Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
LOU ALICE SULLENGER TR U/W
F/B/O FIRST BAPTIST CHURCH, ARLINGTON KY

A Employer identification number
91-1916739

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2583 ST RT 1772

B Telephone number
(502)588-8623

City or town, state, and ZIP code
CLINTON, KY 42031

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 687,646.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(*Part I, column (d) must be on cash basis.*)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	20,240.	20,240.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,657.			
b Gross sales price for all assets on line 6a 93,524.				
7 Capital gain net income (from Part IV, line 2)		11,657.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	31,897.	31,897.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	1,852.	0.		1,852.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	1,150.	0.		1,150.
c Other professional fees STMT 3	3,463.	3,463.		0.
17 Interest				
18 Taxes				
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	6,465.	3,463.		3,002.
25 Contributions, gifts, grants paid	32,225.			32,225.
26 **Total expenses and disbursements.** Add lines 24 and 25	38,690.	3,463.		35,227.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<6,793.>			
b **Net investment income** (if negative, enter -0-)		28,434.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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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			
	2	Savings and temporary cash investments	7,557.	6,440.	6,440.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 4	156,003.	130,785.	139,399.
	b	Investments - corporate stock STMT 5	295,860.	276,171.	327,696.
	c	Investments - corporate bonds STMT 6	46,063.	65,855.	66,107.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	139,377.	158,816.	148,004.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	644,860.	638,067.	687,646.
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	499,417.	499,417.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	145,443.	138,650.	
	30	**Total net assets or fund balances**	644,860.	638,067.	
	31	**Total liabilities and net assets/fund balances**	644,860.	638,067.	

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	644,860.
2	Enter amount from Part I, line 27a	2	<6,793.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	638,067.
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	638,067.

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	HILLIARD LYONS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b	HILLIARD LYONS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	5,236.		5,208.	28.
b	88,001.		76,659.	11,342.
c	287.			287.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				28.
b				11,342.
c				287.
d				
e				

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 11,657.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	30,971.	673,464.	.045988
2009	37,873.	622,199.	.060870
2008	41,253.	766,821.	.053797
2007	41,699.	888,589.	.046927
2006	84,566.	853,571.	.099073

2	**Total** of line 1, column (d)	2	.306655
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	.061331
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	703,946.
5	Multiply line 4 by line 3	5	43,174.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	284.
7	Add lines 5 and 6	7	43,458.
8	Enter qualifying distributions from Part XII, line 4	8	35,227.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	569.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	569.
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	569.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,824.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,824.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,255.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,255.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUE WILSON Telephone no. ▶ 5025881294

Located at ▶ 2583 ST RT 1772, CLINTON, KY ZIP+4 ▶ 42031

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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
SUE WILSON 2583 STATE ROUTE 1772 CLINTON, KY 42031	TRUSTEE 0.50	1,852.	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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	703,121.
b	Average of monthly cash balances			1b	11,545.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	714,666.
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	714,666.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	10,720.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	703,946.
6	**Minimum investment return.** Enter 5% of line 5			6	35,197.

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	35,197.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	569.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	569.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	34,628.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	34,628.
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	34,628.

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	35,227.
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	35,227.
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	35,227.

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				34,628.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			32,225.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ____				
b From 2007 ____				
c From 2008 ____				
d From 2009 ____				
e From 2010 ____				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 35,227.				
a Applied to 2010, but not more than line 2a			32,225.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,002.
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))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				31,626.
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	0.			
10 Analysis of line 9:				
a Excess from 2007 ____				
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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FIRST BAPTIST CHURCH OF ARLINGTON 129 STATE ROUTE 80 W ARLINGTON, KY 42021	N/A	CHURCH	GENERAL CHURCH USE	32,225.
Total			▶ 3a	32,225.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	20,240.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,657.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		31,897.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 31,897.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Sue Wilson | 5-10-2012 | ▶ trustee

