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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation ED GARDNER TRUST PADUCAH BANK & TRUST COMPANY, TRUSTEE		A Employer identification number 61-6072909
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 2600		B Telephone number 270-575-5731
City or town, state, and ZIP code PADUCAH, KY 42002-2600		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,126,767. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	527.	527.	527.	STATEMENT 1
	4 Dividends and interest from securities	451,758.	451,758.	451,758.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	218,889.			
	b Gross sales price for all assets on line 6a	5,293,916.			
	7 Capital gain net income (from Part IV, line 2)		218,889.		
	8 Net short-term capital gain			N/A	
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	671,174.	671,174.	452,285.	
	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,475.	2,475.	2,475.	0.
	c Other professional fees	54,079.	54,079.	54,079.	0.
	17 Interest				
	18 Taxes	11,002.	3,094.	3,094.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	67,556.	59,648.	59,648.	0.	
25 Contributions, gifts, grants paid	600,000.			600,000.	
26 Total expenses and disbursements. Add lines 24 and 25	667,556.	59,648.	59,648.	600,000.	
27 Subtract line 26 from line 12	3,618.				
a Excess of revenue over expenses and disbursements		611,526.			
b Net investment income (if negative, enter -0-)			392,637.		
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				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		303,074.	335,831.	335,831.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		9,179.	8,000.	8,000.
	10a	Investments - U S and state government obligations STMT 6		6,158,164.	5,957,704.	6,175,907.
	b	Investments - corporate stock STMT 7		5,720,994.	5,419,245.	7,570,389.
	c	Investments - corporate bonds STMT 8		1,813,755.	1,688,225.	1,769,050.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		700,000.	1,299,779.	1,267,590.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		14,705,166.	14,708,784.	17,126,767.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		14,705,166.	14,708,784.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		14,705,166.	14,708,784.		
31	Total liabilities and net assets/fund balances		14,705,166.	14,708,784.		

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	14,705,166.
2	Enter amount from Part I, line 27a	2	3,618.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,708,784.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,708,784.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,293,916.		5,075,027.	218,889.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			218,889.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	218,889.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	2,253.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	600,000.	15,997,541.	.037506
2009	700,000.	15,564,177.	.044975
2008	550,000.	17,082,180.	.032197
2007	370,000.	17,842,029.	.020738
2006	1,684,501.	17,130,908.	.098331

2 Total of line 1, column (d)	2	.233747
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.046749
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,775,273.
5 Multiply line 4 by line 3	5	784,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,115.
7 Add lines 5 and 6	7	790,342.
8 Enter qualifying distributions from Part XII, line 4	8	600,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	12,231.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	12,231.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	12,231.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 8,000.	7	8,000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	4,231.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be credited to 2012 estimated tax ☐ Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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? Website address ► N/A	13	X	
14	The books are in care of ► THE PADUCAH BANK & TRUST CO. Telephone no ► 270-575-5731 Located at ► P.O. BOX 2600, PADUCAH, KY ZIP+4 ► 42002-2600			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A 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? ☐ 1b ☐ 1c X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ☐ N/A 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ 3b ☐ 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		

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

☒ 0

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,661,584.
b	Average of monthly cash balances	1b	362,543.
c	Fair market value of all other assets	1c	6,607.
d	Total (add lines 1a, b, and c)	1d	17,030,734.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,030,734.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,775,273.
6	Minimum investment return. Enter 5% of line 5	6	838,764.

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

1	Minimum investment return from Part X, line 6	1	838,764.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,231.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	826,533.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	826,533.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	826,533.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	600,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	600,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	600,000.

