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Form 990

Return of Organization Exempt From Income Tax

2012

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

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

| | | | |
|--|---|------------|--|
| B Check if applicable | C Name of organization DISMAS CHARITIES INC | | D Employer identification number 61-0663854 |
| <input type="checkbox"/> Address change | Doing Business As | | |
| <input type="checkbox"/> Name change | | | |
| <input type="checkbox"/> Initial return | Number and street (or P O box if mail is not delivered to street address) | Room/suite | E Telephone number (502) 636-2033 |
| <input type="checkbox"/> Terminated | | | |
| <input checked="" type="checkbox"/> Amended return | City or town, state or country, and ZIP + 4 LOUISVILLE, KY 402081078 | | |
| <input type="checkbox"/> Application pending | | | G Gross receipts \$ 46,304,339 |

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► WWW DISMAS COM

K Form of organization Corporation Trust Association Other ► L Year of formation 1979 M State of legal domicile KY

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE ORGANIZATION PROVIDES HALF-WAY HOUSES, RESIDENTIAL SUBSTANCE ABUSE TREATMENT PROGRAMS AND SOCIAL REGABILITATION PROGRAMS FOR EX-OFFENDERS

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

| | | |
|---|----|-----|
| 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 11 |
| 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 11 |
| 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 986 |
| 6 Total number of volunteers (estimate if necessary) | 6 | 250 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0 |

| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
|---|---|------------|--------------|
| | | 221,114 | 208,316 |
| 9 Program service revenue (Part VIII, line 2g) | | 43,777,635 | 45,794,707 |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 273,046 | 125,289 |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 251,074 | 176,027 |
| 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | | 44,522,869 | 46,304,339 |

| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | Prior Year | Current Year |
|--|---|------------|--------------|
| | | 0 | 0 |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0 | 0 |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 22,505,827 | 24,573,537 |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | 0 |
| b Total fundraising expenses (Part IX, column (D), line 25) ►0 | | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 23,175,288 | 23,138,116 |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | | 45,681,115 | 47,711,653 |
| 19 Revenue less expenses Subtract line 18 from line 12 | | -1,158,246 | -1,407,314 |

| Net Assets or Fund Balances | Beginning of Current Year | End of Year |
|--|---------------------------|-------------|
| | | |
| 20 Total assets (Part X, line 16) | 34,963,965 | 33,797,451 |
| 21 Total liabilities (Part X, line 26) | 12,518,706 | 12,759,506 |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 22,445,259 | 21,037,945 |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

| | | |
|-----------|--|--------------------|
| Sign Here | ***** Signature of officer | 2014-03-18 Date |
| | RAYMOND J WEIS PRESIDENT/CEO Type or print name and title | |

| | | | | | |
|------------------------|--|----------------------|------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name JOE ACKERMAN CPA | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P00074255 |
| | Firm's name ► BLUE & CO LLC | | | Firm's EIN ► 35-1178661 | |
| | Firm's address ► 2650 EASTPOINT PKWY 300 LOUISVILLE, KY 40223 | | | Phone no (502) 992-3500 | |

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission

THE ORGANIZATION PROVIDES HALF-WAY HOUSES, RESIDENTIAL SUBSTANCE ABUSE TREATMENT PROGRAMS AND SOCIAL REHABILITATION PROGRAMS FOR EX-OFFENDERS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule C.

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or services?

Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 38,651,534 including grants of \$) (Revenue \$ 46,096,023

PAROLEE PRISONER REHABILITATION PROVIDED 828.404 MANDAYS OF REHABILITATION DURING THE YEAR.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **►** 38 651 534

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

| | Yes | No |
|-----|-----|----|
| 1 | Yes | |
| 2 | | No |
| 3 | | No |
| 4 | Yes | |
| 5 | | No |
| 6 | | No |
| 7 | | No |
| 8 | | No |
| 9 | | No |
| 10 | | No |
| 11a | Yes | |
| 11b | | No |
| 11c | | No |
| 11d | | No |
| 11e | Yes | |
| 11f | | No |
| 12a | | No |
| 12b | Yes | |
| 13 | | No |
| 14a | | No |
| 14b | | No |
| 15 | | No |
| 16 | | No |
| 17 | | No |
| 18 | | No |
| 19 | | No |
| 20a | | No |
| 20b | | |

