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

2012

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

Name of foundation CE&S Foundation		A Employer identification number 59-2466943
Number and street (or P O box number if mail is not delivered to street address) 101 S. 5th Street	Room/suite 1650	B Telephone number (see the instructions) (502) 583-0546
City or town Louisville	State ZIP code KY 40202	C 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 change		D 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 foundation		E 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 (from Part II, column (c), line 16) \$ 65,532,418.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) Modified Cash (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1,656.	1,656.		
4 Dividends and interest from securities	32,346.	32,346.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	3,556,466.			
b Gross sales price for all assets on line 6a	28,723,826.			
7 Capital gain net income (from Part IV, line 2)		3,556,466.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
Fund/K1 Income	1,108,385.	1,108,385.		
12 Total. Add lines 1 through 11	4,698,853.	4,698,853.		
13 Compensation of officers, directors, trustees, etc	141,450.	14,145.		127,305.
14 Other employee salaries and wages	195,972.	19,597.		176,375.
15 Pension plans, employee benefits	47,010.	4,701.		42,309.
16a Legal fees (attach schedule) L-16a Stmt	365.	36.		329.
b Accounting fees (attach sch) L-16b Stmt	27,019.	2,702.		24,317.
c Other prof fees (attach sch) L-16c Stmt	166,878.	154,728.		12,150.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	166,015.	2.		13.
19 Depreciation (attach sch) and depletion				
20 Occupancy	39,465.	3,947.		35,518.
21 Travel, conferences, and meetings	36,442.	3,644.		32,798.
22 Printing and publications	1,686.	169.		1,517.
23 Other expenses (attach schedule)				
Brokerage Fees - See Schedule	150.	150.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	822,452.	203,821.		452,631.
25 Contributions, gifts, grants paid	4,861,458.			2,949,505.
26 Total expenses and disbursements. Add lines 24 and 25	5,683,910.	203,821.		3,402,136.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-985,057.			
b Net investment income (if negative, enter -0-)		4,495,032.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	52,186.	18,799.	18,799.
	2 Savings and temporary cash investments	799,765.	2,387,362.	2,387,362.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	385.	385.	2,171,796.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	56,623,944.	55,173,793.	60,954,461.
	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)	57,476,280.	57,580,339.	65,532,418.
	17 Accounts payable and accrued expenses			
	18 Grants payable	1,796,954.	1,911,953.	
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	1,796,954.	1,911,953.	
	Foundations that follow SFAS 117, check here			
	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			
FUND BALANCES	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	55,679,326.	55,668,386.	
	30 Total net assets or fund balances (see instructions)	55,679,326.	55,668,386.	
	31 Total liabilities and net assets/fund balances (see instructions)	57,476,280.	57,580,339.	

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	55,679,326.
2	Enter amount from Part I, line 27a	2	-985,057.
3	Other increases not included in line 2 (itemize)	3	974,117.
4	Add lines 1, 2, and 3	4	55,668,386.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	55,668,386.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a Publically Traded Capital Gains Distribution S. T.	P	01/01/70	12/31/12
b Publically Traded Capital Gains Distribution L. T.	P	01/01/70	12/31/12
c Publically Traded Capital Gains Sales S. T.	P	01/01/70	12/31/12
d Publically Traded Capital Gains Sales L. T.	P	01/01/70	12/31/12
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 225,148.		0.	225,148.
b 676,208.		0.	676,208.
c 1,130,282.		1,080,732.	49,550.
d 26,692,188.		24,086,628.	2,605,560.
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			225,148.
b			676,208.
c			49,550.
d			2,605,560.
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	3,556,466.
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 (column (b) divided by column (c))
2011	3,747,471.	64,569,861.	0.058037
2010	3,883,028.	60,072,503.	0.064639
2009	3,921,375.	52,405,900.	0.074827
2008	3,394,911.	63,401,466.	0.053546
2007	5,720,268.	72,062,829.	0.079379

2 Total of line 1, column (d)	2	0.330428
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	0.066086
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	64,367,102.
5 Multiply line 4 by line 3	5	4,253,764.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	44,950.
7 Add lines 5 and 6	7	4,298,714.
8 Enter qualifying distributions from Part XII, line 4	8	3,402,136.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 89,901.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 89,901.
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 89,901.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 207,634.	
b Exempt foreign organizations — tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7 207,634.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 117,733.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 117,733. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		X
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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>See States Registered In</u>		
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

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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 <u>Bruce A. Maza</u> Telephone no. <u>(502) 583-0546</u> Located at <u>101 S. 5th St. St. 1650</u> <u>Louisville, KY</u> ZIP + 4 <u>40202</u>			
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 <u>15</u>			
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		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.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		X
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?		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?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)		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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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)?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?

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?

5b		
6b		X
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
David A. Jones 101 S. 5th St. St. 1650 Louisville, KY 40202	President 5.00	0.	0.	0.
David A. Jones, Jr. 101 S. 5th St. St. 1650 Louisville, KY 40202	Treasurer 5.00	0.	0.	0.
David Wessell 101 S. 5th St. St. 1650 Louisville, KY 40202	Asst. Treasurer 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.				
		141,450.	22,345.	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
Tessa P. McNair 101 S. 5th St. Suite 1650 Louisville KY 40202	Program Officer 40.00	118,847.	14,737.	0.
Kelly Middleton 101 S. 5th St. Suite 1650 Louisville KY 40202	Grants Mgr./Acct. Assoc 40.00	59,647.	0.	0.
None				

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

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	1 a	65,318,907.
b Average of monthly cash balances	1 b	28,405.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	65,347,312.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	65,347,312.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	980,210.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,367,102.
6 Minimum investment return. Enter 5% of line 5	6	3,218,355.

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	3,218,355.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	89,901.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	89,901.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,128,454.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,128,454.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,128,454.

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	1 a	3,402,136.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,402,136.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,402,136.

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				3,128,454.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,394,107.			
b From 2008	310,231.			
c From 2009	1,335,670.			
d From 2010	936,256.			
e From 2011	570,003.			
f Total of lines 3a through e	5,546,267.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 3,402,136.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				3,128,454.
e Remaining amount distributed out of corpus	273,682.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,819,949.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,394,107.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,425,842.			
10 Analysis of line 9:				
a Excess from 2008	310,231.			
b Excess from 2009	1,335,670.			
c Excess from 2010	936,256.			
d Excess from 2011	570,003.			
e Excess from 2012	273,682.			

BAA

Form 990-PF (2012)

N/A

- | | |
|----------------|--|
| 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:

- 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
- NONE

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:

Bruce A. Maza
101 S. 5th Street, St. 1650
Louisville KY 40202 (502) 583-0546

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

Application available from Foundation

- c Any submission deadlines:

None

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

None

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
<i>a Paid during the year</i> See Attached Schedule N/A N/A KY 40202		All Public Charities	Various Various Various	2,949,505.
Total			3 a	2,949,505.
<i>b Approved for future payment</i> See Attached Schedule N/A N/A KY 40202		All Public charities	Various	1,911,953.
Total			3 b	1,911,953.

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 (See instructions)
		(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 . . .			14	1,656.	
4	Dividends and interest from securities					
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			14	1,144,286.	
8	Gain or (loss) from sales of assets other than inventory . . .			18	3,556,466.	
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)				4,702,408.	
13	Total. Add line 12, columns (b), (d), and (e)				13	4,702,408

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

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise Tax - Estimate	166,000.	0.		0.
KY State Treas. - Annual Report	15.	2.		13.
Total	166,015.	2.		13.

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

KY - Kentucky

DE - Delaware

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☐ Business ☐ Bryan K. Johnson 101 S. 5th St. St. 1650 Louisville, KY 40202	Secretary 1.00	0.	0.	0.
Person ☐ Business ☐ Bruce A. Maza 101 S. 5th St. St. 1650 Louisville KY 40202	Executive 50.00	141,450.	22,345.	0.

Total

141,450. 22,345. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CT Corporation	Statutory Representati	365.			

