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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation CRALLE FOUNDATION INC		A Employer identification number 61-1179672	
Number and street (or P O box number if mail is not delivered to street address) 614 W MAIN STREET NO 2500		B Telephone number (see instructions) (502) 581-1148	
City or town, state, and ZIP code LOUISVILLE, KY 40202		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 9,617,976		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities.	281,961	281,961		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-21,242			
	b Gross sales price for all assets on line 6a _____ 3,775,892				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	260,720	281,962		
	13 Compensation of officers, directors, trustees, etc	65,000	0		65,000
	14 Other employee salaries and wages	18,000	0		18,000
	15 Pension plans, employee benefits	9,555	0		9,555
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	☒ 3,140	1,570		1,570
	c Other professional fees (attach schedule)	☒ 33,612	33,612		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 8,052	2,632		5,420
	19 Depreciation (attach schedule) and depletion . . .	☒ 2,084	0		
	20 Occupancy	20,069	0		20,069
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 61,497	38,173		20,706
	24 Total operating and administrative expenses. Add lines 13 through 23	221,009	75,987		140,320
	25 Contributions, gifts, grants paid	618,065			618,065
	26 Total expenses and disbursements. Add lines 24 and 25	839,074	75,987		758,385
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-578,354			
	b Net investment income (if negative, enter -0-)		205,975		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	4,262	8,568	8,568
	2	Savings and temporary cash investments	268,143	731,976	731,976
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	848,234		
	b	Investments—corporate stock (attach schedule)	3,186,461	☒ 3,314,020	5,060,822
	c	Investments—corporate bonds (attach schedule).	1,354,907	☒ 1,680,127	1,772,141
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,484,524	☒ 1,838,188	2,040,253
	14	Land, buildings, and equipment basis ▶ _____ 44,254 Less accumulated depreciation (attach schedule) ▶ _____ 40,038	8,918	☒ 4,216	4,216
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,155,449	7,577,095	9,617,976	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
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 ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	8,138,882	8,138,882	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	16,567	-561,787	
	30	Total net assets or fund balances (see page 17 of the instructions)	8,155,449	7,577,095	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,155,449	7,577,095		

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	8,155,449
2	Enter amount from Part I, line 27a	2	-578,354
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,577,095
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	7,577,095

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-21,242
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	901,304	8,711,964	0 103456
2010	942,976	10,097,936	0 093383
2009	1,023,242	9,197,175	0 111256
2008	1,122,301	11,141,043	0 100736
2007	834,392	11,078,430	0 075317

2 Total of line 1, column (d).	2	0 484148
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 096830
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,790,291
5 Multiply line 4 by line 3.	5	851,164
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,060
7 Add lines 5 and 6.	7	853,224
8 Enter qualifying distributions from Part XII, line 4.	8	758,385

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 ☐ and enter 1% of Part I, line 27b		1	4,120
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	4,120
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	4,120
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,590	
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	5,590
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,470
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,470	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶CRALLE FOUNDATION INC Telephone no ▶(502) 581-1148 Located at ▶614 W MAIN STREET SUITE 2500 LOUISVILLE KY ZIP +4 ▶40202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES T CRAIN JR	EXEC DIR	65,000	0	0
614 W MAIN ST STE 2500 LOUISVILLE, KY 40202	30 00			
JOAN C DAY	PRESIDENT	0	0	0
614 W MAIN ST STE 2500 LOUISVILLE, KY 40202	0 00			
SUSAN DAY	TRUSTEE	0	0	0
614 W MAIN ST STE 2500 LOUISVILLE, KY 40202	0 00			
CAROLYN DAY	TRUSTEE	0	0	0
614 W MAIN ST STE 2500 LOUISVILLE, KY 40202	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	8,196,614
b	Average of monthly cash balances.	1b	727,539
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,924,153
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	8,924,153
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	133,862
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,790,291
6	Minimum investment return. Enter 5% of line 5.	6	439,515

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	439,515
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,120
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,120
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	435,395
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	435,395
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	435,395