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)

a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O

| | | |
|------------|-----|----|
| 21 | | No |
| 22 | | No |
| 23 | Yes | |
| 24a | | No |
| 24b | | |
| 24c | | |
| 24d | | |
| 25a | | No |
| 25b | | No |
| 26 | | No |
| 27 | | No |
| 28a | | No |
| 28b | Yes | |
| 28c | | No |
| 29 | | No |
| 30 | | No |
| 31 | | No |
| 32 | | No |
| 33 | | No |
| 34 | Yes | |
| 35a | | No |
| 35b | | |
| 36 | | No |
| 37 | | No |
| 38 | Yes | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

| | | Yes | No |
|--|------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable | 1a | 156 | |
| b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 1b | 0 | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | Yes | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a | 986 | |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | 2b | Yes | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | No | |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | No | |
| b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts | | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | No | |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | No | |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6a | No | |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | 7a | No | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7b | | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7c | No | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7d | | |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7e | No | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7f | No | |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7g | | |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7h | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 8 | | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 9a | | |
| 9 Sponsoring organizations maintaining donor advised funds. | 9b | | |
| a Did the organization make any taxable distributions under section 4966? | | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | | | |
| 10 Section 501(c)(7) organizations. Enter | 10a | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10b | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | | |
| 11 Section 501(c)(12) organizations. Enter | 11a | | |
| a Gross income from members or shareholders | 11b | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | 13a | | |
| a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O | 13b | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | No | |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | | |

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|--|-----------|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year | 1a | 11 | |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O | | | |
| b Enter the number of voting members included in line 1a, above, who are independent | 1b | 11 | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | Yes | |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | No | |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | No | |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | No | |
| 6 Did the organization have members or stockholders? | 6 | No | |
| 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | No | |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | No | |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | | |
| a The governing body? | 8a | Yes | |
| b Each committee with authority to act on behalf of the governing body? | 8b | Yes | |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | 9 | No | |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | Yes | No |
|---|------------|-----|
| 10a Did the organization have local chapters, branches, or affiliates? | 10a | No |
| b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | 10b | |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | Yes |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990 | | |
| 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | Yes |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | Yes |
| c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | Yes |
| 13 Did the organization have a written whistleblower policy? | 13 | Yes |
| 14 Did the organization have a written document retention and destruction policy? | 14 | Yes |
| 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a The organization's CEO, Executive Director, or top management official | 15a | Yes |
| b Other officers or key employees of the organization | 15b | Yes |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | | |
| 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | No |
| b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | |

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed KY, GA, NM, TN
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ADAM CONLIN 2500 SEVENTH STREET ROAD LOUISVILLE, KY (502) 636-2033

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099- MISC) | (E) Reportable compensation from related organizations (W-2/1099- MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|--|-----------------------|--------|--------------|---------------------|--------|--|---|--|
| | | Individual trustee or director | Institutional Trustee | Office | Key employee | Highest compensated | Former | | | |
| (1) MELINDA K KING DIRECTOR | 5 00 | X | | | | | | 0 | 0 | 0 |
| (2) THOMAS MOSS SR DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (3) DON P CHRISTENSEN DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (4) ARTHUR J POTTER III DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (5) JAMES T SIMON DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (6) JOE GUY HAGAN DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (7) HENRY B LYON JR DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (8) ROBERT S RABBETH DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (9) NINA W PICKETT DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (10) ANTHONY KALODIMOS DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (11) BRUCE KRAMER DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (12) VICTOR LUCCHESE DIRECTOR EMERITAS | 1 00 | X | | | | | | 0 | 0 | 0 |
| (13) RAYMOND J WEIS PRESIDENT/CEO | 60 00 | | | X | | | | 533,017 | 0 | 60,154 |
| (14) JAN M KEMPF EXECUTIVE VICE PRESIDENT | 60 00 | | | X | | | | 428,029 | 0 | 60,697 |
| (15) STEPHEN B CLARK CHIEF FINANCIAL OFFICER | 55 00 | | | X | | | | 253,346 | 0 | 60,152 |
| (16) DEN FREANY DIRECTOR MKT & DEVELOPMENT | 50 00 | | | | X | | | 178,756 | 0 | 52,386 |
| (17) STEVE VICE VP NEW BUSINESS | 50 00 | | | | X | | | 138,748 | 0 | 60,009 |

