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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

CARSON-MYRE CHARITABLE FOUNDATION**36-4597768**

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

Room/suite

2320 BROADWAY #201 P.O. BOX 194

B Telephone number

(270) 443-8227

City or town, state, and ZIP code

PADUCAH, KY 42002-0194C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**\$ 76,009,472.** (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" 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	2,336,731.	2,336,731.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	522,361.			
b	Gross sales price for all assets on line 6a	20,190,752.			
7	Capital gain net income (from Part IV, line 2)		522,361.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	40,779.	40,779.		
12	Total. Add lines 1 through 11	2,899,871.	2,899,871.		
13	Compensation of officers, directors, trustees, etc	162,000.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	9,440.	0.		0.
c	Other professional fees	30,000.	30,000.		0.
17	Interest				
18	Taxes	304,565.	304,565.		0.
19	Depreciation and depletion				
20	Occupancy	6,000.	0.		0.
21	Travel, conferences, and meetings	3,155.	0.		0.
22	Printing and publications				
23	Other expenses	312,474.	312,474.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	827,634.	647,039.		0.
25	Contributions, gifts, grants paid	3,034,373.			3,034,373.
26	Total expenses and disbursements. Add lines 24 and 25	3,862,007.	647,039.		3,034,373.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<962,136.>			
b	Net investment income (if negative, enter -0-)		2,252,832.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		7,132,281.	2,381,774.	2,381,774.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		4,922,444.	4,944,877.	5,803,519.
	b	Investments - corporate stock STMT 10		20,286,435.	26,061,446.	31,232,577.
	c	Investments - corporate bonds STMT 11		18,739,159.	15,933,663.	16,623,352.
11	Investments - land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans STMT 12		7,395,000.	7,395,000.	7,395,000.	
13	Investments - other STMT 13		10,358,062.	11,475,233.	12,573,250.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		68,833,381.	68,191,993.	76,009,472.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)		25,000.	0.	
23	Total liabilities (add lines 17 through 22)		25,000.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		42,356,369.	42,356,369.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		26,452,012.	25,835,624.		
30	Total net assets or fund balances		68,808,381.	68,191,993.		
31	Total liabilities and net assets/fund balances		68,833,381.	68,191,993.		

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	68,808,381.
2	Enter amount from Part I, line 27a	2	<962,136.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	386,527.
4	Add lines 1, 2, and 3	4	68,232,772.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	40,779.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	68,191,993.

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 SCHEDULE ATTACHED				
b CAPITAL GAINS DIVIDENDS		P		
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 20,151,950.		19,668,391.	483,559.
b 38,802.			38,802.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			483,559.
b			38,802.
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	522,361.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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	1,160,000.	70,582,506.	.016435
2010	764,846.	16,993,440.	.045008
2009	693,495.	14,545,351.	.047678
2008	716,210.	15,189,083.	.047153
2007	35,000.	15,104,608.	.002317

2 Total of line 1, column (d)	2	.158591
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	.031718
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	74,403,292.
5 Multiply line 4 by line 3	5	2,359,924.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,528.
7 Add lines 5 and 6	7	2,382,452.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,034,373.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	22,528.
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	0.
3 Add lines 1 and 2		3	22,528.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,528.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	42,688.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,688.	
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	20,160.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	20,160.	Refunded

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
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 SEE STATEMENT 14		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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of J WILLIAM HOWERTON, TRUSTEE Telephone no. 270.443.8227 Located at 2320 BROADWAY, STE 201, PADUCAH, KY ZIP+4 42001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ...

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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	71,141,894.
b Average of monthly cash balances	1b	4,394,443.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	75,536,337.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	75,536,337.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,133,045.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	74,403,292.
6 Minimum investment return. Enter 5% of line 5	6	3,720,165.

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	3,720,165.
2a Tax on investment income for 2012 from Part VI, line 5	2a	22,528.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	22,528.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,697,637.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,697,637.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,697,637.

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	3,034,373.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,034,373.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	22,528.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,011,845.

