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Department of the Treasury

Return of Private Foundation

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

OMB No 1545-0052

		alendar year 2012 or t						, and end	ing	A Employer identifi	, 20
_		PUBLIC BANK FOUN				. 4				27-2222303	
	Numi	ber and street (or P O box n	umber if mail is n	ot delivered	to street	address)		Room/su	ite	B Telephone number	,
										(50	2) 560-8628
		WEST MARKET ST	REET								
	City	or town, state, and ZIP code								_	
										C If exemption applica pending, check here	tion is
_	LOU	JISVILLE, KY 402	02-2745			·					
G	Che	eck all that apply	Initial retu	rn		Initial return	of a former p	oublic cha	arity	D 1 Foreign organizat	ions, check here . >
			Final retur	'n	<u> </u>	Amended re	turn			2 Foreign organizat	
			Address c	hange		Name chang	e			85% test check h computation	
H	Che	eck type of organizatio	n 🔼 Sect	ion 501(c)(3) ex	empt private f	oundation			E If private foundation	status was terminated
1		Section 4947(a)(1) nonex	kempt charitable			ther taxable pr		tion		under section 507(b)	6 1 1
ı	Fai	ir market value of all as	sets at end	J Acco	unting r	nethod 🔼 C	ash 💹 Acc	crual		F If the foundation is	in a 60-month termination
	of y	year (from Part II, col. (d	c), line		ther (sp	ecify)				under section 507(b)	(1)(B), check here . ►
	16)) ▶ \$ 12,190	,817.	(Part I,	column	(d) must be or	r cash basis)				
	art	Analysis of Revenu	e and Expen	ses (The	(a) F	Revenue and	(h) Not ini		ļ ,_	A Advisted not	(d) Disbursements
		total of amounts in colu may not necessarily eq			, , ,	penses per	(b) Net inv incor		(0	a) Adjusted net income	for charitable purposes
		column (a) (see instruct				books					(cash basis only)
	1	Contributions, gifts, grants, etc	, received (attach so	thedule) .		2,500,000.	2) W.	11177	*** *.?	\$2 \cdot \cd	· · · · · · · · · · · · · · · · · · ·
	2	if the four	ndation is not red	ured to	18	J. Dering J.	, er , e				120 1 11 11 11 11
CC3	3	Interest on savings and ter				10,699.		0,699.			\$ 7 m 3 m
2013	4	Dividends and interest	from securities			50,989.		50,989.			\ATCH, 1\chi \.
2	5 a	Gross rents				· · · - ·					The same of the same
0	b	Net rental income or (loss)			چې کې	CONTRACT OF THE PARTY		1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	, ,		** ***
ക		Net gain or (loss) from sale		line 10		9,551.	, , , , , ,	· , *, *, *	3.50	15 N	# 17 / XX 23 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
MAY	b	Gross sales price for all assets on line 6a	393	3,955.	* *	me (7.	<u> </u>	191 4	*****	18 T. 2 T. 2 T. 3 T. 3 T. 3 T. 3 T. 3 T. 3
≥ 8	7	Capital gain net income	e (from Part IV.	line 2) .	``*	/ (,		9,551.	10,15	(1887 () 18 Y	. \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
SCANNED Re	8	Net short-term capital g	•		2 ,	- Aller Sand	1. St. 1.78				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Z	9	Income modifications •			% g	\$ 1 . E &	4,:\$** \$ **	\$6.9 _{6.} . ^			- 1, -, 2, 3, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,
Z	10 a	Gross sales less returns and allowances			* 27* ***	Carrier	3.20 4 77 /	\$``\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	~ ,5~~	(* () () () () () () () () ()	12 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
8	l t	Less Cost of goods sold .			F. 0 88	机激品 附有	· / / / / / / / / / / / / / / / / / / /	· Ži z	2" " S		4 . 2 %
W	,	Gross profit or (loss) (at	ttach schedule)				" " " " " " " " " " " " " " " " " " "	F. F. Ly.			\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
	11	Other income (attach se				143,019.	14	3,019.			
	12	Total. Add lines 1 throu			- 2	2,714, <u>258.</u>	21	14,258.			· · · · · · · · · · · · · · · · · · ·
	13	Compensation of officers,				C	RECEIV	/FD			
ın		Other employee salarie							UI		
Ses	15	Pension plans, employe	_			9	14414 2 2		21		
ben	16 a	a Legal fees (attach sche				466	MAY 2 9	2013	II		· · · · · · · · · · · · · · · · · · ·
ă	۱ ا	Accounting fees (attack				5,000.		2,500	#		2,500
ķ						36,283	DGDEN	36, 283.			
rati	17	Interest	•	•		100 C 100 C			-		
ıst	18	Taxes (attach schedule) (se				7,780.		544.			
Ë	19	Depreciation (attach so									/ / 5 / 5
γď	20	Occupancy	•								
ğ	21	Travel, conferences, an									
Operating and Administrative Expenses	22	Printing and publication								· - · · · · · · · · · · · · · · ·	
ing	23	Other expenses (attach				15.					15
rati	24	Total operating and a	•								
Ď		Add lines 13 through 2		•	-	49,078.		39 , 327.			2,515
0	25	Contributions, gifts, gra				249,640.	71			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	249,640
	26	Total expenses and disburser	•			298,718.		39,327.		C	252,155
_	27	Subtract line 26 from li		20		^/ ** *	` , `	۸,۰,۰	1	W. A. M. C. MANNY .	((
	1	a Excess of revenue over expen		nents] :	2,415,540.	/ ^,	* .		* * * * * *	
	ļ	b Net investment income				, ===, 0.10.		74,931.		94 '' \$'', \$' \	* * * * * * * * * * * * * * * * * * * *
	ļ .	c Adjusted net income (• , ,	^ ^ *	, , , ,	 	*	
ISA F		aperwork Reduction Act					* A ′	ГСН 4	J		Form 990-PF (2012)

