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 JUL 1, 2011 **, and ending** JUN 30, 2012

Name of foundation: TRIM MASTERS CHARITABLE FOUNDATION, INC.

A Employer identification number: 61-1225606

Number and street (or P O box number if mail is not delivered to street address): 401 ENTERPRISE DRIVE

Room/suite:

B Telephone number: (859)612-2044

City or town, state, and ZIP code: NICHOLASVILLE, KY 40356

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 [X] 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)* ▶$ 1,910,267.

J Accounting method [X] 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))

	Line		(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	0.		N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	41,124.	41,124.		STATEMENT 1
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	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	41,124.	41,124.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	1,250.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	448.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	89.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,787.	0.		0.
	25	Contributions, gifts, grants paid	393,790.			393,790.
	26	**Total expenses and disbursements.** Add lines 24 and 25	395,577.	0.		393,790.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<354,453.>			
	b	**Net investment income** (if negative, enter -0-)		41,124.		
	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	2,264,720.	1,910,267.	1,910,267.
	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			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,264,720.	1,910,267.	1,910,267.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,264,720.	1,910,267.	
	30 **Total net assets or fund balances**	2,264,720.	1,910,267.	
	31 **Total liabilities and net assets/fund balances**	2,264,720.	1,910,267.	

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	2,264,720.
2	Enter amount from Part I, line 27a	2	<354,453.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,910,267.
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	1,910,267.

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	NONE			
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				

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				
b				
c				
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

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

Part 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	333,666.	2,410,192.	.138440
2009	676,829.	2,562,301.	.264149
2008	161,100.	3,196,519.	.050399
2007	151,025.	3,244,332.	.046550
2006	159,981.	3,216,096.	.049744

2 Total of line 1, column (d)	2	.549282
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	.109856
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,113,465.
5 Multiply line 4 by line 3	5	232,177.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	411.
7 Add lines 5 and 6	7	232,588.
8 Enter qualifying distributions from Part XII, line 4	8	393,790.

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 ▶ [X] and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	411.
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	411.
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	411.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 520.		
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	520.
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	109.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 109.	**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 ▶ BETH ROHRBACK Telephone no ▶859-612-2044

Located at ▶401 ENTERPRISE DRIVE, NICHOLASVILLE, KY ZIP+4 ▶40356

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected 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

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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** No: X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		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 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	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	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	0.
b	Average of monthly cash balances		1b	2,145,650.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,145,650.
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	2,145,650.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	32,185.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,113,465.
6	**Minimum investment return.** Enter 5% of line 5		6	105,673.

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	105,673.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 411.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	411.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	105,262.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	105,262.
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	105,262.

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	393,790.
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	393,790.
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	411.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	393,379.

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					105,262.
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	391,483.				
e From 2010	214,132.				
f **Total** of lines 3a through e		605,615.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 393,790.					
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					105,262.
e Remaining amount distributed out of corpus		288,528.			
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		894,143.			
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		894,143.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	391,483.				
d Excess from 2010	214,132.				
e Excess from 2011	288,528.				

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 ▶ ☒ 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				
AMERICAN CANCER SOCIETY, RELAY FOR LIFE 1504 COLLEGE WAY LEXINGTON, KY 40502	N/A	PUBLIC CHARITY	RELAY FOR LIFE	5,000.
A BETTER WAY SERVICES PO BOX 734 MUNCIE, IN 47308	N/A	PUBLIC CHARITY	FACILITY UPGRADE DOMESTIC VIOLENCE VICTIMS	5,000.
AMERICAN HEART ASSOCIATION 6400 W. 96TH ST., STE 200 INDIANAPOLIS, IN 46278	N/A	PUBLIC CHARITY	SUPPORT WALK AND MENDED LITTLE HEARTS GOLF OUTING	7,500.
AMERICAN RED CROSS 321 S. THIRD, BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	HERO CAMPAIGN DISASTER RELIEF MARION, NELSON, WASHINGTON COUNTIES	1,000.
BALL STATE UNIVERSITY BALL STATE UNIV., AT 150 MUNCIE, IN 47306	N/A	PUBLIC CHARITY	SUPPORT ANNUAL FASHION PROGRAM	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	393,790.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	41,124.	
4 Dividends and interest from securities					
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					
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.		41,124.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 41,124.

