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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **2012**, and ending **20**

Name of foundation
B J KILLIAN FOUNDATION 1049000444

Number and street (or P O box number if mail is not delivered to street address)
STOCK YARDS BANK & TRUST P.O. BOX 34290

Room/suite
LOUISVILLE, KY 40232-4290

City or town, state, and ZIP code

A Employer identification number
31-1077598

B Telephone number (see instructions)
502- 625-1076

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,062,503.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	77,762.	84,801.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	60,654.			
	b Gross sales price for all assets on line 6a	2,551,818.			
	7 Capital gain net income (from Part IV, line 2)		60,654.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	286.				
12 Total. Add lines 1 through 11	138,702.	145,455.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	750.	750.	NONE	NONE
	c Other professional fees (attach schedule) STMT 2	23,295.	23,295.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	33,312.	953.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	57,357.	24,998.	NONE	NONE
	25 Contributions, gifts, grants paid	196,220.			196,220.
26 Total expenses and disbursements. Add lines 24 and 25	253,577.	24,998.	NONE	196,220.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-114,875.				
b Net investment income (if negative, enter -0-)		120,457.			
c Adjusted net income (if negative, enter -0-)					

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	159,894.	122,860.	122,860.
	2	Savings and temporary cash investments			
	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 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			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	3,801,003.	3,725,811.	3,939,643.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,960,897.	3,848,671.	4,062,503.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,960,897.	3,848,671.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	3,960,897.	3,848,671.		
31	Total liabilities and net assets/fund balances (see instructions)	3,960,897.	3,848,671.		

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 3,960,897.
2	Enter amount from Part I, line 27a	2 -114,875.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3 6,106.
4	Add lines 1, 2, and 3	4 3,852,128.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5 3,457.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,848,671.

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 PUBLICLY TRADED SECURITIES						
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 2,551,818.		2,491,164.	60,654.			
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				60,654.		
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	60,654.	
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		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
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 **8**
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,409.
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	2,409.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,409.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,816.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	12,816.
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	10,407.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,206. Refunded <input type="checkbox"/>	11	9,201.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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? <i>If "No," attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of SEE STATEMENT 6 Telephone no.
Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? X Yes No
If "Yes," list the years 2011
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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? Yes No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		-0-	-0-	-0-

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 OVER \$50,000		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION CARRIES OUT ITS CHARITABLE PURPOSES SOLELY BY MAKING GIFTS TO TAX-EXEMPT ORGANIZATIONS. IT DOES NOT CONDUCT OR DIRECT CHARITABLE ACTIVITIES OR INVESTMENTS.	
2 THE FOUNDATION DOES NOT ACCEPT OR CONSIDER GRANT APPLICATIONS.	
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 NONE (SEE PART IX-A)	
2	
All other program-related investments See instructions	
3 NONE	
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	3,837,420.
b	Average of monthly cash balances	1b	256,135.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,093,555.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,093,555.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,403.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,032,152.
6	Minimum investment return. Enter 5% of line 5	6	201,608.

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	201,608.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,409.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,199.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	199,199.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	199,199.

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	196,220.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	196,220.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	196,220.

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				199,199.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			197,757.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		25,064.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>196,220.</u>				
a Applied to 2011, but not more than line 2a			196,220.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		25,064.		
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		21,627.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		3,437.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			1,537.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				199,199.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NANCY F WILSON, TRUSTEE

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 19</p>				153,220.
Total				3a 153,220.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Dividends and interest from securities, Net rental income, and Excise tax refund.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Mildred A Kell Date: 5/15/13 Title: TRUSTEE

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

Paid Preparer Use Only Print/Type preparer's name: WESLEY HIRSCHBERG Preparer's signature: Wesley Hirschberg Date: 05/13/2013 Check self-employed if PTIN: P00162244 Firm's name: THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN: 75-1297386 Firm's address: ONE NORTH DEARBORN ST., 5TH FL. CHICAGO, IL 60602 Phone no.: 312-873-6900

B J KILLIAN FOUNDATION 1049000444

31-1077598

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	750.	750.		
TOTALS	750.	750.	NONE	NONE
	=====	=====	=====	=====

B J KILLIAN FOUNDATION 1049000444

31-1077598

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A	23,295.	23,295.
TOTALS	23,295.	23,295.

=====

B J KILLIAN FOUNDATION 1049000444

31-1077598

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	176.	176.
FEDERAL TAX PAYMENT - PRIOR YE	19,543.	
FEDERAL ESTIMATES - PRINCIPAL	12,816.	
FOREIGN TAXES ON QUALIFIED FOR	409.	409.
FOREIGN TAXES ON NONQUALIFIED	368.	368.
TOTALS	----- 33,312. =====	----- 953. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

DIV POSTED 2013 EFFECTIVE 2012
OID ADJUSTMENT
ROUNDING

3,854.
2,251.
1.

TOTAL

6,106.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
ACCURED INT	3.
DISTRIBUTION REVERSAL	2,000.
ROC ADJUSTMENT	1,454.

TOTAL	3,457.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: STOCK YARDS BANK & TRUST CO
ATTN: TED SNAWDER
ADDRESS: P O BOX 34290
LOUISVILLE, KY 40232-4290

TELEPHONE NUMBER: (502)625-1076

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:
NANCY F WILSON
ADDRESS:
2344 FORD AVENUE
OWENSBORO, KY 42301
TITLE:
TRUSTEE, PART-TIME

OFFICER NAME:
MILDRED KILLIAN
ADDRESS:
5200 NEW HARTFORD ROAD
OWENSBORO, KY 42303
TITLE:
TRUSTEE, PART-TIME

OFFICER NAME:
JAMES D TOLER
ADDRESS:
1930 HIGHWAY 81
CALHOUN, KY 42327
TITLE:
TRUSTEE, PARTTIME

OFFICER NAME:
CHARLES F KILLIAN
ADDRESS:
405 HILLANDALE
SANDERS, KY 41083
TITLE:
TRUSTEE, PART-TIME

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

DAVID L YEWELL

ADDRESS:

221 WEST 2ND STREET
OWENSBORO, KY 42303

TITLE:

TRUSTEE, PART-TIME

=====

RECIPIENT NAME:

BOULWARE MISSION, INC.