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				3,697,637.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,949,029.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,034,373.				
a Applied to 2011, but not more than line 2a			2,949,029.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				85,344.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,612,293.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL INDIA MISSION P O BOX 3136 OLATHE, KS 66063	NONE	PUBLIC CHARITY	SUPPORT CHRISTIAN MISSIONARIES IN N. INDIA	50,000.
AMERICAN CENTER FOR LAW & JUSTICE 100 CRESCENT CENTER PKWY, STE 700 TUCKER, GA 30084	NONE	PUBLIC CHARITY	ENSUING THE ONGOING VITALITY OF FREEDOM & LIBERTY IN THE UNITED STATES AND WORLDWIDE	125,000.
BACK TO JERUSALEM P O BOX 7129 NAPLES, FL 34101	NONE	PUBLIC CHARITY	CHRISTIAN MINISTRY	24,000.
BILLY GRAHAM EVANGELICAL ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 37422	NONE	PUBLIC CHARITY	SUPPORT CHRISTIAN MINISTRY	75,000.
COMMUNITY CHRISTIAN ACADEMY 110 LEBANON CHUCH RD PADUCAH, KY 42001	NONE	PUBLIC CHARITY-SCHOOL	FURTHERANCE OF EDUCATION IN A CHRISTIAN SETTING	150,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				3,034,373.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						2,336,731.
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						40,779.
8 Gain or (loss) from sales of assets other than inventory						522,361.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		0.		2,899,871.
13 Total. Add line 12, columns (b), (d), and (e)						2,899,871.

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

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>J. R. Milford</i>		Date <i>10/18/13</i>	Title <i>Trustee</i>		
Paid Preparer Use Only	Print/Type preparer's name J. ROBERT MILFORD, CPA		Preparer's signature <i>J. Robert Milford</i>	Date 10/07/13	Check <input type="checkbox"/> if self-employed	PTIN P00070272
	Firm's name ▶ PECK & MILFORD, CPA'S				Firm's EIN ▶ 61-0868974	
	Firm's address ▶ 2320 BROADWAY SUITE 405 PADUCAH, KY 42001				Phone no. 270.442.7386	