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	758,385
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	758,385
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	758,385
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				435,395
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				297,709
b From 2008.				569,287
c From 2009.				567,711
d From 2010.				443,667
e From 2011.				474,580
f Total of lines 3a through e.	2,352,954			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 758,385				
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.				435,395
e Remaining amount distributed out of corpus	322,990			
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	2,675,944			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	297,709			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,378,235			
10 Analysis of line 9				
a Excess from 2008. . . .				569,287
b Excess from 2009. . . .				567,711
c Excess from 2010. . . .				443,667
d Excess from 2011. . . .				474,580
e Excess from 2012. . . .				322,990

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

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

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

JAMES T CRAIN JR
614 W MAIN STREET SUITE 2500
LOUISVILLE, KY 40202
(502) 581-1148

b

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

STANDARD FORM TO BE OBTAINED AT FOUNDATION OFFICE

c

Any submission deadlines

NONE

d

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

CHARITABLE

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	618,065
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	1	
4	Dividends and interest from securities. . . .			14	281,961	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	-21,242	
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		260,720	0
13	Total. Add line 12, columns (b), (d), and (e).			13	260,720	

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

***** 2013-11-14 ***** May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00744911
	FAITH CRUMP	FAITH CRUMP			
	Firm's name ☐	DEAN DORTON ALLEN FORD PLLC		Firm's EIN ☐ 27-3858252	
		500 W JEFFERSON STREET SUITE 1400			
	Firm's address ☐	LOUISVILLE, KY 40202		Phone no (502) 589-6050	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN DISTRIBUTIONS	P		
NONDIVIDEND DISTRIBUTIONS	P		
MLCX OTC	P		
EAGLE GROWTH	P		
SALE OF MARKETABLE SECURITIES	P		
EAGLE GROWTH	P		
SALE OF MARKETABLE SECURITIES	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,289			3,289
1,670			1,670
360,053		302,610	57,443
2,585			2,585
2,049,844		2,116,713	-66,869
		6,339	-6,339
1,358,451		1,371,472	-13,021

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,289
			1,670
			57,443
			2,585
			-66,869
			-6,339
			-13,021

