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

OMB No 1545-0052

**2011**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 2011, or tax year beginning , 2011, and ending**

|  |  |   |
|--|--|---|
| Name of foundation<br><b>CE&amp;S Foundation</b>   |  | <b>A</b> Employer identification number<br><b>59-2466943</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>101 S. 5th Street</b>   | Room/suite<br><b>1650</b>  | <b>B</b> Telephone number (see the instructions)<br><b>(502) 583-0546</b>   |
| City or town<br><b>Louisville</b>  | State ZIP code<br><b>KY 40202</b>  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>   |
| <b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16)<br><b>\$ 62,536,353.</b>   | <b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u><br>(Part I, column (d) must be on cash basis) | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| <b>REVENUE</b>  | 1 Contributions, gifts, grants, etc., received (att sch)            |                                    |                           |                         |   |
|   | 2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments                | 3,791.                             | 3,791.                    |                         |   |
|   | 4 Dividends and interest from securities                            |                                    |                           |                         |   |
|   | 5a Gross rents  |                                    |                           |                         |   |
|   | b Net rental income or (loss)                                       |                                    | L-6a Stmt                 |                         |   |
|   | 6a Net gain/(loss) from sale of assets not on line 10               | 742,760.                           |                           |                         |   |
|   | b Gross sales price for all assets on line 6a                       | 13,039,059.                        |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)                    |                                    | 742,760.                  |                         |   |
|   | 8 Net short-term capital gain                                       |                                    |                           |                         |   |
|   | 9 Income modifications  |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances                         |                                    |                           |                         |   |
| b Less Cost of goods sold   |   |                                    |                           |                         |   |
| c Gross profit/(loss) (att sch)   |   |                                    |                           |                         |   |
| 11 Other income (attach schedule)   |   |                                    |                           |                         |   |
| Fund/K1 Income  | 1,899,698.  | 1,899,698.                         |                           |                         |   |
| 12 Total. Add lines 1 through 11  | 2,646,249.  | 2,646,249.                         |                           |                         |   |
| <b>ADMINISTRATIVE EXPENSES</b>  | 13 Compensation of officers, directors, trustees, etc               | 115,000.                           | 11,500.                   |                         | 103,500.  |
|   | 14 Other employee salaries and wages                                | 162,125.                           | 16,212.                   |                         | 145,913.  |
|   | 15 Pension plans, employee benefits                                 | 63,700.                            | 6,370.                    |                         | 57,330.   |
|   | 16a Legal fees (attach schedule) L-16a Stmt                         | 365.                               | 36.                       |                         | 329.  |
|   | b Accounting fees (attach sch) L-16b Stmt                           | 26,025.                            | 2,602.                    |                         | 23,423.   |
|   | c Other prof fees (attach sch) L-16c Stmt                           | 87,905.                            | 50,035.                   |                         | 37,870.   |
|   | 17 Interest   |                                    |                           |                         |   |
|   | 18 Taxes (attach schedule) (see instrs)                             |                                    |                           |                         |   |
|   | 19 Depreciation (attach sch) and depletion                          |                                    |                           |                         |   |
|   | 20 Occupancy  | 47,517.                            | 4,752.                    |                         | 42,765.   |
|   | 21 Travel, conferences, and meetings                                | 31,601.                            | 3,160.                    |                         | 28,441.   |
|   | 22 Printing and publications  | 1,583.                             | 158.                      |                         | 1,425.  |
| 23 Other expenses (attach schedule)   |   |                                    |                           |                         |   |
| Brokerage Fees--See Schedule  | 150.  | 150.                               |                           | 0.                      |   |
| 24 Total operating and administrative expenses. Add lines 13 through 23   | 535,971.  | 94,975.                            |                           | 440,996.                |   |
| 25 Contributions, gifts, grants paid  | 5,103,429.  |                                    |                           | 3,306,475.              |   |
| 26 Total expenses and disbursements. Add lines 24 and 25  | 5,639,400.  | 94,975.                            |                           | 3,747,471.              |   |
| 27 Subtract line 26 from line 12:   |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   | -2,993,151.   |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |   | 2,551,274.                         |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)  |   |                                    |                           |                         |   |

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| Part II Balance Sheets |   | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|------------------------|---|--|----------------|-----------------------|
|                        |   | Beginning of year  | End of year    |                       |
|                        |   | (a) Book Value   | (b) Book Value | (c) Fair Market Value |
| ASSETS                 | 1 Cash — non-interest-bearing   | 37,020.  | 52,186.        | 52,186.               |
|                        | 2 Savings and temporary cash investments  | 829,014.   | 799,765.       | 799,765.              |
|                        | 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 instructions)   |  |                |                       |
|                        | 7 Other notes and loans receivable (attach sch)   |  |                |                       |
|                        | Less: allowance for doubtful accounts   |  |                |                       |
|                        | 8 Inventories for sale or use   |  |                |                       |
|                        | 9 Prepaid expenses and deferred charges   |  |                |                       |
|                        | 10a Investments — U.S. and state government obligations (attach schedule)   |  |                |                       |
|                        | b Investments — corporate stock (attach schedule) L-10b Stmt  | 545.   | 385.           | 2,772,418.            |
|                        | c Investments — corporate bonds (attach schedule)   |  |                |                       |
|                        | 11 Investments — land, buildings, and equipment: basis  |  |                |                       |
| LIABILITIES            | Less: accumulated depreciation (attach schedule)  |  |                |                       |
|                        | 12 Investments — mortgage loans   |  |                |                       |
|                        | 13 Investments — other (attach schedule) L-13 Stmt  | 57,248,858.  | 56,623,944.    | 58,911,984.           |
|                        | 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)                            | 58,115,437.  | 57,476,280.    | 62,536,353.           |
|                        | 17 Accounts payable and accrued expenses  |  |                |                       |
|                        | 18 Grants payable   | 4,119,466.   | 1,796,954.     |                       |
|                        | 19 Deferred revenue   |  |                |                       |
| FUND ASSETS            | 20 Loans from officers, directors, trustees, & other disqualified persons   |  |                |                       |
|                        | 21 Mortgages and other notes payable (attach schedule)  |  |                |                       |
|                        | 22 Other liabilities (describe )  |  |                |                       |
|                        | 23 Total liabilities (add lines 17 through 22)  | 4,119,466.   | 1,796,954.     |                       |
|                        | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> |  |                |                       |
|                        | 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   |  |                |                       |
| BALANCES               | 28 Paid-in or capital surplus, or land, building, and equipment fund  |  |                |                       |
|                        | 29 Retained earnings, accumulated income, endowment, or other funds   | 53,995,971.  | 55,679,326.    |                       |
|                        | 30 Total net assets or fund balances (see instructions)   | 53,995,971.  | 55,679,326.    |                       |
|                        | 31 Total liabilities and net assets/fund balances (see instructions)  | 58,115,437.  | 57,476,280.    |                       |

## Part III Analysis of Changes in Net Assets or Fund Balances

|   |  |   |             |
|---|--|---|-------------|
| 1 | Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 53,995,971. |
| 2 | Enter amount from Part I, line 27a   | 2 | -2,993,151. |
| 3 | Other increases not included in line 2 (itemize) <input type="checkbox"/> See Other Increases Stmt   | 3 | 4,676,506.  |
| 4 | Add lines 1, 2, and 3  | 4 | 55,679,326. |
| 5 | Decreases not included in line 2 (itemize) <input type="checkbox"/>  | 5 |             |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30  | 6 | 55,679,326. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|--|--|--|---|-------------------------------------|
| <b>1a Publically Traded Capital Gains Distribution S.T</b>   |  | P  | various                                 | various                             |
| <b>b Publically Traded Capital Gains Distributions L.T.</b>  |  | P  | various                                 | various                             |
| <b>c Publically Traded Capital Gains Sales S.T.</b>  |  | P  | various                                 | various                             |
| <b>d Publically Traded Capital Gains Sales L.G.</b>  |  | P  | various                                 | various                             |
| <b>e</b>   |  |  |   |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| <b>a</b> 82,563.      |  | 0.  | 82,563.                                      |
| <b>b</b> 254,043.     |  | 0.  | 254,043.                                     |
| <b>c</b> 3,185,126.   |  | 3,209,353.                                      | -24,227.                                     |
| <b>d</b> 9,517,327.   |  | 9,086,946.                                      | 430,381.                                     |
| <b>e</b>              |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (i) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value<br>as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |   |
| <b>a</b>  |                                      |   | 82,563.   |
| <b>b</b>  |                                      |   | 254,043.  |
| <b>c</b>  |                                      |   | -24,227.  |
| <b>d</b>  |                                      |   | 430,381.  |
| <b>e</b>  |                                      |   |   |

|  |  |  |          |          |
|--|--|--|----------|----------|
| <b>2</b> Capital gain net income or (net capital loss)                                 | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                |  | <b>2</b> | 742,760. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br/>           in Part I, line 8         </div> |  | <b>3</b> |          |