Form **990-PF** (2012)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY MINISTRIES INC (D/B/A COMMUNITY KITCHEN OF PADUCAH) 1225 BROADWAY PADUCAH, KY 42001	NONE	PUBLIC CHARITY	PROVIDE DAILY MEALS FOR NEEDY	35,000.
DAVID HOROWITZ FREEDOM CENTER 14148 MAGNOLIA BLVD SHERMAN OAKS, CA 91423	NONE	PUBLIC CHARITY	SUPPORT PRESERVATION OF JUDEO-CHRISTIAN HERITAGE IN UNITED STATES	28,000.
FREEDOM FOREVER MINISTRIES P O BOX 7295 PADUCAH, KY 42002	NONE	PUBLIC CHARITY	CHRISTIAN MINISTRY TO FEMALE INMATES AT MCCRACKEN COUNTY, KY JAIL	95,000.
HOPE SEEDS INC 4501 MANATEE AVE W. #161 BRADENTON, FL 34209	NONE	PUBLIC CHARITY	CHRISTIAN MINISTRY IN UNDERDEVELOPED COUNTRIES-TEACH PEOPLE TO GROW OWN FOOD	100,000.
L.I.F.E. COMMUNITY INC 523 N. 12TH STREET PADUCAH, KY 42001	NONE	PUBLIC CHARITY	CHRISTIAN MINISTRY HELPING RECENTLY RELEASED PRISONERS IN READJUSTING AND AVOIDING RECIDIVISM,	25,000.
LUTHER F CARSON FOUR RIVERS CENTER INC 100 KENTUCKY AVE PADUCAH, KY 42001	NONE	PUBLIC CHARITY	SPONSOR & SUPPORT CULTURAL EVENTS	550,000.
PADUCAH LIFELINE MINISTRIES, INC & LADIES LIVING FREE 2806 MORGAN LANE PADUCAH, KY 42001	NONE	PUBLIC CHARITY	PROVIDE DRUG/ALCOHOL EDUCATION/PREVENTION/R PROGRAM FOR MEN/WOMEN	75,000.
PADUCAH SYMPHONY ORCHESTRA 2101 BROADWAY PADUCAH, KY 42001	NONE	PUBLIC CHARITY	SPONSOR & SUPPORT CULTURAL EVENTS	75,000.
PRECEPT MINISTRIES P O BOX 182218 CHATANOOGA, TN 37422	NONE	PUBLIC CHARITY	CHRISTIAN MINISTRY	100,000.
PRISON FELLOWSHIP MINISTRY 44180 RIVERSIDE PARKWAY LANSDOWNE, VA 20176	NONE	PUBLIC CHARITY	TO FURTHER PRISON MINISTRY; RECIDIVISM IN PRISON	75,000.
Total from continuation sheets				2,610,373.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT AFRICIAN AID ORPHANS 502 N. 6TH STREET PADUCAH, KY 42001	NONE	PUBLIC CHARITY	FEED AFRICIAN CHILDREN	47,750.
REACHOUT MINISTRIES 1505 LILBURN-STONE MTN RD #103 STONE MOUNTAIN, GA 30087	NONE	PUBLIC CHARITY	TRAIN YOUTH TO BE DISCIPLES FOR JESUS CHRIST	70,000.
TAYLOR UNIVERISTY 236 W. READE AVE UPLAND, IN 46989	NONE	PUBLIC CHARITY-EDUCATION	CHRISTIAN LIBERAL ARTS UNIVERSITY	25,000.
VANFLEET CHAMBER ORCHESTRA 2300 W. PARK DR P.O.BOX 7947 PADUCAH, KY 42002	NONE	PUBLIC CHARITY	SPONSOR & SUPPORT CULTURAL EVENTS	7,500.
WESTERN BAPTIST HOSPITAL 2501 KENTUCKY AVE PADUCAH, KY 42001	NONE	HOSPITAL	SUPPORT NEW HEART CENTER	161,523.
BOY SCOUTS P O BOX 36273 LOUISVILLE, KY 40233	NONE	PUBLIC CHARITY	PRESERVATION OF AMERICAN HERITAGE; SUPPORT FOR SUMMER CAMP ACTIVITIES	10,000.
CHILD EVANGELISM FELLOWSHIP OF S.C. 500 ST ANDREWS RD COLUMBIA, SC 29221	NONE	PUBLIC CHARITY	CHRISTIAN MINISTRY	15,000.
CHRISTIAN APPALACHIAN PROJECT 2610 PALUMBO DRIVE LEXINGTON, KY 40509	NONE	PUBLIC CHARITY	CHRISTIAN OUTREACH TO THE POOR, LOCAL MISSIONS	20,000.
FILLING HIS NETS P O BOX 763 MAYFIELD, KY 42066	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH TO THE POOR; OVERSEAS MISSIONS	35,000.
FOOD FOR THE POOR 6401 LYONS RD COCONUT CREEK, FL 33073	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH TO THE POOR - FEEDING THE NEEDY	29,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOREST PARK BAPTIST CHURCH 725 S. HIGHVIEW AVE JOPLIN, MO 64801	NONE	CHURCH	CHRISTIAN MINISTRY - DISASTER RELIEF	35,000.
HOPE CLINIC 1100 OLIVE STREET, P O BOX 645 BENTON, KY 42025	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - ASSISTANCE IN CRISIS PREGNANCY SITUATIONS	15,000.
MAIN STREET YOUTH CENTER 513 S. 4TH STREET MURRAY, KY 42071	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - ACTIVITIES FOR CHILDREN	15,000.
