Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE ROSENTHAL FOUNDATION, INC

A Employer identification number: 61-1161776

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 54826 | Room/suite

B Telephone number: 859-299-1291

City or town, state, and ZIP code: LEXINGTON, KY 40555

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 874,522.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
	4 Dividends and interest from securities	2,672.	2,672.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<3,587.>			
	b Gross sales price for all assets on line 6a 234,808.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	494,825.	494,825.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	493,919.	497,506.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	2,822.	1,383.		0.
	17 Interest				
	18 Taxes STMT 5	6,959.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	100.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,881.	1,383.		0.
	25 Contributions, gifts, grants paid	1,990,909.			1,990,909.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,000,790.	1,383.		1,990,909.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<1,506,871.>			
	b **Net investment income** (if negative, enter -0-)		496,123.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	18,997.	5,828.	5,828.
	2	Savings and temporary cash investments	379.	243.	243.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 7	581,483.	397,290.	248,068.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	2,566,529.	1,211,335.	620,383.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,167,388.	1,614,696.	874,522.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ MARGIN LOAN)	45,879.	58.	
	23	**Total liabilities** (add lines 17 through 22)	45,879.	58.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,121,509.	1,614,638.	
	30	**Total net assets or fund balances**	3,121,509.	1,614,638.	
	31	**Total liabilities and net assets/fund balances**	3,167,388.	1,614,696.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,121,509.
2	Enter amount from Part I, line 27a	2	<1,506,871.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,614,638.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,614,638.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	234,808.		238,395.	<3,587.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<3,587.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — <3,587.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	774,656.	2,667,792.	.290373
2010	624,973.	3,896,362.	.160399
2009	0.	3,550,297.	.000000
2008	400,000.	3,280,155.	.121945
2007	750.	4,691,925.	.000160

2	Total of line 1, column (d)	2	.572877
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.114575
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,087,555.
5	Multiply line 4 by line 3	5	124,607.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,961.
7	Add lines 5 and 6	7	129,568.
8	Enter qualifying distributions from Part XII, line 4	8	1,990,909.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,961.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,961.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,961.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,800.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,800.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,161.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WARREN W ROSENTHAL Telephone no ▶859-299-1291
Located at ▶1811 WINCHESTER, LEXINGTON, KY ZIP+4 ▶40505

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes [X] No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WARREN W ROSENTHAL 1811 WINCHESTER ROAD LEXINGTON, KY 40505	PRESIDENT/ MANAGER 1.00	0.	0.	0.
BETTY M ROSENTHAL 1811 WINCHESTER ROAD LEXINGTON, KY 40505	SECRETARY/ TREASURER 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	473,961.
b	Average of monthly cash balances	1b	9,773.
c	Fair market value of all other assets	1c	620,383.
d	**Total** (add lines 1a, b, and c)	1d	1,104,117.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,104,117.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,562.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,087,555.
6	**Minimum investment return** Enter 5% of line 5	6	54,378.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	54,378.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,961.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,961.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	49,417.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	49,417.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	49,417.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,990,909.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,990,909.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	4,961.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,985,948.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				49,417.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 240,437.				
c From 2009				
d From 2010 431,399.				
e From 2011 648,826.				
f Total of lines 3a through e	1,320,662.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,990,909.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				49,417.
e Remaining amount distributed out of corpus	1,941,492.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,262,154.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,262,154.			
10 Analysis of line 9				
a Excess from 2008 240,437.				
b Excess from 2009				
c Excess from 2010 431,399.				
d Excess from 2011 648,826.				
e Excess from 2012 1,941,492.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ALZEHEIMER'S ASSOCIATION AMERICAN PO BOX 96011 WASHINGTON, DC 20090			MEDICAL RESEARCH FOR ALZEHEIMER'S DISEASE	1,000.
AMERICAN HEART ASSOCIATION 210 MALIBU DRIVE SUITE 125 LEXINGTON, KY 40503			MEDICAL RESEARCH FOR HEART DISEASE	500.
AMERICAN RED CROSS BG CHAPTER 1450 NEWTOWN PIKE LEXINGTON, KY 40511			DISASTER RELIEF AID	250.
AMERICAN SOCIETY FOR YAD VASHEM P O BOX 170305 MILWAUKEE, WI 53217			EDUCATION	1,000.
ANTI-DEFAMANTION LEAGUE PO BOX 96226 WASHINGTON, DC 20090			ANTI-HATE EDUCATION	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,990,909.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