Total

365.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Paychex, Inc/KY Treas</u>	<u>Payroll/Other</u>	<u>2,002.</u>			
<u>Accounting Services</u>	<u>General Accounting Ser</u>	<u>25,017.</u>			
Total		<u>27,019.</u>			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>BBR Partners</u>	<u>Investment Management</u>	<u>153,378.</u>	<u>153,378.</u>		
<u>James Doucette</u>	<u>Consultant</u>	<u>13,500.</u>	<u>1,350.</u>		<u>12,150.</u>
Total		<u>166,878.</u>	<u>154,728.</u>		<u>12,150.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Humana Incorporated</u>	<u>385.</u>	<u>2,171,796.</u>
Total	<u>385.</u>	<u>2,171,796.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>See Attached Schedule</u>	<u>55,173,793.</u>	<u>60,954,461.</u>
Total	<u>55,173,793.</u>	<u>60,954,461.</u>

Supporting Statement of:

Form 990-PF, p2/Part III, Line 3-1

Description	Amount
Current Yr. Future Grants	1,796,954.
Cost Adj./Unrealized Gain Partnerships	-822,837.
Total	<u>974,117.</u>

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
Jewish Community Day School Network	120 West 97th Street New York, New York 10025	cash	Conference Scholarship Support 2012	none	501(c)(3) 509(a)(2)	\$ 10,000
Teach Kentucky, Inc.	2205 Lowell Avenue Louisville, Kentucky 40205	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$ 30,000
Louisville Free Public Library Foundation, Inc.	301 York Street Louisville, Kentucky 40203	cash	Landmark Campaign	none	501(c)(3) 509(a)(1)	\$ 50,000
Louisville Olmsted Parks Conservancy, Inc.	1299 Trevilian Way P.O. Box 37280 Louisville, Kentucky 40233-7280	cash	Woodlands Restoration Campaign	none	501(c)(3) 509(a)(1)	\$ 10,000
Louisville Zoo Foundation, Inc.	1100 Trevilian Way Louisville, Kentucky 40213	cash	In Honor of Sandra Frazier Glacier Run Capital Campaign	none	501(c)(3) 509(a)(1)	\$ 5,000
Muhammad Ali Museum and Education	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	cash	Legacy Campaign	none	501(c)(3) 509(a)(1)	\$ 50,000
Louisville Zoo Foundation, Inc.	1100 Trevilian Way Louisville, Kentucky 40213	cash	In Honor of Sandra Frazier Glacier Run Capital Campaign	none	501(c)(3) 509(a)(1)	\$ 10,000
Louisville Nature Center, Inc.	3475 Illinois Avenue Louisville, Kentucky 40213	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$ 12,500
Girl Scouts of Kentuckiana, Inc.	P O Box 32335 Louisville, Kentucky 40232	cash	'Canoe Be A Leader?' Program	none	501(c)(3) 509(a)(1)	\$ 6,250
Navy-Marine Corps Relief Society	875 North Randolph Street Suite 225 Arlington, Virginia 22203	cash	Support Visiting Nurses Program	none	501(c)(3) 509(a)(1)	\$ 20,000
Navy-Marine Corps Relief Society	875 North Randolph Street Suite 225 Arlington, Virginia 22203	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 15,000
Marine Corps University Foundation, Inc.	P O Box 122 Quantico, Virginia 22134	cash	Emerald Express Symposium 2012	none	501(c)(3) 509(a)(1)	\$ 50,000
Center for Women and Families, Inc.	927 South 2nd Street P O Box 2048 Louisville, Kentucky 40203	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 20,000
Grantmakers for Education	720 S W. Washington Street, Suite 605 Portland, Oregon 97205	cash	2012 annual operating support	none	501(c)(3) 509(a)(2)	\$ 1,000

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
National Association for College Admissions Counseling, Inc.	1050 N Highland Street, Suite 400 Arlington, Virginia 22201	cash	<i>For Advertising in Business First - Louisville National College Fair</i>	none	501(c)(3) 509 (a)(2)	\$ 4,975
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	<i>The Madeline and Jerry Abramson Scholarship Program</i>	none	501(c)(3) 509 (a)(1)	\$ 5,000
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Suite 404 Washington, District of Columbia 20036	cash	<i>2012 Membership</i>	none	501(c)(3) 509 (a)(1)	\$ 1,725
National Association for College Admissions Counseling, Inc.	1050 N Highland Street, Suite 400 Arlington, Virginia 22201	cash	<i>Marketing for 2012 College Fair - WBKI/Courier-Journal</i>	none	501(c)(3) 509 (a)(2)	\$ 6,725
Halo Trust USA, Inc.	1730 Rhode Island Avenue NW Suite 403 Washington, District of	cash	<i>support of landmine clearance in Kosovo</i>	none	501(c)(3) 509 (a)(1)	\$ 10,000
National Center for Family Philanthropy, Inc.	1101 Connecticut Avenue, NW Suite 220 Washington, District of	cash	<i>general operating support</i>	none	501(c)(3) 509 (a)(1)	\$ 10,000
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	<i>a special project of Greater Louisville Project</i>	none	501(c)(3) 509 (a)(1)	\$ 1,135
Council on Foundations, Inc.	2121 Crystal Drive, Suite 700 P.O. Box 0021 Arlington, Virginia 22202-	cash	<i>2012 Membership Dues</i>	none	501(c)(3) 509 (a)(1)	\$ 6,880
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	<i>Fern Creek High School 'Unleashing Digital Storytelling'</i>	none	501(c)(3) 509 (a)(1)	\$ 10,000
Boys and Girls Clubs, Inc.	P O. Box 4989 Louisville, Kentucky 40204	cash	<i>general operating support</i>	none	501(c)(3) 509 (a)(1)	\$ 5,000
Care to Care, Inc.	P O. Box 35458 5803 Fern Valley Road Louisville, Kentucky 40228	cash	<i>2012 Annual Fund</i>	none	501(c)(3) 509 (a)(1)	\$ 2,000
University of the South	735 University Avenue Sewanee, Tennessee 37383	cash	<i>2012 Annual Fund</i>	none	501(c)(3) 509 (a)(1)	\$ 7,500
IAZON, Inc. A Jewish Response to Hunger	10495 Santa Monica Boulevard Suite 100 Los Angeles, California	cash	<i>2012 Annual Fund</i>	none	501(c)(3) 509 (a)(1)	\$ 5,000
Boys and Girls Clubs, Inc.	P O. Box 4989 Louisville, Kentucky 40204	cash	<i>Expansion Campaign</i>	none	501(c)(3) 509 (a)(1)	\$ 10,000

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
President & Fellows of Middlebury	121 A South Main Street Suite 300 Middlebury, Vermont 05753	cash	<i>Bread Loaf School of English - KY English teachers fellowship support</i>	none	501(c)(3) 509(a)(1)	\$ 29,000
Louisville Urban League	1535 West Broadway Louisville, Kentucky 40203	cash	<i>15,000 Degrees Initiative</i>	none	501(c)(3) 509(a)(1)	\$ 15,000
Music Maker Relief and Recording Foundation, Inc.	P.O. Box 1358 Hillsborough, North Carolina 27278	cash	<i>Challenge Grant for Annual Fund</i>	none	501(c)(3) 509(a)(1)	\$ 15,000
Greater Louisville Foundation, Inc.	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	cash	<i>Greater Louisville International Professionals Program</i>	none	501(c)(3) 509(a)(1)	\$ 20,000
President & Fellows of Middlebury	121 A South Main Street Suite 300 Middlebury, Vermont 05753	cash	<i>various designations</i>	none	501(c)(3) 509(a)(1)	\$ 25,000
American Red Cross	P.O. Box 1675 510 East Chestnut Street Louisville, Kentucky 40201	cash	<i>KY & IN Tornado Relief Response</i>	none	501(c)(3) 509(a)(1)	\$ 25,000
Regents of the University of Michigan	Office of Development 3003 South State Street Ann Arbor, Michigan 48109	cash	<i>MAP Program and two summer internships in the CIBER program</i>	none	501(c)(3) 509(a)(1)	\$ 17,000
University of Louisville Foundation, Inc.	University of Louisville 2301 South Third Street Louisville, Kentucky 40292	cash	<i>support to Simmons College of Kentucky</i>	none	501(c)(3) 509(a)(1)	\$ 150,000
The Leukemia and Lymphoma Society, Inc.	9 Erie Drive Suite 101 Natick, Massachusetts 01760	cash	<i>general operating support</i>	none	501(c)(3) 509(a)(1)	\$ 6,500
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	<i>The Artemis Fund</i>	none	501(c)(3) 509(a)(1)	\$ 1,000
Marine Corps Association Foundation	715 Broadway Street Quantico, Virginia 22134	cash	<i>Support Leftwich Award</i>	none	501(c)(3) 509(a)(1)	\$ 44,000
Cabbage Patch Settlement House, Inc.	1413 South 6th Street Louisville, Kentucky 40208	cash	<i>Room to Grow Capital Campaign</i>	none	501(c)(3) 509(a)(1)	\$ 40,000
Boys in Kentucky, Inc.	2205 Lowell Avenue Louisville, Kentucky 40205	cash	<i>Bulldogs in the Bluegrass</i>	none	501(c)(3) 509(a)(2)	\$ 10,000
Southeastern Council of Foundations, Inc.	50 Hurt Plaza, Suite 350 Atlanta, Georgia 30303	cash	<i>2012 Membership Dues</i>	none	501(c)(3) 509(a)(1)	\$ 5,500

