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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation HAYSWOOD FOUNDATION INC		A Employer identification number 23-7345996	
Number and street (or P O box number if mail is not delivered to street address) 1 WEST MCDONALD PARKWAY		B Telephone number (see instructions) (606) 563-9333	
City or town, state, and ZIP code MAYSVILLE, KY 41056		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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"/>	
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,961,583		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" 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)	14,706			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28,459	28,459	28,459	
	4 Dividends and interest from securities.	160,091	160,091	160,091	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	126,280			
	b Gross sales price for all assets on line 6a 3,669,150				
	7 Capital gain net income (from Part IV, line 2)		126,280		
	8 Net short-term capital gain			6,121	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,047	1,047		
	12 Total. Add lines 1 through 11	330,583	315,877	194,671	
	13 Compensation of officers, directors, trustees, etc	22,620		4,524	18,096
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,420		4,420	
	c Other professional fees (attach schedule)	47,956	47,956		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,830		8,328	1,502
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	11,625		2,325	9,300
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,238		1,848	7,390
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	105,689	47,956	21,445	36,288
	25 Contributions, gifts, grants paid	318,723			318,723
	26 Total expenses and disbursements. Add lines 24 and 25	424,412	47,956	21,445	355,011
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-93,829			
	b Net investment income (if negative, enter -0-)		267,921		
	c Adjusted net income (if negative, enter -0-)			173,226	

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	125,928	286,659
	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 (attach schedule) (see page 15 of the 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)	437,462	286,166
	b	Investments—corporate stock (attach schedule)	5,159,025	4,895,609
	c	Investments—corporate bonds (attach schedule).	1,520,005	1,680,201
	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 ▶ _____ 21,189 Less accumulated depreciation (attach schedule) ▶ _____ 21,189	19,921	
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,262,341	7,148,635
	17	Accounts payable and accrued expenses	1,551	1,597
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	1,551	1,597
		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 checked="" 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	7,260,790	7,147,038
	30	Total net assets or fund balances (see page 17 of the instructions)	7,260,790	7,147,038
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,262,341	7,148,635

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	7,260,790
2	Enter amount from Part I, line 27a	2	-93,829
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	7,166,961
5	Decreases not included in line 2 (itemize) ▶ _____	5	19,923
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,147,038

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 Additional Data Table			
b				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
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	126,280
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	6,121

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 page 18 of 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			
2010			
2009			
2008			
2007			

2	Total of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
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	

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	5,358
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	
3		Add lines 1 and 2.		3	5,358
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	5,358
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,400	
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	6,400
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,042
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,042	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	Yes	
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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ANDERSON JONES CPAs PSC Telephone no ▶(606) 564-6260 Located at ▶1 WEST MCDONALD PKWY MAYSVILLE KY MAYSVILLE KY ZIP +4 ▶41056			
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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).

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)?

5b

No

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?

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

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?

7b

No

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 Additional Data Table				

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.

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.	▶	
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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	DONATIONS TO LOCAL CHARITIES	194,613
2	SCHOLARSHIPS	124,110
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	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3.	
--	--

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	7,737,824
b	Average of monthly cash balances.	1b	187,081
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,924,905
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	
3	Subtract line 2 from line 1d.	3	7,924,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	118,874
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,806,031
6	Minimum investment return. Enter 5% of line 5.	6	390,302

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	390,302
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,358
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,358
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	384,944
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	384,944
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	384,944

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	355,011
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	355,011
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	355,011
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				384,944
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.				12,095
b	From 2008.				145,103
c	From 2009.				26,526
d	From 2010.				
e	From 2011.				
f	Total of lines 3a through e.	183,724			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 355,011				
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).	0			
d	Applied to 2012 distributable amount.				355,011
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).)	29,933			29,933
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	153,791			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
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.	153,791			
10	Analysis of line 9				
a	Excess from 2008. . . .				127,265
b	Excess from 2009. . . .				26,526
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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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	
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 organization 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))

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

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

See Additional Data Table

b

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

See Additional Data Table

c

Any submission deadlines

See Additional Data Table

d

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

See Additional Data Table

Part XV

Supplementary Information (continued)

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

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)				
a Paid during the year See Additional Data Table				
Total			3a	318,723
b Approved for future payment				
Total			3b	

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					28,459
4	Dividends and interest from securities. . . .					160,091
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.					1,047
8	Gain or (loss) from sales of assets other than inventory					126,280
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). .					315,877
13	Total. Add line 12, columns (b), (d), and (e).					315,877