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** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	2,672.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	494,825.	
8 Gain or (loss) from sales of assets other than inventory					<3,587.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		497,506.	<3,587.>
13 Total. Add line 12, columns (b), (d), and (e)				13	493,919.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-7-13 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARTIN WELENKEN, CPA	MARTIN WELENKEN,	05/6/13		P00089291

Firm's name ▶ WELENKEN CPAS — Firm's EIN ▶ 61-0484308

Firm's address ▶ 730 WEST MARKET STREET LOUISVILLE, KY 40202-2757 — Phone no (502) 585-3251

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PIMCO COMMODITY/REAL	P	09/15/11	07/18/12
b	PIMCO COMMODITY/REAL	P	12/07/11	07/18/12
c	PIMCO COMMODITY/REAL	P	12/07/11	07/18/12
d	PIMCO COMMODITY/REAL	P	12/28/11	07/18/12
e	PIMCO COMMODITY/REAL	P	03/22/12	07/18/12
f	PIMCO COMMODITY/REAL	P	06/21/12	07/18/12
g	PIMCO STOCKPLUS SHORT STRAT	P	09/15/11	07/18/12
h	PIMCO STOCKPLUS SHORT STRAT	P	12/28/11	07/18/12
i	PIMCO STOCKPLUS SHORT STRAT	P	03/22/12	07/18/12
j	PIMCO STOCKPLUS SHORT STRAT	P	06/21/12	07/18/12
k	RUSSELL COMMODITY STR S	P	12/27/11	07/18/12
l	RUSSELL COMMODITY STR S	P	12/27/11	07/18/12
m	RUSSELL COMMODITY STR S	P	12/27/11	07/18/12
n	COLUMBIA FUNDS GL EXTEND ALPHA A-LI	P	12/20/11	10/31/12
o	COLUMBIA FUNDS GL EXTEND ALPHA A-LI	P	12/20/11	10/31/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	736.		912.	<176.>
b	72.		80.	<8.>
c	302.		336.	<34.>
d	2,048.		1,959.	89.
e	144.		142.	2.
f	102.		90.	12.
g	114.		129.	<15.>
h	20.		21.	<1.>
i	128.		123.	5.
j	51.		52.	<1.>
k				0.
l	274.		274.	0.
m	380.		381.	<1.>
n	267.		267.	0.
o	605.		604.	1.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<176.>
b				<8.>
c				<34.>
d				89.
e				2.
f				12.
g				<15.>
h				<1.>
i				5.
j				<1.>
k				0.
l				0.
m				<1.>
n				0.
o				1.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	COLUMBIA FUNDS GL EXTEND ALPHA A-LI	P	10/23/12	10/31/12
b	COLUMBIA FUNDS GL EXTEND ALPHA A-LI	P	10/23/12	10/31/12
c	COLUMBIA FUNDS GL EXTEND ALPHA A-LI	P	10/23/12	10/31/12
d	FORUM FUNDS ABSOLUTE STRAT FD INSTL	P	07/18/12	12/26/12
e	HUSSMAN STRATEGIC TOTAL RETURN	P	12/30/11	12/26/12
f	HUSSMAN STRATEGIC TOTAL RETURN	P	03/30/12	12/26/12
g	HUSSMAN STRATEGIC TOTAL RETURN	P	06/29/12	12/26/12
h	HUSSMAN STRATEGIC TOTAL RETURN	P	09/28/12	12/26/12
i	HUSSMAN STRATEGIC TOTAL RETURN	P	11/16/12	12/26/12
j	ABERDEEN FUNDS EQ LONG-SHORT	P	03/29/10	07/18/12
k	AKROS ABSOLUTE RETURN	P	03/29/10	07/18/12
