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

**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 **PATRICK CALHOUN CHAR TR CUSTODY FIRST BANKERS TRUST CO, TRUSTEE 150013197500**

Employer identification number **61-6129304**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P. O. BOX 1118, ML CN-OH-W10X**

City or town, state, and ZIP code  
**CINCINNATI, OH 45201-1118**

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

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,273,365.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

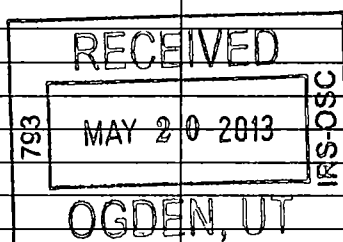
**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	36,317.	36,317.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-7,136.			
	b Gross sales price for all assets on line 6a	258,038.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	9,472.	9,472.		STMT 3	
12 Total. Add lines 1 through 11	38,653.	45,789.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	500.	NONE	NONE	500.
	c Other professional fees (attach schedule) STMT 5	12,914.	11,622.		1,291.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	289.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	15.	15.		
	24 Total operating and administrative expenses. Add lines 13 through 23	13,718.	11,637.	NONE	1,791.
	25 Contributions, gifts, grants paid	57,001.			57,001.
26 Total expenses and disbursements Add lines 24 and 25	70,719.	11,637.	NONE	58,792.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-32,066.				
b Net investment income (if negative, enter -0-)		34,152.			
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 . . . . .				
	2	Savings and temporary cash investments . . . . .	84,439.	31,260.	31,260.	
	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 ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .	272,832.	274,137.	304,567.	
	b	Investments - corporate stock (attach schedule) . . . . .	560,919.	580,729.	937,538.	
	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) . . . . .				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	918,190.	886,126.	1,273,365.		
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	<b>Total liabilities</b> (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 . . . . .	918,190.	886,126.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	918,190.	886,126.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	918,190.	886,126.			

**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	918,190.
2	Enter amount from Part I, line 27a . . . . .	2	-32,066.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING ADJ . . . . .	3	2.
4	Add lines 1, 2, and 3 . . . . .	4	886,126.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	886,126.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b> 258,038.		265,174.	-7,136.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
<b>a</b>			-7,136.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	-7,136.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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	56,743.	1,158,818.	0.048966
2010	46,723.	1,117,509.	0.041810
2009	57,445.	1,056,145.	0.054391
2008	75,724.	1,219,817.	0.062078
2007	65,807.	1,374,108.	0.047891
<b>2 Total of line 1, column (d)</b>			0.255136
<b>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</b>			0.051027
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			1,226,214.
<b>5 Multiply line 4 by line 3</b>			62,570.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			342.
<b>7 Add lines 5 and 6</b>			62,912.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			58,792.

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)

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 683. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 683. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 683. Row 6: Credits/Payments... 592. Row 7: Total credits and payments... 592. Row 8: Enter any penalty... 8. Row 9: Tax due... 91. Row 10: Overpayment... 10. Row 11: Enter the amount of line 10 to be Credited to 2013 estimated tax... NONE Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) satisfied either: X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? X. Row 8a: Enter the states to which the foundation reports or with which it is registered (see instructions) KY. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year? X.

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 N/A
14 The books are in care of U.S. BANK NA Telephone no. (513) 632-4393
Located at 425 WALNUT STREET, CN-OH-W10X, CINCINNATI, OH ZIP+4 45201-1118
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here X
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? X Yes No
If "Yes," list the years 2011
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b 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.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

**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
FIRST BANKERS TRUST CO 135 WEST MUHAMMAD ALI BLVD, LOUISVILLE, KY 40202-1423	TRUSTEE 2		- 0 -	- 0 -

**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

Total number of other employees paid over \$50,000

**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
-----		
-----		
-----		
-----		
-----		
-----		

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	
<b>Total.</b> 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	1,204,023.
b	Average of monthly cash balances	1b	40,864.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,244,887.
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	1,244,887.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,673.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,226,214.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	61,311.

