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Form 990-PF

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 STOCK YARDS BANK FOUNDATION INC 1050002967		A Employer identification number 61-1380342			
		B Telephone number (see instructions) 502- 625-2282			
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 34290		Room/suite			
City or town, state, and ZIP code LOUISVILLE, KY 40232-4290					
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change			
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 396,234.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		369,300.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5,905.	6,937.		
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		1,103.			
b Gross sales price for all assets on line 6a 341,395.					
7 Capital gain net income (from Part IV, line 2)		1,103.			
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. 376,308.		8,040.			
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		750.	750.	NONE	NONE
b Accounting fees (attach schedule) STMT. 1.					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 2.		571.	110.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		1,321.	860.	NONE	NONE
25 Contributions, gifts, grants paid		206,250.			206,250.
26 Total expenses and disbursements Add lines 24 and 25		207,571.	860.	NONE	206,250.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		168,737.			
b Net investment income (if negative, enter -0-)			7,180.		
c Adjusted net income (if negative, enter -0-).					

JSA For Paperwork Reduction Act Notice, see instructions.

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Assets	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	
1	Cash - non-interest-bearing		75.	
2	Savings and temporary cash investments		2,355.	15,571.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach 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)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments- land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)		212,876.	369,465.
14	Land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		215,306.	385,036.
				396,234.
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)			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	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. ► <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds	215,306.	385,036.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)		215,306.	385,036.
31	Total liabilities and net assets/fund balances (see instructions)		215,306.	385,036.

Part III Analysis of 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	215,306.
2	Enter amount from Part I, line 27a	2	168,737.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 3	3	1,244.
4	Add lines 1, 2, and 3	4	385,287.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 4	5	251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	385,036.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 341,395.		340,292.	1,103.		
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			1,103.		
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	1,103.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	175,790.	289,583.	0.607045
2010	223,667.	365,840.	0.611379
2009	191,356.	334,659.	0.571794
2008	185,975.	542,192.	0.343006
2007	240,433.	697,841.	0.344538

- 2 Total of line 1, column (d) 2 2.477762
- 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 0.495552
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 406,120.
- 5 Multiply line 4 by line 3 5 201,254.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 72.
- 7 Add lines 5 and 6 7 201,326.
- 8 Enter qualifying distributions from Part XII, line 4 8 206,250.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)
1	72.	
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	
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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 388.
b	Exempt foreign organizations - tax withheld at source	6b NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 388.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 72. Refunded ► 11 244.	

Part VII-A Statements Regarding Activities

1a	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

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.

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>STOCK YARDS BANK & TRUST</u> Telephone no. ► <u>(502) 625-2282</u> Located at ► <u>P O BOX 34290, LOUISVILLE, KY</u> ZIP+4 ► <u>40232-4290</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <u>Form 1041</u> - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input type="checkbox"/> Yes <input type="checkbox"/> No X

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.

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)?		
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?		
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 ►			
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.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>		5b	
Organizations relying on a current notice regarding disaster assistance check here ►		<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>		6b	X
If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
DAVID P. HEINTZMAN 1040 EAST MAIN ST, LOUISVILLE KY 40206,	PRESIDENT 1	-0-	-0-	-0-
NANCY B. DAVIS 1040 EAST MAIN ST, LOUISVILLE KY 40206,	SECR/TREAS 1			
KATHY C. THOMPSON 1040 EAST MAIN ST, LOUISVILLE KY 40206,	DIRECTOR 1			

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		NONE	NONE	NONE
Total number of other employees paid over \$50,000				NONE

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		NONE

Total number of others receiving over \$50,000 for professional services ►		NONE

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	NONE	-----
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	NONE	-----
2	-----	-----
All other program-related investments See instructions		-----
3		-----
Total. Add lines 1 through 3 ►		-----

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	372,204.
b Average of monthly cash balances	1b	40,101.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	412,305.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	412,305.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,185.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	406,120.
6 Minimum investment return. Enter 5% of line 5	6	20,306.

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	20,306.
2a Tax on investment income for 2012 from Part VI, line 5	2a	72.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	72.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	20,234.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	20,234.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,234.

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	206,250.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	206,250.
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	72.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	206,178.

