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

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation <b>JOSEPH C FERREE CHARITABLE TRUST 1038000045</b>		A Employer identification number <b>61-6144664</b>																																																																																																																																																																																															
		B Telephone number (see instructions) <b>502- 625-2282</b>																																																																																																																																																																																															
Number and street (or P O box number if mail is not delivered to street address) <b>STOCK YARDS BANK &amp; TR CO P.O. BOX 34290</b>		Room/suite																																																																																																																																																																																															
City or town, state, and ZIP code <b>LOUISVILLE, KY 40232-4290</b>																																																																																																																																																																																																	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change																																																																																																																																																																																															
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<input type="checkbox"/> Other taxable private foundation																																																																																																																																																																																															
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>3,649,240.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____																																																																																																																																																																																															
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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
	1 Cash - non-interest-bearing . . . . .		1,105.	
	2 Savings and temporary cash investments . . . . .		221,776.	160,685.
	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 ►			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .		3,251,543.	3,228,010.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		3,474,424.	3,388,695.
	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
	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 . . . . .		3,474,424.	3,388,695.
	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) . . . . .		3,474,424.	3,388,695.
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		3,474,424.	3,388,695.

## 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	3,474,424.
2 Enter amount from Part I, line 27a . . . . .	2	-92,282.
3 Other increases not included in line 2 (itemize) ► <u>POSTED IN 2013 EFFECTIVE 2012</u>	3	9,465.
4 Add lines 1, 2, and 3 . . . . .	4	3,391,607.
5 Decreases not included in line 2 (itemize) ► <u>SEE STATEMENT 3</u>	5	2,912.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,388,695.

Form 990-PF (2012)

**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> 1,400,825.		1,327,418.	<b>73,407.</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
<b>a</b>			<b>73,407.</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }		<b>2</b>	<b>73,407.</b>	
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 . . . . .			<b>3</b>		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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	163,618.	3,496,303.	0.046797
2010	153,391.	3,362,193.	0.045622
2009	176,233.	3,083,511.	0.057153
2008	167,713.	3,571,197.	0.046963
2007	210,000.	4,088,394.	0.051365

- 2 Total of line 1, column (d) . . . . . **2** 0.247900
- 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . . **3** 0.049580
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . **4** 3,413,151.
- 5 Multiply line 4 by line 3 . . . . . **5** 169,224.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . **6** 1,060.
- 7 Add lines 5 and 6 . . . . . **7** 170,284.
- 8 Enter qualifying distributions from Part XII, line 4 . . . . . **8** 180,964.  
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
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)	
1b 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 . . . . .	1 1,060.
1c 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 1,060.
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 1,060.
6 Credits/Payments	
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a 8,728.
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 8,728.
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 7,668.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11 1,060. Refunded
	11 6,608.

**Part VII-A Statements Regarding Activities**

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

**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 ► **STOCK YARDS TRUST CO.** Telephone no ► **(502) 625-2282**  
Located at ► **200 SOUTH FIFTH STREET, LOUISVILLE, KY** ZIP+4 ► **40232-4290**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► **15**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . **16**  **Yes**  **No**  
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►

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

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

**1a** During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .  **Yes**  **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .  **Yes**  **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .  **Yes**  **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .  **Yes**  **No**

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .  **Yes**  **No**

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .  **Yes**  **No**

**b** If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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? . . . . .  **Yes**  **No**  
If "Yes," list the years ►

**b** Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . **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**

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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
Stock Yards Bank & Trust Co P O Box 34290, Louisville, KY 40232-4290	Trustee 1	26,565.	-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
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
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

**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 . . . . . ►**

**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 3,293,305.
b Average of monthly cash balances . . . . .	1b 171,823.
c Fair market value of all other assets (see instructions) . . . . .	1c NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d 3,465,128.
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 3,465,128.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4 51,977.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5 3,413,151.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6 170,658.

**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 . . . . .	1 170,658.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a 1,060.
b Income tax for 2012 (This does not include the tax from Part VI.) . . . . .	2b
c Add lines 2a and 2b . . . . .	2c 1,060.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3 169,598.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4 NONE
5 Add lines 3 and 4 . . . . .	5 169,598.
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 . . . . .	7 169,598.

**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 180,964.
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 . . . . .	4 180,964.
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 1,060.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6 179,904.