MARSHALL COUNTY COMMUNITY KITCHEN INC (MARCELLA'S KITCHEN) 119 MARIE LANE BENTON, KY 42025	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH TO THE POOR - FEEDING THE NEEDY	20,000.
OPEN DOORS P O BOX 27001 SANTA ANA, CA 92799	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - COUNTERING PERSECUTION	30,000.
PADUCAH FILM SOCIETY 112 MAIDEN ALLEY PADUCAH, KY 42001	NONE	CULTURAL ORGANIZATION	LOCAL FILM FESTIVALS	9,000.
SALVATION ARMY 3100 IRVIN COBB DR, P O BOX 569 PADUCAH, KY 42002	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH TO THE POOR	35,000.
STARFISH ORPHAN MINISTRY P O BOX 7083 PADUCAH, KY 42002	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH - AIDING ORPHANS/ADOPTION	23,400.
REIDLAND UNITED METHODIST CHURCH 5515 REIDLAND RD PADUCAH, KY 42003	NONE	CHURCH	CHRISTIAN OUTREACH - BUILDING WHEELCHAIR RAMPS FOR NEEDY	10,000.
ARTS TOUCHING HEARTS P O BOX 631714 IRVING, TX 75063	NONE	CHRISTIAN EDUCATION/ARTS	CHRISTIAN EDUCATION - DRAMATIZATION OF HISTORICAL ACTIVITIES	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOPE UNLIMITED P O BOX 7403 PADUCAH, KY 42002	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - ASSISTANCE IN CRISIS PREGNANCY SITUATIONS	5,000.
MARKET HOUSE THEATRE 132 MARKET HOUSE THEATRE PADUCAH, KY 42001	NONE	CULTURAL ORGANIZATION	LOCAL EDUCATIONAL PLAYS	5,400.
AGAPE CHRISTIAN HIGH SCHOOL 5208 MEADOWLAND PKWY, UNIT A MARION, IL 62959	NONE	EDUCATIONAL ORGINIZATION	CHRISTIAN EDUCATION	77,000.
DREAM ACADEMY 5950 SYMPHONY WOODS DR, STE 504 COLUMBIA, MD 21045	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - OUTREACH TO CHILDREN OF INCARCERATED PARENTS	50,000.
FIRST BAPTIST CHURCH 2890 BROADWAY PADUCAH, KY 42001	NONE	CHURCH	CHRISTIAN MINISTRY	100,000.
HILLSDALE COLLEGE 33 E. COLLEGE STREET HILLSDALE, MI 49242	NONE	EDUCATIONAL ORGINIZATION	PRESERVATION OF AMERICAN HERITAGE-TEACHING CONSTITUTION TO OFFICIALS	50,000.
LOURDES HOSPITAL FOUNDATION 1530 LONE OAK RD PADUCAH, KY 42001	NONE	HOSPITAL	CHRISTIAN MINISTRY - CHAPLAIN FOR PALLIATIVE CARE	57,200.
MID-CONTINENT UNIVERSITY 99 E POWELL RD MAYFIELD, KY 42066	NONE	EDUCATIONAL ORGINIZATION	CHRISTIAN EDUCATION	275,000.
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023	NONE	CHRISTIAN MINISTRY	BIBLE DISTRIBUTION	50,000.
EQUIPPING LEADERS INTERNATIONAL INC 9039 VILLAGE GREEN BLVD CLERMONT, FL 34711	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - TRAINING CADRE OF DISCIPLES	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN LEPROSY MISSIONS 1 ALM WAY GREENVILLE, SC 29601	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH TO THE POOR - AIDING LEPROSY SUFFERERS	10,000.
WALLBUILDERS P O BOX 397 ALED0, TX 76008	NONE	CULTURAL ORGANIZATION	PRESERVATION OF AMERICAN HERITAGE - EDUCATION ON FOUNDATIONAL PRINCIPLES	10,000.
WORLD MISSIONS AND EVANGELISM (FULL GOSPEL FELLOWSHIP OF CHURCHES) P O BOX 790 BENTON, KY 42025	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY - OVERSEAS MINISTRY	100,000.
FELLOWSHIP OF CHRISTIAN ATHLETES P O BOX 97 HENDERSONVILLE, TN 30077	NONE	CHRISTIAN MINISTRY	CHRISTIAN MINISTRY AND EDUCATION	20,000.
MIDTOWN ALLIANCE OF NEIGHBORS 300 FOUNTAIN AVENUE PADUCAH, KY 42001	NONE	CHRISTIAN MINISTRY	CHRISTIAN OUTREACH TO THE POOR - HOME REPAIRS	4,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
DIVIDEND INCOME-SCHEDULE ATTACHED	1,718,104.	0.	1,718,104.	
INTEREST INCOME-SCHEDULE ATTACHED	618,627.	0.	618,627.	