ADDRESS:

731 HALL STREET
OWENSBORO, KY 42303

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

EDMUNDITE MISSIONS

ADDRESS:

1428 BROAD STREET
SELMA, AL 36701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

GIRLS, INC.

ADDRESS:

PO BOX 1626
OWENSBORO, KY 42302-1626

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,500.

=====

RECIPIENT NAME:

HOSPICE ASSOCIATION

ADDRESS:

PO BOX 1626

OWENSBORO, KY 42302-1626

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

OASIS

ADDRESS:

PO BOX 315

OWENSBORO, KY 42302

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

FM 88.3

ADDRESS:

405 CARPENTER STREET

EVANSVILLE, IN 47708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,500.

=====

RECIPIENT NAME:

COVENANT HOUSE MISSOURI

ADDRESS:

11 SOUTH NEWSTEAD
ST LOUIS, MO 63108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

GUEST HOUSE

ADDRESS:

1601 JOSLYN ROAD / PO BOX 36
LAKE ONON, MI 48361

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MEDICAL MISSION SISTERS

ADDRESS:

8400 PINE ROAD
PHILADELPHIA, PA 19111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

GLENMARY HOME MISSIONERS

ADDRESS:

PO BOX 465618

CINCINNATI, OH 46246-5618

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SMITHSONIAN INSTITUTION

FRIENDS OF THE NATIONAL ZOO

ADDRESS:

PO BOX 37012, MRC 5516

WASHINGTON, DC 20013-7012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ST. JOSEPH'S PEACE MISSION

ADDRESS:

1328 WEST THIRD STREET

OWENSBORO, KY 42301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 9,000.

=====

RECIPIENT NAME:

SW INDIANA EASTER SEAL SOCIETY

ADDRESS:

3701 BELLEMEADE AVENUE
EVANSVILLE, IN 47714-0136

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

AMERICAN RED CROSS, BIG RIVERS

ADDRESS:

1650 WEST 2ND ST STE 220/PBX 21746
OWENSBORO, KY 42304-1746

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 21,000.

RECIPIENT NAME:

BRESCIA UNIVERSITY

ADDRESS:

717 FREDERICA STREET
OWENSBORO, KY 42301-3023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DESIGNATED SCHOLARSHIP FUND

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

KENTUCKY WESLEYAN COLLEGE

ADDRESS:

3000 FREDERICA ST / PO BOX 1039

OWENSBORO, KY 42302-1039

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DESIGNATED FOR FIELD SCHOLARSHIP FUND

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

OWENSBORO CATHOLIC HIGH SCHOOL

ADDRESS:

1524 WEST PARRISH AVE

OWENSBORO, KY 42301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 14,720.

RECIPIENT NAME:

WASHINGTON UNIVERSITY (ST. LOUIS)

ADDRESS:

7425 FORSYTH BLVD

ST. LOUIS, MO 63105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DESIGNATED FOR NANCY WILSON ARTS SCHLSHP

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

CLIFF HAGAN BOYS & GIRLS CLUB

ADDRESS:

3415 BUCKLAND SQUARE
OWENSBORO, KY 42301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

DOCTORS WITHOUT BORDERS

ADDRESS:

PO BOX 5030
HAGERSTOWN, MD 21741-5030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ELIZABETH MUNDY SENIOR CENTER

ADDRESS:

1650 WEST 2ND STREET
OWENSBORO, KY 42301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MARYKNOLL FATHERS & BROTHERS

ADDRESS:

PO BOX 302

MARYKNOLL, NY 10545-0302

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ST. VINCENT DEPAUL STORE

ADDRESS:

2885 WEST PARRISH AVE

OWENSBORO, KY 42301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

WNIN

ADDRESS:

405 CARPENTER ST

EVANSVILLE, IN 47708-1027

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,500.

=====

RECIPIENT NAME:

FM 89.5

C/O WESTERN KENTUCKY UNIV FDN

ADDRESS:

1 BIG RED WAY

BOWLING GREEN, KY 42101-3576

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

THE CHRISTOPHERS

ADDRESS:

12 EAST 48TH STREET

NEW YORK, NY 10017

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UNITED STATES FUND FOR UNICEF

ADDRESS:

333 EAST 38TH STREET

NEW YORK, NY 10016

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

NEW BEGINNINGS

ADDRESS:

PO BOX 903
OWENSBORO, KY 42302-0903

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

OWENSBORO HUMANE SOCIETY

ADDRESS:

3101 WEST 2ND STREET
OWENSBORO, KY 42301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

GOVERNOR'S SCHOOL FOR THE ARTS
C/O THE KENTUCKY CENTER

ADDRESS:

501 WEST MAIN STREET
LOUISVILLE, KY 40202-2989

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

KET

ADDRESS:

560 COOPER DRIVE
LEXINGTON, KY 40502-2200

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

ST. MEINRAD ARCHABBEY

ADDRESS:

200 HILL DRIVE
ST. MEINRAD, IN 47577

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

B J KILLIAN FOUNDATION
C/O NANCY F WILSON

ADDRESS:

2344 FORD AVENUE
OWENSBORO, KY 42301

TOTAL GRANTS PAID: 153,220.