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) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				826,533.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	271,970.			
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	271,970.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 600,000.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				600,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	226,533.			226,533.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,437.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	45,437.			
10 Analysis of line 9				
a Excess from 2007	45,437.			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution ★ ★	Amount
a <i>Paid during the year</i> THE ANNIE GARDNER FOUNDATION EAST COLLEGE STREET MAYFIELD, KY 42066		501(C)(3) CHARITABLE TRUST	DISTRIBUTIONS ARE MADE TO CHARITABLE BENEFICIARY IN CONFORMITY WITH THE TERMS AND CONDITIONS	600,000.
Total			▶ 3a	600,000.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

Part XVII

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

- | | |
|--|---------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date:

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self-employed

PTIN

EARL L. WATTS, CPA

Earl L Watter

04-26-12

P00085349

Firm's name ► CORNMAN, BRYAN & WATTS, PSC

Firm's EIN ► 61-0990447

Firm's address ► P. O. BOX 384

MAYFIELD, KY 42066

Phone no 270-247-4190

Form **990-PF** (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	COMPASS MINERALS INTL INC	P	03/24/10	01/10/11
b	FNMA, 4.125%	P	05/25/10	02/11/11
c	CISCO SYSTEMS INC	P	04/15/10	02/18/11
d	CISCO SYSTEMS INC	P	02/25/10	02/18/11
e	FEDERAL FARM CR BK, 3.75%	P	06/09/10	04/12/11
f	FEDERAL FARM CR BK, 3.75%	P	04/16/10	04/12/11
g	STARBUCKS CORP	P	08/24/10	06/16/11
h	NEWMONT MINING CORP	P	01/10/11	07/08/11
i	FHLMC, 2.375%	P	05/18/11	07/20/11
j	FEDERAL HOME LOAN BK, 3.60%	P	10/12/10	08/25/11
k	FEDERAL FARM CR BK, 2.12%	P	10/12/10	10/04/11
l	L3 COMMUNICATIONS HOLDINGS	P	03/20/06	01/10/11
m	L3 COMMUNICATIONS HOLDINGS	P	01/19/06	01/10/11
n	L3 COMMUNICATIONS HOLDINGS	P	12/14/05	01/10/11
o	L3 COMMUNICATIONS HOLDINGS	P	07/11/05	01/10/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 86,639.		81,760.	4,879.
b 125,000.		125,000.	0.
c 37,679.		54,220.	-16,541.
d 37,679.		48,140.	-10,461.
e 150,000.		150,000.	0.
f 200,000.		200,000.	0.
g 77,471.		50,378.	27,093.
h 54,960.		57,677.	-2,717.
i 200,000.		200,000.	0.
j 100,000.		100,000.	0.
k 100,000.		100,000.	0.
l 7,617.		8,643.	-1,026.
m 15,234.		14,928.	306.
n 30,467.		29,492.	975.
o 15,234.		15,214.	20.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			** 4,879.
b			** 0.
c			** -16,541.
d			** -10,461.
e			** 0.
f			** 0.
g			** 27,093.
h			** -2,717.
i			** 0.
j			** 0.
k			** 0.
l			-1,026.
m			306.
n			975.
o			20.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	L3 COMMUNICATIONS HOLDINGS	P	04/07/05	01/10/11
b	US TREASURY NOTE, 5.00%	P	08/19/03	02/15/11
c	US TREASURY NOTE, 5.00%	P	12/27/01	02/15/11
d	CHEVRON CORPORATION	P	12/29/08	04/25/11
e	FISERV INC	P	07/30/04	04/25/11
f	ILLINOIS TOOL WORKS	P	12/14/05	04/25/11
g	ILLINOIS TOOL WORKS	P	11/17/05	04/25/11
h	IBM CORP	P	09/01/04	04/25/11
i	IBM CORP	P	07/30/04	04/25/11
j	US TREASURY INFLATION INDEX BOND, 1.375%	P	02/26/09	04/29/11
k	US TREASURY INFLATION INDEX BOND, 2.00%	P	02/26/09	04/29/11
l	FEDERAL HOME LOAN BK, 4.05%	P	03/26/10	05/04/11
m	STARBUCKS CORP	P	04/15/10	06/16/11
n	KRAFT FOODS INC 5.625%	P	08/06/03	07/08/11
o	KRAFT FOODS INC 5.625%	P	01/28/02	07/08/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 76,168.		73,560.	2,608.
b 250,000.		250,000.	0.
c 250,000.		250,000.	0.
d 74,690.		49,609.	25,081.
e 63,719.		34,210.	29,509.
f 2,705.		2,266.	439.
g 37,870.		30,446.	7,424.
h 16,820.		8,506.	8,314.
i 33,639.		17,442.	16,197.
j 442,797.		375,059.	67,738.
k 524,289.		430,372.	93,917.
l 200,000.		200,000.	0.
m 70,428.		49,780.	20,648.
n 101,315.		100,057.	1,258.
o 202,630.		199,959.	2,671.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,608.
b			0.
c			0.
d			25,081.
e			29,509.
f			439.
g			7,424.
h			8,314.
i			16,197.
j			67,738.
k			93,917.
l			0.
m			20,648.
n			1,258.
o			2,671.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MEDTRONIC INC	P	VARIOUS	07/08/11
b	MICROSOFT CORP	P	VARIOUS	07/08/11
c	TARGET CORP	P	12/02/05	07/08/11
d	US BANCORP	P	VARIOUS	07/08/11
e	WAL MART STORES INC	P	VARIOUS	07/08/11
f	WELLS FARGO & CO NEW	P	VARIOUS	07/08/11
g	STERICYCLE CORP	P	VARIOUS	09/19/11
h	SBC COMMUNICATIONS, 5.875%	P	01/03/03	11/29/11
i	US TREASURY NOTE, 4.50%	P	09/12/07	11/30/11
j	US TREASURY NOTE, 4.625%	P	04/24/08	12/31/11
k	USDA TOBACCO BUYOUT	P	VARIOUS	01/21/11
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 75,941.		105,284.	-29,343.
b 143,637.		159,994.	-16,357.
c 204,203.		215,040.	-10,837.
d 145,751.		178,658.	-32,907.
e 134,673.		137,502.	-2,829.
f 157,301.		165,931.	-8,630.
g 81,727.		55,900.	25,827.
h 201,982.		200,000.	1,982.
i 100,000.		100,000.	0.
j 450,000.		450,000.	0.
k 1,790.			1,790.
l 11,861.			11,861.
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-29,343.
b			-16,357.
c			-10,837.
d			-32,907.
e			-2,829.
f			-8,630.
g			25,827.
h			1,982.
i			0.
j			0.
k			1,790.
l			11,861.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	218,889.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	2,253.

