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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization
LOUISVILLE AREA CHAMBER OF COMMERCE, INC.
 Doing Business As **GREATER LOUISVILLE, INC.**
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
614 WEST MAIN STREET 6000
 City or town, state or country, and ZIP + 4
LOUISVILLE, KY 40202

D Employer identification number
61-0434089

E Telephone number
(502) 625-0000

G Gross receipts \$ **8,399,939.**

H(a) Is this a group return for affiliates? ☐ Yes ☒ No
H(b) Are all affiliates included? ☐ Yes ☐ No
 If "No," attach a list (see instructions)

I Tax-exempt status ☐ 501(c)(3) ☒ 501(c) (**6**) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ► **WWW.GREATERLOUISVILLE.COM**

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ► **L** Year of formation: **1949** **M** State of legal domicile: **KY**

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities. **TO LEAD INNOVATION AND CIVIC ENTREPRENEURSHIP, WHILE MAINTAINING A COMMITMENT TO SUSTAINABLE**

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a) **3 55**

4 Number of independent voting members of the governing body (Part VI, line 1b) **4 55**

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) **5 79**

6 Total number of volunteers (estimate if necessary) **6 1200**

7a Total unrelated business revenue from Part VIII, column (C), line 12 **7a 37,025.**

b Net unrelated business taxable income from Form 990-T, line 34 **7b 0.**

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	5,858,762.	5,471,159.
9 Program service revenue (Part VIII, line 2g)	2,417,506.	2,579,334.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,691.	7,253.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	251,202.	342,193.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,538,161.	8,399,939.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	356,530.	370,982.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,046,119.	4,051,527.
16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ► 134,668.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,762,396.	4,046,000.
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	8,165,045.	8,468,509.
19 Revenue less expenses - Subtract line 18 from line 12	373,116.	-68,570.
20 Total assets (Part X, line 16)	Beginning of Current Year 2,202,361.	End of Year 2,139,359.
21 Total liabilities (Part X, line 26)	566,864.	572,432.
22 Net assets or fund balances - Subtract line 21 from line 20	1,635,497.	1,566,927.

Part II Signature Block

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

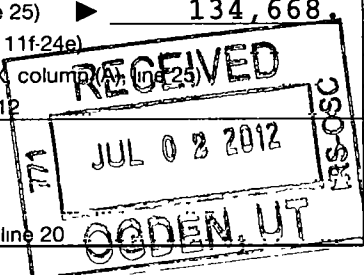
Sign Here
 Signature of officer: **Tracee B. Troutt** Date: **6/13/12**
 Type or print name and title: **TRACEE TROUTT**

Paid Preparer Use Only
 Print/Type preparer's name: **MICHAEL J. VOGEL** Preparer's signature: **MICHAEL J. VOGEL** Date: **05/31/12** Check if self-employed: ☐ PTIN: **P00075676**
 Firm's name: **HARDING SHYMANSKI & CO, PSC** Firm's EIN: **35-1346211**
 Firm's address: **501 S. SECOND STREET, SUITE 200 LOUISVILLE, KY 40202** Phone no.: **502-584-4142**

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

915-33 12

SCANNED JUL 16 2012



Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:

TO LEAD INNOVATION AND CIVIC ENTREPRENEURSHIP, WHILE MAINTAINING A COMMITMENT TO SUSTAINABLE DEVELOPMENT.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 3,224,586. including grants of \$ 179,902.) (Revenue \$ 1,162,912.)

THE CHAMBER PROVIDES ITS MEMBERS AND THE COMMUNITY WITH MEMBERSHIP, EVENTS AND MEETINGS, ADVOCACY, RESOURCES AND PUBLICATIONS, BUSINESS NETWORKING, COST SAVINGS PROGRAMS AND SMALL BUSINESS RESOURCES.

4b (Code) (Expenses \$ 3,523,880. including grants of \$ 47,541.) (Revenue \$ 1,275,155.)

