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Form **990-PF**

OMB No 1545-0052

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. Department of the Treasury Internal Revenue Service For calendar year 2011 or tax year beginning , and ending

Nam	ne of	foundation				A Employer identification	on number
ח	£	R FAMILY CHARITABLE T	ਸਟਾਹਤ			62-632121	8
Num		nd street (or P O box number if mail is not delivered to street			Room/suite	B Telephone number	<u> </u>
		BROWNS LANE, 2ND FLO	•			(502)893-	0300
		own, state, and ZIP code		<u>-</u>	L 	C If exemption application is	
		ISVILLE, KY 40207				и охотрани драния	porporing, and an indication of the control of the
		all that apply: Initial return	Initial return of a fo	rmer public o	harity	D 1. Foreign organization	ns, check here
		Final return	Amended return	•	•		
		Address change	Name change		_	Foreign organizations n 2. check here and attach of	neeting the 85% test, computation
H C	heck	type of organization: X Section 501(c)(3)	exempt private foundation			E If private foundation st	tatus was terminated
] Se	ction 4947(a)(1) nonexempt charitable trust	Other taxable private founda	ition		under section 507(b)(
1 Fa	ır ma	rket value of all assets at end of year J Accou	nting method: X Cash	Accr	ual	F If the foundation is in a	a 60-month termination
(fr	om F	Part II, col. (c), line 16)	Other (specify)	· · · · · · · · · · · · · · · · · · ·		under section 507(b)(
			olumn (d) must be on cash b	oasis)			
Pa	<u>rt I</u>	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		vestment ome	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received				N/A	
	2	Check X if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments			<u> </u>		
	4	Dividends and interest from securities	464.		464.		STATEMENT 1
	5a	Gross rents				ļ. <u> </u>	
	b	Net rental income or (loss)					
e e	6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	<956.	>			
Revenue	b	assets on line 6a 9,424.					
Pe	7	Capital gain net income (from Part IV, line 2)			0.	 	
	8	Net short-term capital gain					
	9	Income modifications Gross sales less returns		 -		 	<u>-</u>
	10a	and allowances				 	
		Gross profit or (loss)					
	11	Other income					-
	12	Total. Add lines 1 through 11	<492.	>	464.	<u> </u>	
	13	Compensation of officers, directors, trustees, etc	0.		0.		0.
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
ses	16a	Legal fees					
	Ь	Accounting fees STMT 2	425.		212.		213.
Ä	C	Other professional fees IVE STMT 3	237.		237.		0.
ĕ.	17	Interest					
trat	18	Taxeso MAN 1 2 2017					<u> </u>
and Administrative Expen	19	Taxes Depreciation and depletion 2012					
Ę	20	The same of the sa					
ΥÞ	21	Travel, conferences, and meetings					
a	22	Printing and publications				 	
	23	Other expenses					
∠U1∠ Operating a	24	Total operating and administrative expenses. Add lines 13 through 23	662.		449.		213.
္မဝါ	25	Contributions, gifts, grants paid	3,000.				3,000.
N	26	Total expenses and disbursements.	3,000.				3,000.
	-"	Add lines 24 and 25	3,662.		449.		3,213.
X	27	Subtract line 26 from line 12:					-/
	a	Excess of revenue over expenses and disbursements	<4,154.	>			
SCENNED S	ь	Net investment income (if negative, enter -0-)			15.		
	С	Adjusted net income (if negative, enter -0-)				N/A	
12350 12-02	01 2-11	LHA For Paperwork Reduction Act Notice, se	ee instructions.				Form 990-PF (2011)
Š							

P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	
_		,,,,,,,,	(a) Book Value	(b) Book Value	(c) Fair Market Value
- {		Cash - non-interest-bearing	0.000	10.050	10000
		Savings and temporary cash investments	9,977.	12,953.	12,953.
	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			
ş	8	Inventories for sale or use			·
Assets	9	Prepaid expenses and deferred charges			
ď	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 4	24,687.	<u> 17,557.</u>	19,090.
	С	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation		_	
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	34,664.	30,510.	32,043.
	17	Accounts payable and accrued expenses			
	18	Grants payable			·
S	19	Deferred revenue			
Liabilıties	20	Loans from officers, directors, trustees, and other disqualified persons		<u> </u>	
abi	21	Mortgages and other notes payable			
ت	22	Other liabilities (describe 🕨)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
	ŀ	Foundations that follow SFAS 117, check here			
	{	and complete lines 24 through 26 and lines 30 and 31.			
ces	24	Unrestricted		-	
Fund Balanc	25	Temporarily restricted			1
Ва	26	Permanently restricted			
핕		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.			
SOF	27	Capital stock, trust principal, or current funds	34,664.	30,510.	
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
As	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
Set	30	Total net assets or fund balances	34,664.	30,510.	
_	31	Total liabilities and net assets/fund balances	34,664.	30,510.	
P	art	III Analysis of Changes in Net Assets or Fund Ba	alances		
					