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

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

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

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

☐ Yes☒ No

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

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries

| (a)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|---|--|---|---|
| 2010  | 3,883,028.                               | 60,072,503.                                     | 0.064639  |
| 2009  | 3,921,375.                               | 52,405,900.                                     | 0.074827  |
| 2008  | 3,394,911.                               | 63,401,466.                                     | 0.053546  |
| 2007  | 5,720,268.                               | 72,062,829.                                     | 0.079379  |
| 2006  | 4,476,322.                               | 63,978,102.                                     | 0.069966  |

|   |          |             |
|---|----------|-------------|
| <b>2</b> Total of line 1, column (d)  | <b>2</b> | 0.342357    |
| <b>3</b> 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 | <b>3</b> | 0.068471    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   | <b>4</b> | 64,569,861. |
| <b>5</b> Multiply line 4 by line 3  | <b>5</b> | 4,421,163.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b> | 25,513.     |
| <b>7</b> Add lines 5 and 6  | <b>7</b> | 4,446,676.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | <b>8</b> | 3,747,471.  |

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)**

|   |    |         |         |
|---|----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) |    |         |         |
| 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       | 51,025. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)   |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   |    | 2       | 0.      |
| 3 Add lines 1 and 2   |    | 3       | 51,025. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   |    | 4       | 0.      |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-  |    | 5       | 51,025. |
| 6 Credits/Payments  |    |         |         |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011   | 6a | 92,659. |         |
| 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  | 92,659. |         |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  |         |         |
| 9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |         |         |
| 10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 41,634. |         |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 41,634. Refunded <input type="checkbox"/>   | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|   | Yes | No |
|---|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><br>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 <b>Form 1120-POL</b> for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br>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  |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |     | X  |
| b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?   |     | X  |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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<br>• By language in the governing instrument, or<br>• 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, column (c), and Part XV   | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>See States Registered In _____  |     |    |
| 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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  |

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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 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?<br>Website address <u>N/A</u>   | 13 | X   |    |
| 14 | The books are in care of <u>Bruce A. Maza</u> Telephone no. <u>(502) 583-0546</u><br>Located at <u>101 S. 5th St. St. 1650 Louisville, KY</u> ZIP + 4 <u>40202</u>  |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> |    |     |    |
| 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 | Yes | No |
|    | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>  |    |     | 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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>   | 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>  |     |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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.)   | 2b  | X  |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>  |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | 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  |

BAA

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

If 'Yes' to 6b, file Form 8870.

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

| (a) Name and address  | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| David A. Jones<br>101 S. 5th St. St. 1650<br>Louisville, KY 40202   | President<br>5.00   | 0.  | 0.  | 0.                                    |
| David Wessell<br>101 S. 5th St. St. 1650<br>Louisville, KY 40202    | Treasurer<br>5.00   | 0.  | 0.  | 0.                                    |
| Bryan K. Johnson<br>101 S. 5th St. St. 1650<br>Louisville, KY 40202 | Secretary<br>1.00   | 0.  | 0.  | 0.                                    |
| Bruce A. Maza<br>101 S. 5th St. St. 1650<br>Louisville, KY 40202    | Executive<br>50.00  | 115,000.                                  | 11,500.   | 0.                                    |

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

| (a) Name and address of each employee paid more than \$50,000       | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| Tessa P. McNair<br>101 S. 5th St. Suite 1650<br>Louisville KY 40202 | Program Officer<br>40.00                                  | 120,000.         | 15,000.   | 0.                                    |
| 0   |   |                  |   |                                       |
| 0   |   |                  |   |                                       |
| 0   |   |                  |   |                                       |
| 0   |   |                  |   |                                       |

Total number of other employees paid over \$50,000

1

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|   | Expenses |
|---|----------|
| 1 |          |
| 2 |          |
| 3 |          |
| 4 |          |

**Part IX-B** Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1  |        |
| 2  |        |
| All other program-related investments. See instructions.   |        |
| 3  |        |
| Total. Add lines 1 through 3   |        |

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Form 990-PF (2011)



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

|  |           |             |
|--|-----------|-------------|
| <b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> Average monthly fair market value of securities   | <b>1a</b> | 57,502,342. |
| <b>b</b> Average of monthly cash balances  | <b>1b</b> | 7,045,185.  |
| <b>c</b> Fair market value of all other assets (see instructions)  | <b>1c</b> | 1,005,631.  |
| <b>d</b> Total (add lines 1a, b, and c)  | <b>1d</b> | 65,553,158. |
| <b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  |             |
| <b>3</b> Subtract line 2 from line 1d  | <b>3</b>  | 65,553,158. |
| <b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 983,297.    |
| <b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | <b>5</b>  | 64,569,861. |
| <b>6</b> Minimum investment return. Enter 5% of line 5   | <b>6</b>  | 3,228,493.  |

**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.)

|   |           |            |
|---|-----------|------------|
| <b>1</b> Minimum investment return from Part X, line 6  | <b>1</b>  | 3,228,493. |
| <b>2a</b> Tax on investment income for 2011 from Part VI, line 5  | <b>2a</b> | 51,025.    |
| <b>b</b> Income tax for 2011 (This does not include the tax from Part VI)                                   | <b>2b</b> |            |
| <b>c</b> Add lines 2a and 2b  | <b>2c</b> | 51,025.    |
| <b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 3,177,468. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |            |
| <b>5</b> Add lines 3 and 4  | <b>5</b>  | 3,177,468. |
| <b>6</b> Deduction from distributable amount (see instructions)   | <b>6</b>  |            |
| <b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 3,177,468. |

**Part XII** Qualifying Distributions (see instructions)

|   |           |            |
|---|-----------|------------|
| <b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |            |
| <b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26  | <b>1a</b> | 3,747,471. |
| <b>b</b> Program-related investments — total from Part IX-B   | <b>1b</b> |            |
| <b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |            |
| <b>3</b> Amounts set aside for specific charitable projects that satisfy the:   |           |            |
| <b>a</b> Suitability test (prior IRS approval required)   | <b>3a</b> |            |
| <b>b</b> Cash distribution test (attach the required schedule)  | <b>3b</b> |            |
| <b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 3,747,471. |
| <b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | 0.         |
| <b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4   | <b>6</b>  | 3,747,471. |

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

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7   |               |                            |             | 3,177,468.  |
| 2 Undistributed income, if any, as of the end of 2011  |               |                            |             |             |
| a Enter amount for 2010 only   |               |                            | 0.          |             |
| b Total for prior years 20__, 20__, 20__   |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2011  |               |                            |             |             |
| a From 2006  | 1,485,325.    |                            |             |             |
| b From 2007  | 2,394,107.    |                            |             |             |
| c From 2008  | 310,231.      |                            |             |             |
| d From 2009  | 1,335,670.    |                            |             |             |
| e From 2010  | 936,256.      |                            |             |             |
| f Total of lines 3a through e  | 6,461,589.    |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4: \$ 3,747,471.   |               |                            |             |             |
| a Applied to 2010, but not more than line 2a   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required – see instructions)  |               |                            |             |             |
| c Treated as distributions out of corpus (Election required – see instructions)  |               |                            |             |             |
| d Applied to 2011 distributable amount   |               |                            |             | 3,177,468.  |
| e Remaining amount distributed out of corpus   | 570,003.      |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))   |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5   | 7,031,592.    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b  |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount – see instructions  |               | 0.                         |             |             |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions  |               |                            | 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) (see instructions)                                  |               |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)  | 1,485,325.    |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a  | 5,546,267.    |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2007   | 2,394,107.    |                            |             |             |
| b Excess from 2008   | 310,231.      |                            |             |             |
| c Excess from 2009   | 1,335,670.    |                            |             |             |
| d Excess from 2010   | 936,256.      |                            |             |             |
| e Excess from 2011   | 570,003.      |                            |             |             |

**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)

**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

| Tax year   | Prior 3 years |          |          | (e) Total |
|--|---------------|----------|----------|-----------|
| (a) 2011   | (b) 2010      | (c) 2009 | (d) 2008 |           |
| <b>b</b> 85% of line 2a  |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed   |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities   |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  |               |          |          |           |
| <b>a</b> 'Assets' alternative test — enter:  |               |          |          |           |
| <b>(1)</b> Value of all assets   |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)   |               |          |          |           |
| <b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |               |          |          |           |
| <b>c</b> 'Support' alternative test — enter:   |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization   |               |          |          |           |
| <b>(4)</b> Gross investment income   |               |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the organization 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).)
- David A. Jones and Betty A. Jones