THE CHAMBER PROVIDES ECONOMIC DEVELOPMENT ASSISTANCE TO ITS MEMBERS AND THE COMMUNITY, INCLUDING BUSINESS EXPANSION AND ATTRACTION, TAX INCENTIVES, TALENT ATTRACTION, WORKFORCE READINESS, EDUCATIONAL ATTAINMENT, REGIONAL STATISTICS AND INDUSTRY SPECIFIC NETWORKS.

4c (Code) (Expenses \$ 743,940. including grants of \$ 143,788.) (Revenue \$ 446,435.)

THE CHAMBER PROVIDES ENTERPRISE DEVELOPMENT ASSISTANCE TO ITS MEMBERS AND THE COMMUNITY, INCLUDING SMALL BUSINESS AND START UP ASSISTANCE, TECHNOLOGY COMMERCIALIZATION, PRIVATE EQUITY FUNDING, BUSINESS ADVISING, ENTERPRISE ANGELS AND HIGH IMPACT PROGRAM

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **7,492,406.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	106	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	79	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	55	
1b Enter the number of voting members included in line 1a, above, who are independent	55	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **► KY**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. **►**
CHRISTY CORUM - 502-625-0120
614 WEST MAIN STREET, SUITE 6000, LOUISVILLE, KY 40202

