Telephone number 859-255-2341
City or town, state, and ZIP code LEXINGTON, KY 40507		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) \$ 15,649.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received-		40,175.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
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)			0.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		40,175.	0.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 1		398.	0.		398.
b Accounting fees STMT 2		900.	0.		900.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		496.	0.		496.
24 Total operating and administrative expenses. Add lines 13 through 23		1,794.	0.		1,794.
25 Contributions, gifts, grants paid		32,795.			32,795.
26 Total expenses and disbursements. Add lines 24 and 25		34,589.	0.		34,589.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,586.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**DEAN DORTON ALLEN FORD CHARITABLE
FOUNDATION, INC.**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,063.	15,649.	15,649.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	10,063.	15,649.	15,649.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,063.	15,649.	
30 Total net assets or fund balances	10,063.	15,649.		
31 Total liabilities and net assets/fund balances	10,063.	15,649.		

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	10,063.
2 Enter amount from Part I, line 27a	2	5,586.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,649.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,649.

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FOUNDATION, INC.**

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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 NONE			
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			(l) 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) { 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). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	41,113.	18,884.	2.177134
2008	57,421.	54,964.	1.044702
2007	16,062.	94,130.	.170636
2006	64,129.	58,063.	1.104473
2005	32,306.	47,181.	.684725

2 Total of line 1, column (d)	2	5.181670
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	1.036334
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,505.
5 Multiply line 4 by line 3	5	17,105.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	17,105.
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.	8	34,589.

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FOUNDATION, INC.**

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
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		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
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	0.
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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FOUNDATION</u> Telephone no ► <u>859-255-2341</u> Located at ► <u>106 WEST VINE STREET, SUITE 600, LEXINGTON, KY</u> ZIP+4 ► <u>40507</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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)?

☒ Yes ☐ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****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?**SEE STATEMENT 5**☒ 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.

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(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 4		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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**0**

Part VIII

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

3
Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

**DEAN DORTON ALLEN FORD CHARITABLE
FOUNDATION, INC.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	16,756.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	251.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,505.
6	Minimum investment return. Enter 5% of line 5	6	825.

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

1	Minimum investment return from Part X, line 6	1	825.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	825.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	825.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	825.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	34,589.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,589.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,589.

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.

**DEAN DORTON ALLEN FORD CHARITABLE
FOUNDATION, INC.**
Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				825.
2 Undistributed income, if any as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	30,225.			
b From 2006	61,226.			
c From 2007	12,937.			
d From 2008	54,673.			
e From 2009	40,169.			
f Total of lines 3a through e	199,230.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	34,589.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				825.
e Remaining amount distributed out of corpus	33,764.			
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	232,994.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	30,225.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	202,769.			
10 Analysis of line 9:				
a Excess from 2006	61,226.			
b Excess from 2007	12,937.			
c Excess from 2008	54,673.			
d Excess from 2009	40,169.			
e Excess from 2010	33,764.			

Form 990-PF (2010)

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N/A

- ▶

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- SEE STATEMENT 6

- NONE

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

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

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 ATTACHED STATEMENT				32,795.
Total				▶ 3a 32,795.
b Approved for future payment NONE				
Total				▶ 3b 0.

FORM 990-PF

LEGAL FEES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	398.	0.		398.
TO FM 990-PF, PG 1, LN 16A	398.	0.		398.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	900.	0.		900.
TO FORM 990-PF, PG 1, LN 16B	900.	0.		900.

FORM 990-PF

OTHER EXPENSES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	496.	0.		496.
TO FORM 990-PF, PG 1, LN 23	496.	0.		496.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 4

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD O. DORTON 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	PRESIDENT 0.25	0.	0.	0.
JAMES E. GREEN 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	SECRETARY 0.25	0.	0.	0.
MICHAEL T. SHEPHERD 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	TREASURER & DIRECTOR 0.25	0.	0.	0.
GWEN E. TILTON 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	V.P. & DIRECTOR 0.25	0.	0.	0.
DOUGLAS P. DEAN 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	DIRECTOR 0.25	0.	0.	0.
PAULA C. HANSON 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	DIRECTOR 0.25	0.	0.	0.
JASON D. MILLER 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	DIRECTOR 0.25	0.	0.	0.
JAMES J. TENCZA 106 WEST VINE STREET, SUITE 600 LEXINGTON, KY 40507	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 5

GRANTEE'S NAME

LEXINGTON CLINIC FOUNDATION

GRANTEE'S ADDRESS1221 SOUTH BROADWAY
LEXINGTON, KY 40507

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250.	10/26/10	250.