Form **990-PF** (2012

	And III	Bellance Shoots	Attached schedules and amounts in the	Beginning of year	End	of year
	art II	Balance Sneets	description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 '	Cash - non-interest-beari	ng	122.	621	. 621
			cash investments	6,485,203.	8,733,512	8,733,512.
		- · · · · · · · · · · · · · · · · · · ·		-811 - 73.54 - 14 64.00		
			btful accounts ▶			
				1 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	4 <i>(1974)</i>	All States all the
ĺ			btful accounts ▶			
1						
	-		officers, directors, trustees, and other			
			tach schedule) (see instructions)			
-		• • •	receivable (attach schedule)		Maria Cara Cara Cara Cara Cara Cara Cara	
İ	-		btful accounts ▶			
s	8	Inventories for sale or us				
Assets	9		eferred charges			
As			e government obligations (attach schedule)			
			stock (attach schedule)			
			bonds (attach schedule)	1		
	11 ×	Investments - land, buildings and equipment basis Less accumulated deprecia	s, -			
	12	(attach schedule)	loans			
	13	Investments - other (atta	ach schedule) ATCH 7	3,075,866.		
	14	Land, buildings, and equipment basis	>	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
-		Less accumulated deprecia (attach schedule)				
	15	Other assets (describe				
	16	,	completed by all filers - see the			
			page 1, item I)		11,976,731	. 12,190,817
	17		accrued expenses			
	18					
S	19					
litie	20		ors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other no	otes payable (attach schedule)			
Ï	22	• •	e ▶)			
		•				
	23	Total liabilities (add line	es 17 through 22)	})	
		Foundations that fol	low SFAS 117, check here ► X			
s		and complete lines	24 through 26 and lines 30 and 31.			
Se	24	Unrestricted		9,561,191.	11,976,731	· Marine Spirit Spirit
alar	25					
or Fund Balances	26			i .		
Pun			not follow SFAS 117,			
Ē			plete lines 27 through 31. ▶			, , , , , , , , , , , , , , , , , , , ,
0	27	Capital stock, trust prin	cipal, or current funds			
set	27 28 29		r land, bidg, and equipment fund			
Ass	29	Retained earnings, accum	ulated income, endowment, or other funds			
Net	30	Total net assets or fund	d balances (see instructions)	9,561,191.	11,976,731	
Z	31		net assets/fund balances (see			
		instructions)	· · · · · · · · · · · · · · · · · · ·	9,561,191.	11,976,731	
E	art I		anges in Net Assets or Fund			
			palances at beginning of year - Part		(must agree with	
			d on prior year's return)		I	9,561,191
2			line 27a			2,415,540
3	Othe	er increases not includ			^	
						11,976,731
		reases not included in			5	
			alances at end of year (line 4 minus	line 5) - Part II, column (l		11,976,731

-	Page	3

Part IV Capital Gains	and Losses for Tax on Inv	estment Income			
	d describe the kind(s) of property sold ((b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
a SEE PART IV SCHEI					
b					
С					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) min	
a					
<u>b</u>					
<u>C</u>					
<u>d</u>					
Complete only for assets	showing gain in column (h) and owner	ed by the foundation on 12/31/69	(1)	Counc (Col. (b) o	ioin minus
	(i) Adjusted basis	(k) Excess of col (i)		Gains (Col (h) g (k), but not less	
(i) F M V as of 12/31/69	as of 12/31/69	over col (j), if any		Losses (from co	
a					
<u>b</u>					
<u>c</u>			 		
<u>d</u>					
e		f gain, also enter in Part I line 7	<u> </u>		
! Capital gain net income or	(net capital loss)	f gain, also enter in Part I, line 7 f (loss), enter -0- in Part I, line 7	2		9,551.
Net short-term capital gair	n or (loss) as defined in sections 1:				
		tructions) If (loss), enter -0- in }			
•	<u></u>	1	3		0
Part V Qualification	Under Section 4940(e) for Re	educed Tax on Net Investment I	ncome		
	the section 4942 tax on the distri not qualify under section 4940(e)	butable amount of any year in the b	ase perio	d?	Yes X N
		r, see the instructions before making	anv entr	ies	
(a)	(b)	(c)		(d)	
Base period years Calendar year (or tax year beginning in)	Adjusted qualifying distributions	Net value of nonchantable-use assets		Distribution i (col (b) divided b	
2011	460,555.	8,569,036.			0.053746
2010	110,178.	466,045.			0.236411
2009					
2008					
2007		<u> </u>	1		
2 Total of line 1, column (d)			2		0.290157
•	•	de the total on line 2 by 5, or by the			
number of years the foun	idation has been in existence if les	ss than 5 years	3		0.145079
4 Enter the net value of nor	ncharitable-use assets for 2012 fr	rom Part X, line 5	4	11	,459,080.
Multiply line 4 by line 3			5	1	,662,472.
					1 740
6 Enter 1% of net investme	ent income (1% of Part I, line 27b)		6		1,749.
			_	4	664 221
7 Add lines 5 and 6			7		,664,221.
8 Enter qualifying distribution	ons from Part XII, line 4	nn Part VI, line 1b, and complete	8		252,155.
If line 8 is equal to or gr Part VI instructions	eater than line 7, check the box	in Part VI, line 1b, and complete	that part	using a 1% ta	x rate See th

