Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011 or tax year beginning **and ending**

Name of foundation: THE RISE FOUNDATION, INC

A Employer identification number: 20-3992108

Number and street (or P O box number if mail is not delivered to street address): 2309 H E JOHNSON ROAD

Room/suite:

B Telephone number: 270-843-2160

City or town state and ZIP code: BOWLING GREEN, KY 42103

C If exemption application is pending check here ▶ ☐

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

D 1 Foreign organizations check here ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II col (c) line 16)* ▶$ 343,478

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(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)
Revenue	1 Contributions gifts grants etc received	0		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,873	3,873		STATEMENT 1
	4 Dividends and interest from securities	4,154	4,154		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,862			
	b Gross sales price for all assets on line 6a 80,887				
	7 Capital gain net income (from Part IV line 2)		4,862.		
	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	12,889	12,889		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	443	0		443
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel conferences and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	3,513	0		3,513
	24 **Total operating and administrative expenses** Add lines 13 through 23	3,956	0		3,956.
	25 Contributions gifts grants paid	0			0.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,956	0		3,956.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	8,933			
	b **Net investment income** (if negative enter 0)		12,889		
	c **Adjusted net income** (if negative enter 0)			N/A	

RECEIVED
NOV 19 2012
OGDEN, UT
IRS-OSC

SCANNED NOV 30 2012

123501
12 02 11 LHA **For Paperwork Reduction Act Notice see instructions** Form **990-PF** (2011)

8-14

7

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	5,635	3,314.	3,314.
	2	Savings and temporary cash investments	319,641	330,895	340,164
	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)	325,276	334,209	343,478
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	325,276	334,209	
	30	**Total net assets or fund balances**	325,276	334,209	
	31	**Total liabilities and net assets/fund balances**	325,276	334,209	

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	325,276
2	Enter amount from Part I line 27a	2	8,933
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1 2 and 3	4	334,209
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	334,209

Form **990-PF** (2011)

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	SEE ATTACHED STATEMENTS			
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	80,887		76,025	4,862

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	(l) Gains (Col (h) gain minus col (k) but not less than 0) or Losses (from col (h))
a				
b				
c				
d				
e				4,862

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	4,862
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	N/A

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))
2010	4,606	313,685	014684
2009	172,194	299,888.	574194
2008	4,393	465,663	009434
2007	22,000	487,373	045140
2006	15,833	496,472	031891

2	Total of line 1 column (d)	2	675343
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	135069
4	Enter the net value of noncharitable use assets for 2011 from Part X line 5	4	324,797
5	Multiply line 4 by line 3	5	43,870
6	Enter 1% of net investment income (1% of Part I line 27b)	6	129
7	Add lines 5 and 6	7	43,999
8	Enter qualifying distributions from Part XII line 4	8	3,956

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I line 12 col (b)		1	258
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	258
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	258
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	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** SEE STATEMENT 5 ▶		9	258
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 2012 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? N/A	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 2011 or the taxable year beginning in 2011 (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	

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If Yes attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PORTIA B PENNINGTON Telephone no ▶270-843-2160

Located at ▶2309 H E JOHNSON ROAD, BOWLING GREEN, KY ZIP+4 ▶42103

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 N/A

		Yes	No
16 At any time during calendar year 2011 did the foundation have an interest in or a signature or other authority over a bank securities or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90 22 1 If "Yes enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from lend money to or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods services or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to or pay or reimburse the expenses of a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception** Check No if the foundation agreed to make a grant to or to employ the official for a period after termination of government service if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is "Yes to 1a(1) (6) did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d) 3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011 did the foundation have any undistributed income (lines 6d and 6e Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ 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 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 2011 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 2011)*	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 2011?		4b		X

Form **990-PF** (2011)

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)? N/A | 5b | |

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

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

If Yes attach the statement required by Regulations section 53 4945 5(d)

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

b Did the foundation during the year pay premiums directly or indirectly on a personal benefit contract? | 6b | | X

If Yes to 6b file Form 8870

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

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

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

1 List all officers, directors trustees, foundation managers and their compensation

(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
TOM A PENNINGTON 2309 H E JOHNSON ROAD BOWLING GREEN, KY 42103	PRESIDENT, DIRECTOR 5 00	0	0	0
HANNAH L PENNINGTON 2309 H E JOHNSON ROAD BOWLING GREEN, KY 42103	SECRETARY, DIRECTOR 5 00	0	0	0
PORTIA B PENNINGTON 2309 H E JOHNSON ROAD BOWLING GREEN, KY 42103	VP, TREASURER, DIRECTOR 5.00	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