l	AQR FUNDS DIVERSIFIED ARBITRAGE	P	09/13/10	07/18/12
m	ARBITRAGE FDS COM	P	03/29/10	07/18/12
n	DIVERSIFIED ALTERNATIVE	P	07/01/10	07/18/12
o	FPA CRESCENT	P	03/29/10	07/18/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	81.		81.	0.
b	133.		133.	0.
c	435.		435.	0.
d	5,009.		5,125.	<116.>
e	34.		35.	<1.>
f	21.		22.	<1.>
g	22.		23.	<1.>
h	3.		3.	0.
i	110.		111.	<1.>
j	10,020.		10,047.	<27.>
k	8,207.		9,296.	<1,089.>
l	10,510.		10,589.	<79.>
m	9,956.		10,026.	<70.>
n	14,540.		14,540.	0.
o	11,948.		11,145.	803.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				<116.>
e				<1.>
f				<1.>
g				<1.>
h				0.
i				<1.>
j				<27.>
k				<1,089.>
l				<79.>
m				<70.>
n				0.
o				803.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	FRANKLIN STRATEGIC INCOME	P	03/29/10	07/18/12
b	HIGHLAND LONG/SHORT EQUITY A	P	03/29/10	07/18/12
c	HUSSMAN STRATEGIC TOTAL RETURN	P	03/29/10	07/18/12
d	LEGG MASON PERMAL TACTICAL ALLOCATI	P	03/29/10	07/18/12
e	MERGER FD	P	03/29/10	07/18/12
f	NORTHERN LIGHTS HEDGE	P	11/29/10	07/18/12
g	PIMCO COMMODITY/REAL	P	03/29/10	07/18/12
h	PIMCO COMMODITY/REAL	P	12/31/10	07/18/12
i	PIMCO COMMODITY/REAL	P	03/17/11	07/18/12
j	PIMCO COMMODITY/REAL	P	06/16/11	07/18/12
k	PIMCO STOCKPLUS SHORT STRAT	P	03/29/10	07/18/12
l	PIMCO STOCKPLUS SHORT STRAT	P	03/17/11	07/18/12
m	PIMCO STOCKPLUS SHORT STRAT	P	06/16/11	07/18/12
n	PUTNAM ABSOLUTE RETURN 700	P	03/29/10	07/18/12
o	RUSSELL COMMODITY STR S	P	09/13/10	07/18/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,485.		11,185.	300.
b	10,373.		9,877.	496.
c	9,732.		9,517.	215.
d	11,484.		11,212.	272.
e	10,297.		10,303.	<6.>
f	10,006.		9,928.	78.
g	13,343.		15,294.	<1,951.>
h	274.		375.	<101.>
i	364.		500.	<136.>
j	744.		968.	<224.>
k	10,383.		12,604.	<2,221.>
l	61.		69.	<8.>
m	57.		64.	<7.>
n	10,574.		10,328.	246.
o	13,227.		15,000.	<1,773.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				300.
b				496.
c				215.
d				272.
e				<6.>
f				78.
g				<1,951.>
h				<101.>
i				<136.>
j				<224.>
k				<2,221.>
l				<8.>
m				<7.>
n				246.
o				<1,773.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	RUSSELL COMMODITY STR S	P	12/21/10	07/18/12
b	RUSSELL COMMODITY STR S	P	12/21/10	07/18/12
c	THREADNEEDLE GLOBAL EXTENDED ALPHA	P	03/29/10	07/18/12
d	WASATCH LONG/SHORT	P	03/29/10	07/18/12
e	WASATCH LONG/SHORT	P	12/28/10	07/18/12
f	WASATCH LONG/SHORT	P	06/30/11	07/18/12
g	COLUMBIA FUNDS GL EXTEND ALPHA A-LI	P	03/29/10	10/31/12
h	AKROS ABSOLUTE RETURN	P	03/29/10	12/26/12
i	AKROS ABSOLUTE RETURN	P	12/30/10	12/26/12
j	HUSSMAN STRATEGIC TOTAL RETURN	P	03/29/10	12/26/12
k	HUSSMAN STRATEGIC TOTAL RETURN	P	12/31/10	12/26/12