Part VII. Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| | | | | |
|--|---|-----------|---|---------|
| 1b Sub-Total | ► | | | |
| c Total from continuation sheets to Part VII, Section A . . . | ► | | | |
| d Total (add lines 1b and 1c) | ► | 1,771,978 | 0 | 362,066 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►7

| | Yes | No |
|--|------------|-----------|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | 3 | No |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | 4 | Yes |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | 5 | No |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|--------------------------------|---------------------|
| CROOM CONSTRUCTION 5 CIELO DEL OESTE ANTHONY NM 88021 | CONSTRUCTION | 782,895 |
| STITES & HARBISON 400 WEST MARKET ST LOUISVILLE KY 40202 | LEGAL SERVICES | 421,396 |
| GAY CONSTRUCTION PO BOX 2376 SMYRNA GA 20081 | CONSTRUCTION | 358,603 |
| KIZAN TECHNOLOGY WILLIAMSON CT STE K LOUISVILLE KY 40223 | SOFTWARE DEVELOPMENT | 356,643 |
| PILLSBURY WINTHROP PO BOX 742262 LOS ANGELES CA 90074 | LEGAL SERVICES | 150,994 |
| 2. Total number of independent contractors (including but not limited to those listed above) who received more than | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►5

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|--|--|-------------------------|--|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a | | | |
| | b Membership dues | 1b | | | |
| | c Fundraising events | 1c | | | |
| | d Related organizations | 1d | 184,142 | | |
| | e Government grants (contributions) | 1e | 7,316 | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 16,858 | | |
| | g Noncash contributions included in lines 1a-1f \$ | | | | |
| | h Total. Add lines 1a-1f | | 208,316 | | |
| Program Service Revenue | 2a FEES FROM GOVT AGENCIES | Business Code 900099 | 45,794,707 | 45,794,707 | |
| | b | | | | |
| | c | | | | |
| | d | | | | |
| | e | | | | |
| | f All other program service revenue | | | | |
| | g Total. Add lines 2a-2f | | 45,794,707 | | |
| | 3 Investment income (including dividends, interest, and other similar amounts) | | 123,489 | 123,489 | |
| 4 Income from investment of tax-exempt bond proceeds | | | | | |
| 5 Royalties | | | | | |
| 6a Gross rents | (i) Real 14,140 | | | | |
| b Less rental expenses | 0 | | | | |
| c Rental income or (loss) | 14,140 | | | | |
| d Net rental income or (loss) | | 14,140 | 14,140 | | |
| 7a Gross amount from sales of assets other than inventory | (i) Securities 1,800 | | | | |
| b Less cost or other basis and sales expenses | 0 | | | | |
| c Gain or (loss) | 1,800 | | | | |
| d Net gain or (loss) | | 1,800 | 1,800 | | |
| 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 | a | | | | |
| b Less direct expenses | b | | | | |
| c Net income or (loss) from fundraising events | | | | | |
| 9a Gross income from gaming activities See Part IV, line 19 | a | | | | |
| b Less direct expenses | b | | | | |
| c Net income or (loss) from gaming activities | | | | | |
| 10a Gross sales of inventory, less returns and allowances | a | | | | |
| b Less cost of goods sold | b | | | | |
| c Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code 900099 | | | |
| 11a MISC RECEIPTS | | 161,887 | 161,887 | | |
| b | | | | | |
| c | | | | | |
| d All other revenue | | | | | |
| e Total. Add lines 11a-11d | | 161,887 | | | |
| 12 Total revenue. See Instructions | | 46,304,339 | 46,096,023 | 0 | 0 |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-------------------------------|---|--|---|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 1,395,395 | | 1,395,395 | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 17,782,234 | 16,082,308 | 1,699,926 | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 3,103,000 | | 3,103,000 | |
| 9 Other employee benefits | 659,647 | 518,675 | 140,972 | |
| 10 Payroll taxes | 1,633,261 | 1,436,680 | 196,581 | |
| 11 Fees for services (non-employees) | | | | |
| a Management | | | | |
| b Legal | 496,665 | | 496,665 | |
| c Accounting | 59,093 | | 59,093 | |
| d Lobbying | | | | |
| e Professional fundraising services See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | 1,155,297 | 511,827 | 643,470 | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 1,024,462 | 846,764 | 177,698 | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 7,634,583 | 7,538,306 | 96,277 | |
| 17 Travel | 1,127,543 | 946,336 | 181,207 | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | 5,796 | | 5,796 | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 2,725,111 | 2,258,677 | 466,434 | |
| 23 Insurance | 954,100 | 863,870 | 90,230 | |
| 24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a OTHER | 5,916,268 | 5,792,042 | 124,226 | |
| b REPAIRS & MAINT | 1,688,619 | 1,597,148 | 91,471 | |
| c TELEPHONE | 350,579 | 258,901 | 91,678 | |
| d | | | | |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 47,711,653 | 38,651,534 | 9,060,119 | 0 |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