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 ☐ if self-employed	PTIN
CHRISTINE N KOENIG	Christine N Koenig	5-7-12		P01022180
Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC			Firm's EIN ▶ 61-1064249	
Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187			Phone no. (502)426-9660	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HILLIARD LYONS TRUST COMPANY	20,527.	287.	20,240.
TOTAL TO FM 990-PF, PART I, LN 4	20,527.	287.	20,240.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE - DMLO	1,150.	0.		1,150.
TO FORM 990-PF, PG 1, LN 16B	1,150.	0.		1,150.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HILLIARD LYONS INVESTMENT FEES	3,463.	3,463.		0.
TO FORM 990-PF, PG 1, LN 16C	3,463.	3,463.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY & GOVERNMENT AGENCIES - SEE ATTACHED	X		105,785.	112,131.
STATE AND MUNICIPAL OBLIGATIONS- SEE ATTACHED		X	25,000.	27,268.
TOTAL U.S. GOVERNMENT OBLIGATIONS			105,785.	112,131.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			25,000.	27,268.
TOTAL TO FORM 990-PF, PART II, LINE 10A			130,785.	139,399.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHED	276,171.	327,696.
TOTAL TO FORM 990-PF, PART II, LINE 10B	276,171.	327,696.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE ATTACHED	65,855.	66,107.
TOTAL TO FORM 990-PF, PART II, LINE 10C	65,855.	66,107.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SEE ATTACHED	COST	54,500.	53,870.
EXCHANGE TRADED FUNDS - SEE ATTACHED	COST	99,653.	88,766.
MARKETABLE LIMITED PARTNERSHIP- SEE ATTACHED	COST	4,663.	5,368.
TOTAL TO FORM 990-PF, PART II, LINE 13		158,816.	148,004.

2011 Tax Information Statement

Payer's Name and Address:
HILLIARD LYONS TRUST COMPANY LLC
P O BOX 32760
LOUISVILLE, KY 40232-2760

Account Number: 650210016
Recipient's Tax ID Number: 91-1916739
Payer's Federal ID Number: 35-2326302
Questions? (502)588-1294

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
LOU ALICE SULLENGER, TUW
SUE WILSON TRUSTEE
2583 ST RT 1772
CLINTON, KY 42031

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums.
For noncovered securites shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service.

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
Short Term Sales Reported on 1099-B								
464288646	50.0000	ISHARES TR BARCLAYS 1-3 YR CR BD FD	03/22/2011	04/08/2010	5,236.03	5,207.99	28.04	0.00
Total Short Term Sales Reported on 1099-B **Report on Form 8949, Part I, with Box B checked**					**5,236.03**	**5,207.99**	**28.04**	**0.00**
Long Term 15% Sales Reported on 1099-B								
018490102	20.0000	ALLERGAN INC COM	08/08/2011	05/28/2009	1,503.97	868.79	635.18	0.00
053015103	25.0000	AUTOMATIC DATA PROCESSING INC COM	08/08/2011	01/02/2003	1,193.22	906.80	286.42	0.00
084670702	35.0000	BERKSHIRE HATHAWAY INC DEL CL B NEW	11/11/2011	11/05/2009	2,680.59	2,367.09	313.50	0.00
166764100	50.0000	CHEVRON CORP NEW COM	01/04/2011	09/30/2009	4,572.42	3,514.87	1,057.55	0.00
20030N101	125.0000	COMCAST CORP CL A	01/04/2011	03/02/2004	2,793.95	2,551.67	242.28	0.00
20030N101	50.0000	COMCAST CORP CL A	03/02/2011	03/02/2004	1,260 97	1,020.67	240.30	0.00
126650100	75.0000	CVS CAREMARK CORP COM	09/27/2011	01/16/2007	2,632.44	2,385.00	247.44	0.00
126650100	75.0000	CVS CAREMARK CORP COM	11/11/2011	01/16/2007	2,945.94	2,385.00	560.94	0.00
30231G102	50.0000	EXXON MOBIL CORP COM	03/02/2011	04/01/1993	4,208.91	818.75	3,390.16	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2011 Tax Information Statement

Account Number: 650210016
Recipient's Tax ID Number: 91-1916739
Payer's Federal ID Number: 35-2326302
Questions? (502)588-1294
☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
HILLIARD LYONS TRUST COMPANY LLC
P O BOX 32760
LOUISVILLE, KY 40232-2760

Recipient's Name and Address:
LOU ALICE SULLENGER, TUW
SUE WILSON TRUSTEE
2583 ST RT 1772
CLINTON, KY 42031