		I net assets or fund balances at beginning of year - Part II, column (a), line 3	30		
	•	st agree with end-of-year figure reported on prior year's return)		1	34,664.
		r amount from Part I, line 27a		2	<4,154.>
		er increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	30,510.
		eases not included in line 2 (itemize)	·	5	0.
<u>6</u>	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	lumn (b), line 30		30,510.
					Form 990-PF (2011)

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D & R FAMILY CHARITABLE TRUST

Form 990-PF (2011)

	R FAMILY CHAR. nd Losses for Tax on							<u>2-6321</u>	.218	Page 3
			Income	(b) H	ow ac	quired (c	Note a	acquired	(d) Da	to cold
(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.)			`P- D-) How acquired P - Purchase D - Donation		(mo., da		(mo., d		
1a SEE ATTACHED SC										
b SEE ATTACHED SC	HEDULE					P				
<u>c</u>										
d				ļ						
<u>e</u>	40 D					i .			•	
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			,		ain or (loss) s (f) minus (g)	
a 793.							-			793.
b	<u>-</u>		1,74	9.					<1	,749.
С										
d										
Complete only for accets about a	ann in column (h) and award	Lby the foundation	00 10/21/00							
Complete only for assets showing	 		cess of col. (1)	-				ol. (h) gaın n ıot less than		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		col. (j), if any					(from col. (h		
a								·		793.
ь									<1	,749.
C		_								
d						· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·		
е										
2 Capital gain net income or (net capi	If gain, also e	enter in Part I, line er -0- in Part I, line	7	}	2					<956.
	•		1	7			-			<330.
3 Net short-term capital gain or (loss) If gain, also enter in Part I, line 8, co	•	o) and (6):		٦						
If (loss), enter -0- in Part I, line 8	. ,			Ĵ	3			N/A		
Part V Qualification Un	der Section 4940(e)	for Reduced	l Tax on Net	Inve	estn	nent Inco	me			
If section 4940(d)(2) applies, leave this Was the foundation liable for the section If "Yes," the foundation does not qualify	in 4942 tax on the distributable under section 4940(e). Do no	ot complete this pa	ırt.					[Yes	X No
1 Enter the appropriate amount in ea	ch column for each year; see i	nstructions before	making any entrie	es.					41	
(a) Base period years Calendar year (or tax year beginning	(b) (in) Adjusted qualifying	distributions	Net value of no	(c) nchari	table-	use assets	(Dıstrıbu Col. (b) dıvıc	d) tion ratio led by col.	. (c))
2010		213.			3	2,320.			.0	06590
2009		<u>5,213.</u>				<u>3,078.</u>				<u>57597</u>
2008		11,196.				3,996.				07349
2007		6,298.				9,456.				90676
2006		7,144.			/	6,111.			.0	<u>93863</u>
2 Total of line 1, column (d)							2		.5	<u>56075</u>
3 Average distribution ratio for the 5-		otal on line 2 by 5,	or by the number	of yea	rs					
the foundation has been in existence	e if less than 5 years						3	 .	. 1	11215
4 Enter the net value of noncharitable	-use assets for 2011 from Par	t X, line 5					4		31	<u>,776.</u>
5 Multiply line 4 by line 3							5		3	,534.
6 Enter 1% of net investment income	(1% of Part I, line 27b)						6			0.
7 Add lines 5 and 6							7		3	,534.
8 Enter qualifying distributions from I	Part XII, line 4						8			,213.
If line 8 is equal to or greater than li See the Part VI instructions.		line 1b, and comp	lete that part using	g a 1%	tax r	ate.	 -			<u></u>
123521 12-02-11								For	m 990-l	PF (2011)