=====

STOCK YARDS TRUST CO
 200 SOUTH FIFTH STREET
 LOUISVILLE KY 40202




ACCOUNT STATEMENT

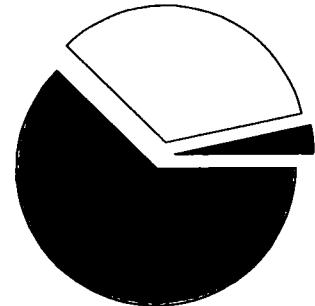
ACCOUNT NUMBER 1049000444
 DECEMBER 01, 2012 TO DECEMBER 31, 2012

STOCK YARDS BANK & TRUST COMPANY
 ATTN: CYNTHIA WALTERS
 TRUST COMPLIANCE OFFICER
 PO BOX 34290
 LOUISVILLE, KY 40232-4290

ACCOUNT NAME	B J KILLIAN FOUNDATION AGENT UNDER AGREEMENT
ACCOUNT NUMBER	1049000444
WEALTH ADVISOR	JACQUELINE L HAMM 502-625-9132 jackie_hamm@syb.com
INVESTMENT ADVISOR	SHANNON BUDNICK 502-625-2513 shannon_budnick@syb.com

INVESTMENT PORTFOLIO SUMMARY

MARKET VALUE AS OF	12/01/2012	12/31/2012	% OF ACCOUNT
 CASH AND EQUIVALENTS	139,168 53	103,360 86	3 3%
 EQUITIES	1,062,757 31	1,069,700 05	34 1%
 FIXED INCOME	1,919,338 89	1,961,722 45	62 6%
Total	3,121,264 73	3,134,783 36	100 0%



ACCOUNT ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES	
			THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	3,121,264 73	3,174,553 20		
INTEREST & DIVIDENDS	24,761 87	82,982 22		
RECEIPTS	0 00	87,420 49		
PURCHASES & SALES	55,869 20	91,964 42	LONG TERM	21,551 51
DISBURSEMENTS	4,700 34	289,464 24	SHORT TERM	2,327 14
MISCELLANEOUS	39,922 89	30,781 61	TOTAL GAINS / LOSSES	23,878 65
CHANGE IN MARKET VALUE	9,403 41	43,454 34		58,254 43
ENDING MARKET VALUE	3,134,783 36	3,134,783 36		

ACCOUNT STATEMENT

PAGE 2

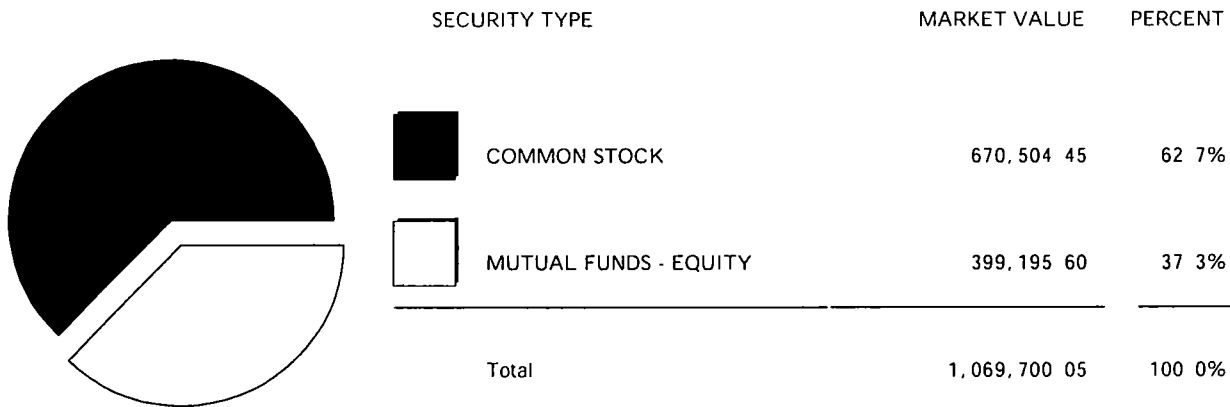
ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
SYB MONEY MARKET FUND		78,957.40	1.00	8.37	0.01
		78,957.40	1.00		
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	78,957.40		8.37	0.01
		78,957.40			
CASH					
PRINCIPAL CASH		2,189.19			
		2,189.19			
TOTAL CASH	SUB-TOTAL	2,189.19		0.00	0.00
		2,189.19			
TOTAL CASH AND EQUIVALENTS		81,146.59		8.37	0.01
		81,146.59			

EQUITY DIVERSIFICATION SUMMARY



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
COMMON STOCK						
ENERGY						
APACHE CORP	APA	170,000	13,345.00 17,019.90	78.50 100.12	115.60	0.87
CHEVRON CORP	CVX	239,000	25,845.46 19,399.63	108.14 81.17	860.40	3.33
SCHLUMBERGER LTD	SLB	235,000	16,285.17 6,778.57	69.30 28.84	258.50	1.59

ACCOUNT STATEMENT

PAGE 3

ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ENERGY						
SEADRILL LTD	SDRL	700 000	25,760 00 25,919 74	36 80 37 03	2,380 00	9 24
TOTAL ENERGY		SUB- TOTAL	81,235 63 69,117 84		3,614 50	4 45
BASIC MATERIALS						
CF INDUSTRIES HOLDINGS	CF	70 000	14,221 20 14,837 47	203 16 211 96	112 00	0 79
PRAXAIR INC	PX	244 000	26,705 80 7,252 59	109 45 29 72	536 80	2 01
TOTAL BASIC MATERIALS		SUB- TOTAL	40,927 00 22,090 06		648 80	1 59
INDUSTRIALS						
DEERE & COMPANY	DE	200 000	17,284 00 14,739 92	86 42 73 70	368 00	2 13
NORFOLK SOUTHERN CORP	NSC	234 000	14,470 56 17,607 72	61 84 75 25	468 00	3 23
WEYERHAEUSER COMPANY	WY	603 000	16,775 46 16 421 68	27 82 27 23	410 04	2 44
TOTAL INDUSTRIALS		SUB- TOTAL	48,530 02 48,769 32		1,246 04	2 57
CONSUMER DISCRETIONARY						
COACH INC	COH	365 000	20,261 15 20,189 68	55 51 55 31	438 00	2 16
FAMILY DOLLAR STORES INC	FDO	240 000	15,218 40 13,789 22	63 41 57 46	201.60	1 32
MCDONALDS CORP	MCD	250 000	22,052 50 22,344 98	88 21 89 38	770 00	3 49
NIKE INC	NKE	390 000	20,124 00 16,523 95	51 60 42 37	163 80	0 81
TOTAL CONSUMER DISCRETIONARY		SUB- TOTAL	77,656 05 72,847 83		1,573 40	2 03
CONSUMER STAPLES						
H J HEINZ COMPANY	HNZ	500 000	28,840 00 26,000 73	57 68 52 00	1,030 00	3 57
PEPSICO INC	PEP	374 000	25,592 82 17,502 45	68 43 46 80	804 10	3 14
J M SMUCKER COMPANY	SJM	270 000	23,284 80 18,436 19	86 24 68 28	561 60	2 41
TOTAL CONSUMER STAPLES		SUB- TOTAL	77 717 62 61,939 37		2 395 70	3 08