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				20,234.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10,20 20		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	206,887.			
b From 2008	159,141.			
c From 2009	174,829.			
d From 2010	185,995.			
e From 2011	159,581.			
f Total of lines 3a through e	886,433.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 206,250.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE		
d Applied to 2012 distributable amount	186,016.			20,234.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,072,449.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	206,887.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	865,562.			
10 Analysis of line 9				
a Excess from 2008	159,141.			
b Excess from 2009	174,829.			
c Excess from 2010	185,995.			
d Excess from 2011	159,581.			
e Excess from 2012	186,016.			

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

NOT APPLICABLE

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

N/A

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.

N/A

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	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 STATEMENT 13				206,250.
Total			► 3a	206,250.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					
13 Total Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)					

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

NOT APPLICABLE

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

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.

b. If Yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign _____ 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.

**Sign
Here**

► *Ted Snowden*

5-14-13

Date

2.7

Title

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

Paid Preparer Use Only	Print/Type preparer's name WESLEY HIRSCHBERG	Preparer's signature 	Date 05/13/2013	Check <input type="checkbox"/> if self-employed	PTIN P00162244
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)		Firm's EIN ► 75-1297386		
	Firm's address ► ONE NORTH DEARBORN ST., 5TH FL. CHICAGO, IL		Phone no. 312-873-6900		

Name of the organization

Employer identification number

STOCK YARDS BANK FOUNDATION INC 1050002967

61-1380342

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 foundation

Check 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).

Name of organization

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number

61-1380342

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	STOCK YARDS BANK P O BOX 34290 LOUISVILLE, KY 40232	\$ 369,300	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.)
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		\$	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.)

STOCK YARDS BANK FOUNDATION INC 1050002967

61-1380342

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.	750.		
TOTALS	750.	750.	NONE	NONE

STOCK YARDS BANK FOUNDATION INC 1050002967

61-1380342

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	73.	
FEDERAL ESTIMATES - PRINCIPAL	388.	
FOREIGN TAXES ON QUALIFIED FOR	67.	67.
FOREIGN TAXES ON NONQUALIFIED	43.	43.
TOTALS	571.	110.

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1050002967

STATEMENT 2

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME POSTED IN 2013 EFFECTIVE 2012	1,141.
2011 CAPITAL GAIN POSTED 2012	103.
TOTAL	1,244.

STATEMENT 3

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	1.
ROC ADJUSTING FOR PRIOR YEAR	250.
TOTAL	251.

STOCK YARDS BANK FOUNDATION INC 1050002967 61-1380342
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
UNIVERSITY OF LOUISVILLE
ADDRESS:
ATHLETIC BUSINESS OFFICE
LOUISVILLE, KY 40292
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLEDGE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
GENERAL
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
METRO UNITED WAY
ADDRESS:
DEPT 52860
LOUISVILLE, KY 40295-0148
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CORPORATE PLEDGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:
DAY SPRINGS INC
C/O DEBORAH L KERN RSM
ADDRESS:
3430 DAY SPRING COURT
Louisville, KY 40213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,000.

STATEMENT 5

STOCK YARDS BANK FOUNDATION INC 1050002967 61-1380342
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
JUNIOR ACHIEVEMENT OF
KENTUCKIANA
ADDRESS:
P O BOX 24403
LOUISVILLE, KY 40224-4403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT THE JA ECONOMIC PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
NEIGHBORHOOD HOUSE
ADDRESS:
201 N 26TH STREET
LOUISVILLE, KY 40212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLEDGE CAMPAIGN
AMOUNT OF GRANT PAID 1,100.

RECIPIENT NAME:
BELLARMINE UNIVERSITY
ADDRESS:
2001 NEWBURG ROAD
LOUISVILLE, KY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLEDGE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
GENERAL
AMOUNT OF GRANT PAID 5,000.

STATEMENT 6

STOCK YARDS BANK FOUNDATION INC 1050002967
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

61-1380342

RECIPIENT NAME:
LOUISVILLE ORCHESTRA
ADDRESS:
300 WEST MAIN STREET SUITE 100
LOUISVILLE, KY 40202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BOARD MEMBER CONTRIBUTION
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
KENTUCKY OPERA
ADDRESS:
101 SOUTH EIGHTH STREET
LOUISVILLE, KY 40202-4016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERA & CORPORATE SPONSORSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HOME OF THE INNOCENTS
ADDRESS:
1100 EAST MARKET STREET
LOUISVILLE, KY 40206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLEDGE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
GENERAL
AMOUNT OF GRANT PAID 10,000.