l	HUSSMAN STRATEGIC TOTAL RETURN	P	03/31/11	12/26/12
m	HUSSMAN STRATEGIC TOTAL RETURN	P	06/30/11	12/26/12
n	HUSSMAN STRATEGIC TOTAL RETURN	P	09/30/11	12/26/12
o	HUSSMAN STRATEGIC TOTAL RETURN	P	11/18/11	12/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0.
b	1,797.		2,047.	<250.>
c	12,122.		11,522.	600.
d	17,278.		15,600.	1,678.
e	4.		4.	0.
f	4.		4.	0.
g	4,105.		4,078.	27.
h	4,610.		5,274.	<664.>
i	410.		453.	<43.>
j	4,541.		4,521.	20.
k	58.		58.	0.
l	12.		12.	0.
m	34.		34.	0.
n	19.		20.	<1.>
o	105.		108.	<3.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				0.
b				<250.>
c				600.
d				1,678.
e				0.
f				0.
g				27.
h				<664.>
i				<43.>
j				20.
k				0.
l				0.
m				0.
n				<1.>
o				<3.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	HUSSMAN STRATEGIC TOTAL RETURN	P	11/18/11	12/26/12
b	ISHARES	P	07/01/10	07/18/12
c	TD AMERITRADE CAP GAIN DISTR	P		
d	I SHARES STRADDLES	P		
e	I SHARES FLOW THRU LOSS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	159.		163.	<4.>
b			201.	<201.>
c	737.			737.
d	137.			137.
e			91.	<91.>
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<4.>
b				<201.>
c				737.
d				137.
e				<91.>
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<3,587.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASHLAND - HENRY CLAY MEMORIAL FOUNDATION 120 SYCAMORE RD LEXINGTON, KY 42002		501 C(3)	PRESERVE HISTORIC ASHLAND	5,000.
ASHLAND - THE HENRY CLAY CENTER FOR STATESMANSHIP 176 N MILL ST LEXINGTON, KY 40588			STUDENT CONGRESS EDUCATES A NEW GENERATION OF LEADERS	12,000.
B'NAI B'RITH INT P O BOX 170305 MILWAUKEE, WI 53217			EDUCATION	100.
BIG BROTHERS BIG SISTERS 1122 OAKHILL DRIVE LEXINGTON, KY 40505			YOUTH EDUCATIONAL SERVICES	1,000.
BLUEGRASS CONSERVANCY 380 S. MILL ST SUITE 205 LEXINGTON, KY 40508			PRESERVATION OF BLUEGRASS FARMLAND	100.
BOY SCOUTS OF AMERICA 3473 YORKSHIRE MEDICAL PARK LEXINGTON, KY 40509			YOUTH EDUCATIONAL SERVICES	500.
CAMP HORSIN AROUND P O BOX 22276 LEXINGTON, KY 40522			YOUTH EDUCATIONAL SERVICES	45,000.
CHILD DEVELOPMENT CENTERS OF THE BLUEGRASS 465 SPRINGHILL DRIVE LEXINGTON, KY 40503			PROVIDES EARLY INTERVENTION AND THERAPY SERVICES	253,840.
CHILDRENS CHARITIES OF THE BLUEGRASS P.O. BOX 910605 LEXINGTON, KY 40591			BENEFIT LOCAL CHARITABLE ORGANIZATIONS WHICH HAVE AS GOAL TO PROVIDE BENEFITS TO	10,000.
GOD'S PANTRY FOOD BANK 1685 JAGGIE FOX WAY LEXINGTON, KY 40511			FEED THE HUNGRY	20,000.
Total from continuation sheets				1,987,159.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HADASSAH 50 WEST 58 ST NEW YORK, NY 10019			EDUCATION	1,000.
HOPE CENTER 360 WEST LOUDON LEXINGTON, KY 40508			LIVING ASSISTANCE FOR HOMELESS	500.