ACCOUNT STATEMENT

PAGE 4

ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FINANCIALS						
BLACKROCK INC	BLK	95 000	19,637 45 15,147 10	206 71 159 44	570 00	2 90
DIGITAL REALTY TRUST INC	DLR	335 000	22,743 15 19,014 50	67 89 56 76	978 20	4 30
TORONTO DOMINION BANK	TD	220 000	18,552 60 16,617 29	84 33 75 53	683 32	3 68
VENTAS INC	VTR	318 000	20,580 96 17,887 85	64 72 56 25	788 64	3 83
TOTAL FINANCIALS		SUB- TOTAL	81,514 16 68,666 74		3,020 16	3 71
TECHNOLOGY						
APPLE INC	AAPL	42 000	22,351 26 15,632 26	532 17 372 20	445 20	1 99
GOOGLE INC	GOOG	31 000	21,928 78 19,756 95	707 38 637 32		
INTERNATIONAL BUSINESS MACHINES CORP	IBM	95 000	18,197 25 15,734 20	191 55 165 62	323 00	1 77
MICROSOFT CORP	MSFT	1,000 000	26,709 70 28,094 93	26 71 28 09	920 00	3 44
ORACLE CORP	ORCL	579 000	19,292 28 15,158 22	33 32 26 18	138 96	0 72
QUALCOMM INC	QCOM	271 000	16,763 95 18 532 71	61 86 68 39	271 00	1 62
VISA INC Y	V	230 000	34,863 40 26,967 86	151 58 117 25	303 60	0 87
TOTAL TECHNOLOGY		SUB- TOTAL	160,106 62 139,877 13		2,401 76	1 50
HEALTHCARE						
ABBOTT LABORATORIES	ABT	305 000	19,977 50 15,261 19	65 50 50 04	170 80	0 85
CELGENE CORP	CELG	245 000	19,225 15 17,948 38	78 47 73 26		
NOVO NORDISK A/S SPONS ADR	NVO	86 000	14,036 06 13,783 06	163 21 160 27	157 55	1 12
WATERS CORP	WAT	160 000	13,939 20 12,309 69	87 12 76 94		
TOTAL HEALTHCARE		SUB- TOTAL	67,177 91 59,302 32		328 35	0 49
TELECOMMUNICATIONS						

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TELECOMMUNICATIONS						
AT&T INC	T	544 000	18,338 24 15,868 43	33 71 29 17	979 20	5 34
TOTAL TELECOMMUNICATIONS		SUB-TOTAL	18,338 24 15,868 43		979 20	5 34
UTILITIES						
DOMINION RESOURCES INC	D	334 000	17,301 20 10,777 34	51 80 32 27	704 74	4 07
TOTAL UTILITIES		SUB-TOTAL	17,301 20 10,777 34		704 74	4 07
TOTAL COMMON STOCK		SUB-TOTAL	670,504 45 569,256 38		16,912 65	2 52
MUTUAL FUNDS - EQUITY						
MF EQUITY - MID CAP GROWTH						
ASTON /FAIRPOINT MID CAP FUND	CHTTX	2,424 125	80,941 53 83,292 93	33 39 34 36	128 48	0 16
TOTAL MF EQUITY - MID CAP GROWTH		SUB-TOTAL	80,941 53 83,292 93		128 48	0 16
MF EQUITY - SMALL CAP GROWTH						
MFS NEW DISCOVERY FUND	MNDAX	2,321 083	48,626 69 48,000 00	20 95 20 68		
TOTAL MF EQUITY - SMALL CAP GROWTH		SUB-TOTAL	48,626 69 48,000 00		0 00	0 00
MF EQUITY - SMALL CAP VALUE						
INVESCO SMALL CAP VALUE FUND	VSCAX	3,280 930	53,676 01 48,000 00	16 36 14 63	13 12	0 02
TOTAL MF EQUITY - SMALL CAP VALUE		SUB-TOTAL	53,676 01 48,000 00		13 12	0 02
MF INTERNATIONAL - BLEND						
HARBOR INTERNATIONAL FUND	HIINX	1,411 065	86,851 05 76,000 00	61 55 53 86	1,483 03	1 71
HENDERSON INTERNATIONAL OPPORTUNITIES FUND	HFOAX	4,006 326	85,855 57 76,000 00	21 43 18 97	428 68	0 50
TOTAL MF INTERNATIONAL - BLEND		SUB-TOTAL	172,706 62 152,000 00		1,911 71	1 11
MF INTERNATIONAL - EMERGING MKTS						
OPPENHEIMER DEVELOPING MARKETS	ODMAX	1,225 411	43,244 75 38,000 00	35 29 31 01	169 11	0 39
TOTAL MF INTERNATIONAL - EMERGING MKTS		SUB-TOTAL	43,244 75 38,000 00		169 11	0 39
TOTAL MUTUAL FUNDS - EQUITY		SUB-TOTAL	399,195 60 369,292 93		2,222 42	0 56
TOTAL EQUITIES			1,069,700 05 938,549 31		19,135 07	1 79

ACCOUNT STATEMENT

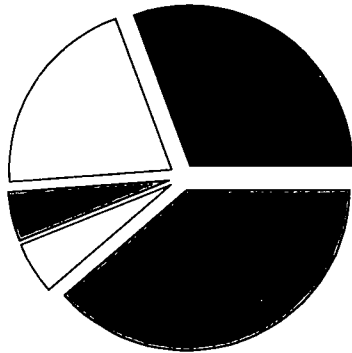
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ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

