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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation ANN B. GIPSON CHARITABLE FOUNDATION, INC		A Employer identification number 27-4340754
Number and street (or P O box number if mail is not delivered to street address) 1914 STANLEY GAULT PARKWAY	Room/suite	B Telephone number 502-426-0247
City or town, state, and ZIP code LOUISVILLE, KY 40223		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) \$ 1,992,257.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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				
	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	61,736.	61,736.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<4,327.>			
	b Gross sales price for all assets on line 6a	653,505.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	57,409.	61,736.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 4,735.	0.	0.	4,735.
	c Other professional fees	STMT 3 7,199.	7,199.	0.	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	11,934.	7,199.	0.	4,735.	
25 Contributions, gifts, grants paid	98,250.			98,250.	
26 Total expenses and disbursements. Add lines 24 and 25	110,184.	7,199.	0.	102,985.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<52,775.>				
b Net investment income (if negative, enter -0-)		54,537.			
c Adjusted net income (if negative, enter -0-)			0.		

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	37,008.	24,753.	24,753.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 5	2,046,513.	1,967,504.	1,967,504.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		2,083,521.	1,992,257.	1,992,257.
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		2,083,521.	1,992,257.
	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			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		2,083,521.	1,992,257.	
31 Total liabilities and net assets/fund balances		2,083,521.	1,992,257.	

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	2,083,521.
2 Enter amount from Part I, line 27a	2	<52,775.>
3 Other increases not included in line 2 (itemize) ▶ NON-DIVIDEND DISTRIBUTIONS	3	13,139.
4 Add lines 1, 2, and 3	4	2,043,885.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	51,628.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,992,257.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 653,505.		657,832.	<4,327.>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			<4,327.>
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 <4,327.>
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	24,582.	1,898,899.	.012945
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2 .012945
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 LINE 3 BASED ON SHORT-YEAR PERIOD OF .5232880 YEARS			3 .024738
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,948,893.
5 Multiply line 4 by line 3			5 48,212.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 545.
7 Add lines 5 and 6			7 48,757.
8 Enter qualifying distributions from Part XII, line 4 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.			8 102,985.

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	545.
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	545.
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	545.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,120.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,120.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	12.	
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	563.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 563. Refunded ☐	11	0.	

Part 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 any political campaign?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			X
1c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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?	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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOE REEVES Located at ► 1914 STANLEY GAULT PARKWAY, LOUISVILLE, KY Telephone no. ► 502-753-0609 ZIP+4 ► 40223			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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
ANN B. GIPSON	PRESIDENT			
1914 STANLEY GAULT PARKWAY				
LOUISVILLE, KY 40223	0.50	0.	0.	0.
PATRICK J. REEVES	SECRETARY			
1914 STANLEY GAULT PARKWAY				
LOUISVILLE, KY 40223	0.25	0.	0.	0.
ERIC REEVES	VICE-PRESIDENT			
1914 STANLEY GAULT PARKWAY				
LOUISVILLE, KY 40223	0.25	0.	0.	0.
ANGELA REEVES	TREASURER			
1914 STANLEY GAULT PARKWAY				
LOUISVILLE, KY 40223	0.50	0.	0.	0.

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

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

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

0

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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	1,952,395.
b Average of monthly cash balances	1b	26,177.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,978,572.
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	1,978,572.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,679.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,948,893.
6 Minimum investment return. Enter 5% of line 5	6	97,445.

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	97,445.
2a Tax on investment income for 2011 from Part VI, line 5	2a	545.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	545.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	96,900.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	96,900.
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	96,900.

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	102,985.
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	102,985.
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	545.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	102,440.

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.

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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				96,900.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
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: ▶ \$ 102,985.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				96,900.
e Remaining amount distributed out of corpus	6,085.			
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	6,085.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,085.			
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	6,085.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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).)