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Form **990-PF** (2012)

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Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	structions)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1	
	Date of ruling or determination letter (attach copy of letter if necessary - see instructions)	× , , + 3 · ; , ;;
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check	3,499.
	here and enter 1% of Part I, line 27b	
С	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	3,499.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0	3,499.
6	Credits/Payments	The Market Control
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 6, 104.	
b	Exempt foreign organizations - tax withheld at source	
С	Tax paid with application for extension of time to file (Form 8868) 6c	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	6,104.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	0.605
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	2,605.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 2,605. Refunded ▶ 11	
_	t VII-A Statements Regarding Activities	
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate	Yes No
	or intervene in any political campaign?	1a X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the	
	definition)?	1b X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	
	distributed by the foundation in connection with the activities	
C	Did the foundation file Form 1120-POL for this year?	1c X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
_	(1) On the foundation (2) On foundation managers \(\bigs\) =	
е		
2	foundation managers \$\Bigseleft\ \sigma_{	2 X
-	If "Yes," attach a detailed description of the activities	1 1000000000000000000000000000000000000
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 N X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5 X
ŭ	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 X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7 X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)	
	KY,	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)	
	of each state as required by General Instruction G? If "No," attach explanation	8b X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or	Total Control
	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 X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and	
	addresses	10 X

Pa	rt 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	·			
	person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ►N/A			
14	The books are in care of ► KEVIN SIPES Telephone no ►502-560	-862	B 	
	The books are in care of ► KEVIN SIPES Located at ►601 WEST MARKET STREET LOUISVILLE, KY Telephone no ► 502-560 ZIP+4 ► 40202-2	745_		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		. ▶	
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	,	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16	a80 5	<u> X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			
	the foreign country	S 22 3	70. V	<u>₹**}`</u>
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	[A 7 A]		
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	7 / A	Yes	No
1 8	a During the year did the foundation (either directly or indirectly)	(***.*)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No	21.		2 800
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			, , , , , , , , , , , , , , , , , , ,
	disqualified person? Yes X No	3.30 3.30 3.30		2 00 0 1.
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		est asset	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No	e ge		acera Was do
	(5) Transfer any income or assets to a disqualified person (or make any of either available for	3.2		
	the benefit or use of a disqualified person)?	w// 2		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the	()		7£
	foundation agreed to make a grant to or to employ the official for a period after	, °	8.7%	
	termination of government service, if terminating within 90 days)	24	1888);	20 4 4
١	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		3.	6 °
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	- < x	<u>X</u>
	Organizations relying on a current notice regarding disaster assistance check here	· , ₩.		
•	c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that	3x -	` ` ` ` `	γ
_	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	15°		\$ · !
	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? Yes X No	3 3	- 757	*
	, and			<i>₹</i>
	If "Yes," list the years \[\begin{align*} \leftarrow	· }	₹.	?~ ^
	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)	1,50	Ch.	
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to	`	NT / 7\	
	all years listed, answer "No" and attach statement - see instructions)	2b	N/A	
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		· , · ·	~~~.
2	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise	>	8° 5	` `
3	, , , , , , , , , , , , , , , , , , , ,			
	at any time during the year?	{ '	54	
1	disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the	. *	1	· *
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of	-	ķ	`. ;
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the	and your .	13 1	, ,, e
	foundation had excess business holdings in 2012)	3ь	N/A	
4	a 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	74	,	7.
,	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		Х

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Par	t VII-B Statements Regarding Activities for	or Which Form 4	720 May Be Requ	red (contir	nued)		
5 a	During the year did the foundation pay or incur any amount	nt to			_	^	(* · · · · · · · · · · · · · · · · · ·
	(1) Carry on propaganda, or otherwise attempt to influen	ice legislation (section	4945(e))?	. Yes	X No	.∜ -	* 1, ~ /
	(2) Influence the outcome of any specific public elec					17,11	1. 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	directly or indirectly, any voter registration drive?				X No	3,400, 100	
				1 1		155	
	(3) Provide a grant to an individual for travel, study, or other				X No	7 48	
	(4) Provide a grant to an organization other than a	charitable, etc., org	anization described i			٠ ٠	. See
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (s	ee instructions)		. X Yes	No	(A) 8,	Distriction of the second
	(5) Provide for any purpose other than religious, ch	aritable, scientific, l	iterary, or educations	al		35.0	
	purposes, or for the prevention of cruelty to children o	r anımals?		. Yes	X No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the				scribed in	~. ~	
~	Regulations section 53 4945 or in a current notice regard					5b	Х
	Organizations relying on a current notice regarding disast					3 1	Sec. 2. 3
	•				(? - 1 73
C	If the answer is "Yes" to question 5a(4), does the f		•			(-* °.)	
	because it maintained expenditure responsibility for the gr				L No	*/**<	· 美麗俊· ×
	If "Yes," attach the statement required by Regulations sect			ATCH	13	\$.*	
6a	Did the foundation, during the year, receive any fund	ls, directly or indire	ctly, to pay premium	s			
	on a personal benefit contract?			. Yes	X No	× 2	
b	Did the foundation, during the year, pay premiums, direct	tly or indirectly, on a	personal benefit contrac	xt?		6b	X
	If "Yes" to 6b, file Form 8870						
7 a	At any time during the tax year, was the foundation a par	rty to a prohibited tax	shelter transaction? .	. Yes	X No		深冷 🐇
	If "Yes," did the foundation receive any proceeds or have						N/A
	Information About Officers, Directors	, Trustees, Foun	dation Managers,	Highly Pa	id Emplo	yees,	
	and Contractors List all officers, directors, trustees, foundation n			inaturation			
1	List all officers, directors, trustees, foundation in	(b) Title, and average	(c) Compensation	(d) Contribu		/-> F	
	(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee ber	nefit plans	other all	se account, owances
		dovotos to position					
 Δ ΤΥ C	 CH 8		(d		
							