Form **990-PF** (2011)

123551
12 02 11

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

Form **990-PF** (2011)

123581
12 02 11

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	329,743
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a b and c)			1d	329,743
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	329,743.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount see instructions)			4	4,946
5	**Net value of noncharitable use assets** Subtract line 4 from line 3 Enter here and on Part V line 4			5	324,797
6	**Minimum investment return** Enter 5% of line 5			6	16,240

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	16,240
2a	Tax on investment income for 2011 from Part VI line 5	2a	258		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	258.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	15,982.
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	15,982
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	15,982

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	3,956
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	3,956
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	3,956

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

Form **990-PF** (2011)

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI line 7					15,982
2 Undistributed income if any as of the end of 2011					
a Enter amount for 2010 only				0	
b Total for prior years ______ ______ ______			0		
3 Excess distributions carryover if any to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009	157,442				
e From 2010					
f **Total** of lines 3a through e		157,442			
4 Qualifying distributions for 2011 from Part XII line 4 ▶ $ 3,956					
a Applied to 2010 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 2011 distributable amount					3,956
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d) the same amount must be shown in column (a))		12,026			12,026
6 **Enter the net total of each column as indicated below**					
a Corpus Add lines 3f 4c and 4e Subtract line 5		145,416			
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 2010 Subtract line 4a from line 2a Taxable amount see instr				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					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 2006 not applied on line 5 or line 7		0			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		145,416			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	145,416				
d Excess from 2010					
e Excess from 2011					

Part XIV Private Operating Foundations (see instructions and Part VII A question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 2011 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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 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 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

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

c Any submission deadlines

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 Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALVATON ELEMENTARY SCHOOL #1 ROBERT MORGAN LANE ALVATON, KY 42122	NONE	PUBLIC SCHOOL	TO ASSIST WITH ORGANIZATION S EDUCATIONAL AND PHYSIC	
ELIZABETHTOWN CHRISTIAN ACADEMY 401 WEST POPLAR ST ELIZABETHTOWN, KY 42701	NONE	PRIVATE SCHOOL	TO ASSIST WITH ORGANIZATION S EDUCATIONAL AND PHYSIC	
NEW BEGINNINGS THERAPEUTIC RIDING INC 306 MATLOCK OLD UNION RD BOWLING GREEN, KY 42104	NONE	PUBLIC CHARITY	TO ASSIST WITH ORGANIZATION S EDUCATIONAL AND PHYSIC	
ST JUDE CHILDREN S HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	CHARITABLE ORGANIZATON	TO PROVIDE ASSISTANCE TO THE ORGANIZATION S GOALS OF	
THE COLLEGE HEIGHTS FOUNDATION 1906 COLLEGE HEIGHTS BLVD #41016 BOWLING GREEN, KY 42101	NONE	CHARITABLE ORGANIZATON	TO PROVIDE ASSISTANCE TO THE ORGANIZATION S GOALS OF	
Total SEE CONTINUATION SHEET(S)			▶ 3a	0.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12 02 11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512 513 or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					3,873
4 Dividends and interest from securities					4,154
5 Net rental income or (loss) from real estate					
a Debt financed property					
b Not debt financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					4,862
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b) (d) and (e)		0		0	12,889

13 Total Add line 12 columns (b) (d) and (e) 13 12,889

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI A contributed importantly to the accomplishment of the foundation s exempt purposes (other than by providing funds for such purposes)
3	INTEREST INCOME EARNED ON CASH DEPOSITS TO BE USED FOR ONGOING
	CHARITABLE DONATIONS OF THE ORGANIZATION

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities equipment or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities equipment mailing lists other assets or paid employees	1c		X

d If the answer to any of the above is Yes complete the following schedule Column (b) should always show the fair market value of the goods other assets or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement show in column (d) the value of the goods other assets or services received

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

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

b If Yes, complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee	Date	Title
	11-14-12	PRESIDENT

Paid Preparer Use Only

Print/Type preparer s name	Preparer s signature	Date	Check ☐ if self employed	PTIN
SCOTT KISSELBAUGH, CPA		11/12/12		P00034965

Firm s name ▶ STILES, CARTER AND ASSOCIATES, PSC

Firm s EIN ▶ 61-1294705

Firm s address ▶ 2901 RING ROAD
ELIZABETHTOWN, KY 42701

Phone no 270-769-6371

Form 990-PF (2011)