STATEMENT 7

STOCK YARDS BANK FOUNDATION INC 1050002967
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

61-1380342

=====

RECIPIENT NAME:

FUND FOR THE ARTS

ADDRESS:

623 WEST MAIN STREET
LOUISVILLE, KY 40202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

CATHOLIC EDUCATION FOUNDATION

ADDRESS:

325 W MAIN ST - SUITE 1806
LOUISVILLE, KY 40202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

GENERAL

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

ST. XAVIER HIGH SCHOOL

ADDRESS:

1609 POPLAR LEVEL RD
LOUISVILLE, KY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

STATEMENT 8

STOCK YARDS BANK FOUNDATION INC 1050002967
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

61-1380342

=====

RECIPIENT NAME:

CLOUD

ADDRESS:

P O BOX 5853
ATHENS, OH 45701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

ASSUMPTION HIGH SCHOOL
ATTN: ELAINE SALVO

ADDRESS:

2170 TYLER LANE
LOUISVILLE, KY 40205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

XAVERIAN BROTHERS
MARCH ON IN FAITH

ADDRESS:

4409 FREDERICK AVENUE
BALTIMORE, MD 21229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PLEDGE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,000.

STATEMENT 9

RECIPIENT NAME:
KENTUCKY COUNTRY DAY SCHO
JAMEY ELLIOTT
ADDRESS:
4100 SPRINGDALE ROAD
LOUISVILLE, KY 40241
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MASONIC HOMES OF KENTUCKY
J SCOTT JUDY
ADDRESS:
3761 JOHNSON HALL DRIVE
MASONIC HOME, KY 40041
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
COURT APPOINTED SPECIAL ADVOC (CASA
ATTN: KRISTEN RIDDICK
ADDRESS:
514 W LIBERTY STREET
LOUISVILLE, KY 40202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,400.

STOCK YARDS BANK FOUNDATION INC 1050002967
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

61-1380342

RECIPIENT NAME:
TRINITY HIGH SCHOOL
ATTN: MR J. TIMOTHY CULVER
ADDRESS:
4011 SHELBYVILLE ROAD
LOUISVILLE, KY 40207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WELLSPRING INC
ADDRESS:
P O BOX 1927
LOUISVILLE, KY 40201-1927
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF KENTUCKIANA
ADDRESS:
P O BOX 4989
LOUISVILLE, KY 40204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

STATEMENT 11

STOCK YARDS BANK FOUNDATION INC 1050002967
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

61-1380342

RECIPIENT NAME:
PRODIGAL MINISTRIES, INC.
ADDRESS:
P O BOX 1484
CRESTWOOD, KY 40014
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EVENT FUNDING
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
21ST CENTURY PARKS
ADDRESS:
471 W. MAIN ST., STE 202
LOUISVILLE, KY 40202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLEDGE
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FALLS OF THE OHIO FOUNDATION INC
ADDRESS:
201 WEST RIVERSIDE DRIVE
CLARKSVILLE, IN 47129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NEW EXHIBITS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 500.

STATEMENT 12

STOCK YARDS BANK FOUNDATION INC 1050002967 61-1380342
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

METROBAN KIWANIS FOUNDATION
C/O SCHARDEIN MACHANICAL

ADDRESS:

P.O. BOX 19587
LOUISVILLE, KY 40259

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROJECT FUNDING

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID:

206,250.

=====

STATEMENT 13

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1050002967

32 -

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number

61-1380342**Note: Form 5227 filers need to complete only Parts I and II.****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					442.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,194.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-3,752.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					3,385.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,470.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	4,855.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-3,752.
14	Net long-term gain or (loss):			
a	Total for year	14a		4,855.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		1,103.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 15, column (3) or b \$3,000.