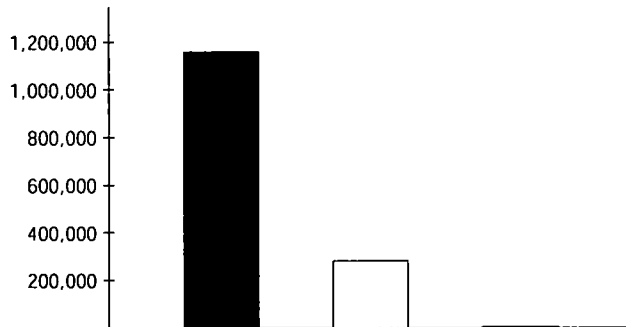
BOND QUALITY SUMMARY



MOODY'S QUALITY RATING MARKET VALUE PERCENT

Aaa	598,603.03	30.5%
Aa1	403,813.00	20.6%
A1	99,921.00	5.1%
A2	102,975.00	5.2%
NOT RATED	756,410.42	38.6%
Total	1,961,722.45	100.0%

BOND MATURITY SUMMARY



YEARS TO MATURITY PAR VALUE PERCENT

LESS THAN 5 YEARS	1,158,465.49	80.3%
5-10 YEARS	280,152.75	19.4%
15+ YEARS	4,715.22	0.3%
Total	1,443,333.46	100.0%

AVERAGE TIME TO MATURITY 4.1 YEARS

CURRENT YIELD 2.38%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL HOME LOAN BANK DTD 08/16/2012 1% 08/16/2017-2012	Aaa	100,000.000	100,007.00 100,000.00	100.01 100.00	1,000.00	1.00 1.00
FEDERAL FARM CREDIT BANK DTD 07/26/2012 73% 07/26/2016-2012	Aaa	100,000.000	100,005.00 100,000.00	100.01 100.00	730.00	0.73 0.73
FEDERAL NATIONAL MORTGAGE ASSN SERIES 2004-27 CLASS HB DTD 04/01/2004 4% 05/25/2019		100,000.000	106,703.00 107,500.00	106.70 107.50	4,000.00	3.75 0.84

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
GOVERNMENT BONDS						
UNITED STATES TREASURY NOTE INFLATION INDEX DTD 07/15/2008 1 375% 07/15/2018	Aaa	53,635 500	62,434 94 52,756 00	116 41 98 36	737 49	1 18
UNITED STATES TREASURY NOTE INFLATION INDEX DTD 07/15/2010 07/15/2020	Aaa	26,517 250	31,456 09 27,087 50	118 63 102 15	331 47	1 05
TOTAL GOVERNMENT BONDS		SUB- TOTAL	400,606 03 387,343 50		6,798 96	1 70
CORPORATE BONDS						
BANK OF NOVA SCOTIA DTD 10/07/2010 2 05% 10/07/2015	Aa1	100,000 000	103,348 00 99,905 00	103 35 99 91	2,050 00	1 98 0 82
KIMBERLY CLARK CORP DTD 08/05/2003 5% 08/15/2013	A2	100,000 000	102,975 00 99,177 00	102 98 99 18	5,000 00	4 86 0 21
MERCK & CO INC DTD 09/13/2012 1 1% 01/31/2018	A1	100,000 000	99,921 00 100,758 00	99 92 100 76	1,100 00	1 10 1 12
MICROSOFT CORP DTD 09/27/2010 1 625% 09/25/2015	Aaa	100,000 000	102,904 00 100,214 00	102 90 100 21	1,625 00	1 58 0 55
VERIZON NEW ENGLAND INC DTD 10/03/2003 4 75% 10/01/2013	WR	100,000 000	103,102 00 99,020 00	103 10 99 02	4,750 00	4 61 0 60
TOTAL CORPORATE BONDS		SUB- TOTAL	512,250 00 499,074 00		14,525 00	2 84
TAXABLE MUNICIPAL BONDS						
TENNESSEE ST SCH BOND AUTH TXBL - HIGHER EDUCNTL FACS - SER B 1 425% 05/01/2017-2016	Aa1	300,000 000	300,465 00 300,000 00	100 16 100 00	4,275 00	1 42 1 39
WEST VIRGINIA ST HSG DEV FUND 1 367% 11/01/2014	Aaa	200,000 000	201,796 00 203,590 00	100 90 101 80	2,734 00	1 35 0 87
TOTAL TAXABLE MUNICIPAL BONDS		SUB- TOTAL	502,261 00 503,590 00		7 009 00	1 40
MUTUAL FUNDS						
BAIRD CORE PLUS BOND FUND		3,097 328	36,145 82 35,929 00	11 67 11 60	1,084 06	3 00
DOUBLELINE TOTAL RETURN BOND FUND		6 594 211	74,712 41 75,174 00	11 33 11 40	4,556 60	6 10
FEDERATED TOTAL RETURN BOND FUND		3,097 325	35,402 42 35,898 00	11 43 11 59	1,167 69	3 30
PIMCO LOW DURATION FUND		14,111 712	148,314 09 150,007 50	10 51 10 63	3,429 15	2 31
T ROWE PRICE SHORT TERM BOND FUND		20,600 000	99,910 00 99,910 00	4 85 4 85	1,730 40	1 73

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
MUTUAL FUNDS						
TEMPLETON GLOBAL BOND FUND A		10.964 912	146,710 52 150,000 00	13 38 13 68	6,140 35	4 19
TOTAL MUTUAL FUNDS		SUB- TOTAL	541,195 26 546,918 50		18,108 25	3 35
MORTGAGE BACKED SECURITIES						
GNMA POOL 540876 DTD 11/01/2000 7% 11/15/2030		2.229 605	2,662 28 2,285 16	119 41 102 49	156 07	5 86 2 09
GNMA POOL 551902 DTD 12/01/2001 5 5% 12/15/2031		2.485 618	2,747 88 2,479 92	110 55 99 77	136 71	4 98 2 34
TOTAL MORTGAGE BACKED SECURITIES		SUB- TOTAL	5,410 16 4,765 08		292 78	5 41
TOTAL FIXED INCOME			1,961,722 45 1,941,691 08		46,733 99	2 38
TOTAL PRINCIPAL ASSETS			3,112,569 09 2,961,386 98		65,877 43	2 12