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

Bruce A. Maza

101 S. 5th Street, St. 1650

Louisville

KY 40202

(502) 583-0546

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

Application available from Foundation

- c** Any submission deadlines:

None

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

None

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

| Recipient<br>Name and address (home or business)                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount               |
|--|--|--------------------------------------|-------------------------------------|----------------------|
| <b>a Paid during the year</b><br>See Attached Schedule<br>N/A<br>N/A KY 40202        |  | All<br>Public<br>Charities           | Various<br>Various<br>Various       | 3,306,475.           |
| <b>Total</b>   |  |                                      |                                     | <b>3a</b> 3,306,475. |
| <b>b Approved for future payment</b><br>See Attached Schedule<br>N/A<br>N/A KY 40202 |  | All Public<br>charities              | Various                             | 1,796,954.           |
| <b>Total</b>   |  |                                      |                                     | <b>3b</b> 1,796,954. |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated                    | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions) |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
|   | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |   |
| <b>1</b> Program service revenue                                  |                           |               |                                      |               |   |
| a   |                           |               |                                      |               |   |
| b   |                           |               |                                      |               |   |
| c   |                           |               |                                      |               |   |
| d   |                           |               |                                      |               |   |
| e   |                           |               |                                      |               |   |
| f   |                           |               |                                      |               |   |
| g Fees and contracts from government agencies                     |                           |               |                                      |               |   |
| <b>2</b> Membership dues and assessments                          |                           |               |                                      |               |   |
| <b>3</b> Interest on savings and temporary cash investments       |                           |               | 14                                   | 3,791.        |   |
| <b>4</b> Dividends and interest from securities                   |                           |               |                                      |               |   |
| <b>5</b> 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              |                           |               |                                      |               |   |
| <b>7</b> Other investment income                                  |                           |               | 14                                   | 1,899,698.    |   |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |                           |               | 18                                   | 742,760.      |   |
| <b>9</b> Net income or (loss) from special events                 |                           |               |                                      |               |   |
| <b>10</b> Gross profit or (loss) from sales of inventory          |                           |               |                                      |               |   |
| <b>11</b> Other revenue   |                           |               |                                      |               |   |
| a   |                           |               |                                      |               |   |
| b   |                           |               |                                      |               |   |
| c   |                           |               |                                      |               |   |
| d   |                           |               |                                      |               |   |
| e   |                           |               |                                      |               |   |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                 |                           |               |                                      | 2,646,249.    |   |
| <b>13 Total.</b> Add line 12, columns (b), (d), and (e)           |                           |               |                                      | 13            | 2,646,249.  |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No. 1545-0047

**2011**

Name of the organization

CE&S Foundation

Employer identification number

59-2466943

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name

CE&amp;S Foundation

Employer Identification Number

59-2466943

**Asset Information:**

|                          |   |   |                    |
|--------------------------|---|---|--------------------|
| Description of Property  | <u>Various Publically Traded Securities</u> |   |                    |
| Date Acquired:           | <u>Various</u>                              | How Acquired  | <u>Purchased</u>   |
| Date Sold:               | <u>various</u>                              | Name of Buyer                                       | <u>Various</u>     |
| Sales Price:             | <u>13,039,059.</u>                          | Cost or other basis (do not reduce by depreciation) | <u>12,296,299.</u> |
| Sales Expense:           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       | <u>742,760.</u>                             | Accumulation Depreciation:                          |                    |
| Description of Property  |   |   |                    |
| Date Acquired:           |   | How Acquired  |                    |
| Date Sold                |   | Name of Buyer                                       |                    |
| Sales Price              |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense.           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |
| Description of Property: |   |   |                    |
| Date Acquired            |   | How Acquired  |                    |
| Date Sold                |   | Name of Buyer                                       |                    |
| Sales Price              |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense            |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |
| Description of Property: |   |   |                    |
| Date Acquired:           |   | How Acquired  |                    |
| Date Sold:               |   | Name of Buyer                                       |                    |
| Sales Price:             |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense.           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |
| Description of Property: |   |   |                    |
| Date Acquired:           |   | How Acquired:                                       |                    |
| Date Sold                |   | Name of Buyer                                       |                    |
| Sales Price:             |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense:           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |
| Description of Property  |   |   |                    |
| Date Acquired:           |   | How Acquired:                                       |                    |
| Date Sold:               |   | Name of Buyer                                       |                    |
| Sales Price:             |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense:           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |
| Description of Property: |   |   |                    |
| Date Acquired:           |   | How Acquired:                                       |                    |
| Date Sold:               |   | Name of Buyer                                       |                    |
| Sales Price:             |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense:           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |
| Description of Property: |   |   |                    |
| Date Acquired:           |   | How Acquired:                                       |                    |
| Date Sold:               |   | Name of Buyer                                       |                    |
| Sales Price:             |   | Cost or other basis (do not reduce by depreciation) |                    |
| Sales Expense:           |   | Valuation Method:                                   |                    |
| Total Gain (Loss):       |   | Accumulation Depreciation:                          |                    |



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

**Other Increases Stmt**

|  |            |
|--|------------|
| Cost Basis Adj./Unrealized Gain Partnerships | 557,040.   |
| Grants - Previous Year                       | 4,119,466. |
| Total  | 4,676,506. |

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

**States Registered In**

KY - Kentucky

DE - Delaware

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| CT Corporation   | Statutory Representati   | 365.                  |                       |                     |                                       |
| Total            |                          | 365.                  |                       |                     |                                       |

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

| Name of Provider      | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| Paychex, Inc/KY Treas | Payroll/Other            | 1,737.                |                       |                     |                                       |
| Accounting Services   | General Accounting Ser   | 24,288.               |                       |                     |                                       |
| Total                 |                          | 26,025.               |                       |                     |                                       |

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

| Name of Provider      | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| Fund Evaluation Group | Investment Management    | 50,035.               |                       |                     |                                       |
| Endless Night         | Consultant               | 16,675.               |                       |                     |                                       |
| Bull's Eye Comm/Lou   | Video Gathering          | 6,195.                |                       |                     |                                       |
| James Doucette        | Consultant               | 15,000.               |                       |                     |                                       |
| Total                 |                          | 87,905.               |                       |                     |                                       |

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

**L-10b Stmt**

| <b>Line 10b - Investments - Corporate Stock:</b> | <b>End of Year</b>    |                              |
|--|-----------------------|------------------------------|
|  | <b>Book<br/>Value</b> | <b>Fair Market<br/>Value</b> |
| Humana Incorporated                              | 385.                  | 2,772,418.                   |
| Total  | <u>385.</u>           | <u>2,772,418.</u>            |

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

**L-13 Stmt**

| <b>Line 13 - Investments - Other:</b> | <b>End of Year</b>    |                              |
|---------------------------------------|-----------------------|------------------------------|
|                                       | <b>Book<br/>Value</b> | <b>Fair Market<br/>Value</b> |
| Mutual Funds                          | 48,605,174.           | 50,893,214.                  |
| Partnership Investments               | 8,018,770.            | 8,018,770.                   |
| Total                                 | <u>56,623,944.</u>    | <u>58,911,984.</u>           |

**Supporting Statement of:**

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

| Description              | Amount |
|--------------------------|--------|
| Merrill Lynch Annual Fee | 150.   |
| Total                    | 150.   |