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
CARE, Inc.	151 Ellis Street NE Atlanta, Georgia 30303	cash	East Africa Drought and Famine	none	501(c)(3) 509(a)(1)	\$ 25,000
Kentucky Science and Technology Council, Inc.	P.O. Box 1049 Lexington, Kentucky 40508- 1049	cash	2012 Louisville IdeaFestival	none	501(c)(3) 509(a)(1)	\$ 25,000
Yew Dell, Inc.	P.O. Box 1334 Crestwood, Kentucky 40014	cash	Horticultural Research Facility	none	501(c)(3) 509(a)(1)	\$ 25,000
Louisville Urban League	1535 West Broadway Louisville, Kentucky 40203	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$ 15,000
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Support of 2012-13 21st Century Sustainability Literacy Program	none	501(c)(3) 509(a)(1)	\$ 32,140
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Support 'Unleashing Digital Storytelling' project at Fern Creek Traditional High School	none	501(c)(3) 509(a)(1)	\$ 22,500
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 20,000
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 25,000
Yale University	Yale University 195 Prospect Street New Haven, Connecticut 06511	cash	Annual Fund, School of Forestry and Environment Studies	none	501(c)(3) 509(a)(1)	\$ 1,000
President & Fellows of Middlebury	121 A South Main Street Suite 300 Middlebury, Vermont 05753	cash	Special Projects	none	501(c)(3) 509(a)(1)	\$ 5,000
Girl Scouts of Kentuckiana, Inc.	P.O. Box 32335 Louisville, Kentucky 40232	cash	In honor of Joyce 'Pud' Seymour	none	501(c)(3) 509(a)(1)	\$ 10,000
Down Syndrome of Louisville, Inc.	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	cash	Capital Campaign	none	501(c)(3) 509(a)(2)	\$ 5,000
Yew Dell, Inc.	P.O. Box 1334 Crestwood, Kentucky 40014	cash	Horticultural Research Facility	none	501(c)(3) 509(a)(1)	\$ 15,000
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 10,000

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	<i>Response to Closing of Salvation Army Clubs</i>	none	501(c)(3) 509 (a)(1)	\$ 50,000
St. Francis High School, Inc.	233 West Broadway Louisville, Kentucky 40202	cash	<i>2012 Annual Fund</i>	none	501(c)(3) 509 (a)(1)	\$ 5,000
Center for NonProfit Excellence	ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	cash	<i>general operating expense</i>	none	501(c)(3) 509 (a)(1)	\$ 1,000
National Center for Family Philanthropy, Inc.	1101 Connecticut Avenue, NW Suite 220 Washington, District of	cash	<i>Reimbursement of expenses for meeting with President of Lilly Endowment</i>	none	501(c)(3) 509 (a)(1)	\$ 1,445
Shively Area Ministries, Inc.	4415 Dixie Highway Louisville, Kentucky 40216	cash	<i>National Catholic Development Conference, September 22-26, 2012</i>	none	501(c)(3) 509 (a)(1)	\$ 2,000
Filson Club	1310 South Third Street Louisville, Kentucky 40208	cash	<i>21st Century Parks Archive Project</i>	none	501(c)(3) 509 (a)(1)	\$ 1,500
Boys and Girls Clubs, Inc.	P O. Box 4989 Louisville, Kentucky 40204	cash	<i>general operating support</i>	none	501(c)(3) 509 (a)(1)	\$ 50,000
The Salvation Army	214-216 West Chestnut Street P.O. Box 2229 Louisville, Kentucky 40201	cash	<i>Old Male High School Renovation</i>	none	501(c)(3) 509 (a)(1)	\$ 100,000
Young Adult Development in Action	800 South Preston Street Louisville, Kentucky 40203	cash	<i>general operating support</i>	none	501(c)(3) 509 (a)(1)	\$ 25,000
Southeastern Council of Foundations, Inc.	50 Hurt Plaza, Suite 350 Atlanta, Georgia 30303	cash	<i>support for family foundation presentations at 2012 Annual Conference</i>	none	501(c)(3) 509 (a)(1)	\$ 2,000
Food Literacy Project @ Oxmoor Farm, Inc.	Oxmoor Farm 9001 Limehouse Lane Louisville, Kentucky 40222	cash	<i>General Operating Support</i>	none	501(c)(3) 509 (a)(1)	\$ 1,000
Kentucky School of Art, Inc.	845 South 3rd Street Louisville, KY 40203	cash	<i>support of attendance IU Fundraising School for M. Greenwell</i>	none	501(c)(3) 509 (a)(1)	\$ 2,000
Center for Interfaith Relations, Inc.	415 West Muhammad Ali Boulevard Louisville, Kentucky 40202	cash	<i>General Operating Support</i>	none	501(c)(3) 509 (a)(1)	\$ 5,000
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	<i>General Operating Support, 55,000 Dollars (previously named) Mayor's Education Roundtable</i>	none	501(c)(3) 509 (a)(1)	\$ 100,000

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	2012 Donors Forum	none	501(c)(3) 509 (a)(1)	\$ 600
AIDS Services Center Coalition, Inc.	810 Barret Avenue, Suite 305 Louisville, Kentucky 40204	cash	Louisville AIDS Walk 2012	none	501(c)(3) 509 (a)(1)	\$ 4,000
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Louisville Youth Philanthropy Council 2012	none	501(c)(3) 509 (a)(1)	\$ 5,000
The Aspen Institute, Inc.	One Dupont Circle Suite 700 Washington, District of Columbia 20036	cash	Society of Fellows	none	501(c)(3) 509 (a)(2)	\$ 10,000
Center for NonProfit Excellence	ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	cash	12th Annual Nonprofit Leadership Conference scholarships	none	501(c)(3) 509 (a)(1)	\$ 3,300
Big Brothers Big Sisters of Kentuckiana, Inc.	1519 Gardiner Lane, Suite B Louisville, KY	cash	support 'Project Connect'	none	501(c)(3) 509 (a)(1)	\$ 20,000
Women for Women, Inc.	323 West Broadway, Suite 502 Louisville, Kentucky 40202	cash	Challenge Grant for Annual Fund	none	501(c)(3) 509 (a)(1)	\$ 10,000
National Center for Family Philanthropy, Inc.	1101 Connecticut Avenue, NW Suite 220 Washington, District of Columbia	cash	Support October meeting of the Board of Directors	none	501(c)(3) 509 (a)(1)	\$ 750
Louisville Olmsted Parks Conservancy, Inc.	1299 Trevilian Way P.O. Box 37280 Louisville, Kentucky 40233-7280	cash	Support professional development	none	501(c)(3) 509 (a)(1)	\$ 2,500
Center for Interfaith Relations, Inc.	415 West Muhammad Ali Boulevard Louisville, Kentucky 40202	cash	general operating support	none	501(c)(3) 509 (a)(1)	\$ 5,000
City Parks Alliance, Inc.	National Association for Olmsted Parks 2121 Ward Court, NW, Fifth Floor	cash	General Operating Support	none	501(c)(3) 509 (a)(1)	\$ 10,000
The Aspen Institute, Inc.	One Dupont Circle Suite 700 Washington, District of Columbia 20036	cash	passes to 2013 Ideas Festival	none	501(c)(3) 509 (a)(2)	\$ 6,400
Jewish Community Day School Network	120 West 97th Street New York, New York 10025	cash	General Operating Support	none	501(c)(3) 509 (a)(2)	\$ 10,000
The Healing Place, Inc.	1020 West Market Street Louisville, Kentucky 40202	cash	general operating support	none	501(c)(3) 509 (a)(1)	\$ 1,800