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

SOURCE	AMOUNT
PRIME OBLIGATIONS FUND	527.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	527.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3 M CORPORATION	7,700.	0.	7,700.
ABBOTT LABORATORIES	9,400.	0.	9,400.
APACHE CORP	600.	0.	600.
AT&T CORP	7,577.	0.	7,577.
BANK OF AMERICA, 5.42%	3,802.	0.	3,802.
BEAUFORT SC SCHOOL GO BAB, 4.125%	10,313.	0.	10,313.
BLACKROCK INC	2,175.	0.	2,175.
BLACKROCK SMALL CAP GROWTH	4,342.	4,342.	0.
BP CAP MKTS, 4.75%	4,750.	0.	4,750.
BRISTOL-MYERS SQUIBB CO	11,880.	0.	11,880.
CHEVRON CORPORATION	9,156.	0.	9,156.
COLGATE-PALMOLIVE, 5.98%	14,950.	0.	14,950.
COLUMBIA SMALL CAP VALUE	10,805.	7,519.	3,286.
CVS/CAREMARK CORP	3,200.	0.	3,200.
DANAHER CORP	319.	0.	319.
DEERE & CO	1,416.	0.	1,416.
DIGITAL REALTY	3,264.	0.	3,264.
DOMINION RESOURCES	7,388.	0.	7,388.
EURO PACIFIC GROWTH FUND	10,915.	0.	10,915.
EXXON MOBIL CORP	8,325.	0.	8,325.
FFCB, 2.12%	2,120.	0.	2,120.
FFCB, 3.25%	3,250.	0.	3,250.
FFCB, 3.65%	3,650.	0.	3,650.
FFCB, 3.75%	6,562.	0.	6,562.
FFCB, 4.33%	8,660.	0.	8,660.
FHLB, 1.90%	1,900.	0.	1,900.
FHLB, 2.58%	3,368.	0.	3,368.
FHLB, 2.875%	4,073.	0.	4,073.
FHLB, 3.00%	2,315.	0.	2,315.
FHLB, 3.125%	2,344.	0.	2,344.
FHLB, 3.20%	1,920.	0.	1,920.
FHLB, 3.40%	6,800.	0.	6,800.
FHLB, 3.50%	5,250.	0.	5,250.
FHLB, 3.60%	3,940.	0.	3,940.
FHLB, 4.05%	4,478.	0.	4,478.