ANN B. GIPSON

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
FEAT OF LOUISVILLE 1100 EAST MARKET STREET LOUISVILLE, KY 40206	NA	501(C)(3) PUBLIC CHARITY	CHARITABLE - ASSISTING FAMILIES WITH AUTISM THROUGH SUPPORT, EDUCATION AND PROGRAMS	10,000.
FEEDING AMERICA-KY HEARTLAND PO BOX 821 ELIZABETHTOWN, KY 42702-0821	NA	501(C)(3) PUBLIC CHARITY	CHARITABLE - FEEDING THE HUNGRY	10,000.
HILLVUE HEIGHTS CHURCH 3219 NASHVILLE ROAD BOWLING GREEN, KY 42101	NA	CHURCH	CHARITABLE - RELIGIOUS	50,000.
MISSION OF MERCY PO BOX 62600 COLORADO SPRINGS, CO 80962	NA	501(C)(3) PUBLIC CHARITY	CHARITABLE - PROVIDE FREE HEALTHCARE, FREE DENTAL CARE AND FREE PRESCRIPTION MEDICATIONS TO THE	2,500.
THE SALVATION ARMY 911 SOUTH BROOK STREET LOUISVILLE, KY 40203	NA	501(C)(3) PUBLIC CHARITY	CHARITABLE - HUMAN NEEDS	10,000.
Total	SEE CONTINUATION SHEET(S)			98,250.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		Date <u>2/7/2013</u>		Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	CHRISTINE N. KOENIG				1.29.13		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	

Part XV Supplementary Information

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

NAME OF RECIPIENT - MISSION OF MERCY

CHARITABLE - PROVIDE FREE HEALTHCARE, FREE DENTAL CARE AND FREE

PRESCRIPTION MEDICATIONS TO THE UNINSURED AND UNDERINSURED

ANN B. GIPSON CHARITABLE FOUNDATION, INC

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	GREENHAVEN CONTINUOUS COMMOD (GCC) -80 SHARES	D	06/02/11	08/08/11
b	GUGGENHEIM RUSSELL MIDCAP E (EWRM) 242 SHARES	D	08/08/11	02/01/12
c	GUGGENHEIM S&P EQUAL WEIGHT (RSP)-460 SHARES	D	08/03/10	08/17/11
d	GUGGENHEIM S&P EQUAL WEIGHT (RSP)-128 SHARES	D	08/03/10	02/01/12
e	ISHARES BARCLAYS TIPS BOND (TIP)-94 SHARES	D	06/02/11	08/08/11
f	ISHARES BARCLAYS TIPS BOND (TIP)-38 SHARES	D	06/02/11	02/01/12
g	ISHARES IBOXX \$ INVESTOP IN (LQD)-61 SHARES	D	06/02/11	08/08/11
h	ISHARES IBOXX \$ INVESTOP IN (LQD)-18 SHARES	D	06/02/11	02/01/12
i	ISHARES S&P SMALLCAP 600 VA (IJS)-61 SHARES	D	08/03/10	08/08/11
j	ISHARES S&P SMALLCAP 600 VA (IJS)-104 SHARES	D	08/03/10	02/01/12
k	ISHARES S&P SMALLCAP 600 VA (IJS)-17 SHARES	D	08/03/10	02/01/12
l	ISHS LEHMAN 1-3 YER TREAS B (SHY) 1,378 SHARES	D	06/02/11	08/08/11
m	PIMCO SHT TRM FD CL D (PSHDX)-10,751.547 SHARES	D	04/09/12	05/16/12
n	PIMCO SHT TRM FD CL D (PSHDX)-4.583 SHARES	D	05/01/12	05/16/12
o	SPDR DJ WILSHIRE GLOBAL REA (RWO)-439 SHARES	D	06/02/11	08/08/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,633.		2,781.	<148.>
b 8,023.		6,672.	1,351.
c 20,269.		18,938.	1,331.
d 6,341.		5,270.	1,071.
e 10,790.		10,351.	439.
f 4,526.		4,184.	342.
g 6,803.		6,773.	30.
h 2,092.		1,999.	93.
i 3,821.		3,762.	59.
j 7,984.		6,414.	1,570.
k 1,305.		1,049.	256.
l 116,549.		116,207.	342.
m 105,688.		105,473.	215.
n 45.		45.	0.
o 14,516.		17,533.	<3,017.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<148.>
b			1,351.
c			1,331.
d			1,071.
e			439.
f			342.
g			30.
h			93.
i			59.
j			1,570.
k			256.
l			342.
m			215.
n			0.
o			<3,017.>

