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

OMB No. 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation <b>Kindred Foundation, Inc.</b>		A Employer identification number <b>61-1204724</b>
Number and street (or P O box number if mail is not delivered to street address) <b>680 South Fourth Street</b>	Room/suite	B Telephone number (see instructions) <b>502-596-7300</b>
City or town, state, and ZIP code <b>Louisville, KY 40202</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 40,792</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	91,858			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	224	224		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	92,082	224	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	0			0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25,256	0	0	25,256
	24 Total operating and administrative expenses. Add lines 13 through 23	25,256	0	0	25,256
	25 Contributions, gifts, grants paid	423,798			423,798
26 Total expenses and disbursements. Add lines 24 and 25	449,054	0	0	449,054	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-356,972				
b Net investment income (if negative, enter -0-)		224			
c Adjusted net income (if negative, enter -0-)			0		

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	<b>397,764</b>	<b>40,792</b>	<b>40,972</b>
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>4</b> Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .			
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>15</b> Other assets (describe ▶ . . . . . )			
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	<b>397,764</b>	<b>40,792</b>	<b>40,972</b>
	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
<b>Net Assets or Fund Balances</b>	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ . . . . . )			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
	<b>Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	<b>397,764</b>	<b>40,792</b>	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .			
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	<b>397,764</b>	<b>40,792</b>	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	<b>397,764</b>	<b>40,792</b>	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	<b>397,764</b>
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	<b>-356,972</b>
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	<b>40,792</b>
<b>5</b> Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	<b>40,792</b>

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	
<b>3</b> 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 . . . . . }			<b>3</b>	

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,223,885	875,358	1.3982
2010	1,032,228	1,874,988	.5505
2009	536,731	2,747,737	.1953
2008	537,893	3,256,697	.1652
2007	525,933	3,636,712	.1446
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 2.4538
<b>3</b> 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 . . . . .			<b>3</b> .4908
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .			<b>4</b> 125,813
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 61,749
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 2
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 61,751
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 449,054

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		<b>2</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>		<b>2</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		<b>2</b>
<b>6</b>	Credits/Payments:			
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	2,415	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		<b>2,415</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		<b>2,413</b>
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 2,413 <b>Refunded</b>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
<b>6</b> 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?		<input checked="" type="checkbox"/>
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		<input checked="" type="checkbox"/>
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Kentucky</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		<input checked="" type="checkbox"/>
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

**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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ <u>n/a</u>				
14	The books are in care of ▶ <u>Kindred Healthcare, Inc.</u>	Telephone no. ▶	<u>502-596-7300</u>	
	Located at ▶ <u>680 South Fourth Street; Louisville, KY</u>	ZIP+4 ▶	<u>40202</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/>			
	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	Yes	No
	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No
- 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** ☐ Yes ☒ 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** ☐ Yes ☒ No

**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
See schedule attached				

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	127,729
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	127,729
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	127,729
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	1,916
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	125,813
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	6,291

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	6,291
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	6,289
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	6,289
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	6,289

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	449,054
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	449,054
<b>5</b>	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) . . . . .	<b>5</b>	2
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	449,052

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				<b>6,289</b>
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . . <b>424,856</b>				
<b>b</b> From 2008 . . . . . <b>559,009</b>				
<b>c</b> From 2009 . . . . . <b>682,087</b>				
<b>d</b> From 2010 . . . . . <b>1,959,752</b>				
<b>e</b> From 2011 . . . . . <b>1,768,894</b>				
<b>f</b> <b>Total</b> of lines 3a through e . . . . . <b>5,394,598</b>				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <b>449,054</b>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				<b>449,054</b>
<b>e</b> Remaining amount distributed out of corpus . . . . . <b>442,765</b>				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>5,837,363</b>			
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>5,837,363</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . . <b>559,009</b>				
<b>b</b> Excess from 2009 . . . . . <b>682,087</b>				
<b>c</b> Excess from 2010 . . . . . <b>1,959,752</b>				
<b>d</b> Excess from 2011 . . . . . <b>1,768,894</b>				
<b>e</b> Excess from 2012 . . . . . <b>867,621</b>				