**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 XII, line 7 . . . . .				169,598.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only . . . . .			76,621.	
b Total for prior years 20 10, 20 ____, 20 ____		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. ► \$ 180,964.			76,621.	
a Applied to 2011, but not more than line 2a . . . . .				
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 . . . . .				104,343.
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 . . . . .				65,255.
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)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total			
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)(ii)						
(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	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>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
EPILEPSY FOUNDATION OF AMERICA ATTN: MS PATRI 8301 PROFESSIONAL PLACE-EAST LANDOVER MD 207	NONE	GENERAL	NAMED RECIPIENT IN TRUST DOCUMENT	25,852.
ONEIDA BAPTIST INSTITUTE ATTN: WESLEY F UNDER PO BOX 67 ONEIDA KY 40972	NONE	GENERAL	NAMED RECIPIENT IN TRUST DOCUMENT	25,852.
CEREBRAL PALSY SCHOOL OF ATTN: BARBARA HENCHE 1520 BAXTER AVENUE LOUISVILLE KY 40205-1097	NONE	GENERAL	GENERAL FUNDING	25,852.
ALICE LLOYD COLLEGE ATTN: BUSINESS OFFICE 100 PUROSE ROAD PIPPA PASSES KY 41844	NONE	GENERAL	NAMED RECIPIENT IN TRUST DOCUMENT	25,852.
KOSAIR CHARITIES COMMITTEE INC CHIEF FINANCIA P O BOX 37370 LOUISVILLE KY 40233-7370	NONE	GENERAL	NAMED RECIPIENT IN TRUST DOCUMENT	25,852.
JAMES GRAHAM BROWN CANCER CENTER ATTN: DEVELO 529 SOUTH JACKSON STREET LOUISVILLE KY 40202	NONE	GENERAL	NAMED RECIPIENT IN TRUST DOCUMENT	25,852.
CEDAR LAKE LODGE ATTN: GREG SIMPSON 7984 NEW LAGRANGE ROAD LOUISVILLE KY 40222	NONE	GENERAL	NAMED RECIPIENT IN TRUST DOCUMENT	25,852.
<b>Total . . . . .</b>			► 3a	180,964.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>					<b>129,893.</b>
<b>13 Total Add line 12, columns (b), (d), and (e)</b>					<b>13 129,893.</b>

(See worksheet in line 13 instructions to verify calculations )

JSA

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Form 990-PF (2012)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	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.		

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

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

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

**Sign  
Here**

Signature of officer or trustee

Date

## Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>WESLEY HIRSCHBERG</b>	Preparer's signature 	Date <b>05/10/2013</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00162244</b>
	Firm's name ► <b>THOMSON REUTERS (TAX &amp; ACCOUNTING)</b>	Firm's EIN ► <b>75-1297386</b>			
	Firm's address ► <b>ONE NORTH DEARBORN ST., 5TH FL. CHICAGO, IL 60602</b>	Phone no <b>312-873-6900</b>			

STOCK YARDS TRUST CO  
200 SOUTH FIFTH STREET  
LOUISVILLE KY 40202

## ACCOUNT STATEMENT

ACCOUNT NUMBER 1038000045

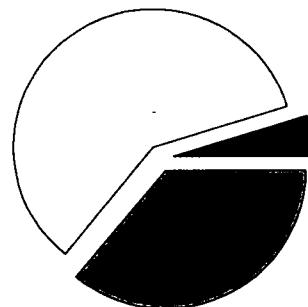
DECEMBER 01, 2012 TO DECEMBER 31, 2012

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

ACCOUNT NAME	JOSEPH C FERREE CHARITABLE TRUST UNDER AGREEMENT DTD 10/22/87
ACCOUNT NUMBER	1038000045
WEALTH ADVISOR	JEFFREY C FILCIK 502-625-9130 jeffrey.filcik@syb.com
INVESTMENT ADVISOR	DOUG HARPER 502-625-9122 doug.harper@syb.com

### INVESTMENT PORTFOLIO SUMMARY

MARKET VALUE AS OF	12/01/2012	12/31/2012	% OF ACCOUNT
<input checked="" type="checkbox"/> CASH AND EQUIVALENTS	118,773 20	160,685 10	4 6%
<input type="checkbox"/> EQUITIES	2,057,494 20	2,072,117 63	59 4%
<input checked="" type="checkbox"/> FIXED INCOME	1,270,548 16	1,255,752 75	36 0%
Total	3,446,815 56	3,488,555 48	100 0%



