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Department of the Treasury
Internal Revenue ServiceReturn 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

2012

Open to Public Inspection

For calendar-year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation VENTAS CHARITABLE FOUNDATION, INC.		A Employer identification number 20-3959500
Number and street (or P.O. box number if mail is not delivered to street address) 10350 ORMSBY PARK PLACE	Room/suite 300	B Telephone number (see instructions) 502-357-9000
City or town, state, and ZIP code LOUISVILLE, KY 40223		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,055,417	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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) (see instructions))		(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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	262,783	262,783		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	200,094			
	b Gross sales price for all assets on line 6a	741,784			
	7 Capital gain net income (from Part IV, line 2)		168,813		
	8 Net short-term capital gain			31,281	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	462,877	431,596	31,281		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	78,446	77,385	1,061	
	24 Total operating and administrative expenses. Add lines 13 through 23	78,446	77,385	1,061	0
	25 Contributions, gifts, grants paid	357,096			357,096
26 Total expenses and disbursements. Add lines 24 and 25	435,542	77,385	1,061	357,096	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	27,335				
b Net investment income (if negative, enter -0-)		354,211			
c Adjusted net income (if negative, enter -0-)			30,220		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		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	8,374,550	745,108	745,115
	3 Accounts receivable ▶ 16,540			
	Less: allowance for doubtful accounts ▶ 0	0	16,540	16,540
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,175,529	10,815,766	11,293,762
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,550,079	11,577,414	12,055,417	
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 (attach schedule)			
	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 ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> 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	11,550,079	11,577,414	
	30 Total net assets or fund balances (see instructions)	11,550,079	11,577,414	
31 Total liabilities and net assets/fund balances (see instructions)	11,550,079	11,577,414		

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	11,550,079
2 Enter amount from Part I, line 27a	2	27,335
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,577,414
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,577,414

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	SEE ATTACHED SCHEDULE - LTCG	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE - STCG	P	VARIOUS	VARIOUS
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 168,813		0	168,813
b 572,971		541,690	31,281
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) 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	168,813
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) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	31,281

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 the 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))
2011	155,092	3,069,008	0.0505
2010	125,940	1,644,612	0.0766
2009	101,465	1,483,309	0.0684
2008	86,411	1,833,250	0.0471
2007	116,896	2,095,771	0.0558

2 Total of line 1, column (d)	2	0.2984
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	.05968
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,608,693
5 Multiply line 4 by line 3	5	692,807
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,542
7 Add lines 5 and 6	7	696,349
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	357,096

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	
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	7,084
3	Add lines 1 and 2	3	7,084
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,084
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,111
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	2,111
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,973
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► KENTUCKY		
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? <i>If "No," attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ► FOUNDATION OFFICERS Telephone no. ► 502-357-9000 Located at ► FOUNDATION ADDRESS ZIP+4 ► 40223			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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.)	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. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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** (see instructions).

(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 ATTACHED		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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				NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). 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		NONE

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 (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,109,034
b	Average of monthly cash balances	1b	1,676,441
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,785,475
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,785,475
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	176,782
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,608,693
6	Minimum investment return. Enter 5% of line 5	6	580,435

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	580,435
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,084
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,084
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	573,351
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	573,351
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	573,351

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	357,096
b	Program-related investments—total from Part IX-B	1b	
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	357,096
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 (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	357,096

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				573,351
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	9,155			
b From 2008				
c From 2009	27,770			
d From 2010	44,189			
e From 2011	3,531			
f Total of lines 3a through e	84,645			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 357,096				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				357,096
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	84,645			84,645
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				131,610
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total	
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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.

N/A

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 or e-mail of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE ATTACHED SCHEDULE				357,096
Total			▶	3a 357,096
b <i>Approved for future payment</i>				
NONE				
Total			▶	3b 0

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	262,783	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	168,813	
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		431,596	0
13	Total. Add line 12, columns (b), (d), and (e)				13 431,596	

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

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) (See instructions)
----------------------	---

[illegible]

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?	Yes	No
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

Sign correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here	correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			<div>May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No</div>
				
	Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Ventas Charitable Foundation, Inc.