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
31359MZ30	25000.0000	FEDERAL NATL MTG ASSN 5.00% DTD 10/19/2006 DUE 10/15/2011	10/15/2011	02/28/2007	25,000.00	25,219.20	-219.20	0.00
437076102	50.0000	HOME DEPOT INC COM	03/02/2011	01/16/2007	1,826.96	2,021.93	-194.97	0.00
478160104	50.0000	JOHNSON & JOHNSON COM	11/11/2011	11/23/2009	3,262.43	3,152.50	109.93	0.00
50075N104	100.0000	KRAFT FOODS INC CL A	09/27/2011	06/18/2008	3,495.13	3,029.50	465.63	0.00
577081102	75.0000	MATTEL INC COM	11/11/2011	08/27/2007	2,186.20	1,626.00	560.20	0.00
681919106	50.0000	OMNICOM GROUP INC COM	01/04/2011	06/12/2002	2,302.96	1,505.26	797.70	0.00
742718109	25.0000	PROCTER & GAMBLE CO COM	11/11/2011	08/14/2009	1,598.71	1,305.75	292.96	0.00
743315103	150.0000	PROGRESSIVE CORP OH COM	06/06/2011	05/30/2007	3,114.00	3,466.50	-352.50	0.00
872540109	30.0000	TJX COS INC NEW COM	08/08/2011	11/27/2007	1,559 67	823.35	736.32	0.00
872540109	25.0000	TJX COS INC NEW COM	09/27/2011	11/27/2007	1,445.97	686.12	759.85	0.00
922908629	75.0000	VANGUARD INDEX FDS VANGUARD MID-CAP ETF	10/14/2011	09/05/2008	5,273.89	4,836.16	437.73	0.00
922908629	25.0000	VANGUARD INDEX FDS VANGUARD MID-CAP ETF	11/11/2011	09/05/2008	1,850.46	1,612.05	238.41	0.00
922908751	35.0000	VANGUARD INDEX FDS VANGUARD SMALL-CAP ETF	09/27/2011	06/18/2008	2,292.10	2,339.57	-47.47	0.00
922908751	100.0000	VANGUARD INDEX FDS VANGUARD SMALL-CAP ETF	10/14/2011	06/18/2008	6,679.87	6,684.50	-4.63	0.00
941848103	25.0000	WATERS CORP COM	06/06/2011	02/21/2008	2,319.95	1,532.13	787.82	0.00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked					**88,000.71**	**76,659.16**	**11,341.55**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

HILLIARD LYONS

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
FIXED INCOME						
TREASURY AND FEDERAL AGENCIES						
FEDERAL HOME LN BKS CONS BDS 3.875% DTD 05/15/2003 DUE 06/14/2013	10,000	10,511.80 105.12	9,925.20 99.25	586.60	387.00 18.29	3.69%
FEDERAL HOME LOAN BKS CONS BDS 5.125% DTD 09/07/2006 DUE 08/14/2013	30,000	32,319.90 107.73	30,085.59 100.29	2,234.31	1,537.00 585.10	4.76%
FEDERAL HOME LOAN BKS CONS BDS 5.50% DTD 06/22/2007 DUE 08/13/2014	25,000	28,193.75 112.78	25,564.03 102.26	2,629.72	1,375.00 527.08	4.88%
FEDERAL HOME LOAN BKS CONS BDS 3.00% DTD 09/20/2010 DUE 03/18/2020 NON-CALLABLE	15,000	15,958.95 106.39	14,995.20 99.97	963.75	450.00 128.75	2.82%
FEDERAL NATL MTG ASSN 5.00% DTD 02/15/2007 DUE 02/16/2012	25,000	25,146.00 100.58	25,214.08 100.86	-68.08	1,250.00 468.74	4.97%
TOTAL TREASURY AND FEDERAL AGENCIES		$ 112,130.40	$ 105,784.10	$ 6,346.30	$ 4,999.00 $ 1,727.96	4.46%
STATE AND MUNICIPAL						
KENTUCKY ASSET LIABILITY COM FDG NTS 2010 F TAXABLE 4.104% DTD 08/26/2010 DUE 04/01/2019 CALLABLE	25,000	27,268.00 109.07	25,000.00 100.00	2,268.00	1,026.00 256.50	3.76%