**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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

None

- 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
<b>a Paid during the year</b>  See schedule attached				423,798
<b>Total</b> . . . . .			▶ <b>3a</b>	423,798
<b>b Approved for future payment</b>  n/a				
<b>Total</b> . . . . .			▶ <b>3b</b>	0

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
-------------------	--

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments . . . . .					
<b>3</b>	Interest on savings and temporary cash investments			<b>14</b>	<b>224</b>	
<b>4</b>	Dividends and interest from securities . . . . .					
<b>5</b>	Net rental income or (loss) from real estate:					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income . . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events . . . . .					
<b>10</b>	Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b>	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e) . . . . .				<b>224</b>	
<b>13</b>	Total. Add line 12, columns (b), (d), and (e) . . . . .				<b>13</b>	<b>224</b>

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

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

[illegible]


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

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

[illegible]

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

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

<b>Sign Here</b>	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.		
		3/28/13	Treasurer
	Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

Kindred Foundation, Inc.

61-1204724

Organization type (check one):

**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> Kindred Foundation, Inc.	<b>Employer identification number</b> 61-1204724
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**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ventas Realty Limited Partnership  10350 Ormsby Park Place; Suite 300  Louisville, KY 40223	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

Kindred Foundation, Inc.

61-1204724

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----

Name of organization Kindred Foundation, Inc.	Employer identification number 61-1204724
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**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

Kindred Foundation, Inc  
 EIN 61-1204724  
 December 31, 2012

Form 990-PF- Part I, Line 1- Contributions.

Cash	9,216
A. Arnold	1,000
Accent Training, LLC	500
Adda Farms	50
Alan Bowman	35
Albert C. Horton	40
Alpha Kappa Alpha Sorority, Inc	35
Amenian Association of People with Disabilities	2,500
Amvets Auxiliary Post 95	50
Andrew Dewson	5
Ann Gimes	20
Anna Sherman	15
Anne Leppo	15
Anthony Schommer	100
Arnall Golden Gregory, LLP	750
Arthur Marsan	25
Arthur Peterson, Jr	100
Arthur Rothgerber	100
B. Marcella Wnght	50
B. J. Beer	100
Barbara Shock	50
Belli & Belli	1,500
Berta Huse	40
Beth Waterbury	14
Betty Weaver	50
Beverly Hollen	25
Beverly Sweeney	20
Bill Shuff	50
Boice Enterprises, LLC	200
Bradley Craven	40
Bradley Holtzapple	20
Brantley Security Services	1,000
Brenda Adams	50
Brenda Seeley	15
Brian Caudill	220
Brian Nalley	85
Bruce Markham	100
Bruce Samowitz	25
Cameron Mitchell Restaurants	100
Carla E. Holland	20
Carol Prewitt	20
Carole K. Otten	50
Carole Lee	25
Caroline Ralli	50
Carolyn Harmon	20
Carolyn Timmons	25
Carolyn Weaver	100
Carr Family Trust	50
Cassidy Turtle Harry Moore	1,250
Catherine L. Williams	100
Catherine Maddox	300
Catherine Williams	50
CDL, Inc	1,000
Cecil Heath	125
Central Ohio Assoc. of Criminal	100
Charles Coldren	20
Charles Ebersole	50
Charles Grannan	100
Charles Leanhart	200
Charles McNeil	10
Charles Ryan	35
Charles Wirmg	40
Christy Satterwhite	340
Claire Pod	30
Clara Bell Hileman	30
Clarence Detray	50
Cleveland Institute of Music	50
Clifford Ishmael	100
Clyde Welch	25
Clyde Witt	100
Columbus Foam Products, Inc	100
Communications Workers of America	50
Connie Roe	50
Craig Bahner	20
Curtis C. Collier	30
Dale Black	30
Dallas Powell	50
Dana Moore	35
Daniel Brckner	40
Darlene Bodenmiller	40
Darlene Snider	50
David M. Reynolds	50
David Perez	5
David Sech	30
David Tobias	20
David Youngerman	37
Dawne Buis	210