[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)	No
(2)	Other assets.	1a(2)	No
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
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
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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-07-01	*****	May the IRS discuss this return with the preparer shown below (see Instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01342874
	RANDY ANDERSON	RANDY ANDERSON			
	Firm's name <input type="checkbox"/>	ANDERSON JONES CPAS PSC		Firm's EIN <input type="checkbox"/>	
		1 West McDonald Pkwy 3-B			
	Firm's address <input type="checkbox"/>	Maysville, KY 41056		Phone no (606) 564-6260	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Capital Gain Dividends			
T ROWE PRICE EQUITY	P	2001-01-01	2012-01-11
SPDR DJ WILSHIRE	P	2001-01-01	2012-01-13
SCOUT INTL FUND	P	2001-01-01	2012-01-11
PIONEER FUND	P	2001-01-01	2012-01-11
NUVEEN REAL ESTATE	P	2001-01-01	2012-11-21
ISHARES MSCI	P	2001-01-01	2012-01-13
IPATH DOW JONES	P	2001-01-01	2012-11-26
ISHARES MSCI	P	2001-01-01	2012-05-22
ISHARES MSCI	P	2001-01-01	2012-01-13
AMERICAN GRW FD	P	2001-01-01	2012-01-11
AMERICAN EUROPACIFIC	P	2001-01-01	2012-04-05
NUVEEN HIGH INCOME	P	2001-01-01	2012-11-21
NUVEEN HIGH INCOME	P	2001-01-01	2012-01-11
FHLMC MTN	P	2001-01-01	2012-01-11
CREDIT SUISSE COMM	P	2001-01-01	2012-01-11
AMERICAN CENTY INTL BOND FD	P	2001-01-01	2012-01-11
1247 TYCO	P	2007-10-01	2012-08-17
300 WATERS CORP COM	P	2005-06-21	2012-04-09
400 US BANCORP	P	2008-05-07	2012-07-16
200 TJX COS INC	P	2010-12-28	2012-07-16
25000 PEPSICO	P	2008-04-28	2012-05-15
425 PEPSICO	P	2005-06-21	2012-07-31
25000 IBM	P	2005-11-02	2012-11-29
495 HOME DEPOT	P	2005-06-21	2012-07-16
25000 GENERAL ELECTRIC	P	2005-06-27	2012-06-15
50000 FEDERAL NATL MTG ASSN	P	2005-06-22	2012-09-15
663 122 AMERICAN EUROPACIFIC	P	2010-10-26	2012-11-26
200 CVS	P	2009-02-02	2012-07-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
350 3M CO COM	P	2011-10-06	2012-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			72,550
379,965		325,940	54,025
179,395		215,223	-35,828
396,464		409,338	-12,874
472,230		495,523	-23,293
44,355		39,053	5,302
30,138		26,657	3,481
39,526		40,519	-993
242,391		271,910	-29,519
131,732		154,750	-23,018
647,369		566,094	81,275
103,277		95,025	8,252
11,221		11,141	80
3,078		3,289	-211
102,566		100,415	2,151
287,048		321,860	-34,812
155,989		155,547	442
71,253		56,475	14,778
27,016		11,862	15,154
13,092		13,528	-436
8,966		4,444	4,522
25,000		26,195	-1,195
30,901		21,797	9,104
25,000		24,699	301
25,373		19,647	5,726
25,000		24,801	199
50,000		50,881	-881
26,691		25,000	1,691
9,536		5,350	4,186

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,028		25,907	6,121

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			54,025
			-35,828
			-12,874
			-23,293
			5,302
			3,481
			-993
			-29,519
			-23,018
			81,275
			8,252
			80
			-211
			2,151
			-34,812
			442
			14,778
			15,154
			-436
			4,522
			-1,195
			9,104
			301
			5,726
			199
			-881
			1,691
			4,186

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			6,121

Form 990PF Part VIII Line 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
C J HUNTER IV	Director 0 00	0		
PO BOX 203 WASHINGTON,KY 41096				
LLOYD SCHILTZ	Executive Direc 25 00	0		
ONE W MCDONALD PKWY MAYSVILLE,KY 41056				
RONALD RICE	Vice President 0 00	0		
8020 MARSHALL DRIVE MAYSVILLE,KY 41056				
ROBERT ROSS	Director 0 00	0		
660 BUFFALO TRACE MAYSVILLE,KY 41056				
JOHN R HUTCHINGS	Director 0 00	0		
PO BOX 86 MAYSLICK,KY 41055				
DEBRA WALLINGFORD	Director 0 00	0		
2 RIVER RIDGE MAYSVILLE,KY 41056				
DAVE WALLINGFORD	President 0 00	0		
938 JERSEY RIDGE ROAD MAYSVILLE,KY 41056				
DOUGLAS HENDRICKSON	Director 0 00	0		
180 EDGEMONT ROAD MAYSVILLE,KY 41056				
ANN TOMLIN	Director 0 00	0		
289 SHANNON LANE MAYSVILLE,KY 41056				
KIRK TOLLE	Director 0 00	0		
658 HILLCREST ROAD MAYSVILLE,KY 41056				
WARREN MARKWELL	Treasurer 0 00	0		
220 EDGEMONT ROAD MAYSVILLE,KY 41056				
JOHN G PARKER	Director 0 00	0		
41 HACKETT RIDGE BROOKSVILLE,KY 41004				
WILLIAM C MCNEILL	Director 0 00	0		
140 W MAPLE LEAF MAYSVILLE,KY 41056				
MICHAEL CLARKE	Secretary 0 00	0		
119 SUTTON STREET MAYSVILLE,KY 41056				
DAVID CLARKE	Director 0 00	0		
309 WADSWORTH DRIVE MAYSVILLE,KY 41056				
JOHN MCDOWELL	Director 0 00	0		
377 EDGEMONT ROAD MAYSVILLE,KY 41056				