FHLMC, 2.375%	805.	0.	805.
FHLMC, 3.05%	2,999.	0.	2,999.
FHLMC, 3.525%	2,859.	0.	2,859.
FHLMC, 4.20%	2,100.	0.	2,100.
FNMA, 2.875%	4,169.	0.	4,169.
FNMA, 3.00%	2,767.	0.	2,767.
FNMA, 4.00%	4,000.	0.	4,000.
FNMA, 4.125%	2,578.	0.	2,578.
GENERAL ELEC CAP CORP, 4.375%	4,375.	0.	4,375.
GENERAL ELEC CAP CORP, 4.50%	4,500.	0.	4,500.
HEINZ H J CO	768.	0.	768.
IBM CORP	6,865.	0.	6,865.
IBM, 4.75%	16,625.	0.	16,625.
ILLINOIS TOOL WORKS	7,617.	0.	7,617.
INTEL CORPORATION	4,694.	0.	4,694.
ISHARES BARCLAYS TIP	3,526.	0.	3,526.
J M SMUCKERS NEW	4,140.	0.	4,140.
J P MORGAN CHASE, 1.65%	1,602.	0.	1,602.
JOHNSON & JOHNSON	9,563.	0.	9,563.
KRAFT FOODS INC, 5.625%	11,813.	0.	11,813.
LEGGETT & PLATT INC	5,398.	0.	5,398.
MCCRACKEN CO SCHOOL FIN CORP, 4.80%	3,987.	0.	3,987.
MCDONALDS CORP	5,187.	0.	5,187.
MEDTRONIC INC	1,385.	0.	1,385.
MICROSOFT CORP	2,808.	0.	2,808.
NET AMORTIZATION OF PREMIUM AND ACCRUAL OF DISCOUNT-CORPORATE BONDS	-6,514.	0.	-6,514.
NET AMORTIZATION OF PREMIUM AND ACCRUAL OF DISCOUNT-MUNICIPAL BONDS	-737.	0.	-737.
NET AMORTIZATION OF PREMIUM AND ACCRUAL OF DISCOUNT-OTHER	-4,730.	0.	-4,730.
NET AMORTIZATION OF PREMIUM AND ACCRUAL OF DISCOUNT-US OBLIG	-20,061.	0.	-20,061.
NEWMONT MINING CORP	1,000.	0.	1,000.
NIKE INC CLASS B	2,790.	0.	2,790.
ORACLE CORPORATION	1,495.	0.	1,495.
PEPSICO INC	7,164.	0.	7,164.
PRAXAIR INC	2,750.	0.	2,750.
PROCTER & GAMBLE CO	7,199.	0.	7,199.
ROYAL DUTCH SHELL PLC	15,120.	0.	15,120.
SBC COMMUNICATIONS, 5.875%	15,569.	0.	15,569.
SCHLUMBERGER LTD	1,210.	0.	1,210.
SHAW COMMUNICATION	831.	0.	831.
SOUTHERN COMPANY	8,614.	0.	8,614.
STARBUCKS CORP	1,092.	0.	1,092.
STRYKER CORP	2,736.	0.	2,736.
SUNCOR ENERGY INC	267.	0.	267.
TARGET CORP	2,000.	0.	2,000.
TORONTO DOMINION BK ONT	4,408.	0.	4,408.
UNILEVER, 4.80%	4,800.	0.	4,800.
UNION ELECTRIC CO, 5.10%	15,300.	0.	15,300.