			! 				
				ĺ			
						· · · · ·	
2	Compensation of five highest-paid employees "NONE."	(other than thos	se included on lin	e 1 - see	Instruction	ons). It n	one, ente
		(b) Title, and average		(d) Contrib employee		(e) Expens	se account,
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	plans and	deferred		owances
				compen	SaliOff		
	NONE						
	NONE				-		
Tota	al number of other employees paid over \$50,000 .				▶		

Form 990-PF (2012) Page 7 Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, Part VIII and Contractors (continued) Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE." (b) Type of service (c) Compensation (a) Name and address of each person paid more than \$50,000 NONE Total number of others receiving over \$50,000 for professional services. 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 Expenses organizations and other beneficiaries served, conferences convened, research papers produced, etc. 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 NONE All other program-related investments. See instructions 3 NONE

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Pa	Minimum Investment Return (All domestic foundations must complete this part. Fore see instructions.)	ign founda	tions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,	. 1. 2.	
	purposes		
а	Average monthly fair market value of securities	1a	3,290,712.
b	Average of monthly cash balances	1b	8,342,872.
С	Fair market value of all other assets (see instructions)	1c	<u>, , , , , , , , , , , , , , , , , , , </u>
d	Total (add lines 1a, b, and c)	1d	11,633,584.
e	Reduction claimed for blockage or other factors reported on lines 1a and	3 " /	
-	1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,633,584.
4	Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see		
		4	174,504.
5	Instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,459,080.
6	Minimum investment return. Enter 5% of line 5	6	572,954.
	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	572,954.
2 a	Tax on investment income for 2012 from Part VI, line 5	. 200	
b	Income tax for 2012 (This does not include the tax from Part VI)	7% 5 °	
С	Add lines 2a and 2b	2c	_3,499.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	569,455.
4	Recoveries of amounts treated as qualifying distributions		<u> </u>
5	Add lines 3 and 4	1 1	569,455.
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	569,455.
- De	art XII Qualifying Distributions (see instructions)		· · · · · · · · · · · · · · · · · · ·
e	dualitying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	` . ``,'\&	
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	252,155.
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		· · · · · · · · · · · · · · · · · · ·
а	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	252,155.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	252,155.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when ca		
	qualifies for the section 4940(e) reduction of tax in those years		

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instructions f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013	Pa	rt XIII Undistributed Income (see instru	ictions)			
Unishibition for 2011 only and X 10 10 10 10 10 10 10			(a)			(d)
2 Undestributed income, if any, as of the end of 2012 a Enter amount for 2011 only 5 Total for preyeas 20 10, 20 0.9 2.0 0.8 5 Excess distributions carryover, if any, to 2012 a From 2008 c From 2008 c From 2009 d From 2010 e From 2011 f Total of lines 3 attrough e 4 Qualifying distributions for 2012 from Part XII, line 4 \$\infty\$ \$2.52, 155. a Applied to 2011, but not more than line 2a. b Applied to 2011, but not more than line 2a. b Applied to 2011, but not more than line 2a. c Treated as distributions out of corpus (Election required -see instructions). c Treated as distributions out of corpus (Election required -see instructions). d Applied to 2012 distributable amount e Remaining amount distributed uncome for 2012 manual must be shown in column (a). e Remaining amount distributed uncome Subtract line 4 from line 2b of noir years' undistributed income for which his action as indicated below: a Corpus Add lines 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4 from line 2b of noir years' undistributed moome for which his section 4942(a) tax has been previously assessed. d Subtract line 6c from line 8 Tixable amount see instructions. d Undistributed income for 2011 Subtract line 4 afrom line 2a Tixable amount is see instructions. Undistributed income for 2012 Subtract lines 4 and 3 from line 1 This amount must be distributed income for 2013 Subtract line 4 and 5 from line 1 The amount must be distributed income for 2013 Subtract lines 4 and 5 from line 1 The amount must be distributed income for 2013 Subtract lines 4 and 5 from line 1 The amount must be distributed income for 2013 Subtract lines 4 and 5 from line 1 The amount must be distributed income for 2013 Subtract lines 3 and 349,814. A Amounts treated as distributions carryover from 2007 not applied on the 5 or line? See instructions). Excess form 2008 b Excess from 2008	1	Distributable amount for 2012 from Part XI,	Corpus	Years prior to 2011	2011	2012
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b Excess from 2009		,		Act of the second		1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
			The same of the same			1 . W. of & X/20 , 20 , 20 , 20 , 20 , 20 , 20 , 20 ,
C Excess from 2010			A Section of the sect		Kara garaga	
	C					
d Excess from 2011 e Excess from 2012	-				4 4 4	