(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

Beth Rohrbach | 11/3/12 | Sec/Treasurer

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
THOMAS A. CHRISTOPHER, CPA		10/19/12		P00126981
Firm's name ▶ ROBINSON, HUGHES & CHRISTOPHER, P.S.C.			Firm's EIN ▶ 61-1098477	
Firm's address ▶ 459 WEST M.L. KING BLVD. DANVILLE, KY 40423-0880			Phone no (859)236-6628	

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BARDSTOWN BATS 1020 FARMAWAY DR. BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	NEW UNIFORMS	1,500.
BARDSTOWN FIRE DEPARTMENT 230 N. 5TH ST. BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	PURCHASES AEDS	2,790.
BETHLEHAM HIGH SCHOOL 309 WEST STEPHEN FOSTER AVE. BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	FUTURE PROBLEM SOLVING TEAM INTERNATIONAL COMPETITION	2,300.
BLACKFORD HIGH SCHOOL BAND 2392 N STATE RD. 3 N HARTFORD CITY, IN 47348	N/A	PUBLIC CHARITY	TRANSPORTATION COSTS FOR FL TRIP	2,500.
BLACKFORD HIGH SCHOOL BASEBALL 2392 N STATE RD. 3 N HARTFORD CITY, IN 47348	N/A	PUBLIC CHARITY	IMPROVE WARNING TRACK & PROVIDE NEW BATS	5,000.
BLACKFORD JUNIOR HIGH SCHOOL BAND 2392 N STATE RD. 3 N HARTFORD CITY, IN 47348	N/A	PUBLIC CHARITY	CHEERLEADERS ASSOCIATION CAMP	2,000.
ALTRUSA INTERNATIONAL INC. PO BOX 656 MUNCIE, IN 47308-0656	N/A	PUBLIC CHARITY	SPONSORSHIP OF STYLE SHOW	2,000.
BOYLE COUNTY HIGH SCHOOOL 1627 PERYVILLE RD DANVILLE, KY 40422	N/A	PUBLIC CHARITY	2012 PROJECT GRADUATION	2,500.
ASBURY UNIVERSITY ONE MACKLEM DRIVE WILMORE, KY 40390	N/A	PUBLIC CHARITY	SPONSOR HIGH BRIDGE FILM FESTIVAL	5,000.
BUTTERMILK DAYS FESTIVAL 408 GAFFNEY LANE BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	SPONSOR ANNUAL FESTIVAL	2,000.
Total from continuation sheets				374,290.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CANCER SERVICES OF EAST CENTRAL INDIANA 401 JACKSON STREET MUNCIE, IN 47305	N/A	PUBLIC CHARITY	SPONSOR 5K RUN / WALK / RAISING AWARENESS SAVING LIVES	1,000.
COURT APPOINTED SPECIAL ADVOCATE 1153 PERRYVILLE ROAD DANVILLE, KY 40422	N/A	PUBLIC CHARITY	PROGRAM EXPANSION & VOLUNTEER RECRUITMENT	15,000.
BIG BROTHERS BIG SISTERS OF THE BLUEGRASS 554 SOUTH 2ND ST DANVILLE, KY 40422	N/A	PUBLIC CHARITY	SUPPORT BOWL FOR KIDS SAKE FUNDRAISER	2,500.
BLACK CHURCH COALITION OF THE BLUEGRASS C/O ST PAUL AME CHURCH, 251 NORTH UPPER ST LEXINGTON, KY 40507	N/A	PUBLIC CHARITY	SPONSOR LEX TRACK CLUB FOR KIDS AAU JUNIOR OLYMPICS	1,000.
EPHRAIM MCDOWELL HEALTH CARE FOUNDATION 217 SOUTH THIRD STREET DANVILLE, KY 40422	N/A	PUBLIC CHARITY	SPONSOR NATIONAL MAMOGRAPHY DAY & FUNDRAISER	11,500.
CENTRAL HIGH SCHOLL CHEERLEADING 801 N. WALNUT MUNCIE, IN 47305	N/A	PUBLIC CHARITY	CHEER CAMP MUNCIE HIGH SCHOOL	2,000.
CENTRAL KY COMMUNITY ACTION COUNCIL 509 N. 4TH ST. BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	MEALS FOR SENIOR CITIZENS OF NELSON COUNTY	2,000.
GREAT AMERICAN BRASS BAND FESTIVAL PO BOX 429 DANVILLE, KY 404230429	N/A	PUBLIC CHARITY	FESTIVAL SPONSORSHIP	5,000.