Deborah Lancaster	250
Deborah Zollos	50
Dennis Barnhart	150
Dennis Ertel	100
Dennis Hansen	200
DeVito Builders, Inc	50
Diane Shope	10
Donald Drake	30
Donald McCutcheon	100
Donald Rogers	10
Donald Swinney	25
Donald Wright	100
Donalda Gourley	100
Donn Cranor	25
Donna Desjardins	20
Dons Kozak	50
Dorothy Pinkham	50
Douglas Ambach	15
Douglas Brown	250
Douglas Heaton	20
Dwight Robinson	100
Dykes Restaurant Supply, Inc	1,500
Eagle Paper, Inc	200
Edna Brooks	400
Edward Rooks	50
Edward Trippel	50
Engineered Electronics, Inc	1,000
Enc Billman	50
Enc Bohnert	600
Ernest Morley	25
Evelyn Loy	30
Evelyn Troeger	10
F H Paschen, S N Nielsen & Assoc, LLC	1,000
Fifth Third Bank	175
Floyd Bergman	50
Forest Gutmann	100
Francis Ogle	25
Frank Book	25
Frank Gruneisen	280
Fraternal Order of Eagles Ladies Auxiliary	30
Fred Evans	25
Fred Whittemore	20
Fredenck Feiber	25
FW Curlee	50
Garry Brown	20
Gerald Karon	50
Gerald Prestel	25
Gerald Todaro	50
Geraldine Wyatt	25
Geroge Earle	50
Glenda Higdon	100
Glenn Adkins	88
Glenn Donovan	20
Gloria Routsong	25
Gregg Graham	50
Gregory Bleh	25
Gregory Rose	20
Gunder/Hall & Folk	75
Helen Childers	50
Henderson Services, LLC	450
Hennetta Olinhausen	10
Henry Limouze	35
Herbert Betts	50
Hercules Industnes, Inc	50
Hermes Sargent Bates LLP	500
HMC Service Company	750
Home City Federal Savings Bank	50
Hospice of Knox County	10
Howard Nauman	30
Howard Reed	20
Hugh Allen	30
Huntington	1,000
Ida Becker	50
International Union of Operating Engineers Loca	75
J Blacker	10
J Jeffrey Shekell	350
Jack Stevenson	100
Jackson-Sarver Funeral Home	100
Jacque Becker-Olans	50
James Aschenbeck	20
James Bruce	15
James Codispoti	50
James Curtis	600
James Lindberg	100
James Moyer	50
James Straughn	25
James Sundermeyer	40
Jammie Forbis	10
Janet Scherer	20
Janet Wnght	25
Janice Fader	20
Jay Wise	20