	990-PF (2011) D & R FAMILY CHARITABLE TRUST 6 rt VI, Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49-		3212 see in			Page 4
	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)					
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1				0.
•	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).					
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				0.
3	Add lines 1 and 2	3				0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5				0.
6	Credits/Payments:					
a	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 6a					
	Exempt foreign organizations - tax withheld at source					
	Tax paid with application for extension of time to file (Form 8868) 6c					
	Backup withholding erroneously withheld 6d					
7	Total credits and payments. Add lines 6a through 6d	7				0.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9				0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax	11				
_	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	1			Yes	No
	any political campaign?			1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		Γ	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	l or	Γ			
	distributed by the foundation in connection with the activities.		-	į		
C	Did the foundation file Form 1120-POL for this year?			1c		X_
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		Γ			
	(1) On the foundation. \triangleright \$ 0 . (2) On foundation managers. \triangleright \$ 0 .			1		ļ
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		ļ			
	managers. ► \$ 0 .		- 1			Ì
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		L	2		X_
	If "Yes," attach a detailed description of the activities					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or		ļ	1		}
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		L	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Ļ	4a		Х
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/	/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
	If "Yes," attach the statement required by General Instruction T		1	1		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		1			
	By language in the governing instrument, or		Ţ	ļ		<u> </u>
	 By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state is remain in the governing instrument? 	aw		6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		Γ	7	X	
	If "Yes," complete Part II, col. (c), and Part XV.		ſ			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
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)			ĺ		
•	of each state as required by General Instruction G? If "No," attach explanation		}	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calend	dar	Ţ			
-	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		х
10	Did any parrons become substantial contributors during the tay year?		ľ	10		Y

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	rt VII-A Statements Regarding Activities (continued)			
	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		<u>X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	_X	
	Website address ► N/A			
14	The books are in care of ► R. KEITH CULLINAN Telephone no. ► (502)		<u> 30</u>	<u>0</u>
	Located at ► 1406 BROWNS LANE, 2ND FL LOUISVILLE, KY ZIP+4 ►4	<u>0207</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		, >	
	and enter the amount of tax-exempt interest received or accrued during the year	N,		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	1 F	Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
Pa	country rt 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.	ŢŢ	Yes	No
1a	During the year did the foundation (either directly or indirectly):		. 55	110
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			, I
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No]	I
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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			ı
	termination of government service, if terminating within 90 days.)			ı
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		1	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	{	
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected		ĺ	
	before the first day of the tax year beginning in 2011?	1c		<u>X</u> _
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));			
а	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?			
	If "Yes," list the years >,,,,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect		-	
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
0	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1 1		
за	· · · · · · · · · · · · · · · · · · ·			
L	during the year? Yes X No			
D	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		ı	
	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,	_	1	
4~	Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A Did the foundation invest during the year any amount in a manner that would repard to the charitable purposes?	3b	+	
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Did the foundation make any investment in a prior year (but after December 31, 1960) that could recognize its charitable purposes that	4a		<u>X</u>
0	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?		1	x
	nad not been removed from joupardy before the first day of the tax year Degithing III ZU I I'	4b		Λ

orm 990-PF (2011) D & R FAMILY CHARITABLE		Y	<u>62-63212</u>	18 Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4/20 May Be F	sequirea (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			es X No	
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire		(TE)	
any voter registration drive?	•		es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes		Ye	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?			es X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f			1 1
the prevention of cruelty to children or animals?			es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		n Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru			N/A	5b
Organizations relying on a current notice regarding disaster assistance check h				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi				
expenditure responsibility for the grant?		[/A	es L No	
If "Yes," attach the statement required by Regulations section 53 494	• •		i:	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on	Г 	(TE)	
a personal benefit contract?		Y6	es X No	. -
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal Denetit Contract?		F	6b X
If "Yes" to 6b, file Form 8870.	holter transcript of		es X No	
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Y(- · 	71.
b If "Yes," did the foundation receive any proceeds or have any net income attribution. Book VIII Information About Officers, Directors, Trust		nagore Highly		7b
Part VIII Paid Employees, and Contractors	ees, i oundation ivia	magers, mgm	y	
1 List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deterred	(e) Expense account, other
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
R. KEITH CULLIINAN	TRUSTEE	J	- Componence	
1406 BROWNS LANE, 2ND FLOOR				
LOUISVILLE, KY 40207	2.00	0.	O.	0.
D. D. HARRIS	MEMBER ADVISO	RY COMM		
1406 BROWNS LANE, 2ND FLOOR				
LOUISVILLE, KY 40207	2.00	0.	0.	0.
N. R. HARRIS	MEMBER ADVISO	RY COMM		
1406 BROWNS LANE, 2ND FLOOR				
LOUISVILLE, KY 40207	2.00	0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	(e) Expense account, other
	devoted to position		compensation	allowances
NONE				
		<u> </u>		
	<u> </u>			
Fatal number of other amployage paid over \$50,000	L	L		