**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	61,311.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	683.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	683.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	60,628.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	60,628.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	60,628.

**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	58,792.
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	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	58,792.
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	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	58,792.

**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 . . . . .				60,628.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			53,176.	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .		NONE		
b From 2008 . . . . .		NONE		
c From 2009 . . . . .		NONE		
d From 2010 . . . . .		NONE		
e From 2011 . . . . .		NONE		
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>58,792.</u>				
a Applied to 2011, but not more than line 2a . . . . .			53,176.	
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 . . . . .				5,616.
e Remaining amount distributed out of corpus . . . . .	NONE			
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 . . . . .	NONE			
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 . . . . .				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				55,012.
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) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . . . .		NONE		
b Excess from 2009 . . . . .		NONE		
c Excess from 2010 . . . . .		NONE		
d Excess from 2011 . . . . .		NONE		
e Excess from 2012 . . . . .		NONE		

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)

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, d Amounts included in line 2c not used directly for active conduct, e Qualifying distributions made directly for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AMERICAN PRNTNG HOUSE FOR THE BLIND ATTN: PAU 1839 FRANKFORT AVENUE LOUISVILLE KY 40206	N/A	PUBLIC	HELPING ORG TO CONTINUE IT'S CHARITBLE OPERAT	6,063.
LINCOLN HERITAGE COUNCIL BOY SCOUTS ATTN: WA PO BOX 36273 LOUISVILLE KY 40233-6273	N/A	PUBLIC	TO SUPPORT PROGRAM DEVELOPMENT, CAMP PPTYS, V	4,495.
KENTUCKY EASTER SEAL SOCIETY FOR CRIPPLED CHI 2050 VERSAILLES ROAD LEXINGTON KY 40504	N/A	PUBLIC	HELPING INDIVIDUALS WITH DISABILITIES & FAMIL	7,275.
KENTUCKIANA GIRL SCOUT COUNCIL FUND DEVELOPME P.O. BOX 32335 LOUISVILLE KY 40232-2335	N/A	PUBLIC	TO SUPPORT PROGRAM DEVELOPMENT, CAMP PPTYS,	4,495.
NORTON- KOSAIR CHILDREN'S HOSPITAL ATTN: LYNN 234 E. GRAY STREET SUITE 450 LOUISVILLE KY 4	N/A	PUBLIC	PROVIDING FULL CARE FOR ALL CHILDREN	9,275.
PLANNED PARENTHOOD OF LOUISVILLE ATTN: DIRECT 1025 S. SECOND STREET LOUISVILLE KY 40203	N/A	PUBLIC	HELPING LOW INCOME FAMILIES	393.
SALVATION ARMY ATTN: MAJOR KEITH BIGGERS PO BOX 1149 LOUISVILLE KY 40201-1149	N/A	PUBLIC	HELPING WITH THE CHARITABLE PROGRAMS	23,150.
YALE UNIVERSITY-CALHOUN COLLEGE ATTN: MASTER PO BOX 209127 NEW HAVEN CT 06520-9127	N/A	PUBLIC	FOR EDUCATIONAL PROGRAMS	1,855.
<b>Total</b> . . . . .				<b>3a</b> 57,001.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and 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.

NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- |  | Yes | No |
|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
| (1) Cash   |     | X  |
| (2) Other assets   |     | X  |
| b Other transactions:  |     |    |
| (1) Sales of assets to a noncharitable exempt organization   |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
| (3) Rental of facilities, equipment, or other assets   |     | X  |
| (4) Reimbursement arrangements   |     | X  |
| (5) Loans or loan guarantees   |     | X  |
| (6) Performance of services or membership or fundraising solicitations   |     | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |    |

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

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

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

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

*[Signature]* **TOWN & COUNTRY BANK & TRUST CO DBA FIRST BANKERS TRUST CO** *[Signature]* **TRUSTEE**