EIN: 20-3959500

For Tax Year Ended December 31, 2012

Part I, Line 23, Other Expenses:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Advisory Fees	\$ 72,265	\$ 72,265	\$ -
Insurance	1,061	-	1,061
Foreign Tax Withholdings	5,120	5,120	-
Total Other Expenses	\$ 78,446	\$ 77,385	\$ 1,061

Ventas Charitable Foundation, Inc.
EIN: 20-3959500
For Tax Year Ended December 31, 2012

Part II. Balance Sheet, Line 10b, Investments

		<u>12/31/2011</u>	<u>12/31/2012</u>
107,101 02	shares MFB Northern Funds Multi Manager Large Cap FD	\$ 312,225	\$ 966,446
80,029 75	shares MFB Northern Funds Stk Index FD	452,990	1,276,816
24,701 31	shares MFB Northern Multi Manager Mid Cap Fund	93,871	283,293
30,001 82	shares MFB Northern Multi Manager Small Cap Fund	100,214	280,966
80,401 77	shares MFB Northern Intl Equity FD	166,997	747,403
78,173 72	shares MFB Northern Multi Manager Intl Equity Fund	250,997	691,511
44,699 15	shares MFB Northern FDS Multi Manager Emerging Mkts Equity FD	271,420	802,005
8,674 45	shares MFO DFA Emerging Markets Value	-	239,974
241,957 91	shares MFB Northern Funds BD Index FD	858,651	2,642,853
45,825 99	shares MFB Northern High Yield Fixed Income Fund	145,997	325,244
32,775 47	shares MFO PIMCO FDS Emerging Local BD FD Instl CL USD	73,992	341,057
24,710 83	shares MFO PIMCO FDS PAC Inv Mt Mgmt SER High Yield FD Instl CL	-	235,000
23,430 04	shares MFO Vanguard Fixed Income Secs Fd Inc	146,179	334,563
23,846 83	shares MFO Rowe T Price International Funds	-	233,286
44,002 35	shares MFB Northern FDS Multi Manager Global Real Estate FD	93,236	712,444
5,900 00	shares MFC Flexshares TR Morningstar Global Upstream NAT Res Index FD	-	211,394
3,000 00	shares MFC SPDR Gold TR Gold SHS	148,906	491,511
-	shares MFP PIMCO FDS PAC INV Mgmt SER Commodity Real Return Strategy FD Instl	59,854	-
Total Investments		<u>\$ 3,175,529</u>	<u>\$ 10,815,766</u>

Ventas Charitable Foundation, Inc.
EIN: 20-3959500
For Tax Year Ended December 31, 2012

Part IV - Capital Gains and Losses

	How					
	Acquired	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/(Loss)
MFO PIMCO FDS PAC INVT MGMT SER	P	11/18/2011	2/14/2012	32,936 69	37,000 00	(4,063 31)
MFO PIMCO FDS PAC INVT MGMT SER	P	12/7/2011	2/14/2012	632 30	696 55	(64 25)
MFO PIMCO FDS PAC INVT MGMT SER	P	12/7/2011	2/14/2012	150 47	165 74	(15 27)
MFO PIMCO FDS PAC INVT MGMT SER	P	1/6/2012	2/14/2012	48,857 97	47,227 00	1,630 97
MFO PIMCO FDS PAC INVT MGMT SER	P	12/13/2011	2/14/2012	20,393 65	21,992 00	(1,598 35)
MFB NORTHERN MULTI-MGR INTL EQTY FD	P	11/18/2011	11/13/2012	170,088 69	159,000 00	11,088 69
MFB NORTHERN MULTI-MGR INTL EQTY FD	P	12/13/2011	11/13/2012	100,189 30	91,997 00	8,192 30
MFB NORTHERN MULTI-MGR INTL EQTY FD	P	1/6/2012	11/13/2012	199,722 01	183,611 83	16,110 18
MFO DFA EMERGING MARKETS VALUE *	P	N/A	12/13/2012	4,973 77	N/A	4,973 77
MFO VANGUARD FXD INC SECS FD INC *	P	N/A	12/19/2012	3,266 10	N/A	3,266 10
MFB NORTHERN FDS BD INDEX FD *	P	N/A	12/20/2012	12,582 11	N/A	12,582 11
MFB NORTHERN FDS MULTI MGR LARGE CAPFD *	P	N/A	12/20/2012	100,608 83	N/A	100,608 83
MFB NORTHERN FDS MULTI MGR GLOBAL *	P	N/A	12/20/2012	29,691 16	N/A	29,691 16
MFB NORTHERN FDS MULTI MGR MIDCAP FD *	P	N/A	12/20/2012	12,043 30	N/A	12,043 30
MFB NORTHERN FDS MULTI MGR SMALLCAP FD *	P	N/A	12/20/2012	5,647 57	N/A	5,647 57
				741,783 92	541,690 12	200,093 80
Total Long-term Cap Gains				168,813	-	168,813
Total Short-term Cap Gains				572,971	541,690	31,281

*Capital Gain Distributions

Ventas Charitable Foundation, Inc.