Port VIII Information About Officers, Directors, Trustees, Foundation Manage		321218 Page 7
Part VIII Paid Employees, and Contractors (continued)	ere, riigiliy	
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000) Type of service	(c) Compensation
NONE		
	·	
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information s number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	uch as the	Expenses
1 N/A		
		
2		
3		
4		
·		
Part IX-B Summary of Program-Related Investments	· · · · · · · · · · · · · · · · · · ·	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1N/A		
	·	
2		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	•	<u> </u>

Pa	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations, se	e 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	19,988.
	Average of monthly cash balances	1b	12,272.
	Fair market value of all other assets	1c	
-	Total (add lines 1a, b, and c)	1d	32,260.
	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	32,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	484.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,776.
6	Minimum investment return. Enter 5% of line 5	6	1,589.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here ightharpoonup and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	1,589.
2a	Tax on investment income for 2011 from Part VI, line 5		
b	Income tax for 2011. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,589.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,589.
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	1,589.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	, , , , , , , , , , , , , , , , , , , ,	1a	3,213. 0.
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:		
а	Suitability test (prior IRS approval required)	3a	
р	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,213.
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	<u> </u>
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,213.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	ualifies for th	e section

Form **990-PF** (2011)

Part XIII Undistributed Income (see instructions)

,	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,				
line 7				1,589.
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 3, 450.				
b From 2007 2,829.	Ì			
c From 2008 8,504.				
d From 2009 3,559.				
e From 2010				
f Total of lines 3a through e	18,342.			
4 Qualifying distributions for 2011 from				
Part XII, line 4: ► \$ 3,213.				
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	0			
(Election required - see instructions)	0.			1 500
d Applied to 2011 distributable amount	1,624.			1,589.
e Remaining amount distributed out of corpus	1,624.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				0.
6 Enter the net total of each column as indicated below:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,966.			
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		<u>0.</u>		
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	3,450.			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	16,516.			
10 Analysis of line 9:				
a Excess from 2007 2,829.				
b Excess from 2008 8,504.				
c Excess from 2009 3,559.				
d Excess from 2010 e Excess from 2011 1,624.				
e Excess from 2011 1,624.			<u> </u>	Form 990-PF (2011)

	AMILY CHARL				321218 Page 10
Part XIV Private Operating Fo				N/A	
1 a If the foundation has received a ruling of		· · · · · · · ·			
· foundation, and the ruling is effective for		=	. ▶∟_		
b Check box to indicate whether the found		ng foundation described		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	(1) 0010	Prior 3 years	(4) 0000	4 ,,,,,,,
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for					
each year listed		_			
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities			-		
e Qualifying distributions made directly					
for active conduct of exempt activities.				1	
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			1		
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 Info	rmation (Comple	ete this part only	if the foundation	on had \$5,000 or m	ore in assets
at any time during t					
1 Information Regarding Foundation	-				
a List any managers of the foundation wh			ntributions received by	the foundation before the clo	ose of any tax
year (but only if they have contributed n	tore than \$5,000). (See s	section 507(a)(2).)			
SEE STATEMENT 5					·
 List any managers of the foundation wh other entity) of which the foundation ha 			ı (or an equally large po	ortion of the ownership of a p	partnership or
	s a 10 % of greater intere				
NONE		Cabalanahin ata F			<u>. </u>
2 Information Regarding Contribution Check here ► X if the foundation of				ne not accept uppolicated rea	uests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num				<u></u>	
L The name, addition, and telephone from	Sol of the policies to the		0 0001000001		
b The form in which applications should be	e submitted and informa	ation and materials they	should include:		
c Any submission deadlines:					· · · · · · · · · · · · · · · · · · ·
d Any restrictions or limitations on awards	e such as hy geography	al areas, charitable fields	s kinds of institutions	or other factors.	
u Any restrictions of infiniations of awards	s, such as by yeographic	ai areas, viidi navie ilelus	ว, หแนว บา แเวเนยแบนร์, (UI GUIEI 1461015.	