Jayne Wallace	25
Jean Jenkins	50
Jeanette Allen	25
Jefferey D Levine, MD	25
Jeffery Hanson	100
Jennifer Chapman	20
Jerome R or Marcella M Kneg	100
Jerry Dewitt	50
Jo Kyne	25
Joanne Cohoon	25
Jodi Dressman	20
Jodie Schuit	80
Joh Tobias	50
John Campbell	45
John Cowgill	350
John Dougherty	50
John Goeppinger	35
John Pascoe	100
John Rokich	100
John Sherman	35
John Zarvis	100
Jones Truck & Sprng Repair, Inc	100
Jordan Lune	25
Joseph Dick	120
Joseph Portnoy, MD	50
Joseph Rtenour	50
Joyce Bentley	25
Juanita Blevins	50
Judith Doffi	50
Judith Sawyer	10
Judith Thomps Trustee	25
Judy Easter	100
June Albers	30
K Wayne Snyder	250
K. Norman Berry Associates, PLLC	200
Karen King	60
Karen Rosenfeld	36
Karl Zalar	25
Karla Herron	70
Kathenne Gilchrist	380
Kathleen Khoshnood	50
Kathleen Lanahan	25
Kathy Sergei Hershfield	10
Kay Neff	50
Kevco Construction, LLC	1,000
Kim Poullard	100
Kim Yee	20
Kimberly Ballard	250
Kindred Healthcare Operating, Inc	4,450
Kiran Namballa	500
Kitchell	1,000
Knappy Trucking, LLC	55
Kneg Devault, LLP	1,500
Kronos	1,000
L. Pasqua	25
LaDonna Utz	20
Landmark Signs, Inc	2,500
Larne Tisdale	20
Larry Dillon	50
Larry Maddox	100
Leann Pellissier	40
Leeanna Scovil	50
Leonard Guarraia	25
Leonard Willey	35
Lesley Bornstein	20
Linda White	50
Linda Wyeth	40
Lisa Steinberger	100
Lisa Zocklein	20
Lloyd Johnson	25
Lois Manscalco	25
Loretta Metcalf	25
Loma Rupert	30
Louise Manning	25
Lynette James	10
M M Leapley	20
Macy's Corporate Services, Inc	50
Madeline Publicover	50
Maeder-Quint-Tiben Funeral Services	125
Manatt, Phelps & Phillips, LLP	1,250
Marcile Feitshans	100
Margaret Dunavan	20
Margaret Hukill	25
Margaret Rose Woods	170
Manlyn Weaver	650
Marjone Kobnn	25
Mark Curtner	30
Mark Drum	15
Mark Horan	50
Mark Hulse	40
Mark Levine	25
Mark Meyer	200

Mark Myers	150
Marlen Stockslager	20
Marlene Chnstoffersen	25
Martha Freytag	25
Martha Keller	50
Martin Dimatteo	100
Mary Barga	25
Mary Dupler	50
Mary Finn	30
Mary Hill	10
Mary Studebaker	25
Mary Tuthill	25
Maureen German	20
Maureen Sears-Meyerhoefer	25
MedAssets	1,250
Melissa Devito Vivino	25
Melissa Thatcher	14
Melvin Basicker	465
Melvin Hall	100
Meme Ann Brown	10
Michael & Grubert, P C	25
Michael Brown	100
Michael Ishmael	50
Michael Oswalt	200
Michael Wildt	380
Michuda Construction, Inc.	200
Miller, Moster, Robbins Funeral Home	100
Minit Print It, Inc	750
Moreland Funeral Home, Inc	100
Motonsts Mutual Insurance Company	50
Myron Loyer	20
Nancy Natale	20
Ned Hines	20
Nell Kingle	10
New Age Technologies	1,000
Norma Altzer	25
Norma Haughn	50
Norma Tenney	20
Norman Compton	25
Novak Construction	2,500
Noveen Consulting, LLC	1,000
O R Woodyard Co	100
Office Works Services, LLC	600
Ohio Chapter of Columbus Moles	350
Ohio Farmers Insurance Co	50
Owens Corning	100
Pamela Quigley	20
Patricia Ann Riggs	50
Paul Murphy	30
Paul Rogers	20
Paul Shultz	75
Pearl Swain	25
Perry Boal	200
Peter Zaput	500
Phillip Esau	50
Phillip Steneker	200
Phyllis Stoecklin	15
Pinnacle West Capital Corporation	50
R E Rinck	35
RA Wheeler	100
Ralph Hart	15
Ralph Herr	75
RamTell, Incorporated	1,000
Randy Spaeth	50
Ray McDonald	50
Reminger Co, LPA	1,000
Rhonda Ball	30
Richard A. Sandler	10
Richard Renautt	25
Richard Roberds	50
Richard Weiser	50
Richard Woods	200
Rita Kidwell	50
Rita Simmons	340
Robbie Stephenson	100
Robert Donnelly, DDS	50
Robert Evans	100
Robert Feeley	14
Robert Frost, Jr	20
Robert Gammill	20
Robert Goldberg	50
Robert Goodman	20
Robert Hickson	50
Robert Huelsman	25
Robert Huelsman	50
Roger McCreary	20
Ronald Aten	50
Ronald Atkinson	25
Ronald Becker	50
Ronald Cornett	25
Ronald Schultz	30
Rosalie Brvona	15