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
University of Louisville Foundation, Inc.	University of Louisville 2301 South Third Street Louisville, Kentucky 40292	cash	<i>match challenge grant</i>	none	501(c)(3) 509(a)(1)	\$ 10,000
Music Maker Relief and Recording Foundation, Inc.	P.O. Box 1358 Hillsborough, North Carolina 27278	cash	<i>general operating support</i>	none	501(c)(3) 509(a)(1)	\$ 1,000
West End Preparatory School	3628 Virginia Avenue Louisville, Kentucky 40211	cash	<i>general operating support</i>	none	501(c)(3) 509(a)(1)	\$ 2,500
The Woodrow Wilson National Fellowship Foundation	5 Vaughn Drive, Suite 300 Princeton, New Jersey 08540-6313	cash	<i>Technical Assistance, Early College Program</i>	none	501(c)(3) 509(a)(1)	\$ 55,000
University of Louisville Foundation, Inc.	University of Louisville 2301 South Third Street Louisville, Kentucky 40292	cash	<i>for School of Business Annual Fund</i>	none	501(c)(3) 509(a)(1)	\$ 2,500
Church World Service, Inc.	28606 Phillips Street P. O. Box 968 Elkhart, Indiana 46515	cash	<i>Response to Hurricane Sandy</i>	none	501(c)(3) 509(a)(1)	\$ 25,000
Narren Wilson College, nc.	P.O. Box 9000 Asheville, North Carolina 28815	cash	<i>General Operating Support</i>	none	501(c)(3) 509(a)(1)	\$ 2,000
American Red Cross	P.O. Box 1675 510 East Chestnut Street Louisville, Kentucky 40201	cash	<i>in response to Hurricane Sandy</i>	none	501(c)(3) 509(a)(1)	\$ 25,000
Marine Toys for Tots Foundation	18251 Quantico Gateway Drive Triangle, Virginia 22172	cash	<i>general operating support</i>	none	501(c)(3) 509(a)(1)	\$ 15,000
Navy-Marine Corps Relief Society	875 North Randolph Street Suite 225 Arlington, Virginia 22203	cash	<i>general operating support</i>	none	501(c)(3) 509(a)(1)	\$ 15,000
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	cash	<i>Foreign Language Department</i>	none	501(c)(3) 509(a)(1)	\$ 70,000
Jefferson Community and Technical College Foundation, Inc.	109 East Broadway Louisville, Kentucky 40202	cash	<i>Capital Campaign</i>	none	501(c)(3) 509(a)(1)	\$ 10,000
Trinity High School Foundation, Inc.	4011 Shelbyville Road Louisville, Kentucky 40207	cash	<i>Annual Fund</i>	none	501(c)(3) 509(a)(1)	\$ 5,000
Metrol United Way, Inc.	334 East Broadway P. O. Box 4488 Louisville, Kentucky 40204	cash	<i>2011 Campaign</i>	none	501(c)(3) 509(a)(1)	\$ 225,000

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relation	Tax Status	Amount
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Capital Campaign Challenge	none	501(c)(3) 509(a)(1)	\$ 200,000
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Capital Campaign	none	501(c)(3) 509(a)(1)	\$ 300,000
Filson Club	1310 South Third Street Louisville, Kentucky 40208	cash	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	none	501(c)(3) 509(a)(1)	\$ 50,000
Kentucky Public Radio, Inc.	619 South Fourth Street Louisville, Kentucky 40202	cash	funding for Center for Investigative Reporting	none	501(c)(3) 509(a)(1)	\$ 190,000
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Greater Louisville Project	none	501(c)(3) 509(a)(1)	\$ 25,000
Wellspring, Inc.	P.O. Box 1927 Louisville, Kentucky 40201	cash	David Block Center Capital Campaign	none	501(c)(3) 509(a)(1)	\$ 5,000
Down Syndrome of Louisville, Inc.	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	cash	Capital Campaign	none	501(c)(3) 509(a)(2)	\$ 34,000
Louisville Central Community Center, Inc.	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	cash	Capital Campaign	none	501(c)(3) 509(a)(1)	\$ 20,000
National Association of Olmsted Parks	1111 16th Street, NW Suite 310 Washington, DC 20036	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 25,000
Western New York Public Broadcasting Association	140 Lower Terrace Buffalo, New York 14202	cash	Frederick Law Olmsted documentary	none	501(c)(3) 509(a)(1)	\$ 25,000
I.B. Speed Art Museum	2035 South Third Street Louisville, Kentucky 40208	cash	support of capital campaign	none	501(c)(3) 509(a)(1)	\$ 50,000
Music Maker Relief and Recording Foundation, Inc.	P.O. Box 1358 Hillsborough, North Carolina 27278	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 5,500
Evangelical Lutheran Church in America	P.O. Box 4881 Louisville, Kentucky 40204	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 6,500
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	general operating support	none	501(c)(3) 509(a)(1)	\$ 5,000

THE C.E. AND S. FOUNDATION 2012

Payee Name	Payee Address	Description of		Request Project Title	Relation	Tax	Amount
		Contributed	Status				
Center for Women and Families, Inc.	927 South 2nd Street P. O. Box 2048 Louisville, Kentucky 40203	cash		to support downtown Louisville facility	none	501(c)(3) 509 (a)(1)	\$ 15,000
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash		to mark the completion of The Parklands of Floyd's Fork Campaign	none	501(c)(3) 509 (a)(1)	\$ 10,000
Dare to Care, Inc.	P. O. Box 35458 5803 Fern Valley Road Louisville, Kentucky 40228	cash		to support kids cafe food distribution program	none	501(c)(3) 509 (a)(1)	\$ 20,000
St. Vincent De Paul Society Council of Louisville	1015-C South Preston Street Louisville, Kentucky 40203	cash		to support Roberts Hall facility	none	501(c)(3) 509 (a)(1)	\$ 15,000
St. John Center, Inc.	KY	cash		to support day shelter and social/recovery services	none	501(c)(3) 509 (a)(1)	\$ 10,000
Wayside Christian Mission	432 East Jefferson Street P.O. Box 7249 Louisville, Kentucky 40257	cash		support women's emergency shelter, Safe Haven, and day program	none	501(c)(3) 509 (a)(1)	\$ 10,000
Volunteers of America, nc.	933 Goss Avenue Louisville, Kentucky 40217	cash		to support the family emergency shelter - Preston Street	none	501(c)(3) 509 (a)(1)	\$ 10,000
Young Adult Development in Action	800 South Preston Street Louisville, Kentucky 40203	cash		ADA compliant side door project	none	501(c)(3) 509 (a)(1)	\$ 880
Summerbridge Louisville, Inc.	4100 Springdale Road Louisville, Kentucky 40241	cash		general operating support	none	501(c)(3) 509 (a)(1)	\$ 5,000
							\$ 2,949,505