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY OF ST ANDREWS 2233 WOODBOURNE AVENUE LOUISVILLE,KY 40205	NONE	NO	ASSIST WITH BEHAVIORAL ANALYSIS THERAPIST SALARY	5,000
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES,KY 41844	NONE	NO	BRIDGE/RETENTION PROGRAMS	5,000
AMERICAN RED CROSS 510 EAST CHESTNUT ST LOUISVILLE,KY 40202	NONE	NO	DISASTER RELIEF	15,000
AMERICANA COMMUNITY CENTER 4801 SOUTHSIDE DRIVE LOUISVILLE,KY 40214	NONE	NO	YOUTH PROGRAMMING	10,000
BIG BROTHERS BIG SISTERS OF KENTUCKY 1519B GARDINER LANE LOUISVILLE,KY 40218	NONE	NO	PROJECT BOLLD	10,000
CARNEGIE CENTER FOR LITERACY AND LEARNING 251 WEST 2ND STREET LEXINGTON,KY 40507	NONE	NO	TUTORING PROGRAM	5,000
FAMILY COUNSELING SERVICE 1393 TRENT BLVD BUILDING 2 SUITE 2101 LEXINGTON,KY 40517	NONE	NO	MENTAL HEALTH SERVICES	10,000
GREEN HILL THERAPY 1410 LONG RUN ROAD LOUISVILLE,KY 40245	NONE	NO	AQUATHERAPY PROGRAM	10,000
HOUSE OF RUTH 607 E SAINT CATHERINE STREET LOUISVILLE,KY 40203	NONE	NO	CHILDREN'S SCHOOL SUCCESS PROJECT	6,000
KENTUCKY CENTER 501 WEST MAIN STREET LOUISVILLE,KY 40202	NONE	NO	ARTSREACH EMOTIONAL LITERACY PROJECT	5,000
LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE,KY 402032205	NONE	NO	SUMMER READING PROGRAM	5,000
LIGHTHOUSE PROMISE 5312 SHEPHERDSVILLE ROAD LOUISVILLE,KY 402281008	NONE	NO	TOWARD CONSTRUCTION OF NEW BUILDING	10,000
LOUISVILLE CENTRAL COMMUNITY CENTER 1407 W JEFFERSON ST SUITE 200 LOUISVILLE,KY 40203	NONE	NO	TRAINING TEACHERS/ASSISTANTS	7,000
LOUISVILLE VISUAL ARTS ASSOCIATION 3005 RIVER ROAD LOUISVILLE,KY 40207	NONE	NO	'OPEN DOORS' PROGRAM	10,000
LOUISVILLE YOUTH ORCHESTRA 4121 SHELBYVILLE ROAD SUITE E LOUISVILLE,KY 40207	NONE	NO	SCHOLARSHIP ASSISTANCE	7,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MARYHURST 1015 DORSEY LANE LOUISVILLE,KY 40223	NONE	NO	TRAINING FOR STAFF	10,000
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVENUE LOUISVILLE,KY 40220	NONE	NO	FINANCIAL ASSISTANCE FOR NEEDY FAMILIES	10,000
PROJECT ONE 930 W CHESTNUT SUITE 412 LOUISVILLE,KY 40203	NONE	NO	'TALENTED AND GIFTED SCHOLARS' PROGRAM	10,000
ROBBIE VALENTINE SPORTS CLUB PO BOX 767 JEFFERSONVILLE,IN 47131	NONE	NO	SUMMER BASKETBALL CAMP FOR JEFFERSON COUNTY SCHOOLS	5,000
SENIORCARE EXPERTS 145 THIERMAN LN LOUISVILLE,KY 40207	NONE	NO	SUBSIDIZED MEALS PROGRAM FOR ELDERLY	10,500
SPAVA 1939 GOLDSMITH LN STE 139 LOUISVILLE,KY 40218	NONE	NO	NON-VIOLENCE PROGRAMS	3,500
CHILD CONNECTION 2210 MEADOW DRIVE STE 28 LOUISVILLE,KY 40218	NONE	NO	STRANGER SAFETY PROGRAM	5,000
THE HEALING PLACE 1020 WEST MARKET STREET LOUISVILLE,KY 402022630	NONE	NO	CHARITABLE PURPOSE - GENERAL SUPPORT	1,000
USA CARES PO BOX 759 RADCLIFF,KY 40159	NONE	NO	WARRIOR TREATMENT TODAY PROGRAM	15,000
WESLEY MANOR RETIREMENT COMMUNITY 5012 EAST MANSLICK ROAD LOUISVILLE,KY 402195100	NONE	NO	SENIOR CARE CHARITABLE ASSISTANCE	1,000
YMCA SAFEPLACE SERVICES 2400 CRITTENDEN DRIVE LOUISVILLE,KY 40217	NONE	NO	SHELTER HOUSE	10,000
BLUE APPLE PLAYERS 625 E MARKET ST LOUISVILLE,KY 40202	NONE	NO	BULLYING PROGRAM	3,000
APPLE PATCH COMMUNITY INC 7408 HWY 239 CRESTWOOD,KY 40014	NONE	NO	PLATFORM FOR COMPUTERS	3,216