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

HAYSWOOD FOUNDTION INC
ONE W MCDONALD PKWY SUITE 3A
MAYSVILLE, KY 41056
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

c Any submission deadlines

APRIL 25TH

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

APPLICANT MUST BE A CURRENT OR PAST MEMBER OF THE GRADUATING CLASS OF BRACKEN COUNTY HIGH SCHOOL
FIRST-TIME RECIPIENTS WILL BE SELECTED FROM THE CURRENT HIGH SCHOOL GRADUATING CLASS APPLICANT MUST
BE PLANNING TO ATTEND UNDERGRADUATE COLLEGE OR UNIVERSITY WITHIN KY THE SELECTION PROCESS IS BASED
ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES

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

HAYSWOOD FOUNDATION INC
ONE W MCDONALD PKWY SUITE 3A
MAYSVILLE, KY 41056
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

c Any submission deadlines

APRIL 26TH

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

TO BE ELIGIBLE, APPLICANTS MUST HAVE GRADUATED FROM ST PATRICK'S OR MASON COUNTY HIGH SCHOOL THE
SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES HIGH SCHOOL
APPLICANTS MUST HAVE A 2.5 CUMULATIVE GRADE POINT AVERAGE OR BETTER TO BE CONSIDERED

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

HAYSWOOD FOUNDATION INC
ONE W MCDONALD PKWY SUITE 3A
MAYSVILLE, KY 41056
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

c Any submission deadlines

APRIL 26TH

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

APPLICANTS MUST HAVE GRADUATED FROM AN ACCREDITED HIGH SCHOOL IN MASON COUNTY, KY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES HIGH SCHOOL APPLICANTS MUST HAVE A 3.0 GRADE POINT AVERAGE OR BETTER

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

HAYSWOOD FOUNDATION INC
ONE W MCDONALD PKWY SUITE 3A
MAYSVILLE, KY 41056
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

c Any submission deadlines

APRIL 26TH

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

APPLICANT OR APPLICANT'S PARENTS MUST HAVE A PRINCIPAL RESIDENCE IN MASON COUNTY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES TO BE CONSIDERED, HIGH SCHOOL STUDENTS MUST HAVE A 3.0 CUMULATIVE GRADE POINT AVERAGE OR BETTER, COLLEGE APPLICANTS MUST HAVE A 2.50 CUMULATIVE GRADE POINT AVERAGE OR BETTER

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

HAYSWOOD FOUNDATION INC
ONE W MCDONALD PKWY SUITE 3A
MAYSVILLE, KY 41056
(606) 563-9333

b The form in which applications should be submitted and information and materials they should include
REQUEST BY CALLING THE OFFICE AT (606) 563-9333

c Any submission deadlines
APRIL 26TH

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
YOU MUST BE UNDER AGE 25 AT THE TIME OF THE INITIAL APPLICATION SCHOLARSHIPS ARE NOT AWARDED FOR POST-GRADUATE STUDIES MUST BE A MEMBER OF THE CURRENT GRADUATING CLASS AT MASON COUNTY HIGH SCHOOL SCHOLARSHIP MAY BE RENEWED FOR UP TO THREE ADDITIONAL YEARS APPLICANTS MUST BE PLANNING TO ATTEND AN ACCREDITED US COLLEGE OR UNIVERSITY AS A FULL-TIME STUDENT SELECTION IS BASED ON ACADEMICS, EXTRA-CURRICULAR ACTIVITIES AND COMMUNITY INVOLVEMENT APPLICANTS MUST HAVE A WEIGHTED CUMMULATIVE GRADE POINT AVERAGE OF 3.5 OR HIGHER AND AN ACT SCORE OF 25 OR HIGHER TO BE CONSIDERED RECIPIENTS IN COLLEGE MUST MAINTAIN A GRADE POINT AVERAGE OF 3.0 OR HIGHER TO RETAIN

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

HAYSWOOD FOUNDATION INC
ONE W MCDONALD PKWY SUITE 3A
MAYSVILLE, KY 41056
(606) 563-9333

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

AVAILABLE BY CONTACTING THE OFFICE AT (606) 563-9333

c Any submission deadlines

APRIL 26TH

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

THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES TO BE CONSIDERED, A 2.50 CUMULATIVE GRADE POINT AVERAGE OR BETTER IS REQUIRED