GREATER MUNCIE IN HABITAT FOR HUMANITY P.O. BOX 1119 MUNCIE, IN 47308	N/A	PUBLIC CHARITY	2011 HOME BUILDS	10,000.
HEART OF KENTUCKY UNITED WAY 118 N. 3RD ST DANVILLE, KY 40422	N/A	PUBLIC CHARITY	ANNUAL CAMPAIGN, SPONSOR ANNUAL DAY OF CARING	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILD ADVOCACY CENTER 3620 WEST WHITE RIVER BLVD MUNCIE, IN 47304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
HUMANE SOCIETY OF NELSON COUNTY 2391 NEW HAVEN RD BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	PROGRAMS FOR SHELTER	4,000.
JAPAN AMERICA SOCIETY OF KY 464 CHENAULT RD FRANKFORT, KY 40601	N/A	PUBLIC CHARITY	SPONSOR FUNDRAISER FOR EDUCATION OUTREACH PROGRAM & 25TH YEAR CELEBRATION	7,600.
COMMUNITY EDUCATION PO BOX 655 DANVILLE, KY 40423-0655	N/A	PUBLIC CHARITY	BLACK AND GOLD ACADEMY / FREE SCHOLARSHIPS	2,500.
CROSSROADS OF AMERICA BSA 3400 E JACKSON ST MUNCIE, IN 47303	N/A	PUBLIC CHARITY	SUPPORT SCOUTS IN GOLDEN EAGLE DISTRICT / SCHOLARSHIPS	1,500.
DELAWARE ADVANCEMENT CORPORATION PO BOX 842 MUNCIE, IN 47308	N/A	PUBLIC CHARITY	SPONSOR CHAMBER OF COMMERCE GOLF OUTING & VISION 2016 ECONOMIC DEVELOPMENT PROGRAM	8,000.
FLAGET MEMORIAL HOSPITAL FOUNDATION 4305 NEW SHEPAHARDSVILLE RD BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	GOLD SPONSOR 1ST MEMORIAL GOLF TOURNAMENT	2,500.
MERCER COUNTY FAIR AND HORSE SHOW INC PO BOX 444 HARRODSBURG, KY 40330	N/A	PUBLIC CHARITY	REFURBISH GRANDSTANDS	25,000.
MUNCIE BASEBALL & SOFTBALL ASSOCIATION PO BOX 69 MUNCIE, IN 47308	N/A	PUBLIC CHARITY	UPKEEP OF FACILITIES & SCHOLARSHIPS	1,000.
FRIENDS OF THE ARTS SCHOOL C/O SCAPA CENTER FOR THE ARTS, 400 LAFAYETTE PARKWAY LEXINGTON, KY 40503	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF BOYLE COUNTY LIBRARY 307 WEST BROADWAY DANVILLE, KY 40422	N/A	PUBLIC CHARITY	PROVIDE BOOKS & DISCUSSION GUIDES TO STUDENTS	5,000.
MERCER COUNTY COMMUNITY ENDOWMENT PO BOX 184 HARRODSBURG, KY 40330	N/A	PUBLIC CHARITY	MULTIPLE COMMUNITY PROGRAMS SUPPORT	25,000.
HABITAT FORHUMANITY PO BOX 1119 MUNCIE, IN 47308	N/A	PUBLIC CHARITY	SERVE 10 FAMILIES IN 2012	20,000.
MUNCIE MISSION 1725 S. LIBERTY ST. MUNCIE, IN 47302	N/A	PUBLIC CHARITY	WALK A MILE IN MY SHOES SPONSOR & THANKSGIVING & CHRISTMAS MEALS	3,000.
HILLCROFT SERVICES 114 EAST TREETER AVE. MUNCIE, IN 47303	N/A	PUBLIC CHARITY	MARQUE SPONSORSHIP FOR 8TH ANNUAL GOLF OUTING	1,000.
NATIONAL CHILD SAFETY COUNCIL 4385 SHELBOURNE DR. MEMPHIS, TN 38108	N/A	PUBLIC CHARITY	SAFETY AWARENESS BOOKS NELSON COUNTY SHERIFF DEPARTMENT	600.
NELSON COUNTY FFA ALUMNI 1070 BLOOMFIELD RD BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	SCHOLARSHIPS FOR GRADUATING SENIORS	500.
NELSON COUNTY COMMUNITY CLINIC 300 W. JOHN FITCH AVE., STE 200 BARDSTOWN, KY 40356	N/A	PUBLIC CHARITY	SUPPORT ONSITE PHARMACY FOR QUALIFYING PATIENTS	5,000.
NELSON COUNTY RELAY FOR LIFE 701 W. MUHAMMAD ALI BLVD BARDSTOWN, KY 40203	N/A	PUBLIC CHARITY	SPONSOR ANNUAL RELAY FOR LIFE	10,000.