Form **990-PF** (2012)

.Pa	990-PF (2012)		BANK FOUNDATIO			-2222303 Page
	rt XIV Private Operat		•• •			NOT APPLICAB
1 a	If the foundation has rec					
	foundation, and the ruling is					
b	Check box to indicate wheth	er the foundation is	a private operating four		4942(j)(3) or 4942(j)(
2 a	Enter the lesser of the ad-	Tax year		Prior 3 years		(e) Total
	justed net income from Part	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(0) / 0141
	or the minimum investment return from Part X for each					
	year listed					
b	85% of line 2a					
С	Qualifying distributions from Part					
_	XII, line 4 for each year listed					-
đ	Amounts included in line 2c not used directly for active conduct of exempt activities					
е	Qualifying distributions made directly for active conduct of exempt activities Subtract line					
3	2d from line 2c Complete 3a, b, or c for the			 		+
	alternative test relied upon					
а	"Assets" alternative test - enter					
	(1) Value of all assets (2) Value of assets qualifying under section					
b	4942(j)(3)(B)(i) "Endowment" alternative test-		-			
	enter 2/3 of minimum invest- ment return shown in Part X,					
	line 6 for each year listed					
С	"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					Ì
	(j)(3)(B)(iii)					
	port from an exempt					
	organization (4) Gross investment income					
Pa		v Information (Complete this par	t only if the found	ation had \$5,000	or more in ass
			ee instructions.)		, , , , , , , , , , , , , , , , ,	
1	Information Regarding F				·	-
	List any managers of the before the close of any ta	e foundation who	have contributed mo	ore than 2% of the total I more than \$5,000) (S	ıl contributions receiv ee section 507(d)(2) (ved by the foundati
	N/A					
		e foundation who	400/			
b					oration (or an equall	y large portion of t
b	List any managers of th ownership of a partnersh					y large portion of t
b						y large portion of t
b	ownership of a partnersh	nip or other entity)	of which the foundati	on has a 10% or greate		y large portion of t
	ownership of a partnersh	nip or other entity)	of which the foundati	on has a 10% or greate		y large portion of t
	ownership of a partnersh	Contribution, Grae foundation only funds If the found	of which the foundati nt, Gift, Loan, Scholar makes contributions dation makes gifts, g	on has a 10% or greate ship, etc., Programs: s to preselected char	r interest	and does not acce
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Page **11**

3 Grants and Contributions Paid Du	ring the Year or Appr	oved for Fu	ture Payment	
3 Grants and Contributions Paid Du Recipient Name and address (home or business)	show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
a Paid during the year		1		
ATCH 10				
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			İ	
			1	
		1		
		1		
		1		
		<u> </u>		
Total			▶ 3a	249,640
b Approved for future payment		1		
ATCH 11			į	
		1	1	
			1	
		1		
		1		
	1		1	

Page **12**

Part XVI-A Analysis of Income-Produ	ucing Activ	vities	•		
inter gross amounts unless otherwise indicated		ated business income	Excluded by	y section 512, 513, or 514	(e)
4 B	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					(See instructions)
a b					
d			<u> </u>		
е					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				10,699.	
4 Dividends and interest from securities	-, -,-	<u> </u>	14	50,989.	/ " " " " " " " " " " " " " " " " " " "
5 Net rental income or (loss) from real estate					
a Debt-financed property			<u> </u>		
b Not debt-financed property			ļ		
6 Net rental income or (loss) from personal property .	-		1.0	0 551	
7 Other investment income	1		18	9,551.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events		-			
O Gross profit or (loss) from sales of inventory		<u> </u>			<u>. </u>
1 Other revenue a b ATCH 12				143,019.	
				110/010.	
				_	
С				1	
c					
c d e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e)				214,258.	214,258
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calc Part XVI-B Relationship of Activities Line No. Explain below how each activity	culations) s to the Ac	complishment of Ex	cempt Purp	ooses e) of Part XVI-A contrib	uted importantly to the
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c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calc Part XVI-B Relationship of Activities Line No. Explain below how each activity	culations) s to the Ac	complishment of Ex	cempt Purp	ooses e) of Part XVI-A contrib	uted importantly to th
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c d e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calc Part XVI-B Relationship of Activities Line No. Explain below how each activity	culations) s to the Ac	complishment of Ex	cempt Purp	ooses e) of Part XVI-A contrib	uted importantly to th
c d e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calc Part XVI-B Relationship of Activities Line No. Explain below how each activity	culations) s to the Ac	complishment of Ex	cempt Purp	ooses e) of Part XVI-A contrib	uted importantly to th