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

HAYSWOOD FOUNDATION
ONE W MCDONALD PKWY
MAYSVILLE, KY 41056
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

c Any submission deadlines

AUGUST 1ST


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

GRANTS ARE ONLY AWARDED TO ORGANIZATIONS RECOGNIZED BY THE IRS AS ABLE TO RECEIVE TAX-DEDUCTIBLE CONTRIBUTIONS FROM INDIVIDUALS PREFERENCE IS GIVEN TO THOSE QUALIFYING UNDER SECTION 501(C)(3)
GRANTS MAY BE MADE TO NON-PROFIT ORGANIZATIONS IN A SEVEN COUNTY AREA INCLUDING BRACKEN, FLEMING, LEWIS, MASON & ROBERTSON COUNTIES IN KENTUCKY AND ADAMS AND BROWN COUNTIES IN OHIO

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUB OF CINCINNATI 3504 WASHINGTON AVE CINCINNATI,OH 45203	NONE	501C3	YOUTH RECREATION - PHYSICAL HEALTH	8,000
DOWNING PERFORMING ARTS ACADEMY 116 SUTTON STREET MAYSVILLE,KY 41056	NONE	501C3	EDUCATION	2,500
AMERICAN RED CROSS 103 E 2ND STREET MAYSVILLE,KY 41056	NONE	501C3	COMMUNITY HEALTH/WELFARE	5,000
KY GATEWAY MUSEUM CENTER SUTTON STREET MAYSVILLE,KY 41056	NONE	501C3	EDUCATION	10,000
WOMENS CRISIS CENTER 111 E 3RD STREET MAYSVILLE,KY 41056	NONE	501C3	COMMUNITY HEALTH/WELFARE	8,000
ST PATRICK SCHOOL 318 LIMESTONE STREET MAYSVILLE,KY 41056	NONE	501C3	EDUCATION	10,000
BUFFALO TRACE CHILDRENS ADVOCACY 224 LIMESTONE STREET MAYSVILLE,KY 41056	NONE	501C3	PROTECTION OF YOUTH	10,000
CANCER FIGHTERS UNITED 4209 US 62 MAYSVILLE,KY 41056	NONE	501C3	COMMUNITY HEALTH/WELFARE	2,000
MAYSVILLE MASON CO ARTS COMMISSION MAYSVILLE KY MAYSVILLE,KY 41056	NONE	501C3	COMMUNITY DEVELOPMENT	2,000
MANCHESTER YOUTH CENTER 52 MANCHESTER,OH 45144	NONE	501C3	YOUTH RECREATION	5,000
HOSPICE OF HOPE KENTON STATION DRIVE MAYSVILLE,KY 41056	NONE	501C3	COMMUNITY DEVELOPMENT	25,000
LICKING VALLEY RCD COUNCIL US HWY 68 MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	1,000
ST AUGUSTINE SCHOOL 110 E 3RD STREET MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	8,000
LICKING VALLEY COLLEGE US HWY 68 MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	5,000
MAYSVILLE INITIATIVES 600 CLARK ST MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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)				
a Paid during the year				
CASA PROGRAM PO BOX 631 MAYSVILLE,KY 41056	NONE	501 C 3	PROTECTION OF YOUTH	5,000
TOM BROWNING BOYS AND GIRLS CLUB MAPLE LEAF MAYSVILLE,KY 41056	NONE	501 C 3	YOUTH RECREATION	20,000
MASON CO INTERAGENCY COUNCIL US 68 MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	5,000
OHIO VALLEY ARTIST GUILD ONE W MCDONALD PKWY MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	2,000
MAYSVILLE PLAYERS SECOND STREET MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY ACTIVITIES	26,113
LIMESTONE FAMILY YMCA US 68 MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	20,000
DOWNING VARIOUS SCHOLARSHIP PROGRAM VARIOUS MAYSVILLE,KY 41056	NONE	STUDENT	EDUCATION	124,110
Total  3a				318,723

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization HAYSWOOD FOUNDATION INC	Employer identification number 23-7345996
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number
23-7345996

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KY GATEWAY MUSEUM CENTER 215 SUTTON STREET MAYSVILLE, KY 41056 	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization HAYSWOOD FOUNDATION INC	Employer identification number 23-7345996
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization HAYSWOOD FOUNDATION INC	Employer identification number 23-7345996
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

TY 2012 Accounting Fees Schedule

Name: HAYSWOOD FOUNDATION INC

EIN: 23-7345996

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL SERVICES	4,420	0	4,420	0

TY 2012 Land, Etc. Schedule

Name: HAYSWOOD FOUNDATION INC

EIN: 23-7345996

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	21,189	21,189		

TY 2012 Other Decreases Schedule

Name: HAYSWOOD FOUNDATION INC

EIN: 23-7345996

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
ROUNDING	1
PRIOR YEAR DEPR ADJ	19,922

TY 2012 Other Expenses Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WORKERS COMP INSURANCE	438		88	350
SUPPLIES	552		110	442
POSTAGE	200		40	160
MEETING EXPENSE	883		177	706
INTERNET ACCESS	263		53	210
INSURANCE	2,211		442	1,769
EMPLOYEE HEALTH	4,479		896	3,583
COPIER MAINTENANCE	212		42	170

TY 2012 Other Income Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	1,047	1,047	

TY 2012 Other Professional Fees Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-US BANK	27,108	27,108	0	0
INVESTMENT FEE-HILLIARD LYONS	20,848	20,848	0	0