b Approved for future payment		
NONE		

Total

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

Enter gross amounts unless otherwise indicated.	Unrelate	d business income		ded by section 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	Code		COGE		
a					
b		<u> </u>			
C					
d			ļ		
e			ļ		
f					
g Fees and contracts from government agencies			<u> </u>		
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments					
4 Dividends and interest from securities			14	464.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			1 -		
b Not debt-financed property					
6 Net rental income or (loss) from personal			╁		
			1		
property					
7 Other investment income			ļ		
8 Gain or (loss) from sales of assets other			1.	2.5	
than inventory			18	<956.	>
9 Net income or (loss) from special events			<u> </u>		
10 Gross profit or (loss) from sales of inventory			<u> </u>		
11 Other revenue:					
2					
b					
c					
d	_	-			
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<492.	> 0.
13 Total. Add line 12, columns (b), (d), and (e)		<u> </u>	<u>'</u>		<492.>
(See worksheet in line 13 instructions to verify calculations.)				10	<u> </u>
Part XVI-B Relationship of Activities to	o the Acc	omplishment of Ex	xemp	t Purposes	
Line No. Explain below how each activity for which incor	ne is reported	ın column (e) of Part XVI-A	A contril	outed importantly to the accor	nplishment of
the foundation's exempt purposes (other than I				, ,	•
	-				
					
					
			_		
					
			_		
				 	
	_				-
		. 			
122821					

Form 990-PF (2011) D & R FAMILY CHARITABLE TRUST 62-6321218 Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash X 1a(1) (2) Other assets X 1a(2) b Other transactions: (1) Sales of assets to a noncharitable exempt organization X 1b(1) X (2) Purchases of assets from a noncharitable exempt organization 16(2) X (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees X 1b(5) X (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 10 d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of	noncharitable	exempt organization	(d) Description	on of transfers, transaction	ns, and sharing arrangements
			N/A				
						_	
				,			<u>-</u> .
ın sectio	undation directly or indirect on 501(c) of the Code (other complete the following sch	r than section 501(c) edule.			zations described		Yes X No
	(a) Name of org	janization		(b) Type of organization		(c) Description of re	lationship
	N/A						
						·	
	\sim	<u>/</u>					
Sign Here	ler benaityes of perjury, I declare pelies of is true, correct, and con	mplete Declaration of pre	return includin	g accompanying schedules and n taxpayer) is based on all inform	statements, and to the nation of which prepare TRUST Title	er has any knowledge	May the IRS discuss this return with the preparer shown below (see instr.)? X Yes No
1.77	Print/Type preparer's na		Preparer's si		Date	Check If	PTIN
- Paid	ЈОЅЕРН М В		a di	<i>g</i> naturo <i>g</i>	05/11/12	self- employed	P01061123
Preparer Use Only	Firm's name ► RUE	FF AND AS	SOCIAT	ES		Firm's EIN ► 6	1-1231152
	Firm's address ▶ 31	2 MACON A	VENUE				
	LO	UISVILLE,	KY 40	207		Phone no. 50	02-896-2451

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUE	RITIES	STATEMENT	1
SOURCE		GROSS	TNUOMA		TAL GAINS	COLUMN (A) AMOUNT	
JP MORGAN CLEARING CORP	-		464.		0.	464	4.
TOTAL TO FM 990-PF, PART I, L	.N 4 =		464.		0.	464	4.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	2
DESCRIPTION	EXPE		NET INVI	EST-	(C) ADJUSTED NET INCOM	CHARITABI	
ACCOUNTING FEES		425.		212.		213	3.
TO FORM 990-PF, PG 1, LN 16B		425.		212.		213	3.
FORM 990-PF C)THER	PROFES	SIONAL FI	EES		STATEMENT	3
	(.	A)			(C)	(7)	
DESCRIPTION		•	NET INVI	EST-	• •	CHARITABI	
DESCRIPTION INVESTMENT ADVISOR FEE		NSES	NET INVI	EST-	ADJUSTEL	CHARITABI	
		NSES BOOKS	NET INVI	EST- COME	ADJUSTEL	CHARITABI DURPOSES	S
INVESTMENT ADVISOR FEE	PER	NSES BOOKS 237. 237.	NET INVI	EST- COME 237.	ADJUSTEL	CHARITABI DURPOSES	s 0.
INVESTMENT ADVISOR FEE TO FORM 990-PF, PG 1, LN 16C	PER	NSES BOOKS 237. 237.	NET INVI	237. 237.	ADJUSTEL	CHARITABI DE PURPOSES	0. 0.
INVESTMENT ADVISOR FEE TO FORM 990-PF, PG 1, LN 16C FORM 990-PF	PER	NSES BOOKS 237. 237.	NET INVI	237. 237.	ADJUSTEI NET INCOM	CHARITABI IE PURPOSES (CONTROL OF THE PURPO	0.