| | | (A) Beginning of year | (B) End of year |
|------------------------------------|---|---------------------------------|---------------------------|
| Assets | 1 Cash—non-interest-bearing | 1 | |
| | 2 Savings and temporary cash investments | 2 13,021,288 | 12,830,955 |
| | 3 Pledges and grants receivable, net | 3 | |
| | 4 Accounts receivable, net | 4 5,982,904 | 5,681,070 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | 6 | |
| | 7 Notes and loans receivable, net | 7 1,958,180 | 1,245,350 |
| | 8 Inventories for sale or use | 8 | |
| | 9 Prepaid expenses and deferred charges | 9 1,032,260 | 1,338,859 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 31,255,386 | |
| | b Less accumulated depreciation | 10b 18,554,169 | 10c 12,969,333 |
| | 11 Investments—publicly traded securities | 11 | |
| | 12 Investments—other securities See Part IV, line 11 | 12 | |
| | 13 Investments—program-related See Part IV, line 11 | 13 | |
| | 14 Intangible assets | 14 | |
| | 15 Other assets See Part IV, line 11 | 15 | |
| | 16 Total assets. Add lines 1 through 15 (must equal line 34) | 16 34,963,965 | 33,797,451 |
| Liabilities | 17 Accounts payable and accrued expenses | 17 8,995,378 | 7,776,069 |
| | 18 Grants payable | 18 | |
| | 19 Deferred revenue | 19 4,803 | 1,576 |
| | 20 Tax-exempt bond liabilities | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 25 3,518,525 | 4,981,861 |
| | 26 Total liabilities. Add lines 17 through 25 | 26 12,518,706 | 12,759,506 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | |
| | 27 Unrestricted net assets | 27 22,445,259 | 21,037,945 |
| | 28 Temporarily restricted net assets | 28 | |
| | 29 Permanently restricted net assets | 29 | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | |
| | 30 Capital stock or trust principal, or current funds | 30 | |
| | 31 Paid-in or capital surplus, or land, building or equipment fund | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | 32 | |
| | 33 Total net assets or fund balances | 33 22,445,259 | 21,037,945 |
| | 34 Total liabilities and net assets/fund balances | 34 34,963,965 | 33,797,451 |

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

| | | | |
|----|---|----|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 46,304,339 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 47,711,653 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -1,407,314 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 22,445,259 |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 21,037,945 |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

| | Yes | No |
|---|-----|-----|
| 1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2a | No |
| 2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2b | Yes |
| 2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | 2c | No |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | 3a | No |
| | 3b | |

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue ServiceName of the organization
DISMAS CHARITIES INC