### ACCOUNT ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES		
			THIS PERIOD	YEAR TO DATE	
BEGINNING MARKET VALUE	3,446,815 56	3,353,511 25			
INTEREST & DIVIDENDS	46,305 33	96,591 53			
PURCHASES & SALES	0 00	62,453 87	LONG TERM	27,945 24	108,434 16
DISBURSEMENTS	4,393 43	221,241 40	SHORT TERM	3,195 41	31,543 88
MISCELLANEOUS	23,536 86	79,465 94	TOTAL GAINS / LOSSES	31,140 65	76,890 28
CHANGE IN MARKET VALUE	23,364 88	117,774 29			
ENDING MARKET VALUE	3,488,555 48	3,488,555 48			

## ACCOUNT STATEMENT

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ACCOUNT NUMBER 1038000045

DECEMBER 01, 2012 TO DECEMBER 31, 2012

## ASSET DETAIL

DESCRIPTION			MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>CASH AND EQUIVALENTS</b>						
<b>MONEY MARKET FUNDS</b>						
SYB MONEY MARKET FUND			23,035 05 23,035 05	1 00 1 00	2 44	0 01
TOTAL MONEY MARKET FUNDS		SUB- TOTAL	23,035 05 23,035 05		2 44	0 01
<b>CASH</b>						
PRINCIPAL CASH			13,165 75 13,165 75			
TOTAL CASH		SUB- TOTAL	13,165 75 13,165 75		0 00	0 00
TOTAL CASH AND EQUIVALENTS			36,200 80 36,200 80		2 44	0 01
DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>EQUITIES</b>						
<b>MUTUAL FUNDS - EQUITY</b>						
<b>MF EQUITY - LARGE CAP GROWTH</b>						
T ROWE PRICE NEW AMERICA GROWTH FUND	PAWAX	16,846 135	598,037 79 563,982 07	35 50 33 48	1,853 07	0 31
TOTAL MF EQUITY - LARGE CAP GROWTH		SUB- TOTAL	598,037 79 563,982 07		1,853 07	0 31
<b>MF EQUITY - LARGE CAP VALUE</b>						
GABELLI EQUITY INCOME FUND AAA	GABEX	26,393 951	600,726 32 559,041 11	22 76 21 18	9,501 82	1 58
TOTAL MF EQUITY - LARGE CAP VALUE		SUB- TOTAL	600,726 32 559,041 11		9,501 82	1 58
<b>MF EQUITY - MID CAP GROWTH</b>						
ASTON /FAIRPOINT MID CAP FUND	CHTTX	9,054 378	302,325 68 311,108 42	33 39 34 36	479 88	0 16
TOTAL MF EQUITY - MID CAP GROWTH		SUB- TOTAL	302,325 68 311,108 42		479 88	0 16
<b>MF EQUITY - SMALL CAP GROWTH</b>						
MFS NEW DISCOVERY FUND	MNDAX	5,051 000	105,818 45 117,899 01	20 95 23 34		
TOTAL MF EQUITY - SMALL CAP GROWTH		SUB- TOTAL	105,818 45 117,899 01		0 00	0 00
<b>MF EQUITY - SMALL CAP VALUE</b>						
INVESCO SMALL CAP VALUE FUND	VSCAX	5,848 811	95,686 55 94,390 95	16 36 16 14	23 40	0 02
TOTAL MF EQUITY - SMALL CAP VALUE		SUB- TOTAL	95,686 55 94,390 95		23 40	0 02