Signature of officer or trustee: *[Signature]* Date: *5/1/13* Title: *TRUSTEE*

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SCOTT MAIR, VICE PRESIDE	<i>[Signature]</i>	04/23/2013		P00365526
	Firm's name ▶ U.S. BANK, N.A.	Firm's EIN ▶ 31-0841368			
	Firm's address ▶ P.O. BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118	Phone no 513-632-4393			

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ATT INC	677.	677.
ALTRIA GROUP INC	334.	334.
AMERICAN WATER WORKS CO INC	363.	363.
ASTRAZENECA P L C SPSD A D R	540.	540.
AVON PRODS INC COM W/RTS ATTACHED	750.	750.
BEAM INC	164.	164.
BRISTOL-MYERS SQUIBB CO	952.	952.
CHEVRONTEXACO CORP	1,404.	1,404.
CISCO SYS INC	400.	400.
CLOROX CO	248.	248.
CONOCOPHILLIPS	528.	528.
DOVER CORP	266.	266.
DOW CHEM CO	730.	730.
EMERSON ELEC CO	322.	322.
EXELIS INC	207.	207.
EXXON MOBIL CORP	654.	654.
F F C B DEB	380.	380.
FIRST HORIZON NATIONAL CORP	18.	18.
GENERAL ELEC CO	884.	884.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	889.	889.
HJ HEINZ CO	1,503.	1,503.
THE HERSHEY COMPANY	312.	312.
HOME DEPOT INC	696.	696.
ITT CORP	114.	114.
JOHNSON & JOHNSON	1,920.	1,920.
KELLOGG CO	131.	131.
KIMBERLY CLARK CORP	584.	584.
KRAFT FOODS INC CL A	740.	740.
LILLY ELI & CO	392.	392.
MARATHON OIL CORPORATION	408.	408.
MARATHON PETROLEUM CORP	360.	360.
MERCK AND CO INC	1,324.	1,324.
CYI544 L691 04/23/2013 14:17:37	150013197500	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORP	498.	498.
MURPHY OIL CORP	2,205.	2,205.
NEXTERA ENERGY INC	1,440.	1,440.
OCCIDENTAL PETE CORP COM	108.	108.
OLD NATL BANCORP IND	302.	302.
PEPSICO INC	1,684.	1,684.
PFIZER INC	616.	616.
PHILIP MORRIS INTL	632.	632.
PHILLIPS 66	135.	135.
PROCTER & GAMBLE CO	1,077.	1,077.
RAYTHEON COMPANY	579.	579.
SPECTRA ENERGY CORP	573.	573.
TARGET CORPORATION	264.	264.
TIME WARNER INC	312.	312.
U S TREASURY BILL	1.	1.
U S TREASURY BILL	3.	3.
U S TREASURY BILL	1.	1.
U S TREASURY BILL	6.	6.
U S TREASURY BILL	4.	4.
U S TREASURY BILL	1.	1.
U S TREASURY NT	3,305.	3,305.
U S TREASURY NT	1,063.	1,063.
VERIZON COMMUNICATIONS	1,008.	1,008.
VODAFONE GROUP PLC A D R	1,053.	1,053.
XYLEM INC	253.	253.
TOTAL	36,317.	36,317.

FORM 990PF, PART I - OTHER INCOME

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DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FAYETTE CNTY KY	5.125%	1,281.	1,281.
KENTUCKY ASSET	3.165%	1,583.	1,583.
KENTUCKY ST PPTY	5.561%	1,390.	1,390.
KENTUCKY ST PPTY	5.373%	1,343.	1,343.
LEXINGTON FAYETTE KY	5.400%	2,700.	2,700.
UNIVERSITY KY GEN	4.700%	1,175.	1,175.
TOTALS		9,472.	9,472.