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

1		•	•	engage in any of the followin		-		\$1. \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	Yes	No
								* 3. "	. ga . r	ξ ₃ ,
	organiz	ations?						2.03	10000	
а		•	-	a noncharitable exempt orgai				- 25.0	\$ 19	100
	(1) Cas	sh			<i></i> .			1a(1)		X
	(2) Oth	er assets			 .			1a(2)		X
b	Other t	ransactions							, , , , ,	1 mm
	(1) Sale	es of assets to a nor	ncharitable exer	npt organization				1b(1)		Х
				ble exempt organization				1b(2)		Х
				assets				1b(3)		X
										X
								1b(4)		X
								1b(5)		X
				ip or fundraising solicitations				1b(6)		
	_		_	ts, other assets, or paid emplo				1c		X
d		-		s," complete the following s						
				ces given by the reporting fo						
	value II	n any transaction or	sharing arrang	gement, show in column (d) t	he value o	f the goods,	other assets, or s	ervice	s rec	eived
(a) L	ine no	(b) Amount involved	(c) Name of n	oncharitable exempt organization	(d) Descr	ription of transfe	rs, transactions, and shar	ng arra	ngeme	nts
		N/A			N/A					
	-									
						•				
										
							-			
										
					 	_				
		farmalation discostic		files and with the second second second						
2a			-	filiated with, or related to, or		•	T .	一」。	[7/	7 . .
		• •	•	ther than section 501(c)(3)) or	in section	5277		Y	es 🗵	·∐No
b	If "Yes	<u>," complete the folloy</u>	wing schedule							
		(a) Name of organization	n	(b) Type of organization		(c	c) Description of relations	ship		
					[
	Under	penalties of perjury, I decis	re that I have exami	ned this return, including accompanying a axpayer) is based on all information of which	schedules and s	statements, and to	the best of my knowledg	ge and	belief, it	is true,
Sigi	n correc	t, and complete Declaration of	f preparer (other than to	axpayer) is based on all information of which	preparer has an	y knowledge				$\overline{}$
Her		//ww X	D	1 5/15/2013	Dice	ctos Fire	ASUAC May the IRS			
ner		nature of officer or trustee	0'''	Date Date	Title	1- / / /	with the pr	· _	7 [X No
	Sign	rature of omcer or trustee		Date,	TILLE		(see instruction	15)"/	Yes	_^_ No
_		Drint/Tune proporation	namo	Preparer's signature		Date		PTIN		
Paid	t	Print/Type preparer's	name		_		Cueck II			
		Tricia M Johnson		Truis m John	4 20x-	05/13/2013)5
	parer		NST & YOUN				Firm's EIN ▶ 34-6	5655	96	
Use	Only	Firm's address ▶ 19	00 SCRIPPS	CENTER, 312 WALNUT	ST					
			NCINNATI,	ОН	452	02	Phone no 513 6	12-1	400	
		1								(2012)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury

Schedule of Contributors

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

OMB No 1545-0047

Name of the experience					
Name of the organization REPUBLIC BANK FOUNDA	ATION, INC.	Employer identification number			
	·	27-2222303			
Organization type (check one	3)				
Filers of:	Section:				
Form 990 or 990-EZ	501(c)() (enter number) organization				
	4947(a)(1) nonexempt charitable trust not treated as a privat	e foundation			
	527 political organization				
Form 990-PF	X 501(c)(3) exempt private foundation	501(c)(3) exempt private foundation			
	4947(a)(1) nonexempt charitable trust treated as a private fo	undation			
	501(c)(3) taxable private foundation				
	n filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5, one contributor. Complete Parts I and II	,000 or more (in money or			
Special Rules					
under sections 509	c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % supple(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during 5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) and II	ng the year, a contribution of			
during the year, to	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 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III				
during the year, con not total to more the year for an exclusive applies to this orga	c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received the intributions for use exclusively for religious, charitable, etc., purposes, because \$1,000\$ If this box is checked, enter here the total contributions that welly religious, charitable, etc., purpose. Do not complete any of the parts can installation because it received nonexclusively religious, charitable, etc., care	ut these contributions did t were received during the unless the General Rule contributions of \$5,000 or			
Caution. An organization tha	t is not covered by the General Rule and/or the Special Rules does not ust answer "No" on Part IV, line 2 of its Form 990, or check the box on	file Schedule B (Form 990,			

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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)

Name of organization REPUBLIC BANK FOUNDATION, INC.

Employer identification number 27-2222303

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u> _	REPUBLIC BANK & TRUST COMPANY 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	\$2,500,000.	Person Payroll Noncash (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 Payroll Noncash (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 Payroll Noncash (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 Payroll Noncash (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 Payroll Noncash (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 Payroll Noncash (Complete Part II if there is a noncash contribution)
JSA		Schedule	B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization REPUBLIC BANK FOUNDATION, INC.

Employer identification number

27-2222303

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is need	Part II Nonc	cash Property (see instructi	ions). Use duplicate copies	of Part II if additional space is neede
--	--------------	------------------------------	-----------------------------	---

(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
		 \$	

	Form 990, 990-EZ, or 990-PF) (2012)		Page			
Name of or	ganization REPUBLIC BANK FOUNDATIO	N, INC.	Employer identification number			
1	that total more than \$1,000 for the yea	ir. Complete columns (a) th	• • •			
•	For organizations completing Part III, endicontributions of \$1,000 or less for the youngest discount in the contribution of th	ear. (Enter this information	ligious, charitable, etc., once. See instructions.) ►\$			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
		(e) Transfer of gift				
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
	(e) Transfer of gift					
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
		(e) Transfer of gift				
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
-						
		(e) Transfer of gift				
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee			

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

REPUBLIC BANK FOUNDATION, INC.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

E	NET INVESTMENT	INCOME	24,390. 26,599.
REVENUE	AND EXPENSES	PER BOOKS	24,390.
		DESCRIPTION	HILLIARD LYONS TODD VEREDUS

50,989.

