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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 | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 34290 | | B Telephone number (see instructions) 502- 625-2282 | | | | | | |
| City or town, state, and ZIP code LOUISVILLE, KY 40232-4290 | | | | | | | | |
| G Check all that apply: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> | | <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 | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <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 | | | | | | | |
| 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 | | | | | | | | |
| 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 | | | | |
| 4 Dividends and interest from securities | 5,905. | 6,937. | | |
| 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) | | | | |
| b Accounting fees (attach schedule) STMT. 1 | 750. | 750. | NONE | NONE |
| 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-) | | | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|------------------------------------|--|---|--|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 75. | | |
| | 2 | Savings and temporary cash investments | | 2,355. | 15,571. | 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 | | | | |
| | 10 a | 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. | 380,663. |
| 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 Changes in Net Assets or Fund Balances

| | | | |
|----------|--|----------|----------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 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. |

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

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-) | | 2 | |
| 3 Add lines 1 and 2. | | 3 | 72. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 72. |
| 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. | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. | 10 | 316. | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 72. Refunded <input checked="" type="checkbox"/> 244. | 11 | 244. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____ | | |
| 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 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| 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 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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. | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV. | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. | | X |

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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 <input type="checkbox"/> N/A | | | | |
| 14 The books are in care of <input type="checkbox"/> STOCK YARDS BANK & TRUST Telephone no. <input type="checkbox"/> (502) 625-2282 | | | | |
| Located at <input type="checkbox"/> P O BOX 34290, LOUISVILLE, KY ZIP+4 <input type="checkbox"/> 40232-4290 | | | | |
| 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. <input type="checkbox"/> 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? | | | | |
| | | | Yes | No |
| | | | | X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/> | | | | |

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)? | | |
| 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? | | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years <input type="checkbox"/> | | |
| 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.) | | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> | | |
| 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? | | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| 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**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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 NONE | |
| Total. Add lines 1 through 3 | |

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

| | | | |
|----------|---|-----------|----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 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 <u>10</u> , 20 <u>20</u> | | 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: ► \$ <u>206,250.</u> | | | | |
| 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 | | | | 20,234. |
| e Remaining amount distributed out of corpus | 186,016. | | | |
| 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 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the 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 Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| a Paid during the year SEE STATEMENT 13 | | | | 206,250. |
| Total | | | 3a | 206,250. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

| | 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 |
| | | | |
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| | | | |
| | | 14 | 5,905. |
| | | | |
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| | | | |
| | | | |
| y | | 18 | 1,103. |
| | | | |
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| | | | |
| | | | |
| | | | |
| | | | 7,008. |
| | | | 13 |
| | | | 7,008. |

(See worksheet in line 13 instructions to verify calculations)

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

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

NOT APPLICABLE

Schedule of Contributors

OMB No 1545-0047

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

2012

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.) |
| | | \$ | 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.) |

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. |
| | ===== | ===== |

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.
=====

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

ROUNDING

1.

ROC ADJUSTING FOR PRIOR YEAR

250.

TOTAL

251.
=====

=====

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.

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
LOUISVLE, 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.

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.

=====

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.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CLOUT

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.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

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.

=====

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.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

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.

=====

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.

=====

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 Caution: Read the instructions before completing this part. | | (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: | 16 | () |
| 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. <input type="checkbox"/> No. Enter the amount from line 23 | 25 | | |
| 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 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | | |
| 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

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 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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Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

STOCK YARDS BANK FOUNDATION INC 1050002967

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

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

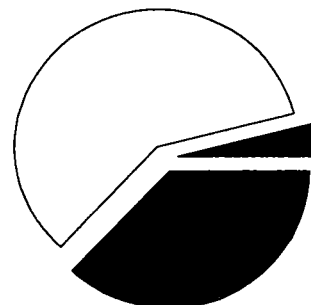
ACCOUNT NUMBER 1050002967

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 |
|--|------------|------------|--------------|
|  CASH AND EQUIVALENTS | 6,603 72 | 15,571 12 | 3 9% |
|  EQUITIES | 244,444 59 | 233,981 85 | 59 1% |
|  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 | | |
| PURCHASES & SALES | 20,563 48 | 159,564 96- | LONG TERM | 3,347 03 |
| DISBURSEMENTS | 17,197 00- | 222,461 00- | SHORT TERM | 541 52 |
| MISCELLANEOUS | 6,699 81- | 10,948 33- | TOTAL GAINS / LOSSES | 3,888 55 |
| CHANGE IN MARKET VALUE | 14,196 58- | 188,587 38 | | 1,292 82 |
| 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 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

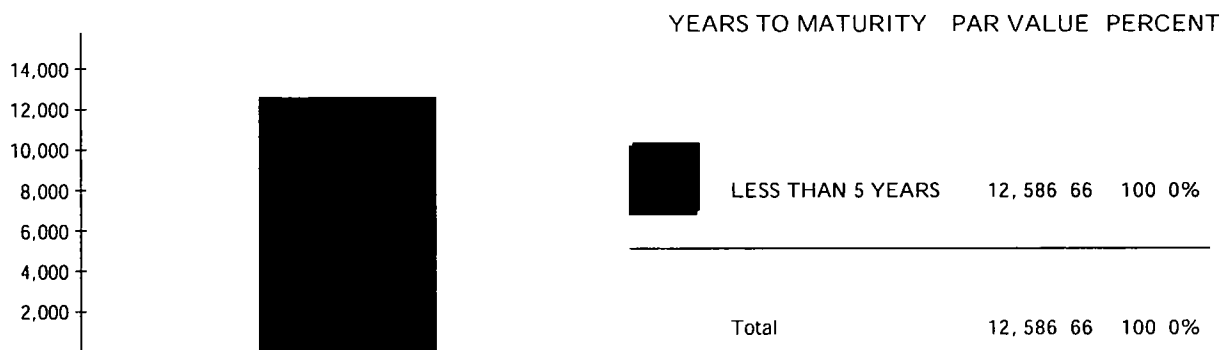
ACCOUNT NUMBER 1050002967

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 50 381,015 30 | | 6,367 45 | 1 62 |

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 |