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<u>Payee Name</u>	<u>Payee Address</u>	<u>Request Project Title</u>	<u>Amount</u>	<u>Check #</u>	<u>ID</u>	<u>remaining</u>	<u>paid as of 12/31/2012</u>	<u>Status/Date</u>
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	1313	\$ 300,000.00	\$ 1,200,000.00	Paid Scheduled: 10/1/2009 Paid: 12/8/2009
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	1313			Paid Scheduled: 12/1/2010 Paid: 12/9/2010
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	1313			Paid Scheduled: 12/1/2011 Paid: 11/21/2011
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	1313			Paid Scheduled: 12/1/2012 Paid: 12/6/2012
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	1313	1313			Scheduled Scheduled: 12/1/2013
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	1375	\$ 200,000.00	\$ 800,000.00	Paid Scheduled: 10/1/2009 Paid: 12/8/2009
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	1375			Paid Scheduled: 12/1/2010 Paid: 12/9/2010
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	1375			Paid Scheduled: 12/1/2011 Paid: 11/21/2011
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	1375			Paid Scheduled: 12/1/2012 Paid: 12/6/2012
21st Century Parks, Inc	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	1375	1375			Scheduled Scheduled: 12/1/2013
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	896.01	\$ 140,000.00	\$ 210,000.00	Paid Scheduled: 10/31/2010 Paid: 12/20/2010
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	896.01			Paid Scheduled: 10/31/2011 Paid 11/21/2011
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	896.01			Paid Scheduled: 10/31/2012 Paid 11/28/2012
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	896.01			Scheduled Scheduled: 10/31/2013
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	896.01	896.01			Scheduled Scheduled: 10/31/2014
Boys and Girls Clubs of Kentuckiana	P.O. Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	\$50,000.00	1947	1947	\$ 150,000.00	\$ 100,000.00	Paid Scheduled: 11/21/2011 Paid: 11/21/2011

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Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	\$50,000 00	1947	1947	Paid Scheduled: 1/13/2012 Paid: 6/22/2012
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	\$50,000 00	1947	1947	Paid Scheduled: 1/30/2013 Paid: 2/21/2013
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	\$50,000 00	1947	1947	Scheduled Scheduled: 1/30/2014
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	\$50,000 00	1947	1947	Scheduled Scheduled: 1/30/2015
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	general operating support	\$20,000 00	1988	1988	Paid Scheduled: 1/4/2012 Paid: 6/15/2012
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	general operating support	\$25,000 00	1988	1988	Paid Scheduled: 1/4/2013 Paid: 6/15/2012
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	general operating support	\$25,000 00	1988	1988	Paid Scheduled: 6/1/2013 Paid: 5/31/2013
Boys and Girls Clubs of Kentuckiana	P O Box 4989 Louisville, Kentucky 40204	general operating support	\$25,000 00	1988	1988	Scheduled Scheduled: 6/1/2014
Cabbage Patch Settlement House, Inc	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000 00	1207	1207	Paid Scheduled: 3/5/2008 Paid: 3/5/2008
Cabbage Patch Settlement House, Inc	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000 00	1207	1207	Paid Scheduled: 3/1/2009 Paid: 3/5/2009
Cabbage Patch Settlement House, Inc	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000 00	1207	1207	Paid Scheduled: 3/1/2010 Paid: 4/5/2010
Cabbage Patch Settlement House, Inc	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000 00	1207	1207	Paid Scheduled: 3/1/2011 Paid: 4/14/2011
Cabbage Patch Settlement House, Inc	1413 South 6th Street Louisville, Kentucky 40208	Room to Grow Capital Campaign	\$40,000 00	1207	1207	Paid Scheduled: 3/1/2012 Paid: 6/1/2012
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$100,000 00	1454	1454	Paid Scheduled: 12/8/2009 Paid: 12/21/2009
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$100,000 00	1454	1454	Paid Scheduled: 12/1/2010 Paid: 12/9/2010
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$33,000 00	1454	1454	Paid Scheduled: 6/1/2011 Paid: 6/23/2011
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$33,000 00	1454	1454	Paid Scheduled: 12/1/2012 Paid: 6/23/2011
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$34,000 00	1454	1454	Paid Scheduled: 12/1/2012 Paid: 12/11/2012
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$5,000 00	1561	1561	Paid Scheduled: 6/30/2010 Paid: 7/1/2010
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$5,000 00	1561	1561	Paid Scheduled: 6/1/2011 Paid: 7/7/2011

CE and S Foundation Projected Payments - 2013 and forward

Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$5,000.00	1561	Paid Scheduled 6/1/2012 Paid 6/15/2012
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$5,000.00	1561	Paid Scheduled 6/1/2013 Paid 6/7/2013
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	\$5,000.00	1561	Scheduled Scheduled 6/1/2014
Girl Scouts of Kentuckiana	P O Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	Paid Scheduled 6/13/2012 Paid 6/15/2012
Girl Scouts of Kentuckiana	P O Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	Paid Scheduled 6/13/2013 Paid 6/7/2013
Girl Scouts of Kentuckiana	P O Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	Scheduled Scheduled 6/13/2014
Girl Scouts of Kentuckiana	P O Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	Scheduled Scheduled 6/13/2015
Girl Scouts of Kentuckiana	P O Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	Scheduled Scheduled 6/13/2016
Greater Louisville Foundation	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	Greater Louisville International Professionals Program	\$20,000.00	2016	Paid Scheduled 3/7/2012 Paid 3/7/2012
Greater Louisville Foundation	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	Greater Louisville International Professionals Program	\$20,000.00	2016	Paid Scheduled 1/1/2013 Paid 3/6/2013
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$42,533.50	1512	Paid Scheduled 5/27/2010 Paid 9/14/2010
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$40,013.50	1512	Paid Scheduled 6/1/2011 Paid 8/4/2011
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$38,043.50	1512	Paid Scheduled 6/1/2012 Paid 3/14/2013
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$31,830.50	1512	Contingent Scheduled 6/1/2013
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$27,079.00	1512	Contingent Scheduled 6/1/2014
Louisville Central Community Centers, Inc	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	Paid Scheduled 12/12/2008 Paid 12/15/2008
Louisville Central Community Centers, Inc	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	Paid Scheduled 12/11/2009 Paid 11/25/2009
Louisville Central Community Centers, Inc	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	Paid Scheduled 12/13/2010 Paid 12/9/2010
Louisville Central Community Centers, Inc	1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	Paid Scheduled 12/12/2011 Paid 11/21/2011

CE and S Foundation Projected Payments - 2013 and forward

Louisville Central Community Centers, 1300 W Muhammad Ali Blvd Inc Louisville, Kentucky 40203	Capital Campaign	\$20,000.00	1342	Paid Scheduled: 12/12/2012 Paid 12/11/2012
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$92,000.00	1508	Paid Scheduled: 5/31/2010 Paid 6/1/2010
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$50,000.00	1508	Paid Scheduled: 5/31/2010 Paid 6/1/2010
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$50,000.00	1508	Paid Scheduled: 5/31/2010 Paid 6/1/2010
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$50,000.00	1508	Paid Scheduled: 1/1/2011 Paid 2/24/2011
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Landmark Campaign	\$50,000.00	1508	Paid Scheduled: 1/1/2012 Paid 1/5/2012
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Southwest Regional Library	\$250,000.00	2053	Paid Scheduled: 2/28/2013 Paid 7/10/2013
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Southwest Regional Library	\$250,000.00	2053	Paid Scheduled: 2/27/2013 Paid 7/10/2013
Louisville Nature Center, Inc 3475 Illinois Avenue Louisville, Kentucky 40213	General Operating Support	\$12,500.00	1368	Paid Scheduled: 2/10/2009 Paid 2/12/2009
Louisville Nature Center, Inc 3475 Illinois Avenue Louisville, Kentucky 40213	General Operating Support	\$12,500.00	1368	Paid Scheduled: 2/10/2010 Paid 2/23/2010
Louisville Nature Center, Inc 3475 Illinois Avenue Louisville, Kentucky 40213	General Operating Support	\$12,500.00	1368	Paid Scheduled: 2/10/2011 Paid 1/7/2011
Louisville Nature Center, Inc 3475 Illinois Avenue Louisville, Kentucky 40213	General Operating Support	\$12,500.00	1368	Paid Scheduled: 2/10/2012 Paid 1/5/2012
Louisville Olmsted Parks Conservancy, Inc P O Box 37280 Louisville, Kentucky 40233-7280	Woodlands Restoration Campaign	\$10,000.00	1453	Paid Scheduled: 1/1/2010 Paid 2/23/2010
Louisville Olmsted Parks Conservancy, Inc P O Box 37280 Louisville, Kentucky 40233-7280	Woodlands Restoration Campaign	\$10,000.00	1453	Paid Scheduled: 1/1/2011 Paid 2/16/2011
Louisville Olmsted Parks Conservancy, Inc P O Box 37280 Louisville, Kentucky 40233-7280	Woodlands Restoration Campaign	\$10,000.00	1453	Paid Scheduled: 1/2/2012 Paid 1/5/2012
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	Paid Scheduled: 1/1/2011 Paid 2/16/2011
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	Paid Scheduled: 1/2/2012 Paid 1/5/2012
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	Paid Scheduled: 1/1/2013 Paid 1/9/2013
Louisville Zoo 1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	Paid Scheduled: 1/1/2014 Scheduled