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000444

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL - INCOME ASSETS

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
SYB MONEY MARKET FUND		20,288 24	1 00	2 15	0 01
		20,288 24	1 00		
TOTAL MONEY MARKET FUNDS	SUB- TOTAL	20,288 24		2 15	0 01
		20,288 24			
CASH					
INCOME CASH		1,926 03			
		1,926 03			
TOTAL CASH	SUB- TOTAL	1,926 03		0 00	0 00
		1,926 03			
TOTAL CASH AND EQUIVALENTS		22,214 27		2 15	0 01
		22,214 27			
TOTAL INCOME ASSETS		22,214 27		2 15	0 01
		22,214 27			

STOCK YARDS TRUST CO
 200 SOUTH FIFTH STREET
 LOUISVILLE KY 40202




ACCOUNT STATEMENT

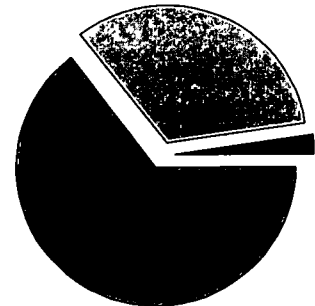
ACCOUNT NUMBER 1049000453
 DECEMBER 01, 2012 TO DECEMBER 31, 2012

STOCK YARDS BANK & TRUST COMPANY
 ATTN: CYNTHIA WALTERS
 TRUST COMPLIANCE OFFICER
 PO BOX 34290
 LOUISVILLE, KY 40232-4290

ACCOUNT NAME	B J KILLIAN FOUNDATION TRUST FBO OWENSBORO MUSEUM OF FINE ART INC AGENT UNDER AGREEMENT
ACCOUNT NUMBER	1049000453
WEALTH ADVISOR	JACQUELINE L HAMM 502-625-9132 jackie_hamm@syb.com
INVESTMENT ADVISOR	SHANNON BUDNICK 502-625-2513 shannon_budnick@syb.com

INVESTMENT PORTFOLIO SUMMARY

MARKET VALUE AS OF	12/01/2012	12/31/2012	% OF ACCOUNT
 CASH AND EQUIVALENTS	12,431.67	19,498.70	2.1%
 EQUITIES	306,162.93	308,377.51	33.2%
 FIXED INCOME	601,489.03	599,842.61	64.7%
Total	920,083.63	927,718.82	100.0%



ACCOUNT ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES	
			THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	920,083.63	928,029.02		
INTEREST & DIVIDENDS	7,505.91	15,102.28		
PURCHASES & SALES	0.00	26,697.58	LONG TERM	3,883.68
DISBURSEMENTS	438.88	51,736.84	SHORT TERM	354.60
MISCELLANEOUS	5,220.95	11,658.38	TOTAL GAINS / LOSSES	4,238.28
CHANGE IN MARKET VALUE	5,789.11	2,031.60		2,284.80
ENDING MARKET VALUE	927,718.82	927,718.82		

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000453

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
SYB MONEY MARKET FUND		3,505 88	1 00	0 37	0 01
		3,505 88	1 00		
TOTAL MONEY MARKET FUNDS	SUB- TOTAL	3,505 88		0 37	0 01
		3,505 88			
CASH					
PRINCIPAL CASH		1,222 15			
		1,222 15			
TOTAL CASH	SUB- TOTAL	1,222 15		0 00	0 00
		1,222 15			
TOTAL CASH AND EQUIVALENTS		4,728 03		0 37	0 01
		4,728 03			

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
MUTUAL FUNDS - EQUITY						
MF EQUITY - LARGE CAP GROWTH						
T ROWE PRICE NEW AMERICA GROWTH FUND	PAWAX	2,494 935	88,570 19	35 50	274 44	0 31
			76,745 14	30 76		
TOTAL MF EQUITY - LARGE CAP GROWTH		SUB- TOTAL	88,570 19		274 44	0 31
			76,745 14			
MF EQUITY - LARGE CAP VALUE						
GABELLI EQUITY INCOME FUND AAA	GABEX	3,771 397	85,837 00	22 76	1,357 70	1 58
			72,415 96	19 20		
TOTAL MF EQUITY - LARGE CAP VALUE		SUB- TOTAL	85,837 00		1,357 70	1 58
			72,415 96			
MF EQUITY - MID CAP GROWTH						
ASTON /FAIRPOINT MID CAP FUND	CHTTX	1,262 433	42,152 64	33 39	66 91	0 16
			43,377 18	34 36		
TOTAL MF EQUITY - MID CAP GROWTH		SUB- TOTAL	42,152 64		66 91	0 16
			43,377 18			
MF EQUITY - SMALL CAP GROWTH						
MFS NEW DISCOVERY FUND	MNDAX	664 894	13,929 53	20 95		
			13,750 00	20 68		
TOTAL MF EQUITY - SMALL CAP GROWTH		SUB- TOTAL	13 929 53		0 00	0 00
			13,750 00			
MF EQUITY - SMALL CAP VALUE						
INVESCO SMALL CAP VALUE FUND	VSCAX	939 849	15,375 93	16 36	3 76	0 02
			13,750 00	14 63		
TOTAL MF EQUITY - SMALL CAP VALUE		SUB- TOTAL	15 375 93		3 76	0 02
			13,750 00			

ACCOUNT STATEMENT

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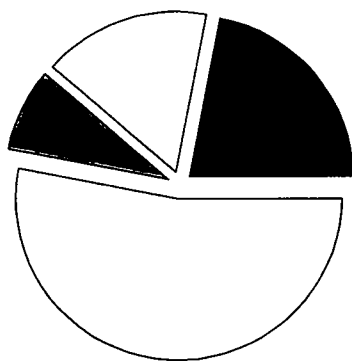
ACCOUNT NUMBER 1049000453