NELSON COUNTY EMERGENCY MEDICAL SERVICES 1301 ATKINSON HILL BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	PURCHASE TV FOR CPR CLASSES, ETC.	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NELSON COUNTY YOUTH LIVESTOCK INVESTMENT ASSOC 1341 SULLIVAN LN BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	AG PROGRAMS	500.
SPENCER COUNTY HABITAT FOR HUMANITY PO BOX 999 TAYLORSVILLE, KY 40071	N/A	PUBLIC CHARITY	HOME BUILDS	10,000.
NELSON COUNTY EXTENSION SERVICE 317 S THIRD ST BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	PURCHASE EDUCATIONAL MATERIALS	1,000.
REFUGE CLINIC 525 CORRAL STREET LEXINGTON, KY 40508	N/A	PUBLIC CHARITY	BENEFIT TO HELP ABUSED, NEGLECTED, AT RISK CHILDREN	5,000.
ST. CATHERINE COLLEGE 2735 BARDSTOWN RD ST. CATHERINE, KY 40061-9435	N/A	PUBLIC CHARITY	RADIATION THERAPY PROGRAM & SCHOLARSHIPS FOR UNDERFUNDED STUDENTS	51,500.
THOMAS NELSON HIGH SCHOOL GOLF BOOSTERS CLUB 2885 SHEPHARDSVILL RD BARDSTOWN, KY 40004	N/A	PUBLIC CHARITY	BUILD GOLF COMPLEX, PUTTING GREEN , DRIVING RANGE, ETC	7,000.
THE SALVATION ARMY 519 S. 4TH ST. DANVILLE, KY 40422	N/A	PUBLIC CHARITY	CHRISTMAS ASSISITANCE PROGRAM & SERVICES AND PROGRAMS SUPPORT	10,000.
UNITED WAY OF BLUEGRASS 2480 FORTUNE DR., STE 250 LEXINGTON, KY 40509	N/A	PUBLIC CHARITY	DONATION TO ANNUAL CAMPAIGN	15,000.
WEST T. HILL COMMUNITY THEATRE 117 LARRIMORE LANE, P.O. BOX 841 DANVILLE, KY 404230841	N/A	PUBLIC CHARITY	SPONSOR 1 SHOW 2011-2012 SEASON	2,000.
WILDERNESS TRACE YMCA 130 N COLLEGE ST HARRODSBURG, KY 40330	N/A	PUBLIC CHARITY	FACILITY RENOVATIONS & SCHOLARSHIPS FOR CHILDREN	15,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
WHITAKER BANK	41,124.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41,124.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,250.	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990-PF TAX PAID DURING CURRENT YEAR	448.	0.		0.
TO FORM 990-PF, PG 1, LN 18	448.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		0.
POSTAGE, COPIES, OFFICE SUPPLIES	64.	0.		0.
TO FORM 990-PF, PG 1, LN 23	89.	0.		0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DALE KIHLMAN 118 WETHERBURN COURT DANVILLE, KY 40422	PRESIDENT 1.00	0.	0.	0.
STEVE HESSELBROCK 1051 WITHROW COURT BARDSTOWN, KY 40004	VICE-PRESIDENT 1.00	0.	0.	0.
LARRY CARTER 401 ENTERPRISE DRIVE NICHOLASVILLE, KY 40356	DIRECTOR 1.00	0.	0.	0.
MIKE FRENCH 3051 WITHROW COURT BARDSTOWN, KY 40004	DIRECTOR 1.00	0.	0.	0.
SCARLETT INGRAM 124 K LEIGH DRIVE HARRODSBURG, KY 40330	DIRECTOR 1.00	0.	0.	0.
MARK JENNINGS 100 TRIM MASTERS DRIVE LAWRENCEVILLE, IL 62439	DIRECTOR 1.00	0.	0.	0.
BETH ROHRBACK 3793 HUSTONVILLE ROAD DANVILLE, KY 40422	SECRETARY / TREASURER 1.00	0.	0.	0.
JULIE FRANK 201 JUDGE KENNETH H. GOFF DRIVE LEITCHFIELD, KY 42754	DIRECTOR 1.00	0.	0.	0.
ANJI FLINT 1300 WEST 23RD STREET MUNCIE, IN 47303	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.