US BANCORP	1,740.	0.	1,740.
US TREASURY INFLATION INDEX BD, 1.375%	4,459.	0.	4,459.
US TREASURY INFLATION INDEX BD, 2.00%	7,569.	0.	7,569.
US TREASURY NOTE, 1.25%	3,750.	0.	3,750.
US TREASURY NOTE, 1.375%	9,375.	0.	9,375.
US TREASURY NOTE, 2.625%	2,625.	0.	2,625.
US TREASURY NOTE, 2.875%	7,875.	0.	7,875.
US TREASURY NOTE, 3.25%	3,250.	0.	3,250.
US TREASURY NOTE, 3.375%	12,656.	0.	12,656.
US TREASURY NOTE, 4.25%	2,125.	0.	2,125.
US TREASURY NOTE, 4.25%	4,250.	0.	4,250.
US TREASURY NOTE, 4.50%	4,500.	0.	4,500.
US TREASURY NOTE, 4.625%	10,406.	0.	10,406.
US TREASURY NOTE, 5.00%	12,500.	0.	12,500.
USDA TOBACCO BUYOUT	274.	0.	274.
WAL MART STORES INC	2,581.	0.	2,581.
WELLS FARGO & CO NEW	1,344.	0.	1,344.
TOTAL TO FM 990-PF, PART I, LN 4	463,619.	11,861.	451,758.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEES	2,475.	2,475.	2,475.	0.
TO FORM 990-PF, PG 1, LN 16B	2,475.	2,475.	2,475.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	54,079.	54,079.	54,079.	0.
TO FORM 990-PF, PG 1, LN 16C	54,079.	54,079.	54,079.	0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAXES	3,094.	3,094.	3,094.	0.
EXCISE TAX ON INVESTMENT INCOME	7,908.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	11,002.	3,094.	3,094.	0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BEAUFORT SC SCHOOL GO BAB, 4.125%		X	252,636.	277,350.
MCCRACKEN CO SCHOOL FIN CORP, 4.80%		X	102,233.	110,772.
U.S. TREASURY NOTES, BILLS & U.S.	X			
GOVT AGENCIES			5,402,835.	5,580,329.
BRACKEN CO KY PUBLIC PROP		X	200,000.	207,456.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,402,835.	5,580,329.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			554,869.	595,578.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,957,704.	6,175,907.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3 M CORPORATION	77,834.	286,055.
ABBOTT LABORATORIES	210,337.	281,150.
APACHE CORP	89,725.	90,580.
APPLE INC	109,867.	202,500.
AT&T CORP	156,059.	169,949.
BLACKROCK INC	147,414.	140,988.
BRISTOL-MYERS SQUIBB CO	195,017.	317,160.
CHEVRON CORPORATION	198,438.	297,920.
CVS/CAREMARK CORP	187,995.	260,992.
CISCO SYSTEMS, INC.	0.	0.
COMPASS MINERALS INTL INC	0.	0.
DANAHER CORP	105,020.	176,400.

DEERE & CO	134,839.	123,760.
DIGITAL REALTY	104,939.	126,673.
DOMINION RESOURCES	157,607.	199,050.
EMC CORP	174,717.	138,718.
EXXON MOBIL CORP COM	23,650.	381,420.
FISERV INC	118,753.	176,220.
HEINZ H J CO	81,625.	86,464.
ILLINOIS TOOL WORKS	186,376.	240,556.
INTEL CORPORATION	121,263.	145,500.
IBM CORP	197,320.	422,924.
J M SMUCKERS	138,215.	175,882.
JOHNSON & JOHNSON COM	254,443.	278,715.
KIRBY CORP	51,627.	85,592.
L3 COMMUNICATIONS HOLDINGS, INC	0.	0.
LEGGETT & PLATT INC COM	171,233.	173,146.
MCDONALDS CORP	160,737.	233,769.
MEDTRONIC, INC	0.	0.
MICROSOFT CORPORATION	136,621.	140,184.
NEWMONT MINING CORP	58,699.	60,010.
NIKE INC	195,390.	289,110.
ORACLE CORPORATION	135,901.	166,725.
PEPSICO INC	188,691.	238,860.
PRAXAIR INC	133,441.	160,350.
PROCTER & GAMBLE CO	202,766.	233,485.
ROYAL DUTCH PETROLEUM CO.	100,642.	328,905.
SCHLUMBERGER LTD	108,663.	102,465.
SOUTHERN CO	157,691.	212,934.
STARBUCKS CORP	0.	0.
STERICYCLE CORP	0.	0.
STRYKER CORP	184,727.	188,898.
TARGET CORP	0.	0.
TORONTO DOMINION BK ONT COM	160,294.	156,727.
US BANCORP	0.	0.
WALMART STORES INC	0.	0.
WELLS FARGO & CO NEW	0.	0.
SHAW COMMUNICATION	50,219.	43,615.
SUNCOR ENERGY INC NEW	50,450.	36,038.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,419,245.	7,570,389.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AT&T CORPORATE, 3.875%	102,380.	106,147.
BANK OF AMERICA CORP, 5.42%	127,981.	113,792.
BP CAPITAL MARKETS, 4.75%	102,921.	111,725.
COLGATE-PALMOLIVE, 5.98%	251,023.	254,635.
GENERAL ELECTRIC CAP CR, 4.375%	102,829.	108,557.
GENERAL ELECTRIC CAP CORP, 4.50%	100,000.	103,754.