TOTAL TO FM 990-PF, PART I, LN 4	2,336,731.	0.	2,336,731.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
KINDER MORGAN LTD PARTNERSHIP	<18,483.>	<18,483.>		
POWER SHARE DB COMMODITY INDEX	4,463.	4,463.		
ENBRIDGE ENERGY PARTNERS	<1,475.>	<1,475.>		
CARLYLE ENERGY MEZZANINE ACCESS	<2,720.>	<2,720.>		
LINN ENERGY LLC	<3,722.>	<3,722.>		
BREITBURN ENERGY PARTNERS LP	217.	217.		
UBS SELECT SERIES II, LLC	<4,817.>	<4,817.>		
APOLLO EUROPEAN CREDIT FUND	12,795.	12,795.		
UBS RIALTO REAL ESTATE FUND	147,934.	147,934.		
O'CONNOR FUND OF FUNDS	21,767.	21,767.		
ENTERPRISE PRODUCTS PARTNERS LP	<6,576.>	<6,576.>		
CORBIN PINEHURST STRATEGIES	9,146.	9,146.		
AURORA DIVERSIFIED II ASP FUND	3,954.	3,954.		
TEEKAY LNG PARTNERS LP	<2,183.>	<2,183.>		
MESIROW MULTI-STRATEGY ASP FD	1,156.	1,156.		
MANAGED FUTURES LEGEND ASP FD	<145,305.>	<145,305.>		
KKR FINANCIAL HOLDINGS LLC	12,237.	12,237.		
ASGI AGILITY INCOME FD	12,391.	12,391.		
TOTAL TO FORM 990-PF, PART I, LINE 11	40,779.	40,779.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX RETURN PREPARATION	9,440.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	9,440.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES (BOOKKEEPING)	30,000.	30,000.		0.	
TO FORM 990-PF, PG 1, LN 16C	30,000.	30,000.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX ON INVESTMENT INCOME (2011)	255,000.	255,000.		0.	
FOREIGN INCOME TAX PAID	9,565.	9,565.		0.	
FEDERAL EXCISE TAX ON INVESTMENT INCOME (2012)	40,000.	40,000.		0.	
TO FORM 990-PF, PG 1, LN 18	304,565.	304,565.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY EXPENSES	312,474.	312,474.			0.
TO FORM 990-PF, PG 1, LN 23	312,474.	312,474.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION					AMOUNT
DONATION OF APPRECIATED STOCK: DIFFERENCE IN BASIS AND FMV					300,280.
CASH DISTRIBUTIONS FROM LIMITED PARTNERSHIPS					86,247.
TOTAL TO FORM 990-PF, PART III, LINE 3					386,527.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION					AMOUNT
INVESTMENT INCOME FROM PASS-THROUGH ENTITIES NOT RECORDED ON BOOKS-SCHEDULE					40,779.
TOTAL TO FORM 990-PF, PART III, LINE 5					40,779.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U S & STATE GOVT OBLIGATIONS	X		4,944,877.	5,803,519.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,944,877.	5,803,519.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,944,877.	5,803,519.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS & ETFS	26,061,446.	31,232,577.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,061,446.	31,232,577.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	15,933,663.	16,623,352.
TOTAL TO FORM 990-PF, PART II, LINE 10C	15,933,663.	16,623,352.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGES/NOTES RECEIVABLE	7,395,000.	7,395,000.
TOTAL TO FORM 990-PF, PART II, LINE 12	7,395,000.	7,395,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS SELECT SERIES 2, LLC	COST	423,750.	459,550.
GOLD	COST	183,624.	1,235,503.
UBS 00249 ALTERNATIVE STRATEGIES	COST	2,016,000.	2,081,188.
UBS 00249 BROAD COMMODITIES	COST	0.	0.
UBS 00249 OTHER MUTUAL FUNDS	COST	0.	0.
UBS 00278 APOLLO	COST	516,594.	485,456.
UBS 00249 RIALTO	COST	1,018,187.	1,216,846.
UBS 00278 P'CONNOR HEDGE FUND	COST	2,000,000.	1,996,520.
WELLS FARGO 2837-4937 HEDGE FUNDS	COST	5,317,078.	5,098,187.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,475,233.	12,573,250.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 14