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

► Attach to Schedule D to list additional transactions for lines 1a and 6a.
 ► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

2012

Name of estate or trust

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number
61-1380342**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 57. HARBOR INTERNATIONAL F	03/09/2011	01/30/2012	3,189.00	3,543.00	-354.00
38. MFS NEW DISCOVERY FUND	02/16/2011	01/30/2012	720.00	983.00	-263.00
30. TEMPLETON GLOBAL BOND	08/23/2011	01/30/2012	390.00	413.00	-23.00
65. VAN ECK GLOBAL HARD AS	08/23/2011	01/30/2012	3,067.00	3,058.00	9.00
3. GABELLI EQUITY INCOME	03/09/2011	02/14/2012	65.00	64.00	1.00
2. HARBOR INTERNATIONAL FU	03/09/2011	02/14/2012	116.00	124.00	-8.00
10. MFS NEW DISCOVERY FUND	02/16/2011	02/14/2012	201.00	259.00	-58.00
12. T ROWE PRICE NEW AMERI FUND	07/29/2011	02/14/2012	414.00	404.00	10.00
1. VAN ECK GLOBAL HARD ASS	08/23/2011	02/14/2012	49.00	47.00	2.00
221. GABELLI EQUITY INCOM	03/09/2011	02/21/2012	4,816.00	4,718.00	98.00
28. HARBOR INTERNATIONAL F	03/09/2011	02/21/2012	1,661.00	1,740.00	-79.00
138. T ROWE PRICE NEW AMER FUND	07/29/2011	02/21/2012	4,776.00	4,651.00	125.00
90. TEMPLETON GLOBAL BOND	08/23/2011	02/21/2012	1,191.00	1,238.00	-47.00
33. VAN ECK GLOBAL HARD AS	08/23/2011	02/21/2012	1,637.00	1,552.00	85.00
64. T ROWE PRICE NEW AMERI FUND	07/29/2011	03/12/2012	2,220.00	2,157.00	63.00
47. TEMPLETON GLOBAL BOND	08/23/2011	03/12/2012	622.00	646.00	-24.00
11. VAN ECK GLOBAL HARD AS	08/23/2011	03/12/2012	524.00	517.00	7.00
171. VAN ECK GLOBAL HARD A	08/23/2011	06/12/2012	6,758.00	8,044.00	-1,286.00
414. VAN ECK GLOBAL HARD A	04/17/2012	06/12/2012	16,361.00	18,630.00	-2,269.00
945. BLACKROCK INFLATION BOND PORT	04/17/2012	06/13/2012	11,274.00	11,189.00	85.00
4607. PIMCO TOTAL RETURN F	04/17/2012	06/13/2012	51,921.00	51,504.00	417.00
493. TEMPLETON GLOBAL BOND	08/23/2011	06/13/2012	6,187.00	6,779.00	-592.00
339. TEMPLETON GLOBAL BOND	04/17/2012	06/13/2012	4,254.00	4,414.00	-160.00
5. INVESCO SMALL CAP VALUE	04/17/2012	06/14/2012	80.00	89.00	-9.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.
► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number
61-1380342