TY 2012 Taxes Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX AND LICENSE	15		3	12
PAYROLL TAXES	1,862		372	1,490
FEDERAL INCOME TAX	7,953		7,953	

ACCOUNT NUMBER: 4508-3525
HAYSWOOD FOUNDATION MANAGING AGENCYThis statement is for the period from
January 1, 2012 to December 31, 2012**ASSET DETAIL**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
175,090.060	First Amer Treasury Oblig Cl Y	175,090.06 1.0000	175,090.06 1 00	0 00 0.00	3.4 0 00
Total Cash/Money Market		\$175,090.06	\$175,090.06	\$0.00 \$0.00	3.4
Cash					
	Principal Cash	- 1,128,758.12	- 1,128,758.12		- 21.7
	Income Cash	1,138,059.61	1,138,059.61		21.8
Total Cash		\$9,301.49	\$9,301.49	\$0.00 \$0.00	0.2
Total Cash & Equivalents		\$184,391.55	\$184,391.55	\$0.00 \$0.00	3.5
Taxable Bonds					
Fixed Income Funds					
25,736.138	Nuveen High Income Bond Fd Cl I FJSYX	234,456.22 9.1100	227,994.61 8.86	6,461.61 18,735.91	4.5 7 99
12,858.827	Nuveen Inflation Pro Sec Cl I FYIPX	154,434.51 12.0100	148,133.69 11.52	6,300.82 3,343.30	3.0 2.16
81,392.137	Pimco Total Return Fund Inst #35 PTTRX	914,847.62 11.2400	862,283.62 10.59	52,564.00 29,626.74	17.6 3.24
19,887.294	Ridgeworth Inst US Gov Sec Ult Shrt SIGVX	202,253.78 10.1700	201,856.03 10.15	397.75 1,730.19	3.9 0.85
Total Fixed Income Funds		\$1,505,992.13	\$1,440,267.95	\$65,724.18 \$53,436.14	28.9

ACCOUNT NUMBER: 4508-3525
HAYSWOOD FOUNDATION MANAGING AGENCYThis statement is for the period from
January 1, 2012 to December 31, 2012**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Total Taxable Bonds		\$1,505,992.13	\$1,440,267.95	\$65,724.18 \$53,436.14	28.9
Stocks					
Equity Funds					
4,253.904	American Europacific Grth F2 #616 AEPFX	175,048.15 41.1500	151,864.37 35.70	23,183.78 3,471.19	3.4 1.98
13,611.654	Harbor Capital Aprction Inst #2012 HACAX	578,767.53 42.5200	518,467.91 38.09	60,299.62 2,300.37	11.1 0.40
4,823.000	Ipath Dow Jones Ubs Commodity DJP	199,431.05 41.3500	208,787.67 43.29	- 9,356.62 0.00	3.8 0.00
6,213.000	Ishares Msci Emerging Mkts E T F EEM	275,546.55 44.3500	219,070.38 35.26	56,476.17 4,628.69	5.3 1.68
4,196.283	Neuberger Berman Genesis Instl Fd NBGIX	204,442.91 48.7200	161,189.86 38.41	43,253.05 1,061.66	3.9 0.52
10,959.643	Nuveen Real Estate Secs I FARCX	233,002.01 21.2600	198,422.78 18.11	34,579.23 5,381.18	4.5 2.31
27,563.358	Nuveen Santa Barbara Div Growth Fd I #1799 NSBRX	743,659.40 26.9800	690,185.16 25.04	53,474.24 17,668.11	14.3 2.38
4,581.920	Rowe T Price Mid-Cap Growth Fd #64 RPMGX	258,741.02 56.4700	200,853.16 43.84	57,887.86 0.00	5.0 0.00
13,241.585	Rowe T Price Mid-Cap Value Fd Inc #115 TRMCX	318,327.70 24.0400	313,069.39 23.64	5,258.31 4,237.31	6.1 1.33
10,552.887	Vanguard Equity Income Adm #565 VEIRX	534,187.14 50.6200	493,778.96 46.79	40,408.18 15,607.72	10.3 2.92

ACCOUNT NUMBER: 4508-3525
HAYSWOOD FOUNDATION MANAGING AGENCYThis statement is for the period from
January 1, 2012 to December 31, 2012**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Total Equity Funds		\$3,521,153.46	\$3,155,689.64	\$365,463.82 \$54,356.23	67.6
Total Stocks		\$3,521,153.46	\$3,155,689.64	\$365,463.82 \$54,356.23	67.6
Total Assets		\$5,211,537.14	\$4,780,349.14	\$431,188.00 \$107,792.37	100.0
Estimated Current Yield					2.06