123622
12 02 11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BB&T BANK	4
CHARLES SCHWAB	3,869
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,873

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	4,320	166	4,154
TOTAL TO FM 990-PF, PART I, LN 4	4,320	166	4,154.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	364	0.		364
FOREIGN INVESTMENT TAX	79	0		79.
TO FORM 990-PF, PG 1, LN 18	443.	0		443

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	770	0		770
INVESTMENT FEES	2,736	0		2,736
INTEREST	7	0		7
TO FORM 990-PF, PG 1, LN 23	3,513	0		3,513

CONTINUATION FOR 990-PF, PART IV
THE RISE FOUNDATION, INC 20-3992108 PAGE 1 OF 2

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	HEARTLAND VALUE FUND INV	P	VARIOUS	VARIOUS
b	ARTIO INTERNATIONAL EQUITY FUND II	P	12/29/10	07/27/11
c	EMRG MKT	P	05/13/11	04/01/11
d	EXXON MOBILE CORP	P	05/27/10	01/21/11
e	GENERAL ELECTRIC	P	05/17/11	01/21/11
f	ISHARES S&P	P	08/09/11	11/21/11
g	ISHARES RUSSEL 2000	P	08/05/11	02/22/11
h	JENSEN QUALITY GROWTH FUND	P	VARIOUS	09/16/11
i	LORD ABBETT FLOATING RATE FUND	P	VARIOUS	11/21/11
j	SPDR S&P 500 ETF TR	P	06/07/11	05/05/11
k	ARTIO INTERNATIONAL EQUITY FUND II	P	01/15/09	07/27/11
l	ARTIO INTERNATIONAL EQUITY FUND II	P	VARIOUS	07/27/11
m	CAPITAL ONE FINANCIAL	P	02/19/08	09/15/08
n	JENSEN QUALITY GROWTH FUND	P	VARIOUS	09/16/11
o	LORD ABBETT FLOATING RATE FUND	P	VARIOUS	11/21/11

	(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	1,529			1,529
b	188		185	3
c	286		115	171
d	6,480		6,051	429
e	321		88	233
f	14,407		13,767	640.
g	335		39	296
h	418		440	<22 >
i	4,909		5,067	<158 >
j	421		192	229
k	11,295		8,000	3,295.
l	9,041.		11,437.	<2,396 >
m	10,000		9,660	340.
n	9,582		9,365	217
o	11,509.		11,619	<110.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Losses (from col (h)) Gains (excess of col (h) gain over col (k) but not less than 0)
	(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				1,529.
b				3
c				171
d				429
e				233
f				640
g				296
h				<22 >
i				<158 >
j				229
k				3,295
l				<2,396 >
m				340
n				217
o				<110 >

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	

THE RISE FOUNDATION, INC CONTINUATION FOR 990-PF, PART IV
20-3992108 PAGE 2 OF 2

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	166			166
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k) but not less than 0)
	(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				166
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	4,862
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	N/A

123591
05 01 11

- If you are filing for an **Additional (Not Automatic) 3 Month Extension, complete only Part II** and check this box ▶ ☒

Note Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer see instructions THE RISE FOUNDATION, INC	Employer identification number (EIN) or ☒ 20-3992108
	Number street and room or suite no If a P O box see instructions C/O STILES CARTER & ASSOC PSC - P O BOX 622	Social security number (SSN) ☐
	City town or post office state and ZIP code For a foreign address see instructions ELIZABETHTOWN, KY 42702-0622	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ PORTIA B PENNINGTON 2309 H E JOHNSON ROAD - BOWLING GREEN, KY 42103

Telephone No ▶ 270-843-2160 FAX No ▶

- If the organization does not have an office or place of business in the United States check this box ▶ ☐
- If this is for a Group Return enter the organization s four digit Group Exemption Number (GEN) ________ If this is for the whole group check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011 or other tax year beginning ________ and ending ________

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990 BL 990 PF 990 T 4720 or 6069 enter the tentative tax less any nonrefundable credits See instructions	**8a**	$ 0
b	If this application is for Form 990 PF 990 T 4720 or 6069 enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0
c	**Balance due** Subtract line 8b from line 8a Include your payment with this form if required by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only

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

Signature ▶ Title ▶ PRESIDENT Date ▶

Form 8868 (Rev 1 2012)

123842
01 06 12