EXPLANATION

ATTORNEY GENERAL'S OFFICE OF KENTUCKY STATED THAT THEY DO NOT REQUIRED FILING FROM A FOIUNDATION THAT DOES NOT RAISE MONEY FROM THE PUBLIC.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J. WILLIAM HOWERTON 2320 BROADWAY #200 PADUCAH, KY 42001	TRUSTEE 8.00	0.	0.	0.
J. LANE PECK 249 MAXFIELD PADUCAH, KY 42001	TRUSTEE 4.00	0.	0.	0.
MARY ALLISON OGDEN 6650 HOUSER RD PADUCAH, KY 42001	TRUSTEE 4.00	0.	0.	0.
J. ROBERT MILFORD 1530 GLENEAGLES DR PADUCAH, KY 42001	TRUSTEE 4.00	0.	0.	0.
W. CLAY HOWERTON 5328 TUCK RD PADUCAH, KY 42001	TRUSTEE 8.00	0.	0.	0.
PADUCAH BANK & TRUST CO. 555 JEFFERSON PADUCAH, KY 42001	TRUSTEE 8.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**SUMMARY OF INTEREST & DIVIDENDS
CARSON-MYRE CHARITABLE FOUNDATION
YEAR ENDED DECEMBER 31, 2012**

<u>BANK/BROKER</u>	<u>ACCOUNT NUMBER</u>	<u>INTEREST INCOME</u>	<u>DIVIDEND INCOME</u>	<u>GRAND TOTAL</u>	<u>MEMO ONLY CAPITAL GAIN DISTRIBUTIONS</u>
PADUCAH BANK-TRUST DEPT			28,556		
HILLIARD-LYONS	6673-6574	83,013	236,355		13,142
LESS AMORTIZATION BOND PREMIUM	6673-6574	(26,907)			
UBS FINANCIAL SERVICES	3P 00249 SB	107	822,727		13,239
UBS FINANCIAL SERVICES	3P 00278 SB	120			
WELLS FARGO ADVISORS	2911-7091	23	16,872		220
WELLS FARGO ADVISORS	6111-5549	11	6,139		
WELLS FARGO ADVISORS	5210-2875	5,527	8,743		635
WELLS FARGO ADVISORS	4494-8681	47	57,874		1591
WELLS FARGO ADVISORS	2904-2743	101,979			
WELLS FARGO ADVISORS	7818-8436	6,200	10,392		80
WELLS FARGO ADVISORS	3414-4036	18	20,326		
WELLS FARGO ADVISORS	4735-1735	16	22,420		
WELLS FARGO ADVISORS	5183-6457	170	212,346		3,103
WELLS FARGO ADVISORS	2837-4937	6	2,261		
WELLS FARGO ADVISORS	2330-9365	14	9,214		
TOTALS FROM BROKERAGE ACCOUNTS		<u>170,344</u>	<u>1,454,225</u>		
DEALER FINANCE, INC.		334,583			
CARDINAL POINT APARTMENTS LTD		54,000			
LIVE OAK APARTMENTS LTD		56,700			
WEST END LTD		3,000			
DUPREE MUTUAL FD TAXABLE MUNI			263,879		6,782
		<u>618,627</u>	<u>1,718,104</u>	<u>2,336,731</u>	<u>38,802</u>
					SEE CAPITAL GAIN SCHEDULE

SUMMARY OF CAPITAL GAINS & LOSSES
CARSON-MYRE CHARITABLE FOUNDATION
YEAR ENDED DECEMBER 31, 2012

BANK/BROKER	ACCOUNT NUMBER	FORM 1099-B PROCEEDS	SALE PROCEEDS	ADJUSTED COST BASIS	GAIN (LOSS)
HILLIARD-LYONS	6673-6574	1,030,481	1,030,481	925,599	104,882
UBS FINANCIAL SERVICES	3P 00249 SB	2,425,663	2,425,663	2,513,500	(87,837)
UBS FINANCIAL SERVICES	3P 00249 SB	314,317	314,317	274,055	40,262
UBS FINANCIAL SERVICES	3P 00249 SB	5,434,222	5,434,222	4,875,390	558,832
UBS FINANCIAL SERVICES	3P 00249 SB	320,823	320,823	297,721	23,102
UBS FINANCIAL SERVICES-BASIS ADJUSTMENTS	3P 00249 SB			9,192	(9,192)
UBS FINANCIAL SERVICES - OPTIONS	3P 00249 SB		4,270	-	4,270
		<u>8,495,025</u>	<u>8,499,295</u>	<u>7,969,858</u>	<u>529,437</u>
WELLS FARGO ADVISORS	2911-7091	1,738,889	1,738,889	1,708,154	30,735
WELLS FARGO ADVISORS	2911-7091	15,732	15,732	15,290	442
WELLS FARGO ADVISORS	2911-7091	377,857	377,857	340,056	37,801
WELLS FARGO ADVISORS	2911-7091	49	49	49	-
WELLS FARGO ADVISORS-BASIS ADJUSTMENTS	2911-7091			(14,642)	14,642
		<u>2,132,527</u>	<u>2,132,527</u>	<u>2,048,907</u>	<u>83,620</u>
WELLS FARGO ADVISORS	5210-2875	90,694	90,694	88,043	2,651
WELLS FARGO ADVISORS	5210-2875	88,235	88,235	87,627	608
WELLS FARGO ADVISORS-RETURN OF PRINCIPAL	5210-2875	35,429	35,429	35,429	0
WELLS FARGO ADVISORS-BASIS ADJUSTMENTS	5210-2875			13,891	(13,891)
		<u>178,929</u>	<u>214,358</u>	<u>224,990</u>	<u>(10,632)</u>
WELLS FARGO ADVISORS	4494-8681	239,405	239,805	250,876	(11,071)
WELLS FARGO ADVISORS	4494-8681	77,473	77,473	94,177	(16,704)
WELLS FARGO ADVISORS-OPTIONS	4494-8681		218,928	292,641	(73,713)
WELLS FARGO ADVISORS-BASIS ADJUSTMENTS	4494-8681			2,107	(2,107)
		<u>316,878</u>	<u>536,206</u>	<u>639,801</u>	<u>(103,595)</u>
WELLS FARGO ADVISORS	2330-9365	2,821	2,821	2,092	729
WELLS FARGO ADVISORS	2330-9365	228,306	228,306	282,866	(54,560)
WELLS FARGO ADVISORS-BASIS ADJUSTMENTS	2330-9365			129	(129)
		<u>231,127</u>	<u>231,127</u>	<u>285,087</u>	<u>(53,960)</u>
WELLS FARGO ADVISORS	2904-2743	1,398,791	1,398,791	1,385,314	13,477
WELLS FARGO ADVISORS	2904-2743	1,211,524	1,211,524	1,186,307	25,217
WELLS FARGO ADVISORS	2904-2743	82,499	82,499	86,241	(3,742)
WELLS FARGO ADVISORS-RETURN OF PRINCIPAL	2904-2743	56,384	56,384	56,384	0
		<u>2,749,198</u>	<u>2,749,198</u>	<u>2,714,246</u>	<u>34,952</u>
WELLS FARGO ADVISORS	3414-4036	61,601	61,601	58,485	3,116
WELLS FARGO ADVISORS	3414-4036	23	23	0	23
WELLS FARGO ADVISORS	3414-4036	76,626	76,626	81,200	(4,574)
WELLS FARGO ADVISORS	3414-4036	4,594	4,594	8,854	(4,260)
		<u>142,844</u>	<u>142,844</u>	<u>148,539</u>	<u>(5,695)</u>
WELLS FARGO ADVISORS	4735-1735	80,547	80,547	83,012	(2,465)
WELLS FARGO ADVISORS	4735-1735	76,761	76,761	90,018	(13,257)
WELLS FARGO ADVISORS-BASIS ADJUSTMENTS	4735-1735			(3,734)	3,734
		<u>157,308</u>	<u>157,308</u>	<u>169,296</u>	<u>(11,988)</u>