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 558. BAIRD CORE PLUS BOND	06/13/2012	06/14/2012	6,372.00	6,372.00	
64. BLACKROCK INFLATION P BOND PORT	04/17/2012	06/14/2012	762.00	758.00	4.00
552. FEDERATED TOTAL RETUR	04/17/2012	06/14/2012	6,298.00	6,304.00	-6.00
284. GABELLI EQUITY INCOM	04/17/2012	06/14/2012	5,990.00	6,237.00	-247.00
176. T ROWE PRICE NEW AMER FUND	04/17/2012	06/14/2012	5,720.00	6,139.00	-419.00
59. TEMPLETON GLOBAL BOND	04/17/2012	06/14/2012	742.00	768.00	-26.00
124. INVESCO SMALL CAP VAL	04/17/2012	09/07/2012	2,267.00	2,199.00	68.00
295. BAIRD CORE PLUS BOND	06/13/2012	09/07/2012	3,428.00	3,369.00	59.00
26. BLACKROCK INFLATION P BOND PORT	04/17/2012	09/07/2012	313.00	308.00	5.00
278. FEDERATED TOTAL RETUR	04/17/2012	09/07/2012	3,216.00	3,175.00	41.00
352. GABELLI EQUITY INCOM	04/17/2012	09/07/2012	7,909.00	7,730.00	179.00
32. HENDERSON INTERNATIONAL OPPORTUNITIES FU	04/17/2012	09/07/2012	638.00	652.00	-14.00
265. T ROWE PRICE NEW AMER FUND	04/17/2012	09/07/2012	9,378.00	9,243.00	135.00
187. ROYCE PREMIER FUND	04/17/2012	09/07/2012	3,673.00	3,727.00	-54.00
53. TEMPLETON GLOBAL BOND	04/17/2012	09/07/2012	702.00	690.00	12.00
1456. ROYCE PREMIER FUND	04/17/2012	09/20/2012	28,800.00	29,018.00	-218.00
47. ASTON /FAIRPOINTE MID	09/21/2012	10/18/2012	1,588.00	1,615.00	-27.00
27. INVESCO SMALL CAP VALU	04/17/2012	10/18/2012	485.00	479.00	6.00
283. BAIRD CORE PLUS BOND	06/13/2012	10/18/2012	3,305.00	3,232.00	73.00
30. BLACKROCK INFLATION P BOND PORT	04/17/2012	10/18/2012	362.00	355.00	7.00
264. FEDERATED TOTAL RETUR	04/17/2012	10/18/2012	3,062.00	3,015.00	47.00
216. GABELLI EQUITY INCOM	04/17/2012	10/18/2012	4,968.00	4,743.00	225.00
71. HENDERSON INTERNATIONAL OPPORTUNITIES FU	04/17/2012	10/18/2012	1,447.00	1,448.00	-1.00
6. MFS NEW DISCOVERY FUND	04/17/2012	10/18/2012	126.00	118.00	8.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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2012

Name of estate or trust

Name of Estate or Deceased Person

Name of estate or trust
STOCK YARDS BANK FOUNDATION INC 1050002967

Employer identification number
61-1380342

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -4,194.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

STOCK YARDS BANK FOUNDATION INC 1050002967

61-1380342

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 32. INVESCO SMALL CAP VALU	04/15/2010	01/30/2012	546.00	538.00	8.00
29. BLACKROCK INFLATION P BOND PORT	03/11/2010	01/30/2012	341.00	311.00	30.00
77. FEDERATED TOTAL RETURN	06/17/2010	01/30/2012	876.00	853.00	23.00
162. HENDERSON INTERNATIONAL OPPORTUNITIES FU	03/11/2010	01/30/2012	3,076.00	3,229.00	-153.00
128. PIMCO TOTAL RETURN FU	02/26/2010	01/30/2012	1,420.00	1,407.00	13.00
113. ROYCE PREMIER FUND	02/26/2010	01/30/2012	2,215.00	1,807.00	408.00
13. INVESCO SMALL CAP VALU	04/15/2010	02/14/2012	235.00	219.00	16.00
8. HENDERSON INTERNATIONAL ES FU	03/11/2010	02/14/2012	158.00	159.00	-1.00
5. ROYCE PREMIER FUND	11/17/2009	02/14/2012	101.00	80.00	21.00
53. INVESCO SMALL CAP VALU	04/15/2010	02/21/2012	968.00	891.00	77.00
101. BLACKROCK INFLATION BOND PORT	03/11/2010	02/21/2012	1,186.00	1,085.00	101.00
382. FEDERATED TOTAL RETUR	06/17/2010	02/21/2012	4,351.00	4,233.00	118.00
82. HENDERSON INTERNATIONAL OPPORTUNITIES FU	03/11/2010	02/21/2012	1,660.00	1,634.00	26.00
48. MFS NEW DISCOVERY FUND	02/16/2011	02/21/2012	964.00	1,242.00	-278.00
391. PIMCO TOTAL RETURN FU	02/26/2010	02/21/2012	4,328.00	4,297.00	31.00
140. ROYCE PREMIER FUND	11/17/2009	02/21/2012	2,848.00	2,233.00	615.00
18. INVESCO SMALL CAP VALU	02/23/2011	03/12/2012	322.00	331.00	-9.00
49. BLACKROCK INFLATION P BOND PORT	02/23/2011	03/12/2012	577.00	529.00	48.00
184. FEDERATED TOTAL RETUR	06/17/2010	03/12/2012	2,101.00	2,039.00	62.00
100. GABELLI EQUITY INCOM	03/09/2011	03/12/2012	2,187.00	2,135.00	52.00
12. HARBOR INTERNATIONAL F	03/09/2011	03/12/2012	712.00	746.00	-34.00
41. HENDERSON INTERNATIONAL OPPORTUNITIES FU	02/23/2011	03/12/2012	838.00	899.00	-61.00
16. MFS NEW DISCOVERY FUND	02/16/2011	03/12/2012	316.00	414.00	-98.00
194. PIMCO TOTAL RETURN FU	02/26/2010	03/12/2012	2,161.00	2,132.00	29.00
65. ROYCE PREMIER FUND	02/23/2011	03/12/2012	1,320.00	1,370.00	-50.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