## C. E. &amp; S. Foundation 12-31-11

As of 12/31/11

\* Estimated Prices

Page 1

| Security                     | Shares        | Curr Price | Cost Basis           | Gain/Loss           | Balance              |
|------------------------------|---------------|------------|----------------------|---------------------|----------------------|
| <b>Partnership</b>           |               |            |                      |                     |                      |
| Amberbrook V                 | 1102633.32... | 1 000      | 1,102,633 32         | 0 00                | 1,102,633 32         |
| Fort Washington IV           | 883,517 5900  | 1 000      | 883,517 59           | 0.00                | 883,517 59           |
| Ft Wash PE VI LP             | 559,629 0000  | 1.000      | 559,629 00           | 0 00                | 559,629.00           |
| J G Partnership, Inc         | 214,508.7200  | 1 000      | 214,508.72           | 0 00                | 214,508.72           |
| JG Funding LLC               | 342.3400      | 1 000 *    | 342.34               | 0.00                | 342.34               |
| Norgate IV EM Class          | 55,000.0000   | 1.000 *    | 55,000.00            | 0 00                | 55,000 00            |
| Norgate IV PE Class          | 24,045.1400   | 1 000 *    | 24,045.14            | 0.00                | 24,045 14            |
| Norgate IV VC Class          | 75,000.0000   | 1.000 *    | 75,000 00            | 0 00                | 75,000 00            |
| Northgate IV LP              | 967,317 0000  | 1 000      | 967,317 00           | 0.00                | 967,317.00           |
| Northgate Private Eq III     | 2032359 27.   | 1.000      | 2,032,359 27         | 0 00                | 2,032,359 27         |
| Richland Vent. III New       | 2,269 0000    | 1 000      | 2,269 00             | 0 00                | 2,269 00             |
| Siguler Guff Distressed III  | 1275441 67..  | 1 000      | 1,275,441 67         | 0.00                | 1,275,441 67         |
| Ventures Investment VI       | 826,707 0000  | 1 000      | 826,707 00           | 0 00                | 826,707 00           |
| <b>TOTAL Partnership</b>     |               |            | <b>8,018,770.05</b>  | <b>0.00</b>         | <b>8,018,770.05</b>  |
| <b>Cash/Money Mkt</b>        |               |            |                      |                     |                      |
| Cash Accounts                | 851,951.0000  | 1.0000     | 851,951 00           | 0.00                | 851,951.00           |
| <b>TOTAL Cash/Money Mkt.</b> |               |            | <b>851,951.00</b>    | <b>0.00</b>         | <b>851,951.00</b>    |
| <b>Other Invest.</b>         |               |            |                      |                     |                      |
| American Fd EuroPacific Gr.  | 66,651.5140   | 35 1100    | 2,804,782.56         | -464,647.90         | 2,340,134.66         |
| Columbia Marisco Focused     | 53,153.2250   | 22 2800    | 1,343,173 77         | -158,919.92         | 1,184,253 85         |
| DFA Emerging Mkts. Value     | 97,501.7960   | 25 9600    | 2,119,937.99         | 411,208.63          | 2,531,146 62         |
| DFA Intl. Small Value        | 135,710.5170  | 13 5800    | 2,232,789.42         | -389,840 60         | 1,842,948 82         |
| DFA US Small-Cap Value       | 40,118.6120   | 23 1600    | 888,677.02           | 40,470.03           | 929,147 05           |
| Dodge & Cox Income Fund      | 419,131 0380  | 13 3000    | 5,236,806 65         | 337,636 16          | 5,574,442 81         |
| Gateway Fund Y               | 108,747.5110  | 26.3900    | 3,047,019 31         | -177,172.49         | 2,869,846.82         |
| Harbor International Fund    | 65,643 1410   | 52 4500    | 2,302,298.94         | 1,140,683 81        | 3,442,982 75         |
| IShares Russel 2000 Growth   | 32,156 9852   | 84.2300    | 2,121,074 68         | 587,508 18          | 2,708,582 86         |
| Marisco Focus Fund           | 161,507.0210  | 17.6100    | 3,094,511 90         | -250,373.26         | 2,844,138 64         |
| Pimco All Asset Fund         | 278,442 9420  | 11.5400    | 3,520,327 24         | -307,095.69         | 3,213,231 55         |
| Pimco Low Duration Fund      | 186,800.1990  | 10 2900    | 1,848,419.62         | 73,754.43           | 1,922,174 05         |
| Pimco PIMS Total Return Fund | 510,967.5440  | 10 8700    | 5,296,641 88         | 257,575 32          | 5,554,217.20         |
| Powershrs ETF FTSE RAFI PRF  | 27,000 0000   | 54.5800    | 1,447,181.95         | 26,478.05           | 1,473,660.00         |
| Vang. 500 Index Adm Fund     | 98,160.2930   | 95 6500    | 8,826,386 22         | 562,645 81          | 9,389,032 03         |
| Vang. Mid-Cap Adm            | 109,252 5600  | 28.1300    | 2,475,145.00         | 598,129.51          | 3,073,274.51         |
| <b>TOTAL Other Invest.</b>   |               |            | <b>48,605,174.15</b> | <b>2,288,040.07</b> | <b>50,893,214.22</b> |
| <b>Corp. Stock</b>           |               |            |                      |                     |                      |
| Humana Inc                   | 31,645 0000   | 87 6100    | 385 14               | 2,772,033.31        | 2,772,418.45         |
| <b>TOTAL Corp. Stock</b>     |               |            | <b>385.14</b>        | <b>2,772,033.31</b> | <b>2,772,418.45</b>  |
| <b>TOTAL Investments</b>     |               |            | <b>57,476,280.34</b> | <b>5,060,073.38</b> | <b>62,536,353.72</b> |

2011 Grants Paid  
The C.E. and S. Foundation

|   | A  | B  | C                                 | D  | E               | F                      | G             |
|---|--|--|-----------------------------------|--|-----------------|------------------------|---------------|
|   | <u>Payee Name</u>  | <u>Payee Address</u>   | <u>Description of Contributed</u> | <u>Request Project Title</u>                                 | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |
| 1 | University of Southern Mississippi Foundation                  | 118 College Drive #5210<br>Hattiesburg, Mississippi 39406          | cash                              | Acquisition of Tasha Tudor Collection                        | none            | 501(c)(3)<br>509(a)(1) | 125,000       |
| 3 | University of Southern Mississippi Foundation                  | 118 College Drive #5210<br>Hattiesburg, Mississippi 39406          | cash                              | Acquisition of Tasha Tudor Collection                        | none            | 501(c)(3)<br>509(a)(1) | 100,000       |
| 4 | Louisville Nature Center, Inc                                  | 3475 Illinois Avenue<br>Louisville, Kentucky 40213                 | cash                              | General Operating Support                                    | none            | 501(c)(3)<br>509(a)(1) | 12,500        |
| 5 | Louisville Metro Parks Foundation, Inc                         | P O Box 37280<br>Louisville, Kentucky 40233                        | cash                              | Oral History Project   | none            | 501(c)(3)<br>509(a)(1) | 1,642         |
| 5 | Metro United Way, Inc  | 927 South 2nd Street<br>P O Box 2048<br>Louisville, Kentucky 40203 | cash                              | CWF, General Operating Support<br>(thru MUW 2010 Campaign)   | none            | 501(c)(3)<br>509(a)(1) | 25,000        |
| 7 | Blue Apple Players, Inc  | P O Box 4261<br>Louisville, Kentucky 40204                         | cash                              | Kent School of Social Work<br>Collaboration                  | none            | 501(c)(3)<br>509(a)(1) | 850           |
| 3 | Best Buddies International, Inc                                | 100 SE 2nd Street, Suite 1990<br>Miami, FL 33131-2158              | cash                              | Professional Development<br>Opportunities                    | none            | 501(c)(3)<br>509(a)(2) | 2,520         |
| 3 | Manne Toys for Tots Foundation                                 | 18251 Quantico Gateway<br>Drive<br>Triangle, Virginia 22172        | cash                              | general operating support                                    | none            | 501(c)(3)<br>509(a)(1) | 20,000        |
| 0 | National Association for College<br>Admissions Counseling, Inc | 1050 N Highland Street, Suite<br>400<br>Arlington, Virginia 22201  | cash                              | For Louisville National College Fairs                        | none            | 501(c)(3)<br>509(a)(2) | 16,000        |
| 1 | Central Park Conservancy, Inc                                  | 14 East 60th Street<br>New York, New York 10222                    | cash                              | General Operating Support                                    | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 2 | Louisville Olmsted Parks<br>Conservancy, Inc                   | 1299 Trevilian Way<br>P O Box 37280<br>Louisville, Kentucky 40233  | cash                              | Woodlands Restoration Campaign                               | none            | 501(c)(3)<br>509(a)(1) | 10,000        |
| 3 | Louisville Zoo Foundation, Inc                                 | 1100 Trevilian Way<br>Louisville, Kentucky 40213                   | cash                              | Glacier Run Capital Campaign                                 | none            | 501(c)(3)<br>509(a)(1) | 5,000         |
| 4 | Louisville Zoo Foundation, Inc                                 | 1100 Trevilian Way<br>Louisville, Kentucky 40213                   | cash                              | Glacier Run Capital Campaign                                 | none            | 501(c)(3)<br>509(a)(1) | 10,000        |
| 5 | Yale School of Forestry and<br>Environmental Studies           | 195 Prospect Street<br>New Haven, Connecticut<br>06511             | cash                              | Annual Fund, School of Forestry<br>and Environmental Studies | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 6 | Special Olympics Kentucky, Inc                                 | 1230 Liberty Bank Lane<br>Suite 140<br>Louisville, Kentucky 40222  | cash                              | General Operating Support                                    | none            | 501(c)(3)<br>509(a)(1) | 1,000         |