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Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572		Scheduled Scheduled: 1/1/2015 Paid
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	1572.01	\$ 15,000.00 \$	Scheduled 1/13/2011 Paid: 2/16/2011 Paid
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	1572.01		Scheduled 1/10/2012 Paid: 1/5/2012 Paid
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	1572.01		Scheduled 1/7/2013 Paid: 1/9/2013 Paid
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	1572.01		Scheduled Scheduled 1/3/2014 Paid
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	1572.01		Scheduled Scheduled 12/31/2015 Paid
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	1940	\$ 100,000.00 \$	Scheduled 11/21/2011 Paid: 11/21/2011 Paid
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	1940		Scheduled 1/2/2012 Paid: 1/5/2012 Paid
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	1940		Scheduled 1/2/2013 Paid: 1/9/2013 Paid
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	1940		Scheduled Scheduled 1/2/2014 Paid
RAVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496	\$ 10,000.00 \$	Scheduled 12/28/2009 Paid: 12/29/2009 Paid
RAVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496		Scheduled 12/28/2010 Paid: 2/28/2011 Paid
RAVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496		Scheduled 12/28/2011 Paid: 12/15/2011 Paid
RAVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496		Scheduled 12/28/2012 Paid: 11/7/2012 Paid
RAVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	1496		Scheduled Scheduled 12/27/2013 Paid
Salvation Army	214-216 West Chestnut Street P O Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181	\$ - \$	Scheduled 1/21/2008 Paid: 1/21/2008 Paid
Salvation Army	214-216 West Chestnut Street P O Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181		Scheduled 9/16/2009 Paid: 6/16/2011 Paid
Salvation Army	214-216 West Chestnut Street P O Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181		Scheduled 1/21/2010 Paid: 6/16/2011 Paid

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Salvation Army	214-216 West Chestnut Street P O Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181					Paid Scheduled: 12/1/2011 Paid: 6/16/2011
Salvation Army	214-216 West Chestnut Street P O Box 2229 Louisville, Kentucky 40201	Old Male High School Renovation	\$100,000.00	1181					Paid Scheduled: 12/1/2012 Paid: 7/12/2012
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	General Operating Support, 55,000 Degrass (previously named) Mayor's Education Roundtable	\$100,000.00	1571	\$				Paid Scheduled: 9/7/2010 Paid: 12/20/2010
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	General Operating Support, 55,000 Degrass (previously named) Mayor's Education Roundtable	\$100,000.00	1571					Paid Scheduled: 9/7/2011 Paid: 11/21/2011
The Community Foundation of Louisville	325 West Main Street Suite 1110 Louisville, Kentucky 40202	General Operating Support, 55,000 Degrass (previously named) Mayor's Education Roundtable	\$100,000.00	1571					Paid Scheduled: 9/7/2012 Paid: 9/5/2012
The Filson Historical Society	1310 South Third Street Louisville, Kentucky 40208	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	\$50,000.00	2019	\$	200,000.00	\$	50,000.00	Paid Scheduled: 12/1/2012 Paid: 12/6/2012
The Filson Historical Society	1310 South Third Street Louisville, Kentucky 40208	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	\$50,000.00	2019					Paid Scheduled: 9/24/2013 Paid: 10/16/2013
The Filson Historical Society	1310 South Third Street Louisville, Kentucky 40208	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	\$50,000.00	2019					Scheduled Scheduled: 9/24/2014
The Filson Historical Society	1310 South Third Street Louisville, Kentucky 40208	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	\$50,000.00	2019					Scheduled Scheduled: 9/24/2015
The Filson Historical Society	1310 South Third Street Louisville, Kentucky 40208	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	\$50,000.00	2019					Scheduled Scheduled: 9/24/2016
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321	\$			25,000.00	Paid Scheduled: 12/1/2008 Paid: 12/3/2008
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2008 Paid: 12/3/2008
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2009 Paid: 11/25/2009
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2009 Paid: 11/25/2009
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2010 Paid: 12/9/2010
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2010 Paid: 12/9/2010
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2011 Paid: 12/2/2011
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2011 Paid: 12/2/2011
Wellspring	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500.00	1321					Paid Scheduled: 12/1/2012 Paid: 12/2/2012

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Wellsping	P O Box 1927 Louisville, Kentucky 40201	David Block Center Capital Campaign	\$2,500 00	1321	Paid Scheduled: 12/1/2012 Paid: 12/12/2012
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000 00	1934	Paid Scheduled: 10/3/2011 Paid: 10/5/2011
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000 00	1934	Paid Scheduled: 10/3/2011 Paid: 10/5/2011
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500.00	1934	Paid Scheduled: 10/3/2011 Paid: 10/5/2011
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500.00	1934	Paid Scheduled: 10/3/2011 Paid: 10/5/2011
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000 00	1934	Paid Scheduled: 7/1/2012 Paid: 7/11/2012
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000.00	1934	Paid Scheduled: 7/1/2012 Paid: 7/11/2012
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500.00	1934	Paid Scheduled: 7/1/2012 Paid: 7/11/2012
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500.00	1934	Paid Scheduled: 7/1/2012 Paid: 7/11/2012
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000.00	1934	Paid Scheduled: 7/1/2013 Paid: 9/11/2013
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000.00	1934	Paid Scheduled: 7/1/2013 Paid: 9/11/2013
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500 00	1934	Paid Scheduled: 7/1/2013 Paid: 9/11/2013
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500 00	1934	Paid Scheduled: 7/1/2013 Paid: 9/11/2013
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500 00	1934	Paid Scheduled: 7/1/2014 Paid: 7/11/2014
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500.00	1934	Paid Scheduled: 7/1/2014 Paid: 7/11/2014
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000 00	1934	Paid Scheduled: 7/1/2014 Paid: 7/11/2014
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000.00	1934	Paid Scheduled: 7/1/2014 Paid: 7/11/2014
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000.00	1934	Paid Scheduled: 7/1/2015 Paid: 7/11/2015
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500.00	1934	Paid Scheduled: 7/1/2015 Paid: 7/11/2015
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$10,000 00	1934	Paid Scheduled: 7/1/2015 Paid: 7/11/2015
YouthBuild Louisville	800 South Preston Street Louisville, Kentucky 40203	general operating support	\$2,500 00	1934	Paid Scheduled: 7/1/2015 Paid: 7/11/2015
				\$	\$ 1,911,953 00 \$ 4,574,547 00