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

HILLIARD LYONS TRUST COMPANY_{LLC}

HAYSWOOD FOUNDATION INC/AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
INCOME CASH		3,010.38	3,010.38	0.00		
PRINCIPAL CASH		-3,010.38	-3,010.38	0.00		
TOTAL CASH		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	0.00%
CASH EQUIVALENTS						
GOLDMAN FINANCIAL SQ FED FUND 520	102,267.48	102,267.48 1.00	102,267.48 1.00	0.00	6.00	0.01%
TOTAL CASH EQUIVALENTS		\$ 102,267.48	\$ 102,267.48	\$ 0.00	\$ 6.00	0.01%
TOTAL CASH & EQUIVALENTS		\$ 102,267.48	\$ 102,267.48	\$ 0.00	\$ 6.00	0.01%

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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FIXED INCOME TREASURY AND FEDERAL AGENCIES

FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS 5.25% DTD 08/21/2003 DUE 08/21/2013	50,000	51,619.00 103.24	52,235.00 104.47	-616.00	2,625.00 947.91	5.09%
FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS 4.95% DTD 10/10/2007 DUE 10/10/2014	50,000	54,150.50 108.30	53,250.00 106.50	900.50	2,475.00 556.87	4.57%
FEDERAL HOME LOAN BKS CONS BDS 4.875% DTD 06/16/2008 DUE 06/12/2015 NON-CALLABLE	50,000	55,528.50 111.06	52,518.00 105.04	3,010.50	2,437.00 128.64	4.39%
TENNESSEE VALLEY AUTH GLOBAL PWR BD 2001 SER D 4.875% DTD 12/13/2001 DUE 12/15/2016 NON-CALLABLE	50,000	58,116.50 116.23	52,440.00 104.88	5,676.50	2,437.00 108.33	4.19%

TOTAL TREASURY AND FEDERAL AGENCIES

		\$ 219,414.50	\$ 210,443.00	\$ 8,971.50	\$ 9,974.00	4.55%
					\$ 1,741.75	

STATE AND MUNICIPAL

COLORADO ST BLDG EXCELLENT SCH CTFS PARTN 2010 B TAXABLE 4.512% DTD 03/16/2010 DUE 03/15/2018 NON-CALLABLE	25,000	28,337.25 113.35	25,500.00 102.00	2,837.25	1,128.00 332.13	3.98%
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HILLIARD LYONS TRUST COMPANY LLC

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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HUNTERSVILLE NC GO BDS 2010 B TAXABLE 3.70% DTD 08/25/2010 DUE 06/01/2020 NON-CALLABLE	25,000	28,199.25 112.80	25,000.00 100.00	3,199.25	925.00 77.08	3.28%
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KNOX CNTY ILL GO ALTERNATE REV BDS 2010 A TAXABLE 4.55% DTD 06/15/2010 DUE 12/15/2019 CALLABLE	25,000	26,288.00 105.15	25,222.50 100.89	1,065.50	1,137.00 50.55	4.33%
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TOTAL STATE AND MUNICIPAL		\$ 82,824.50	\$ 75,722.50	\$ 7,102.00	\$ 3,190.00 \$ 459.76	3.85%
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NONGOVERNMENT OBLIGATIONS

BANK ONE CORP SUB NT 5.25% DTD 10/24/2002 DUE 01/30/2013	25,000	25,085.00 100.34	24,876.25 99.51	208.75	1,312.00 550.52	5.23%
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DU PONT E I DE NEMOURS & CO SR NT 5.00% DTD 07/28/2008 DUE 07/15/2013 CALLABLE	20,000	20,496.00 102.48	20,284.00 101.42	212.00	1,000.00 461.11	4.88%
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EMERSON ELEC CO NT 5.00% DTD 12/11/2002 DUE 12/15/2014 CALLABLE	20,000	21,686.60 108.43	20,232.80 101.16	1,453.80	1,000.00 44.44	4.61%
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GENENTECH INC SR NT 4.75% DTD 07/18/2005 DUE 07/15/2015 CALLABLE	20,000	22,056.40 110.28	19,608.00 98.04	2,448.40	950.00 438.05	4.31%
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HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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GOLDMAN SACHS GRP INC MTN SR NT 5.375% DTD 03/08/2010 DUE 03/15/2020 NON-CALLABLE	25,000	28,650.75 114.60	25,671.50 102.69	2,979.25	1,343.00 395.65	4.69%
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JPMORGAN CHASE & CO GLOBAL SUB HLDG CO NT 5.125% DTD 09/15/2004 DUE 09/15/2014	25,000	26,588.50 106.35	25,228.25 100.91	1,360.25	1,281.00 377.25	4.82%
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WALGREEN CO SR NT 4.875% DTD 07/17/2008 DUE 08/01/2013 CALLABLE	20,000	20,493.40 102.47	20,317.00 101.59	176.40	975.00 406.24	4.76%
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WELLS FARGO CO MTN NT 2.625% DTD 12/12/2011 DUE 12/15/2016 NON-CALLABLE	25,000	26,384.25 105.54	25,823.50 103.29	560.75	656.00 29.16	2.49%
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TOTAL NONGOVERNMENT OBLIGATIONS		\$ 191,440.90	\$ 182,041.30	\$ 9,399.60	\$ 8,517.00	4.45%
					\$ 2,702.42	