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) GREG FISCHER BOARD MEMBER	1.00	X						0.	0.	0.
(2) JONATHAN S. BLUE BOARD MEMBER	1.00	X						0.	0.	0.
(3) JEFF BRINGARDNER CHAIRMAN-ELECT	4.00	X		X				0.	0.	0.
(4) DAVE CALZI BOARD MEMBER	1.00	X						0.	0.	0.
(5) PAUL COSTEL BOARD MEMBER	1.00	X						0.	0.	0.
(6) CHARLES P. DENNY BOARD MEMBER	1.00	X						0.	0.	0.
(7) JOHN H. HAWKINS, JR. TREASURER	4.00	X		X				0.	0.	0.
(8) KENNEDY HELM, III BOARD MEMBER	1.00	X						0.	0.	0.
(9) ALICE HOUSTON BOARD MEMBER	1.00	X						0.	0.	0.
(10) DAN JONES BOARD MEMBER	1.00	X						0.	0.	0.
(11) TIERRA KAVANAUGH TURNER BOARD MEMBER	1.00	X						5,338.	0.	0.
(12) ROBERT LEKITES CHAIRMAN-PAST	4.00	X		X				0.	0.	0.
(13) JENNIFER MACKIN BOARD MEMBER	1.00	X						0.	0.	0.
(14) MARY PAT REGAN CHAIRMAN	4.00	X		X				0.	0.	0.
(15) BILL SAMUELS, JR. BOARD MEMBER	1.00	X						0.	0.	0.
(16) DEBBIE S. SCOPPECHIO BOARD MEMBER	1.00	X						0.	0.	0.
(17) EVELYN STRANGE BOARD MEMBER	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) PAUL W. THOMPSON BOARD MEMBER	1.00	X						0.	0.	0.
(19) SCOTT TRAGER BOARD MEMBER	1.00	X						0.	0.	0.
(20) PAUL VARGA BOARD MEMBER	1.00	X						0.	0.	0.
(21) STEPHEN A. WILLIAMS BOARD MEMBER	1.00	X						0.	0.	0.
(22) HAROLD WORKMAN BOARD MEMBER	1.00	X						0.	0.	0.
(23) DAN BARBERCHECK BOARD MEMBER	1.00	X						0.	0.	0.
(24) MARTY BONICK BOARD MEMBER	1.00	X						0.	0.	0.
(25) DAVID M. BOWLING BOARD MEMBER	1.00	X						0.	0.	0.
(26) JAMES P. CAMPBELL BOARD MEMBER	1.00	X						0.	0.	0.
1b Sub-total								5,338.	0.	0.
c Total from continuation sheets to Part VII, Section A								823,345.	0.	35,652.
d Total (add lines 1b and 1c)								828,683.	0.	35,652.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **5**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
MEMBER MINDED 3535 WARNER AVENUE, LOUISVILLE, KY 40207	IT SUPPORT	128,100.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) CHRIS CARMICLÉ BOARD MEMBER	1.00	X						0.	0.	0.
(28) LYNN COOPER BOARD MEMBER	1.00	X						0.	0.	0.
(29) JOHN CROCKETT SECRETARY	4.00	X		X				0.	0.	0.
(30) KEVIN FLANERY BOARD MEMBER	1.00	X						0.	0.	0.
(31) JOHN GANT BOARD MEMBER	1.00	X						0.	0.	0.
(32) ARNOLD GARSON BOARD MEMBER	1.00	X						0.	0.	0.
(33) MILTON R HASKINS, JR. BOARD MEMBER	1.00	X						0.	0.	0.
(34) DENIS P. HEISHMAN BOARD MEMBER	1.00	X						0.	0.	0.
(35) JENNIFER R HUGHES BOARD MEMBER	1.00	X						0.	0.	0.
(36) DONALD J. KELLY BOARD MEMBER	1.00	X						0.	0.	0.
(37) JOSEPHINE Y. LEGNER BOARD MEMBER	1.00	X						0.	0.	0.
(38) JEFFREY A. MCKENZIE BOARD MEMBER	1.00	X						3,163.	0.	0.
(39) DIANE MEDLEY BOARD MEMBER	1.00	X						0.	0.	0.
(40) TOM MONAHAM BOARD MEMBER	1.00	X						0.	0.	0.
(41) NICOLE PALMER BOARD MEMBER	1.00	X						0.	0.	0.
(42) TOM PARTRIDGE BOARD MEMBER	1.00	X						0.	0.	0.
(43) JOSEPH PUSATERI BOARD MEMBER	1.00	X						0.	0.	0.
(44) KENDRICK R. RIGGS BOARD MEMBER	1.00	X						0.	0.	0.
(45) TONII RIZZO BOARD MEMBER	1.00	X						6,963.	0.	0.
(46) JAMES CLAY SMITH BOARD MEMBER	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) DENISE SPALDING BOARD MEMBER	1.00	X						0.	0.	0.
(48) TODD SPENCER BOARD MEMBER	1.00	X						0.	0.	0.
(49) KERRY STEMLER BOARD MEMBER	1.00	X						0.	0.	0.
(50) ANNA TATMAN BOARD MEMBER	1.00	X						0.	0.	0.
(51) SUSAN STOUT TAMME BOARD MEMBER	1.00	X						0.	0.	0.
(52) MICHEAL WHITE BOARD MEMBER	1.00	X						0.	0.	0.
(53) DOUG WHYTE BOARD MEMBER	1.00	X						0.	0.	0.
(54) DAVID WOMBWELL BOARD MEMBER	1.00	X						3,163.	0.	0.
(55) KAREN WUNDERLIN BOARD MEMBER	1.00	X						0.	0.	0.
(56) JOSEPH F. REAGAN PRESIDENT/CEO	60.00			X	X			290,121.	0.	11,990.
(57) DONALD A. SCHMIEDT DIRECTOR OF FINANCE	50.00				X			111,089.	0.	5,040.
(58) TRACEE TROUTT EXECUTIVE VICE PRESIDENT & CAO/KE	50.00				X			145,023.	0.	6,604.
(59) CARMEN HICKERSON VICE PRESIDENT/HC	50.00				X			115,985.	0.	5,575.
(60) EILEEN PICKETT EXECUTIVE VICE PRESIDENT/KE	50.00				X			147,838.	0.	6,443.
Total to Part VII, Section A, line 1c								823,345.		35,652.