STOCK YARDS BANK FOUNDATION INC 1050002967

61-1380342

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,470.00

Schedule D-1 (Form 1041) 2012

STOCK YARDS TRUST CO
200 SOUTH FIFTH STREET
LOUISVILLE KY 40202

ACCOUNT STATEMENT

ACCOUNT NUMBER. 1050002967

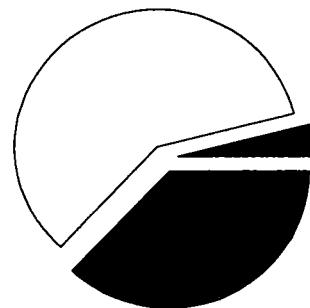
DECEMBER 01, 2012 TO DECEMBER 31, 2012

STOCK YARDS BANK & TRUST COMPANY
ATTN: CYNTHIA WALTERS
TRUST COMPLIANCE OFFICER
PO BOX 34290
LOUISVILLE, KY 40232-4290

ACCOUNT NAME	STOCK YARDS BANK FOUNDATION AGENT UNDER AGREEMENT DTD 5/30/01
ACCOUNT NUMBER 1050002967	
WEALTH ADVISOR	JEFFREY C FILCIK 502-625-9130 jeffrey.filcik@syb.com
INVESTMENT ADVISOR	DARON VAN VACTOR 502-625-9906 daron.vanvactor@syb.com

INVESTMENT PORTFOLIO SUMMARY

MARKET VALUE AS OF	12/01/2012	12/31/2012	% OF ACCOUNT
<input checked="" type="checkbox"/> CASH AND EQUIVALENTS	6,603 72	15,571 12	3 9%
<input type="checkbox"/> EQUITIES	244,444 59	233,981 85	59 1%
<input checked="" type="checkbox"/> FIXED INCOME	157,114 86	146,681 21	37 0%
Total	408,163 17	396,234 18	100 0%



ACCOUNT ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES		
			THIS PERIOD	YEAR TO DATE	
BEGINNING MARKET VALUE	408,163 17	205,454 14			
INTEREST & DIVIDENDS	5,600 92	10,866 95			
RECEIPTS	0 00	384,300 00	LONG TERM	3,347 03	4,993 76
PURCHASES & SALES	20,563 48	159,564 96	SHORT TERM	541 52	3,700 94
DISBURSEMENTS	17,197 00	222,461 00	TOTAL GAINS / LOSSES	3,888 55	1,292 82
MISCELLANEOUS	6,699 81	10,948 33			
CHANGE IN MARKET VALUE	14,196 58	188,587 38			
ENDING MARKET VALUE	396,234 18	396,234 18			