50,989.

TOTAL

111m0 07070103

ATTACHMENT 1

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REPUBLIC BANK FOUNDATION, INC.

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- OTHER INCOME PART I FORM 990PF,

DESCRIPTION OTHER INVESTMENT INCOME

REVENUE AND EXPENSES PER BOOKS 143,019.

NET INVESTMENT

INCOME 143,019.

143,019.

TOTALS

143,019.

ATTACHMENT 2

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FEES	
ACCOUNTING	
1	
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PART	
990PF,	
FORM	

REPUBLIC BANK FOUNDATION, INC.

CHARITABLE	2,500.	2,500.
ADJUSTED NET INCOME		
NET INVESTMENT INCOME	2,500.	2,500.
REVENUE AND EXPENSES PER BOOKS	2,000.	5,000.
		TOTALS
DESCRIPTION	ACCOUNTING FEES	

ATTACHMENT 3

REPUBLIC BANK FOUNDATION, INC.

- OTHER PROFESSIONAL FEES PART I FORM 990PE,

EXPENSES PER BOOKS REVENUE AND

NET INVESTMENT INCOME

36,283.

36,283.

36,283.

INVESTMENT FEES

DESCRIPTION

36,283.

TOTALS

ATTACHMENT 4

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- TAXES PART FORM 990PF,

REPUBLIC BANK FOUNDATION, INC.

NET INVESTMENT INCOME AND EXPENSES PER BOOKS REVENUE

7,236. 544.

7,780.

TOTALS

FEDERAL EXCISE TAX FOREIGN TAX WITHHOLDING

DESCRIPTION

544.

544.

ATTACHMENT 5

27-2222303

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27-2222303

ATTACHMENT 6

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BALL TOTAAA

- OTHER EXPENSES PART I FORM 990PF,

REVENUE AND EXPENSES PER BOOKS

15. CHARITABLE PURPOSES

15.

DESCRIPTION KENTUCKY SECRETARY OF STATE

TOTALS

OTHER INVESTMENTS ı PART II FORM 990PF,

DESCRIPTION

MAINSTREAM HILLIARD LYONS TODD VEREDUS

BOOK VALUE ENDING

ENDING FMV

1,195,975. 1,123,235. 1,137,474.

1,195,975. 1,022,686. 1,023,937.

3,456,684.

3,242,598.

TOTALS

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ATTACHMENT 7

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USTEES	
AND TRU	
DIRECTORS,	
LIST OF OFFICERS,	
- LIST	
PART VIII -	
FORM 990PF,	

•				
EXPENSE ACCT AND OTHER ALLOWANCES		0	0	0
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	0	0	0	0
COMPENSATION	0	0	0	0
TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	PRESIDENT	SECRETARY	TREASURER	GRAND TOTALS
NAME AND ADDRESS	STEVE TRAGER 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	JOHN RIPPY 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	KEVIN SIPES 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KEVIN SIPES 601 WEST MARKET STREET LOUISVILLE, KY 40202 502-560-8628

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4447CJ 1145 V 12-4.6F 60106979-OTH1

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ATTACHMENT 10

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NKU FOUNDATION HIGHLAND HEIGHTS, KY 41099	NONE 509(A)(1)	GENERAL SUPPORT	10,000
MEREDITH-DUNN SCHOOL 3023 MCLBOURNE AVE LOUISVILLE, KY 40220	NONE 170(B)(1)(A)(II)	ANNUAL FUND DRIVE	5,000
BLESSINGS IN A BACKPACK, INC 1839 BROWNSBORO RD LOUISVILLE, KY 40206	NONE 509(A)(1)	GENERAL SUPPORT	2,500
NATIONAL CENTER FOR FAMILY LITERACY 325 W MAIN STREET, SUITE 300 LOUISVILLE, KY 40202	NONE 509(A)(1)	S PONSORSHIP	15,000
KENTUCKY PRO FOOTBALL OF FAME, INC 3364 LEESTOWN RD LEXINGTON, KY 40511	NONE 509(A)(2)	AUTISM CENTER	5,000
WOMEN4WOMEN 323 W BROADWAY, STE 502 LOUISVILLE, KY 45202	NONE 509(A)(1)	GENERAL SUPPORT	5,000

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ATTACHMENT 10 (CONT.D)

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	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	PRIDINGE OF CRAME OF COMPETBILITION	, THILDWA
NECTPLENT NAME AND ADDRESS	TOUNDATION STATUS OF RECIPIENT	FUNCOSE OF GREAT ON CONTINUOLISM	
METRO UNITED WAY	NONE	GENERAL SUPPORT	22,000
334 E BROADWAY	509(A)(1)		
LOUISVILLE, KY 40292			
AMERICANA COMMUNITY CENTER	NONE	GENERAL SUPPORT	5,000
4801 SOUTHSIDE DRIVE	509(A)(1)		
LOUISVILLE, KY 40214			
JEWISH COMMUNITY OF LOUISVILLE, INC	NONE	GENERAL SUPPORT	75,000
3630 DUTCHMAN'S LANE	509(A)(1)		
LOUISVILLE, KY 40205			
JUNIOR ACHIEVEMENT	NONE	GENERAL SUPPORT	5,000
1401 W MUHAMMAD ALI BOULEVARD	509(A)(1)		
LOUISVILLE, KY 40203			
MEREDITH-DUNN SCHOOL	NONE	ANNUAL FUNDRAISING SPONSORSHIP	4,640
3023 MELBOURNE AVE	170(B)(1)(A)(II)		
LOUISVILLE, KY 40220			
WEST LOUISVILLE YOUTH SPACE	NONE	ANNUAL DONATION	52,500
2234 W MARKET STREET LOUISVILLE, KY 40212	509(A)(1)		