Part VII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	2557325.				
	c Fundraising events	1c					
	d Related organizations	1d	677,954.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2235880.				
	g Noncash contributions included in lines 1a-1f \$		577,763.				
	h Total. Add lines 1a-1f			5471159.			
	Program Service Revenue	2 a <u>SERVICE FEES</u>	Business Code	900099	1306683.	1306683.	
b <u>SPONSORSHIPS</u>			900099	785,235.	785,235.		
c <u>REGISTRATIONS</u>			900099	484,078.	484,078.		
d <u>PUBLICATIONS</u>			900099	3,338.	3,338.		
e							
f All other program service revenue							
g Total. Add lines 2a-2f				2579334.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			7,253.			7,253.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b Less direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a <u>MISCELLANEOUS INCOME</u>		900099	305,168.	305,168.			
b <u>ADVERTISING</u>		541800	37,025.		37,025.		
c							
d All other revenue							
e Total. Add lines 11a-11d			342,193.				
12 Total revenue. See instructions.			8399939.	2884502.	37,025.	7,253.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	370,982.	370,982.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	320,738.	271,813.	43,934.	4,991.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,236,511.	2,740,586.	440,219.	55,706.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	85,220.	72,886.	11,264.	1,070.
9 Other employee benefits	146,891.	125,632.	19,415.	1,844.
10 Payroll taxes	262,167.	224,225.	34,651.	3,291.
11 Fees for services (non-employees)				
a Management				
b Legal	254.	167.	83.	4.
c Accounting	33,361.	21,903.	10,932.	526.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	830,487.	775,205.	54,357.	925.
12 Advertising and promotion	824,689.	815,591.	5,918.	3,180.
13 Office expenses	50,046.	49,091.	135.	820.
14 Information technology	125,510.	82,402.	41,128.	1,980.
15 Royalties				
16 Occupancy	644,436.	566,022.	68,343.	10,071.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	80,722.	67,572.	11,689.	1,461.
23 Insurance	35,194.	28,859.	5,631.	704.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>PROGRAM SERVICE AND MEA</u>	880,580.	831,850.	10,341.	38,389.
b <u>SUPPLIES</u>	92,183.	79,052.	11,812.	1,319.
c <u>TRAVEL</u>	85,841.	77,706.	5,313.	2,822.
d <u>STAFF DEVELOPMENT AND R</u>	84,022.	68,856.	13,646.	1,520.
e All other expenses	278,675.	222,006.	52,624.	4,045.
25 Total functional expenses. Add lines 1 through 24e	8,468,509.	7,492,406.	841,435.	134,668.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	243,497.	1	250,654.
	2 Savings and temporary cash investments	1,287,616.	2	1,104,029.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	105,107.	4	127,926.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net	138,000.	7	132,000.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	172,995.	9	196,578.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,395,856.		
	b Less: accumulated depreciation	10b 1,205,086.	233,157.	10c 190,770.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	21,989.	15	137,402.
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,202,361.	16	2,139,359.	
Liabilities	17 Accounts payable and accrued expenses	322,855.	17	387,943.
	18 Grants payable		18	
	19 Deferred revenue	128,235.	19	94,550.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	115,774.	25	89,939.
	26 Total liabilities. Add lines 17 through 25	566,864.	26	572,432.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		1,635,497.	27	1,566,927.
28 Temporarily restricted net assets			28	
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		1,635,497.	33	1,566,927.
34 Total liabilities and net assets/fund balances	2,202,361.	34	2,139,359.	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,399,939.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,468,509.
3	Revenue less expenses Subtract line 2 from line 1	3	-68,570.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,635,497.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,566,927.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☒1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2011

Open to Public
Inspection

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B
- Section 527 organizations: Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number

61-0434089

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

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

Schedule C (Form 990 or 990-EZ) 2011

LHA

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes	☐ No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2011

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		X
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		X

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	2,557,325.
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid):		
a Current year	2a	44,039.
b Carryover from last year	2b	
c Total	2c	44,039.
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	63,160.
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	-19,121.

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A, and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number

61-0434089

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items.

a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table.

- c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		1,120,818.	941,661.	179,157.
e Other		275,038.	263,425.	11,613.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				190,770.

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE (TO) / FROM KMBC	-21,084.
(2) DUE (TO) / FROM GLF	158,486.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)	137,402.