HOSPICE OF BLUEGRASS 2312 ALEXANDRIA DRIVE LEXINGTON, KY 40504			CARE FOR THE TERMINALLY ILL	200.
JUNIOR ACHIEVEMENT 1092 DUVAL ST STE 240 LEXINGTON, KY 40515			PREPARING THE WORKFORCE OF THE FUTURE	11,000.
KEEP 4047 IRON WORKS PKWY LEXINGTON, KY 40511			PROMOTE JOBS & ECNOMIC OPPORTUNITIES FOR HORSE INDUSTRY	500.
KENTUCKY HISTORICAL SOCIETY 100 WEST BROADWAY FRANKFORT, KY 40601			COLLECTING, PRESERVING AND CONVEYING THE HISTORY OF KENTUCKY	1,000.
KENUCKY COLONELS 1717 ALLIANT AVE SUITE 14 LOUISVILLE, KY 40502			PROVIDES FINANCIAL SUPPORT TO KENTUCKY CHARITABLE ORGANIZATIONS	200.
KIDS WISH NETWORK PO BOX 918958 ORLANDO, FL 32891			HOPE FOR CHILDREN WITH LIFE THREATENING ILLNESSES	345.
LEXINGTON DREAM FACTORY 4775 SCENICVIEW RD LEXINGTON, KY 40514			HOPE FOR CHILDREN WITH THREATENING ILLNESSES	500.
LEXINGTON HISTORY MUSEUM PO BOX 116 LEXINGTON, KY 40588			COLLECTING, PRESERVING AND CONVEYING THE HISTORY OF LEXINGTON	2,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEXINGTON HUMANE SOCIETY 1600 OLD FRANKFORT PIKE LEXINGTON, KY 40504			PREVENT ANIMAL CRUELTY	100.
LEXINGTON PHILHARMONIC FOUNDATION 161 N MILL ST LEXINGTON, KY 40507		501 C(3)	MUSIC EDUCATION	6,000.
OMICRON DELTA KAPPA FOUNDATION 224 MCLAUGHLIN ST LEXINGTON, VA 24450		501 C(3)	EDUCATION	50.
PIONEER PLAYHOUSE 840 STANFORD RD DANVILLE, KY 40422			PRESERVATION OF THE ARTS	5,100.
PLANNED PARENTHOOD 1025 S SECOND ST LOUISVILLE, KY 40203			EDUCATION AND MEDICAL CARE	500.
ROTARY CLUB OF LEXINGTON 401 W MAIN ST LEXNGTON, KY 40507			SUPPORT FOR COMMUNITY PROJECTS	150.
SANTA'S KIDS P O BOX 1124 GEORGETOWN, KY 40324			GIFTS FOR CHILDREN	100.
SAYRE SCHOOL 194 N LIMESTONE LEXINGTON, KY 47			EDUCATION	6,057.
SHRINER'S HOSPITALS FOR CHILDREN P O BOX 1510 RANSON, WV 25438			MEDICAL ASSITANCE FOR CHILDREN	250.
SPECIAL OLYMPICS P. O. BOX 284-0 FRANKFORT, KY 40601			AID DISABLED	200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEMPLE ADATH ISRAEL 124 ASHLAND AVE LEXINGTON, KY 40502			JEWISH TEMPLE	20,200.
TEMPLE ISRAEL 332 JOE CLIFTON DR PADUCAH, KY 42002			JEWISH TEMPLE	1,500.
THE ARC OF KENTUCKY 706 E MAIN ST #A FRANKFORT, KY 40601			ASSISTANCE FOR DISABLED CHILDREN	100.
THE ART MUSEUM @ UK 100 STURGILL DEVELOPMENT BLDG LEXINGTON, KY 40506			ART PRESERVATION	2,000.
THE JEWISH FEDERATION OF THE BG 1050 CHINOE RD SUITE 112 LEXINGTON, KY 42002			EDUCATION	5,000.
THE KY CENTER 501 W MAIN ST LOUISVILLE, KY 40202			ART EDUCATION	500.
THE LIVING ARTS & SCIENCE CENTER 362 N MARTIN LUTHER KING BLVD LEXINGTON, KY 40508			ART EDUCATION	100.
THE SALVATION ARMY 736 W MAIN ST LEXINGTON, KY 40508			HOPE TO THOSE STRUGGLING	100.