SUMMARY OF CAPITAL GAINS & LOSSES
CARSON-MYRE CHARITABLE FOUNDATION
YEAR ENDED DECEMBER 31, 2012

BANK/BROKER	ACCOUNT NUMBER	FORM 1099-B PROCEEDS	SALE PROCEEDS	ADJUSTED COST BASIS	GAIN (LOSS)
WELLS FARGO ADVISORS	5183-6457	2,042,148	2,120,171	2,062,860	57,311
WELLS FARGO ADVISORS	5183-6457	115,397	168,581	163,426	5,155
WELLS FARGO ADVISORS	5183-6457	322,513	325,304	278,890	46,414
WELLS FARGO ADVISORS	5183-6457	423,905	450,182	378,377	71,805
WELLS FARGO ADVISORS	5183-6457	39,599	39,599	47,481	(7,882)
WELLS FARGO ADVISORS - OPTIONS	5183-6457		1,279,372	1,534,913	(255,541)
		<u>2,943,562</u>	<u>4,383,209</u>	<u>4,465,947</u>	<u>(82,738)</u>
WELLS FARGO ADVISORS	6111-5549	18,476	18,476	18,898	(422)
WELLS FARGO ADVISORS	7818-8436	28,138	28,138	28,344	(206)
WELLS FARGO ADVISORS	7818-8436	28,783	28,783	28,879	(96)
		<u>56,921</u>	<u>56,921</u>	<u>57,223</u>	<u>(302)</u>
TOTALS		<u>18,453,276</u>	<u>20,151,950</u>	<u>19,668,391</u>	<u>483,559</u>
CAPITAL GAIN DISTRIBUTIONS:					
HILLIARD-LYONS					13,142
DUPREE TAXABLE MUNI BOND FD	112-61599				6,792
UBS FINANCIAL SERVICES	3P 00249 SB				13,239
WELLS FARGO ADVISORS	4494-8681				1,591
WELLS FARGO ADVISORS	5183-6457				3,103
WELLS FARGO ADVISORS	7818-8436				80
WELLS FARGO ADVISORS	2911-0791				220
WELLS FARGO ADVISORS	5210-2875				635
					<u>38,802</u>
TOTAL CAPITAL GAINS					<u>522,361</u>

DETAILS TO OTHER INVESTMENT INCOME FROM PASS-THROUGH ENTITIES
CARSON-MYRE CHARITABLE FOUNDATION
YEAR ENDED DECEMBER 31, 2012