Part X Other Liabilities. See Form 990, Part X, line 25.

1.	(a) Description of liability	(b) Book value
(1)	Federal income taxes	
(2)	DEFERRED LEASES	14,163.
(3)	ACCRUED RETIREMENT BENEFITS	75,776.
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶		89,939.

FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

THE ORGANIZATIONS ARE EXEMPT FROM INCOME TAXES UNDER SECTION 501 OF THE

INTERNAL REVENUE CODE AND A SIMILAR PROVISION OF STATE LAW. HOWEVER, THE

ORGANIZATIONS ARE SUBJECT TO FEDERAL INCOME TAX ON ANY UNRELATED BUSINESS

TAXABLE INCOME.

MANAGEMENT EVALUATED THE ORGANIZATIONS UNCERTAIN TAX POSITIONS AND

CONCLUDED THAT THE ORGANIZATIONS HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT

REQUIRE ADJUSTMENT TO THE COMBINED FINANCIAL STATEMENTS.

Part XIV Supplemental Information (continued)

THE ORGANIZATIONS ARE SUBJECT TO INCOME TAX EXAMINATIONS FOR THEIR U.S. FEDERAL INCOME TAXES. THE STATUTE OF LIMITATIONS FOR ASSESSMENT OF FEDERAL INCOME TAXES EXPIRED WITH RESPECT TO TAX RETURNS THROUGH 2007.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number
61-0434089

☒ Yes ☐ No

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INTELLIGENT CHANGE INITIATIVES, INC - PO BOX 1049 - LOUISVILLE, KY 40588	61-1304888	501 (C) (3)	10,000.	0.			SPONSORSHIP
TRI STATE MINORITY SUPPLIER DEVELOPMENT COUNCIL - 614 WEST MAIN ST. - LOUISVILLE, KY 40202	31-1156341	501 (C) (3)	80,625.	0.			GENERAL SUPPORT
NATIONAL ASSOCIATION OF WOMEN BUSINESS OWNERS - 614 WEST MAIN ST. - LOUISVILLE, KY 40202	61-1228189	501 (C) (6)	20,000.	0.			SPONSORSHIP
ULTRA TRACE DETECTION, LLC 6708 SYCAMORE WOODS DR. LOUISVILLE, KY 40241	20-8771714		10,000.	0.			RECOGNIZE INNOVATION
INVEN, LLC PO BOX 17541 LOUISVILLE, KY 40217	27-1557279		50,000.	0.			RECOGNIZE INNOVATION
PSYCHE C-PAP PILLOW, LLC 208 LINNEY AVE. LOUISVILLE, KY 40243	264370439		14,902.	0.			RECOGNIZE INNOVATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TECHSHOT LIGHTING, LLC 5605 FEATHERINGILL ROAD FLOYD KNOBS, IN 47119	27-2378566		10,477.	0.			RECOGNIZE INNOVATION
BFW, INC. 2307 RIVER ROAD LOUISVILLE, KY 40206	61-1266118		52,984.	0.			RECOGNIZE INNOVATION
GREATER LOUISVILLE FOUNDATION, INC 614 WEST MAIN ST. LOUISVILLE, KY 40202	61-1131064	501 (C) (3)	10,000.	0.			ECONOMIC DEVELOPMENT
THE PROJECT COALITION 229 SHELBY STREET FRANKFORT, KY 40601	71-1026569	501 (C) (4)	36,000.	0.			CONTRIBUTION

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: ALL ORGANIZATIONS RECEIVING FUNDS ARE LOCAL TO THE LOUISVILLE AREA, AND GREATER LOUISVILLE, INC. MEMBERS ARE FAMILIAR WITH AND FREQUENTLY INVOLVED IN THEIR ACTIVITIES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number

61-0434089

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☒ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e g , maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to
establish compensation of the CEO/Executive Director. Explain in Part III

- | | |
|--|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing
organization or a related organization.