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ATTACHMENT 10 (CONT'D)

	W 990PE, PART XV - GRAUITS AND COUTRIBUTIONS PAID DURING THE YEAR
	FORM

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		`
RECIPIENT HAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF GREATER LOUISVILLE LOUISVILLE, KY	NONE 509(A)(1)	GENERAL SUPPORT	5,000
TEMPLE COMGREGATION ADATH ISRAEL 477 LONGWOOD AVE BOSTON, MA 02215	NONE 170(B)(1)(A)(I)	GENERAL SUPPORT	10,000
KENTON COUNTY LIBRARY FOUNDATION 2171 CHAMBER CENTER DR FT MITCHELL, KY 41017	NONE 509 (A) (1)	GENERAL SUPPORT	15,000
HOSPICE & PALLIATIVE CARE OF THE OHIO VALLEY 3419 WATHENS XING OWENSBORO, KY 42301	NONE 509(A)(1)	ANNUAL DONATION	10,000
WEST LOUISVILLE YOUTH SPACE 2234 W MARKET ST LOUISVILLE, KY 40212	NONE 509(A)(1)	THANKSGIVING DAY DINNER	3,000

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APPROVED
ONTRIBUTIONS
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PART
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	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		,
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN 4 WOMEN 323 W BROADWAY, STE 502 LOUISVILLE, KY 40202	NONE 509(A) (1)	GENERAL SUPPORT	2,000
UNIVERSITY OF KENTUCKY LEKINGTON, KY	NONE 170(B)(1)(A)(II)	SCHOLARSHIPS	100,000
NORTHERN KENTUCKY UNIVERSITY FOUNDATION HIGHLANDS HEIGHTS, KY 41099	NONE 509(A)(1)	SCHOLARSH I PS	10,000
AMERICANA COMMUNITY CENTER 4801 SOUTHSIDE DRIVE LOUISVILLE, KY 40214	NOME 509(A)(1)	GENERAL SUPPORT	15,000
EVERFI, INC	NONE EXP RESP	LITERACY TECHNOLOGY FOR CHILDREN	10,000
BLESSING IN A BACKPACK 1839 BROWNSBORO RD LOUISVILLE, KY 40206	NONE 509(A)(1)	GENERAL SUPPORT	7,500

FORM 990PF, PART XV - CONTRIBUTIOMS APPROVED FOR EUTURE PAYMENT

•	ATTACHMENT 11 (CONT'D)	
-		

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF GREATER LOUISVILLE	NONE 509(A)(1)	GENERAL SUPPORT	20,000
HOSPICE & PALLIATIVE CARE OF THE OHIO VALLEY 3419 WATHENS XING OWENSBORO, KY 43201	NONE 509(A)(L)	GENERAL SUPPORT	40,000
BAPTIST EAST FOUNDATION 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE 509 (A.) (3.)	GENERAL SUPPORT	200, 000

TOTAL CONTRIBUTIONS APPROVED

ATTACHMENT 11

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REPUBLIC BANK FOUNDATION, INC.

FORM 990-PE, PART XVI-A - ANALYSIS OF OTHER REVENUE

AMOUNT EXCLUSION AMOUNT BUSINESS

RELATED OR EXEMPT FUNCTION INCOME

ATTACHMENT 12

143,019.

143,019.

18

TOTALS

OTHER INVESTMENT INCOME

DESCRIPTION

ATTACHMENT 12

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Republic Bank Foundation, Inc. EIN: 27-2223303 Year Ended December 31, 2012

Substantiation of Exercise of Expenditure Responsibility Form 990-PF, Part VII-B, Line 5

EIN: 27-222333

Private Foundation Name: Republic Bank Foundation, Inc.

Year End: December 31, 2012

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the Foundation exercised fiscal

responsibility in regard to its grants:

Dates of Reports Expected Date of	Next Report							Grant Fully	Expended			
Dates of Reports	Received from	the Grantee			-			6/1/2012				
To the Grantor's	Knowledge,	Grantee has	Diverted a	Portion of Funds	from the Purpose	of the Grant	(yes/no)	No				
Amounts	Expended by	Grantee						\$5,000				
se of Grant								Literacy	Technology for	Children		
Date of Grant								12/31/2011				
Name & Address Amount of Grant Date of Grant Purpor								\$5,000			:	
Name & Address	of Grantee							EverFi, Inc.				

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REPUBLIC BANK FOUNDATION, INC. 27-2222303
FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

, Kınd of I	Property		Desc	ription		or	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/	Cost or other	FMV as of	Adj basis as of 12/31/69	Excess of FMV over adj basis	D	Gain or (loss)	
expenses of sale	allowable	basis TOTAL SHORT	12/31/69 -TERM CAPIT		-		1,525.	···
		SECURITIES				D	VAR	V
392,430.		PROPERTY TY 384,404.	PE: SECURIT	IES			8,026.	V F
·							·	
OTAL GAIN(L	oss)			• • • • • • • • • • • • • • • • • • • •			9,551.	
:								
						;		