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 }

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

2

3

ANN B. GIPSON CHARITABLE FOUNDATION, INC

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 SPDR DJ WILSHIRE GLOBAL REA (RWO)-140 SHARES	D	06/02/11	02/01/12
b SPDR LEHMAN HIGH YIELD BOND (JNK)-26 SHARES	D	06/02/11	08/08/11
c SPDR LEHMAN HIGH YIELD BOND (JNK)-31SHARES	D	06/02/11	02/01/12
d TEMPLETON GLOBAL BD FD (TGBAX)-260.463 SHARES	D	06/02/11	08/08/11
e VANGUARD MIDCAP GROWTH INDE (VOT)-600 SHARES	D	06/02/11	08/08/11
f VANGUARD MIDCAP GROWTH INDE (VOT)-317SHARES	D	06/02/11	08/08/11
g VANGUARD MIDCAP VALUE INDEX (VOE-544 SHARES	D	06/02/11	08/08/11
h VANGUARD MSCI EUROPEAN ETF (VGK)-1085 SHARES	D	08/03/10	02/01/12
i VANGUARD MSCI EUROPEAN ETF (VGK)-1100 SHARES	D	08/11/10	02/01/12
j VANGUARD MSCI PACIFIC ETF (VPL)-168 SHARES	D	06/02/11	08/08/11
k VANGUARD MSCI EMERGING MARK (VWO)-398 SHARES	D	08/03/10	08/08/11
l VANGUARD SM CAP GROWTH (VBK)- 23 SHARES	D	06/02/11	08/08/11
m VANGUARD SM CAP GROWTH (VBK)- 85SHARES	D	06/02/11	02/01/12
n WISDOMTREE TRUST (DTN)-420 SHARES	D	08/08/11	08/17/11
o WISDOMTREE TRUST (DTN)-1,743 SHARES	D	08/08/11	04/09/12

(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 5,281.		5,591.	<310.>
b 955.		1,049.	<94.>
c 1,223.		1,251.	<28.>
d 3,555.		3,628.	<73.>
e 33,329.		40,902.	<7,573.>
f 17,609.		21,610.	<4,001.>
g 25,230.		31,076.	<5,846.>
h 48,375.		50,378.	<2,003.>
i 49,044.		51,074.	<2,030.>
j 8,464.		9,299.	<835.>
k 16,243.		17,014.	<771.>
l 1,591.		1,967.	<376.>
m 7,082.		7,268.	<186.>
n 19,867.		19,079.	788.
o 94,169.		79,176.	14,993.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<310.>
b			<94.>
c			<28.>
d			<73.>
e			<7,573.>
f			<4,001.>
g			<5,846.>
h			<2,003.>
i			<2,030.>
j			<835.>
k			<771.>
l			<376.>
m			<186.>
n			788.
o			14,993.

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

2

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

3

ANN B. GIPSON CHARITABLE FOUNDATION, INC

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 WISDOMTREE TRUST (DTN)-187 SHARES		D	02/01/12	04/09/12
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,103.		10,019.	84.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			84.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<4,327.>
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

◆ COLE ◆

REAL ESTATE INVESTMENTS

ANN B GIPSON CHARITABLE FOUNDATION
INC
1914 STANLEY GAULT PKWY
LOUISVILLE KY 40223-4158

INVESTOR STATEMENT

June 1, 2012 - July 2, 2012

TO CONTACT COLE REAL ESTATE INVESTMENTS

✉ By Phone

Call (866) 907-2653
8:00am to 5:00pm, Central Time, Mon - Fri

✈ On the Web

www.colecapital.com

✉ In Writing

Cole Real Estate Investments
PO Box 219312
Kansas City, MO 64121-9312

Please send all investments and account
changes to the above address.