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

Yes No

1b X

2 X

4a X

4b X

4c X

5a

5b

6a

6b

7

8

9

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JOSEPH F. REAGAN	(i) 274,609.	0.	15,512.	6,900.	5,090.	302,111.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 TRACEE TROUTT	(i) 145,023.	0.	0.	4,491.	2,113.	151,627.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 EILEEN PICKETT	(i) 143,139.	0.	4,699.	4,350.	2,093.	154,281.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A: THE SPOUSES OF THE PRESIDENT/CEO AND THE CHIEF

ADMINISTRATIVE OFFICER

ACCOMPANIED THEM ON THE TOTAL RESOURCE CAMPAIGN LEADERSHIP PLANNING TRIP.

THIS WAS APPROVED BY THE OFFICE OF THE CHAIR IN ADVANCE AND AUTHORIZED

BECAUSE OTHER COMMUNITY LEADERS ATTENDING THE TRIP WERE ACCOMPANIED BY

THEIR SPOUSES.

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open To Public Inspection

Employer identification number
61-0434089

[illegible]

► \$ _____

[illegible][illegible]

132131 01-19-12

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
HUMANA	BRINGARDNER/BOARD M	360,004.	ROYALTY PAY		X
LOUISVILLE METRO GOVERNMENT	FISCHER/BOARD MEMBE	1,077,700.	ECONOMIC DE		X
PNC BANK	DENNY/BOARD MEMBER	269,592.	CREDIT CARD		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: HUMANA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BRINGARDNER/BOARD MEMBER

(D) DESCRIPTION OF TRANSACTION: ROYALTY PAYMENT/HEALTH INS

(A) NAME OF PERSON: LOUISVILLE METRO GOVERNMENT

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FISCHER/BOARD MEMBER

(D) DESCRIPTION OF TRANSACTION: ECONOMIC DEVELOPMENT CONTRACT

(A) NAME OF PERSON: PNC BANK

(D) DESCRIPTION OF TRANSACTION: CREDIT CARD CHARGES

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
► **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number

61-0434089

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>ADVERTISING</u>)	X	17	478,322.	SELLING PRICE
26 Other ► (<u>PROFESSIONAL</u>)	X	12	41,067.	SELLING PRICE
27 Other ► (<u>FOOD & BEVERA</u>)	X	5	26,791.	SELLING PRICE
28 Other ► (<u>HOTEL ROOMS</u>)	X	2	15,000.	SELLING PRICE

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes No

30a		X
31	X	
32a		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information

PART I, OTHER TYPES OF PROPERTY:**TICKETS**

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 6050.

(D) METHOD OF DETERMINING REVENUE: SELLING PRICE

PRINTING

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 3355.

(D) METHOD OF DETERMINING REVENUE: SELLING PRICE

SPONSORSHIPS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 3000.

(D) METHOD OF DETERMINING REVENUE: SELLING PRICE

SUPPLIES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 2702.

(D) METHOD OF DETERMINING REVENUE: SELLING PRICE

MEMBERSHIPS

(A) CHECK IF APPLICABLE = X

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

(B) NUMBER OF CONTRIBUTORS = 5

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 1476.

(D) METHOD OF DETERMINING REVENUE: SELLING PRICE

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number

61-0434089

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

DEVELOPMENT.

FORM 990, PART VI, SECTION A, LINE 2: MOST MEMBERS OF THE CHAMBER'S BOARD ARE ALSO OFFICERS AND DIRECTORS OF OTHER BUSINESSES IN THE LOUISVILLE AREA, AND THEREFORE HAVE BUSINESS AND BOARD RELATIONSHIPS WITH ONE ANOTHER. TRANSACTIONS OCCUR IN THE ORDINARY COURSE OF BUSINESS, INCLUDING BANKING SERVICES, HEALTH AND OTHER INSURANCE, HUMAN RESOURCE CONSULTING, ADVERTISING, AND FOOD AND VENUE SERVICES BETWEEN THESE ORGANIZATIONS AND THE CHAMBER.