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL STATE AND MUNICIPAL		$ 27,268.00	$ 25,000.00	$ 2,268.00	$ 1,025.00 $ 256.50	3.76%
NONGOVERNMENT OBLIGATIONS						
GENERAL ELEC CO NT 5.00% DTD 01/28/2003 DUE 02/01/2013	10,000	10,421.00 104.21	10,117.00 101.17	304.00	500.00 208.33	4.80%
JPMORGAN CHASE & CO SR NT 4.95% DTD 03/25/2010 DUE 03/25/2020 NON-CALLABLE	10,000	10,628.70 106.29	10,588.20 105.88	40.50	495.00 132.00	4.66%
PITNEY BOWES INC SR NT 4.625% DTD 09/27/2002 DUE 10/01/2012 CALLABLE	20,000	20,505.40 102.53	20,150.00 100.75	355.40	925.00 231.24	4.51%
TOTAL NONGOVERNMENT OBLIGATIONS		$ 41,555.10	$ 40,855.20	$ 699.90	$ 1,920.00 $ 571.57	4.62%
FIXED INCOME MUTUAL FUNDS **TAXABLE BOND FUNDS**						
NATIXIS LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y #1456	2,056.303	24,552.26 11.94	25,000.00 12.16	-447.74	1,412.00	5.75%
TOTAL TAXABLE BOND FUNDS		$ 24,552.26	$ 25,000.00	$ -447.74	$ 1,412.00 $ 0.00	5.75%

HILLIARD LYONS

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL FIXED INCOME MUTUAL FUNDS		$ 24,552.26	$ 25,000.00	$ -447.74	$ 1,412.00 $ 0.00	5.75%
TOTAL FIXED INCOME		$ 205,505.76	$ 196,639.30	$ 8,866.46	$ 9,357.00 $ 2,556.03	4.55%
EQUITIES						
COMMON STOCK						
INDUSTRIALS						
TYCO INTERNATIONAL LTD SHS	325	15,180.75 46.71	12,744.87 39.22	2,435.88	325.00	2.14%
GENERAL ELEC CO COM	700	12,537.00 17.91	26,910.50 38.44	-14,373.50	476.00 119.00	3.80%
TOTAL INDUSTRIALS		$ 27,717.75	$ 39,655.37	$ -11,937.62	$ 801.00 $ 119.00	2.89%
CONSUMER DISCRETIONARY						
COMCAST CORP CL A	325	7,705.75 23.71	6,634.32 20.41	1,071.43	146.00 36.56	1.90%
DISNEY WALT CO COM	350	13,125.00 37.50	8,954.83 25.59	4,170.17	210.00 210.00	1.60%

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
HOME DEPOT INC COM	400	16,816.00 42.04	14,204.86 35.51	2,611.14	464.00	2.76%
MATTEL INC COM	450	12,492.00 27.76	9,756.00 21.68	2,736.00	414.00	3.31%
OMNICOM GROUP INC COM	175	7,801.50 44.58	5,268.41 30.11	2,533.09	175.00 43.75	2.24%
TJX COS INC NEW COM	125	8,068.75 64.55	3,430.63 27.45	4,638.12	190.00	2.35%
TOTAL CONSUMER DISCRETIONARY		$ 66,009.00	$ 48,249.05	$ 17,759.95	$ 1,599.00 $ 290.31	2.42%
CONSUMER STAPLES						
CVS CAREMARK CORP COM	275	11,214.50 40.78	7,840.75 28.51	3,373.75	178.00	1.59%
KRAFT FOODS INC CL A	325	12,142.00 37.36	9,845.88 30.30	2,296.12	377.00 94.25	3.10%
PEPSICO INC COM	150	9,952.50 66.35	4,227.61 28.18	5,724.89	309.00 77.25	3.10%
PROCTER & GAMBLE CO COM	225	15,009.75 66.71	5,320.63 23.65	9,689.12	472.00	3.15%