INCOME EXCHANGE TRADED FUNDS

ISHARES TR BARCLAYS 1-3 YR CR BD FD	550	58,014.00 105.48	57,892.45 105.26	121.55	906.00 75.17	1.56%
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TOTAL INCOME EXCHANGE TRADED FUNDS		\$ 58,014.00	\$ 57,892.45	\$ 121.55	\$ 906.00	1.56%
					\$ 75.17	



HILLIARD LYONS TRUST COMPANY_{LLC}

ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/12 - 12/31/12

HAYSWOOD FOUNDATION INC AGT

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL FIXED INCOME		\$ 551,693.90	\$ 526,099.25	\$ 25,594.65	\$ 22,587.00	4.09%
					\$ 4,979.10	
EQUITIES						
COMMON STOCK						
INDUSTRIALS						
GENERAL ELEC CO COM	2,500	52,475.00 20.99	75,054.95 30.02	-22,579.95	1,900.00 475.00	3.62%
JACOBS ENGR GROUP INC COM	950	40,441.50 42.57	37,747.40 39.73	2,694.10		
TOTAL INDUSTRIALS		\$ 92,916.50	\$ 112,802.35	\$ -19,885.85	\$ 1,900.00	2.04%
					\$ 475.00	
CONSUMER DISCRETIONARY						
COMCAST CORP CL A	1,700	63,512.00 37.36	32,389.33 19.05	31,122.67	1,105.00 276.25	1.74%
DISNEY WALT CO COM	1,590	79,166.10 49.79	37,380.74 23.51	41,785.36	1,192.00	1.51%
HOME DEPOT INC COM	1,500	92,775.00 61.85	59,098.10 39.40	33,676.90	1,740.00	1.88%
MATTEL INC COM	1,750	64,085.00 36.62	34,475.03 19.70	29,609.97	2,170.00	3.39%

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
OMNICOM GROUP INC COM	1,075	53,707.00 49.96	40,642.86 37.81	13,064.14	1,290.00	2.40%
STAPLES INC COM	4,025	45,885.00 11.40	55,617.39 13.82	-9,732.39	1,771.00	3.86%
TJX COS INC NEW COM	1,500	63,675.00 42.45	32,007.72 21.34	31,667.28	690.00	1.08%
TOTAL CONSUMER DISCRETIONARY		\$ 462,805.10	\$ 291,611.17	\$ 171,193.93	\$ 9,958.00 \$ 276.25	2.15%
CONSUMER STAPLES						
CVS CAREMARK CORP COM	1,400	67,690.00 48.35	37,450.00 26.75	30,240.00	1,260.00	1.86%
PEPSICO INC COM	400	27,372.00 68.43	19,849.15 49.62	7,522.85	860.00 215.00	3.14%
PROCTER & GAMBLE CO COM	850	57,706.50 67.89	56,159.50 66.07	1,547.00	1,910.00	3.31%
WAL MART STORES INC COM	925	63,112.75 68.23	46,470.16 50.24	16,642.59	1,470.00	2.33%
TOTAL CONSUMER STAPLES		\$ 215,881.25	\$ 159,928.81	\$ 55,952.44	\$ 5,500.00 \$ 215.00	2.55%
ENERGY						



HILLIARD LYONS TRUST COMPANY_{LLC}

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
EXXON MOBIL CORP COM	900	77,895.00 86.55	60,050.39 66.72	17,844.61	2,052.00	2.63%
TOTAL ENERGY		\$ 77,895.00	\$ 60,050.39	\$ 17,844.61	\$ 2,052.00	2.63%
FINANCIALS					\$ 0.00	
BERKSHIRE HATHAWAY INC DEL CL B NEW	850	76,245.00 89.70	68,196.95 80.23	8,048.05		
JPMORGAN CHASE & CO COM	1,675	73,648.24 43.97	65,889.08 39.34	7,759.16	2,010.00	2.73%
NORTHERN TR CORP COM	850	42,636.00 50.16	40,800.00 48.00	1,836.00	1,020.00	2.39%
PROGRESSIVE CORP OH COM	2,000	42,200.00 21.10	39,296.43 19.65	2,903.57	814.00	1.93%
US BANCORP DEL COM NEW	2,200	70,268.00 31.94	67,899.95 30.86	2,368.05	1,716.00 429.00	2.44%
WELLS FARGO & CO NEW COM	1,600	54,688.00 34.18	42,560.00 26.60	12,128.00	1,408.00	2.57%
TOTAL FINANCIALS		\$ 359,685.24	\$ 324,642.41	\$ 35,042.83	\$ 6,968.00	1.94%
					\$ 429.00	

HEALTH CARE

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
ALLERGAN INC COM	550	50,451.50 91.73	23,485.00 42.70	26,966.50	110.00	0.22%
JOHNSON & JOHNSON COM	1,240	86,924.00 70.10	77,403.10 62.42	9,520.90	3,025.00	3.48%
PFIZER INC COM	2,740	68,717.28 25.08	49,918.22 18.22	18,799.06	2,630.00	3.83%
TOTAL HEALTH CARE		\$ 206,092.78	\$ 150,806.32	\$ 55,286.46	\$ 5,765.00	2.80%
					\$ 0.00	