# ACCOUNT STATEMENT

PAGE 3

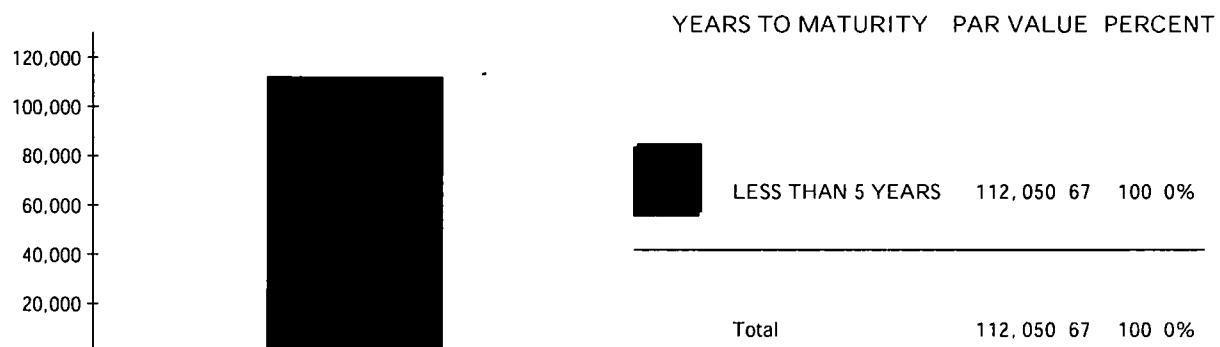
ACCOUNT NUMBER 1038000045

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
<b>MF INTERNATIONAL - BLEND</b>						
HARBOR INTERNATIONAL FUND	HIINX	2,986 360	183,810 46 184,267 79	61 55 61 70	3,138 66	1 71
HENDERSON INTERNATIONAL OPPORTUNITIES FUND	HFOAX	8,666 000	185,712 38 171,237 06	21 43 19 76	927 26	0 50
TOTAL MF INTERNATIONAL - BLEND		SUB-TOTAL	369,522 84 355,504 85		4,065 92	1 10
TOTAL MUTUAL FUNDS - EQUITY		SUB-TOTAL	2,072,117 63 2,001,926 41		15,924 09	0 77
TOTAL EQUITIES			2,072,117 63 2,001,926 41		15,924 09	0 77

## BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY: 0.0 YEARS

CURRENT YIELD 3 09%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
<b>MUTUAL FUNDS</b>						
BAIRD CORE PLUS BOND FUND		47,175 000	550,532 25 538,738 50	11 67 11 42	16,511 25	3 00
BLACKROCK INFLATION PROTECTED BOND PORTFOLIO		5,331 000	63 545 52 57,254 94	11 92 10 74	1,076 86	1 69
FEDERATED TOTAL RETURN BOND FUND		47,133 666	538,737 80 525,650 68	11 43 11 15	17,769 39	3 30
T ROWE PRICE SHORT TERM BOND FUND		7,400 000	35,890 00 35,964 00	4 85 4 86	621 60	1 73

## ACCOUNT STATEMENT

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ACCOUNT NUMBER 1038000045

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
MUTUAL FUNDS						
TEMPLETON GLOBAL BOND FUND A		5,011 000	67,047 18 68,475 73	13 38 13 67	2,806 16	4 19
TOTAL MUTUAL FUNDS			SUB- TOTAL	1,255,752 75 1,226,083 85	38,785 26	3 09
TOTAL FIXED INCOME				1,255,752 75 1,226,083 85	38,785 26	3 09
TOTAL PRINCIPAL ASSETS				3,364,071 18 3,264,211 06	54,711 79	1 63

# ACCOUNT STATEMENT

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ACCOUNT NUMBER 1038000045

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		119,275 01 119,275 01	1 00 1 00	12 64	0 01
TOTAL MONEY MARKET FUNDS	SUB- TOTAL	119,275 01 119,275 01		12 64	0 01
CASH					
INCOME CASH		5,209 29 5,209 29			
TOTAL CASH	SUB- TOTAL	5,209 29 5,209 29		0 00	0 00
TOTAL CASH AND EQUIVALENTS		124,484 30 124,484 30		12 64	0 01
TOTAL INCOME ASSETS		124,484 30 124,484 30		12 64	0 01

## 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.	750.	750.
TOTALS	750.	750.	750.	750.

## FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	4,234.	
FEDERAL ESTIMATES - PRINCIPAL	8,728.	
FOREIGN TAXES ON QUALIFIED FOR	574.	574.
FOREIGN TAXES ON NONQUALIFIED	360.	360.
TOTALS	13,896.	934.

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

DESCRIPTION	AMOUNT
ROUNDING	4.
ROC ADJUSTMENT	2,908.
TOTAL	2,912.

STATEMENT 3