2011 Grants Paid  
The C.E. and S. Foundation

|    | A  | B  | C                                 | D   | E               | F                      | G             |
|----|--|--|-----------------------------------|---|-----------------|------------------------|---------------|
|    | <u>Payee Name</u>                              | <u>Payee Address</u>   | <u>Description of Contributed</u> | <u>Request Project Title</u>                              | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |
| 7  | Kentucky Waterways Alliance, Inc               | Bakery Square, Suite 222<br>120 Webster Street<br>Louisville, Kentucky 40206     | cash                              | for Executive Director's Discretionary Fund and membeship | none            | 501(c)(3)<br>509(a)(1) | 2,500         |
| 8  | Filson Club Historical Society                 | 1310 South Third Street<br>Louisville, Kentucky 40208                            | cash                              | general operating support                                 | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 9  | Leukemia and Lymphoma Society, Inc             | 9 Erie Drive<br>Suite 101<br>Natick, Massachusetts 01760                         | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(1) | 1,500         |
| 10 | World Hunger Relief, Inc                       | P.O. Box 32070<br>Mail Drop L-2700<br>Louisville, Kentucky 40232                 | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 11 | The Asia Institute, Inc                        | 1244 South Third Street<br>Louisville, Kentucky 40203                            | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(2) | 1,000         |
| 2  | Down Syndrome of Louisville, Inc               | 4604 Bardstown Road<br>Louisville, Kentucky 40218                                | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(2) | 1,000         |
| 3  | YMCA of Greater Louisville                     | 545 South Second Street<br>Louisville, Kentucky 40202                            | cash                              |   | none            | 501(c)(3)              | 2,500         |
| 4  | Issac W Bernheim Foundation, Inc               | P O Box 130<br>Clermont, Kentucky 40110  | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 5  | Louisville Olmsted Parks Conservancy, Inc      | 1299 Trevilian Way<br>P.O. Box 37280<br>Louisville, Kentucky 40233               | cash                              |   | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 6  | Land Trust Alliance, Inc                       | 1660 L Street NW, Suite 1100<br>Washington,, DC 20036                            | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(1) | 2,500         |
| 7  | Foundation For Landscape Studies, Inc          | 7 West 81st Street<br>Apt 19 20 A<br>New York, New York 10024                    | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(1) | 2,500         |
| 8  | Southeastern Council of Foundations, Inc       | 50 Hurt Plaza, Suite 350<br>Atlanta, Georgia 30303                               | cash                              | 2011 Membership Dues                                      | none            | 501(c)(3)<br>509(a)(1) | 6,000         |
| 9  | Council on Foundations, Inc                    | 2121 Crystal Drive, Suite 700<br>P.O. Box 0021<br>Arlington, Virginia 22202-3706 | cash                              | 2011 membership dues                                      | none            | 501(c)(3)<br>509(a)(1) | 6,830         |
| 0  | Navy-Marine Corps Relief Society               | 875 North Randolph Street<br>Suite 225<br>Arlington, Virginia 22203              | cash                              | General Operating Support                                 | none            | 501(c)(3)<br>509(a)(2) | 20,000        |
| 1  | Louisville Free Public Library Foundation, Inc | 301 York Street<br>Louisville, Kentucky 40203                                    | cash                              | Landmark Campaign   | none            | 501(c)(3)<br>509(a)(1) | 50,000        |

**The C.E. and S. Foundation**

|    | A  | B   | C                                 | D  | E               | F                      | G             |
|----|--|---|-----------------------------------|--|-----------------|------------------------|---------------|
|    | <u>Payee Name</u>                                | <u>Payee Address</u>  | <u>Description of Contributed</u> | <u>Request Project Title</u>   | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |
| 1  | University of Louisville Foundation, Inc         | University of Louisville<br>2301 South Third Street<br>Louisville, Kentucky 40292 | cash                              | College of Business and Public Administration  | none            | 501(c)(3)<br>509(a)(1) | 2,500         |
| 2  | The Healing Place, Inc                           | 1020 West Market Street<br>Louisville, Kentucky 40202                             | cash                              | general operation support  | none            | 501(c)(3)<br>509(a)(1) | 1,700         |
| 3  | Teach Kentucky                                   | 2205 Lowell Avenue<br>Louisville, Kentucky 40205                                  | cash                              | Program Expansion  | none            | 501(c)(3)<br>509(a)(1) | 30,000        |
| 4  | RAVSAK - Jewish Community Day School Network     | 120 West 97th Street<br>New York, New York 10025                                  | cash                              | General Operating Support  | none            | 501(c)(3)<br>509(a)(2) | 10,000        |
| 5  | RAVSAK - Jewish Community Day School Network     | 120 West 97th Street<br>New York, New York 10025                                  | cash                              | Executive Director's Discretionary Fund payment 1 of 2 of a \$5,000 commitment                             | none            | 501(c)(3)<br>509(a)(2) | 1,800         |
| 6  | Music Maker Relief and Recording Foundation, Inc | 4052 Summer Lane<br>Hillsborough, North Carolina 27278                            | cash                              | general operating support  | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 7  | National Center for Family Philanthropy, Inc     | NW<br>Suite 220<br>Washington, District of  | cash                              | general operating support  | none            | 501(c)(3)<br>509(a)(1) | 10,000        |
| 8  | West End Preparatory School                      | 3628 Virginia Avenue<br>Louisville, Kentucky 40211                                | cash                              | general operating support  | none            | 501(c)(3)<br>509(a)(1) | 2,500         |
| 9  | Center for NonProfit Excellence                  | ArtSpace<br>321 W Broadway, 5th Floor<br>Louisville, Kentucky 40202               | cash                              | 6 week program of Learning Circles for staff and volunteer leaders - Principles and work of Lance Secretan | none            | 501(c)(3)<br>509(a)(1) | 10,000        |
| 10 | Yale in Kentucky, Inc.                           | 2205 Lowell Avenue<br>Louisville, Kentucky 40205                                  | cash                              | Bulldogs in the Bluegrass 2011   | none            | 501(c)(3)<br>509(a)(2) | 10,000        |
| 11 | Metro United Way, Inc                            | P O Box 35458<br>5803 Fern Valley Road<br>Louisville, Kentucky 40228              | cash                              | Dare to Care-SUB/Society of St Vincent de Paul -SUB/St John's Center- Sub/                                 | none            | 501(c)(3)<br>509(a)(1) | 100,000       |
| 12 | Grantmakers for Effective Organizations          | 01725 DeSales Street, NW<br>Washington, DC 20036                                  | cash                              | 2011 Annual Operating Support  | none            | 501(c)(3)<br>509(a)(1) | 1,725         |
| 13 | Grantmakers for Education                        | 720 S.W. Washington Street,<br>Suite 605<br>Portland, Oregon 97205                | cash                              | 2011 annual operating support  | none            | 501(c)(3)<br>509(a)(2) | 1,000         |
| 14 | Partnership for Creative Economies, Inc          | 614 Main Street<br>Louisville, KY 40202   | cash                              | visit of Dr James Catteral   | none            | 501(c)(3)<br>509(a)(2) | 3,500         |
| 15 | Actors Theatre of Louisville, Inc                | 316 West Main Street<br>Louisville, Kentucky 40202                                | cash                              | 2011 Annual Fund   | none            | 501(c)(3)<br>509(a)(1) | 1,834         |