FORM 990-PF

PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 5

NAME OF MANAGER

D. D. HARRIS N. R. HARRIS

CULLINAN ASSOCIATES, INC.
REALIZED GAINS AND LOSSES

D & R Family Charitable Trust (Consolidated)
From 01-01-11 Through 12-31-11

Loss	Long Term				-1,749.18							
Gain Or Loss	Short Term	-0.30	158.91	0.00		68.95	-228.09	-227.08	534.94	212.95	90.93	41.93
•	Proceeds	75.74	428.95	843.94	6,636.82	68.95	317.95	30.96	534.94	212.95	90.93	41.93
	Cost Basis	76.04	270.04	843.94	8,386.00	0.00	546.04	258.04	0.00	0.00	0.00	0.00
	ntity Security	-1 Procter & Gamble JAN/65 C 2011	-1 S&P Spiders MAR/124 C 2011	-1 SPDR-Energy MAR/58 C 2011	100.0000 SPDR-Energy	-1 Procter & Gamble APR/67.5 C 2011	-1 S&P Spiders MAY/129 C 2011	-1 Procter & Gamble MAY/65 C 2011	-1 S&P Spiders AUG/132 C 2011	-1 Procter & Gamble OCT/67.5 C 2011	-1 S&P Spiders OCT/125 C 2011	-1 Procter & Gamble DEC/67.5 C 2011
	Close Date Quantity	01-18-11	03-16-11	03-17-11	03-17-11 100	04-16-11	05-18-11	05-20-11	08-20-11	10-22-11	10-22-11	12-17-11
	Open Date	10-19-10	12-16-10	12-16-10	05-07-08	01-18-11	03-16-11	04-20-11	05-18-11	05-20-11	08-22-11	10-27-11

CULLINAN ASSOCIATES, INC.
REALIZED GAINS AND LOSSES

D & R Family Charitable Trust (Consolidated)

From 01-01-11 Through 12-31-11

Onen	اراموه			Ç	ľ	Gain Or Loss	r Loss
1 ()	1	Quantity	Security	Cost	Proceeds	Short Term	Long Term
	10-27-11 12-17-11	7	-1 S&P Spiders DEC/133 C 2011	0.00	139.93	139.93	
	FOTAL GAINS FOTAL LOSSES				ı	1,248.54	0.00
	ZED GAI	TOTAL REALIZED GAIN/LOSS -956.11	-956.11	10,380.10	9,423,99	793.07	-1,749.18

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES

D & R Family Charitable Trust (Consolidated)

December 31, 2011

Date	Quantity	Security	Unit	Total Cost	Price	Market Value	Unrealized Gain/Loss	%' 'C'F'
CASH AND	CASH AND EQUIVALENTS	PRINCIPAL CASH	l	12,853.19	ı	12,853.19		
COMMON STOCK 10-26-00 06-02-08	STOCK 100.0000 100.0000	Procter & Gamble SPDR S&P 500 Trust	38.00	3,799.93 13,850.00 17,649.93	66.71	6,671.00 12,550.00 19,221.00	2,871.06	75.6
CALLS 12-20-11	ī	Procter & Gamble	0.46	-45.93	0.67	-67.00	-21.07	-45.9
12-20-11	-	APK / 0 C 2012 S&P Spiders JAN/130 C 2012	0.47	-46.93	0.64	-64.00	-17.07	-36.4
			I	-92.86	1	-131.00	-38.14	-41.1
TOTAL PORTFOLIO	RTFOLIO	CHECK1 AC	'	30,410.26	' 1 11	31,943.19	1,532.92	5.0