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MF INTERNATIONAL - BLEND						
HARBOR INTERNATIONAL FUND	HIINX	408 466	25,141 08 22,000 00	61 55 53 86	429 30	1 71
HENDERSON INTERNATIONAL OPPORTUNITIES FUND	HFOAX	1,159 726	24,852 93 22,000 00	21 43 18 97	124 09	0 50
TOTAL MF INTERNATIONAL - BLEND		SUB- TOTAL	49,994 01 44,000 00		553 39	1 11
MF INTERNATIONAL - EMERGING MKTS						
OPPENHEIMER DEVELOPING MARKETS	ODMAX	354 724	12,518 21 11,000 00	35 29 31 01	48 95	0 39
TOTAL MF INTERNATIONAL - EMERGING MKTS		SUB- TOTAL	12,518 21 11,000 00		48 95	0 39
TOTAL MUTUAL FUNDS - EQUITY		SUB- TOTAL	308,377 51 275,038 28		2,305 15	0 75
TOTAL EQUITIES			308,377 51 275,038 28		2,305 15	0 75

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING MARKET VALUE PERCENT

■	Aaa	131,483 97	21 9%
□	Aa1	100,155 00	16 7%
■	Aa2	49,877 50	8 3%
□	NOT RATED	318,326 14	53 1%
Total		599,842 61	100 0%

ACCOUNT STATEMENT

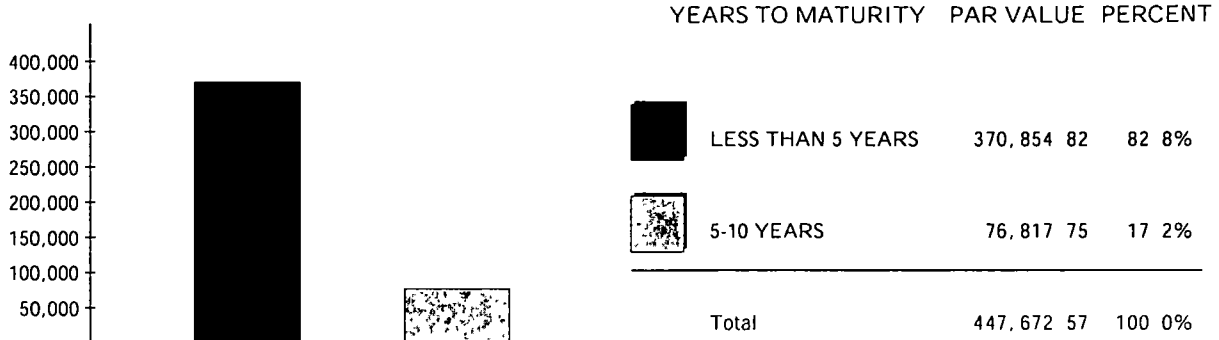
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ACCOUNT NUMBER 1049000453

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY 2.1 YEARS

CURRENT YIELD 1.80%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
GOVERNMENT BONDS						
FEDERAL HOME LOAN BANK DTD 08/16/2012 1% 08/16/2017-2012	Aaa	50,000.000	50,003.50 50,000.00	100.01 100.00	500.00	1.00 1.00
FEDERAL HOME LOAN MORTGAGE CORP DTD 02/28/2012 65% 08/28/2015-2014	Aaa	50,000.000	50,263.00 50,000.00	100.53 100.00	325.00	0.65 0.45
FEDERAL NATIONAL MORTGAGE ASSN SERIES 2004-27 CLASS HB DTD 04/01/2004 4% 05/25/2019		50,000.000	53,351.50 53,750.00	106.70 107.50	2,000.00	3.75 0.84
UNITED STATES TREASURY NOTE INFLATION INDEX DTD 07/15/2008 1.375% 07/15/2018	Aaa	26,817.750	31,217.47 688.00	116.41 2.57	368.74	1.18
TOTAL GOVERNMENT BONDS			184,835.47 154,438.00		3,193.74	1.73
TAXABLE MUNICIPAL BONDS						
DULUTH MINN TXBL REF STEAM UTILITY SER G DTD 11/27/2012 1.25% 02/01/2012	Aa2	50,000.000	49,877.50 50,000.00	99.76 100.00		1.30
RACINE WISCONSIN TXBL REF DTD 07/10/2012 1.2% 12/01/2016		100,000.000	100,420.00 100,000.00	100.42 100.00	1,200.00	1.19 1.09
TENNESSEE ST SCH BOND AUTH TXBL - HIGHER EDUCATION FACS - SER B 1.425% 05/01/2017-2016	Aa1	100,000.000	100,155.00 100,000.00	100.16 100.00	1,425.00	1.42 1.39
TOTAL TAXABLE MUNICIPAL BONDS			250,452.50 250,000.00		2,625.00	1.05

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000453

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
MUTUAL FUNDS						
BAIRD CORE PLUS BOND FUND		2,198 103	25,651 86 25,498 00	11 67 11 60	769 34	3 00
DOUBLELINE TOTAL RETURN BOND FUND		449 605	5,094 02 5,125 50	11 33 11 40	310 68	6 10
FEDERATED TOTAL RETURN BOND FUND		2,198 102	25,124 31 25,476 00	11 43 11 59	828 68	3 30
T ROWE PRICE SHORT TERM BOND FUND		12,370 000	59,994 50 59,994 50	4 85 4 85	1,039 08	1 73
TEMPLETON GLOBAL BOND FUND A		3,639 010	48,689 95 50,000 00	13 38 13 74	2,037 85	4 19
TOTAL MUTUAL FUNDS		SUB- TOTAL	164,554 64 166,094 00		4,985 63	3 03
TOTAL FIXED INCOME			599,842 61 570,532 00		10,804 37	1 80
TOTAL PRINCIPAL ASSETS			912,948 15 850,298 31		13,109 89	1 44