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	500.			500.
TOTALS	500.	NONE	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSES - 2%	10,914.	9,822.	1,091.
INVESTMENT MGMT FEES-SUBJECT T	2,000.	1,800.	200.
TOTALS	12,914.	11,622.	1,291.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
FEDERAL ESTIMATES - PRINCIPAL	289.
TOTALS	----- 289. =====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	15.	15.
TOTALS	15. =====	15. =====

61-6129304

PATRICK CALHOUN CHAR TR CUSTODY FIRST BANKERS

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY NOTE 06-30-2011		
US TREASURY NOTE 11-15-2012		
US TREASURY NOTE 08-15-2013	24,521.	25,632.
FED HOME LOAN BKS 07-26-2017		
FED FARM CDT BKS 03-04-2024		
KENTUCKY ASSET LIABILITY COMMN	50,000.	52,222.
FAYETTE CNTY KY SCH DIST FIN C	24,616.	28,788.
KENTUCKY ST PPTY BLDGS COMMN R	25,000.	29,241.
UNIV KY GEN RCPTS QECCB	25,000.	27,179.
KY ST PPTY BLDGS COMMN REVS BU	25,000.	29,992.
LEXINGTON FAYETTE URBAN CNTY G	50,000.	59,998.
FED HOME LOAN BK 2.190 12/5/22	25,000.	24,958.
FED FARM CR BKS 3.040 4/30/27	25,000.	26,557.
TOTALS	274,137.	304,567.

FORM 990PF, PART II - CORPORATE STOCK  
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ALBERTO CULVER CO	3,340.	6,288.
ALTRIA GROUP INC	6,265.	11,139.
AMERICAN WATER WORKS CO INC		
ATT INC		
BRISTOL MYERS SQUIBB CO	11,580.	22,813.
CHEVRON CORP	14,634.	43,256.
CISCO SYS INC	23,050.	15,720.
CLOROX CO	6,501.	7,322.
DOVER CORP	7,562.	13,142.
DOVE CHEM CO.	13,933.	16,165.
DUKE ENERGY CORP		
ELI LILLY CO	6,612.	9,864.
EXXON MOBIL CORP	19,989.	25,965.
FIRST HORIZON NATIONAL CORP		
FORTUNE BRANDS INC		
GENERAL ELECTRIC		
GENERAL MILLS INC		
HJ HEINZ CO		
HOME DEPOT INC	8,224.	27,287.
I T CORPORATION	26,063.	28,294.
JOHNSON JOHNSON	9,036.	34,608.
KIMBERLY CLARK CORP	27,690.	37,110.
KRAFT FOODS INC CI A	4,428.	5,865.
MARATHON OIL CORPORATION	7,941.	56,080.
MERCK AND CO INC NEW	9,106.	16,886.
MICROSOFT CORP	6,717.	9,640.
NEXTERA ENERGY INC	5,107.	18,396.
OLD NATL BANCORP IND	19,880.	32,261.
PEPSICO INC	17,522.	16,026.
	9,437.	41,514.
	17,702.	9,971.
	4,615.	54,744.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PFIZER INC	15,795.	17,556.
PHILIP MORRIS INTL	7,612.	16,728.
PROCTER & GAMBLE CO	16,242.	33,062.
REGIONS FINL CORP		
SPECTRA ENERGY CORP	7,603.	13,690.
TARGET CORP	1,188.	11,834.
TIME WARNER INC	19,229.	14,349.
VERIZON COMMUNICATIONS INC	14,159.	21,635.
AVON PRODS INC	22,360.	14,360.
BEAM INC	5,691.	12,218.
CONOCO PHILLIPS	10,159.	11,598.
EMERSON ELEC CO	8,962.	10,592.
EXELIS INC	5,374.	5,635.
MARATHON PETROLEUM CORP	3,455.	18,900.
MURPHY OIL CORP	34,647.	35,730.
RAYTHEON CO	12,338.	17,268.
THE HERSHEY CO	11,111.	14,444.
XYLEM INC	13,321.	13,550.
VODAFONE GROUP PLC	14,063.	12,595.
KELLOGG CO	5,326.	5,585.
MONDELEZ INTL	12,465.	16,239.
OCCIDENTAL PETROLEUM CORP	15,942.	15,322.
PHILLIPS 66	8,885.	15,930.
ASTRAZENECA PLC	27,868.	28,362.
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TOTALS	580,729.	937,538.
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