Portfolio Detail

C.E. & S. Foundation, Inc.
Account jonefst
December 31, 2012

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
Stable Returning/Lower Risk						
Cash & Equivalents						
<i>Cash & Money Markets</i>						
Merrill Lynch - Funding Account			1,193,727.11		1,193,727.11	0.00
Money Market Fund / Cash	1,185,499.41	1.00	1,185,499.41	1.00	1,185,499.41	0.00
Dividends Ex Not Paid	8,227.70	1.00	8,227.70	1.00	8,227.70	0.00
Schwab - Funding Account			852,999.27		852,999.27	0.00
Money Market Fund / Cash	764,675.35	1.00	764,675.35	1.00	764,675.35	0.00
Dividends Ex Not Paid	88,323.92	1.00	88,323.92	1.00	88,323.92	0.00
Investment Grade Fixed Income						
<i>Taxable Fixed Income</i>						
Richmond Capital Management, Inc.			8,094,079.43		8,094,908.15	-62,399.77
Money Market Fund / Cash	340,635.75	1.00	340,635.75	1.00	340,635.75	0.00
Aflac Inc 8 500% Due 05-15-19	50,000.00	134.74	67,370.50	135.44	67,722.35	351.85
Altra Group Inc 9 250% Due 08-06-19	50,000.00	141.99	70,994.00	138.99	69,492.55	-1,501.45
American Express Cr Corp Mtnbe 7 300% Due 08-20-13	125,000.00	105.78	132,221.25	104.25	130,311.88	-1,909.38
Anheuser Busch Cos Inc 6.750% Due 12-15-27	25,000.00	136.54	34,135.50	136.14	34,035.60	-99.90
Becton Dickinson & Co 6 000% Due 05-15-39	25,000.00	131.35	32,838.00	133.33	33,333.63	495.63
Bellsouth Telecom 6.375% Due 06-01-28	40,000.00	119.57	47,828.20	119.89	47,957.88	129.68
Berkshire Hathaway Fin Corp 4 250% Due 01-15-21	75,000.00	115.13	86,347.50	113.60	85,196.40	-1,151.10
Bestfoods Mtn Be 6 625% Due 04-15-28	23,000.00	142.65	32,810.01	137.56	31,638.52	-1,171.49
Bristol Myers Squibb Co 6 800% Due 11-15-26	40,000.00	143.75	57,500.20	141.27	56,509.36	-990.84
CS First Boston Mortgage Securities Corp 5.230% Due 12-15-40	134,481.86	110.72	148,894.28	110.15	148,137.69	-756.59
Capital One Finl Corp 7.375% Due 05-23-14	100,000.00	110.28	110,276.00	108.77	108,766.70	-1,509.30
Caterpillar Inc Del 7.900% Due 12-15-18	75,000.00	136.86	102,646.50	135.79	101,845.05	-801.45
Citibank Credit Card Issuance Trust 4 750% Due 12-10-15	150,000.00	104.81	157,210.19	103.61	155,419.80	-1,790.39
Citigroup Inc 5 125% Due 05-05-14	64,000.00	106.01	67,849.24	105.32	67,406.40	-442.84
Citigroup Inc 5.500% Due 04-11-13	85,000.00	102.28	86,934.30	101.13	85,957.61	-976.69
Clorox Co Del 5.950% Due 10-15-17	65,000.00	120.55	78,358.85	118.31	76,902.09	-1,456.77
Comcast Corp New 5 875% Due 02-15-18	20,000.00	122.05	24,409.60	120.36	24,072.10	-337.50
Conoco Inc 6.950% Due 04-15-29	12,000.00	143.49	17,218.20	138.98	16,677.36	-540.84
Deere & Co. 8 100% Due 05-15-30	30,000.00	154.20	46,261.20	151.74	45,522.48	-738.72
Devon Energy Corp New 6 300% Due 01-15-19	75,000.00	126.37	94,776.75	123.61	92,706.68	-2,070.08
Dover Corp 6 600% Due 03-15-38	25,000.00	144.52	36,131.00	141.79	35,446.33	-684.68
Du Pont E I De Nemours & Co 4 750% Due 03-15-15	149,000.00	109.97	163,856.89	108.76	162,048.97	-1,807.92

Portfolio Detail

C.E. & S. Foundation, Inc.
Account jonefst
December 31, 2012

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
Duke Energy Carolinas Lic 7 000% Due 11-15-18	50,000.00	131.90	65,949.50	131.00	65,502.40	-447.10
Emerson Elec Co 5 375% Due 10-15-17	75,000.00	120.43	90,324.75	118.31	88,730.10	-1,594.65
Eog Res Inc 6.125% Due 10-01-13	100,000.00	105.55	105,546.00	104.16	104,164.60	-1,381.40
FHLMC Multifamily Structured Pass Through Certificates 3 974% Due 01-25-21	160,000.00	115.88	185,415.00	116.24	185,978.24	563.24
FHLMC PC Gold Cash 30 3 500% Due 04-01-42	112,494.16	107.64	121,086.46	106.37	119,654.86	-1,431.60
FHLMC PC Gold Comb 30 5 500% Due 03-01-39	159,029.58	109.20	173,654.21	107.87	171,537.57	-2,116.64
FHLMC PC Gold Pc 30yr 3 500% Due 11-01-42	99,856.90	106.87	106,721.44	106.37	106,213.19	-508.25
FHLMC Pc Gold Pc 30yr 4 000% Due 12-01-41	89,834.21	109.22	98,116.26	107.03	96,153.42	-1,962.84
FNMA Pass-Thru Lng 30 Year 3 500% Due 06-01-42	194,156.94	106.76	207,277.37	106.61	206,987.02	-290.34
FNMA Pass-Thru Lng 30 Year 4.500% Due 01-01-42	76,838.68	109.02	83,769.11	110.93	85,237.15	1,468.04
FNMA Pass-Thru Lng 30 Year 4 500% Due 09-01-39	343,961.49	109.94	378,156.84	110.62	380,479.88	2,323.04
FNMA Pass-Thru Lng 30 Year 5 000% Due 10-01-35	74,131.05	109.27	81,001.80	109.11	80,882.76	-119.04
FNMA Pass-Thru Long 30 Year 5 000% Due 09-01-35	176,710.95	109.66	193,788.40	109.17	192,915.87	-872.53
FNMA Pass-Thru Long 30 Year 6 000% Due 03-01-37	130,550.32	110.92	144,802.06	109.70	143,215.01	-1,587.05
Fannie Mae Pool 5.000% Due 02-01-36	156,363.95	109.66	171,476.47	108.98	170,409.81	-1,066.66
Fhlmc Pc Gold Comb 30 4 000% Due 04-01-41	163,487.32	109.26	178,624.50	106.75	174,527.62	-4,096.88
Fhlmc Pc Gold Pc 30yr 4 000% Due 05-01-41	102,531.27	107.73	110,451.95	106.75	109,455.21	-996.74
Fhlmc Remic Series K-0 20201225 Fit 4 186% Due 12-25-20	66,000.00	117.24	77,379.34	115.68	76,347.15	-1,032.19
Fnma Pass-Thru Lng 30 Year 4 500% Due 02-01-41	141,255.38	108.89	153,806.27	108.27	152,936.63	-869.64
Fnma Pass-Thru Lng 30 Year 5 500% Due 08-01-37	113,905.14	109.89	125,166.27	108.76	123,879.70	-1,286.58
Fpl Group Cap Inc 2.550% Due 11-15-13	80,000.00	101.91	81,529.40	101.56	81,251.20	-278.20
General Elec Cap Corp Mtn Be 2.100% Due 01-07-14	80,000.00	101.87	81,499.80	101.69	81,350.88	-148.92
General Elec Cap Corp Mtn Be 6 750% Due 03-15-32	36,000.00	131.41	47,306.40	129.58	46,649.45	-656.95
Goldman Sachs Grp Inc Mtn Be 6 000% Due 06-15-20	70,000.00	117.36	82,153.00	118.57	82,996.76	843.76
Halliburton Co 6.700% Due 09-15-38	25,000.00	142.47	35,618.50	139.20	34,800.23	-818.28
Honeywell Intl Inc 5 300% Due 03-15-17	100,000.00	119.23	119,226.00	117.45	117,446.80	-1,779.20
IBM Corp 7 000% Due 10-30-25	40,000.00	146.91	58,763.00	144.15	57,660.40	-1,102.60