Employer identification number

61-0663854

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

| | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | (v) Did you notify the organization in col (i) of your support? | (vi) Is the organization in col (i) organized in the U S ? | (vii) Amount of monetary support | | |
|------------------------------------|----------|--|--|---|--|----------------------------------|-----|----|
| | | | | | | | | |
| | | | Yes | No | Yes | No | Yes | No |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Total | | | | | | | | |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|------------|------------|------------|------------|------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") | 35,058,273 | 38,124,067 | 39,776,919 | 43,854,142 | 45,818,881 | 202,632,282 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | 35,058,273 | 38,124,067 | 39,776,919 | 43,854,142 | 45,818,881 | 202,632,282 |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 202,632,282 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|------------|------------|------------|------------|------------|-------------|
| 7 Amounts from line 4 | 35,058,273 | 38,124,067 | 39,776,919 | 43,854,142 | 45,818,881 | 202,632,282 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 1,155,064 | 467,740 | 478,900 | 412,399 | 321,771 | 2,835,874 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | 383,303 | 332,847 | 423,825 | 233,784 | 161,887 | 1,535,646 |
| 11 Total support (Add lines 7 through 10) | | | | | | 207,003,802 |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | 12 | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|----------|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 97 890 % |
| 15 Public support percentage for 2011 Schedule A, Part II, line 14 | 15 | |
| 16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | | ►✓ |
| b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | | ►✗ |
| 17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | ►✗ |
| b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | ►✗ |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | ►✗ |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here | | | | | | |

Section C. Computation of Public Support Percentage

| | |
|---|----|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15 | 16 |

Section D. Computation of Investment Income Percentage

| | |
|---|----|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 |
| 19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization | |
| b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions | |

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2012****Open to Public
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.

► See separate instructions.

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization
DISMAS CHARITIES INC

Employer identification number

61-0663854

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ► \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds If none, enter -0- | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0- |
|----------|-------------|---------|---|--|
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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals |
|--|---|---|------------------------------------|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | | |
| d Other exempt purpose expenditures | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | | |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns | | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | |
| Not over \$500,000 | 20% of the amount on line 1e | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | | |
| Over \$17,000,000 | \$1,000,000 | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | | |
| h Subtract line 1g from line 1a If zero or less, enter -0- | | | |
| i Subtract line 1f from line 1c If zero or less, enter -0- | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|-----------------|-----------------|-----------------|-----------------|------------------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2a Lobbying nontaxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| f Grassroots lobbying expenditures | | | | | |

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

| | | (a) | (b) | |
|-----------|--|-----|-----|--------|
| | | Yes | No | Amount |
| 1 | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of | | | |
| a | Volunteers? | | No | |
| b | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | No | |
| c | Media advertisements? | | No | |
| d | Mailings to members, legislators, or the public? | | No | |
| e | Publications, or published or broadcast statements? | | No | |
| f | Grants to other organizations for lobbying purposes? | | No | |
| g | Direct contact with legislators, their staffs, government officials, or a legislative body? | | No | |
| h | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | No | |
| i | Other activities? | Yes | | 26,246 |
| j | Total Add lines 1c through 1i | | | 26,246 |
| 2a | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | No | |
| b | If "Yes," enter the amount of any tax incurred under section 4912 | | | |
| c | If "Yes," enter the amount of any tax incurred by organization managers under section 4912 | | | |
| d | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | |

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

| | Yes | No |
|--|-----|----|
| 1 Were substantially all (90% or more) dues received nondeductible by members? | 1 | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | |
| 3 Did the organization agree to carry over lobbying and political expenditures from the prior year? | 3 | |

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

| | |
|---|----|
| 1 Dues, assessments and similar amounts from members | 1 |
| 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). | |
| a Current year | 2a |
| b Carryover from last year | 2b |
| c Total | 2c |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 |
| 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 4 |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | 5 |

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------------------------------|-------------------|---|
| EXPLANATION OF LOBBYING ACTIVITIES | PART II-B, LINE 1 | DISMAS CHARITIES, INC RETAINED THE SERVICES OF BARBER BANAZYNISKI, 100 NORTH SIXTH STREET, LOUISVILLE, KY 40202 TO MONITOR THE KENTUCKY LEGISLATURE ON ISSUES RELATED TO THE DEPARTMENT OF CORRECTIONS BUDGET RELATED TO HALF-WAY HOUSES AND SOCIAL REHABILITATION RESIDENCES, SERVICES WHICH THE ORGANIZATION PROVIDES AS PART OF ITS EXEMPT FUNCTION THESE ACTIVITIES CONSTITUTED AN INSUBSTANTIAL AMOUNT OF TIME AND EXPENSE TO THE ORGANIZATION |