FORM 990, PART VI, SECTION A, LINE 6: THE ORGANIZATION HAS MEMBERS WHICH CONSIST OF BUSINESSES AND INDIVIDUALS IN THE COMMUNITY.

FORM 990, PART VI, SECTION B, LINE 11: MEMBERS OF THE FINANCE COMMITTEE REVIEW A DRAFT OF THE FORM 990 DURING A COMMITTEE MEETING. ALL BOARD MEMBERS ARE DIRECTED TO A RESTRICTED WEBSITE THAT THE ORGANIZATION HAS CREATED THAT CONTAINS A DRAFT OF THE FORM 990 FOR THEIR REVIEW. THE TAX RETURN PREPARER IS THEN NOTIFIED WITH ANY FOLLOW-UP QUESTIONS OR WITH APPROVAL OF THE RETURN.

FORM 990, PART VI, SECTION B, LINE 12C: A LETTER IS SENT ANNUALLY TO ALL OFFICERS, DIRECTORS AND KEY EMPLOYEES REQUESTING DISCLOSURE OF ANY INTERESTS THAT COULD BE A CONFLICT OF INTEREST. THE REPLIES ARE REVIEWED AND ANY POTENTIAL CONFLICTS ARE REVIEWED BY THE EXECUTIVE COMMITTEE FOR APPROPRIATE ACTION. ALL EMPLOYEES SIGN AN ACKNOWLEDGEMENT OF RECEIVING THE

Name of the organization

LOUISVILLE AREA CHAMBER OF COMMERCE, INC.

Employer identification number

61-0434089

CONFLICT OF INTEREST POLICY, WHICH IS INCLUDED IN THE EMPLOYEE HANDBOOK.

SUPERVISORS ANNUALLY REVIEW THIS POLICY WITH THEIR EMPLOYEES.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION HAS A WAGE AND SALARY PLAN IN PLACE FOR ALL EMPLOYEES THAT IS BENCHMARKED ANNUALLY WITH OTHER COMPANIES LOCALLY AND IN THE REGION. ADDITIONALLY, THE PRESIDENT/CEO SALARY IS BENCHMARKED WITH OTHER CHAMBERS IN THE COUNTRY THAT ARE IN OUR SAME REVENUE TIER.

THE OFFICE OF THE CHAIR CONDUCTED A COMPENSATION REVIEW AND APPROVED THE SALARY OF THE PRESIDENT/CEO IN 2011. THE PRESIDENT/CEO AND VP OF HUMAN RESOURCES CONDUCTED A COMPENSATION REVIEW OF THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES AND APPROVED THEIR SALARIES IN 2011.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S WEBSITE CONTAINS A SECTION ON GOVERNANCE, DESCRIBES THE GOVERNING BODY, LISTS THE DIRECTORS AND OFFICERS AND PROVIDES THE PUBLIC THE OPPORTUNITY TO REQUEST COPIES OF THE FINANCIAL STATEMENTS AND OTHER DOCUMENTS.

FORM 990, PART XII, LINE 2C

THE PROCESS HAS NOT CHANGED SINCE THE PRIOR YEAR.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Sale of assets to related organization(s)**g** Purchase of assets from related organization(s)**h** Exchange of assets with related organization(s)**i** Lease of facilities, equipment, or other assets to related organization(s)**j** Lease of facilities, equipment, or other assets from related organization(s)**k** Performance of services or membership or fundraising solicitations for related organization(s)**l** Performance of services or membership or fundraising solicitations by related organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**n** Sharing of paid employees with related organization(s)**o** Reimbursement paid to related organization(s) for expenses**p** Reimbursement paid by related organization(s) for expenses**q** Other transfer of cash or property to related organization(s)**r** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved	Yes No	
					1a	1b
(1) GREATER LOUISVILLE FOUNDATION, INC.		C	677,954.FMV			X
(2) GREATER LOUISVILLE FOUNDATION, INC.		D	158,486.FMV			X
(3)						
(4)						
(5)						
(6)						

Part VII	Supplemental Information
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Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

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