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
WAL MART STORES INC COM	200	11,952.00 59.76	10,297.92 51.49	1,654.08	292.00 73.00	2.44%
TOTAL CONSUMER STAPLES		$ 60,270.75	$ 37,532.79	$ 22,737.96	$ 1,628.00 $ 244.50	2.70%
ENERGY						
CHEVRON CORP NEW COM	100	10,640.00 106.40	6,816.36 68.16	3,823.64	324.00	3.05%
EXXON MOBIL CORP COM	200	16,952.00 84.76	3,275.00 16.38	13,677.00	376.00	2.22%
TOTAL ENERGY		$ 27,592.00	$ 10,091.36	$ 17,500.64	$ 700.00 $ 0.00	2.54%
FINANCIALS						
BERKSHIRE HATHAWAY INC DEL CL B NEW	165	12,589.50 76.30	11,159.11 67.63	1,430.39		
JPMORGAN CHASE & CO COM	400	13,300.00 33.25	16,099.23 40.25	-2,799.23	400.00	3.01%
NORTHERN TR CORP COM	200	7,932.00 39.66	9,983.83 49.92	-2,051.83	224.00 56.00	2.82%
PROGRESSIVE CORP OH COM	325	6,340.75 19.51	7,510.75 23.11	-1,170.00	129.00	2.05%

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
US BANCORP DEL COM NEW	500	13,525.00 27.05	17,360.00 34.72	-3,835.00	250.00 62.50	1.85%
WELLS FARGO & CO NEW COM	200	5,512.00 27.56	5,261.60 26.31	250.40	96.00	1.74%
TOTAL FINANCIALS		$ 59,199.25	$ 67,374.52	$ -8,175.27	$ 1,099.00 $ 118.50	1.86%
HEALTH CARE						
ALLERGAN INC COM	75	6,580.50 87.74	3,257.96 43.44	3,322.54	15.00	0.23%
JOHNSON & JOHNSON COM	250	16,395.00 65.58	6,440.63 25.76	9,954.37	570.00	3.48%
PFIZER INC COM	490	10,603.60 21.64	8,398.06 17.14	2,205.54	431.00	4.07%
WATERS CORP COM	75	5,553.75 74.05	4,596.37 61.29	957.38		
TOTAL HEALTH CARE		$ 39,132.85	$ 22,693.02	$ 16,439.83	$ 1,016.00 $ 0.00	2.60%
INFORMATION TECHNOLOGY						
TE CONNECTIVITY LTD REG SHS	250	7,702.50 30.81	8,060.49 32.24	-357.99	180.00	2.34%

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LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
AUTOMATIC DATA PROCESSING INC COM	125	6,751.25 54.01	4,533.98 36.27	2,217.27	197.00 49.37	2.93%
CISCO SYS INC COM	725	13,108.00 18.08	14,947.24 20.62	-1,839.24	174.00	1.33%
DELL INC COM	450	6,583.50 14.63	9,393.75 20.88	-2,810.25		
MICROSOFT CORP COM	525	13,629.00 25.96	13,639.50 25.98	-10.50	420.00	3.08%
TOTAL INFORMATION TECHNOLOGY		$ 47,774.25	$ 50,574.96	$ -2,800.71	$ 971.00 $ 49.37	2.03%
TOTAL COMMON STOCK		$ 327,695.85	$ 276,171.07	$ 51,524.78	$ 7,814.00 $ 821.68	2.39%
EQUITY MUTUAL FUNDS						
SMALL CAP EQUITY FUNDS						
ROYCE TOTAL RETURN FUND #267	475.286	6,026.63 12.68	5,000.00 10.52	1,026.63	56.00	0.94%
TOTAL SMALL CAP EQUITY FUNDS		$ 6,026.63	$ 5,000.00	$ 1,026.63	$ 56.00 $ 0.00	0.94%