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
DISMAS CHARITIES INC**Employer identification number**

61-0663854

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|--|-------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

| | Held at the End of the Year |
|----|-----------------------------|
| 2a | |
| 2b | |
| 2c | |
| 2d | |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
 ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
 ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| Other | | |
| | | |
| | | |
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| | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) | | |

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|----------------|---|
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| | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 13.) | | |

Part IX Other Assets. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
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| Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) | |

Part X Other Liabilities. See Form 990, Part X, line 25.

| (a) Description of liability | (b) Book value |
|---|----------------|
| Federal income taxes | |
| AMOUNT DUE TO A RELATED ORGANIZATION | 4,981,861 |
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| | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) | 4,981,861 |

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | | |
|---|---|----|--|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5 | |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | | |
|---|--|----|--|
| 1 | Total expenses and losses per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | 5 | |

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
| | | |

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

2012**Open to Public Inspection**Name of the organization
DISMAS CHARITIES INC

Employer identification number

61-0663854

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

| | |
|--|--|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

| | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|-----|----|
| 1b | Yes | |
| 2 | Yes | |
| 4a | | No |
| 4b | | No |
| 4c | | No |
| 5a | | No |
| 5b | | No |
| 6a | Yes | |
| 6b | | No |
| 7 | | No |
| 8 | | No |
| 9 | | |

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) RAYMOND J WEIS PRESIDENT/CEO | (i) 398,685 (ii) 0 | (i) 96,977 (ii) 0 | (i) 37,355 (ii) 0 | (i) 49,000 (ii) 0 | (i) 11,154 (ii) 0 | (i) 593,171 (ii) 0 | (i) 0 (ii) 0 |
| (2) JAN M KEMPF EXECUTIVE VICE PRESIDENT | (i) 317,685 (ii) 0 | (i) 77,108 (ii) 0 | (i) 33,236 (ii) 0 | (i) 49,000 (ii) 0 | (i) 11,697 (ii) 0 | (i) 488,726 (ii) 0 | (i) 0 (ii) 0 |
| (3) STEPHEN B CLARK CHIEF FINANCIAL OFFICER | (i) 187,238 (ii) 0 | (i) 45,446 (ii) 0 | (i) 20,662 (ii) 0 | (i) 49,000 (ii) 0 | (i) 11,152 (ii) 0 | (i) 313,498 (ii) 0 | (i) 0 (ii) 0 |
| (4) DEN FREANY DIRECTOR MKT & DEVELOPMENT | (i) 137,472 (ii) 0 | (i) 33,367 (ii) 0 | (i) 7,917 (ii) 0 | (i) 41,966 (ii) 0 | (i) 10,420 (ii) 0 | (i) 231,142 (ii) 0 | (i) 0 (ii) 0 |
| (5) STEVE VICE VP NEW BUSINESS | (i) 102,498 (ii) 0 | (i) 28,410 (ii) 0 | (i) 7,840 (ii) 0 | (i) 38,370 (ii) 0 | (i) 21,639 (ii) 0 | (i) 198,757 (ii) 0 | (i) 0 (ii) 0 |
| (6) DANNY FELTON REGIONAL VP | (i) 95,940 (ii) 0 | (i) 23,286 (ii) 0 | (i) 7,624 (ii) 0 | (i) 30,710 (ii) 0 | (i) 1,083 (ii) 0 | (i) 158,643 (ii) 0 | (i) 0 (ii) 0 |
| (7) FAITH GOOD REGIONAL VP | (i) 86,956 (ii) 0 | (i) 25,023 (ii) 0 | (i) 1,253 (ii) 0 | (i) 26,729 (ii) 0 | (i) 10,146 (ii) 0 | (i) 150,107 (ii) 0 | (i) 0 (ii) 0 |