# The C.E. and S. Foundation

|   | A  | B  | C                                 | D  | E               | F                      | G             |
|---|--|--|-----------------------------------|--|-----------------|------------------------|---------------|
|   | <u>Payee Name</u>                                      | <u>Payee Address</u>   | <u>Description of Contributed</u> | <u>Request Project Title</u>   | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |
| 7 | Catholic Education Foundation, Inc                     | 325 West Main Street<br>Louisville, KY 40202                           | cash                              | 21st Annual Salute to Catholic School Alumni - operating expense support     | none            | 501(c)(3)<br>509(a)(1) | 5,000         |
| 8 | University of San Diego Law School                     | 5998 Alcalá Park<br>GH 202<br>San Diego, California 92110              | cash                              | Summer International Fellowship @ the USD Law School                         | none            | 501(c)(3)<br>509(a)(1) | 7,500         |
| 9 | Louisville Urban League                                | 1535 West Broadway<br>Louisville, Kentucky 40203                       | cash                              | General Operating Support  | none            | 501(c)(3)<br>509(a)(1) | 15,000        |
| 0 | Cabtiage Patch Settlement House, Inc                   | 1413 South 6th Street<br>Louisville, Kentucky 40208                    | cash                              | Room to Grow Capital Campaign  | none            | 501(c)(3)<br>509(a)(1) | 40,000        |
| 1 | American Red Cross                                     | 2025 East Street NW<br>Washington, District of Columbia 20036          | cash                              | Response to earthquake and tsunami in Japan                                  | none            | 501(c)(3)<br>509(a)(1) | 25,000        |
| 2 | YMCA of Greater Louisville                             | 545 South Second Street<br>Louisville, Kentucky 40202                  | cash                              | Spint Campaign   | none            | 501(c)(3)              | 1,000         |
| 3 | The Community Foundation of Louisville Depository, Inc | 325 West Main Street<br>Suite 1110<br>Louisville, Kentucky 40202       | cash                              | Louisville Youth Philanthropy Council  | none            | 501(c)(3)<br>509(a)(1) | 5,000         |
| 4 | National Center for Family Philanthropy, Inc           | NW<br>Suite 220<br>Washington, District of                             | cash                              | general operating support  | none            | 501(c)(3)<br>509(a)(1) | 1,000         |
| 5 | RAVSAK - Jewish Community Day School Network           | 120 West 97th Street<br>New York, New York 10025                       | cash                              | Scholarship support for Los Angeles Conference                               | none            | 501(c)(3)<br>509(a)(2) | 10,000        |
| 5 | RAVSAK - Jewish Community Day School Network           | 120 West 97th Street<br>New York, New York 10025                       | cash                              | Executive Director's Discretionary Fund payment 2 of 2 of \$5,000 commitment | none            | 501(c)(3)<br>509(a)(2) | 3,200         |
| 7 | Boys and Girls Clubs of Kentuckiana                    | 1201 Story Avenue<br>Suite 250<br>Louisville, Kentucky 40206           | cash                              | support annual fund, The ONE Campaign  | none            | 501(c)(3)<br>509(a)(1) | 10,000        |
| 3 | Food Literacy Project @ Oxmoor Farm, Inc               | Oxmoor Farm<br>9001 Limehouse Lane<br>Louisville, Kentucky 40222       | cash                              | Challenge Grant for Annual Fund  | none            | 501(c)(3)<br>509(a)(1) | 4,000         |
| 1 | Jefferson County Public Education Foundation, Inc      | Jaeger Education Center<br>502 Wood Road<br>Louisville, Kentucky 40222 | cash                              | Louisville International Film Festival                                       | none            | 501(c)(3)<br>509(a)(1) | 3,000         |
| 1 | Shively Community Ministries, Inc                      | 4415 Dixie Highway<br>Louisville, Kentucky 40216                       | cash                              | Support for Development Conference 2011                                      | none            | 501(c)(3)<br>509(a)(1) | 2,500         |
|   | Music Maker Relief and Recording Foundation, Inc       | 4052 Summer Lane<br>Hillsborough, North Carolina 27278                 | cash                              | Challenge Grant  | none            | 501(c)(3)<br>509(a)(1) | 20,000        |



**2011 Grants Paid  
The C.E. and S. Foundation**

|    | A   | B   | C                                 | D  | E               | F                      | G             |
|----|---|---|-----------------------------------|--|-----------------|------------------------|---------------|
|    | <u>Payee Name</u>                                 | <u>Payee Address</u>  | <u>Description of Contributed</u> | <u>Request Project Title</u>                                       | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |
| 1  | President & Fellows of Middlebury                 | 121 A South Main Street<br>Suite 300<br>Middlebury, Vermont 05753           | cash                              | KY teachers at Bread Loaf  | none            |                        | 35,500        |
| 2  | The Woodrow Wilson National Fellowship Foundation | 5 Vaughn Drive, Suite 300<br>Princeton, New Jersey 08540-6313               | cash                              | Technical Assistance, Early College Program at Western High School | none            | 501(c)(3)<br>509(a)(1) | 55,000        |
| 3  | Louisville Free Public Library Foundation         | 301 York Street<br>Louisville, Kentucky 40203                               | cash                              | The Fairdale-Shawnee Project                                       | none            | 501(c)(3)<br>509(a)(1) | 75,000        |
| 4  | American Red Cross                                | 2025 East Street NW<br>Washington, District of Columbia 20036               | cash                              | Mississippi flooding and Midwest tornado disaster relief           | none            | 501(c)(3)<br>509(a)(1) | 50,000        |
| 5  | Salvation Army                                    | 214-216 West Chestnut Street<br>P.O. Box 2229<br>Louisville, Kentucky 40201 | cash                              | Old Male High School Renovation                                    | none            | 501(c)(3)              | 300,000       |
| 6  | Down Syndrome of Louisville, Inc                  | 4604 Bardstown Road<br>Louisville, Kentucky 40218                           | cash                              | Capital Campaign   | none            | 501(c)(3)<br>509(a)(2) | 33,000        |
| 7  | KCTCS Fdn Inc - Madisonville Community College    | 2000 College Drive<br>Madisonville, KY 42431                                | cash                              | The Judy Moore Scholarship Fund                                    | none            | 501(c)(3)<br>509(a)(1) | 500           |
| 8  | Down Syndrome of Louisville, Inc                  | 4604 Bardstown Road<br>Louisville, Kentucky 40218                           | cash                              | Capital Campaign   | none            | 501(c)(3)<br>509(a)(2) | 33,000        |
| 9  | University of the South                           | 735 University Avenue<br>Sewanee, Tennessee 37383                           | cash                              | 2011 Annual Fund   | none            | 501(c)(3)<br>509(a)(1) | 7,500         |
| 10 | Down Syndrome of Louisville, Inc                  | 4604 Bardstown Road<br>Louisville, Kentucky 40218                           | cash                              | Capital Campaign   | none            | 501(c)(3)<br>509(a)(2) | 5,000         |
| 11 | City Parks Alliance, Inc                          | 2121 Ward Court, NW<br>Washington, District of Columbia 20037               | cash                              | general operating support  | none            | 501(c)(3)<br>509(a)(1) | 10,000        |
| 12 | City Parks Alliance, Inc                          | 2121 Ward Court, NW<br>Washington, District of Columbia 20037               | cash                              | to support outreach efforts  | none            | 501(c)(3)<br>509(a)(1) | 1,700         |
| 13 | Boys and Girls Clubs of Kentuckiana               | 1201 Story Avenue<br>Suite 250<br>Louisville, Kentucky 40206                | cash                              | General Operating Support  | none            | 501(c)(3)<br>509(a)(1) | 5,000         |
| 14 | Jefferson County Public Education Foundation      | Jaeger Education Center<br>502 Wood Road<br>Louisville, Kentucky 40222      | cash                              | Early College Program at Western High School                       | none            | 501(c)(3)<br>509(a)(1) | 40,014        |
| 15 | Food Literacy Project @ Oxmoor Farm, Inc          | Oxmoor Farm<br>9001 Limehouse Lane<br>Louisville, Kentucky 40222            | cash                              | General Operating Support  | none            | 501(c)(3)<br>509(a)(1) | 500           |

**2011 Grants Paid  
The C.E. and S. Foundation**

|   | A  | B   | C                                     | D   | E               | F                      | G             |   |
|---|--|---|---------------------------------------|---|-----------------|------------------------|---------------|---|
|   | <u>Payee Name</u>  | <u>Payee Address</u>  | <u>Description of<br/>Contributed</u> | <u>Request Project Title</u>                                | <u>Relation</u> | <u>Tax<br/>Status</u>  | <u>Amount</u> |   |
| 1 |  | 1201 Story Avenue<br>Suite 250                                      |                                       |   |                 | 501(c)(3)              |               | F |
| 7 | Boys and Girls Clubs of Kentuckiana                      | Louisville, Kentucky 40206  | cash                                  | general operating support                                   | none            | 509(a)(1)              | 10,000        |   |
| 8 | AIDS Services Center Coalition, Inc                      | 810 Barret Avenue, Suite 305<br>Louisville, Kentucky 40204          | cash                                  | Louisville Aids Walk  | none            | 501(c)(3)<br>509(a)(1) | 4,000         | P |
| 9 | The Aspen Institute, Inc                                 | Suite 700<br>Washington, District of<br>Columbia 20036              | cash                                  | Society of Fellow   | none            | 501(c)(3)<br>509(a)(2) | 10,000        | P |
| 0 | Cooperative For Assistance and Relief<br>Everywhere, Inc | 151 Ellis Street NE<br>Atlanta, Georgia 30303                       | cash                                  | East Afrca Drought and Famine                               | none            | 501(c)(3)<br>509(a)(1) | 25,000        | P |
| 1 | International Rescue Committee, Inc                      | 122 East 42nd Street<br>New York, New York 10168                    | cash                                  | East Africa Drought and Famine                              | none            | 501(c)(3)<br>509(a)(1) | 25,000        | P |
| 2 | Kentucky Science and Tech Council,<br>Inc                | 310 Blakenbaker Lane<br>Louisville, Kentucky 40207                  | cash                                  | 2011 IdeaFestival - Louisville                              | none            | 501(c)(3)<br>509(a)(1) | 15,000        | P |
| 3 | University of Kentucky                                   | 315 Bradley Hall<br>Lexington, Kentucky 40506-<br>0058              | cash                                  | Confucius Institute   | none            |                        | 50,000        | P |
| 4 | Leadership Louisville Foundation, Inc                    | 732 West Main Street<br>Louisville, Kentucky 40202                  | cash                                  | Bingham Fellows, class of 2011<br>program support           | none            | 501(c)(3)<br>509(a)(1) | 1000          | P |
| 5 | Boys and Girls Clubs of Kentuckiana                      | 1201 Story Avenue<br>Suite 250<br>Louisville, Kentucky 40206        | cash                                  | 2012 It Just Takes One Campaign                             | none            | 501(c)(3)<br>509(a)(1) | 15,000        | P |
| 5 | Central Park Conservancy                                 | 14 East 60th Street<br>New York, New York 10222                     | cash                                  | general operating support                                   | none            | 501(c)(3)<br>509(a)(1) | 10,000        | P |
| 7 | Filson Club Historical Society                           | 1310 South Third Street<br>Louisville, Kentucky 40208               | cash                                  | 21st Century Parks Archive Project                          | none            | 501(c)(3)<br>509(a)(1) | 1,500         | P |
|   | Young Adult Development in Action                        | 800 West Chestnut Street<br>Louisville, Kentucky 40213              | cash                                  | general operating support                                   | none            | 501(c)(3)              | 25,000        | P |
|   | Center for Interfaith Relations, inc                     | 415 West Muhammed Ali<br>Boulevard<br>Louisville, Kentucky 40202    | cash                                  | 2011 Festival of Faiths                                     | none            | 501(c)(3)<br>509(a)(1) | 5,000         | P |
|   | National Center for Family<br>Philanthropy, Inc          | NW<br>Suite 220<br>Washington, District of                          | cash                                  | general operating support                                   | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
|   | Center for NonProfit Excellence                          | ArtSpace<br>321 W Broadway, 5th Floor<br>Louisville, Kentucky 40202 | cash                                  | 11th Annual Nonprofit Leadership<br>Conference scholarships | none            | 501(c)(3)<br>509(a)(1) | 3,700         | P |