PURPOSE OF GRANTSUPPORT FOR VARIOUS PUBLIC HEALTH INITIATIVES IN THE LEXINGTON, KY
COMMUNITY.DATES OF REPORTS BY GRANTEE

MOST RECENT REPORT DATE 5/15/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATIONTHE FOUNDATION OBTAINED A COPY OF THE FORM 990PF FOR THE LEXINGTON CLINIC
FOUNDATION AND CONFIRMED THAT GRANT FUNDS WERE EXPENDED FOR THE INTENDED
PURPOSE.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

RICHARD O. DORTON
MICHAEL T. SHEPHERD
DOUGLAS P. DEAN
PAULA C. HANSON

0627675.09

dcornish
AMD

Elaine N. Walker, Secretary of State
Received and Filed:
5/26/2011 1:04 PM
Fee Receipt: \$8.00

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DEAN, DORTON & FORD CHARITABLE FOUNDATION, INC.**

Dean, Dorton & Ford Charitable Foundation, Inc., a Kentucky nonstock, nonprofit corporation (the "Corporation"), sets forth the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is: Dean, Dorton & Ford Charitable Foundation, Inc.

**ARTICLE II
AMENDMENT**

The amendment to the Corporation's Articles of Incorporation is as follows:

Article I of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE I:

Name of Corporation

The name of the Corporation is: Dean Dorton Allen Ford Charitable Foundation, Inc.

**ARTICLE III
ADOPTION**

There were no members of the Corporation entitled to vote on the foregoing amendment. The foregoing amendment was duly adopted by the Corporation's Board of Directors by unanimous written consent dated March 24, 2011. The written consent had the effect of a unanimous vote of the directors at a meeting.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment effective as of March 24, 2011.

DEAN, DORTON & FORD CHARITABLE
FOUNDATION, INC.

By: Richard O. Dorton
Richard O. Dorton, President

Dean Dorton Allen Ford Charitable Foundation, Inc.
 EIN: 61-1497062
 Schedule of Contributions
 FYE 6/30/11

<u>Organization</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
American Cancer Society 1504 College St Lexington, KY 40502	none	501(c)(3) Public	Subsidy	2,000
American Heart Association 210 Malabu Drive #125 Lexington, KY 40502	none	501(c)(3) Public	Subsidy	2,550
Alzheimer's Research Foundation 976 Fredericksburg Rd Lexington, KY 40504	none	501(c)(3) Public	Subsidy	50
Bellarmine University 2001 Newburg Rd Louisville, KY 40205	none	501(c)(3) Public	Subsidy	250
Bluegrass Chapter American Red Cross 1450 Newtown Pike Lexington, KY 40511	none	501(c)(3) Public	Subsidy	1,000
Bluegrass Community Foundation 250 W. Main St, Ste 1220 Lexington, KY 40507	none	501(c)(3) Public	Subsidy	250
Bluegrass Domestic Violence Program PO Box 55190 Lexington, KY 40555	none	501(c)(3) Public	Subsidy	100
Bluegrass Rape Crisis Center PO Box 1603 Lexington, KY 40588	none	501(c)(3) Public	Subsidy	750
Bluegrass Tomorrow PO Box 34185 Lexington, KY 40588	none	501(c)(3) Public	Subsidy	500
Breckinridge Elementary PTA 2101 St. Mathilda Drive Lexington, KY 40502	none	501(c)(3) Public	Subsidy	1,095
Centre College 600 West Walnut St. Danville, KY 40422	none	501(c)(3) Public	Subsidy	100
Danville-Boyle County Humane Society PO Box 487	none	501(c)(3) Public	Subsidy	150

Dean Dorton Allen Ford Charitable Foundation, Inc.
 EIN: 61-1497062
 Schedule of Contributions
 FYE 6/30/11