TRANSYLVANIA UNIVERSITY 300 N BROADWAY LEXINGTON, KY 40508			EDUCATION	600,100.
U. S. HOLOCAUST MEMORIAL MUSEUM P O BOX 90988 WASHINGTON, DC 20090			HALOCAUST EDUCATION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UK OPERA THEATER 100 STURGILL DEVELOPMENT BLDG LEXINGTON, KY 40506			MUSICAL EDUATION	200,000.
UK SANDERS-BROWN CENTER 343 WALLER AVE SUITE 205 LEXINGTON, KY 40504			MEDICAL RESEARCH FOR THE AGING	5,000.
UNIVERISTY OF KENTUCKY - CHILDRENS GARDEN 500 ALUMNI DRIVE LEXINGTON, KY 40503			PRESERVE NATURE	5,000.
UNIVERSITY OF KENTUCKY HEALTHCARE GIFT FUND OFFICE OF DEV WILLIAM B STURGILL DEV BLDG LEXINGTON, KY 40506			MEDICAL	750,000.
WORLD JEWISH CONGRESS FOUNDATION 2125 BISCAYNE BLVD SUITE 310 MIAMI, FL 33137		501 C(3)	PROVIDE FINANCIAL AND OTHER SUPPORT TO PROGRAMS AND	1,000.
BABY HEALTH SERVICE PO BOX 1646 LEXINGTON, KY 40588			PEDIATRIC CARE-EDUCATION	100.
BEAUMONT PRESBYTERIAN CHURCH 1070 LANE ALLEN ROAD LEXINGTON, KY 40504			MINISTRY	100.
FIREFIGHTERS CHARITABLE FOUNDATION PO BOX 8960 TOPEKA, KS 66608		501 C(3)	SUPPORT FIREFIGHTERS	17.
FRATERNAL ORDER OF POLICE 1097 DUVAL ST LEXINGTON, KY 40515			SUPPORT POLICE	100.
GEORGE BUSH LIBRARY FUND TEXAS A&M UNIVERSITY 1145 TAMUE COLLEGE STATION, TX 77843			PRESERVE THE BUSH PRESIDENTIAL HISTORY	100.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIRL SCOUTS OF AMERICA 2277 EXECUTIVE DRIVE LEXINGTON, KY 40505			YOUTH EDUCATIONAL SERVICES	550.
KENTUCKY HORSE PARK FOUNDATION 1089 IRON WORKS PARKWAY LEXINGTON, KY 40511		501 C(3)	SUPPORT HORSE INDUSTRY	500.
KENTUCKY NATIONAL GUARD MUSEUM P. O. BOX 5466 FRANKFORT, KY 40602			CONSERVE HISTORY OF THE NATIONAL GUARD	1,000.
KENTUCKY EDUCATIONAL TELEVISION 560 COOPER DRIVE LEXINGTON, KY 40502			PUBLIC TV -	1,000.
LEXINGTON HEARING AND SPEECH CENTER 162 N ASHLAND LEXINGTON, KY 40502			AID THOSE WITH HEARING/SPEECH DISABILITIES	100.
PRITCHARD COMMITTEE PO BOX 1658 LEXINGTON, KY 40588			EDUCATION	4,000.
THE NATURE CONSERVANCY 642 WEST MAIN LEXINGTON, KY 40508			CONSERVE LAND	4,000.
UK ALUMNI ASSOCIATION HELEN G KING ALUMNI HOUSE 500 S LIMESTONE LEXINGTON, KY 40508			EDUCATION	100.
UK OFFICE OF DEVELOPMENT - RICHARD & JANICE FURST SCHOLARSHIP FUND 100 STURGILL DEVELOPMENT BLDG LEXINGTON, KY 40506			COLLEGE SCHOLARSHIPS	100.
UNIVERSITY OF PIKEVILLE 147 SYCAMORE ST PIKEVILLE, KY 41501			SECONDARY EDUCATION	100.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOUNDED WARRIOR PROJECT PO BOX 758516 TOPEKA, KS 66675			SUPPORT FOR U.S. VETERANS	300.
COLLEGE OF THE OZARKS PO BOX 17 POINT OUTLOOK, MO 65726			SECONDARY EDUCATION	100.
Total from continuation sheets				