ACCOUNT STATEMENT

PAGE 2

ACCOUNT NUMBER 1050002967

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL

DESCRIPTION			MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS						
MONEY MARKET FUNDS						
SYB MONEY MARKET FUND			9,914 04 9,914 04	1 00 1 00	1 05	0 01
TOTAL MONEY MARKET FUNDS		SUB- TOTAL	9,914 04 9,914 04		1 05	0 01
CASH						
PRINCIPAL CASH			1,636 40 1,636 40			
TOTAL CASH		SUB- TOTAL	1,636 40 1,636 40		0 00	0 00
TOTAL CASH AND EQUIVALENTS			11,550 44 11,550 44		1 05	0 01
DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
MUTUAL FUNDS - EQUITY						
MF EQUITY - LARGE CAP GROWTH						
T ROWE PRICE NEW AMERICA GROWTH FUND	PAWAX	1,932 312	68,597 08 65,732 80	35 50 34 02	212 55	0 31
TOTAL MF EQUITY - LARGE CAP GROWTH		SUB- TOTAL	68,597 08 65,732 80		212 55	0 31
MF EQUITY - LARGE CAP VALUE						
GABELLI EQUITY INCOME FUND AAA	GABEX	3,001 310	68,309 82 64,526 83	22 76 21 50	1,080 47	1 58
TOTAL MF EQUITY - LARGE CAP VALUE		SUB- TOTAL	68,309 82 64,526 83		1,080 47	1 58
MF EQUITY - MID CAP GROWTH						
ASTON /FAIRPOINT MID CAP FUND	CHTTX	1,023 798	34,184 62 35,177 69	33 39 34 36	54 26	0 16
TOTAL MF EQUITY - MID CAP GROWTH		SUB- TOTAL	34,184 62 35,177 69		54 26	0 16
MF EQUITY - SMALL CAP GROWTH						
MFS NEW DISCOVERY FUND	MNDAX	567 000	11,878 65 11,095 86	20 95 19 57		
TOTAL MF EQUITY - SMALL CAP GROWTH		SUB- TOTAL	11,878 65 11,095 86		0 00	0 00
MF EQUITY - SMALL CAP VALUE						
INVESCO SMALL CAP VALUE FUND	VSCAX	725 723	11,872 83 12,285 57	16 36 16 93	2 90	0 02
TOTAL MF EQUITY - SMALL CAP VALUE		SUB- TOTAL	11,872 83 12,285 57		2 90	0 02

ACCOUNT STATEMENT

PAGE 3

ACCOUNT NUMBER 1050002967

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MF INTERNATIONAL - BLEND						
HARBOR INTERNATIONAL FUND	HIINX	316 265	19,466.11 18,534.20	61.55 58.60	332.39	1.71
HENDERSON INTERNATIONAL OPPORTUNITIES FUND	HFOAX	918 000	19,672.74 18,461.58	21.43 20.11	98.23	0.50
TOTAL MF INTERNATIONAL - BLEND		Sub- Total	39,138.85 36,995.78		430.62	1.10
TOTAL MUTUAL FUNDS - EQUITY		Sub- Total	233,981.85 225,814.53		1,780.80	0.76
TOTAL EQUITIES			233,981.85 225,814.53		1,780.80	0.76

BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY: 0.0 YEARS

CURRENT YIELD 3.13%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
MUTUAL FUNDS						
BAIRD CORE PLUS BOND FUND		5,662.000	66,075.54 64,660.04	11.67 11.42	1,981.70	3.00
BLACKROCK INFLATION PROTECTED BOND PORTFOLIO		649.000	7,736.08 7,086.27	11.92 10.92	131.10	1.69
FEDERATED TOTAL RETURN BOND FUND		5,691.660	65,055.67 64,300.34	11.43 11.30	2,145.76	3.30
TEMPLETON GLOBAL BOND FUND A		584.000	7,813.92 7,603.68	13.38 13.02	327.04	4.19
TOTAL MUTUAL FUNDS		Sub- Total	146,681.21 143,650.33		4,585.60	3.13
TOTAL FIXED INCOME			146,681.21 143,650.33		4,585.60	3.13

ACCOUNT STATEMENT

PAGE 4

ACCOUNT NUMBER 1050002967

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
TOTAL PRINCIPAL ASSETS			392,213 50		6,367 45	1 62
			381,015 30			

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1050002967

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ASSET DETAIL - INCOME ASSETS

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
SYB MONEY MARKET FUND		3,389.49 3,389.49	1.00 1.00	0.36	0.01
TOTAL MONEY MARKET FUNDS	SUB- TOTAL	3,389.49 3,389.49		0.36	0.01
CASH					
INCOME CASH		631.19 631.19			
TOTAL CASH	SUB- TOTAL	631.19 631.19		0.00	0.00
TOTAL CASH AND EQUIVALENTS		4,020.68 4,020.68		0.36	0.01
TOTAL INCOME ASSETS		4,020.68 4,020.68		0.36	0.01