👤 Your Financial Advisor

JOSEPH H TICHENOR
NATIONAL PLANNING CORP
1914 STANLEY GAULT PKWY
LOUISVILLE, KY 40223-4158
(502) 753 - 0609

Since You've Become an Investor

Total Distributions to Date¹ **\$53,981.76 ***

Cole Real Estate Investments has gone GREEN! To sign up for electronic statements, please visit
www.colecapital.com/gogreen.

To view your distribution inserts online, please visit our website at www.colecapital.com/inserts.

SUMMARY OF ACCOUNTS

Program Name Account #	Beginning Balance ² on 06/01/2012	Ending Balance ² on 07/02/2012	Share Price ³ on 07/02/2012
COLE CREDIT PROPERTY TRUST III, INC. Account # 150090047	\$525,474.29	\$525,474.29	\$10.00
Total Program Accounts	\$525,474.29	\$525,474.29	

* Total Distributions to Date amount includes distributions from all programs listed on your
statement. Please refer to the appropriate footnote for information on each individual program.

Cole Real Estate Investments • P.O. Box 219312 • Kansas City, MO 64121-9312
Phone: 866-907-2653 • Web: www.colecapital.com

ANN B GIPSON CHARITABLE FOUNDATION
ATTN ANN B GIPSON
CORPORATION

Reporting Period: June 1 - 30, 2012

MONTHLY STATEMENT

ACCOUNT SUMMARY (continued)

CASH SERVICES

	Number of Transactions	This Month 6/1/12 - 6/30/12	Year to Date 1/1/12 - 6/30/12
Checks Written	3	\$(14,735.00)	\$(27,985.00)
TOTAL CASH SERVICES		\$(14,735.00)	\$(27,985.00)

HOLDINGS DETAIL

CASH AND CASH ALTERNATIVES

Investment Description	Market Value
TD AMERITRADE CASH	\$(4,735.00)
FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT COVERED BY SIPC	29,488.11
TOTAL CASH & CASH ALTERNATIVES	\$24,753.11

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
GREENHAVEN CONT COMMODITY INDX COM	GCC	6/2/11	2,101	\$28.36	\$59,584.36	\$72,516.65	\$(12,932.29)
GUGGENHEIM S&P 500 EQUAL WEIGHT ETF	RSP	8/3/10	4,632.278	49.52	229,390.41	204,996.95	24,393.46
GUGGENHEIM RUSSELL MIDCAP EQ WEIGHT ETF	EWRM	8/8/11	2,460	32.48	79,900.80	67,819.50	12,081.30
ISHARES BARCLAYS TIPS BOND FUND	TIP	6/2/11	919	119.70	110,004.30	101,197.71	8,806.59

Questions? Consult your Independent Advisor:
ARGI INVESTMENT SVCS LLC (502) 753-0609



ANN B GIPSON CHARITABLE FOUNDATION
ATTN ANN B GIPSON
CORPORATION

Reporting Period: June 1 - 30, 2012

MONTHLY STATEMENT

HOLDINGS DETAIL (continued)

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
ISHARES IBOXX & INVTOP INVES FD	LQD	6/2/11	755	117.59	88,780.45	83,832.78	4,947.67
ISHARES S&P SMALLCAP 600 VALUE INDEX F	IJS	8/3/10	874.198	74.33	64,979.14	49,724.61	15,254.53
ISHARES BARCLAYS 1-3 YEAR CREDIT BD FD	CSJ	8/8/11	1,071	104.71	112,144.41	112,219.92	(75.51)
SPDR GLOBAL REAL ESTATE ETF	RWO	6/2/11	2,933	39.67	116,352.11	117,141.09	(788.98)
SPDR HIGH YIELD	JNK	6/2/11	1,482	39.46	58,479.72	59,798.56	(1,318.84)
VANGUARD MSCI US SM CAP GROWTH	VBK	6/2/11	804	83.77	67,351.08	68,744.89	(1,393.81)
VANGUARD TOTAL STOCK MARKET ETF	VTI	5/16/12	1,526	69.70	106,362.20	104,217.56	2,144.64
VANGUARD FUNDS MSCI EMERGING MARKETS ETF	VWO	8/3/10	3,075	39.93	122,784.75	129,287.77	(6,503.02)
VANGUARD FUNDS MSCI PACIFIC ETF	VPL	6/2/11	1,727	50.12	86,557.24	95,311.67	(8,754.43)
WISDOMTREE DIVIDEND EX-FINANCIALS FUND	DTN	2/1/12	1,517	53.82	81,644.94	81,280.86	364.08
TOTAL EXCHANGE TRADED FUNDS (ETFs)					\$1,384,315.91	\$1,348,090.52	\$36,225.39
TOTAL EXCHANGE TRADED FUNDS-LONG POSITION					1,384,315.91		