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|--|
| | PART I, LINE 1A | THE ORGANIZATION PURCHASED FIRST CLASS AIRFARE TO AVOID THE POSSIBILITY OF MISSING CONNECTING FLIGHTS BECAUSE OF SHORT NOTICE FOR A REQUIRED MEETING WITH THE BUREAU OF PRISONS |
| | PART I, LINE 6 | THE ORGANIZATION HAS MULTI PART INCENTIVE BONUS COMPENSATION PLANS FOR DIFFERENT CATEGORIES OF EMPLOYEES WITH THE TOTAL BONUS CAPPED AT A PERCENTAGE OF EACH EMPLOYEE'S WAGE BASE. THE PARTS ARE BASED ON FAVORABLE COMPARISON TO BUDGET AND PERFORMANCE AS WELL AS CERTAIN NON MONETARY PROGRAMMATIC RESULTS. IF THE PERFORMANCE AND PROGRAMMATIC RESULTS ARE FAVORABLE, THE EMPLOYEES RECEIVE AN ADDITIONAL PRESCRIBED PERCENTAGE OF THEIR WAGE BASE AS INCENTIVE COMPENSATION |

Schedule L

Transactions with Interested Persons

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
DISMAS CHARITIES INC

Employer identification number

61-0663854

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | | (d) Corrected? | |
|---|---------------------------------|---|--------------------------------|----|----------------|--|
| | | | Yes | No | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958. _____ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | | | To | From | | | Yes | No | Yes | No | Yes | No |
| | | | | | | | | | | | | |
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| | | | | | | | | | | | | |
| Total | | | ► | \$ | | | | | | | | |

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

| (a) Name of interested person | (b) Relationship between Interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|--------------------------------------|--|---------------------------------|-------------------------------|----------------------------------|
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Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|---|---|----|
| | | | | Yes | No |
| (1) MARK DAVIS | SPOUSE OF COUSIN OF RAYMOND J WEIS, PRESIDENT/CEO | 25,150 | INDEPENDENT CONTRACTOR PERFORMING CUSTODIAL SERVICES FOR THE ORGANIZATION | | No |
| (2) JUNE DOMIAN | SISTER OF RAYMOND J WEIS, PRESIDENT/CEO | 5,610 | INDEPENDENT CONTRACTOR PERFORMING CUSTODIAL SERVICES FOR THE ORGANIZATION | | No |
| | | | | | |
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Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
| | | |

2012

Open to Public
Inspection**SCHEDULE O**
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