BELLEWOOD PRESBYTERIAN HOMES 4400 BRIAR HILL RD LEXINGTON,KY 40516	NONE	NO	PERMANENT HOUSING PROGRAM	10,000
CAMPBELLSVILLE UNIVERSITY 1 UNIVERSITY DRIVE CAMPBELLSVILLE,KY 42718	NONE	NO	SCHOLARSHIPS	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR WOMEN & FAMILIES 927 SOUTH SECOND STREET LOUISVILLE,KY 40201	NONE	NO	SUPPORT VICTIMS OF SEXUAL VIOLENCE AND ABUSE	10,000
CUMBERLAND COLLEGE 6178 COLLEGE STATION DRIVE WILLIAMSBURG,KY 40769	NONE	NO	WORKSHOP PROGRAM	2,000
CUSTOM QUALITY SERVICES 3401 JEWELL AVE LOUISVILLE,KY 40212	NONE	NO	PURCHASE OF ONE CASE SEALER	2,999
DRESS FOR SUCCESS 309 GUTHRIE ST LOUISVILLE,KY 40202	NONE	NO	SUPPORT OF PROFESSIONAL WOMEN'S GROUP	5,000
FAITH IN ACTION 1530 NICHOLASVILLE RD LEXINGTON,KY 40503	NONE	NO	ELDER OUTREACH - GENERAL SUPPORT	6,000
FRONTIER SCHOOL 195 SCHOOL ST HYDEN,KY 41749	NONE	NO	TO UTILIZE MOBILE DEVICE TECHNOLOGY	5,000
GILDA'S CLUB 633 BAXTER AVE LOUISVILLE,KY 40204	NONE	NO	SUPPORT AND NETWORKING GROUPS	10,000
GIRL SCOUTS OF KENTUCKIANA 2115 LEXINGTON RD LOUISVILLE,KY 40206	NONE	NO	OUTREACH PROGRAMS	25,000
GOD'S PANTRY FOOD BANK 1685 JAGGIE FOX WAY LEXINGTON,KY 40511	NONE	NO	SUPPORT OF CAMPAIGN FOR VARIOUS PURPOSES	5,000
HARBOR HOUSE 2231 LOWER HUNTERS TRACE LOUISVILLE,KY 40216	NONE	NO	MARKETING AWARENESS AND COMMUNITY EDUCATION PROJECT	7,500
JUNIOR ACHIEVEMENT 1401 W MUHAMMAD ALI BLVD LOUISVILLE,KY 40203	NONE	NO	TRANSITIONAL JA BIZTOWN FROM 4TH TO 5TH GRADE	5,000
KENTUCKY NATURAL LANDS TRUST 433 CHESTNUT ST BEREA,KY 40403	NONE	NO	FORT KNOX/BERHNHEIM WILDLIFE CORRIDOR	5,000
KENTUCKY REFUGEE MINISTRIES 969 CHEROKEE RD LOUISVILLE,KY 40204	NONE	NO	EXPANDING PROGRAMS AND GOALS	7,500
KIDS CENTER FOR PEDIATRIC THERAPIES 982 EASTERN PARKWAY LOUISVILLE,KY 40217	NONE	NO	REMODELING	5,000
LINCOLN FOUNDATION 200 W BROADWAY LOUISVILLE,KY 40202	NONE	NO	PORTLAND AND WESTERN LIBRARY READING PROGRAMS	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LINCOLN HERITAGE COUNCIL 12001 SYCAMORE STATION PLACE LOUISVILLE,KY 40299	NONE	NO	UNIFORMS,ETC FOR FINANCIALLY HANDICAPPED	10,000
MASONIC HOMES OF KENTUCKY 320 MASONIC HOME DR LOUISVILLE,KY 40207	NONE	NO	VAN FOR 'SPROUTLINGS'	10,000
NATIVITY ACADEMY 529 E LIBERTY ST LOUISVILLE,KY 40202	NONE	NO	SPONSOR 2 STUDENTS FOR ONE YEAR	10,000
NEW OPPORTUNITY SCHOOL FOR WOMEN 204 CHESTNUT ST BEREA,KY 40403	NONE	NO	CAREER/EDUCATION COUNSELOR	7,250
PAWS WITH PURPOSE PO BOX 7834 LOUISVILLE,KY 40257	NONE	NO	TRAINING AND PLACEMENT OF ASSISTANCE DOGS	10,000
PRESBYTERIAN COMMUNITY CENTER 701 S HANCOCK ST LOUISVILLE,KY 40203	NONE	NO	ACADEMIC CHALLENGE AND CULTURAL ENRICHMENT PROGRAMS	5,000
PRESENTATION ACADEMY 861 S 4TH ST LOUISVILLE,KY 40203	NONE	NO	COLLABORATION WITH NATIVITY ACADEMY TO PROVIDE SCHOLARSHIPS	5,000
PRITCHARD COMMITTEE FOR ACADEMIC EXCELLENCE 571 WEST SHORT STREET SUITE 202 LEXINGTON,KY 40507	NONE	NO	IMPLEMENT MARKETING AWARENESS & COMMUNITY EDUCATION PROJECTS	5,000
SHAWNEE CHRISTIAN HEALTHCARE 234 AMY AVE LOUISVILLE,KY 40212	NONE	NO	PROGRAMS	10,000
SHIVELY AREA MINISTRIES 4415 DIXIE HWY LOUISVILLE,KY 40216	NONE	NO	VISION25	25,000