IBM, 4.75%	349,350.	363,808.
J P MORGAN CHASE, 1.65%	150,046.	151,060.
UNILEVER, 4.80%	102,685.	116,269.
UNION ELECTRIC CO, 5.10%	299,010.	339,303.
KRAFT FOODS, 5.625%	0.	0.
SBC COMMUNICATIONS, 5.875%	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,688,225.	1,769,050.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK SMALL CAP GROWTH EQUITY SVC	COST	150,000.	159,117.
COLUMBIA SMALL CAP VALUE	COST	150,000.	148,435.
EUROPACIFIC GROWTH	COST	700,000.	654,310.
ISHARES BARCLAYS TIP	COST	299,779.	305,728.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,299,779.	1,267,590.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH H. FRAMPTON PADUCAH BANK, P.O. BOX 2600 PADUCAH, KY 42002-2600	CHAIRMAN & CEO 0.00	0.	0.	0.
WALLACE B. BATEMAN PADUCAH BANK, P.O. BOX 2600 PADUCAH, KY 42002-2600	PRESIDENT & COO 0.00	0.	0.	0.
LESA BARKS PADUCAH BANK, P.O. BOX 2600 PADUCAH, KY 42002-2600	SR. VP & TRUST OFFICER 0.00	0.	0.	0.
MELANIE MCNEILL PADUCAH BANK, P.O. BOX 2600 PADUCAH, KY 42002-2600	VP & TRUST OFFICER 0.00	0.	0.	0.
MINDI WHITWORTH PADUCAH BANK, P.O. BOX 2600 PADUCAH, KY 42002-2600	VP & TRUST OFFICER 0.00	0.	0.	0.
GLENN D. DENTON DENTON & KEULER, ATTORNEYS, P.O. BOX 929 PADUCAH, KY 42002-0929	DIRECTOR, THE PADUCAH BANK & TRUST CO. 0.00	0.	0.	0.
CHARLES W. RANSLER, MD 2603 KENTUCKY AVENUE, SUITE 102 PADUCAH, KY 42001	DIRECTOR, THE PADUCAH BANK & TRUST CO. 0.00	0.	0.	0.
MEREDITH SCHROEDER P.O. BOX 3009 PADUCAH, KY 42002-3009	DIRECTOR, THE PADUCAH BANK & TRUST CO. 0.00	0.	0.	0.
SHIRLEY WALKER P.O. BOX 7765 PADUCAH, KY 42002-7765	DIRECTOR, THE PADUCAH BANK & TRUST CO. 0.00	0.	0.	0.
W. DAVID DENTON DENTON & KEULER, ATTORNEYS, P.O. BOX 929 PADUCAH, KY 42002-0929	DIRECTOR, THE PADUCAH BANK & TRUST CO. 0.00	0.	0.	0.

WALLY O. MONTGOMERY
6414 STINESPRING
PADUCAH, KY 42001

DIRECTOR, THE PADUCAH BANK & TRUST CO.
0.00 0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE ANNIE GARDNER FOUNDATION

DISTRIBUTIONS ARE MADE TO CHARITABLE BENEFICIARY IN CONFORMITY WITH THE
TERMS AND CONDITIONS OF TAXPAYER'S GOVERNING INSTRUMENT WHICH REQUIRES
ALL OF THE TAXPAYER'S NET INCOME TO BE DISTRIBUTED ANNUALLY. THESE
AMOUNTS ARE THEN DISTRIBUTED BY THE RECIPIENT IN ACCORDANCE WITH ITS
GOVERNING INSTRUMENT.