Name of the organization
DISMAS CHARITIES INC

Employer identification number

61-0663854

| Identifier | Return Reference | Explanation |
|------------|---|--|
| | FORM 990, PART VI, SECTION A, LINE 2 | MELINDA K KING IS THE NIECE OF THOMAS E MOSS, SR BOTH OF WHOM ARE ON THE BOARD OF DIRECTORS |
| | FORM 990, PART VI, SECTION B, LINE 11 | THE 990 IS POSTED FOR ALL OF BOARD MEMBERS ON A SECURE WEB LINK PRIOR TO FILING THE 990 T HE CFO ELECTRONICALLY NOTIFIES THE CHAIRMAN FIRST AND THEN ALL OTHER BOARD MEMBERS THAT TH E 990 IS AVAILABLE VIA THE SECURE WEB LINK OR HARD COPY AVAILABLE IN THE CFO'S OFFICE |
| | FORM 990, PART VI, SECTION B, LINE 12C | EACH YEAR THE ENTIRE BOARD OF DIRECTORS AND KEY EMPLOYEES COMPLETE A CONFLICTS QUESTIONAIR E THEY ARE INSTRUCTED TO REPORT AND SEBSEQUENT CONFLICTS THAT MAY ARISE DURING THE YEAR T O THE CEO |
| | FORM 990, PART VI, SECTION B, LINE 15 | THE CEO'S COMPENSATION IS REVIEWED AND APPROVED PERIODICALLY BY THE COMPENSATION COMMITTEE WITH ANY MEMBER WHO MAY HAVE A CONFLICT WITH RESPECT TO THE COMPENSATION ARRANGEMENT NOT BEING INVOLVED COMPARABLE COMPENSATION DATA FOR SIMILAR SITUATED ORGANIZATIONS IS USED C ONTEMPORANEOUS DOCUMENTATION AND RECORD KEEPING WITH RESPECT TO DELIBERATIONS AND DECISION S REGARDING THE COMPENSATION ARRANGEMENT ARE MADE BY THE COMMITTEE AND BECAME A PART OF TH EIR RECORDS THE COMPENSATION ARRANGEMENT RECOMMENDED BY THE COMMITTEE IS THEN PRESENTED T O THE ENTIRE BOARD OF DIRECTORS FOR APPROVAL ADDITIONALLY, THE ORGANIZATION ENGAGED THE S ERVICES OF AN OUTSIDE CONSULTING FIRM TO REVIEW THE COMPENSATION PROGRAM FOR THE CEO, THE EXECUTIVE VICE PRESIDENT (COO) WHO ARE LISTED IN PART VII THE STUDY ALSO INCLUDED THE CFO |
| | FORM 990, PART VI, SECTION C, LINE 19 | THE DOCUMENTS, OTHER THAN THE ARTICLES OF INCORPORATION WHICH ARE AVAILABLE ON THE WEB SIT E OF THE KENTUCKY SECRETARY OF STATE, LISTED ON THIS LINE ARE NOT AVAILABLE TO THE PUBLIC |
| | FORM 990, PAGE 10, LINES 6 & 7 | OTHER SALARIES AND WAGES REPORTED ON LINE 6 INSTEAD OF LINE 7 IN ORIGINAL RETURN |
| | FORM 990, PAGE 10, LINES 5, 8, & 9 | OFFICER PENSION CONTRIBUTIONS AND OTHER BENEFITS NOT REPORTED ON LINE 5 IN ORIGINAL RETURN |
| | FORM 990, PAGE 10, LINES 11 & 24 (B) | FEES FOR SERVICES NOT BROKEN OUT AND LISTED ON LINE 11 |
| | FORM 990, SCHEDULE R, PART V, LINES 1 & 2 | SCHEDULE R NOT PROPERLY COMPLETED ON ORIGINAL RETURN |

SCHEDULE R **(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
DISMAS CHARITIES INC

Employer identification number

61-0663854

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

| | Yes | No |
|----|-----|----|
| 1a | | No |
| 1b | | No |
| 1c | | No |
| 1d | Yes | |
| 1e | | No |
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | | No |
| 1k | Yes | |
| 1l | | No |
| 1m | | No |
| 1n | Yes | |
| 1o | Yes | |
| 1p | | No |
| 1q | | No |
| 1r | | No |
| 1s | Yes | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|--|
| See Additional Data Table | | | |
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Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Software ID:
Software Version:
EIN: 61-0663854
Name: DISMAS CHARITIES INC

Schedule R (Form 990) 2012

Page 5

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

| Identifier | Return Reference | Explanation | | |
|--|------------------------------|------------------------|--|--|
| --> Form 990, Schedule R, Part V - Transactions With Related Organizations | | | | |
| (a) Name of other organization | (b) Transaction type(a-s) | (c) Amount Involved | (d) Method of determining amount involved | |
| DISMAS CHARITIES PROPERTIES INC | D | 5,109,308 | PER AUDITED FINANCIAL STATEMENTS | |
| DISMAS CHARITIES PROPERTIES INC | K | 5,234,600 | PER AUDITED FINANCIAL STATEMENTS | |
| DISMAS CHARITIES PROPERTIES INC | N | 91,883 | ESTIMATED | |
| DISMAS CHARITIES FOUNDATION INC | N | 91,883 | ESTIMATED | |
| DISMAS CHARITIES FOUNDATION INC | O | 91,883 | ESTIMATED | |
| DISMAS CHARITIES PROPERTIES INC | O | 91,883 | ESTIMATED | |
| DISMAS CHARITIES FOUNDATION INC | S | 184,142 | PER AUDITED FINANCIAL STATEMENTS | |
| DISMAS CHARITIES PROPERTIES INC | S | 1,500,000 | PER AUDITED FINANCIAL STATEMENTS | |