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE,KY 40211	NONE	NO	GENERAL OPERATING COSTS	15,000
BOYS AND GIRLS CLUBS OF KENTUCKIANA 1201 STORY AVENUE SUITE 250 LOUISVILLE,KY 40206	NONE	NO	HELP WITH LOCATIONS WHICH ARE CLOSING NEWBURG, PARKLAND, AND PORTLAND	15,000
CABBAGE PATCH SETTLEMENT HOUSE 1413 S 6TH ST LOUISVILLE,KY 40208	NONE	NO	'BRIDGE THE GAP' PROGRAM	10,000
FEAT OF LOUISVILLE 1100 E MARKET ST LOUISVILLE,KY 40206	NONE	NO	DREAMS IN MOTION SUMMER CAMP	3,000
HABITAT FOR HUMANITY 1620 BANK ST LOUISVILLE,KY 40203	NONE	NO	CAPITAL CAMPAIGN	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOSPICE CARE PLUS 208 KIDD DRIVE BEREA, KY 40403	NONE	NO	PEDIATRIC BED FOR CHILD	5,600
JACKSON COUNTY FOOD BANK 1257 MCCAMMON RIDGE RD MCKEE, KY 40447	NONE	NO	FOOD FOR THE NEEDY	2,500
KENTUCKY ASSOCIATION OF FOOD BANKS PO BOX 1824 BEREA, KY 40403	NONE	NO	FARMS TO FOOD BANKS PROGRAM	5,000
KENTUCKY HISTORICAL SOCIETY 116 WEST BROADWAY ST FRANKFORT, KY 40601	NONE	NO	INTERSHIP PROGRAM	10,000
KENTUCKY HUMANITIES COUNCIL 206 E MAXWELL ST LEXINGTON, KY 40508	NONE	NO	CHAUTAUQUA PROGRAM	10,000
KENTUCKY YOUTH ADVOCATES 11001 BLUEGRASS PARKWAY SUITE 100 JEFFERSONTOWN, KY 40299	NONE	NO	2012 CAMPAIGN FOR CHILDREN'S HEALTH	5,000
NATIONAL STEM CELL FOUNDATION 333 EAST MAIN STREET SUITE 400 LOUISVILLE, KY 40202	NONE	NO	ENHANCE FUNDRAISING OF ORGANIZATION	10,000
NEIGHBORHOOD HOUSE 201 NORTH 25TH ST LOUISVILLE, KY 40212	NONE	NO	CHEERS FOR CAREERS PROGRAM	10,000
OPERATION PARENT 13029 MIDDLETOWN IND BLVD 100 LOUISVILLE, KY 40223	NONE	NO	PRINTING OF PARENT HANDBOOK	7,500
RAMP 187 SOUND BEACH AVENUE SUITE 2 OLD GREENWICH, CT 06870	NONE	NO	BACKPACK/SNACK PROGRAM IN MARTIN COUNTY, KENTUCKY	5,000
ST JOHN CENTER FOR HOMELESS 700 E MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	NONE	NO	TECHNOLOGY UPGRADE	2,000
ST JOSEPH CHILDREN'S HOME 2823 FRANKFORT AVE LOUISVILLE, KY 40206	NONE	NO	'GIVING CHILDREN A HOME' MISSION	25,000
SHELTER FOR WOMEN AND CHILDREN 530 KLUTEY PARK PLAZE DRIVE HENDERSON, KY 42419	NONE	NO	TUTORING PROGRAM	5,000
SPECIALIZED ALTERATIVES FOR FAMILIES AND YOUTH 4010 DUPONT CIRCLE SUITE 379 LOUISVILLE, KY 40207	NONE	NO	FOSTER YOUTH	5,000
TEACH FOR AMERICA 470 MAIN STREET SUITE 1 HAZARD, KY 41701	NONE	NO	SUPPORT OF CORPS MEMBERS	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WAYSIDE CHRISTIAN MISSION PO BOX 7249 LOUISVILLE,KY 40257	NONE	NO	UPGRADING HVAC SYSTEM	10,000
BLUE APPLE PLAYERS 625 E MARKET ST LOUISVILLE,KY 40202	NONE	NO	TICKETS FOR 20 TEACHERS	1,000
LOUISVILLE REGIONAL SCIENCE FAIRS 727 WEST MAIN STREET LOUISVILLE,KY 40202	NONE	NO	50TH ANNIVERSARY FAIR	3,000
NORTH OLDHAM HIGH SCHOOL 1815 S HWY 1793 GOSHEN,KY 40026	NONE	NO	CHORI COMPETITION	1,000
GEORGETOWN COLLEGE 400 E COLLEGE ST GEORGETOWN,KY 40324	NONE	NO	RENOVATION OF HALL OF FAME ROOM IN LEE E CRALLE STUDENT BUILDING	10,000
KET 600 COOPER DRIVE LEXINGTON,KY 40502	NONE	NO	EDUCATIONAL PROGRAMMING	1,000
FRATERNAL ORDER OF POLICE 6204 PRICE LN LOUISVILLE,KY 40229	NONE	NO	SUPPORT OF 'K THRU 8 SCHOOL PROGRAM,	1,000
LINCOLN HERITAGE COUNCIL 12001 SYCAMORE STATION PLACE LOUISVILLE,KY 40299	NONE	NO	GOOD SCOUT AWARD	1,500
Total  3a				618,065