EIN: 20-3959500

For Tax Year Ended December 31, 2012

Part VIII, Line 1, List of all Officers, Directors, Trustess, Foundation Managers

Name and address	Title, and average hours per week	Compensation	Contributions to employee benefit & deferred compensation	Expense account, other allowances
Richard A. Schweinhart Louisville, KY 40223	President/Director Part-time	None	None	None
Kristen M. Benson Chicago, IL 60606	Secretary/Director Part-time	None	None	None
Brian K. Wood Louisville, KY 40223	Treasurer/Director Part-time	None	None	None
Dana J. Baker Louisville, KY 40223	Assistant Secretary Part-time	None	None	None

VENTAS CHARITABLE FOUNDATION, INC.
FOR YEAR ENDED DECEMBER 31, 2012

<u>Part XV, Line 3a, Grants and Contributions Paid</u>	<u>Date of Contribution</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
21st Century Parks 471 W. Main Street, Suite #202 Louisville, KY 40202	11/14/2012	509(a)(1)	General	10,000.00
After School Matters 72 E Randolph Chicago, IL 60601	1/30/2012	509(a)(1)	General	1,000.00
Aging in New York Fund, Inc. 2 Lafayette St 9th Flr New York, NY 10007	3/22/2012	509(a)(1)	General	3,426.00
Alternatives, Inc. 4730 North Sheridan Road Chicago, IL 60640	6/28/2012	509(a)(1)	General	7,500.00
American Red Cross 510 East Chestnut Street Louisville, KY 40202	11/14/2012	509(a)(1)	General	1,500.00
Apple Patch Community 7408 Hwy. 329 Crestwood, KY 40014	11/14/2012	509(a)(1)	General	1,500.00
Atria Cares, Inc. 300 W Vine St, Suite #1100 Lexington, KY 40507	11/13/2012	509(a)(1)	General	100,000.00
Big Shoulders Fund 309 W Washington St, Suite #550 Chicago, IL 60606	6/5/2012	509(a)(1)	General	25,000.00
Center for Women and Families P.O. Box 2048 Louisville, KY 40201	11/14/2012	509(a)(1)	General	5,000.00
Chicago Cares 300 West Adams Street, Suite #300 Chicago, IL 60606	8/9/2012	509(a)(1)	General	5,000.00
Chicago Public Library Foundation 20 North Michigan Ave, Suite #520 Chicago, IL 60602-4805	8/8/2012	509(a)(1)	General	8,960.00
Cystic Fibrosis Foundation 6931 Arlington Road, Suite #312	6/25/2012	509(a)(1)	General	27,500.00

Bethesda, MD 20814-4288

Daniel Murphy Scholarship Foundation
228 South Wabash, Suite #600
Chicago, IL 60604

7/3/2012

509(a)(1)

General

8,000.00

DePaul University
1 E. Jackson
Chicago, IL 60604

5/25/2012

509(a)(1)

General

10,000.00

ENVISION
8 S. Michigan Avenue, Suite #1700
Chicago, IL 60603

10/30/2012

509(a)(1)

General

5,700.00

Girls on the Run
P.O. Box 6166
Louisville, KY 40206

11/14/2012

509(a)(1)

General

3,500.00

Grand Teton Music Festival
P.O. Box 490
Teton Village, Wyoming 83025

4/23/2012

509(a)(1)

General

10,000.00

Habitat for Humanity
1620 Bank Street
Louisville, KY 40203

11/14/2012

509(a)(1)

General

1,500.00

High Jump
59 W. North Blvd
Chicago, IL 60601

5/30/2012

509(a)(1)

General

9,250.00

Make a Wish Foundation
9502 Williamsburg Plaza, Suite #100
Louisville, KY 40222

11/14/2012

509(a)(1)

General

12,000.00

Metropolitan Family Services
1 N Dearborn St, FL 10
Chicago, IL 60602-4322

9/18/2012

509(a)(1)

General

4,000.00

Ravinia Festival Association
1575 Oakwood Avenue
Highland Park, IL 60035-3662

6/5/2012

509(a)(1)

General

33,460.00

St. John's Center for Homeless Men
700 East Muhammad Ali Blvd
Louisville, KY 40202

11/14/2012

509(a)(1)

General

5,000.00

Sunrise Good Samaritan Fund, Inc.
7900 Westpark Dr, Suite #900
McLean, VA 22102-4217

11/13/2012

509(a)(1)

General

20,000.00

Women's Board of Ravinia Festival
418 Sheridan Road
Highland Park, IL 60035

7/3/2012

509(a)(1)

General

10,300.00

Woodrow Wilson Center 1300 Pennsylvania Ave., NW Washington, DC 20004-3002	9/6/2012	509(a)(1)	General	23,450.00
YMCA Metropolitan Chicago 360 North Michigan Ave, Suite #800 Chicago, IL 60601	10/18/2012	509(a)(1)	General	4,550.00
Total 2012 Contributions				<u>\$ 357,096.00</u>