NAME OF ENTITY PER SCHEDULE K-1	E.I.N. NUMBER	ORDINARY INCOME (LOSS)	INTEREST INCOME	DIVIDEND INCOME	SEC 1231 & CAPITAL GAINS	OTHER INCOME (LOSS)	OTHER PORTFOLIO INCOME	OTHER PORTFOLIO DEDUCTIONS	INVESTMENT INTEREST EXPENSES	OTHER DEDUCTIONS	TOTAL OTHER INVESTMENT INCOME (LOSS)	UNRELATED BUSINESS TAXABLE INCOME (LOSS) ORDINARY	UNRELATED BUSINESS TAXABLE INCOME CAPITAL GAIN
KINDER MORGAN ENERGY PARTNERS LP	76-0380342	(19,464)	194	101	790					(104)	(18,483)	(20,291)	0
POWERSHARES DB COMMODITY TRACKING FUND	32-6042243		195		6,723					(2,455)	4,463	0	0
ENBRIDGE ENERGY PARTNERS LP	39-1715850	(1,475)									(1,475)	(1,475)	0
CARLYLE ENERGY MEZZANINE ACCESS ASP FUND, LLC	45-4027954	0	4,722	2,183	302		(9,890)		(37)		(2,720)	0	0
LINN ENERGY LLC	65-1177591	2,529	23							(6,274)	(3,722)	(9,496)	0
BREITBURN ENERGY PARTNERS LP	74-3169953	2,438			(11)					(2,210)	217	(2,218)	0
UBS SELECT SERIES II, LLC	02-0798226	46	1,184	3,534	9,250	853	(18,866)		(532)	(2,286)	(4,817)	(1,281)	0
MANAGED FUTURES LEGEND ASP FD	27-1297915	(63,526)	25		(87,315)		7,247			(1,736)	(145,305)	(234)	108
ASGI AGILITY INCOME FD	27-3183379			9,386	3,005						12,391		
KKR FINANCIAL HOLDINGS LLC	11-3801844	328	12,493	626	2,892	416	429		(4,785)	(162)	12,237	9,961	1,968
APOLLO EUROPEAN CREDIT FUND LP	45-2853824		31,666		13,160	(6,183)	559	(20,322)	(6,065)	(20)	12,795	(214)	7,880
UBS RIALTO REAL ESTATE FUND LLC	45-0900078	(42,033)	45,393		160,460		(15,886)				147,934	0	0
O'CONNOR FUND OF FUNDS GLOBAL DIVERSIFIED STRATEGIES LLC	27-4854113	(384)	2,635	5,837	(3,844)	93,540	80	(37,028)	(38,481)	(588)	21,767	2,548	1,173
ENTERPRISE PRODUCTS PARTNERS LP	76-0568219	(6,495)	6	1	(88)						(6,576)	(6,495)	0

DETAILS TO OTHER INVESTMENT INCOME FROM PASS-THROUGH ENTITIES
CARSON-MYRE CHARITABLE FOUNDATION
YEAR ENDED DECEMBER 31, 2012

NAME OF ENTITY PER SCHEDULE K-1	E.I.N. NUMBER	ORDINARY INCOME (LOSS)	INTEREST INCOME	DIVIDEND INCOME	SEC 1231 & CAPITAL GAINS	OTHER INCOME (LOSS)	OTHER PORTFOLIO INCOME	OTHER PORTFOLIO DEDUCTIONS	INVESTMENT INTEREST EXPENSES	OTHER DEDUCTIONS	TOTAL OTHER INVESTMENT INCOME (LOSS)	UNRELATED BUSINESS TAXABLE INCOME (LOSS) ORDINARY	UNRELATED BUSINESS TAXABLE INCOME CAPITAL GAIN
CORBIN PINEHURST INSTITUTIONAL ASP FUND	27-0365825		11		4,985		4,150				9,146	0	0
AURORA DIVERSIFIED II ASP FUND	27-1656514		6				3,948				3,954	0	0
TEEKAY LNG PARTNERS LP	98-0454169	(3,026)	513	98	132	480			(366)	(14)	(2,183)	(3,026)	0
MESIROW INST MULTI-STRATEGY ASP FD	20-4095228		5		3,466		9,946	(12,281)			1,156	0	0
TOTALS		<u>(131,062)</u>	<u>99,071</u>	<u>21,766</u>	<u>113,927</u>	<u>89,106</u>	<u>26,359</u>	<u>(112,273)</u>	<u>(50,266)</u>	<u>(15,849)</u>	<u>40,779</u>	<u>(32,221)</u>	<u>11,129</u>
												Crosscheck addition	
												40,779	
												OK	