**2011 Grants Paid  
The C.E. and S. Foundation**

|   | A  | B  | C                                 | D   | E               | F                      | G             |   |
|---|--|--|-----------------------------------|---|-----------------|------------------------|---------------|---|
|   | <u>Payee Name</u>                                      | <u>Payee Address</u>   | <u>Description of Contributed</u> | <u>Request Project Title</u>  | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |   |
| 1 | US Green Building Council - Kentucky Chapter, Inc      | 743 East Broadway<br>Suite 182<br>Louisville, KY 40202                   | cash                              | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 2,160         | P |
| 3 | The Aspen Institute, Inc                               | Suite 700<br>Washington, District of Columbia 20036                      | cash                              | passes to 2012 Ideas Festival   | none            | 501(c)(3)<br>509(a)(2) | 6,400         | P |
| 4 | Muhammad Ali Museum and Education Center, Inc.         | One Muhammad Ali Plaza<br>144 North Sixth Street<br>Louisville, KY 40202 | cash                              | Legacy Campaign   | none            | 501(c)(3)<br>509(a)(1) | 50,000        | P |
| 5 | The Community Foundation of Louisville Depository, Inc | 325 West Main Street<br>Suite 1110<br>Louisville, Kentucky 40202         | cash                              | General Operating Support, 55,000<br>Degress (previously named)<br>Mayor's Education Roundtable | none            | 501(c)(3)<br>509(a)(1) | 100,000       | P |
| 6 | Bellarmine University                                  | 2001 Newburg Road<br>Louisville, Kentucky 40205                          | cash                              | Foreign Language Department   | none            | 501(c)(3)<br>509(a)(1) | 70,000        | P |
| 7 | Kentucky Country Day School, Inc                       | 4100 Springdale Road<br>Louisville, Kentucky 40241                       | cash                              | Expanding Horizons Building Upon<br>Excellence Capital Campaign                                 | none            | 501(c)(3)<br>509(a)(1) | 100,000       | P |
| 3 | Metro United Way, Inc                                  | 334 East Broadway<br>P O Box 4488<br>Louisville, Kentucky 40204          | cash                              | 2010 Campaign   | none            | 501(c)(3)<br>509(a)(1) | 50,000        | P |
| 3 | Metro United Way, Inc                                  | 334 East Broadway<br>P O Box 4488<br>Louisville, Kentucky 40204          | cash                              | 2010 Campaign   | none            | 501(c)(3)<br>509(a)(1) | 200,000       | P |
| 0 | Yale University  | P O Box 2038<br>New Haven, Connecticut 06521                             | cash                              | International internships   | none            | 501(c)(3)              | 250,000       | P |
| 1 | 21st Century Parks, Inc                                | 471 West Main Street<br>Suite 202<br>Louisville, Kentucky 40202          | cash                              | Capital Campaign  | none            | 501(c)(3)<br>509(a)(1) | 300,000       | P |
| 2 | 21st Century Parks, Inc                                | 471 West Main Street<br>Suite 202<br>Louisville, Kentucky 40202          | cash                              | Capital Campaign Challenge  | none            | 501(c)(3)<br>509(a)(1) | 200,000       | P |
| 1 | Louisville Central Community Centers, Inc              | 1300 W Muhammad Ali Blvd<br>Louisville, Kentucky 40203                   | cash                              | Capital Campaign  | none            | 501(c)(3)<br>509(a)(1) | 20,000        | P |
|   | The Community Foundation of Louisville Depository, Inc | 325 West Main Street<br>Suite 1110<br>Louisville, Kentucky 40202         | cash                              | Greater Louisville Project, General<br>Operating Support  | none            | 501(c)(3)<br>509(a)(1) | 25,000        | P |
|   | Prichard Committee for Academic Excellence             | P O Box 1658<br>Lexington, Kentucky 40588                                | cash                              | to support a strategic planning<br>process  | none            | 501(c)(3)<br>509(a)(1) | 25,000        | P |
|   | Boys and Girls Clubs of Kentuckiana                    | 1201 Story Avenue<br>Suite 250<br>Louisville, Kentucky 40206             | cash                              | Response to Closing of Salvation<br>Army Clubs  | none            | 501(c)(3)<br>509(a)(1) | 50,000        | P |

**2011 Grants Paid  
The C.E. and S. Foundation**

|    | A   | B   | C                                     | D   | E               | F                      | G             |   |
|----|---|---|---------------------------------------|---|-----------------|------------------------|---------------|---|
|    | <u>Payee Name</u>   | <u>Payee Address</u>  | <u>Description of<br/>Contributed</u> | <u>Request Project Title</u>  | <u>Relation</u> | <u>Tax<br/>Status</u>  | <u>Amount</u> |   |
| 1  | Calvary Lutheran Church Evangelical<br>Lutheran Church in America | P O Box 4881<br>Louisville, Kentucky 40204  | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 5,000         | F |
| 7  | Tnnny High School Foundation, Inc                                 | 4011 Shelbyville Road<br>Louisville, Kentucky 40207                               | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 5,000         | F |
| 8  | Boys and Girls Clubs of Kentuckiana                               | 1201 Story Avenue<br>Suite 250<br>Louisville, Kentucky 40206                      | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 5,000         | P |
| 9  | Jefferson Community and Technical<br>College Foundation           | 109 East Broadway<br>Louisville, Kentucky 40202                                   | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 10,000        | P |
| 10 | Schizophrenia Foundation Kentucky,<br>Inc                         | P.O. Box 1927<br>Louisville, Kentucky 40201                                       | cash                                  | David Block Center Capital<br>Campaign                              | none            | 501(c)(3)<br>509(a)(2) | 5,000         | P |
| 11 | RAVSAK - Jewish Community Day<br>School Network                   | 120 West 97th Street<br>New York, New York 10025                                  | cash                                  | General Operating Support   | none            | 501(c)(3)<br>509(a)(2) | 10,000        | P |
| 12 | West End Preparatory School                                       | 3628 Virginia Avenue<br>Louisville, Kentucky 40211                                | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 2,500         | P |
| 3  | Music Maker Relief and Recording<br>Foundation, Inc               | 4052 Summer Lane<br>Hillsborough, North Carolina<br>27278                         | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 4  | The Healing Place, Inc.   | 1020 West Market Street<br>Louisville, Kentucky 40202                             | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 1,700         | P |
| 5  | University of Louisville Foundation                               | University of Louisville<br>2301 South Third Street<br>Louisville, Kentucky 40292 | cash                                  | For School of Business Annual<br>Fund                               | none            | 501(c)(3)<br>509(a)(1) | 2,500         | P |
| 6  | Independent Educational Consultants<br>Association Foundation     | 3251 Old Lee Highway<br>Suite 510<br>Fairfax, Virginia 22030                      | cash                                  | general operating support   | none            | 501(c)(3)<br>509(a)(1) | 600           | P |
| 7  | University of San Diego Law School                                | 5998 Alcalá Park<br>GH 202<br>San Diego, California 92110                         | cash                                  | International Summer Fellowship<br>and International Tax Law School | none            | 501(c)(3)<br>509(a)(1) | 15,000        | P |
| 8  | University of San Diego Law School                                | 5998 Alcalá Park<br>GH 202<br>San Diego, California 92110                         | cash                                  | For the Entrepreneurial Clinic                                      | none            | 501(c)(3)<br>509(a)(1) | 15,000        | P |
| 9  | The Asia Institute, Inc   | 1244 South Third Street<br>Louisville, Kentucky 40203                             | cash                                  | Annual Fund   | none            | 501(c)(3)<br>509(a)(2) | 1,000         | P |
| 10 | Hampshire College Trustees  | Advancement<br>Amherst, Massachusetts<br>01002-3359                               | cash                                  | Annual Fund   | none            | 501(c)(3)<br>509(a)(1) | 2,500         | P |