Russell & Mary Jones Rev Lvg Trust	25
Sally Brooks	300
SBC Recycling	50
Schaefer General Contracting Services	1,000
Schoedinger Funeral Service	200
Sean Sullivan	400
Sharma Witt	200
Sharon Brown	50
Sharon Hughes	10
Sharon Renault	200
Shirley Sims	75
Smockmark, LLC	1,000
Snyder Funeral Homes, Inc	150
Stacey Saunders-Adams	20
Starr Promotions, Inc	1,000
Stephanie Warren	15
Stephen Holmes	5
Stephen Smith	50
Steven O'Brien	100
Steven Roberts	90
Stuart Zimmerman	1,000
Studebaker Social Committee	10
Sue Ferrell	20
Susan A. Schulze	25
Susan Moss	100
Suzanne Biter	25
Suzanne Lisby	70
T E Knick	25
Technology Site Planners, Inc	750
Teresa Vaughn	20
Terry Buscher	100
The Estate of Marilyn Porter	200
The Estopinal Group, LLC	1,000
The Scotts Company	50
Thelma Bennett	25
Thelma Middleton	50
Thomas Douglas	80
Thomas Dupree	25
Thomas Finch	100
Thomas Franke	50
Thomas Klosterman	50
Timothy Jecmen	10
Timothy Montgomery	200
Timothy Otten	100
Timothy Owens	50
Timothy Sayer	100
Tony Schemmer	100
United Graphics	2,500
United Way of Stanislaus County	20
Ventas Realty Limited Partnership	5,000
Vibha Nayak	100
Vicki A. Ross	25
Victor Mahaffey	25
Victoria Miller	25
Virgil Kingrey	50
Vivid Impact	500
Wanda Milburn	25
Washington Park Services, Inc	100
Wayne Belcher	25
Wendy Swisher	900
West Side Joy Belles	25
White Commercial Corporation	1,000
William Barnhart	60
William Brown	20
William Eagon	100
William J. Studer	25
William Jergens	100
William Lantz	50
William Lewandowski	40
William Marzetti	50
William Michael Gardner	50
William Sargent	25
William Stillwagon	25
Wohler	50
Wright-Patt Credit Union	661
Zechar Bailey Funeral Home	100
<b>Total Contributions</b>	<b>91,858</b>

Form 990-PF- Part I, Line 18- Taxes.

Tax Based on Investment Income	-
<b>Total Taxes</b>	<b>-</b>

Form 990-PF- Part I, Line 23- Other Expenses.

Bank Service Charges	457
Fundraising Expenses	24,799
Annual Report Fee	-
<b>Total Other Expenses</b>	<b>25,256</b>