Portfolio Detail

C.E. & S. Foundation, Inc.
Account_jonefst
December 31, 2012

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
JP Morgan Chase Commercial Mortgage Securities Corp 5.372% Due 12-15-44	150,000.00	112.76	169,140.00	113.50	170,254.35	1,114.35
Jpmorgan Chase & Co 6.300% Due 04-23-19	75,000.00	123.96	92,970.75	123.08	92,307.15	-663.60
Kellogg Co 7.450% Due 04-01-31	20,000.00	140.14	28,027.20	137.62	27,524.30	-502.90
Keybank Natl Assn Cleveland 4.950% Due 09-15-15	150,000.00	109.98	164,967.00	108.65	162,975.30	-1,991.70
LB UBS Commercial Mortgage Trust 2006-C1 A4 5.156% Due 01-15-16	160,000.00	112.61	180,183.75	112.10	179,359.04	-824.71
LB-UBS Commercial Mortgage Trust 5.124% Due 11-15-32	175,000.00	103.51	181,146.84	102.06	178,612.53	-2,534.32
Lilly Eli & Co 5.500% Due 03-15-27	40,000.00	129.47	51,786.60	126.45	50,578.24	-1,208.36
Lincoln Natl Corp Ind 8.750% Due 07-01-19	50,000.00	131.36	65,677.50	133.41	66,704.65	1,027.15
Lockheed Martin Corp 3.350% Due 09-15-21	55,000.00	105.96	58,278.15	105.87	58,228.01	-50.15
McDonalds Corp Med Term Nt Be 5.350% Due 03-01-18	90,000.00	122.47	110,222.70	120.74	108,666.99	-1,555.71
Merrill Lynch Co Inc Mtn Be 6.400% Due 08-28-17	34,000.00	117.58	39,978.60	117.92	40,091.85	113.25
MetLife Inc 7.717% Due 02-15-19	75,000.00	130.96	98,217.00	130.66	97,995.75	-221.25
Morgan Stanley 6.000% Due 04-28-15	90,000.00	109.15	98,238.30	108.64	97,772.49	-465.81
Ohio Pwr Co 5.375% Due 10-01-21	64,000.00	122.75	78,560.28	121.13	77,526.08	-1,034.20
Parker-Hannifin Corp Mtns Be 6.250% Due 05-15-38	25,000.00	138.52	34,629.25	137.18	34,293.83	-335.43
Pepsi Bottling Group Inc 7.000% Due 03-01-29	25,000.00	145.60	36,399.75	143.33	35,833.33	-566.43
Pfizer Inc 7.200% Due 03-15-39	15,000.00	156.90	23,535.00	152.24	22,836.44	-698.57
Pnc Funding Corp 6.700% Due 06-10-19	60,000.00	128.61	77,165.40	127.54	76,526.64	-638.76
Progressive Corp Ohio 6.625% Due 03-01-29	35,000.00	129.04	45,165.00	128.33	44,915.96	-249.05
Sysco Corp 6.500% Due 08-01-28	35,000.00	132.84	46,495.35	133.02	46,557.81	62.46
Thermo Fisher Scientific Inc 3.600% Due 08-15-21	50,000.00	107.54	53,767.50	106.08	53,041.60	-725.90
Time Warner Companies Inc 6.625% Due 05-15-29	20,000.00	128.25	25,650.80	125.85	25,170.08	-480.72
U S Treasury Bds Book Entry Dtd 02/15/97 6.625% Due 02-15-27	180,000.00	153.64	276,559.77	153.56	276,412.50	-147.27
United Parcel Service Inc 6.200% Due 01-15-38	25,000.00	140.49	35,121.25	133.76	33,440.63	-1,680.63
United States Treas Bonds 4.750% Due 02-15-37	55,000.00	136.43	75,038.63	135.97	74,782.84	-255.79
Verizon Global Fdg Corp 7.750% Due 12-01-30	35,000.00	150.01	52,502.40	146.26	51,191.91	-1,310.49
Virginia Elec & Pwr Co 8.875% Due 11-15-38	25,000.00	173.88	43,469.75	170.00	42,499.58	-970.18
WBCMT 2004 - C10 4.748% Due 02-15-41	148,245.43	104.52	154,942.99	103.26	153,077.49	-1,865.50
Wachovia Corp Global Mtn 5.700% Due 08-01-13	160,000.00	103.59	165,741.40	102.89	164,619.52	-1,121.88
Wisconsin Pwr & Lt Co 6.375% Due 08-15-37	25,000.00	141.75	35,437.50	137.50	34,374.55	-1,062.95
Xto Energy Inc 6.500% Due 12-15-18	75,000.00	131.93	98,949.00	131.20	98,401.20	-547.80
Accrued Interest					65,228.49	

Portfolio Detail

C.E. & S. Foundation, Inc.
Account jonefst
December 31, 2012

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
Dodge & Cox Income Fund	328,420.91	12.51	4,108,629.29	13.86	4,551,913.84	443,284.55
Absolute Return						
<i>Tactical Trading</i>						
AQR Real Return Offshore Fund, LP	1.00	900,000.00	900,000.00	918,361.35	918,361.35	18,361.35
Sub Total			15,149,435.10		15,613,909.72	399,246.13
Higher Returning/Higher Risk						
Long Only Equity						
<i>US Large Cap</i>						
SPDR S&P 500 ETF TR	86,437.00	144.67	12,505,227.22	142.41	12,309,493.17	-195,734.05
Vanguard 500 Index Signal	16,178.30	79.99	1,294,037.58	108.52	1,755,668.90	461,631.32
<i>US Mid Cap</i>						
Vanguard Mid-Cap Index Fund	99,937.67	22.82	2,280,574.44	32.18	3,215,994.12	935,419.68
<i>US Small Cap</i>						
DFA US Small Cap Value Portfolio	43,150.99	24.78	1,069,162.80	26.21	1,130,987.32	61,824.52
iShares Russell 2000 Growth	29,025.75	66.43	1,928,085.44	95.31	2,766,444.09	838,358.65
<i>Non US</i>						
American EuroPacific Growth Fund	67,983.24	42.06	2,859,196.86	41.15	2,797,510.28	-61,686.58
DFA Emerging Markets Value Portfolio	101,248.40	23.29	2,357,776.80	29.84	3,021,252.14	663,475.34
DFA International SmallCap Value Portfolio	140,997.25	16.80	2,368,458.00	15.98	2,253,136.12	-115,321.88
Harbor Fd Intl Fd Instl	53,551.43	44.21	2,367,645.77	62.12	3,326,614.77	958,969.00
<i>Sector</i>						
Humana Inc	31,645.00	3.48	110,221.38	68.63	2,171,796.35	2,061,574.97
<i>Other Long Only Equity</i>						
Pimco All Asset Fund Institutional Class	294,873.62	12.63	3,723,652.09	12.58	3,709,510.18	-14,141.91
Long/Short Equity						
<i>Style</i>						
Gateway Fund	110,900.60	28.00	3,105,483.40	27.11	3,006,515.24	-98,968.16
Private Equity						
<i>Private Equity</i>						
Amberbrook V, LLC	0.31	1,000,000.00	307,652.20	3,464,394.89	1,065,828.71	758,176.51
Fort Washington Private Equity IV, LP	0.37	1,000,000.00	366,443.00	2,006,639.50	735,319.00	368,876.00
Fort Washington Private Equity VI, LP	0.50	1,000,000.00	501,182.00	1,268,060.31	635,529.00	134,347.00
Northgate Capital IV	0.69	1,500,000.00	1,034,534.02	1,715,749.38	1,183,334.07	148,800.05
Northgate Private Equity Partners III	0.64	3,000,000.00	1,909,090.35	3,251,129.52	2,068,900.00	159,809.65
Richland Ventures III, LP	1.00	153,523.00	153,523.00	1,378.00	1,378.00	-152,145.00
Siguler Guff Distressed Opportunities III	0.63	1,500,000.00	944,882.98	2,259,247.99	1,423,149.98	478,267.00
Venture Investment Associates VI	0.52	1,500,000.00	786,977.00	1,683,117.81	883,050.00	96,073.00
Sub Total			41,973,806.34		49,461,411.44	7,487,605.10
Total			57,580,339.14		65,532,418.86	7,886,851.23

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	C. E. & S. Foundation		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		59-2466943	
	101 South Fifth Street		Social security number (SSN)	
File by the due date for filing your return See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	Louisville KY 40202			

Enter the Return code for the return that this application is for (file a separate application for each return)

0	4
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Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **Mr. Bruce Maza**
Telephone No. **502-583-0546** FAX No. **502-563-7648**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 13.
- 5 For calendar year 2012, or other tax year beginning 20, and ending 20.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension We have yet to receive several K1 statement, which are necessary to file the tax return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	51,000.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	207,000.00
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Bruce Maza Title Executive Director Date 8 Aug., 2013

Form 8868 (Rev 1-2013)