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1049000453

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL - INCOME ASSETS

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
SYB MONEY MARKET FUND		14,146 74	1 00	1 50	0 01
		14,146 74	1 00		
TOTAL MONEY MARKET FUNDS	SUB- TOTAL	14,146 74		1 50	0 01
		14,146 74			
CASH					
INCOME CASH		623 93			
		623 93			
TOTAL CASH	SUB- TOTAL	623 93		0 00	0 00
		623 93			
TOTAL CASH AND EQUIVALENTS		14,770 67		1 50	0 01
		14,770 67			
TOTAL INCOME ASSETS		14,770 67		1 50	0 01
		14,770 67			

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

B J KILLIAN FOUNDATION 1049000444

Employer identification number

31-1077598

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					2,729.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 3,881.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 6,610.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					15,237.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 38,790.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 17.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 54,044.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		6,610.
14	Net long-term gain or (loss):			
a	Total for year	14a		54,044.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		17.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		60,654.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
 a The loss on line 15, column (3) or b \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:
 • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
 • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust: **B J KILLIAN FOUNDATION 1049000444** Employer identification number: **31-1077598**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 484. BRISTOL-MYERS SQUIBB	08/25/2011	01/26/2012	15,782.00	13,812.00	1,970.00
315. ROPER INDUSTRIES INC	08/25/2011	01/26/2012	29,739.00	22,406.00	7,333.00
599. LEGGETT & PLATT INC	08/25/2011	02/10/2012	12,833.00	12,190.00	643.00
244. KIRBY CORP	08/25/2011	04/09/2012	15,622.00	12,605.00	3,017.00
18. APPLE COMPUTER INC	08/25/2011	04/23/2012	10,264.00	6,700.00	3,564.00
265. JOHNSON & JOHNSON	09/16/2011	04/23/2012	16,791.00	17,084.00	-293.00
195. KIRBY CORP	08/25/2011	04/23/2012	12,221.00	10,074.00	2,147.00
150000. UNITED STATES TREA DTD 09/15/20	09/12/2011	06/28/2012	149,696.00	149,687.00	9.00
325000. UNITED STATES TREA DTD 09/15/20	09/12/2011	06/28/2012	324,340.00	324,321.00	19.00
150000. UNITED STATES TREA DTD 09/30/20	09/28/2011	06/28/2012	149,696.00	149,657.00	39.00
275000. UNITED STATES TREA DTD 09/30/20	09/28/2011	06/28/2012	274,442.00	274,370.00	72.00
100000. FEDERAL HOME LOAN 09/30/2011 1%	09/06/2011	07/02/2012	100,000.00	100,000.00	
325000. FEDERAL HOME LOAN 09/30/2011 1%	09/15/2011	07/02/2012	325,000.00	325,000.00	
125000. FEDERAL HOME LOAN 10/13/2011 .6	09/20/2011	07/13/2012	125,000.00	125,000.00	
100000. FEDERAL HOME LOAN 10/13/2011 .6	09/20/2011	07/13/2012	100,000.00	100,000.00	
589.623 VAN ECK GLOBAL HAR FUND	08/25/2011	07/18/2012	24,015.00	27,500.00	-3,485.00
1929.674 VAN ECK GLOBAL HA FUND	08/25/2011	07/18/2012	78,596.00	90,000.00	-11,404.00
325. NEWMONT MINNING CORP	08/25/2011	08/01/2012	14,352.00	19,828.00	-5,476.00
624. SHAW COMMUNICATIONS	08/25/2011	08/01/2012	12,157.00	13,728.00	-1,571.00
449. EMC CORPORATION	08/25/2011	08/15/2012	11,563.00	9,559.00	2,004.00
4210.967 ROYCE PREMIER FUN	07/18/2012	09/20/2012	83,293.00	77,945.00	5,348.00
220. SOUTHERN CO	05/21/2012	09/21/2012	9,943.00	9,999.00	-56.00
100000. FEDERAL FARM CREDI 07/23/2012 1.39% 10/23/2018	07/19/2012	10/23/2012	100,000.00	99,999.00	1.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **3,881.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

B J KILLIAN FOUNDATION 1049000444

31-1077598

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6. GNMA POOL 540876 DTD 11/15	01/01/2010	01/31/2012	6.00	6.00	
16.68 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	01/31/2012	17.00	17.00	
6.03 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	03/15/2012	6.00	6.00	
8.23 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	03/15/2012	8.00	8.00	
394. PROCTER & GAMBLE CO	01/01/2010	03/28/2012	26,404.00	1,373.00	25,031.00
6.07 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	04/16/2012	6.00	6.00	
8.27 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	04/16/2012	8.00	8.00	
6.11 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	05/15/2012	6.00	6.00	
8.44 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	05/15/2012	8.00	8.00	
100000. PEPSICO INC COLLAT SENIOR NOTES DTD 05/21/07 5	01/01/2010	05/15/2012	100,000.00	98,685.00	1,315.00
6.15 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	06/15/2012	6.00	6.00	
8.48 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	06/15/2012	8.00	8.00	
6.19 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	07/16/2012	6.00	6.00	
8.53 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	07/16/2012	9.00	9.00	
6.22 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	08/15/2012	6.00	6.00	
17.1 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	08/15/2012	17.00	17.00	
100000. ASTRAZENECA PLC DT 5.4% 09/1	01/01/2010	09/15/2012	100,000.00	100,906.00	-906.00
6.26 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	09/17/2012	6.00	6.00	
8.65 GNMA POOL 551902 DTD 5.5% 12/	01/01/2010	09/17/2012	9.00	9.00	
2192.982 ROYCE PREMIER FUN	08/25/2011	09/20/2012	43,377.00	41,250.00	2,127.00
385. SOUTHERN CO	08/25/2011	09/21/2012	17,400.00	15,789.00	1,611.00
6.3 GNMA POOL 540876 DTD 11/15	01/01/2010	10/15/2012	6.00	6.00	
8.7 GNMA POOL 551902 DTD 1 5.5% 12/	01/01/2010	10/15/2012	9.00	9.00	
125000. E I DUPONT DE NEMO 11/12/2002 4.7	01/01/2010	11/15/2012	125,000.00	124,991.00	9.00
6.34 GNMA POOL 540876 DTD 7% 11/15	01/01/2010	11/15/2012	6.00	7.00	-1.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