<u>Organization</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Danville, KY 40423				
First Baptist Church 1103 Main St Jackson, KY 41339	none	501(c)(3) Public	Subsidy	100
Friends of Shaker Village 3501 Lexington Road Harrodsburg, KY 40330	none	501(c)(3) Public	Subsidy	250
Greater Clark County Schools 2112 Utica-Sellersburg Rd Jeffersonville, IN 47130	none	501(c)(3) Public	Subsidy	50
Guiding Eyes for the Blind 1011 Granite Springs Rd Yorktown Heights, WY 10598	none	501(c)(3) Public	Subsidy	50
Henry Clay Memorial Foundation 120 Sycamore Road Lexington, KY 40502	none	501(c)(3) Public	Subsidy	250
Home of the Innocents 1100 East Market St Louisville, KY 40206	none	501(c)(3) Public	Subsidy	100
Howards Mill Baptist Church 4435 Howards Mill Rd Mt. Sterling, KY 40353	none	501(c)(3) Public	Subsidy	100
Hospice of the Bluegrass 2312 Alexandria Dr. Lexington, KY 40504	none	501(c)(3) Public	Subsidy	50
Hospice of Northeastern Illinois 405 Lake Zurich Rd. Barrington, IL 60010	none	501(c)(3) Public	Subsidy	50
Hosparus of Louisville 3532 Ephraim McDowell Louisville, KY 40205	none	501(c)(3) Public	Subsidy	100
International Book Project 1440 Delaware Ave Lexington, KY 40505	none	501(c)(3) Public	Subsidy	500

Dean Dorton Allen Ford Charitable Foundation, Inc.
 EIN. 61-1497062
 Schedule of Contributions
 FYE 6/30/11

<u>Organization</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
KyCPA Educational Foundation 1735 Alliant Avenue Louisville, KY 40299	none	501(c)(3) Public	Subsidy	10,000
Kentucky Blood Center 3121 Beaumont Centre Circle Lexington, KY 40513	none	501(c)(3) Public	Subsidy	250
Leukemia & Lymphoma Society 836 Euclid Ave Ste 317 Lexington, KY 40502	none	501(c)(3) Public	Subsidy	1,000
LexArts 161 North Mill St Lexington, KY 40507	none	501(c)(3) Public	Subsidy	2,000
Lexington Clinic Foundation 350 Elaine Drive, Ste 100 Lexington, KY 40504	none	501(c)(3) Private	Subsidy	250
Lexington Public Library Foundation 140 East Main Street Lexington, KY 40507	none	501(c)(3) Public	Subsidy	500
The Living Arts & Science Center 362 N. Martin Luther King Blvd Lexington, KY 40508	none	501(c)(3) Public	Subsidy	100
Lower Cape Fear Hospice Foundation 1414 Physicians Dr. Wilmington, NC 28401	none	501(c)(3) Public	Subsidy	100
The Luci Center PO Box 936 Shelbyville, KY 40065	none	501(c)(3) Public	Subsidy	100
Henry Clay High School 2100 Fontaine Rd Lexington, KY 40502	none	501(c)(3) Public	Subsidy	100
Race Track Chaplaincy of America 2365 Harrodsburg Rd, Ste A120 Lexington, KY 40504	none	501(c)(3) Public	Subsidy	100
Roy F Collier Community Center 1200 Main Street, Ste 144	none	501(c)(3) Public	Subsidy	250

Dean Dorton Allen Ford Charitable Foundation, Inc.
 EIN: 61-1497062
 Schedule of Contributions
 FYE 6/30/11

<u>Organization</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Inez, KY 41224				
Sandersville Elementary PTA 3025 Sandersville Rd Lexington, KY 40511	none	501(c)(3) Public	Subsidy	50
Shepherd's House 154 Bonnie Brae Dr Lexington, KY 40508	none	501(c)(3) Public	Subsidy	500
Shriners Hospital 1900 Richmond Rd Lexington, KY 40502	none	501(c)(3) Public	Subsidy	50
Trust Education Foundation, Inc. 100 East Vine St. Suite 501 Lexington, KY 40507	none	501(c)(3) Public	Subsidy	250
United Way of the Bluegrass 2480 Fortune Dr. #250 Lexington, KY 40509	none	501(c)(3) Public	Subsidy	5,750
Wounded Warrior Project 7020 AC Skinner Pkwy, Ste 100 Jacksonville, FL 32256	none	501(c)(3) Public	Subsidy	50
YMCA of Central Kentucky 239 East High Street Lexington, KY 40507	none	501(c)(3) Public	Subsidy	1,000
Total				<u><u>32,795</u></u>