INFORMATION TECHNOLOGY

TE CONNECTIVITY LTD REG SHS	1,100	40,832.00 37.12	29,707.89 27.01	11,124.11	924.00	2.26%
CISCO SYS INC COM	2,550	50,105.97 19.65	52,482.81 20.58	-2,376.84	1,428.00	2.85%
DELL INC COM	3,380	34,273.20 10.14	43,752.61 12.95	-9,479.41	1,081.00 270.40	3.16%
INTEL CORP COM	1,200	24,744.00 20.62	26,268.00 21.89	-1,524.00	1,080.00	4.36%
MICROSOFT CORP COM	2,200	58,761.34 26.71	64,630.80 29.38	-5,869.46	2,024.00	3.44%

HILLIARD LYONS TRUST COMPANY LLC

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ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL INFORMATION TECHNOLOGY						
		\$ 208,716.51	\$ 216,842.11	\$ -8,125.60	\$ 6,537.00	3.13%
					\$ 270.40	
TOTAL COMMON STOCK						
		\$ 1,623,992.38	\$ 1,316,683.56	\$ 307,308.82	\$ 38,680.00	2.38%
					\$ 1,665.65	
EQUITY MUTUAL FUNDS						
SMALL CAP EQUITY FUNDS						
ROYCE TOTAL RETURN FUND #267						
	3,654.664	49,813.07	40,550.00	9,263.07	785.00	1.58%
		13.63	11.10		79.31	
TOTAL SMALL CAP EQUITY FUNDS						
		\$ 49,813.07	\$ 40,550.00	\$ 9,263.07	\$ 785.00	1.58%
					\$ 79.31	
MID CAP EQUITY FUNDS						
GOLDMAN SACHS MID CAP VALUE FUND						
INST #864	1,695.883	66,631.24	46,048.50	20,582.74	830.00	1.25%
		39.29	27.15			
TOTAL MID CAP EQUITY FUNDS						
		\$ 66,631.24	\$ 46,048.50	\$ 20,582.74	\$ 830.00	1.25%
					\$ 0.00	
INTERNATIONAL EQUITY FUNDS						
OAKMARK INTERNATIONAL FUND #109						
	3,199.847	66,972.80	64,630.42	2,342.38	1,404.00	2.10%
		20.93	20.20			

HILLIARD LYONS TRUST COMPANY LLC

HAYSWOOD FOUNDATION INC AGT

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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TOTAL INTERNATIONAL EQUITY FUNDS

		\$ 66,972.80	\$ 64,630.42	\$ 2,342.38	\$ 1,404.00	2.10%
					\$ 0.00	

BALANCED EQUITY FUNDS

GOLDMAN SACHS SATELLITE STRATEGIES PORTFOLIO - IS	3,000	24,630.00 8.21	21,540.00 7.18	3,090.00	1,110.00	4.51%
					513.60	

TOTAL BALANCED EQUITY FUNDS

		\$ 24,630.00	\$ 21,540.00	\$ 3,090.00	\$ 1,110.00	4.51%
					\$ 513.60	

TOTAL EQUITY MUTUAL FUNDS

		\$ 208,047.11	\$ 172,768.92	\$ 35,278.19	\$ 4,129.00	1.99%
					\$ 592.91	

EQUITY EXCHANGE TRADED FUNDS

ISHARES TR MSCI EAFE INDEX FD	375	21,322.50 56.86	21,524.96 57.40	-202.46	659.00	3.09%
VANGUARD INTL EQUITY INDEX FDS FTSE ALL WORLD EX US INDEX FD ETF	3,375	154,406.25 45.75	160,144.21 47.45	-5,737.96	4,539.00	2.94%
VANGUARD INDEX FDS VANGUARD MID-CAP ETF	350	28,854.00 82.44	23,169.24 66.20	5,684.76	403.00	1.40%
VANGUARD INDEX FDS VANGUARD SMALL-CAP ETF	735	59,461.50 80.90	45,628.55 62.08	13,832.95	1,091.00	1.84%



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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL EQUITY EXCHANGE TRADED FUNDS		\$ 264,044.25	\$ 250,466.96	\$ 13,577.29	\$ 6,692.00 \$ 0.00	2.54%
TOTAL EQUITIES		\$ 2,096,083.74	\$ 1,739,919.44	\$ 356,164.30	\$ 49,501.00 \$ 2,258.56	2.36%
TOTAL MARKET VALUE		\$ 2,750,045.12	\$ 2,368,286.17	\$ 381,758.95	\$ 72,094.00 \$ 7,238.31	2.62%
TOTAL MARKET VALUE PLUS ACCRUED INCOME		\$ 2,757,283.43				

RECEIPTS

	DATE	INCOME CASH	PRINCIPAL CASH
INTEREST INCOME			
EMERSON ELEC CO NT 5.00% DTD 12/11/2002 DUE 12/15/2014 CALLABLE			
INT TO 12/15/12 ON 20,000	12/17/12	500.00	