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILDRENS CHARITIES OF THE BLUEGRASS

BENEFIT LOCAL CHARITABLE ORGANIZATIONS WHICH HAVE AS GOAL TO PROVIDE

BENEFITS TO AREA CHILDREN

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
I SHARES DIVERSIFIED ALTERNATIVES TRUST	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TD WATERHOUSE 507-16544	2,672.	0.	2,672.
TOTAL TO FM 990-PF, PART I, LN 4	2,672.	0.	2,672.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
I SHARES DIVERSIFIED ALTERNATIVE TRUST	33.	33.	
ING USA ANNUITY & LIFE INS	48,853.	48,853.	
ING USA ANNUITY & LIFE INS	47,643.	47,643.	
GENWORTH LIFE AND ANNUITY INS CO	70,435.	70,435.	
GENWORTH LIFE AND ANNUITY INS CO	75,728.	75,728.	
GENWORTH LIFE AND ANNUITY INS CO	118,015.	118,015.	
GENWORTH LIFE AND ANNUITY INS CO	41,432.	41,432.	
JACKSON NATIONAL LIFE INS CO	46,693.	46,693.	
JACKSON NATIONAL LIFE INS CO	7,604.	7,604.	
JACKSON NATIONAL LIFE INS CO	20,214.	20,214.	
JACKSON NATIONAL LIFE INS CO	18,175.	18,175.	
TOTAL TO FORM 990-PF, PART I, LINE 11	494,825.	494,825.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	1,439.	0.		0.
ISHARES DIVERSIFIED ALT TRUST	75.	75.		0.
MARGIN EXPENSE	1,308.	1,308.		0.
TO FORM 990-PF, PG 1, LN 16C	2,822.	1,383.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL STATE FILING FEE	15.	0.		0.
FEDERAL TAX	3,144.	0.		0.
FEDERAL TAX ESTIMATES	3,800.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,959.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	100.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERITRADE PRIME ACCOUNT - #507-16544	97,290.	98,068.
OFFICE GROUP USA	300,000.	150,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	397,290.	248,068.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN LEGACY ANNUITY - WARREN	COST	450,168.	175,611.
AMERICAN LEGACY ANNUITY - BETTY	COST	561,167.	239,903.
ING INSURANCE COMPANY - JANUS GROWTH AND INCOME	COST	100,000.	88,489.
ING INSURANCE COMPANY - VIP GROWTH	COST	100,000.	116,380.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,211,335.	620,383.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WARREN W ROSENTHAL
BETTY M ROSENTHAL