Kindred Foundation, Inc.  
 EIN: 61-1204724  
 December 31, 2012

Recipient	Foundation Status of Recipient	Purpose of Contribution	Total by Recipient
Alzheimer's Association 225 North Michigan Ave; 17th Floor Chicago, IL 60601	501(c)(3)	General	47,327
AMDA Foundation 11000 Broken Land Pkwy; Suite 405 Columbia, MD 21044	501(c)(3)	General	5,000
American Association of People with Disabilities 1320 Old Chain Bridge Rd; Suite 330 McLean, VA 22102	501(c)(3)	General	5,000
American Cancer Society 701 Muhammad Ali Blvd. Louisville, KY 40201	501(c)(3)	General	5,083
American Diabetes Association 161 St. Matthews Ave; #3 Louisville, KY 40207	501(c)(3)	General	20,727
American Heart Association 240 Whittington Pkwy Louisville, KY 40222	501(c)(3)	General	78,437
American Lung Association PO Box 9067 Louisville, KY 40209	501(c)(3)	General	85,172
Arthritis Foundation 2908 Brownsboro Rd; Suite 117 Louisville, KY 40206	501(c)(3)	General	15,000
Autism Speaks 4700 Rockside Rd #420 Independence, OH 44131	501(c)(3)	General	129
Avon Walk for Breast Cancer PO Box 1073 Rye, NY 10580	501(c)(3)	General	516
Baker, Hazel and Snyder Funeral Home 5555 Philadelphia Drive Dayton, OH 45415	Corporation- no relation	General	1,195
Breitenbach-McCoy-Leffler Funeral Home 517 S Sutphin Street Middletown, OH 45044	Corporation- no relation	General	2,483



Kindred Foundation, Inc.  
 EIN: 61-1204724  
 December 31, 2012

Recipient	Foundation Status of Recipient	Purpose of Contribution	Total by Recipient
C.D White and Son Funeral Home, Inc. 1217 Mt. Vernon Avenue Columbus, OH 43203	Corporation- no relation	General	300
Carl Byrd 541 Mary Lane South Lebanon, OH 45065	Corporation- no relation	General	1,850
Carter Funeral Home 848 N Pearl Street Columbus, OH 43215	Corporation- no relation	General	3,475
Colon Cancer Prevention Project 1733 Frankfort Avenue Louisville, KY 40206	501(c)(3)	General	2,500
Commonwealth Long Term Care Foundation 2112 W. Laburnum Ave., Ste 206 Richmond, VA 23227	501(c)(3)	General	5,000
Cystic Fibrosis Foundation 1941 Bishop Lane; Suite 108 Louisville, KY 40218	501(c)(3)	General	5,000
Down Syndrome Support Association 1939 State Street New Albany, IN 47150	501(c)(3)	General	3,000
Eaton Anderson Funeral Home 1357 E 2nd Street Franklin, OH 45005	Corporation- no relation	General	1,500
Egan-Ryan Funeral Home 430 E Broad Street Columbus, OH 43215	Corporation- no relation	General	450
Evan's Funeral Home 4171 E Livingston Ave Columbus, OH 43227	Corporation- no relation	General	400
Family & Children First 2303 River Rd, 2nd Floor Louisville, KY 40206	501(c)(3)	General	10,000

Kindred Foundation, Inc.  
 EIN: 61-1204724  
 December 31, 2012

Recipient	Foundation Status of Recipient	Purpose of Contribution	Total by Recipient
Friendly Cab Co, Inc. 4849 E. 12th Street Oakland, CA 94601	Corporation- no relation	General	300
Gilda's Club 633 Baxter Avenue Louisville, KY 40204	501(c)(3)	General	5,000
Green Lawn Cemetery Association 1000 Green Lawn Avenue Columbus, OH 43223	501(c)(3)	General	1,288
It's Your Life Foundation PO Box 60183 Corpus Christi, TX 78466	501(c)(3)	General	750
James Jones 174 Forest Hills Street Jamaica Plains, MA 02130	Corporation- no relation	General	408
Jewish Hospital & St. Mary's Foundation 200 Abraham Flexner Way Louisville, KY 40202	501(c)(3)	General	5,000
Juvenile Diabetes Research Foundation 133 Evergreen Road; Suite 101 Louisville, KY 40243	501(c)(3)	General	25,000
Louisville Aids Walk 810 Barret Ave; Ste. 305 Louisville, KY 40204	501(c)(3)	General	2,200
Massachusetts Senior Care Association 2310 Washington Street; Suite 300 Newton Lower Falls, MA 02462	501(c)(3)	General	10,000
Memorial Sloan-Kettering Cancer 1275 York Avenue New York, NY 10065	501(c)(3)	General	667
Modern Healthcare 1155 Gratiot Avenue Detroit, MI 48207	Corporation- no relation	General	2,199
National Breast Cancer Foundation, Inc. 2600 Network Blvd, Suite 300 Frisco, TX 75034	501(c)(3)	General	142