**2011 Grants Paid  
The C.E. and S. Foundation**

|    | A   | B   | C                                 | D   | E               | F                      | G             |   |
|----|---|---|-----------------------------------|---|-----------------|------------------------|---------------|---|
|    | <u>Payee Name</u>   | <u>Payee Address</u>  | <u>Description of Contributed</u> | <u>Request Project Title</u>                | <u>Relation</u> | <u>Tax Status</u>      | <u>Amount</u> |   |
| 22 | Jewish Family and Vocational Services of Louisville, Inc  | 3587 Dutchman's Lane<br>Louisville, Kentucky 40205                                | cash                              | 2012 MOSAIC award sponsorship               | none            | 501(c)(3)<br>509(a)(1) | 1,000         | F |
| 23 | Commonwealth Fund for KET, Inc                            | 560 Cooper Drive<br>Louisville, Kentucky 40502                                    | cash                              | general operating expense                   | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 24 | National Center for Family Literacy                       | 325 West Main Street<br>Suite 300<br>Louisville, Kentucky 40202                   | cash                              | general operating support                   | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 25 | Kentucky Public Radio Inc /Louisville Public Media        | 619 South Fourth Street<br>Louisville, Kentucky 40202                             | cash                              | general operating support                   | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 26 | Yale University   | Box 208200<br>New Haven, Connecticut<br>06520-8200                                | cash                              | program support - Yale School of Management | none            |                        | 500           | P |
| 27 | Kentucky School of Art, Inc                               | 845 South 3rd Street<br>Louisville, KY 40203                                      | cash                              | general operating support                   | none            | 501(c)(3)<br>509(a)(1) | 5,000         | P |
| 28 | Cabbage Patch Settlement House, Inc                       | 1413 South 6th Street<br>Louisville, Kentucky 40208                               | cash                              | Annual Fund                                 | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 29 | Oberlin College   | 173 West Lorain Street<br>Oberlin, Ohio 44074                                     | cash                              | Annual Fund                                 | none            | 501(c)(3)<br>509(a)(1) | 10,000        | P |
| 30 | Yale-China Association, Inc                               | 442 Temple Street<br>Box 208223<br>New Haven, Connecticut<br>06520                | cash                              | general operating support                   | none            | 501(c)(3)              | 5,000         | P |
| 31 | Teach Kentucky  | 2205 Lowell Avenue<br>Louisville, Kentucky 40205                                  | cash                              | general operating support                   | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 32 | Women for Women, Inc                                      | 323 West Broadway, Suite 502<br>Louisville, Kentucky 40202                        | cash                              | general operating support                   | none            | 501(c)(3)<br>509(a)(1) | 5,000         | P |
| 33 | Prichard Committee for Academic Excellence                | P O Box 1658<br>Lexington, Kentucky 40588   | cash                              | To Board Fund                               | none            | 501(c)(3)<br>509(a)(1) | 2,500         | P |
| 34 | University of Louisville Foundation                       | University of Louisville<br>2301 South Third Street<br>Louisville, Kentucky 40292 | cash                              | Board of Overseers Scholarship Fund         | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 35 | League of Women Voters of Louisville and Jefferson County | 115 South Ewing Avenue<br>Louisville, KY 40206                                    | cash                              | In honor of Katy Christopherson             | none            | 501(c)(3)<br>509(a)(1) | 1,000         | P |
| 36 | Marine Toys for Tots Foundation                           | 18251 Quantico Gateway<br>Drive<br>Triangle, Virginia 22172                       | cash                              | general operating support                   | none            | 501(c)(3)<br>509(a)(1) | 15,000        | P |

**2011 Grants Paid**  
**The C.E. and S. Foundation**

[illegible]

| C. E & S FOUNDATION PROJECTED PAYMENTS             |   |  |             |  |
|--|---|--|-------------|--|
| NAME   | ADDRESS                                     | PROJECT                                  | AMOUNT      |  |
| Bellarmine University                              | 2001 Newburg Road, Louisville KY 40205      | Foreign Language Department              | \$210,000   |  |
| Community Foundation of Louisville Depository, Inc | 325 W Main, #1110, Louisville KY 40202      | Operating Support for 55,000 Degrees     | \$100,000   |  |
| Jefferson County Public Education Foundation       | 500 Wood Road, Louisville KY 40222          | Early College Program, Western High      | \$96,954    |  |
| 21st Century Parks                                 | 417 W Main, Suite 202, Louisville, KY 40202 | Capital Campaign                         | \$600,000   |  |
| 21st Century Parks                                 | 417 W Main, Suite 202, Louisville KY 40202  | Challenge Grant                          | \$400,000   |  |
| Boys & Girls Clubs of Kentuckiana                  | 1201 Story Ave #250 Louisville KY 40206     | Response to Closing Salvation Army Clubs | \$200,000   |  |
| Cabbage Patch Settlement House, Inc                | 1413 S 6th St, Louisville KY 40208          | Room to grow Capital Campaign            | \$40,000    |  |
| Louisville Free Public Library                     | 301 York St, Louisville KY 40203            | Landmark Campaign                        | \$50,000    |  |
| Salvation Army                                     | 214-216 W Chestnut, Louisville KY 40201     | Capital Campaign                         | \$100,000   |  |
|  |   |  | \$1,796,954 |  |

10/30/2012

| C E & S FOUNDATION PROJECTED PAYMENTS               |   |  |             |  |
|---|---|--|-------------|--|
| NAME  | ADDRESS                                     | PROJECT                                  | AMOUNT      |  |
| Bellarmine University                               | 2001 Newburg Road, Louisville KY 40205      | Foreign Language Department              | \$210,000   |  |
| Community Foundation of Louisville Depository, Inc. | 325 W Main, #1110, Louisville KY 40202      | Operating Support for 55,000 Degrees     | \$100,000   |  |
| Jefferson County Public Education Foundation        | 500 Wood Road, Louisville KY 40222          | Early College Program, Western High      | \$96,954    |  |
| 21st Century Parks                                  | 417 W Main, Suite 202, Louisville, KY 40202 | Capital Campaign                         | \$600,000   |  |
| 21st Century Parks                                  | 417 W Main, Suite 202, Louisville KY 40202  | Challenge Grant                          | \$400,000   |  |
| Boys & Girls Clubs of Kentuckiana                   | 1201 Story Ave #250 Louisville KY 40206     | Response to Closing Salvation Army Clubs | \$200,000   |  |
| Cabbage Patch Settlement House, Inc                 | 1413 S 6th St, Louisville KY 40208          | Room to grow Capital Campaign            | \$40,000    |  |
| Louisville Free Public Library                      | 301 York St, Louisville KY 40203            | Landmark Campaign                        | \$50,000    |  |
| Salvation Army                                      | 214-216 W Chestnut, Louisville KY 40201     | Capital Campaign                         | \$100,000   |  |
|   |   |  | \$1,796,954 |  |

10/30/2012



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

**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<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions.<br><b>C. E. &amp; S. Foundation</b>                      | Employer identification number (EIN) or<br><input type="checkbox"/> <b>59-2466943</b> |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>101 South Fifth Street, Suite 1650</b>    | Social security number (SSN)<br><input type="checkbox"/>                              |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>Louisville KY 40202</b> |   |

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 **Bruce Maza**

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

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

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

- 4 I request an additional 3-month extension of time until **November 15**, 20 **12**.
- 5 For calendar year **2011**, or other tax year beginning **20**, and ending **20**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension **We have yet to receive several K1 statements which are necessary for completion of the tax return.**

|  |           |    |                |
|--|-----------|----|----------------|
| <b>8a</b> 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.   | <b>8a</b> | \$ |                |
| <b>b</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. | <b>8b</b> | \$ | <b>149,432</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.   | <b>8c</b> | \$ | <b>21,335</b>  |

**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 **Bruce Maza** Title **Executive Director** Date **8/14/12**