Questions? Consult your Independent Advisor:
 ARG INVESTMENT SVCS LLC (502) 753-0609



ANN B GIPSON CHARITABLE FOUNDATION
ATTN ANN B GIPSON
CORPORATION

Reporting Period: June 1 - 30, 2012

MONTHLY STATEMENT

HOLDINGS DETAIL (continued)

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
TEMPLETON INCOME TR GLOBAL BOND ADVISOR	TGBAX	6/2/11	4,505 381	\$12 81	\$57,713 93	\$62,485 14	\$(4,771 21)
TOTAL MUTUAL FUNDS					\$57,713.93	\$62,485.14	\$(4,771.21)
TOTAL HOLDINGS					\$1,466,782.95	\$1,410,575.66	\$31,454.18
TOTAL ACCOUNT VALUE					\$1,466,782.95		

TRANSACTIONS DETAIL

Transaction Date	Settlement Date	Activity Type	Description	Symbol/ CUSIP	Quantity	Price	Transaction Amount
06/01	06/01	Dividends and Interest	PIMCO SHORT-TERMFD CL D PAYABLE: 05/31/2012 ORDINARY DIVIDENDS 32 84	PSHDX	-	\$ -	\$32.84
06/05	06/05	Deposits to Account	ACH 012156010853022 3767 CCPTIII INVESTMENT	-	-	-	2,893.29
06/07	06/07	Dividends and Interest	ISHARES BARCLAYS TIPS BOND FUND PAYABLE 06/07/2012 ORDINARY DIVIDENDS 739 19	TIP	-	-	739 19

Questions? Consult your Independent Advisor:
 ARG INVESTMENT SVCS LLC (502) 753-0609



FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARGI INVESTMENT SERVICES	40,661.	0.	40,661.
COLE REAL ESTATE INVESTMENTS	21,075.	0.	21,075.
TOTAL TO FM 990-PF, PART I, LN 4	61,736.	0.	61,736.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRS DOCUMENT/TAX PREP FEES	4,735.	0.	0.	4,735.
TO FORM 990-PF, PG 1, LN 16B	4,735.	0.	0.	4,735.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	7,199.	7,199.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	7,199.	7,199.	0.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTION	AMOUNT
ADJUSTMENT TO UNREALIZED GAIN ON INVESTMENTS	51,628.
TOTAL TO FORM 990-PF, PART III, LINE 5	51,628.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED ASSETS - SEE ATTACHED	FMV	1,384,316.	1,384,316.
MUTUAL FUNDS - SEE ATTACHED	FMV	57,714.	57,714.
COLE CREDIT PROPERTY TRUST III, INC.- SEE ATTACHED	FMV	525,474.	525,474.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,967,504.	1,967,504.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. ANN B. GIPSON CHARITABLE FOUNDATION, INC	Employer identification number (EIN) or ☒ 27-4340754
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1914 STANLEY GAULT PARKWAY	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40223	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ANGELA TICHENOR

- The books are in the care of ► **1914 STANLEY GAULT PARKWAY - LOUISVILLE, KY 40223**
Telephone No. ► **502-753-0609** FAX No. ► **502-426-0247**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above.

is for the organization's return for:

► ☐ calendar year or

► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,120.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,120.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

Recipient	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
Name and address (home or business)				
ZOOM GROUP 410 W CHESTNUT STREET, STE 900 LOUISVILLE, KY 40202	NA	501(C)(3) PUBLIC CHARITY	CHARITABLE - ASSIST ADULTS WITH DEVELOPMENTAL DISABILITIES	15,750.
Total from continuation sheets				15,750.