Kindred Foundation, Inc.  
 EIN: 61-1204724  
 December 31, 2012

Recipient	Foundation Status of Recipient	Purpose of Contribution	Total by Recipient
National Multiple Sclerosis Society 8111 North Stadium Drive; Suite 100 Houston, TX 77054	501(c)(3)	General	20,262
New Hampshire Long Term Care Foundation 5 Sheep Davis Rd; Suite E Pembroke, NH 03275	501(c)(3)	General	1,000
Norton Healthcare Foundation 234 East Gray St; Suite 450 Louisville, KY 40202	501(c)(3)	General	10,000
Ovarian Awareness of Kentucky 4010 Dupont Circle, Ste. 275 Louisville, KY 40207	501(c)(3)	General	600
Pay It Forward House 719 Somonauk Street Sycamore, IL 60178	501(c)(3)	General	10,000
Phoenix Accessible Transport 7313 Schoolcraft Lane Columbus, OH 43235	Corporation- no relation	General	94
Robert C. Carter, Inc. PO Box 2884 Columbus, OH 43216	Corporation- no relation	General	1,195
SeniorCare Experts 145 Thierman Lane Louisville, KY 40207	501(c)(3)	General	2,500
Special Olympics 1230 Liberty Bank Ln; Suite 140 Louisville, KY 40222	501(c)(3)	General	3,300
St Henry's Church 6696 Springboro Rd Dayton, OH 45449	501(c)(3)	General	50
The Leukemia & Lymphoma Society 301 East Main St; Ste 100 Louisville, KY 40202	501(c)(3)	General	5,000

Kindred Foundation, Inc.  
 EIN: 61-1204724  
 December 31, 2012

Recipient	Foundation Status of Recipient	Purpose of Contribution	Total by Recipient
The Mattingly Center 1520 Baxter Avenue Louisville, KY 40205	501(c)(3)	General	10,000
The Susan G. Komen Breast Cancer 2301 Hurstbourne Village Drive; Suite 7 Louisville, KY 40299	501(c)(3)	General	2,500
The V Foundation 10913 Worthington Ln Prospect, KY 40059	501(c)(3)	General	500
Tobias Funeral Home, Inc. 648 Waterfliet Avenue Dayton, OH 45240	Corporation- no relation	General	1,500
Traditional Care Funeral Home 2255 Morello Avenue Pleasant Hill, CA 94523	Corporation- no relation	General	799
University of Kentucky 500 South Limestone Lexington, KY 40508	501(c)(3)	General	1,000
University of Louisville Louis D Brandeis School of Law Louisville, KY 40292	501(c)(3)	General	1,000
Total Charitable Contributions			<u>423,798</u>

Kindred Foundation, Inc  
Part VIII- Information About Officers and Directors  
EIN 61-1204724  
December 31, 2012

Name and Address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Richard E Chapman 680 South Fourth Street, Louisville, KY 40202	President/Director Part-Time	0	0	0
Joseph L. Landenwich 680 South Fourth Street, Louisville, KY 40202	VP/Secretary/Director Part-Time	0	0	0
John J Lucchese 680 South Fourth Street; Louisville, KY 40202	VP Part-Time	0	0	0
Susan E. Moss 680 South Fourth Street, Louisville, KY 40202	VP/Director Part-Time	0	0	0
Hank Robinson 680 South Fourth Street, Louisville, KY 40202	Treasurer Part-Time	0	0	0
Paul Diaz 680 South Fourth Street; Louisville, KY 40202	Director Part-Time	0	0	0