MID CAP EQUITY FUNDS

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HILLIARD LYONS

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
GOLDMAN SACHS MID CAP VALUE FUND - INST	175.933	5,906.07 33.57	5,000.00 28.42	906.07	56.00	0.95%
TOTAL MID CAP EQUITY FUNDS		$ 5,906.07	$ 5,000.00	$ 906.07	$ 56.00 $ 0.00	0.95%
INTERNATIONAL EQUITY FUNDS						
ARTISAN FDS INC INTL FD #661	354.136	7,022.52 19.83	7,500.00 21.18	-477.48	99.00	1.42%
DODGE & COX INTERNATIONAL STOCK FD	216.478	6,329.82 29.24	7,500.00 34.65	-1,170.18	164.00	2.60%
T ROWE PRICE INTL FDS INC EMERGING MKTS STK FD	619.419	17,659.64 28.51	18,500.00 29.87	-840.36		
TOTAL INTERNATIONAL EQUITY FUNDS		$ 31,011.98	$ 33,500.00	$ -2,488.02	$ 263.00 $ 0.00	0.85%
BALANCED EQUITY FUNDS						
GOLDMAN SACHS SATELLITE STRATEGIES PORTFOLIO - IS	1,480.415	10,925.46 7.38	11,000.00 7.43	-74.54	467.00 148.04	4.28%
TOTAL BALANCED EQUITY FUNDS		$ 10,925.46	$ 11,000.00	$ -74.54	$ 467.00 $ 148.04	4.28%

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LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL EQUITY MUTUAL FUNDS		$ 53,870.14	$ 54,500.00	$ -629.86	$ 842.00 $ 148.04	1.57%
EQUITY EXCHANGE TRADED FUNDS						
VANGUARD TAX-MANAGED INTL FD MSCI EAFE ETF	1,525	46,710.75 30.63	65,515.62 42.96	-18,804.87	1,595.00	3.41%
VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF	200	7,642.00 38.21	7,500.48 37.50	141.52	181.00	2.37%
VANGUARD INDEX FDS REIT ETF	75	4,350.00 58.00	3,911.25 52.15	438.75	153.00	3.53%
VANGUARD INDEX FDS VANGUARD MID-CAP ETF	200	14,388.00 71.94	8,037.98 40.19	6,350.02	193.00	1.34%
VANGUARD INDEX FDS VANGUARD SMALL-CAP ETF	225	15,675.75 69.67	14,687.33 65.28	988.42	211.00	1.35%
TOTAL EQUITY EXCHANGE TRADED FUNDS		$ 88,766.50	$ 99,652.66	$ -10,886.16	$ 2,333.00 $ 0.00	2.63%
MARKETABLE LIMITED PARTNERSHIPS						
POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN INT	200	5,368.00 26.84	4,663.48 23.32	704.52		
TOTAL MARKETABLE LIMITED PARTNERSHIPS		$ 5,368.00	$ 4,663.48	$ 704.52	$ 0.00 $ 0.00	0.00%

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL EQUITIES		$ 475,700.49	$ 434,987.21	$ 40,713.28	$ 10,989.00 $ 969.72	2.31%
TOTAL MARKET VALUE		$ 687,646.48	$ 638,066.74	$ 49,579.74	$ 20,346.00 $ 3,525.77	2.96%
TOTAL MARKET VALUE PLUS ACCRUED INCOME		$ 691,172.25				

RECEIPTS

	DATE	INCOME CASH	PRINCIPAL CASH
INTEREST INCOME			
FEDERAL HOME LOAN BKS CONS BDS **5.125% DTD 09/07/2006 DUE 08/14/2013**			
INT TO 02/14/11 ON 30,000	02/14/11	768.75	
INT TO 08/14/11 ON 30,000	08/15/11	768.75	
FEDERAL HOME LOAN BKS CONS BDS **5.50% DTD 06/22/2007 DUE 08/13/2014**			
INT TO 02/13/11 ON 25,000	02/14/11	687.50	

HILLIARD LYONS

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER: 65-0210-01-6
STATEMENT PERIOD: 01/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
INCOME CASH		53,735.87	53,735.87	0.00		
PRINCIPAL CASH		-53,735.87	-53,735.87	0.00		
TOTAL CASH		$ 0.00	$ 0.00	$ 0.00	$ 0.00 $ 0.00	0.00%
CASH EQUIVALENTS						
GOLDMAN FINANCIAL SQ FED FUND 520	6,440.23	6,440.23 1.00	6,440.23 1.00	0.00	 0.02	0.01%
TOTAL CASH EQUIVALENTS		$ 6,440.23	$ 6,440.23	$ 0.00	$ 0.00 $ 0.02	0.01%
TOTAL CASH & EQUIVALENTS		$ 6,440.23	$ 6,440.23	$ 0.00	$ 0.00 $ 0.02	0.01%

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