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
CRALLE FOUNDATION INC

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

61-1179672

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	2,084
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	2,084
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	2,618
44 Total. Add amounts in column (f) See the instructions for where to report				44	2,618

TY 2012 Accounting Fees Schedule

Name: CRALLE FOUNDATION INC

EIN: 61-1179672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,140	1,570		1,570

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Amortization Schedule

Name: CRALLE FOUNDATION INC

EIN: 61-1179672

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
MICROEDGE-SOFTWARE	2010-05-18	7,854	4,145	36 0000000000000	2,618	0		6,763

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: CRALLE FOUNDATION INC

EIN: 61-1179672

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
PHONE SYSTEM	1998-06-30	3,245	3,245	200DB	7 000000000000	0	0		
COMPUTER NETWORK/INSTALLATION	1998-06-30	6,041	6,041	200DB	5 000000000000	0	0		
COMPUTER AND TELEPHONE SYSTEMS	2003-06-30	16,261	8,130	200DB	7 000000000000	0	0		
COMPUTER	2010-04-13	10,853	5,644	200DB	5 000000000000	2,084	0		

**TY 2012 Investments Corporate
Bonds Schedule****Name:** CRALLE FOUNDATION INC**EIN:** 61-1179672

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CORPORATE BONDS	1,680,127	1,772,141

**TY 2012 Investments Corporate
Stock Schedule****Name:** CRALLE FOUNDATION INC**EIN:** 61-1179672

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CORPORATE STOCKS	3,215,447	4,962,249
INVESTMENT IN CORPORATE STOCKS - FEDERAL WAY CORP	98,573	98,573

TY 2012 Investments - Other Schedule**Name:** CRALLE FOUNDATION INC**EIN:** 61-1179672

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN MUTUAL FUNDS	AT COST	909,265	1,027,191
OTHER INVESTMENTS	AT COST	117,100	201,239
OTHER INVESTMENTS-WAYCROSS	AT COST	0	0
OTHER INVESTMENTS-THE ENDOWMENT FUND	AT COST	517,324	517,324
OTHER INVESTMENTS-EAGLE GROWTH	AT COST	294,499	294,499

TY 2012 Land, Etc. Schedule**Name:** CRALLE FOUNDATION INC**EIN:** 61-1179672

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
PHONE SYSTEM	3,245	3,245	0	
COMPUTER NETWORK/INSTALLATION	6,041	6,041	0	
COMPUTER AND TELEPHONE SYSTEMS	16,261	16,261	0	
COMPUTER	10,853	7,728	3,125	
MICROEDGE-SOFTWARE	7,854	6,763	1,091	

TY 2012 Other Expenses Schedule**Name:** CRALLE FOUNDATION INC**EIN:** 61-1179672

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	8,016	0		8,016
INSURANCE	33,463	33,463		0
OFFICE EXPENSE	11,566	0		11,566
POSTAGE	1,124	0		1,124
PARTNERSHIP EXPENSES FROM K-1	4,710	4,710		0
AMORTIZATION	2,618	0		0

TY 2012 Other Professional Fees Schedule

Name: CRALLE FOUNDATION INC

EIN: 61-1179672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	33,612	33,612		0

TY 2012 Taxes Schedule**Name:** CRALLE FOUNDATION INC**EIN:** 61-1179672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	5,420	0		5,420
FOREIGN TAX	1,479	1,479		0
FEDERAL INCOME TAX	1,153	1,153		0